

Sinohealth Hldg 中康控股

中康控股有限公司

Sinohealth Holdings Limited

(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

2023 ANNUAL REPORT 年報





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2 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

Mr. Wan Chuan

Ms. Zhang Xiao *ACG, HKACG*

董事會**執行董事**

吳鬱抒先生(*主席*)

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

萬川先生

張瀟女士 *ACG · HKACG*

REGISTERED OFFICE IN THE CAYMAN ISLANDS

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

開曼群島註冊辦事處

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

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

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 732, 7th Floor, Rykadan Tower
135 Hoi Bun Road, Kwun Tong
Kowloon
Hong Kong

香港主要營業地點

香港
九龍
觀塘海濱道135號
宏基資本大廈7樓732室

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

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

HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

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

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

4 CORPORATE INFORMATION 公司資料

COMPLIANCE ADVISER

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

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

合規顧問

智富融資有限公司
香港
中環
雲咸街8號3樓

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

PRINCIPAL BANK

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

STOCK CODE

2361

COMPANY'S WEBSITE

ir.sinohealth.cn

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

股票代碼

2361

公司網址

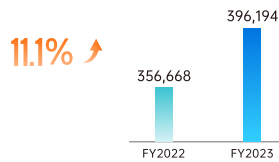
ir.sinohealth.cn

6 CORE FINANCIAL AND OPERATIONAL DATA 核心財務及運營數據

FINANCIAL PERFORMANCE 財務表現

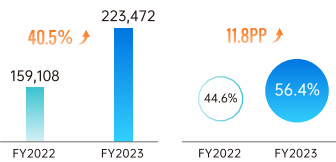
REVENUE 收入

Unit: RMB Thousand
單位: 人民幣 千元



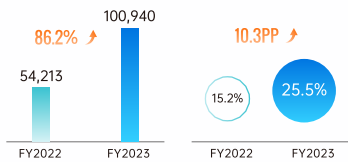
GROSS PROFIT AND GROSS PROFIT MARGIN 毛利及毛利率

Unit: RMB Thousand
單位: 人民幣 千元



NET PROFIT AND NET PROFIT MARGIN 淨利及淨利率

Unit: RMB Thousand
單位: 人民幣 千元

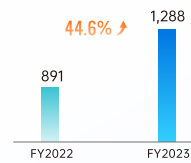


The Group provides customers with one-stop products and services of "SaaS + professional service + industry ecological platform", enabling customers to make efficient operational decisions and accurately connect to the market.

本集團提供「SaaS+專業服務+產業生態平台」一站式產品及服務，賦能客戶高效經營決策和精準連接市場。

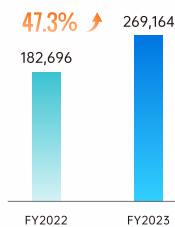


Our customers covered the major players in the health industry
客戶覆蓋健康產業主要參與群體

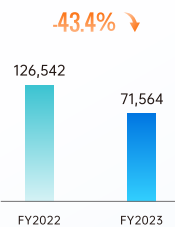


Corporate Customers
企業級客戶數量

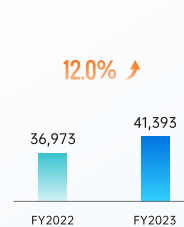
BUSINESS SEGMENT FINANCIAL PERFORMANCE 業務板塊財務表現



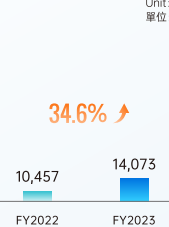
Smart Decision Cloud
智慧決策雲



Smart Retail Cloud
智慧零售雲



Smart Medical Cloud
智慧醫療雲



Smart Health Management Cloud
智慧健康管理雲

Unit: RMB Thousand
單位: 人民幣 千元

SCENARIO ENABLING 場景賦能

Smart Decision Cloud 智慧決策雲

The Group has built a digital decision-making service and product system of "3 major data × 3 major services + digital insight SaaS system", which runs through the whole chain of R&D, production, circulation, promotion and terminal retail of pharmaceutical equipment products driven by data, to enhance the digital decision-making process of customers' production and marketing, market layout and pharmaceutical research and development.

本集團搭建了「3大數據×3大服務+數字洞察SaaS系統」的數字決策服務與產品體系，以數據為驅動貫穿藥械產品研發、生產、流通、推廣、終端零售的全鏈條，提升客戶生產營銷、市場佈局和藥物研發的數字化決策進程。

New Products 新產品

Lingsu System, the response speed of market data feedback reaches T+3, which is in the leading position in the industry, supporting customers' fast and accurate marketing decisions. 瓊速系統，市場數據反饋的響應速度達到T+3，處於行業領先地位，支持客戶快速精準的營銷決策。

SinoHealth Yunling provides material cost estimation, price trend analysis and data perspective to help Chinese medicine enterprises "cost reduction and efficiency enhancement". 中康雲瓊，提供中成藥原料成本測算、價格趨勢分析和數據透視，助力中藥企業「降本增效」。

Smart Health Management Cloud 智慧健康管理雲

Through AI technology and disease risk assessment models, the Woodpecker AI-MDT system provides more systematic and comprehensive expert consultation physical examination report interpretation and personalized medical treatment, physical examination, diet and exercise health management programs for physical examination users, establishes a complete post-examination health management service system for the physical examination center.

卓睦鳥健康管理AI-MDT系統通過AI和疾病預測模型，為體檢用戶提供更系統、全面的專家會診體檢報告解讀和個性化醫療、體檢、飲食和運動的健康管理方案，為體檢中心搭建完備的檢後健康管理服務體系。

As at the end of the Reporting Period, the number of users interpreting physical examination reports through AI-MDT system exceeded 2.4 million, and the maximum daily processing volume exceeded 30,000 cases.

截至報告期末，AI-MDT系統體檢報告解讀用戶數量超過240萬，日最高處理量超3萬例。

Smart Retail Cloud 智慧零售雲

There were more than 100,000 cooperative pharmacy stores using SIC, representing a year-on-year increase of 22%. SIC合作藥店超10萬家，同比增長22%。

The Group established a "one-stop" data concentration analysis ability, data marketing drives solutions and data precise marketing capability in the pharmacy application scenario. Deep services for medical product suppliers, pharmaceutical retailers and patients. Improve patients' trust on medical device products, the management efficiency of pharmacies, and improve patients' treatment effect and healthy living standards.

本集團在零售應用場景建立的「一站式」數據集中分析能力、數據營銷驅動解決能力與數字精準營銷服務能力，深度服務醫療產品供應商、醫藥零售企業及患者。提高患者對藥械產品的信任度，提升藥店管理效率，提高患者治療效果及健康生活水準。

Smart Medical Cloud 智慧醫療雲

The research SaaS platform based on deep learning and multi-modal large language models, which increases the scientific research efficiency.

基於深度學習與多模態大語言模型的科研SaaS平台，有效提高科研效率。

Patient management services of "the whole medical management process digital therapy + private patient operation", reaching more than 250,000 patients, effectively improving the continuity, convenience and autonomy of patients in the treatment process.

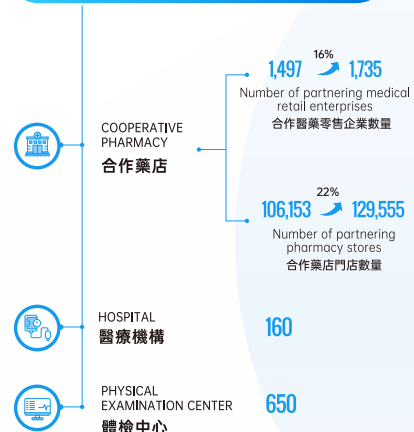
「全病程管理數字療法+私域患者運營」的患者管理服務，惠及超25萬名患者，有效提高了患者在治療過程的連續性、便利性和自主性。

CORE FINANCIAL AND OPERATIONAL DATA 7

核心財務及運營數據

CORE COMPETENCE 核心競爭力

INDUSTRIAL COOPERATION NETWORK 產業合作網絡



BIG DATA PROCESSING TECHNOLOGY 大數據處理技術



ECOLOGICAL INDUSTRIAL PLATFORM 生態化的產業平台

CONFERENCE PLATFORM 會議平台

MEDIA MATRIX 媒體矩陣

The Group has established a leading portfolio of healthcare industry conferences/exhibition events and media services to build a valuable ecological chain for industry participants. It is also the main scene of the Group's product marketing and "traffic monetisation".
本集團搭建的健康產業會議/會展活動和媒介服務組合，為行業參與者構建價值生態鏈，同時也是本集團產品營銷及"流量變現"的主要場景。

CPEO held successfully for 16 sessions, has become a forward-looking industry conference with leading position in China's healthcare industry in terms of specifications, scale and influence. In 2023, there were 8,000 official participants and more than 50,000 participants, reaching a new high in scale. 西普會已成功舉辦十六屆，發展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。2023年西普會正式參會嘉賓8,000人，參會人數超5萬人，規模再創新高。

In December 2023, the first Traditional Chinese Medicine Ecological Conference was successfully held. With the purpose of "full chain integration, inheritance and innovation", the conference promotes the high-quality development of the traditional Chinese medicine industry, and the industrial platform comprehensively and deeply connected the traditional Chinese medicine industry. 2023年12月，首屆中醫藥生態大會成功召開，大會以"全鏈融合、傳承創新"為宗旨，推動中醫藥產業高質量發展，產業平台全面深度連接中醫藥產業。

During the Reporting Period, the PHCF was recognised as provincial project by Hainan Department of Commerce. 報告期內，西鼎會獲海南商務廳認定為省級項目。

The media matrix covers a total of nearly one million industry professionals. 媒體矩陣覆蓋行業專業人士合計近百萬。

HONORS AND CERTIFICATIONS 榮譽及認證

- Guangzhou Big Data/ Artificial Intelligence Enterprise Database Registration Certificate
廣州市大數據/人工智能企業庫登記證書
- Guangzhou "100 Wisdom Gathering" Artificial Intelligence Innovation and Development List
廣州「百智薈聚」人工智能創新發展榜單
- The Top List of the Most Promising Artificial Intelligence Enterprises in Guangzhou, etc.
廣州最具發展潛力人工智能企業榜單等
- Selected as the data service provider of Shenzhen Data Exchange, Guangzhou Data Exchange, Zhejiang Big Data Trading Center and Fujian Big Data Exchange.
入選深圳數據交易所、廣州數據交易所、浙江大數據交易中心和福建大數據交易所的數據服務商
- Sinohealth Information and Zhongkang Technology respectively received a series of the ISO certifications on information technology, information security and private information.
中康資訊、中康科技分別獲信息技術、信息安全及隱私信息方面的一系列ISO管理體系認證

8 FINANCIAL SUMMARY

財務摘要

The following is a summary of the Group's published results and assets and liabilities for the past five financial years. The financial information for the year ended 31 December 2022 and 2023 is extracted from the consolidated financial statements of 2022 and this annual report, and the financial information for the years ended 31 December 2019, 2020 and 2021 is extracted from the Prospectus.

以下為本集團過去五個財政年度的已公佈業績及資產及負債概要。截至2022年及2023年12月31日止年度的財務資料摘自2022年綜合財務報表及本年報，截至2019年、2020年及2021年12月31日止年度的財務資料摘自招股章程。

		Year ended 31 December 截至12月31日止年度				
		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Revenue	收入	396,194	356,668	324,166	202,073	177,750
Cost of sales	銷售成本	(172,722)	(197,560)	(131,527)	(71,867)	(71,654)
Gross profit	毛利	223,472	159,108	192,639	130,206	106,096
Net profit	淨利	100,940	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	102,032	55,758	78,813	67,926	56,089
Non-Current Assets	非流動資產	188,477	94,285	16,609	35,046	17,389
Current Assets	流動資產	609,264	702,188	500,414	507,161	423,462
Current Liabilities	流動負債	84,261	97,789	96,138	55,282	37,596
Net Current Assets	流動資產淨值	525,003	604,399	404,276	451,879	385,866
Non-Current Liabilities	非流動負債	13,026	5,448	4,974	22,300	7,329
Total Equity	權益總額	700,454	693,236	415,911	464,625	395,926

At CPEO held in 2023, we put forward our study results on the industry titled “Dual Synergy Reshapes the Industry – Opens a New Era of Personal Health Responsibility”, that is, along with the increasing importance and concern of national health, the “healthcare” demand is getting greater than “medical” demand in the society. China is entering into the new era of personal health responsibility, so the promotion of healthcare industry will enter into the new phase of concerted development of both serious medical industry and consumer medical industry to meet the national requirements for full life cycle health security. To meet the diversified and personalised healthcare demands, the healthcare industry needs support of massive data and digital tools, and health big data and digital products will embrace explosive growth, driving the reshaping of China’s healthcare industry profile. The Group always adheres to the corporate mission of “developing smart healthcare industry and promoting smart healthy life”, moves forward actively, strives bravely, and continues developing the three core technologies such as big data, artificial intelligence and cloud computing, to digitally boost the healthcare industry efficiency and reshaping.

在2023年西普會上，我們提出了「二元協同重塑產業—開啟個人健康主體責任新時代」的產業研判，隨著國民健康的重要性和關注度不斷提升，社會「健康」的需求逐漸大於「醫療」的需求，我國進入了個人健康主體責任新時代，推動健康產業將走進嚴肅醫療產業與消費醫療產業二元協同發展、滿足國民全生命週期健康保障需求的新階段。為滿足多樣化、個性化的健康需求，健康產業需要海量數據和數字化工具支持，健康大數據和數字化產品將迎來爆發式增長，推動我國健康產業格局重塑。本集團秉承「智慧健康產業，智慧健康生活」的企業理念，積極向前，勇於拼搏，堅持深耕大數據、人工智能和雲計算研發三大核心技術，以數字化助力健康產業效率提升和重塑格局。

10 CHAIRMAN'S STATEMENT 董事長致辭

Looking back to 2023, with joint efforts of all employees, the Group made historical highs in operating results, customer base, profitability, assets quality and other indicators. Our SIC covered more than 100,000 chain pharmacies, and could improve the efficiency of business operations for pharmacies through membership management, category management and other services. By virtue of SIC extensive coverage and deep linkage at pharmacy terminals, we helped medical product suppliers accurately connect to pharmaceutical retail terminals through marketing activities, industry conferences, pharmaceutical services, professional training and other services to expand the growth track for customers. The Group provided clients with more than 30 SaaS products and professional insight services around industry-leading data governance capabilities, digital assets, and AI algorithm models, to meet the insight and management requirements of medical product suppliers in respect of consumers, medicine sales, sales terminal, policy studies, and supply chain management, and enable customers to realise efficient decision making and market growth. In order to satisfy people's health culture level and increasing health management demands, the Group promoted the AI-MDT system upgrading and optimisation, added intelligent general inspection, member management, post-examination health follow-up, single-disease management and other functions driven by AI technology and big data technology, providing high quality health management services to physical examination users based on personal features. As at 31 December 2023, our AI-MDT system interpreted more than 2,400,000 physical examination reports cumulatively. The Group is committed to applying leading technologies to the health vertical field. For example, we developed scientific research intelligent assistants for doctors and innovative pharmaceutical companies by using AI large language model, NLP, data governance, knowledge graph and other technologies, and also developed digital application services for pharmaceutical retail enterprises, medical product suppliers, medical institutions, physical examination institutions, doctors and other users.

回顧2023年，憑藉全體員工的共同努力，本集團的經營業績、客戶規模、盈利能力、資產質量等指標都實現了歷史新高。我們的SIC已經覆蓋超過10萬家連鎖藥店，通過會員管理、品類管理等服務為藥店提升經營管理效率。憑藉SIC在藥店終端的廣泛覆蓋和深度連接，我們通過動銷活動、行業會議、藥事服務、專業培訓等服務幫助醫療產品供應商精準連接醫藥零售終端，為客戶拓展增長賽道。本集團圍繞行業領先的數據治理能力、數字資產、AI算法模型，為客戶提供超過30項SaaS產品和專業洞察服務，以滿足醫療產品供應商在消費者、藥品銷售、銷售終端、政策研究、供應鏈管理等方面的洞察需求和管理需求，助力客戶實現高效決策和市場增長。為滿足人們健康素養水平而不斷提升的健康管理需求，本集團推動了AI-MDT系統的升級優化，增加了以AI技術和大數據技術驅動的智能總檢、會員管理、檢後健康隨訪、單病種管理等功能，為體檢用戶提供基於個體特徵定制的高質量健康管理服務，截至2023年12月31日，AI-MDT已經累計解讀超過240萬份體檢報告。本集團致力於將領先技術應用於健康垂直領域，例如，我們運用AI大語言模型、NLP、數據治理、知識圖譜等技術，為醫生、創新藥企業開發了科研智能助手，為醫藥零售企業、醫療產品供應商、醫療機構、體檢機構、醫生等用戶開發了數字人應用服務。

With the development of traditional Chinese medicine rising to a national strategy, the Group hosted the first Traditional Chinese Medicine Ecological Conference, aiming to promote the transformation of traditional Chinese medicine research and development results and scientific and technological innovation, the market transformation of traditional Chinese medicine products, the safety of traditional Chinese medicine raw materials and the high-quality development of traditional Chinese medicine, and build a traditional Chinese medicine ecological platform. Our self-developed Sinohealth Yunling system was launched at the conference, which will help customers improve the supply chain management of Chinese medicinal materials and empower the development and innovation of the Chinese medicine industry.

In the past year, we published China Pharmaceutical Global Retail Market Insight Report 2022, Blue Book of China's Innovative Medicines, National Health Trend Insight Report in the Post-Pandemic Era, Insight Report on Immune Demand Jump, Blue Book 2023 of Consumer Health Insights, Blue Book of Painless China Pain Category Research and other professional industrial reports, offering standard insight data and in-depth interpretation for healthcare industry.

The year of 2024 is the starting year of "Data Elements ×" Three-Year Action Plan (2024-2026), leading the healthcare big data industry to enter into the new phase of regulated development, and provide new drive for the long-term development of healthcare industry. Looking forward, the medical and healthcare industry will show a good anti-cyclical and development trend. According to the forecasting of Sinohealth Industry Research Institute, by 2030, China's healthcare industry scale will increase from RMB9 trillion in 2022 to RMB16 trillion, of which, the scale of serious medical industry will reach RMB9.6 trillion, representing a CAGR of 5.8%, and the scale of consumer medical industry will reach RMB6.4 trillion, representing a CAGR of 9.8%. In the long-term industry development, industry participants will maintain high capabilities and willingness of investment, while the rapid growth of data-driven economy and related digital technology will trigger higher demands for data insights and digital services in the healthcare industry, and the demands for product efficiency and service speciality will also increase significantly.

隨著中醫藥發展上升為國家戰略，本集團主辦了首屆中醫藥生態大會，旨在推動中醫藥研發成果轉化和科技創新、中醫藥產品的市場轉化、中醫藥原材料安全和中醫藥領域的高質量發展，構建中醫藥生態平台。我們自主研發的中康雲瓊系統在會上首發，該系統將助力客戶提升中藥材供應鏈管理能力，賦能中醫藥產業發展與創新。

過去一年，我們發佈了《2022年度中國藥品全域零售市場洞察報告》、《中國創新藥藍皮書》、《疫情後時代國民健康趨勢洞察報告》、《免疫需求躍遷洞察報告》、《2023年消費者大健康洞察藍皮書》、《無痛中國疼痛品類研究藍皮書》等專業行業報告，為健康產業提供標準洞察數據和深度解讀。

2024年是《「數據要素×」三年行動計劃（2024—2026年）》的開局之年，引導著健康大數據行業進入規範發展新階段，為健康產業的長期發展提供新動力。展望未來，醫療健康產業將表現出良好的抗週期性和發展態勢。根據中康產業研究院預測，到2030年我國健康產業規模將從2022年度的9萬億增長到16萬億，其中嚴肅醫療產業規模將達到9.6萬億元，年平均增長5.8%，消費醫療產業規模將達到6.4萬億，年平均增長高達9.8%。在產業長期發展過程中，產業參與者仍將保持較高的投入能力和投入意願，而數據要素經濟和相關數字技術的快速發展，將激發健康產業對數據洞察和數字化服務的更高需求，對產品效能和服務專業性的要求也將大幅提高。

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The Group will enhance technical innovation capability and research outcome translation capability, promote product functions and service capabilities to match with industrial demands accurately, by virtue of industry leading data assets, AI algorithm model, rich industry experience and cutting-edge insight capabilities, and establish long-term advantage-sharing, benefit-win-win relationship with customers during the long-term cooperation process. In the process of serious – consumer medical industry synergy and reshaping, to better grasp the industry development trend and meet people's increasing health demands, the Group around the corporate vision of "world leading digital technology company in life science field" builds the development strategy of "in five years, building To B the first development curve, To C the second development curve, and To R the third development curve", among which, To B strategy is to build internal and external business closed loop regarding data as the core resources, and provide the healthcare industry with full chain digital services; To C business is to insist on "patient-centrism", and provide individuals with full life cycle health management and full disease course management; To R business will focus on life science research and development, improve research efficiency through digital innovation, and focus on internal Traditional Chinese medicine preparations conversion, introduction of imported medical devices, conversion of innovative medicine projects and other directions to provide integrated digital solutions for the industry. By building the three development curves, the Group will finally construct the full life cycle health management closed loop based on patient's value, promote the digital transformation of the health industry and create new driver of industrial growth in the process of meeting market demand.

本集團將加強技術創新能力以及科技成果轉化能力，依託行業領先的數據資產、AI演算法模型、豐富的行業經驗以及前沿洞察能力，推動產品功能和服務能力精準契合產業需求，並在長期合作過程中，與客戶建立優勢共享、效益雙贏的長期合作關係。在嚴肅醫療和消費醫療二元協同、重塑產業的過程中，為更好的把握產業發展趨勢及滿足人們日益增長健康需求，本集團圍繞「生命科學領域全球領先的數字科技公司」的企業願景，構建出「5年內，打造To B第一發展曲線，To C第二發展曲線，To R第三發展曲線」的發展戰略，其中，To B戰略將以數據為核心資源驅動打造院內外業務閉環，並為健康產業提供全鏈路數字化服務，To C業務堅持「以患者為中心」，為個人提供全生命週期健康管理和全病程管理，To R業務將聚焦生命科學研發，通過數字化創新提升科研效率，聚焦院內中藥製劑轉化、進口藥械引進、創新藥項目轉化等方向，為行業提供數字化整體解決方案。通過打造三大發展曲線，本集團最終將構建以患者價值為中心的全生命週期健康管理閉環，推進健康產業數字化轉型，在滿足市場需求過程中創造產業再增長的新引擎。

We're grateful to all shareholders, partners and social communities for their continuing supports to the Group. We will continue promoting the in-depth application of big data, AI, cloud computing and other technologies in the field of healthcare technology, enable the increase of digital level in healthcare industry, grow with industry partners in the digital transformation and long-term development, jointly build direct interaction service chains connecting medial, pharmaceutical, patients, physical examination and other processes, build a world leading digital technology company in life science field, and bring smart healthy life to more people.

感謝選擇與本集團同行的每位股東、合作夥伴及社會各界對中康控股的持續支持。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，賦能健康產業提高數字化水平，在數字化轉型和長遠發展中，和產業夥伴一起成長，共同打造醫、藥、患、檢各環節的多元直接交互服務鏈條，打造生命科學領域全球領先的數字科技公司，把智慧健康生活帶給更廣闊的人群。

Wu Yushu*Chairman and Chief Executive Officer*

28 March 2024

吳鬱抒*董事長兼首席執行官*

2024年3月28日

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BUSINESS REVIEW

In 2023, China made every effort to promote the reform of the medical system and the high-quality development of the medical and healthcare industry, and people paid more attention to their own health when improving the quality of life, promoting China into a new era of individual health responsibility, and medical product suppliers focused on the transformation of the “individual-centered” business model. The Opinions of the Central Committee of the Communist Party of China and The State Council on Building a Data Foundation System to Better Play the Role of Data Elements put forward the construction of a data foundation system and vigorously develop the data-driven economy. The rapid development of the data industry is promoting the health industry to accelerate the restructuring of the industrial structure, and the industrial entities such as medical product suppliers and pharmaceutical retail enterprises prefer to the use of data insight, digital construction and other tools to empower product research and development, targeted marketing and management decision-making scenarios.

With increasing demand for data services and data products in the industry, leveraging on its data advantages, technological advantages and market advantages accumulated over 17 years of deep cultivation in the health industry, the Group continuously enriched the categories of products and services, provided customers with one-stop products and services of “SaaS + professional service + industry ecological platform”, and efficiently empowered customers in terms of digital transformation, market expansion, client management and decision making, enabling them to build efficient decision making and targeted marketing capabilities, improve their efficiency and achieve performance growth. During the Reporting Period, our business model has been highly recognized by the industry, with the scope of customers covering major players in health industry such as pharmaceutical and medical device manufacturers, pharmaceutical and medical device retailers, physical examination institutions, medical institutions, and innovative pharmaceutical enterprises. We had 1,288 corporate customers, increased by 44.6% from 891 corporate customers in the same period of FY2022, among them, the repurchase sales rate of leading pharmaceutical and medical device corporate customers reached 95.7%.

業務回顧

2023年，我國全力推進醫療體制改革與醫療健康產業高質量發展，而人們在提升生活質量的時候也更加關注自身的健康，推動我國走進個人健康主體責任新時代，醫療產品供應商更加注重向「以個人為中心」的商業模式轉化。《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》提出了構建數據基礎制度體系和大力發展數據要素經濟，數據產業的快速發展正在推動健康產業加快重構產業格局，醫療產品供應商和醫藥零售企業等產業主體更加注重採用數據洞察、數字化建設等工具，為產品研發、精準營銷和管理決策等場景賦能。

隨著行業對數據服務和數據產品的需求持續提升，本集團憑藉深耕健康產業17年所構建的數據優勢、技術優勢和市場優勢，不斷豐富產品和服務種類，為客戶提供「SaaS+專業服務+產業生態平台」的一站式產品及服務，在數字化轉型、市場開拓、客戶管理、決策運營等方面高效賦能客戶，建立高效經營決策和精準連接市場兩項能力，助力客戶提升效率和實現業績增長。報告期內，我們的商業模式得到行業的高度認可，客戶範圍已覆蓋藥械生產商、藥械零售、體檢機構、醫療機構、創新藥企等健康產業主要參與群體，企業級客戶合作數量為1,288家，較2022年同期的891家增長了44.6%，其中，頂尖製藥及醫療設備企業客戶的復購銷售率達到了95.7%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Driven by the outstanding performance in the market, the Group's business indicators recorded new highs. During the year, the operating revenue increased to RMB396.2 million, representing a year-on-year increase of 11.1%, gross profit increased to approximately RMB223.5 million, representing a year-on-year increase of approximately 40.5%, and gross profit margin increased from 44.6% in FY2022 to 56.4% this year. Meanwhile, the Group continued to implement its refined management, and improved the efficiency of business management. Our administrative expense ratio reduced by 4.2 percentage points to 8.7%, and our sales cost decreased by approximately 12.6% year-on-year from FY2022. The Group's overall profitability further improved, and our profit for the year increased by 86.2% year-on-year to RMB100.9 million. Our net profit margin increased by 10.3 percentage points year-on-year to 25.5%. As of 31 December 2023, the Group had signed over 500 outstanding contracts with a total contract value of approximately RMB154.1 million, representing a year-on-year increase of approximately 79.2%, which laid a good foundation for the Group's business development in 2024.

市場上的優異表現帶動本集團業績指標突破新高，本財年的營業收入同比增長11.1%，達到人民幣396.2百萬元，實現毛利人民幣約223.5百萬元，同比增長約40.5%，毛利率由2022財年的44.6%增長至本年的56.4%。同時，本集團持續開展精益管理工作，經營管理效率得到有效提升，管理費用率同比下降4.2個百分點至8.7%，銷售成本同比2022年減少約12.6%。本集團的整體盈利能力進一步提升，年內溢利同比增長86.2%，達到人民幣100.9百萬元。淨利潤率同比上升10.3個百分點至25.5%。同時，截至2023年12月31日，本集團已簽約待執行的合同數量超過500份，共計合同金額約人民幣154.1百萬元，較去年同期增長約79.2%，為本集團2024年度的經營發展奠定了良好基礎。

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Smart Decision Cloud

The Group's data-driven solution involves the entire chain of medical device products from research and development, production, distribution, marketing and end-user retailing, and provided customers with an integrated smart decision cloud solution, enabling the pharmaceutical and medical device enterprises to establish efficient decision-making capability and improve the quality of decision making. Smart Decision Cloud products are mainly designated for medical product suppliers, which has maintained a leading position in terms of market size and recorded sustainable growth.

As of 31 December 2023, 804 corporate customers purchased our Smart Decision Cloud service, representing a year-on-year increase of approximately 39.6% as compared with FY2022. In 2023, the repurchase sales rate of Smart Decision Cloud corporate customers reached 88.9%. During the Reporting Period, our revenue from Smart Decision Cloud business increased from RMB182.7 million in FY2022 to RMB269.2 million in FY2023, representing a year-on-year increase of 47.3%.

We built the Sinohealth digital decision service and product system of "3 big data × 3 big services + digital insight SaaS system", and created 3 big data types: 1) retail market data, including retail, county, new retail, DTP and other data; 2) consumer data, including consumer drug purchasing behavior database and consumer drug purchasing mind database; and 3) retail terminal data, including drug sales potential data and pharmacy characteristics big data. Through intelligent modeling, we conducted interactive and multi-angle analysis of the 3 types of big data, and provided customers with three categories of insight consulting services: 1) drug market insight service; 2) consumer research insight service; and 3) terminal accurate strategy information service, to empower multiple scenarios, covering "people", "goods" and "venue".

智慧決策雲

本集團以數據為驅動貫穿藥械產品研發、生產、流通、推廣、終端零售的全鏈條，為客戶提供數字化綜合解決方案，助力製藥及醫療設備企業建立高效決策能力，提高決策質量。智慧決策雲的產品主要面向醫療產品供應商，市場規模已經處於領先地位並持續增長。

截至2023年12月31日，有804家企業級客戶購買本集團的智慧決策雲服務，同比2022財年增長約39.6%。於2023年，智慧決策雲企業級客戶整體復購銷售率為88.9%。報告期內，我們來自智慧決策雲的收入同比增長47.3%，由2022財年的人人民幣182.7百萬元增加至2023財年的人人民幣269.2百萬元。

我們搭建了「3大數據×3大服務+數字洞察SaaS系統」的中康數字決策服務與產品體系，在數據方面打造了3大數據種類：1)包含零售、縣域、新零售、DTP等數據的零售市場數據；2)包含消費者購藥行為數據庫和消費者購藥心智數據庫的消費者數據；以及3)包含藥品銷售潛力數據和藥店特徵大數據的零售終端數據。我們通過智能建模對3大數據進行交互和多角度分析，為客戶提供3大類洞察諮詢服務：包括1)藥品市場洞察服務；2)消費者研究洞察服務；和3)終端精準策略資訊服務，實現覆蓋「人」、「貨」、「場」的多角度場景賦能。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

We provided our customers with an integrated SaaS system for decision making driven by data insight, and helped them intelligently and visually manage market data, conduct governance analysis on internal data and interact with market data, and support the decision-making process of production and marketing, market layout and drug research and development with data insight results. In 2023, the fastest response time of our self-developed Lingsu System was up to T+3, which was in a leading level the industry, can effectively support enterprises to make fast decisions, and fully respond to the increasingly fierce competition. We launched SinoHealth Yunling specific to the segment market of Chinese herbal medicines, offering herbal medicines production base database, production, demand, and inventory, Chinese proprietary medicines terminal sales data, price trend and other data, to help enterprises make intelligent material cost estimation, price trend analysis and data pivoting, and provide digital decision making assistance in the “cost reduction and efficiency enhancement” of enterprises.

Our platform events, like CPEO, the Pharmaceutical Innovation Ecological Conference, the Healthcare Industry Capital Summit and the Traditional Chinese Medicine Ecological Conference, focused on health industry key elites, and carried out multi-level and multidimensional discussions covering such topic as from the prediction and analysis of the development trend of health production ecology to the exploration of paths in various branches, which provided customers with forward-looking, systematic exchange of ideas and information, strategic integration and precise interaction of diverse resources, so as to further improve the interconnection efficiency between industries and promote resources optimal allocation. More than 8,000 decision-making elites from government agencies, domestic and foreign mainstream brand industries, innovative drug enterprises and innovative drug technology companies, mainstream pharmaceutical businesses, retail enterprises, domestic and foreign capital institutions, digital technology companies, commercial insurance institutions, medical and health service institutions as official representatives attended the 16th CPEO in 2023, with the total number of participants exceeding 50,000, and recording a new high.

我們為客戶提供以數據洞察驅動的決策一體化SaaS系統，幫助客戶對市場數據進行智能化和可視化管理，對內部數據開展治理分析並與市場數據進行交互，以數據洞察結果支持生產營銷、市場佈局和藥物研發的決策進程。2023年，我們自行研發的瓚速系統，市場數據的響應速度達到T+3，處於行業領先水準，能有效支持企業快速決策，充分應對日趨激烈的競爭局面。我們針對中藥材細分市場上線了中康雲瓚，為客戶提供中藥材生產基地數據庫、產量、需求量、庫存量、中成藥終端銷售數據、價格走勢等數據，幫助中藥產業鏈企業進行智能化原料成本測算和價格趨勢分析和數據透視，用數字化實現供應鏈「降本增效」。

我們舉辦的西普會、醫藥創新生態大會、健康產業資本峰會、中醫藥生態大會等平台活動聚焦健康產業主要精英，從健康產業生態發展趨勢預判與分析到各分支領域路徑探索，展開多層次、立體化研討，為健康產業各主體提供前瞻性、系統性的思想與信息交流、從策略到戰略的多元資源對接和精準交互，進一步提高產業間互通互聯效率，促進資源優化配置。2023年度舉辦的第十六屆西普會，有來自政府機構、國內外主流品牌工業、創新藥企業及創新藥技術公司、主流醫藥商業、零售企業、國內外資本機構、數字技術公司、商業保險機構、醫療與健康服務機構等超8,000名決策精英作為正式代表參會，參會人數超5萬人，規模再創新高。

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Smart Retail Cloud

After iterative upgrading, we integrated digital functions such as member management, category management, intelligent marketing, chronic disease management, and pharmaceutical services with SIC as the core system, to help pharmacies achieve functional upgrading, create a “patient-centered” personal health management portal, and improve the membership loyalty and consumption willingness of our cooperative pharmacies. As of December 31, 2023, the Group had established cooperation with more than 100,000 pharmacy stores for its SIC products, and the number of cooperative pharmacies increased by 22% year-on-year, maintaining a rapid growth trend with a leading position in the market. Our digital cooperation with pharmacies also facilitated instant communication and feedback processes for drug retail data, empowering the Group’s overall business. Leveraging on the unique advantages of SIC, the Group has established a “one-stop” data centralized analysis capability, data marketing driven solution capability and digital precision marketing capability under the pharmacy consumption scenario, aiming to attract more pharmaceutical and medical equipment enterprises and pharmaceutical retail enterprises to join our business expansion plan.

During the Reporting Period, in order to improve business profitability, we proactively reduced the products with low gross margin and no business synergy, resulting in a year-on-year decline in revenue, and we focused on expanding digital targeted marketing professional services with higher gross margin, driving a substantial increase in the gross margin of Smart Retail Cloud service. For the year ended 31 December 2023, 622 corporate customers purchased our Smart Retail Cloud service, representing a year-on-year increase of approximately 51.7% as compared with FY2022. The overall repurchase sales rate of corporate customers reached 84.6%.

智慧零售雲

經過迭代升級，我們以SIC為核心系統集成了會員管理、品類管理、智能營銷、慢病管理、藥事服務等數字化功能，助力藥店實現功能升級，打造「以患者為中心」的個人健康管理入口，提高我們合作藥店的會員忠誠度及消費意願。截至2023年12月31日，本集團的SIC產品已經與超過10萬家藥店門店建立合作，合作藥店數量同比增長22%，保持快速增長趨勢，穩居市場領先地位。而我們和藥店的數字化合作也促進了雙方的即時溝通及藥品零售數據的反饋流程，為本集團整體業務賦能。利用SIC的獨特優勢，本集團在藥店消費場景下，建立了「一站式」數據集中分析能力、數據營銷驅動解決能力和數字精準營銷能力。致力於吸引更多的製藥及醫療設備企業和醫藥零售企業加入我們的業務拓展計劃。

報告期內，為了提升業務盈利能力，我們主動調整減少低毛利率且不具備業務協同性的產品，導致營收同比下降，而同時我們著力拓展毛利較高的數字化精準營銷專業服務，推動智慧零售雲的毛利率實現了較好的增長。截至2023年12月31日，有622家企業級客戶購買本集團的智慧零售雲服務，同比2022財年增長約51.7%。企業級客戶整體復購銷售率為84.6%。

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We utilized big data to process and analyse potential retail pharmacy stores and end patients' demands, preference and behavior, provided pharmaceutical and medical device enterprises with a wide range of products portfolio and professional services including supply chain Management SaaS products, data-driven marketing solutions, digital precision marketing plans and customised training, and helped strengthen the in-depth interaction between medical product suppliers and pharmacies, and between pharmacies and patients, so that our customers could effectively and accurately access to the target groups, and helped patients improve their awareness and trust in pharmaceutical products, thereby improving the treatment effect and the healthy living standard and quality of life of patients; we quantitatively evaluated the input-output ratio of marketing programs through data insights, further controlled the sales expenses, improved the level of refined management of sales costs, and increased market share and marketing profitability.

Meanwhile, through industry ecological platform, we also held PHCF, MASC and other industry events, and strived to promote the commodity trading and high quality development of the health industry through panoramic data analysis, policy trends interpretation, health consumption new trends interpretation and product display, etc.

Smart Health Management Cloud

For value-oriented health management, through medical institutions and health management institutions, we provide physical examination users and chronic disease patients with Woodpecker AI-MDT health management platform and supporting health management services.

我們利用大數據處理和分析潛在的零售藥店和終端患者的需求、偏好及行為，向製藥及醫療設備企業提供供應鏈管理SaaS產品、數據驅動營銷解決方案、數字精準營銷方案和專業培訓等多種組合產品和專業服務，很好幫助加強醫療產品供應商與藥店之間、藥店與患者之間的深度互動，讓我們的客戶有效精準地接觸目標受眾，幫助患者提高對藥械產品的認知度和信任度，從而提高治療效果以及患者的健康生活水平和生活質量；通過數據洞察量化評估營銷方案的投入產出比，進一步控制銷售費用支出，提高銷售成本精細化管理水平，提升市場份額和市場營銷收益。

同時，我們亦通過產業生態平台，組織西鼎會、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。

智慧健康管理雲

為了實現價值導向的健康管理，我們通過醫療機構與健康管理機構，為體檢用戶和不同疾病的慢病人群提供卓睦鳥健康管理AI-MDT及配套的健康管理服務。

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The Woodpecker AI-MDT system gathers the consensus of more than 300 experts from tertiary-grade A class hospitals across 16 disciplines, which on the basis of professional medical guidance, constructs the medical knowledge graph covering 31 disease types, 1,770 diseases and 801 individual indicators. Through AI technology and 10 major disease risk assessment models, The Woodpecker AI-MDT system makes a comprehensive analysis of physical examination data, and provides users with personalised health management solutions including medical treatment, physical examination, diet and exercise. Unlike traditional physical examination reports, AI-MDT is committed to providing physical examination users with more systematic, more detailed and more comprehensive expert consultation physical examination reports. In 2023, we established a relatively comprehensive health management system in the post-examination stage focusing on the needs of patients, equipped with health management and single-type chronic disease digital therapy modules and SCRM member management functions, 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, and meanwhile help physical examination centers build a digital health management service system to improve health management service capacity and income-increasing capacity.

卓睦鳥健康管理AI-MDT系統彙集了16個學科的超過300名三甲醫院專家的共識，結合專業醫學指南，構建了涵蓋31個病種、1,770種疾病、801個單指標的醫學知識圖譜。卓睦鳥健康管理AI-MDT系統通過AI技術和10大疾病風險評估模型，對體檢數據進行綜合分析，為用戶提供包含醫療、體檢、飲食和運動的個性化健康管理方案。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。2023年，我們圍繞患者需求建立了更完備的健康管理體系，搭載了健康管理和單病種慢病數字療法模塊和SCRM會員管理功能，一方面可以通過預警監控、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需求，同時幫助體檢中心構建數字化健康管理服務體系，提升健管服務能力和增收能力。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Benefiting from its mature technology and differentiated advantages, AI-MDT has been unanimously recognised by cooperative customers and physical examination users. In 2023, the operating revenue from our Smart Health Management Cloud business increased to approximately RMB14.1 million from RMB10.5 million in 2022, representing a year-on-year increase of approximately 34.6%. At present, this business has begun to take shape and has reached approximately 160 hospitals and 650 private physical examination centers. As of 31 December 2023, over 2.4 million users obtained physical examination interpretations, and the maximum daily processing volume of the AI-MDT system for the interpretation of physical examination reports exceeded 30,000 cases.

Smart Medical Cloud

This business segment is committed to connecting major participants of medical value chain, co-building the closed ecology, providing medical device enterprises, medical institutions and other participants in medical industry with patient management comprehensive solution and research efficiency improvement plan.

Benefiting from technological upgrading and market development, our Smart Medical Cloud achieved an operating revenue of approximately RMB41.4 million in the financial year, representing a year-on-year increase of approximately 12% as compared with FY2022, mainly due to the increase in revenue from patient management business. The average recognised amount per contract for the purchase of the Group's smart medical services increased by approximately 24.3% from approximately RMB724,000 for the year ended 31 December 2022 to approximately RMB900,000 for the year ended 31 December 2023.

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。2023年度，智慧健康管理雲業務營業收入約人民幣14.1百萬元，較2022年度的約人民幣10.5百萬元同比增長約34.6%。目前該業務已初具市場規模，觸達了約160家醫院和650家民營體檢中心。截至2023年12月31日，獲取體檢報告解讀的用戶數量超過240萬，AI-MDT系統體檢報告解讀的日最高處理量超過3萬例。

智慧醫療雲

該業務板塊致力於打通醫療價值鏈上的主要參與者，共同構建閉環生態，為藥械企業、醫療機構及醫療行業的其他參與者提供患者管理綜合解決方案以及科研效率提升方案。

得益於技術升級和市場拓展，智慧醫療雲在本財年實現營業收入約人民幣41.4百萬元，同比2022財年增長約12%，主要得益於患者管理業務的收入增加。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2022年12月31日止年度約人民幣724千元增加約24.3%至截至2023年12月31日止年度約人民幣900千元。

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The Smart Medical Cloud business segment focuses on medical scenarios, with major businesses including research SaaS platform, health industry digital human and patients management service etc. The research SaaS platform covers the full process of scientific research, from topic choice, literature search to paper draft, which on the basis of deep learning and multi-modal large language models, increases the scientific research efficiency of doctors; the Group integrates six main functions, namely medical services, pharmaceutical services, psychological support, remote intelligent testing, financial assistance and home care, works with medical device enterprises and medical institutions to provide more digital therapies in the whole medical management process combining with operation solutions for patients in private domain, and creatively provides full process patient care service model that effectively increases the continuity, convenience and autonomy of patients in medical treatment process, and meanwhile helps medical device enterprises and medical institutions improve the patient management process. As of 31 December 2023, we had served nearly 250,000 patients by providing patient management services for pharmaceutical companies, effectively improving the continuity, convenience and autonomy of patients in the treatment process, and had been highly recognised by customers.

智慧醫療雲板塊聚焦醫療場景，主要業務包括了科研SaaS平台、健康產業數字人和患者管理服務等。科研SaaS平台覆蓋了從選題、文獻檢索到論文草擬的科研全流程，基於深度學習與多模態大語言模型，提高醫生的科研效率；本集團將醫療服務、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融為一體，與藥械企業和醫療機構共同合作提供更多全病程管理數字療法+私域患者運營方案，創新性地提供了全程患者關護服務模式，這種服務模式有效地提高了患者在治療過程的連續性、便利性和自主性，同時也幫助藥械企業和醫療機構改善患者管理流程。截至2023年12月31日，我們基於為醫藥企業提供患者管理服務，已經累計服務超過25萬名患者，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。

Three Core Competences

As a pioneer in the digitalisation of the healthcare industry, the Group possesses cutting-edge innovative technologies and profound data insights. Leveraging on its industry-leading industrial cooperation 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 competences in terms of broad cooperative network, leading big data processing technology and ecological industrial platform.

1) Industrial cooperation network. We focus on scenarios such as pharmaceutical retail, physical examination, clinical diagnosis and treatment, and have established a broad cooperative network. As at 31 December 2023, we have reached 160 hospitals and 650 physical examination centers, and covered more than 120,000 pharmacy stores spanning 349 cities in 30 provinces, and the annual sales of our partnering pharmacies exceeded RMB160 billion in 2023, accounting for 30% of the national total sales.

三大核心競爭力

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數據洞察，憑藉行業領先的產業合作網絡、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產業合作網絡、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) 產業合作網絡。我們專注於醫藥零售、健康體檢、臨床診斷及治療等場景，建立了廣泛的合作網絡。截至2023年12月31日，我們已經觸達160家醫院以及650體檢中心，並覆蓋藥店門店數超過12萬家，分佈30個省及349個地市，合作藥店2023全年銷售額超過1600億元，約佔全國總銷售額的30%。

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The following table sets out the operations of the Group's medical retail cooperative network:

以下為本集團醫藥零售合作網絡運營情況：

		As at 31 December 2023 截至2023年 12月31日	As at 31 December 2022 截至2022年 12月31日	Year-on-year change 同比變動
Number of partnering medical retail enterprises	合作醫藥零售企業數量	1,735	1,497	16%
Number of partnering pharmacy stores	合作藥店門店數量	129,555	106,153	22%
Incl: Number of partnering pharmacy stores using SIC system	其中：使用SIC系統的 合作藥店門店 數量	100,629	80,903	24%

Note: number of stores with data connectivity through SIC system during the year

註：年度內通過SIC系統實現數據連通的門店數量

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

- 2) Big data processing technology. Our core platform for data processing has data processing and analysis capabilities, which allows 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. In terms of basic capabilities, we make technical constructions in two aspects: (i) we focus on big data processing and analysis, artificial intelligence and cloud computing. On this basis, we established Sinohealth's standardised and structured master database, including 38 master databases of the health industry covering pharmaceutical retail, industry supervision, medicine, pharmacy and life sciences, building a complete master data labeling system, forming a knowledge graph of mutual mapping between data, so as to create a unified set of health data structured standards. Under the construction of such basic capabilities, our data processing capacity has great improvements, machine automatic cleaning rate exceeds 97%, accuracy rate exceeds 99%, and the fastest response speed reaches T+1; (ii) for the two different lines of medicine and medical care, we have established the "Tiangong No. 1" commercial data smart middleware + "Woodpecker" smart health management and medical middleware. Empowered by the dual middlewares, our data mining capacity has been improved. With our professional knowledge, artificial intelligence models and data insight capabilities, we provide customers with standardised SaaS products, customised professional services and overall solutions for various operational scenarios.
- 2) 大數據處理技術。我們的數據處理核心平台具備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影響模式，從而培養洞察和知識，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。在基礎能力方面，我們做了兩方面的技術建設：(i)我們專注於大數據處理及分析、人工智能、雲計算。在此基礎上，建立了中康標準化、結構化的主數據庫，包括38個涵蓋醫藥零售、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，形成數據之間的相互映射的知識圖譜，從而打造了一套統一的健康數據結構化標準。在這個基礎能力建設下，我們數據處理能力得到很大的提升，機器自動清洗率超過97%，準確率超過99%，最快響應速度達到T+1；(ii)針對醫藥和醫療兩個不同的線條，我們建立了「天宮一號」商用數據智能中台+「卓睦鳥」智慧健康管理與醫療中台。雙中台的賦能，提升了我們數據價值的挖掘能力，我們憑藉專業知識、人工智能模型和數據洞察能力，針對各類運營場景，為客戶提供標準化的SaaS產品、定制化的專業服務以及整體解決方案。

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The Group's efforts in data technology and data governance have been recognised by the relevant authorities. Zhongkang Technology 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 December 2023, and was admitted into the Top List of "Intelligence Cluster 2023" Artificial Intelligence Innovation and Development and the Top List of the Most Promising Artificial Intelligence Enterprises in Guangzhou, evaluated by Guangzhou Municipal Science and Technology Bureau, Guangzhou Municipal Bureau of Industry and Information and Guangzhou Science and Technology Progress Foundation, and was selected as the data service provider of Shenzhen Data Exchange, Guangzhou Data Exchange, Zhejiang Big Data Trading Center and Fujian Big Data Exchange. Sinohealth Information and Zhongkang Technology respectively 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.

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2023年12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，廣州市科技局、廣州市工業和信息局及廣州市科技進步基金會評選的2023年廣州「百智薈聚」人工智能創新發展榜單、廣州最具發展潛力人工智能企業榜單等獎項，並入選深圳數據交易所、廣州數據交易所、浙江大數據交易中心和福建大數據交易所的數據服務商。中康資訊及中康科技分別獲得有關信息技術、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。

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- 3) Ecological industrial platform. We have established a leading portfolio of healthcare industry conferences/exhibition events and media services to build a valuable ecological chain for industry participants. This platform was also the scenario for the Group to conduct product marketing and “traffic monetisation” to industrial customers, which effectively reduced marketing costs and improved marketing efficiency. For example, CPEO that we held successfully for 16 sessions 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. During the Reporting Period, the Group’s PHCF was recognised as provincial project by Hainan Department of Commerce. The first Traditional Chinese Medicine Ecological Conference with the theme “Full industry chain linkage, high quality development” was successfully held in December 2023, marking that the Group’s industrial platform has been fully and deeply connected with the traditional Chinese medicine industry. In addition, our media platform matrix has accumulated nearly one million professionals including pharmaceutical retail experts, pharmaceutical and medical device manufacturers, pharmacists, physicians, medical experts, industry investors and others.
- 3) 生態化的產業平台。我們已經搭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。該平台也是本集團向產業客戶開展產品營銷和「流量變現」的場景，降低營銷成本，提高了營銷效率。本集團主辦的西普會已成功舉辦十六屆，發展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。報告期內，本集團的西鼎會獲得海南省商務廳認定為省級項目。以「全產業鏈聯動，促高質量發展」為主題的首屆中醫藥生態大會於2023年12月成功召開，標誌著本集團產業平台全面深度連接中醫藥產業。此外，我們的媒體平台矩陣積累的醫藥零售專家、藥械廠商專家、藥師、醫師、醫學專家、行業投資者等領域的專業人士合計近百萬。

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Outlook

With the rapid development of a new round of information technologies represented by big data, cloud computing and artificial intelligence, the digital economy is undergoing a transformation from quantitative expansion to qualitative improvement. In recent years, China's digital economy has flourished, and its proportion and status in the national economy have increased significantly. In terms of scale, China's digital economy reached RMB50.2 trillion in 2022, accounting for 41.5% of GDP; in terms of growth rate, the nominal value of China's digital economy in 2022 increased by 10.3% year-on-year, significantly higher than the nominal GDP growth rate in the same period for several consecutive years.

In order to give full play to the multiplier effect of data elements and empower socioeconomic development, the "Data Elements ×" Three-Year Action Plan (2024-2026) prepared by the National Data Bureau and relevant departments proposes that by the end of 2026, the average annual growth rate of the data industry will exceed 20%, and the scale of data transactions will double. In the field of medical and healthcare, we need to further improve personal health data files, integrate physical examination, medical treatment, disease control and other data, expand new models and new formats of data application such as smart medical care and intelligent health management; we need to strengthen the integration of multi-source data such as diagnosis and treatment of traditional Chinese medicine and drug use, support the systematic analysis of the efficacy, drug interaction, indications, and safety of traditional Chinese medicine, and promote the high-quality development of traditional Chinese medicine.

In the context of the "Data Elements ×" Three-Year Action Plan, the Group will fully leverage its core strengths such as data governance and application technology, abundant health big data and industrial resources, and accelerate the development of a "patient-centric" digital full life cycle health management system in the medical and healthcare field.

未來展望

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，近年來，我國數字經濟蓬勃發展，在國民經濟中的比重和地位顯著提升。從規模看，2022年我國數字經濟規模達50.2萬億元，佔GDP比重達41.5%；從增速看，2022年數字經濟名義值同比增長10.3%，連續多年顯著高於同期GDP名義增速。

為充分發揮數據要素乘數效應，賦能經濟社會發展，國家數據局會同有關部門制定的《「數據要素×」三年行動計劃(2024—2026年)》行動計劃提出，到2026年底數據產業年均增速將超過20%，數據交易規模增長1倍。在醫療健康領域，要進一步完善個人健康數據檔案，融合體檢、就診、疾控等數據，拓展智慧醫療、智能健康管理等數據應用新模式新業態；要加強中醫藥診療、用藥等多源數據融合，支撐開展中醫藥療效、藥物相互作用、適應症、安全性等系統分析，推進中醫藥高質量發展。

在中國積極推動「數據要素×」三年行動計劃的背景下，本集團將充分利用數據治理與應用技術、豐富的健康大數據、產業資源等自身核心優勢，加快在醫療健康領域打造「以患者為中心」的數字化全生命週期健康管理體系。

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In order to fully grasp the characteristics of the health industry and the development trends of the data-driven economy, the Group will focus on three major development directions: 1) expand the leading edge of corporate business (“**To B**”), open up the “in-hospital + out-of-hospital” medical and pharmaceutical data through iterative innovation of products and services, provide high-quality SaaS products and professional services to customers such as pharmaceutical retailers and medical product suppliers, help customers make quick decisions and seize the market, so as to continuously expand the revenue scale and profitability of the Group’s corporate business; 2) expand customer-end (“**To C**”) health service business, based on individual resident’s personal requirements and health conditions, build the competitive advantage of differentiated service capabilities through big data, AI and cloud computing, provide the individual health service platform including health management and digital full course precision service, realise efficient health management and high quality diagnosis and treatment management, and increase individual health level and diagnosis/treatment quality; 3) create digital empowerment platform for biomedical R&D (“**To R**”), work with major players such as medical institutions, innovative drug enterprises, CRO companies, CMO companies, pharmaceutical retail enterprises to establish an industrial cooperation ecology, provide integrated solutions for in-hospital preparations translation, innovation project translation, foreign products introduction through digital innovation services, and drive the investment, introduction, R&D and promotion of medicine innovation.

為充分把握健康產業特點以及數據要素經濟發展趨勢，本集團將聚焦三個主要發展方向：一是擴大企業端(**To B**)業務的領先優勢，通過產品和服務的迭代創新，打通「院內+院外」醫療醫藥數據，為醫藥零售商、醫療產品供應商等客戶提供高質量的SaaS產品和專業服務，助力客戶快速決策，搶佔市場，從而不斷擴大本集團在企業端業務的營收規模和盈利能力；二是拓展個人端(**To C**)健康服務業務，根據個人居民的個性化需求和健康情況，通過大數據、人工智能和雲計算構建差異化服務能力競爭優勢，提供包括健康管理和數字化全病程精準服務的個人健康服務平台，實現高效健康管理和高質量診療管理提升個人健康水平和診療質量；三是打造生物醫藥研發(**To R**)的數字化賦能平台，聯合醫療機構、創新藥企業、CRO公司、CMO公司、醫藥零售企業等主體建立產業合作生態，通過數字化創新服務，為院內製劑轉化、創新項目轉化、海外產品引進提供整體解決方案，推動藥物創新的投資、引進、研發和推廣。

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Smart Decision Cloud

In response to market competition, medical product suppliers urgently require more efficient and in-depth digital decision-making, all-channel monitoring, outlier monitoring, business analysis and insight, and finding competitive advantages to seize the market. To help customers accelerate their digitalisation, the Group will: (1) continue to introduce more B2C and O2O data sources to improve the type and scale of data, build a diversified and stable all-channel health industry data base, ensure data quality, and improve data timeliness; (2) develop potential models and prediction models, fully tap the value of data, build a pharmaceutical all-channel research system including databases, knowledge bases, business models, data models, and policy information bases, and support the development of more products and services; (3) with “medicines, buyers, and pharmacies” as the core, provide customers with in-depth insight and consultation through services such as medicine market insight, consumer research insight, and terminal precision strategy research, and expand the market of leading customers; (4) create a standard product system of data visualisation SaaS tools to meet the common data monitoring requirements of customers in the process of marketing management and decision-making, help customers gain timely and rapid insight into market data trend changes, and improve decision-making efficiency. Through this action, the Group will achieve rapid customer expansion in the long-tail market and achieve rapid growth in the revenue scale of SaaS products; and (5) provide flow data governance tools and services, provide digital scenario design and implementation planning services through decision analysis models and combination of internal and external data resources, help customers improve internal human efficiency, promote change management and accurately explore growth opportunities. This service will help the Group unify data application standards from within customers, develop industry standards, and further enhance the Group’s voice in the industry.

智慧決策雲

為應對市場競爭，醫療產品供應商迫切要求數字決策更高效、更深入經營管理，實現全渠道監測、異常值監測、業務分析與洞察、尋找競爭優勢搶佔市場等功能。為助力客戶加快實現數字化，本集團將：1) 繼續引入更多B2C、O2O數據源以提升數據種類和規模，構建多樣化、穩定性強的全渠道健康產業數據基座，保障數據品質，提升數據時效。2) 開發潛力模型和預測模型，充分挖掘數據價值，建設包括數據庫、知識庫、商業模型、數據模型、政策信息庫在內的醫藥全渠道研究體系，支持開發更多產品和服務。3) 以「藥品、購藥者、藥店」三大要素為核心，通過藥品市場洞察、消費者研究洞察和終端精準策略研究等服務為客戶提供深度洞察諮詢，擴大頭部客戶市場。4) 打造數據可視化SaaS工具的標準產品體系，滿足客戶在市場營銷管理和決策過程中的常規數據監測需求，助力客戶及時快速洞察市場數據趨勢變化，提高決策效率。本集團將通過本項舉措在長尾市場實現快速拓客，實現SaaS產品營收規模的快速增長。5) 提供流向數據治理工具和服務，通過決策分析模型以及結合內外部數據資源，提供數字化場景設計與落地規劃服務，助力客戶提升內部人效，推動變革管理和精準挖掘增長機會。本項服務有助於本集團從客戶內部統一數據應用標準，打造行業標準，進一步提升本集團的行業話語權。

Smart Retail Cloud

Medical retail enterprises are facing many changes and challenges such as digital transformation, increasing labour costs, out-of-hospital market increment and strategic transformation, while SIC will be committed to building a system + service + content integrated solution, through in-depth industry understanding, and the application of digitalisation, AI and other sci-tech capabilities, assist medical retail enterprises to better manage store staff, improve expertise and execution, improve per capita sales output, better operate members, improve member activity and repurchase sales rate, and precipitate the behaviour data of store staff and members, build an accurate portrait to help medical retail enterprises achieve more accurate decision-making, enhance customer trust and achieve a win-win situation with customers through value delivery, and promote SIC to connect more medical retail enterprises.

Through SIC complete digital foundation and service capabilities in the chain field, the Group has further built a digital platform connecting medical retailers and medical product suppliers, and through tools and services such as Yilingtong, Lingtong, dynamic marketing and digital marketing, the Group has helped medical product suppliers improve the marketing efficiency of the retail field, integrate more medical and health services, bring more resources and business opportunities to chain drugstores, and provide more effective medical and health solutions for individual customers.

智慧零售雲

醫藥零售企業正面臨數字化轉型，人員成本遞增，院外市場增量及戰略轉變等諸多變化和挑戰，而SIC將致力於構建系統+服務+內容整合解決方案，通過深入的行業理解，及數字化、人工智能等科技能力的應用，協助醫療零售企業更好地管理店員，提升專業能力和執行力，提升人均銷售產出，更好地運營會員，提升會員活躍度和復購銷售率，沉澱店員與會員的行為數據，搭建精準畫像，助力醫藥零售企業實現更精準的決策，通過價值傳遞，提升客戶信任，與客戶實現共贏，並推動SIC連接更多醫藥零售企業。

通過SIC在連鎖領域完整的數字化底座及服務能力，進一步打造連接醫藥零售企業與醫療產品供應商的數字化平台，通過宜瓴通、瓴通、動銷以及數字營銷等工具和服務，幫助醫療產品供應商提升零售場域營銷效能的同時，融入更多醫藥健康服務，為連鎖藥店帶來更多資源及商業機會，為個人客戶提供更有效的醫藥健康解決方案。

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Smart Health Management Cloud

According to public available statistics, the number of physical examinations in China has exceeded 500 million per year, and according to comparable data, China's physical examination population may reach 870 million per year, and with the improvement of national health awareness, the number of physical examinations and the demand for health management will continue to grow, which will create a larger market space for Woodpecker AI-MDT physical examination business.

As one of the important starting points for the Group to expand personal business, the AI-MDT system will continue to innovate and expand functions, and provide physical examination institutions and hospitals with digital overall solutions including intelligent general examination, health management services, health follow-up SCRM and other functions, help physical examination centers improve the efficiency of general examination and member management, create a full life cycle health management service system for individual users, and finally provide individual users with a variety of services such as AI-MDT report services, health follow-up services for sub-healthy populations, single-disease health management services and personalised physical examination services, so as to meet the diversified post-examination health management needs of individual users. The Group will continue to expand our presence in physical examination institutions and hospitals, rapidly expand To C business, so that a wider range of people can access AI-MDT and respond to health management services, thereby improving the individual health.

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，而根據可比數據，我國體檢人群可達到8.7億人次／年，伴隨國民健康意識提高，體檢人數和健康管理需求將保持增長，卓睦鳥AI-MDT體檢業務迎來了廣闊的市場空間。

作為本集團拓展個人端業務的重要抓手之一，卓睦鳥AI-MDT系統將持續創新拓展功能，為體檢機構和醫院提供包含智能總檢、健康管理服務、健康隨訪SCRM等功能的數字化整體解決方案，幫助體檢中心提升總檢效率和會員管理效率，打造個人用戶的全生命週期健康管理服務體系，最終為個人用戶提供AI-MDT報告服務、亞健康人群健康隨訪服務、單病種健康管理服務和個性化體檢服務等多種服務，以滿足個人用戶的多樣化檢後健康管理需求。本集團將繼續拓展在體檢機構和醫院兩個主要渠道的佈局快速拓展To C業務，讓更廣闊人群觸及AI-MDT以及響應健康管理服務，提升個人健康水平。

Smart Medical Cloud

We will continue to expand our business layout, enhance our data scale and explore more commercial models. We will integrate existing resources and, 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 network of hospitals and experts accumulated in the big data platform and the patient management services, 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.

The technological and resource advantages achieved by Smart Medical Cloud will also lay an important foundation for the Group to expand its C-side business. In the future, the Group will build full course management service digital platform for individual patients, help them precisely match with multi-disciplinary expert team, develop high quality comprehensive diagnosis and treatment plans, connect with the most suitable medical resources and fully improve the curing effects.

In the long-term development of health industry and digital element industry, the Group will continue to explore and practise in the field of health industry services, improve product quality and professional service capabilities, to 1) provide digital applications and solutions for enterprises; 2) provide personalised high quality health services for individual users; 3) provide digital empowerment for the innovations in life science field, build industry benchmark and leading capabilities, and actively drive the high-quality development of the medical and healthcare industry.

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。我們將整合現有資源，幫助創新藥械企業在方案設計、智能系統、運營服務三個方面，實現有效聯結患者、醫生、專家，基於大數據平台和患者管理服務積累的醫院和專家網路，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。

智慧醫療雲已取得的技術優勢和資源優勢，也將作為本集團拓展C端業務的重要基礎。未來，本集團將為個人患者搭建全病程管理服務的數字化平台，幫助患者精準匹配多學科醫生專家團隊，制定高質量綜合診療方案，連接最佳適配的醫療資源，全面提高治療效果。

在健康產業和數字要素產業保持長期發展的趨勢下，本集團將不斷在健康產業服務領域探索和實踐，提升產品質量和專業服務能力，1)為企業提供數字化應用和解決方案；2)為個人用戶提供個性化的高質量健康服務；3)為生命科學領域創新提供數字化賦能，打造行業標桿和引領能力，積極推動健康醫療行業實現高質量發展。

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FINANCIAL REVIEW

Revenue

In FY2023, the Group's revenue increased by approximately 11.1%, from approximately RMB356.7 million for the year ended 31 December 2022 to approximately RMB396.2 million for the year ended 31 December 2023. Such increase was mainly due to the increase in revenue from Smart Decision Cloud segment.

Cost of Sales

The Group's cost of sales primarily consisted of (i) costs related to the daily operation and maintenance of our solutions and products and our employee benefits; (ii) costs associated with our marketing campaigns and provision of services to 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 decreased by approximately 12.6%, from approximately RMB197.6 million for the year ended 31 December 2022 to approximately RMB172.7 million for the year ended 31 December 2023, mainly due to the improvement of efficiency of the Group's business operations and management, resulting in further control of the cost of sales.

Gross Profit and Gross Profit Margin

The gross profit of the Group increased by approximately 40.5%, from approximately RMB159.1 million for the year ended 31 December 2022 to approximately RMB223.5 million for the year ended 31 December 2023. The gross profit margin increased from approximately 44.6% for the year ended 31 December 2022 to approximately 56.4% for the year ended 31 December 2023.

財務回顧

收入

於2023財年，本集團的收入由截至2022年12月31日止年度約人民幣356.7百萬元增加約11.1%至截至2023年12月31日止年度約人民幣396.2百萬元。收入增長主要來自於智慧決策雲業務收入的增加。

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與員工福利成本；(ii)主要與我們的營銷活動以及為客戶提供服務相關的成本；及(iii)主要與租用場地及設備、活動策劃與組織服務費、住宿與餐飲成本有關的活動成本。本集團的銷售成本由截至2022年12月31日止年度約人民幣197.6百萬元減少約12.6%至截至2023年12月31日止年度約人民幣172.7百萬元，主要是由於本集團業務經營管理效率提升，致使銷售成本得到進一步控制。

毛利及毛利率

本集團的毛利由截至2022年12月31日止年度約人民幣159.1百萬元增加約40.5%至截至2023年12月31日止年度約人民幣223.5百萬元。毛利率由截至2022年12月31日止年度約44.6%上升至截至2023年12月31日止年度約56.4%。

Other Income and Gains

Other income and gains primarily consisted of (i) bank interest income; (ii) government grants; and (iii) foreign exchange gains. The Group recorded other income and gains of approximately RMB41.3 million for the year ended 31 December 2023, representing an increase of approximately 9.5% as compared with approximately RMB37.7 million for the year ended 31 December 2022. Such increase was mainly attributable to an increase in bank interest income.

Selling and Distribution Expenses

Selling and distribution expenses mainly consist of (i) 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 2.4%, to approximately RMB32.4 million for the year ended 31 December 2023 from approximately RMB31.7 million for the year ended 31 December 2022, mainly attributable to an increase in employee benefits expenses.

Administrative Expenses

The Group's administrative expenses primarily consisted of (i) employee benefits expenses; (ii) other expenses. The Group's administrative expenses decreased by approximately 24.9%, from approximately RMB46.1 million for the year ended 31 December 2022 to approximately RMB34.6 million for the year ended 31 December 2023, primarily due to an decrease in the listing expenses.

其他收入及收益

其他收入及收益主要包括(i)銀行利息收入；(ii)政府補助；及(iii)匯兌收益。本集團截至2023年12月31日錄得其他收入及收益約人民幣41.3百萬元，較截至2022年12月31日止年度約人民幣37.7百萬元增加約9.5%，主要是由於銀行利息收入增加。

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福利開支；(ii)與線下營銷活動與客戶關係發展及維護、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2022年12月31日止年度約人民幣31.7百萬元增加約2.4%至截至2023年12月31日止年度約人民幣32.4百萬元，主要由於我們員工福利開支的增加。

行政開支

本集團的行政開支主要包括(i)員工福利開支；及(ii)其他費用。本集團的行政開支由截至2022年12月31日止年度約人民幣46.1百萬元減少約24.9%至截至2023年12月31日止年度約人民幣34.6百萬元，主要是由於上市開支減少。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

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 1.1%, from approximately RMB60.4 million for the year ended 31 December 2022 to approximately RMB61.1 million for the year ended 31 December 2023, primarily due to an increase in employee benefits expenses.

Profit before Tax

The Group's profit before tax increased by approximately 103.3%, from approximately RMB54.5 million for the year ended 31 December 2022 to approximately RMB110.7 million for the year ended 31 December 2023, mainly due to an increase in gross profit.

Income Tax Expense

The Group's income tax expense increased by approximately 3,655.2%, from approximately RMB0.3 million for the year ended 31 December 2022 to approximately RMB9.8 million for the year ended 31 December 2023, primarily due to an increase in our profit before tax.

Profit for the Year

As a result of the foregoing, the Group's profit for the year increased by approximately 86.2%, from approximately RMB54.2 million for the year ended 31 December 2022 to approximately RMB100.9 million for the year ended 31 December 2023.

Liquidity and Capital Resources

For the year ended 31 December 2023, 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 continuously finance its expansion and business operations using a combination of cash generated from operating activities and the net proceeds from the Global Offering.

研究及開發成本

本集團的研究及開發成本主要包括(i)員工福利開支；(ii)使用權資產折舊；及(iii)技術服務費用與一般辦公室開支。本集團的研究及開發成本由截至2022年12月31日止年度約人民幣60.4百萬元增加約1.1%至截至2023年12月31日止年度約人民幣61.1百萬元，主要由於技術員工福利開支增加所致。

除稅前溢利

本集團的除稅前溢利由截至2022年12月31日止年度約人民幣54.5百萬元增加約103.3%至截至2023年12月31日止年度約人民幣110.7百萬元，主要是由於本集團毛利增加所致。

所得稅開支

本集團的所得稅開支由截至2022年12月31日止年度約人民幣0.3百萬元增加約3,655.2%至截至2023年12月31日止年度約人民幣9.8百萬元，主要由於除稅前溢利增加所致。

年內溢利

由於以上所述，本集團年內溢利由截至2022年12月31日止年度約人民幣54.2百萬元增加約86.2%至截至2023年12月31日止年度約人民幣100.9百萬元。

流動資金及資本資源

截至2023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。

Cash and Cash Equivalents

The Group maintains a strong cash position. For the year ended 31 December 2023, the Group's total cash and cash equivalents amounted to approximately RMB123.9 million, representing a decrease of approximately 69.7% from 31 December 2022, mainly due to the placement of certain idle funds in licensed financial institutions as time deposits by the Group.

Borrowings

During the year ended 31 December 2023, 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 RMB14.2 million in aggregate.

Gearing Ratio

The gearing ratio, which is calculated by dividing total liabilities by total equity, was approximately 13.9% as at 31 December 2023 (31 December 2022: approximately 14.9%).

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 2023, 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 2023, the Group did not pledge any of its assets.

現金及現金等價物

本集團維持強勁現金狀況。截至2023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123.9百萬元，較2022年12月31日減少約69.7%，主要是由於本集團將部分閒置資金存入持牌金融機構作定期存款所致。

借款

截至2023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14.2百萬元的相關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2023年12月31日，資產負債比率(按總負債除以權益總額計算)約為13.9%(2022年12月31日：約14.9%)。

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2023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2023年12月31日，本集團並無抵押任何資產。

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Cash Flow and Capital Expenditure

In FY2023, 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 RMB3.4 million, representing an decrease of approximately 18.5% as compared with the year ended 31 December 2022. 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 2023, the Group did not have any significant contingent liabilities, guarantees or any material litigation against the Group.

Significant Acquisitions or Disposals and Future Plans for Significant Investments

As at 31 December 2023, the Group did not have any significant acquisitions or disposals of subsidiaries, associates and joint ventures.

As at 31 December 2023, 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.

現金流量及資本開支

2023財年，本集團資本開支主要就設備和軟體收購及租賃物業裝修所產生，仍保持於約人民幣3.4百萬元的有限水平，較截至2022年12月31日止年度減少約18.5%。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支付未來資本開支。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2023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。

重大收購或出售及主要投資未來計劃

截至2023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2023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。

Employees and Staff Costs

As at 31 December 2023, the Group had a total of 759 (31 December 2022: 680) full time employees, all of whom were located in Mainland China. During the Reporting Period, the Group recognised staff costs of approximately RMB148.0 million, representing an increase of approximately 1.4% as compared with FY2022.

The following table sets forth the number of employees by function as at 31 December 2023:

員工及員工成本

於2023年12月31日，本集團共有759名全職員工(2022年12月31日：680名)，全部均位於中國內地。報告期內，本集團確認員工成本約人民幣148.0百萬元，較2022財年上升約1.4%。

下表載列於2023年12月31日按職能劃分的員工人數：

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	328	43%
Research and Development	研發	232	31%
Sales and Marketing	銷售與營銷	118	16%
General and Administrative	總務與行政	81	10%
Total	合計	759	100%

Employees are the valuable assets and the foundation for sustainable development of the Group. The Group highly appreciates the career development of its employees, and we have developed a comprehensive vocational training system and a sound remuneration and promotion system to continuously train, attract and retain talents.

員工是本集團的寶貴資產，也是本集團可持續發展的基礎。本集團高度重視員工的職業發展，我們制定了全面的職業培訓體系和完善的薪酬與晉升體系，以不斷培養、吸引及留聘人才。

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Leveraging on our influence and expertise in the industry, we are able to continue to attract outstanding versatile talents. As at 31 December 2023, the Group has 185 employees with medical expertise, 93 employees with pharmaceutical expertise and 145 employees with computer science expertise.

In addition, the Company has adopted the Share Option Scheme and the Share Award Scheme to motivate talented employees and attract talented persons for the further development of the Group.

EVENTS AFTER THE REPORTING PERIOD

On 5 February 2024, Sinohealth Information, a subsidiary of the Group, entered into an Equity Transfer Agreement and a Partnership Property Share Transfer Agreement with Foshan Heheng Equity Investment Partnership (Limited Partnership) (佛山合恒股權投資合夥企業(有限合夥)) for the acquisition of 50.6% equity interests in Guangzhou Zhonghui Medical Technology Company Limited (“**Zhonghui Medical**”) at a consideration of RMB12,238,921. For details of the acquisition, please refer to the announcement of the Company dated 5 February 2024.

Save as disclosed above, there are no other significant events to be disclosed from 31 December 2023 up to the date of this report.

憑藉我們在行業內的影響力和專業性，我們能夠持續吸引優秀的複合型人才。於2023年12月31日，本集團的員工中分別有185名擁有醫學專業知識、93名擁有醫藥專業知識及145名擁有計算機科學專業知識背景。

此外，本公司已採納購股權計劃及股份激勵計劃，以激勵優秀員工並吸引優秀人才，以促進本集團進一步發展。

期後事項

2024年2月5日，本集團附屬公司中康資訊與佛山合恒股權投資合夥企業就收購廣州中惠醫療科技有限公司(「**中惠醫療**」) 50.6%股權簽訂了股權轉讓協議和合夥企業財產份額轉讓協議，收購代價為人民幣12,238,921元。有關收購的詳情，請參閱本公司於2024年2月5日發佈的公告。

除上述披露外，於2023年12月31日直至本報告日期，概無其他重大事項須予披露。

DIRECTORS

Executive Directors

Mr. Wu Yushu (also known as Wu Han), aged 48, is the chairman, chief executive officer and executive Director of the Company. Mr. Wu is in charge of the overall strategic planning and general management and daily operation of the Group. Mr. Wu has been a director of each of the Group's major subsidiaries since the establishment of the Group in December 2007 and has been an executive Director and Chairman of the Nomination Committee of the Company since 4 March 2019. Mr. Wu has over 20 years of experience in healthcare information and data analysis industries. Prior to the establishment of Sinohealth Information, the principal subsidiary of the Group, 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 also served 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 chief operating officer and executive Director of the Company.

董事

執行董事

吳鬱抒先生(又名吳瀚), 48歲, 本公司董事長、首席執行官兼執行董事。吳先生主要負責本集團的整體戰略規劃及全面管理及日常營運。吳先生自2007年12月成立本集團, 一直擔任本集團各主要附屬公司董事職務, 自2019年3月4日起擔任本公司執行董事及提名委員會主席。吳先生於醫療健康資訊及數據分析行業擁有逾20年經驗。成立本集團主要附屬公司中康資訊之前, 吳先生於1997年7月至2007年12月擔任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」)資訊中心總經理。於南方醫藥經濟研究所任職期間, 同時擔任南方醫藥經濟研究所主辦的《醫藥經濟報》的營運公司的總經理。

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運營官兼執行董事王女士的配偶。

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Ms. Wang Lifang, aged 49, is an executive Director and the chief operating officer of the Company. Ms. Wang is responsible for overseeing the day-to-day operations and management of the Group. Ms. Wang has served as an executive Director of the Company since 3 June 2021 and is also a member of the Remuneration Committee. She currently holds directorship in Sinohealth Information. 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.

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.

Non-Executive Director

Mr. Fu Haitao, aged 43, 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 Hanxiong.

王莉芳女士，49歲，本公司執行董事兼首席營運官。王女士負責監督本集團日常營運及管理。王女士自2021年6月3日起擔任本公司執行董事董事，亦為薪酬委員會的成員。現任中康資訊董事。王女士於醫療健康資訊及數據分析行業擁有逾20年經驗。王女士於1997年7月至2007年12月，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。2008年12月加入中康資訊，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。

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。

非執行董事

付海濤先生，43歲，本公司非執行董事。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，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。

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 54, was appointed as our independent non-executive Director on 27 April 2022. Mr. Wei is the chairman of the Audit Committee. Mr. Wei is responsible for supervising the management of the Group and providing independent judgment to the Board. Mr. Wei is currently a senior partner in the Asset Management Department of CDH Investment Asset Management (Hong Kong) Limited (鼎暉投資資產管理(香港)有限公司), an independent non-executive director of Honghua Group Limited (stock code: 196), and an independent director of Huize Holding Limited, a NASDAQ-listed company (NASDAQ: HUIZ). Mr. Wei served as the chief accountant and chief financial officer of China Resources (Holdings) Limited (華潤(集團)有限公司) and an executive director of OCI International Holdings Limited (stock code: 329). Mr. Wei has nearly 30 years of experience in complex transaction, mergers and acquisitions and corporate management.

Mr. Wei obtained a bachelor's degree in auditing from Zhongnan University of Economics and Law, and a master's degree in finance from Jinan University. Mr. Wei is a senior accountant and a senior auditor in the PRC, and also a non-practicing member of The Chinese Institute of Certified Public Accountants.

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。付先生另通過報讀遠程課程，於2019年1月取得中國西安電子科技大學人力資源管理文憑。

獨立非執行董事

魏斌先生，54歲，於2022年4月7日獲委任為獨立非執行董事。魏先生為本公司審核委員會主席。魏先生負責監督本集團的管理及向董事會提供獨立判斷。魏先生現任鼎暉投資資產管理(香港)有限公司之資產管理部高級合夥人、宏華集團有限公司(股份代號：196)的獨立非執行董事及納斯達克上市公司慧擇控股有限公司(納斯達克：HUIZ)的獨立董事。魏先生曾任華潤(集團)有限公司總會計師及首席財務官、東建國際控股有限公司(股份代號：329)的執行董事，在複雜交易、併購整合以及企業管理方面擁有近30年的豐富經驗。

魏先生持有中南財經大學審計學士學位及暨南大學金融學碩士學位，為中國高級會計師及高級審計師，亦為中國註冊會計師協會非執業會員。

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Ms. Wang Danzhou, aged 60, was appointed as our independent non-executive Director, chairperson of the Remuneration Committee, and a member of the Audit Committee and Nomination Committee 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.

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. Ms. Wang has served as an independent non-executive director of several listed companies such as Bluedon Information Security Technology Co., Ltd. (stock code: 300297), Guangdong Brandmax Marketing Co., Ltd., (stock code: 300805), Guangzhou Anbiping Pharmaceutical Technology Co., Ltd. (stock code: 688393) and Kennede Electronics MFG Co., Ltd. (Stock code: 002723).

Ms. Wang obtained a bachelor's degree in accounting and a master's degree in administration from Jinan University, and a doctor's degree in financial management from the Southwestern University of Finance and Economics.

Ms. Du Yilin, aged 39, was appointed as our independent non-executive Director, and a member of the Audit Committee, the Remuneration Committee and Nomination Committee on 27 April 2022. Ms. Du is responsible for supervising the management of the Group and providing independent judgment to the Board.

王丹舟女士，60歲，於2022年4月27日獲委任為獨立非執行董事、薪酬委員會主席、審核委員會及提名委員會成員。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。

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，現任暨南大學會計系教授。曾任藍盾信息安全技術股份有限公司(股份代號：300297)、廣東電聲市場營銷股份有限公司(股份代號：300805)、廣州安必平醫藥科技股份有限公司(股份代號：688393)、廣東小崧科技股份有限公司(股份代號：002723)等多家上市公司獨立非執行董事。

王女士持有暨南大學會計學學士學位、管理學碩士學位及西南財經大學財務管理博士學位。

杜依琳女士，39歲，於2022年4月27日獲委任為獨立非執行董事及審核委員會、薪酬委員會及提名委員會成員。杜女士負責監督本集團的管理及向董事會提供獨立判斷。

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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.. 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). 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, and a master's degree in health economics from the University of Queensland in Australia. Ms. Du has been a non-practicing member of The Chinese Institute of Certified Public Accountants, and was admitted as a certified accountant from the Australian Society of Certified Practising Accountants in December 2018.

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的首席財務官。於2017年10月至2019年1月，杜女士於複星國際有限公司(股份代號：0656)全資附屬公司複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。

杜女士持有中山大學會計學學士學位及澳洲昆士蘭大學衛生經濟學碩士學位。杜女士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。

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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 52, is the chief financial officer of the Group. 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. Ms. Yi has over 20 years of experience in accounting and finance. From October 1998 to February 2004, Ms. Yi served as a senior auditor at Deloitte Touche Tohmatsu Shanghai Certified Public Accountants Ltd Guangzhou Branch and PricewaterhouseCoopers Zhong Tian (Guangzhou office), respectively. 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 (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. (stock code: 300781). From June 2021 to March 2024, Ms Yi served as the joint company secretary of the Company.

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.

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，52歲，為本集團首席財務官。自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。易女士於會計及財務方面擁有逾20年經驗。自1998年10月至2004年2月，易女士先後於滬江德勤會計師事務所(廣州分所)及普華永道中天會計師事務所(廣州分所)擔任高級核數師。於2008年11月至2009年7月，擔任廣州吉途仕達商務信息諮詢有限公司首席財務官。於2009年7月至2013年9月，擔任Intertek Group Plc(股份代號：iktsy)的附屬公司深圳天祥品質技術服務有限公司廣州開發區分公司的中國財務經理。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(股份代號：300781)的董事、首席財務官及董事會秘書。於2021年6月至2024年3月，易女士擔任本公司聯席公司秘書。

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月取得中國註冊會計師協會非執業會員資格。

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Mr. Su Caihua, aged 49, is the chief data officer 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 services, 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 49, 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.

蘇才華先生，49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(一家營銷信息諮詢服務公司)的研究總監，於2011年11月撤銷登記前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，49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、行業資訊分析、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。

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JOINT COMPANY SECRETARIES

Mr. Wan Chuan, aged 37, was appointed as the joint company secretary of the Company on 28 March 2024. He joined the Group in November 2022 as the head of securities affairs, and was appointed as the joint company secretary of the Company on 28 March 2024. Mr. Wan has over 12 years of experience in capital operation, investment and merger and acquisition, corporate governance, information disclosure, regulatory compliance and investor relations management. Prior to joining the Group, from October 2011 to March 2017, Mr. Wan worked at Guangdong Rising Asset Management Co., Ltd., responsible for investment and mergers and acquisitions, market value management, capital operation and industry research; from April 2017 to November 2022, he served as assistant to the chairman of the board of directors, securities representative and head of the operational management department of Dongjiang Environmental Company Limited, a company whose shares are listed on the Shenzhen Stock Exchange (stock code: 002672.SZ) and the Hong Kong Stock Exchange (stock code: 00895.HK) respectively, and during the period, he was responsible for investor relations management, information disclosure and regulatory compliance, corporate governance, operational management and strategic planning.

Mr. Wan obtained a bachelor's degree in tourism management from Sun Yat-sen University in July 2009 and a master's degree in international marketing from University of Strathclyde in the United Kingdom in September 2011. Mr. Wan obtained the qualification certificate for board secretary from the Shenzhen Stock Exchange in 2019.

聯席公司秘書

萬川先生，37歲，於2024年3月28日獲委任為本公司聯席公司秘書。彼於2022年11月加入本集團擔任證券事務負責人，於2024年3月28日獲委任為本公司的聯席公司秘書。萬先生於資本運作、投資並購、公司治理、資訊披露、監管合規、投資者關係管理等方面有超過12年經驗。加入本集團前，自2011年10月至2017年3月，萬先生曾任職於廣東省廣晟資產經營有限公司，從事投資並購、市值管理、資本運作及行業研究等工作；自2017年4月至2022年11月，其先後擔任東江環保股份有限公司（一家股份分別於深圳證券交易所（股票代碼：002672.SZ）與香港聯交所（股票代碼：00895.hk）上市的公司）董事長助理、證券事務代表、經營管理部部長等職務，期間負責投資者關係管理、信息披露及監管合規、公司治理、經營管理及戰略規劃等事務。

萬先生於2009年7月取得中山大學旅遊管理學士學位，並於2011年9月取得英國斯克蘭德大學國際市場營銷碩士學位。萬先生於2019年取得深圳證券交易所董事會秘書資格證書。

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Ms. Zhang Xiao, aged 36, 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 corporate services provider, 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，36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(一家專業企業服務公司)的副總監，在企業秘書領域擁有逾十年經驗。張女士於2019年取得香港公司治理公會及英國特許公司治理公會會員資格。

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。

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The Board is pleased to present the Group's annual report and audited consolidated financial statements for the year ended 31 December 2023.

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 main board of Stock Exchange on 12 July 2022 under the stock code 2361.

PRINCIPAL BUSINESS

Providing digital intelligence solutions based on big data, artificial intelligence and cloud computing, the Group has taken the lead in realizing commercial profits of healthcare data, and has opened up the industry-wide data chain, and currently occupies an industry-leading position in the scale of out-of-hospital data and corporate SaaS customers.

We provide customers with SaaS products driven by big data and customized professional services for the four major scenarios of pharmaceutical terminal retail, pharmaceutical marketing decision-making, health management (physical examination) and medical treatment, and build a healthcare industry ecological platform with professional conferences and media matrix as the core to comprehensively improve customers' efficient decision-making and targeted connection capabilities, continuing to help the smart transformation and upgrading of the healthcare industry.

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 1 to the consolidated financial statements in this annual report.

RESULTS

The results of the Group for the year ended 31 December 2023 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2023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日在聯交所主板上市，股份代號為2361。

主要業務

本集團提供基於大數據、人工智能和雲計算的數智化解決方案，已率先實現了健康數據商業化盈利，並打通了全產業數據鏈，目前在院外數據規模和企業級SaaS客戶規模處於行業領先地位。

我們針對醫藥終端零售、醫藥營銷決策、健康管理(體檢)及醫療四大場景，為客戶提供基於大數據驅動的SaaS產品和定制化專業服務，並搭建了以專業會議和媒體矩陣為核心的健康產業生態平台，全面提升客戶高效決策與精準連接能力，持續助力健康產業數智化轉型升級。

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1。

業績

本集團截至2023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。

BUSINESS REVIEW

The Group's business review for the year ended 31 December 2023, 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 "Management Discussion and Analysis" 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, including external factors and factors inherent in the Group's business. A summary of certain principal risks and uncertainties faced by the Group is set out below:

- The risk arising from the decline in customer demand of the Group for digital analysis and decision making, marketing consulting services, etc;
- The risk arising from failure to improve the whole life-cycle management ability of data collection, management, processing and use;
- The risk arising from failure to maintain and expand the data collection network of the Group;
- The risk of failing to innovate and adapt to rapid advances in big data, artificial intelligence and other technologies;
- The risk that the Group's new product development and business layout fail to meet expectations;
- The risk of failing to comply with or respond in a timely manner to laws and regulations relating to data protection and privacy;
- 本集團的客戶對數字化分析與決策、營銷諮詢服務等需求下降帶來的風險；
- 未能提升數據的採集、處理、加工、使用等全生命週期管理能力的風險；
- 未能維持及擴張本集團的數據採集網路產生的風險；
- 未能創新並適應大數據、人工智能及其他技術的快速發展的風險；
- 本集團新產品開發及業務佈局未達預期的風險；
- 未能遵守或及時回應有關數據保護和隱私相關法律法規的風險；

業務回顧

本集團截至2023年12月31日止年度之業務回顧、有關本集團未來業務發展之討論與分析、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「管理層討論與分析」一節。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若干因素影響，包括外部因素及本集團業務固有因素。下文列出本集團面臨的若干主要風險及不確定因素概要：

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- The risk of increasing market competition for big data solutions in the healthcare industry where the Group engages in;
- The risk related to industry, business and operations.
- 本集團所在健康產業大數據解決方案市場競爭加劇的風險；
- 與行業、業務及運營相關的風險。

The above list is not exhaustive. Investors are advised to make their own judgement or consult their investment advisors before investing in the Shares.

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 efficient operation of the Group. The management will assist the Board in evaluating each major risk in the Group's business operations and actively establish appropriate risk management and internal control mechanisms and incorporate them into the daily operation management.

本公司認為風險管理對本集團的高效運營至關重要。管理層將協助董事會評估本集團業務運營過程中的各項重大風險，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 PROCEEDS FROM THE LISTING

Use of proceeds from the listing

The shares of the Company were listed on the Stock Exchange since 12 July 2022. The net proceeds from the Global Offering (including the partial exercise of the over-allotment option and after deduction of underwriting commissions and related costs and expenses) were approximately HK\$339.6 million (the "**Net Proceeds**"). It will be used for the purposes set out in the section headed "Future Plans and Use of Proceeds" in the Prospectus.

上市所得款用途

上市所得款項用途

本公司股份於2022年7月12日在聯交所上市。全球發售所得款項淨額(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**」)。將用於招股章程「未來計劃及所得款項用途」一節所載用途。

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 2023 is set out below:

招股章程所述所得款項淨額擬定用途及自上市日期起至2023年12月31日止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	Utilised Net Proceeds during the Reporting Period	Unutilised balance as at 31 December 2023	Expected timeline for the use of the balance
		%	(HK\$ million)	(HK\$ million)	(HK\$ million)	(HK\$ million)	
Upgrade and enhance SaaS products	更新及提升 SaaS 產品	50.8	172.5	4.5	36.5	131.5	By 31 December 2025
R&D technology and data warehouse	研發技術及數據倉庫	49.2	167.1	3.0	16.4	147.7	By 31 December 2025
Total	合計	100%	339.6	7.5	52.9	279.2	

As of 31 December 2023, 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.

截至2023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。

FINAL DIVIDEND

The Board recommended the payment of a final dividend of HK7.25 cents per Share for the year ended 31 December 2023 (the "Proposed Final Dividend"). Subject to approval of Shareholder at the forthcoming annual general meeting of the Company, the dividend will be paid on or around Wednesday, 25 September 2024 to Shareholders whose names appear on the register of members of the Company at the close of business on Thursday, 27 June 2024. No shareholder has waived or agreed to waive any dividend for the financial year ended 31 December 2023.

末期股息

董事會建議就截至2023年12月31日止年度派付末期股息（「建議末期股息」）每股7.25港仙。待股東於即將召開的本公司股東周年大會上獲得批准後，股息將於2024年9月25日（星期三）或前後向於2024年6月27日（星期四）營業時間結束時名列本公司股東名冊之股東派付。概無股東放棄或同意放棄截至2023年12月31日止財政年度的任何股息。

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DISTRIBUTABLE RESERVES

Details of the changes in reserves of the Group and the Company for the year ended 31 December 2023 are set out in the consolidated statement of changes in equity and note 34 to the consolidated financial statements in this annual report. As at 31 December 2023, the Company's distributable reserves calculated in accordance with the Cayman Companies Act include share premium accounts and other reserves, totaling approximately RMB510.6 million (2022: approximately RMB506.0 million).

PROPERTY, PLANT AND EQUIPMENT

Details of the changes in property, plant and equipment of the Group for the year ended 31 December 2023 are set out in note 13 to the consolidated financial statements.

SHARE CAPITAL

Details of the changes in share capital of the Company for the year ended 31 December 2023 are set out in note 24 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 with relevant laws and regulations that have a significant impact on the business and operations of the Group and has obtained important licenses, approvals and permits in relation to its business operations. For the year ended 31 December 2023, there was no material breach of, or non-compliance with, applicable laws and regulations by the Group.

可供分派儲備

截至2023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34。於2023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510.6百萬元(2022年：約人民幣506.0百萬元)。

物業、廠房及設備

截至2023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。

股本

截至2023年12月31日止年度，本公司的股本變動詳情載於本年報的綜合財務報表附註24。

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，本集團已遵守對本集團業務及運營有重大影響的相關法律法規，並取得與業務運營有關的重要牌照、批文及許可。截至2023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。

LITIGATION

No litigation or claim of material importance is pending or threatened against any member of the Group for the year ended 31 December 2023.

SUBSIDIARIES

Details of the subsidiaries of the Company for the year ended 31 December 2023 are set out in note 1 to the consolidated financial statements.

LOANS AND BORROWINGS

For the year ended 31 December 2023, 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 "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.

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 2023, the Group did not issue any debentures.

法律訴訟

截至2023年12月31日止年度，本集團任何成員公司概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賠。

附屬公司

截至2023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綜合財務報表附註1。

貸款及借款

截至2023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「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。

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2023年12月31日止年度，本集團並未發行任何債權證。

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Major Suppliers

For the year ended 31 December 2023, the Group's five largest suppliers accounted for approximately 22.6% of the Group's total purchases, and the Group's largest supplier accounted for approximately 7.2% of the Group's total purchases.

For the year ended 31 December 2023, 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 2023, the Group's five largest customers accounted for approximately 20.7% of the Group's total revenue and the Group's largest customer accounted for approximately 8.0% of the Group's total revenue.

For the year ended 31 December 2023, 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.

ENVIRONMENTAL POLICIES AND PERFORMANCE

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. During the Reporting Period, the Group did not face any relevant risks. For details, please refer to the section headed "ESG Report" in this annual report.

主要供應商

截至2023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22.6%，本集團最大供應商佔本集團採購總額約7.2%。

截至2023年12月31日止年度，董事或其任何緊密聯繫人、任何股東(據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2023年12月31日止年度，本集團五大客戶佔本集團總收入約20.7%，而本集團最大客戶佔本集團總收入約8.0%。

截至2023年12月31日止年度，概無本公司的董事或其緊密聯繫人、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。

環保政策及表現

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。於報告期間，本集團概無面臨任何相關風險，詳情請見本年報「環境、社會及管治報告」一節。

DIRECTORS

As of 31 December 2023 and up to the date of this report, the current directors are:

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.

董事

截至2023年12月31日及直至本報告日期，在任董事為：

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履歷詳情載於本年報「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。

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According to Article 108 of the Articles of Association, Ms. Wang Lifang and Ms. Du Yilin shall retire by rotation at the AGM and shall be eligible for re-election at the annual general meeting.

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).

DIRECTOR'S REMUNERATION THE FIVE HIGHEST PAID INDIVIDUALS

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 qualification, position and seniority of each Director and senior management.

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 2023, 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.

根據組織章程細則第108條，王莉芳女士及杜依琳女士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。

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。

董事薪酬及五名最高薪酬人士

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綜合報表附註8和附註9。

截至2023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。

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 the Company 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

During the Reporting Period, the changes in information of Directors and senior management are as follows:

Ms. Wang Danzhou resigned as an independent non-executive Director of Kennede Electronics MFG. Co., Ltd. (stock code: 002723) in June 2023.

Mr. Wei Bin resigned as a non-executive Director of OCI International Holdings Limited (stock code: 329) in September 2023.

Save as disclosed above, 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

本公司已取得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，本公司認為，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：

王丹舟女士於2023年6月辭任廣東小崧科技股份有限公司(股份代號：002723)獨立非執行董事。

魏斌先生於2023年9月辭任東建國際控股有限公司(股票代碼：329)非執行董事。

除上文所披露者外，根據上市規則第13.51B(1)條，並無其他資料需要作出披露。

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EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2023, the Group had a total of 759 employees. The following table sets forth the number of employees by function as at 31 December 2023:

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	328	43%
Research and Development	研發	232	31%
Sales and Marketing	銷售與營銷	118	16%
General and Administrative	總務與行政	81	10%
Total	合計	759	100%

僱員及薪酬政策

截至2023年12月31日，本集團共有僱員759人。下表載列於2023年12月31日按職能劃分的員工人數：

Employees are the valuable assets and the foundation for its sustainable development of the Group. The Group attaches great importance to the career development of its employees, and we have developed a comprehensive vocational training system and a sound remuneration and promotion system to continuously cultivate, attract and retain talents. As of 31 December 2023, among the employees of the Group, 185 employees had medical background, 93 employees had pharmaceutical background and 145 employees had computer science background, respectively.

In addition, the Company has adopted Share Option Schemes and Share Incentive Schemes to motivate talented employees and attract talented people for the further development of the Group.

僱員是本集團的寶貴資產，也是本集團可持續發展的基礎。本集團高度重視僱員的職業發展，我們制定了全面的職業培訓體系和完善的薪酬與晉升體系，以不斷培養、吸引及留聘人才。於2023年12月31日，本集團的員工中分別有185名擁有醫學專業知識、93名擁有醫藥專業知識及145名擁有計算機科學專業知識背景。

此外，本公司已採納購股權計劃及股份激勵計劃，以激勵優秀僱員並吸引優秀人才，以促進本集團進一步發展。

SHARE OPTION SCHEME

The Company adopted the Share Option Scheme (the “Share Option Scheme”) by way of a written resolution passed by all the then Shareholders on 27 April 2022, for the purpose of providing 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. During the Reporting Period, no options were granted under the Pre-IPO Share Option 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.

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 Shares in issue.

Unless approved by the Shareholders, the total number of option shares granted or to be granted by Eligible Participants shall not exceed 1% in aggregate of the Shares in issue as at the date of such grant.

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」)，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。報告期內，概無根據首次公開發售前購股權計劃授予購股權。

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。

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，佔已發行股份總數的9.96%。

除非獲股東批准，合資格參與人士獲授出或將授出的購股權股份總數不得超出於有關授出當日已發行股份總額的1%。

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The subscription price for a Share in respect of any particular option granted under the Share Option Scheme 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; (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; 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.

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 2023, the remaining term of the Share Option Scheme is approximately eight years.

As of 31 December 2023, 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.

SHARE AWARD SCHEME

The Company adopted the Share Award Scheme on 5 December 2022 for the Purpose of recognising the contributions by certain Eligible Participants to retain them for the continual operation and development of the Group and to attract outstanding talents for further development of the Group.

Eligible participants of the Share Award Scheme include employees of the Company, its subsidiaries or holding companies, fellow subsidiaries and associated Companies (the "**Eligible Participants**").

根據購股權計劃授出的任何特定購股權的股份認購價由董事會全權釐定並知會所有合資格人士，且該價格不得低於授出購股權當日聯交所報價表所列收市價、授出購股權日期前五個營業日在聯交所報價表所列平均收市價及股份面值三者最高價。接納購股權要約或購股權的應付代價為人民幣1.00元。

除非本公司於股東大會上提前終止購股權計劃，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2023年12月31日，購股權計劃的餘下年期約為8年。

截至2023年12月31日，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。

股份獎勵計劃

本公司於2022年12月5日採納股份獎勵計劃，股份獎勵計劃旨在表彰若干合資格參與者的貢獻，以挽留彼等助力本集團的持續運營及發展及吸引優秀人才以促進本集團進一步發展。

股份獎勵計劃的合格參與者為本公司、其附屬公司或本公司的控股公司、同系附屬公司及聯營公司的僱員（「合格參與者」）。

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.

The Board or authorized representative, in its sole discretion, selects any Eligible Participant to participate in the Share Award Scheme as a Selected Participant and determines the number of Award Shares to be granted to each Selected Participant and the terms and conditions under which the Award Shares may vest, provided that the maximum number of awards shall not exceed 1% of the issued share capital of the Company in any twelve-month period.

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. As of 31 December 2023, the remaining term of the Share Award Scheme is approximately 9 years.

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.

As at 31 December 2023, the Trustee, as instructed by the Board, purchased a total of 36,813,500 Shares on the market, representing approximately 8.13% of the total number of Shares of the Company in issue.

As at 31 December 2023, 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.

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。

董事會或授權代表全權酌情選定任何合格參與者為選定參與者參與股份獎勵計劃，並釐定向各選定參與者授出的獎勵股份數目、獎勵股份可能獲歸屬前的條款及條件，但獎勵的最高數目，不得超過本公司任何12個月期間內已發行股本的1%。

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。截至2023年12月31日，股份獎勵計劃的剩餘年期約為9年。

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。

截至2023年12月31日，受託人按照董事會的指示在市場上購買合計36,813,500股股份（佔本公司已發行股份總數約8.13%）。

截至2023年12月31日，本公司概無根據股份獎勵計劃授予、行使、註銷或失效任何股份，亦無尚未行使的股份獎勵。

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董事會報告**DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES**

As at 31 December 2023, 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2023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：

Name of Director or chief executive	Capacity/ Nature of interest	Long Positions of Shares 股份好倉		Approximate percentage of interest in the Company ¹ 佔本公司的 權益概約 百分比 ¹
		Number of Shares	Total	
董事／最高行政人員姓名	身份／權益性質	股份數目	總計	
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%

Notes:

1. The calculation is based on the total number of 451,770,000 Shares in issue as at 31 December 2023.
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 31 December 2023, none of the Directors or chief executive of the Company had any interest or short positions in the Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) 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) recorded in the register kept by the Company under Section 352 of the SFO, or (iii) as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

附註：

1. 截至2023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WELLMARK LINK LIMITED，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。WELLMARK LINK LIMITED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。

除上述披露者外，就董事所知，截至2023年12月31日，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)根據標準守則須以其他方式知會本公司及聯交所的權益或淡倉。

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董事會報告**SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES**

As at 31 December 2023, 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:

主要股東於本公司股份及相關股份之權益與淡倉

截至2023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：

Name	Capacity/Nature of interest	Long Position in the Shares		Approximate percentage of interest in the Company ¹
		Number of Shares	Total	
姓名/名稱	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
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%

Name	Capacity/Nature of interest	Long Position in the Shares 股份好倉		Approximate percentage of interest in the Company ¹ 佔本公司的權益概約百分比 ¹
		Number of Shares	Total	
姓名/名稱	身份/權益性質	股份數目	總計	
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 李悍雄先生 ³	Interest of controlled corporation 受控法團權益	68,512,500		15.17%
Mr. Yu Rong ⁴ 俞熔先生 ⁴	Interest of controlled corporation 受控法團權益	22,854,250		5.06%
Futu Trustee Limited 富途信託有限公司	Trustee 受託人	36,721,500		8.13%
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	22,854,250		5.06%

Notes:

附註:

1. The calculation is based on the total number of 451,770,000 Shares in issue as at 31 December 2023.
1. 截至2023年12月31日已發行股份總數451,770,000股計算。

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董事會報告

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. Therefore, they are deemed to be interested in the Shares held by Rikan Industry Investment Limited Partnership.
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WELLMARK LINK LIMITED，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。WELLMARK LINK LIMITED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。因此均被視為於Rikan Industry Investment Limited Partnership持有的股份中擁有權益。
3. 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.
3. 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。
4. Tianyi (BVI) Limited and Jiequan Zhongwei Tengyun Limited are controlled by Shanghai Tianyi Assets Management Co., Ltd., which is 70% owned by Mr. Yu Rong. 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.
4. Tianyi (BVI) Limited及Jiequan Zhongwei Tengyun Limited由上海天億資產管理有限公司控制，而上海天億資產管理有限公司由俞熔先生擁有70%權益。因此，俞熔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。

Save as disclosed above, to the knowledge of the Directors, as at 31 December 2023, 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.

除了上述所披露者外，據董事所知，截至2023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' INTERESTS IN COMPETING BUSINESS

Save as disclosed in this annual report, during the Reporting Period, none of the Director had any interest in a business which is or may compete, directly or indirectly, with our business as required to be disclosed pursuant to Rule 8.10 of the Listing Rules.

DIRECTORS' INTERESTS IN TRANSACTION, ARRANGEMENT OR CONTRACT OF SIGNIFICANCE

Save as disclosed in this annual report, during the Reporting Period, none of the Director or entity related to the Directors had a material interest, directly or indirectly, in any transaction, arrangement or contract.

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 as of 31 December 2023.

MANAGEMENT CONTRACTS

As of 31 December 2023, 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.

董事於競爭業務中的權益

除本年報所披露者外，於報告期間，概無董事於現時或可能直接或間接與我們的業務構成競爭的業務中擁有任何須根據上市規則第8.10條作出披露的權益。

董事於重大交易、安排或合約中的權益

除本年報所披露者外，於報告期間，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。

與控股股東的合約

除本年報合約安排中所披露者外，截至2023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。

管理合約

截止2023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。

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PERMITTED INDEMNITY

Pursuant to the Articles of Association and applicable laws and regulations, every Director shall be entitled to be indemnified out of the assets of the Company against all actions, costs, charges, losses, damages and expenses incurred or suffered by him or her as a Director in the course of the performance of his duties.

The above permitted indemnity provisions have come into effect during the Reporting Period. The Company has also taken out liability insurance to provide appropriate protection to the Directors.

CONTINUING CONNECTED TRANSACTIONS

Save as disclosed in this annual report, the Group has not entered into any non-exempt continuing connected transactions as of 31 December 2023. The Company has no transactions that are required to be disclosed under the definitions of “connected transaction” or “continuing connected transaction” in Chapter 14A of the Listing Rules. During the Reporting Period, the Company has complied with the disclosure requirements pursuant to Chapter 14A of the Listing Rules.

The following transactions constitute the Group's continuing connected transactions as of 31 December 2023.

獲准許彌償

根據組織章程細則及適用法律法規，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履職過程中招致或蒙受的所有訴訟、費用、收費、損失、損害及開支而受損。

上述獲准許彌償條文已於本報告期間生效。本公司亦已投購責任險，為董事提供適當保障。

持續關連交易

除本年報披露者外，截至2023年12月31日本集團尚未進行任何非豁免持續關連交易。本公司概無需要根據《上市規則》第14A章「關連交易」或「持續關連交易」的定義而須予披露的交易。報告期間，本公司已遵守根據上市規則第14A章的披露規定。

以下交易構成本集團截至2023年12月31日的持續關連交易。

CONTRACTUAL ARRANGEMENTS

Background of Contractual Arrangements

Our Consolidated Affiliated Entities include subsidiaries and holding companies established in China under the laws of the People's Republic of China. The Group operated (i) production and publication of videos; (ii) internet information services; (iii) 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**"), all of which were operated by domestic Consolidated Affiliated Entities which hold the relevant licenses, 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**"). As the Company may not directly hold equity in Consolidated Affiliated Entities, we adopted common practice in industries in the PRC subject to foreign investment restrictions, we would gain effective control over, and receive all the economic benefits generated by the businesses currently operated by the Consolidated Affiliated Entities through signing the Contractual Arrangements.

In order to comply with relevant laws and enable the Group to access international capital markets and maintain effective control over all of the Group's operations, on 8 June 2021 and 6 May 2023, we entered into Contractual Arrangements to control our Consolidated Affiliated Entities. Therefore, we do not directly own any equity interest in the Consolidated Affiliated Entities. Under the Contractual Arrangements, we acquired effective control over the financial and operational policies of the Consolidated Affiliated Entities and have become entitled to all the economic benefits derived from their operations.

合約安排

合約安排的背景

我們的綜合聯屬實體包括境內依據中國法律成立附屬公司及其控股公司。本集團運營的(i)視頻製作及發佈，(ii)互聯網資訊服務；(iii)互聯網數據中心服務(包括互聯網資源協作服務)，及(iv)涉外市場調查業務，受外商投資限制(統稱「**受限制業務**」)，上述業務均由境內綜合聯屬實體運營並持有相關牌照，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**」)。由於本公司不可直接持有綜合聯屬實體的股權。我們採用中國外商投資限制產業之慣例，通過訂立合約安排，以獲取當前綜合聯屬實體所經營業務的實際控制權及其產生的所有經濟利益。

為遵守相關法律，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2023年5月6日，我們訂立合約安排而控制我們的綜合聯屬實體。因此，我們並無直接擁有綜合聯屬實體任何股權。根據合約安排，我們對綜合聯屬實體的財務和運營政策具有實際控制權，並有權享受綜合聯屬實體運營所產生的所有經濟利益。

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For the year ended 31 December 2023, the revenue contributed by all of the Consolidated Affiliated Entities to the Group accounted for approximately 3.4% of the total revenue of the Group, and the total assets of the Consolidated Affiliated Entities in aggregate represented approximately 26.2% of the total assets of the Group.

The Directors consider that the Contractual Arrangements are fair and reasonable as other companies engaged in the same or similar industries adopt similar arrangements to maintain control over all operations and that the Contractual Arrangements are entered into between the WFOEs and the Consolidated Affiliated Entities after free negotiation. Besides, through the signing of the business cooperation agreement, the Consolidated Affiliated Entities can obtain better technical support and market reputation.

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:

截至2023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3.4%，綜合聯屬實體的總資產合共佔本集團總資產約26.2%。

董事認為合約安排公平合理，由於從事相同或者類似行業的其他公司均採用類似的安排以維持對所有業務的控制，且合約安排乃由外商獨資企業與綜合聯屬實體經自由磋商後訂立，另外通過簽署業務合作協議，綜合聯屬實體可獲得更好的技術支持及市場聲譽。

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：



Notes:

- (1) As at 31 December 2023, 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.

附註：

- (1) 截至2023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。

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Business Cooperation Agreements

Pursuant to the business cooperation agreements dated 8 June 2021 and 6 May 2023 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, and Sinohealth Information and its subsidiaries paid technical support and consulting service fees and intellectual property licensing fees to Zhongkang Technology.

Business Cooperation Agreements also stipulates that Zhongkang Technology has ownership of all intellectual property rights developed or created by Sinohealth Information and its subsidiaries during the validity period of Business Cooperation Agreement.

According to Business Cooperation Agreement, the service fee is equivalent to the consolidated total profit of Sinohealth Information during the year and the part of the consolidated profits of the subsidiaries that Sinohealth Information is entitled to receive in total (after offsetting the previous year's losses (if any), operating costs, expenses, taxes and other statutory contributions).

Business Cooperation Agreements have a term of three years commencing from the 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.

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於2021年6月8日及2023年5月6日的訂立的業務合作協議(「**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，中康資訊及其附屬公司向中康科技支付技術支持及諮詢服務費及知識產權許可費。

業務合作協議亦規定，中康科技對中康資訊及其附屬公司在業務合作協議有效期內研發或創造的全部知識產權擁有所有權。

根據業務合作協議，服務費用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(經抵銷上年虧損(如有)、營運成本、開支、稅項及其他法定供款)。

業務合作協議自協議簽訂之日起計三年期限，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。

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 2023, 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.

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式、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2023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或其附屬公司(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.

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中康科技，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。

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 2023, 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.

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2023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其於該附屬公司的各自股權，而非將其質押給中康科技。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。

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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.

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 pledge under the Equity Pledge Agreements was completed on 9 June 2021 in accordance with relevant laws and regulations.

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況下，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。

股權質押協議自協議日期起計，並無限定年期，且有效期直至(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。股權質押協議下的股權質押登記，已根據相關法律及法規所規定於2021年6月9日完成登記。

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 2023, 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.

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2023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檔。

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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.

As of 31 December 2023, there has been no material changes in the terms of the above contractual arrangements.

Risks Relating to the Contractual Arrangements

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

- 1) If, in the opinion of the PRC government, the agreements by which the Group establishes the business structure to operate the Consolidated Affiliated Entities in the PRC do not comply with applicable PRC laws and regulations, or if there is any subsequent change in such regulations or their interpretation in the future, the Group may suffer consequences including cancellation of contractual arrangements and abandonment of operating interests as well as the possible impact of the newly enacted Foreign Investment Law.

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。

截至2023年12月31日，上述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) 倘中國政府認為本集團藉以建立在中國經營綜合聯屬實體業務架構的協議並不符合適用的中國法律及法規，或倘該等法規或其詮釋日後出現變動，本集團可能會遭受包括合約安排遭廢除及放棄經營權益等後果，其中包括可能受到新頒佈的《外商投資法》的影響。

- 2) The Contractual Arrangements of the Company may not be as effective in providing control over the Consolidated Affiliated Entities as direct ownership. If the Consolidated Affiliated Entities or their shareholders fail to perform their obligations under the Contractual Arrangements, the registered shareholders may have conflicts of interest with the Company.
- 2) 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；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，且登記股東可能與本公司存在潛在利益衝突。
- 3) 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.
- 3) 倘任何綜合聯屬實體宣佈破產或面臨解散或清盤程式，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。
- 4) The Contractual Arrangements may be subject to scrutiny by PRC tax authorities and additional tax may be imposed, which may have an adverse impact on the financial conditions of the Group.
- 4) 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，可能對本集團財務狀況造成負面影響。

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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:

- | | |
|---|--|
| <p>1) The Group's current business structure of Consolidated Affiliated Entities and contractual arrangements have not been questioned or concerned by the PRC government, and the Group will regularly and dynamically follow up and keep abreast of changes in relevant laws and regulations issued by the PRC government, and when necessary, appoint external legal advisers or other professional advisers to assess changes and corresponding risks and formulate relevant countermeasures;</p> | <p>1) 本集團當前的綜合聯屬實體業務架構和合約安排並未受到中國政府的質疑或關注，本集團將定期動態跟蹤了解中國政府的相關法律法規變化，必要時委聘外部法律顧問或其他專業顧問對變化情況和對應風險做出評估並制定相應對策；</p> |
| <p>2) 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;</p> | <p>2) 實施及遵守合約安排或政府部門任何監管查問產生的重大事務將於產生時交予董事會(如必需)審閱及討論；</p> |
| <p>3) The Board will review the overall performance of and compliance with the Contractual Arrangements at least once a year;</p> | <p>3) 董事會將每年最少檢討一次合約安排的整體履行及遵守情況；</p> |
| <p>4) The Company will disclose the overall performance and compliance with the Contractual Arrangements in annual reports;</p> | <p>4) 本公司將於年報披露合約安排的整體履行及遵守情況；</p> |
| <p>5) 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.</p> | <p>5) 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。</p> |

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：

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 2023 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 2023.

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2023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2023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。

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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 2023, 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.

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 2023 are set out in note 29 to the consolidated financial statements. For the year ended 31 December 2023, 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.

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2023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。

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2023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29。截至2023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。

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

As of 31 December 2023, save as disclosed elsewhere in this report, neither the Company nor its subsidiaries have repurchased, redeemed or sold any of its listed securities.

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 Reporting Period 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" in this annual report and the announcement relating to the Share Award Scheme, no equity-linked agreement was entered into by the Company or subsisted during the Reporting Period.

CHARITABLE DONATIONS

For the year ended 31 December 2023, charitable donations made by the Group amounted to RMB1,107,000.

購買、出售或贖回本公司上市證券

截至2023年12月31日，除本報告其他部分所披露者外，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，報告期內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，報告期內，本公司並無訂立或存續任何股份掛鈎協議。

慈善捐款

截至2023年12月31日止年度，本集團慈善捐款為人民幣1,107,000元。

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CLOSURE OF REGISTER OF MEMBERS

The 2024 annual general meeting is expected to be held on Wednesday, 19 June 2024, and the register of members of the Company will be closed from Friday, 14 June 2024 to Wednesday, 19 June 2024, both days 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 2024 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 no later than 4:30 p.m. on Thursday, 13 June 2024.

Subject to the approval of shareholders at the annual general meeting, the register of members of the Company will be closed from Wednesday, 26 June 2024 to Thursday, 27 June 2024, both days inclusive, during which period no transfer of shares will be registered for the purpose of ascertaining shareholders entitled to the Proposed Final Dividend. In order to be eligible for the Proposed Final Dividend, each shareholder shall 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 Tuesday, 25 June 2024.

INDEPENDENT AUDITORS OF THE COMPANY

The Company has appointed Ernst & Young as the auditor of the Company for the year ended 31 December 2023. 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.

暫停辦理股東登記手續

2024年股東周年大會預期將於2024年6月19日(星期三)舉行，本公司將於2024年6月14日(星期五)至2024年6月19日(星期三)(包括首尾兩日)期間暫停辦理股份過戶登記手續，股份過戶登記手續在此期間將不會辦理。為確定有權出席2024年股東周年大會並於會上投票之股東身份，所有股份過戶文件連同相關股票，須於2024年6月13日(星期四)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，地址為香港北角電氣道148號21樓2103B室。

待股東於股東周年大會批准後，本公司將於2024年6月26日(星期三)至2024年6月27日(星期四)(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，以確定有權收取建議末期股息之股東。為符合資格獲派建議末期股息，各股東須不遲於2024年6月25日(星期二)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2023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周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。

SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD

On 5 February 2024, Sinohealth Information, a subsidiary of the Group, entered into an Equity Transfer Agreement and a Partnership Property Share Transfer Agreement with Foshan Heheng Equity Investment Partnership (Limited Partnership) (佛山合恒股權投資合夥企業(有限合夥)) for a package acquisition of 50.6% equity interest in Guangzhou Zhonghui Medical Technology Company Limited (“**Zhonghui Medical**”) at a consideration of RMB12,238,921. For details of the Acquisition, please refer to the announcement of the Company dated 5 February 2024.

Save as disclosed above, there are no other significant events to be disclosed from 31 December 2023 up to the date of this report.

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

報告期後重要事項

2024年2月5日，本集團附屬公司中康資訊與佛山合恒股權投資合夥企業(有限合夥)就一攬子收購廣州中惠醫療科技有限公司(「**中惠醫療**」)50.6%股權簽訂了股權轉讓協議和合夥企業財產份額轉讓協議，收購代價為人民幣12,238,921元。有關收購的詳情，請參閱本公司於2024年2月5日發佈的公告。

除上述披露外，於2023年12月31日直至本報告日期，概無其他重大事項須予披露。

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

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CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining good corporate governance standards and believes that they are essential for the Company to safeguard shareholders' interests and enhance corporate value.

The Company has adopted the principles and provisions of the CG Code and complied with the applicable code provisions as set out in the CG Code during the Reporting Period, except for Rule C.2.1 which stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The Board believes that vesting the roles of both 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. Under the supervision of the Board, it ensures that the Board has an appropriate structure of checks and balances and provides adequate checks and balances to safeguard the interests of the Company and its shareholders.

The Company will review its corporate governance practices from time to time and strive to enhance its alignment with business operations and developments to ensure compliance with statutory and latest business developments.

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.

企業管治常規

本公司致力於維持良好的企業管治標準，並堅信其對本公司保障股東利益、提升企業價值至關重要。

本公司已採納企業管治守則的原則及條文，於報告期內，除第C.2.1條，規定董事長及首席執行官的職務須予區分，不可由同一人擔任外，本公司已遵守企業管治守則所載適用守則條文。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。在董事會的監督下，它確保董事會具備適當的權力制衡架構並提供足夠制約以保障本公司及其股東之利益。

本公司將不時檢討企業管治常規，並致力加強其於業務運作及發展相適應，以確保其符合法定及業務最新發展。

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，以及董事是否付出足夠的時間履行職責。

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。

BOARD COMPOSITION

The Board comprises six Directors. As at 31 December 2023 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 and Chief Executive Officer*)
Ms. Wang Lifang

Non-executive Director

Mr. Fu Haitao

Independent non-executive Directors

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

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.

董事會成員

董事會由六名董事組成。於2023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(董事長兼首席執行官)
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

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，董事彼此之間並無其他財務、業務、家族或其他重大／相關關係。

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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 Chairman and Chief Executive Officer of the Company and is responsible for the overall strategic planning and overall management and daily operations of the Group. Mr. Wu has over 20 years of experience in the healthcare information and data analysis industries and has been instrumental to the growth and business expansion of the Company since the Group was founded in 2007. The Board believes that vesting the roles of Chairman and Chief Executive Officer in the same person ensures consistency in the management and strategic layout of the Group. The senior management and the Board are composed of experienced individuals who ensure a balance of power and authority in their operations.

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

Independent non-executive Director

During the Reporting Period, the Board complied with Rules 3.10(1), 3.10(2) and 3.10A of the Listing Rules relating to the appointment of at least three independent non-executive Directors (i.e. at least one-third of the Board and one of them must have appropriate professional qualifications or accounting or related financial management expertise) at all times.

The Company has received from each independent non-executive Director an annual written confirmation of his or her independence pursuant to the independence guidelines set out in Rule 3.13 of the Listing Rules. The Company considers that all Independent Non-executive Directors are independent and remain independent up to the date of this report.

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。

吳鬱抒先生為本公司董事長兼首席執行官，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，自2007年創立本集團以來，對本公司的增長及業務擴充至關重要。董事會相信，由同一人兼任董事長與首席執行官的角色，可確保本集團的管理及戰略佈局的貫徹一致。高級管理層及董事會由經驗豐富的人才組成，在營運過程中會確保權力及許可權的平衡，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。

董事會將不時檢討及考慮將董事長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。

獨立非執行董事

於報告期間，董事會於任何時候均遵守上市規則第3.10(1)、3.10(2)及3.10A條有關委任至少三名獨立非執行董事(即董事會的至少三分之一及當中有一名獨立非執行董事須具備適當專業資格或會計或相關財務管理專長)的規定。

本公司已收到各獨立非執行董事根據上市規則第3.13條所載獨立性指引有關其獨立性的年度書面確認。本公司認為，全體獨立非執行董事均為獨立人士，且截至本報告日期保持獨立。

APPOINTMENT AND RE-ELECTION OF DIRECTORS

Each of the executive Directors has entered into a service contract, and the non-executive Directors and the independent non-executive Directors have been appointed 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 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.

董事委任及重選

執行董事均已訂立服務合約，非執行董事及獨立非執行董事均獲委任，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、問責情況及貢獻

董事會有責任領導及監控本公司，並負責指導及監督本公司的事務開展。

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 contributed valuable business experience, knowledge and professional skills for the efficient and effective operation of the Board. The independent non-executive Directors are responsible for overseeing 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)為董事會的高效及有效運作提供了寶貴的業務經驗、知識及專業技能。獨立非執行董事負責監督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其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授權管理層處理。

CONTINUOUS PROFESSIONAL DEVELOPMENT OF DIRECTORS

Directors should keep abreast of regulatory developments and changes to discharge their responsibilities effectively and ensure that their contributions to the Board remain informed and relevant.

The Company encourages Directors to participate in appropriate continuous professional development to update their knowledge and skills and, where appropriate, arranges internal training courses for Directors and issues reading materials on relevant topics to Directors.

During the Reporting Period, the Company organised training courses organised by legal advisers for all Directors. The training courses cover a number of relevant topics such as directors' duties and responsibilities, continuing connected transactions, disclosure of interests and regulatory updates. In addition, the Company has provided the Directors with relevant reading materials, including compliance manuals/updates on legal and regulatory/seminar handouts, to the Directors for their reference and study.

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 have their respective terms of reference. The respective terms of reference of these committees will be revised from time to time to ensure that they continue to meet the needs of the Company and comply with the Corporate Governance Code (if applicable). 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

董事應緊隨監管發展和變化，以有效履行其職責，並確保其對董事會的貢獻保持知情且相關。

本公司鼓勵董事參與適當的持續專業發展以更新其知識及技能，並於適當情況下，為董事安排內部舉辦培訓課程並向董事發出相關主題的閱讀材料。

於報告期間，本公司為全體董事組織由法律顧問舉辦的培訓課程。培訓課程涵蓋董事職務及責任、持續關連交易、權益披露及法規更新等多項有關主題。此外，本公司已向董事提供相關閱讀資料，包括合規手冊／法律法規更新／研討會講義，以供彼等參考及學習。

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劃分了各自的職權範圍。該等委員會各自的職權範圍將不時修訂以確保其繼續滿足本公司的需要及遵守企業管治守則(如適用)。審核委員會、薪酬委員會及提名委員會的職權範圍已刊載於本公司網站及聯交所網站，而股東亦可要求索取。

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ATTENDANCE RECORDS OF DIRECTORS AND COMMITTEE MEMBERS

During the Reporting Period, the Board held four meetings in total, with active participation of all Directors either in person or through electronic means of communication, and the attendance records of each Director at Board meetings and Board Committee meetings of the Company are set out in the table below:

董事及委員會成員的出席記錄

於報告期間，本公司共舉行了四次董事會會議，全體董事以親身出席或通過電子通訊方式積極參與，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：

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	–	–	1/1
Ms. Wang Lifang	王莉芳女士	4/4	–	1/1	–
Mr. Fu Haitao	付海濤先生	4/4	–	–	–
Mr. Wei Bin	魏斌先生	4/4	2/2	–	–
Ms. Wang Danzhou	王丹舟女士	4/4	2/2	1/1	1/1
Ms. Du Yilin	杜依琳女士	4/4	2/2	1/1	1/1

AUDIT COMMITTEE

The Company established the Audit Committee with written terms of reference in compliance with the Corporate Governance Code as set out in Appendix C1 to the Listing Rules. As of the date of this report, the Audit Committee comprises three independent non-executive directors of the Company, namely, Ms. Wang Danzhou, Ms. Du Yilin and Mr. Wei Bin. Mr. Wei Bin is the chairman of the Audit Committee.

The Audit Committee has communicated with the management and the external auditor and has reviewed the audited consolidated financial statements of the Group for the year ended 31 December 2023.

審核委員會

本公司遵照上市規則附錄C1所載企業管治守則成立審核委員會，並制訂其書面職權範圍。於本年報日期，審核委員會包括本公司三名獨立非執行董事，即王丹舟女士、杜依琳女士及魏斌先生。魏斌先生為審核委員會主席。

審核委員會已與管理層及外聘核數師進行溝通，並已審閱本集團截至2023年12月31日止年度的經審核綜合財務報表。

During the Reporting Period, the Audit Committee held two meetings at which matters such as audit plan, review of financial reporting, effectiveness of risk management and internal control systems, and corrective measures of internal control for the Reporting Period were discussed. The audit committee also held a meeting with external auditors in the absence of executive Directors and management.

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 during the Reporting Period to discuss the remuneration packages of Directors and senior management. Three Remuneration Committee members actively participated in the meeting in person or through electronic communication.

於報告期內，審核委員會舉行兩次會議，會上商討報告期間的審核計劃、審閱財務報告、風險管理及內部控制系統的有效性、內部控制整改措施等事宜。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。

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。

薪酬委員會於報告期內舉行一次會議，會上商討董事及高級管理層的薪酬待遇。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。

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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 2023 are as follows:

根據企業管治守則守則條文第E.1.5條，截至2023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
Total	總計	4

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.

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。

During the Reporting Period, the Nomination Committee held one meeting to review the terms of appointment under the service contracts of the executive Directors and the background and identity of the senior management. The Nomination Committee considers that the Board has maintained an appropriate balance of diversity of views.

於報告期間，提名委員會舉行一次會議，以檢討執行董事的服務合約所規定的委任條款以及高級管理層的背景及身份。提名委員會認為董事會已維持適當的觀點多元化平衡。

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 importance 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 wider possible pool of 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 759 employees of the Group as at 31 December 2023, 484 were female, accounting for more than 63% of the total workforce. Accordingly, the Company considers that gender diversity is also achieved in its workforce.

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.

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重要性，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，以及增強本公司從更廣泛的人才庫中吸引、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，其中一半為女性董事，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2023年12月31日，本集團759名員工中有484名為女性佔比超過63%。因此，本公司認為員工隊伍中亦實現性別多元化。

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式。有關提名政策經董事會採納，並由提名委員會管理。

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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.

INDEPENDENCE OF THE BOARD

The Company recognizes that the independence of the Board is critical to sound corporate governance. The Board has established a mechanism to ensure that independent views and opinions are provided to the Board. Pursuant to the provisions of the Listing Rules, the Board shall appoint at least three independent non-executive Directors and at least one-third of the members shall be independent non-executive Directors, and the independent non-executive Directors of the Company has constituted one-half of the Board. The Nomination Committee of the Company strictly complies with the independence assessment criteria for the nomination and appointment of independent non-executive Directors as set out in the Listing Rules, and is authorized to assess the independence of independent non-executive Directors annually to ensure that they continue to make independent judgments. All Directors may also seek independent professional advice when performing their duties, and the relevant expenses shall be borne by the Company.

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式、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。

董事會獨立性

本公司深知董事會獨立性對良好企業管治至關重要。董事會已設立機制，以確保董事會可獲提供獨立觀點及意見。根據上市規則之規定，董事會應委任最少三名獨立非執行董事及當中最少三分之一成員為獨立非執行董事，本公司獨立非執行董事佔董事會人數的二分之一。本公司提名委員會嚴格遵守上市規則所載有關提名及委任獨立非執行董事的獨立性評估準則，並獲授權每年評估獨立非執行董事之獨立性，確保其能持續作出獨立判斷。全體董事於履行職務時亦可徵求獨立專業意見，有關費用由本公司承擔。

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 Group 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.

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、程式及內部控制流程，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、資本管理及資訊系統安全管理政策。

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。

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The Board has conducted an annual review of the Group's risk management and internal control systems for the year ended 31 December 2023, 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.

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 2023 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.

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.

董事會已就本集團截至2023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；
- 2) 本集團的風險管理及內部控制系統有效和充分。

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2023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。

檢舉政策

本公司已採取安排，以便利員工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。

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.

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.

內幕信息

本公司已制定其披露政策，為本公司董事、高級管理層及相關員工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。已實施管製程式以確保嚴格禁止未經授權訪問及使用內幕信息。

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。

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MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in Appendix C3 to the Listing Rules as its own code of conduct regarding securities transactions by Directors.

Having made specific enquiry of all Directors and relevant staff, all Directors have confirmed that they have complied with the required standard set out in the Model Code throughout the Reporting Period.

Relevant employees of the Company who are likely to be in possession of inside information of the Company due to their duties or employment should also comply with the requirements of the Model Code. The Company was not aware of any non-compliance with the Model Code by the relevant employees of the Group during the Reporting Period.

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 2023.

The Board is responsible for presenting a fair, clear and understandable assessment of annual and interim reports, announcements relating to disclosure of inside information, other disclosures required by the Listing Rules and other legal and regulatory requirements.

The management has provided the Board with the necessary explanations and information to enable the Board to make an informed assessment of the financial statements of the Company and submit them to the Board for approval.

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

證券交易的標準守則

本公司已採納上市規則附錄C3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。

經向全體董事及相關員工作出具體查詢後，全體董事已確認於報告期內一直遵守標準守則所列的規定準則。

本公司的相關員工因職務或受僱情況而可能擁有本公司的內幕消息，亦應遵守受標準守則的規定。本公司未獲悉本集團相關員工於報告期間有任何不遵守標準守則的情況。

董事就財務報表的責任

董事知悉彼等有責任編製本公司截至2023年12月31日止年度財務報表。

董事會負責對年度及中期報告、與披露內幕資料有關的公告、上市規則以及其他法律及監管規定規定的其他披露事項作出中肯、清晰及可理解的評估。

管理層已向董事會提供必要的解釋及資料，致使董事會能對本公司的財務報表進行知情評估，並提交董事會批准。

董事並不知悉有任何可能會嚴重影響本集團持續經營能力的重大不確定事件或情況。

The statement of the independent auditor of the Company regarding its reporting responsibilities on the financial statements is set out in the Independent Auditor's Report in this annual report.

EXTERNAL AUDITOR AND AUDITOR'S REMUNERATION

The remuneration paid/payable to the external auditor of the Company in respect of audit services for the year ended 31 December 2023 amounted to RMB2,180,000.

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. Ms. Yi Xuhui resigned as the joint company secretary of the Company on 28 March 2024 and was succeeded by Mr. Wan Chuan. For details of Mr. Wan Chuan, please refer to section headed "Directors and Senior Management in this annual report".

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 2023 to update their skills and knowledge.

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. The annual general meeting was held on 19 June 2023 and all Directors were present in person or via video conference to answer any enquiries that shareholders might have.

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獨立核數師報告。

外聘核數師及核數師薪酬

截至2023年12月31日止年度就審核服務已付／應付本公司外聘核數師的薪酬為人民幣2.18百萬元。

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。易旭暉女士於2024年3月28日辭任本公司聯席公司秘書，並由萬川先生接任，有關萬川先生的履歷詳情，請參閱本年報「董事及高級管理層」一節。

截至2023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。

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了解而言至重要。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管道。股東週年大會於2023年6月19日舉行，全體董事均親身或通過視頻會議出席，以回答股東可能提出的任何查詢。

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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.

The Company held one results exchange meeting after the announcement of the interim results for 2023. The Company has also received enquiries from shareholders from time to time and such enquiries have been properly resolved. The Board considers that the shareholder communication policy has been properly implemented and is effective.

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.

Convening an Extraordinary General Meeting

Pursuant to the Articles of Association, an extraordinary general meeting may be convened on the written requisition of any one or more shareholders of the Company by depositing at the principal office of the Company in Hong Kong a written requisition signed by the requisitionist specifying the question for the meeting and being, as at the date of deposit of the requisition, a shareholder representing one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company.

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流覽。

本公司於2023年中期業績公告發佈後舉行了業績交流會。本公司亦不時收到股東的查詢，而有關查詢均已妥善解決。董事會認為股東溝通政策已適當實施且為有效。

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。

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，請求人須將由本人簽署的列明大會議題的書面要求送交本公司於香港的主要辦事處，且該請求人於送交要求之日為有權於本公司股東大會上投票的本公司實繳股本十分之一股份的股東。

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.

CONSTITUTIONAL DOCUMENTS

During the year ended 31 December 2023, the Company did not make any changes to its Articles of Association. The current version of the Articles of Association is available on the websites of the Company and the Stock Exchange.

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式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式」，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。

章程文件

於截至2023年12月31日止年度，本公司並無對其《組織章程細則》作出任何更改。《組織章程細則》的現有版本可於本公司及聯交所網站查閱。

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環境、社會及管治報告

ABOUT THIS REPORT

This report is the second Environmental, Social and Governance (“ESG”) Report (“this report” or “ESG Report”) issued by Sinohealth Holdings Limited (hereinafter referred to as “Sinohealth Holdings”, the “Company”, the “Group” or “we”). This report covers the governance strategies, main initiatives and key indicators of the Group in the areas of social responsibility, corporate governance and sustainable development for the year 2023. Through this report, we hope to enhance communication with various stakeholders and communicate our efforts and contributions in environmental and social sustainability.

Reporting scope

This report covers the principal activities of the Group, including Zhongkang Technology and its subsidiaries.

Unless otherwise specified, the reporting period refers to the financial year from 1 January 2023 to 31 December 2023 (the “Reporting Period”).

Reporting standards

This report was prepared in accordance with the Environmental, Social and Governance Reporting Guide (the “Guide”) set out in Appendix C2 of the Listing Rules issued by the Stock Exchange based on the actual situation of the Group, and complied with the “mandatory disclosure” and “comply or explain” provisions of the Guide.

- **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 by adopting a materiality assessment approach, and used the evaluation results as an important reference for disclosure in this report.

關於本報告

本報告為中康控股有限公司(以下簡稱「中康控股」、「本公司」、「本集團」或「我們」)發佈的第二份環境、社會及管治(「ESG」)報告(「本報告」)。報告內容包含了2023年度本集團在社會責任承擔、企業經營管治及可持續發展等方面的管治策略、重點舉措和關鍵指標。希望通過本報告，加強與各利益相關者的溝通，傳達我們在環境、社會可持續發展方面的努力及貢獻。

報告範圍

本報告涵蓋本集團主要運營業務，包括中康科技及其附屬公司。

除另有指明外，本報告期間指於2023年1月1日起至2023年12月31日止財政年度(「報告期間」)。

報告準則

本報告遵循聯交所主板上市規則附錄C2《環境、社會及管治報告指引》(「指引」)，並結合本集團實際情況進行編製，且遵循了指引強制披露及不遵守就解釋的規定。

- **重要性。**本報告採用重要性評估的方式，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平，並根據評估結果作為本報告披露的重要參考。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

- 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 is presented in an impartial manner in this report to avoid possible inappropriate influence on the decision-making or judgement of the readers of this report due to selection, omission or presentation format.
- Consistency.** Consistent disclosure methods and indicators are used in this report so that key disclosures are comparable and referential across reporting periods.
- 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。**本報告力求不偏不倚地呈報本集團表現，盡可能避免因選擇、遺漏或呈報格式不恰當影響報告讀者決策或判斷。
- 一致性。**本報告將採用一致的披露方法和指標，以便不同報告期間關鍵披露具有可比性和參考性。

Reporting language and access method

This report is published in two languages, including Chinese and English versions.

This report is available in a PDF electronic document on the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company's IR website (<http://ir.sinohealth.cn/>).

Approval of the report

This report has been reviewed and approved by the board of directors (the "**Board**") of the Company for publication.

Feedback

If you have any comments or suggestions regarding the contents of this report or the Company's environmental, social and governance performance, please contact us by sending emails to ir@sinohealth.cn.

報告語言版本及獲取方式

本報告以中文和英文兩個語言版本發佈。

本報告以PDF電子檔形式登載於香港交易及結算所有限公司披露易網站(www.hkexnews.hk)及本公司IR網站(<http://ir.sinohealth.cn/>)

報告批准

本報告已獲本公司董事會(「**董事會**」)審議通過，予以發佈。

意見回饋

如您對本報告內容或本公司的環境、社會及管治表現方面有任何意見或建議，可通過電子郵箱 ir@sinohealth.cn 與我們聯繫。

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Statement of the Board

As a pioneer in the digitalisation of the healthcare industry, Sinohealth Holdings has been committed to helping healthcare industry players improve the efficiency of business decision-making and targeted connection of industrial chain resources. Having been actively engaged in the healthcare industry for more than a decade, we believe that the value orientation of long-termism and the concept of sustainable development complement each other and are also the support and guarantee of our sustainable development. We will actively undertake corporate social and environmental protection responsibilities, protect the development and rights of employees, and constantly improve the Company's performance in all aspects by giving back to the society.

The Board assumes full responsibility for the Company's ESG strategies and reports, and is responsible for assessing and analyzing the Company's ESG risks, ensuring that the Company establishes appropriate and effective ESG risk management and internal management system, supervising the progress of ESG work, and regularly reviewing relevant reports.

We dynamically assess the importance of ESG issues according to their concerns and priorities, based on communication and feedback from different stakeholders. Through the disassembly of key indicators of important ESG issues and target setting, combined with the Company's actual performance feedback, we ensure that the concept of sustainable development is synchronized with the Company's development strategy.

This report will provide detailed information on the Group's ESG performance in 2023. The Board guarantees that this report is free of any misrepresentations, misleading statements or material omissions. In the future, the Company will continue to improve its ESG management level and performance according to the expectations of different stakeholders in ESG.

董事會聲明

中康控股作為健康產業數字化的領跑者，一直致力於幫助健康產業參與者提高經營決策效率和產業鏈資源的精準連接。深耕健康產業十餘載，我們認為，長期主義的價值取向與可持續發展的觀念是相輔相成的，也是我們持續發展的支撐和保障。我們將積極的承擔企業社會與環境保護責任，保障員工發展及權益，並通過回饋社會等方式不斷完善公司在各個方面的表現。

董事會對本公司的環境、社會及管治策略和彙報承擔全部責任，負責評估及分析本公司有關環境、社會及管治的風險，確保本公司設立合適及有效的環境、社會及管治風險管理及內部管理制度，充分監督ESG工作的開展情況，定期審閱相關報告。

我們根據與不同利益相關者的溝通及回饋情況，依照其關注的ESG議題及優先次序，動態評估ESG議題的重要性。通過對重要ESG議題關鍵指標的拆解及目標設定，結合公司實際表現回饋，確保可持續發展理念與公司發展戰略相同步。

本報告將詳盡披露本集團2023年ESG各方面的表現。董事會保證本報告不存在任何虛假記載、誤導性陳述或重大遺漏。未來，公司將持續根據不同利益相關中方對ESG方面的期望，不斷提升本公司ESG管理水平與表現。

About Us Company Profile

Sinohealth Holdings is a leading provider of big data products and services for the health industry in China. Based on our rich and diversified big data for the health industry, leading artificial intelligence and cloud computing technology and industrial ecological platform, we provide digital intelligence solutions with efficient decision-making and targeted connection for the health industry participants.

Since its establishment in 2007, the Group has been deeply engaged in the health industry, adhering to the business philosophy of “customer-oriented, technology-based and entrepreneurial spirit”. In the past 17 years, through constantly updating and iterating products and services, relying on industry-leading data reserves, artificial intelligence algorithms and analysis models, rich industry experience and cutting-edge insight capabilities, we have been providing digital decision-making tools and services to industry participants, and been committed to helping customers deeply integrate digital application technologies and promote industrial digital transformation.

In order to meet the growing demand for digitalisation in the healthcare industry, the Group has continuously enriched the types of products and services, provided customers with one-stop products and services of “SaaS + professional service + industry ecological platform”, and efficiently empowered customers in terms of digital transformation, market expansion, client management and decision making, so as to enable them to establish efficient operational decision making and targeted market connection capabilities and improve their efficiency and achieve performance growth. As at the end of the Reporting Period, the business of the Group has covered the major players in health industry such as pharmaceutical and medical device manufacturers, pharmaceutical and medical device retailers, physical examination institutions, medical institutions, and innovative pharmaceutical enterprises.

關於我們 公司簡介

中康控股是中國領先的健康產業大數據產品與服務提供商，我們基於的豐富多元的健康產業大數據、領先的人工智能和雲計算技術以及產業生態平台，為健康產業參與者提供高效決策和精準鏈接的數智化解決方案。

集團自2007年創立至今，一直深耕於健康產業，秉持著「以客戶為中心、以科技為本、永葆創業精神」的經營理念，十七年來，通過不斷更新迭代產品與服務，依託行業領先的數據儲備、人工智能演算法與分析模型、豐富的行業經驗以及前沿洞察能力，為行業參與者提供數字化的決策工具和服務，致力於幫助客戶深度融合數字應用技術，推動產業數字化轉型。

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，為客戶提供「SaaS+專業服務+產業生態平台」的一站式產品及服務，在數字化轉型、市場開拓、客戶管理、決策運營等方面高效賦能客戶，建立高效經營決策和精準連接市場兩項能力，助力客戶提升效率和實現業績增長。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、創新藥企等健康產業主要參與群體。

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Corporate culture

Corporate mission: developing smart healthcare industry and promoting smart healthy life

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

Corporate values: professionalism and focus, openness and sharing, responsibility and Commitment, persistence and innovation

企業文化

公司使命：智慧健康產業智慧健康生活

公司願景：致力於成為生命科學領域全球領先的數字科技公司

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

Review of Significant Events in 2023

2023年度重要事件回顧

February 2023	Guangzhou Jisi, a holding subsidiary of the Group, was awarded the OMAHA Best Application of the Year Award by the Zhejiang Institute of Digital Health Technology (浙江數字醫療衛生技術研究院).
2023.2	集團控股子公司廣州吉思獲浙江數字醫療衛生技術研究院頒發的OMAHA年度最佳應用獎
March 2023	The new product "Yilingtong" was released, and contracts were entered into with well-known medical product suppliers such as Xing Yin Medicine (星銀醫藥), Haleon (赫力昂), Novartis China (諾華創新藥物中國) and Dong-E-E-Jiao (東阿阿膠), to explore digital marketing cooperation.
2023.3	新產品「宜瓴通」重磅發佈，並與星銀醫藥、赫力昂、諾華創新藥物中國、東阿阿膠等知名醫療產品供應商簽約，探索數字化動銷合作
April 2023	A number of industry research reports, such as the Insight Report on Post-epidemic National Health Trends (疫情後時代國民健康趨勢洞察報告) and the Insight Report on Immunization Demand Transition (免疫需求躍遷洞察報告) were released.
2023.4	發佈疫情後時代國民健康趨勢洞察報告、免疫需求躍遷洞察報告等多份行業研究報告
June 2023	The Group jointly established the Medical and Health Professional Committee (醫藥健康專業委員會) with China Enterprise Evaluation Association (中國企業評價協會), and carried out the construction of a forward-looking, authoritative and predictive enterprise brand evaluation model system
2023.6	與中國企業評價協會共同成立醫藥健康專業委員會，開展前瞻性、權威性、預見性的企業品牌的評價模型體系建設

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June 2023	The Strategic Cooperation Agreement was entered into with Shenzhen Data Exchange to jointly explore the digital construction of the medical and health industry.
2023.6	與深圳數據交易所簽訂了《戰略合作協議》，共同探索醫療健康產業數字化建設
August 2023	The 16th CPEO was held with a total of more than 50,000 participants.
2023.8	第十六屆西普會盛大召開，與會總規模超5萬人
August 2023	The new product Lingsu System, featuring ultra-fast and efficient drug store sales monitoring and supporting the immediate market response of enterprises, was launched.
2023.8	新產品領速系統上線，極速高效的藥店動銷監測，支持企業即時市場應變
September 2023	The consumption volume of AI-MDT physical examination interpretation report exceeded 1 million.
2023.9	AI-MDT體檢解讀報告調用量突破100萬
November 2023	China Digital Marketing Landscape (Version 2023) was granted by China Advertising Association of Commerce-Digital Marketing Committee, Tiger Roar Award Committee and Miaozen Academy of Marketing Science.
2023.11	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，中國數字營銷生態圖譜2023版
November 2023	The Group was awarded the “Jinrui Award (金如意獎)” co-sponsored by Hainan Boao Institute of Medical Innovation (海南博鰲醫學創新研究院) and the CN-Healthcare (健康界).
2023.11	海南博鰲醫學創新研究院和健康界聯合主辦的「金如意獎」 “Woodpecker AI-MDT Single Disease Specific Disease Management System” won the “Digital Healthcare Preferred Solution” Value Award. 「卓睦鳥AI-MDT單病種專病管理系統」榮獲「數字醫療首選解決方案」價值獎

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- December 2023 The Group was awarded the most valuable digital economy enterprise in 2023.
- 2023.12 財聯社2023年度最具投資價值數字經濟企業
The Group was included in the list of Big Data/Artificial Intelligence Enterprise (2022-2023) by Guangzhou Artificial Intelligence Industry Development Promotion Association (廣州市人工智能產業發展促進會).
廣州市人工智能產業發展促進會評選入庫2022-2023年大數據／人工智能企業
The Group was listed on the 2023 Guangzhou “100 Wisdom Gathering (百智薈聚)” Artificial Intelligence Innovation and Development List selected by Guangzhou Science and Technology Bureau (廣州市科技局), Guangzhou Industry and Information Bureau (廣州市工業和信息局) and Guangzhou Science and Technology Progress Foundation (廣州市科技進步基金會).
上榜廣州市科技局、廣州市工業和信息局及廣州市科技進步基金會評選的2023年廣州「百智薈聚」人工智能創新發展榜單
- December 2023 The first Traditional Chinese medicine Ecological Conference was successfully held with the theme of “linkage of the whole industrial chain, promotion of high-quality development”.
- 2023.12 以「全產業鏈聯動，促高質量發展」為主題的首屆中醫藥生態大會成功召開。

ESG GOVERNANCE AND COMMUNICATION

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 to support the Board in formulating and implementing environmental, social and governance policies, and 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 execution 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, marketing center, technology center and strategic development center. 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.

ESG 管治與溝通

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，以支持董事會制定及實施環境、社會及管治政策，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執行小組，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、營銷中心、技術中心及戰略發展中心等關鍵部門。具體負責ESG各項事務的執行，了解利益相關者訴求，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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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 will continue to monitor ESG initiatives and performance to align the Company's strategies with sustainability.

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 2023, 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 17 ESG issues. 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, 8 are issues of high materiality, 5 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.

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。董事會將持續關注ESG方面的舉措和表現，以推動公司戰略與可持續發展相融合。

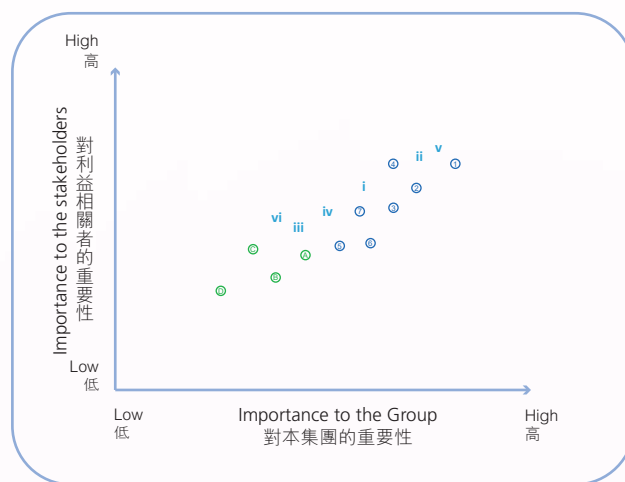
重要性評估

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2023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17項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，8項為高度重要議題，5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。

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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, and collecting opinions from all parties through normal and sufficient communication, thus improving the Company's management level and achieving its sustainable development.

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。

本集團積極了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，提升公司管理水平，實現可持續發展。

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Types of stakeholders 利益相關者類別	Expectations 期望	Communication channels 溝通機制
Shareholders 股東	Corporate governance 企業管治 Financial results 財務業績 Compliance operation 合規經營	Annual general meetings and other general meetings 股東週年大會及其他股東會議 Non-deal roadshow 非交易路演 Financial reports and information announcements 財務報告與資訊公告 Public platform communication 公眾平台溝通
Customers 客戶	Data quality 數據品質 Information security guarantee 信息安全保障 Compliance operation 合規經營 Service quality assurance 服務品質保證	Product application consultation and Q&A 產品應用諮詢與答疑 Regular visits 定期拜訪 Customer visits and online communication 客戶到訪與線上交流 Customer satisfaction survey and feedback 客戶滿意度調查和意見回饋 Industrial ecological platform 產業生態平台
Business partners 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 selection meetings 供應商遴選會議 Service acceptance and evaluation 服務驗收與評估 Interests exchange and cooperation 權益互換與合作

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Types of stakeholders 利益相關者類別	Expectations 期望	Communication channels 溝通機制
Employees 員工	Compensation and benefits 薪酬與福利 Training and promotion 培訓與晉升 Health and safety 健康與安全	Regular performance review and communication 定期工作表現評核與溝通 Regular communication of employees' opinions 員工意見常規溝通 Setting channels for employees to express their opinions 設立員工表達意見渠道
Regulatory authorities 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	Business information disclosure and reporting 經營情況披露與報送 Written response from the regulatory authorities 監管機構書面回復 Government related meetings and regular visits 政府相關會議及定期拜訪
Community organizations 社區組織	Giving back to society 回饋社會 Energy saving and emission reduction and green office 節能減排與綠色辦公	Public welfare and charity 公益慈善 Monitoring and disclosure of environmental performance indicators 環境績效指標監測與披露

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DIGITAL AND INTELLIGENT PRODUCTS
EMPOWERING EFFICIENT DECISION-MAKING

數智化產品助力企業高效決策
SaaS產品矩陣



In the pharmaceutical retail terminal industry, our Xinkang SIC Pharmacy Empowerment System (SaaS) provides pharmaceutical retail chain enterprises with membership management, category management, store management, shop assistant training and other service functions, helping stores to improve the level of fine management, achieve cost reduction and efficiency enhancement. Aiming at the pain points of high cost, difficult operation and vague effect of pharmaceutical companies in retail channel layout, we developed Yilingtong, a digital OTC representative, to provide pharmaceutical companies and chain pharmacies with a pharmacy terminal delivery tool integrating intelligent product selection, marketing plan design, accurate member identification, pharmaceutical services and brand advocacy, through the powerful network of Xinkang SIC System, thus accurately and efficiently meeting the OTC channel layout of pharmaceutical companies.

在藥品零售終端行業，我們的心康SIC藥店賦能系統(SaaS)為醫藥零售連鎖企業提供會員管理、品類管理、門店管理、店員培訓等服務功能，幫助門店提升精細化管理水平，實現降本增效。針對藥企在零售渠道佈局成本高、運營難度大且效果模糊的痛點，我們開發的宜領通—數字化OTC代表，通過心康SIC系統的強大網路賦能，為藥企和連鎖藥店提供集智能選品選店、動銷方案設計、精準會員識別、藥事服務和品牌宣導為一體的藥店終端落地工具，精準高效地滿足藥企OTC渠道佈局。

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 have developed LinkedSee, CHIS, Pharmacy Connect, Linghe, Lingsu System and Think Cloud data platform at the intelligent decision end, to help customers solve intelligent data collection and analysis problems in "people", "products", "venue", drug flow data, and multiple drug information, providing medical product suppliers with a decision-making basis with wide coverage, fine granularity and in-depth analysis of categories.

依託行業領先的數據儲備、人工智能演算法和分析模型、豐富的行業經驗以及前沿洞察能力，我們在智能決策端開發了領西、開思、藥店通、領合、領速系統及思雲數據平台，幫助客戶解決在「人」、「貨」、「場」、藥品流向數據、多元藥品信息等智能化數據收集和分析難題，為醫療產品供應商提供覆蓋面廣、顆粒度細、品類深度分析的經營決策依據。

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In the field of traditional Chinese medicine, Sinohealth Yunling traditional Chinese medicine industry intelligent decision system has been launched, which is the big data of the traditional Chinese medicine industry chain covering the traditional Chinese medicine production base database, output/demand/inventory data over the years, proprietary Chinese medicine terminal sales data, price trend data, etc., helping enterprises to carry out intelligent raw material cost calculation and price trend analysis and data perspective, and providing digital decision-making assistance in the “cost reduction and efficiency enhancement” of enterprises.

Woodpecker health management AI-MDT system builds a whole-process health management service for medical examination institutions and hospitals with the interpretation of AI multidisciplinary expert reports as the core, and provides medical examination users with personalized health management solutions covering multiple dimensions of medical treatment, physical examination, diet and exercise. The SCRM precision marketing, health management and single-disease chronic disease digital therapy modules equipped with the system help physical examination centers to build a health management service system and improve the health management service capacity and revenue-increasing capacity.

在中醫藥領域，我們搭建的中醫藥產業鏈大數據，涵蓋了中藥材生產基地資料庫、歷年產量／需求量／庫存量數據、中成藥終端銷售數據、價格走勢數據等的中康雲瓚中藥產業智能決策系統已上線，幫助企業進行智能化原料成本測算和價格趨勢分析和數據透視，為企業「降本增效」提供數字化的決策輔助。

卓睦鳥健康管理AI-MDT系統為體檢機構和醫院搭建了以AI多學科專家報告解讀為核心的全流程健康管理服務，為體檢用戶提供包含醫療、體檢、飲食和運動多個維度的個性化健康管理方案。系統搭載的SCRM精準營銷、健康管理和單病種慢病數字療法模塊，幫助體檢中心構建健康管理服務體系，提升健管服務能力和增收能力。

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Focusing on medical scenarios, our research platform covers the entire scientific research process from topic selection, literature search to paper drafting, and is based on deep learning and multimodal big language model to improve the scientific research efficiency of doctors. Our health industry digital human products, based on a large language model, add data training in medicine, medical and other vertical fields, can efficiently output professional content for various application scenarios in the health industry, and effectively improve the communication efficiency and quality of medical scenarios. The whole course management system provides hospitals with integrated management tools, including data management of the whole process of hospital diagnosis and treatment, disease early screening and patient whole course services, etc., to improve the digital level of medical services and fully meet the treatment needs of patients.

Information security management

Data security and user privacy are critical to our business development. 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.

聚焦醫療場景，我們開發的科研平台覆蓋了從選題、文獻檢索到論文草擬的科研全流程，基於深度學習與多模態大語言模型，提高醫生的科研效率。我們的健康產業數字人產品，基於大語言模型，增加醫藥、醫療等垂直領域數據訓練，可針對健康產業各應用場景高效輸出專業內容，有效提高醫療場景的溝通效率和品質。全病程管理系統為醫院提供一體化的管理工具，包括醫院診療全流程數據治理、疾病早篩及患者全病程服務等，提升醫療服務數字化水準，充分滿足患者治療需求。

信息安全管理

數據安全及用戶隱私對公司業務發展至關重要。我們緊隨頒佈的各類信息安全保護的法律法規，制定、更新系列公司的信息安全管理制度及相應的數據保護和隱私政策，以保障各類型的資訊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檔，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、許可權劃分、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。

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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. Meanwhile, each of the Group's SIC system, Woodpecker AI-MDT, Woodpecker Cloud Clinic System and Zhongkang Patient Management Cloud System has passed the national information security level protection (Level 3) certification respectively, which is the highest level of protection certification for non-bank institutions.
 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.
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資訊管理方面，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系統、卓睦鳥人工智能MDT、卓睦鳥雲診所繫統、中康患管雲系統分別通過國家信息安全等級保護三級認證，而此認證是對非銀行機構的最高等級保護認證。
 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. 許可權劃分：集團在數據應用技術層對數據訪問許可權進行劃分，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。

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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.
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裏雲、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. 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.
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》、《網路安全法》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。

INDUSTRIAL PLATFORM EMPOWERING TARGETED CONNECTION IN THE INDUSTRY

Conference platform for the health industry

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 for sixteen sessions 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.

產業平台賦能行業精準連接

健康產業會議平台

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年以來已成功舉辦十六屆。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。

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In addition to CPEO, the Group has set up a number of parallel summits in professional fields such as the Pharmaceutical Innovation Ecological Conference, the Capital Summit, the New Marketing Summit and the Whole Life-cycle Health Security Roundtable Forum. As for pharmaceutical retails scenarios, PHCF (Pharma & Healthcare Conference and Fair) and MASC (Marketing and Sales Conference), held in March and November every year focus on precise links for both ends of the retail.

西普會舉辦的同時設立了醫藥創新生態大會、資本峰會、新營銷峰會、全生命週期健康保障圓桌論壇等專業領域平行峰會。聚焦於醫藥零售場景，每年在3月和11月份召開的西鼎會(健康商品交易大會)和美思會(健康產業流量大會)，專注於精準鏈接供零兩端。

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With the purpose of “full chain integration, inheritance and innovation”, the first Traditional Chinese medicine Ecological Conference and Traditional Chinese medicine Industry Expo (中醫藥生態大會暨中醫藥產業博覽會) was successfully held in December 2023. The conference brought together academicians in the field of Traditional Chinese medicine, Traditional Chinese medicine masters, presidents of Traditional Chinese medicine hospitals, presidents of Traditional Chinese medicine universities, experts and scholars, research institutes, authentic herbal medicine planting bases, terminal entity chains (Traditional Chinese medicine pavilions and retail pharmacies), political and business leaders, enterprise representatives and other industry elites, with more than 5,000 official guests attending. Industrial integration and innovation are promoted, through various forms of in-depth interaction such as policy interpretation, information release, exhibition, transformation of academic achievements and academic exchanges.

Health Industry Media Matrix

Media platforms such as the No. 1 Pharmacy Management Academy (第一藥店管理學園), the No. 1 Pharmacy Wise (第一藥店財智) and the Pharmacy Folks (藥店人), which focus on providing industry information, staff training, professional data interpretation, and industry trend research and judgment for pharmacies, help medical product suppliers and pharmaceutical retail enterprises achieve efficient links.

Some media platforms aim to provide the latest information for industry participants, offer a display platform for enterprise customers, and link industrial resources, such as New Health World (新康界), a new media platform which provides industrial think tanks for investment and financing research in the health industry, the Medical Oncology Forum (腫瘤醫學論壇), which is set up for the purpose of “co-shaping the values of oncology medicine”, promoting the sharing of clinical diagnosis and treatment concepts and the return of medical humanistic nature, and facilitating the exchange of Chinese oncologists and the development of oncology in China, and the Physician Weekly (醫師周刊), which is an information sharing platform focusing on medical development.

以「全鏈融合、傳承創新」為宗旨的首屆中醫藥生態大會暨中醫藥產業博覽會於2023年12月份成功舉辦，大會彙聚中醫藥領域院士、國醫大師、中醫院院長、中醫藥高校校長、專家學者、科研院所、道地藥材種植基地、終端實體連鎖(中醫館、零售藥店)、政商領袖、企業代表等行業精英，正式參會嘉賓逾5000人，通過政策解讀、信息發佈、展覽展示、學術成果轉化、學術交流等多種深度交互形式，促進產業的融合與創新。

健康產業媒體矩陣

專注於為藥店提供行業信息、店員培訓、專業數據解讀、產業趨勢研判等賦能的第一藥店管理學園、第一藥店財智、藥店人等媒體平台，助力醫療產品供應商和醫藥零售企業之間實現高效鏈接。

為健康產業投融資研究提供行業智庫的新媒體平台新康界，以「共塑腫瘤醫學價值觀」為宗旨，宣導臨床診療理念的分享、醫學人文本質的回歸，致力於促進中國腫瘤醫師的交流和中國腫瘤學科的發展的腫瘤醫學論壇以及關注醫學發展的資訊傳播分享平台醫師週刊等媒體平台，為行業參與者提供最新資訊資訊，為企業客戶提供展示平台，鏈接產業資源。

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CARING FOR EMPLOYEES AND PROMOTING THEIR DEVELOPMENT

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.

關懷及促進員工發展

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。

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.

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.

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。

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。

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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.

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。

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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 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 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.

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平及效能。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。

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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.

During the Reporting Period, the Group completed the share repurchase according to the share incentive scheme, and developed the incentive proposal taking into account factors such as the performance in the Reporting Period and in future 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.

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。

本集團在報告期內已根據股份獎勵計劃完成股份回購工作，並結合報告期及未來績效等因素制定獎勵方案，用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。

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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 to stimulate the maximum potential of the individuals, and prioritizes the selection of managers from the teams that can overcome difficulties based on the result and facts.

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.

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。

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。如有特殊情況需居家可以採取彈性混合工作模式。

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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 operation center. 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 opportunities and fair treatment for our employees and avoiding 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 56% of the total workforce, reflecting the diversity, fairness and inclusiveness of the Group.

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，並在人力運營中心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、陪产假等額外假期待遇。

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，杜絕因性別、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56%以上，體現本集團的多元、公平及包容。

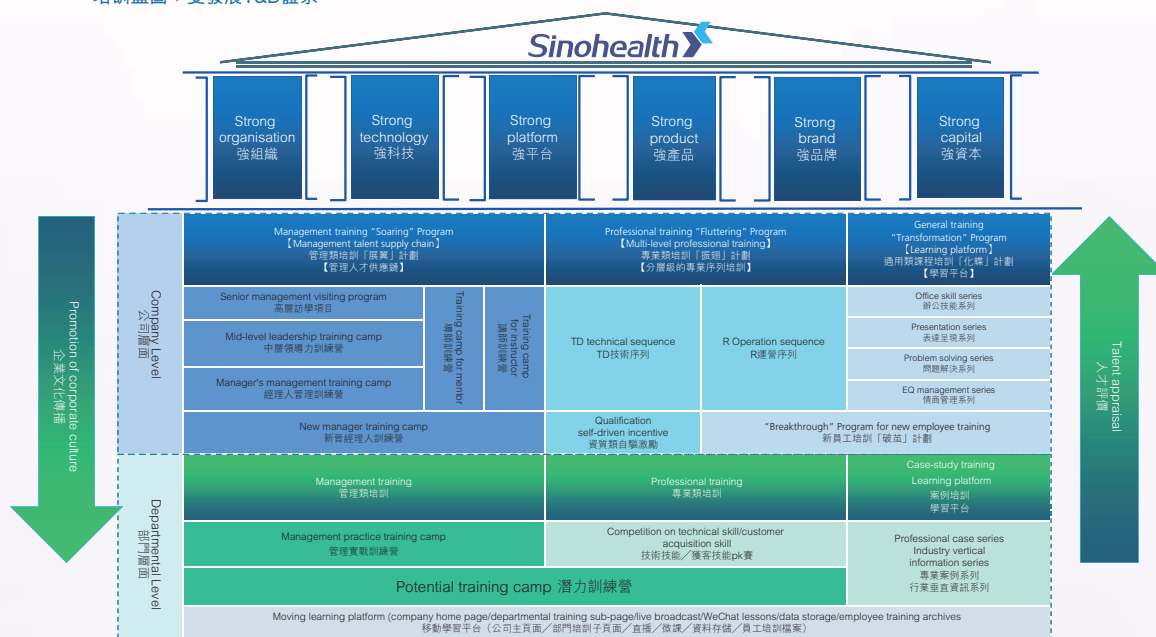
2. Staff training and development

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 focuses on talent development at the company level and business improvement at the departmental level.

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。

Training blueprint: Dual Development T&D System
培訓藍圖：雙發展T&D體系



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The company-level training system is built on the Group's strategic objectives by taking into account organizational and talent inventory results, competency models, leadership models, professional learning maps and IDP tools

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 a combination of online and offline modes, and also recommend personalised courses based on the requirements 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 regularly organises a two-day training course for new employees, 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.

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。

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相結合的模式為員工提供多元化培訓，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，培育了一批深刻了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了解，本集團定期會組織為期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。

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).

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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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 consideration of the rest, breast milk preparation and breastfeeding requirements of female employees who are new mothers, the Company has maintained 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.

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、入職週年紀念等。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峰期。

為了更好地滿足孕期及哺乳期間女員工的休息、備乳及哺乳需求，本公司為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, the Company 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，公司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、耶誕節活動、趣味運動會等。



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STANDARDIZED OPERATION MANAGEMENT

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). In addition, the Group continues to improve product quality and enhance its product quality management standards.

規範化運營管理

1. 產品品質管理

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。集團通過提升前臺銷售人員與中臺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平。

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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，制定解決方案後積極落實，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。



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環境、社會及管治報告**2. Business ethics and anti-money laundering internal management**

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.

The Group has established a strict and safe corruption reporting channel, and strictly protect the legitimate rights and interests of whistleblowers. 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.

2. 商業道德規範與反洗錢內部管理

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。本集團制定了《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》，業務核心部門及後臺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，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。

本集團建立了嚴密且安全的貪腐舉報渠道，並嚴格保護舉報人的合法權益。本集團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 integrity operation within the Group. The Group will regularly include the publicity and implementation of the professional ethics and integrity requirements of business ethnic and anti-money laundering in the training contents 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 and the amendments to relevant laws and regulations from time to time.

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 will closely monitor transactions suspected of money laundering. In order to strengthen employees' awareness of anti-corruption, we provide training on compliance of anti-corruption related policies to all employees (including the members of the Board) 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. For other representatives working for the Group, such as contractors, consultants, agents, etc., are required to include business ethics and anti-money laundering terms as an integral part of the signing of the cooperation agreement.

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。本集團定期對新入職的員工的培訓內容中會加入關於商業道德及反洗錢的職業道德和誠信要求的宣貫，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。本集團不定期對典型案例、相關法律法規修訂等的解讀，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。

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，密切監控疑似洗錢的交易行為。為加強員工的反腐敗意識，我們每年對公司全體員工（包括董事會成員）進行提供反腐敗相關政策合規培訓。其他為本集團工作的代表，如外包人員、顧問，代理商等，商業道德及反洗錢條款為簽署合作協議的重要組成部分。

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

3. Management of intellectual property rights

The Group adheres to technological innovation and empowers the industrial players through cutting-edge technologies such as big data, AI 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.

The Group has set up dedicated intellectual property managers who are responsible for the routine management of intellectual property rights and monitoring whether the Group's intellectual property rights are infringed on different platforms from time to time. 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.

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。

3. 知識產權管理

本集團堅持技術創新，以大數據、人工智能和雲計算技術賦能健康產業參與者。我們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。

集團設置專職知識產權管理人員，負責知識產權的常規管理工作，並不時在不同平台檢查本集團知識產權是否存在被侵權的情況。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。

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4. Supplier Management

We regard suppliers as important partners for the sustainable development of the Group, and are committed to establishing long-term mutually beneficial and win-win cooperation with them through in-depth cooperation in platform resources, data, technology and other aspects. In order to strengthen the management of suppliers, we have prepared 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 products purchased should use clean energy, which helps to reduce the waste of water resources and avoid waste caused by excessive purchases.

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 reviews new suppliers every year and performs comprehensive evaluation from six aspects, namely supplier qualifications, company size, solution demand matching, price rationality, service standard clarity and technical personnel capabilities.

4. 供應商管理

供應商是本集團持續發展的重要合作夥伴，通過在平台資源、數據、技術等方面的深度合作，共同建立長期的互惠共贏的合作關係。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。

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。

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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 evaluation at certain key time points such as upon the launch of the pilot, after the acceptance of the project and before the annual renewal of services.

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 137 suppliers in its database, of which 90 were located in Guangdong Province.

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137名，其中90名是位於廣東省的供應商。

GREEN AND LOW-CARBON DEVELOPMENT INITIATIVES

The Group faithfully fulfills corporate environmental protection responsibilities while developing its business, 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 impact of its business operations on the environment and promoting the harmonious integration between the enterprise and the environment.

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 were implemented as follows:

Energy saving

1. Encourage employees to 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, and set the device to automatically enter hibernation state with low energy consumption when the device is not in use.

綠色低碳發展舉措

本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。

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。

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3. Set the air-conditioning temperature reasonably, i.e. setting the air-conditioning temperature in offices and conference rooms in summer no lower than 26 degrees Celsius, and close windows when the air-conditioning is turned on.
4. Rent and use the cloud service area resources of Alibaba Cloud and Huawei Cloud as the application servers of the collaborative office system and business system so as to reduce the energy consumption in the procurement and deployment of local servers.

In addition, the Group also replaced long-distance and face-to-face meetings with electronic communication means such as telephone or online meetings to reduce carbon emissions from business travel. Through the above measures, employees' awareness of energy saving had been enhanced.

The following table sets out the energy consumption performance of the Group for the year ended 31 December 2023:

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裏雲、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。

此外，本集團亦會以電話或線上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。通過上述措施，員工的節能意識得以提高。

下表載列本集團截至2023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 2023 截至 2023年 12月31日 止年度
Electricity purchased (kilowatt hours)	外購電力(千瓦時)	474,335
Oil consumption by vehicles (litres)	車輛用油(升)	643.85

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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 electricity purchased by the Company.

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。

		Year ended 31 December 2023 截至 2023年 12月31日 止年度
Emissions	排放	
GHG emissions (tonnes of CO2-e)	溫室氣體排放量 (噸二氧化碳當量)	276.35
Scope 1 (direct emissions) (tonnes of CO2-e)	範圍1(直接排放量) (噸二氧化碳當量)	0.76
Scope 2 (indirect emissions) (tonnes of CO2-e)	範圍2(間接排放量) (噸二氧化碳當量)	275.59

* 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

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Water conservation

The Group's business does not require substantial water usage and there is no issue in sourcing water that is fit for purpose. The Group adopts water conservation measures such as:

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.

Paper saving

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.

節約用水

本集團的業務不需要大量用水，且在尋找適合用途的水資源方面並無問題。本集團採取的節水措施如：

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。

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，做到迴圈使用。

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. 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. For daily office waste such as paper and plastic generated in the office area, the Group arranges cleaning personnel to regularly hand over to waste recyclers for disposal, and for non-recyclable waste and hazardous waste, uniformly hand over to the property management company for disposal. Through strict implementation of the garbage sorting system, the Group has improved the setting of trash bins in the original office, reduced the number of trash bins, centrally placed 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.

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.

2. 廢棄物管理

本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。同時積極落實國家政府的要求，進行垃圾分類回收。對於辦公區域產生的廢紙、塑膠等日常辦公垃圾，本集團安排保潔人員定時交與廢品回收商處理，對於不可回收的廢棄物及危險廢棄物則統一交與物業進行處置。嚴格執行垃圾分類制度，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。

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 discussed and reviewed the risks of global climate change on the operation and transformation of the entities under the Group at the annual board meeting. The extreme weather risks that may be brought about by climate-related issues, such as frequent and extreme typhoons and floods, may increase the operation and maintenance costs of our infrastructures and related insurance costs and may also 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, expanding the green space in the office and the possible emission disclosure requirements will also increase our related monitoring costs.

In addition to the risks described above, we have identified no other risks that may have material impact on 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。

ACTIVELY GIVING BACK TO SOCIETY

Sinohealth Holdings attaches great importance to social issues, adheres to social responsibilities, actively participates in the development of local and the health industry public welfare undertakings, and makes contributions to community development.

Children are the future of a country and the hope of a nation. Zhongkang Technology, Baheal Pharmaceutical and caring entrepreneurs and elites in health industry upheld the initial intention of public welfare, shouldered social responsibilities, focused on the healthy growth of rural children and adolescents, and worked with China Children and Adolescents Foundation (中國兒童少年基金會) to jointly carry out the "Family Health Protection Action (家庭健康守護行動)". RMB500,000 in cash and loving care materials worth of RMB500,000 were donated to China Children and Adolescents Foundation (中國兒童少年基金會) through joint donation.

積極回饋社會

中康控股高度關注社會問題，堅持履行社會責任，積極參與經營當地及健康產業的公益事業發展，為社區發展做出貢獻。

兒童是國家的未來、民族的希望。中康科技、百洋醫藥及健康產業愛心企業家與行業精英秉持公益之初心，肩負社會責任，聚焦鄉村兒童少年健康成長，攜手中國兒童少年基金會，共同開展實施「家庭健康守護行動」。通過聯名捐贈方式，向中國兒童少年基金會捐贈善款50萬元及市場價值50萬元的愛心物資。



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In order to gather the wisdom of the whole industry, build consensus, and promote the development of health industry, Zhongkang Technology donated RMB600,000 to China Health Charity Foundation (北京中康聯公益基金會) for the launch of the Global Health Development Forum (全球健康發展博覽論壇).

In order to consolidate the achievements of poverty alleviation and help rural revitalization, the subsidiaries of the Group actively participated in the 2023 Guangdong Poverty Alleviation Day activities in Tianhe District, and jointly provided special donations for the construction project of rice drying workshops in poor townships with many enterprises.

The Group will constantly practice the industrial spirit of “responsibility and commitment”, actively fulfill its corporate social responsibility, and adhere to the mission of “developing smart healthcare industry, and promoting smart healthy life”. In the future, the Group will continue to focus on digital life-cycle health management, explore various ways to serve the society and fulfill its corporate responsibility with gratitude.

為彙聚全產業智慧、凝聚共識，促進健康產業發展，中康科技向北京中康聯公益基金會捐贈60萬元人民幣，用於開展全球健康發展博覽論壇。

為鞏固脫貧攻堅成果，助力鄉村振興，本集團附屬公司積極參與2023年天河區廣東扶貧濟困日活動，與眾多企業共同為貧困鄉鎮稻穀烘乾車間建設專案提供專項捐贈款項。

本集團將持續踐行「責任與擔當」的產業精神，積極履行企業社會責任，堅守「智慧健康產業，智慧健康生活」的使命，未來將繼續圍繞數字化全生命週期健康管理，探討多種回饋社會的方式，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 2023 2023 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 噸二氧化碳當量	0.76
Indirect GHG emissions (scope 2) 間接溫室氣體排放(範圍二)	tonnes of CO ₂ -e 噸二氧化碳當量	275.59
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 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 噸二氧化碳當量/員工	0.36
Electricity consumption 能源耗用		
Purchased electricity consumption 外購電力耗用量	Mega KWh 兆千瓦時	474,335
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	112.17
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	624.95
Water consumption 水源消耗		
Total water consumption 總耗水量	m ³ 立方米	852.5
Total water consumption intensity (per m ²) 總耗水密度(每平方米)	m ³ /employee 立方米/平方米	0.2
Total water consumption intensity (per employee) 總耗水密度(員工)	m ³ /employee 立方米/員工	1.12

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Environmental performance 環境表現	Unit 單位	FY 2023 2023 財年
Hazardous waste 有害廢棄物		
Used toner cartridges 廢棄碳粉盒	unit 個	20
Used batteries 廢棄電池	unit 顆	700
Non-hazardous waste 無害廢棄物		
Generation of non-hazardous waste 無害廢棄物產量	kg 千克	13590
Non-hazardous waste intensity (per employee) 無害廢棄物產量密度(員工)	kg/employee 千克/員工	17.9
Paper consumption 紙張消耗		
Paper consumption 紙張用量	kg 千克	210
Paper consumption intensity (per employee) 紙張消耗密度(員工)	kg/employee 千克/員工	0.28

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Social scope 社會範疇	Unit 單位	FY2023 2023 財年
All employees 全體員工	person 人	759
Total number of employees (by gender) 員工總數(按性別劃分)		
Female employees 女性員工	person 人	484
Male employees 男性員工	person 人	275
Total number of employees (by age group) 員工總數(按年齡組別劃分)		
Aged below 30 30歲及以下員工	person 人	440
Aged 30-50 31-50歲員工	person 人	310
Aged over 50 50歲以上員工	person 人	9
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	722
Full-time middle-level management 全職中級管理層	person 人	30
Full-time senior management 全職高級管理層	person 人	7
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	105
Employees in South China 中國大陸南部區域員工	person 人	654

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Social scope 社會範疇	Unit 單位	FY2023 2023 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	39
Male employees 男性員工	percentage 百分比	24
Employee turnover rate (by age group) 員工流失比率(按年齡組別劃分)		
Aged below 30 30歲及以下員工	percentage 百分比	27
Aged 30-50 31-50歲員工	percentage 百分比	27
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	30
South China 中國大陸南方地區	percentage 百分比	26
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	63
Male employees 男性員工	percentage 百分比	37

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Social scope 社會範疇	Unit 單位	FY2023 2023 財年
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	95
Full-time middle-level management 全職中級管理層	percentage 百分比	4
Full-time senior management 全職高級管理層	percentage 百分比	1
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	hour 小時	12.4
Male employees 男性員工	hour 小時	11.6
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	hour 小時	12.1
Full-time middle-level management 全職中級管理層	hour 小時	13.6
Full-time senior management 全職高級管理層	hour 小時	6.3

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Social scope 社會範疇	Unit 單位	FY2023 2023 財年
Occupational health and safety – Cases of work-related casualties of employees 職業健康和安全－員工因工傷亡數		
Work-related fatalities (2020, 2021 and 2023) 因工死亡人數(2020、2021及2023年度)	person 人	–
Work-related fatality rate (2020, 2021 and 2023) 因工死亡比率(2020、2021及2023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	–

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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. 環境範疇			
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	Green and low-carbon development initiatives 綠色低碳發展舉措
	A1.1	The types of emissions and respective emissions data 排放物種類及相關排放數據	Green and low-carbon development initiatives -1. Energy saving and emission reduction 綠色低碳發展舉措-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。	Green and low-carbon development initiatives 綠色低碳發展舉措
	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。	Green and low-carbon development initiatives 綠色低碳發展舉措

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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。	Green and low-carbon development initiatives 綠色低碳發展舉措
	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。	Green and low-carbon development initiatives 綠色低碳發展舉措
	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。	Green and low-carbon development initiatives 綠色低碳發展舉措
	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)每生產單位佔量。	N/A. The Group's business operations do not involve the use of packaging material. 不適用。本集團的業務經營並不涉及包裝材料的使用。
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。	Green and low-carbon development initiatives 綠色低碳發展舉措
	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。	Green and low-carbon development initiatives 綠色低碳發展舉措
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。	Green and low-carbon development initiatives 綠色低碳發展舉措
	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。	Green and low-carbon development initiatives – 3. Responding to climate change 綠色低碳發展舉措–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。
		Caring for employees and promoting their development 關懷及促進員工發展
		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
		Caring for employees and promoting their development – 3. Occupational safety and health 關懷及促進員工發展–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
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		Caring for employees and promoting their development – 3. Occupational safety and health 關懷及促進員工發展–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。	Caring for employees and promoting their development – 2. Staff training and development 關懷及促進員工發展–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。	Caring for employees and promoting their development – 1. Protecting the rights and interests of employees 關懷及促進員工發展–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。	Caring for employees and promoting their development – 1. Protecting the rights and interests of employees 關懷及促進員工發展–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。	Caring for employees and promoting their development – 1. Protecting the rights and interests of employees 關懷及促進員工發展–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。	Standardized operation management 規範化運營管理
	B5.1	Number of suppliers by geographical region. 按地區劃分的供應商數目。	Standardized operation management – 4. Supplier management 規範化運營管理-4. 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。	Standardized operation management – 4. Supplier management 規範化運營管理-4. 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。	Standardized operation management – 4. Supplier management 規範化運營管理-4. 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多用環保產品及服務的慣例，以及相關執行及監察方法。	Standardized operation management – 4. Supplier management 規範化運營管理-4. 供應商管理

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Indicator Content 指標內容		Respective Section 相關章節	
B6: Product responsibility B6 : 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。	Standardized operation management – 1. Product quality management 規範化運營管理-1.產品品質管理
	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。	Standardized operation management – 1. Product quality management 規範化運營管理-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。	Standardized operation management – 3. Intellectual property management 規範化運營管理-3.知識產權管理
	B6.4	Description of quality assurance process and recall procedures. 描述品質檢定過程及產品回收程式。	Standardized operation management – 1. Product quality management 規範化運營管理-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。	Digital and intelligent products empowering efficient decision-making – Data security and privacy management 數智化產品助力企業高效決策-信息安全

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Indicator Content 指標內容		Respective Section 相關章節	
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。	Standardized operation management –2. Business ethics and anti-money laundering internal management 規範運營管理–2.商業道德規範與反洗錢內部管理
	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. 於彙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。	Standardized operation management –2. Business ethics and anti-money laundering internal management 規範運營管理–2.商業道德規範與反洗錢內部管理
	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。	Standardized operation management –2. Business ethics and anti-money laundering internal management 規範運營管理–2.商業道德規範與反洗錢內部管理
	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。	Standardized operation management –2. Business ethics and anti-money laundering internal management 規範運營管理–2.商業道德規範與反洗錢內部管理
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. 有關以社區參與來了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。	Actively giving back to society 積極回饋社會
	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)。	Actively giving back to society 積極回饋社會
	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)。	Actively giving back to society 積極回饋社會

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

安永會計師事務所
香港鰂魚涌英皇道979號
太古坊一座27樓

Tel 電話: +852 2846 9888
Fax 傳真: +852 2868 4432
ey.com

To the shareholders of Sinohealth Holdings Limited
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Sinohealth Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 177 to 310, which comprise the consolidated statement of financial position as at 31 December 2023, 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 material accounting policy information.

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 2023, 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.

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)

意見

我們已審核載於第177頁至第310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2023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，其中包含重大會計政策資料。

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2023年12月31日的合綜合財務狀況，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。



BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAAs”) 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.

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.

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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。

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。

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KEY AUDIT MATTERS (continued)

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 RMB195,741,000, RMB143,616,000 and RMB56,837,000 for the year ended 31 December 2023, 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2023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195,741,000元、人民幣143,616,000元及人民幣56,837,000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)

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；
- 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；



KEY AUDIT MATTERS (continued)

Key audit matter

關鍵審計事項

Revenue recognition (continued)

收入確認(續)

The Group's disclosures about revenue recognition are included note 2.4 Material 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

- tested, on a sampling 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 conferences, 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 2023 and outstanding trade receivable balances as at that date, on a sampling basis.
- 就截至2023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。

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KEY AUDIT MATTERS (continued)

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 2023, the net carrying value of trade receivables amounted to RMB87,821,000, after netting off a loss allowance of RMB23,530,000, representing 11.0% of the Group's total assets.

於2023年12月31日，經扣除虧損撥備人民幣87,821,000元後，貿易應收款項的賬面淨值為人民幣23,530,000元，佔貴集團資產總值11.0%。

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, ageing 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 the 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 the 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；



KEY AUDIT MATTERS (continued)

Key audit matter

關鍵審計事項

Impairment of trade receivables (continued)

貿易應收款項的減值(續)

The Group's disclosures about trade receivables are included in note 2.4 *Material accounting policies*, note 3 *Significant accounting judgements and estimates* and note 17 *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17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 獨立核數師報告



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, the Corporate Governance Report and the Environmental, Social and 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, the Corporate Governance Report and the Environmental, Social and Governance Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the Audit Committee.

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、企業管治報告以及環境、社會及管治報告。

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了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、企業管治報告以及環境、社會及管治報告時,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。



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.

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.

INDEPENDENT AUDITOR'S REPORT 173 獨立核數師報告

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。

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。

174 INDEPENDENT AUDITOR'S REPORT 獨立核數師報告



AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

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.

核數師就審計綜合財務報表承擔的責任(續)

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。
- 了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。



AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

- 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.
- 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.

核數師就審計綜合財務報表承擔的責任(續)

- 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。
- 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。

176 INDEPENDENT AUDITOR'S REPORT
獨立核數師報告**AUDITOR'S RESPONSIBILITIES FOR THE
AUDIT OF THE CONSOLIDATED FINANCIAL
STATEMENTS (continued)**

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.

**核數師就審計綜合財務報表承擔的
責任(續)**

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。

Ernst & Young
Certified Public Accountants
Hong Kong
28 March 2024

安永會計師事務所
執業會計師
香港
2024年3月28日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

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Year ended 31 December 2023
截至2023年12月31日止年度

		Notes 附註	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
REVENUE	收入	5	396,194	356,668
Cost of sales	銷售成本		(172,722)	(197,560)
Gross profit	毛利		223,472	159,108
Other income and gains	其他收入及收益	5	41,285	37,707
Selling and distribution expenses	銷售及分銷開支		(32,411)	(31,661)
Administrative expenses	行政開支		(34,641)	(46,110)
Research and development costs	研發成本		(61,090)	(60,412)
Impairment losses on financial assets, net	金融資產減值虧損淨額		(24,079)	(2,678)
Other expenses	其他開支		(1,155)	(1,068)
Finance costs	財務成本	7	(640)	(412)
PROFIT BEFORE TAX	除稅前溢利	6	110,741	54,474
Income tax expense	所得稅開支	10	(9,801)	(261)
PROFIT FOR THE YEAR	年內溢利		100,940	54,213
Attributable to:	以下各項應佔：			
Owners of the parent	母公司擁有人		102,032	55,758
Non-controlling interests	非控股權益		(1,092)	(1,545)
			100,940	54,213
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	年內全面收益總額		100,940	54,213
Attributable to:	以下各項應佔：			
Owners of the parent	母公司擁有人		102,032	55,758
Non-controlling interests	非控股權益		(1,092)	(1,545)
			100,940	54,213
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	母公司普通股 權益持有人 應佔每股盈利			
Basic and diluted	基本及攤薄	12	RMB23.94 cents 人民幣23.94分	RMB13.58 cents 人民幣13.58分

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

31 December 2023

2023年12月31日



		Notes 附註	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 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	5,070	4,383
Right-of-use assets	使用權資產	14(a)	13,490	6,854
Other intangible assets	其他無形資產	15	1,085	1,590
Time deposits	定期存款	20	165,377	80,772
Deferred tax assets	遞延稅項資產	23	3,455	686
Total non-current assets	非流動資產總值		188,477	94,285
CURRENT ASSETS	流動資產			
Inventories	存貨	16	1,561	2,317
Trade and notes receivables	貿易應收款項及 應收票據	17	90,043	91,993
Prepayments, other receivables and other assets	預付款項、其他應收 款項及其他資產	18	49,656	20,988
Financial assets at fair value through profit or loss	按公平值計入損益 的金融資產	19	–	2,098
Due from a related party	應收一名關聯方款項	29(b)	45	–
Time deposits	定期存款	20	344,028	175,474
Cash and cash equivalents	現金及現金等價物	20	123,931	409,318
Total current assets	流動資產總值		609,264	702,188
CURRENT LIABILITIES	流動負債			
Trade payables	貿易應付款項	21	13,109	14,665
Other payables and accruals	其他應付款項及 應計款項	22	63,540	74,139
Lease liabilities	租賃負債	14(b)	4,211	3,223
Due to related parties	應付關聯方款項	29(b)	432	355
Tax payable	應付稅項		2,969	5,407
Total current liabilities	流動負債總額		84,261	97,789
NET CURRENT ASSETS	流動資產淨值		525,003	604,399



CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

31 December 2023
2023年12月31日

		Notes 附註	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債		713,480	698,684
NON-CURRENT LIABILITIES	非流動負債			
Lease liabilities	租賃負債	14(b)	10,026	3,904
Deferred tax liabilities	遞延稅項負債	23	3,000	1,544
Total non-current liabilities	非流動負債總額		13,026	5,448
Net assets	資產淨值		700,454	693,236
EQUITY	股權			
Equity attributable to owners of the parent	母公司擁有人應佔股權			
Share capital	股本	24	30,384	30,384
Treasury shares	庫存股份	24	(179,098)	(101,121)
Reserves	儲備	25	852,054	765,775
			703,340	695,038
Non-controlling interests	非控股權益	26	(2,886)	(1,802)
Total equity	總權益		700,454	693,236

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 2023

截至2023年12月31日止年度



	Attributable to owners of the parent 母公司擁有人應佔						Non-controlling interests 非控股權益	Total equity 總權益	
	Share capital 股本	Treasury shares 庫存股份	Share premium* 股份溢價*	Capital reserve* 資本儲備*	Statutory reserve* 法定儲備*	Retained profits* 保留溢利*			Total 總計
	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	
	(note 24) (附註24)	(note 24) (附註24)	(note 25) (附註25)	(note 25) (附註25)	(note 25) (附註25)				
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
Capitalisation issue 資本化發行	24,896	-	(24,896)	-	-	-	-	-	-
Exercise 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	30,384	(101,121)	477,339	19,372	29,556	239,508	695,038	(1,802)	693,236



CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

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Year ended 31 December 2023
截至2023年12月31日止年度

		Attributable to owners of the parent 母公司擁有人應佔						Non- controlling interests 非控股 權益	Total equity 總權益	
		Share capital	Treasury shares	Share premium*	Capital reserve*	Statutory reserve*	Retained profits*	Total		
		股本	庫存股份	股份溢價*	資本儲備*	法定儲備*	保留溢利*	總計		
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
		人民幣	人民幣	人民幣	人民幣	人民幣	人民幣	人民幣	人民幣	
		千元	千元	千元	千元	千元	千元	千元	千元	
		(note 24)	(note 24)	(note 25)	(note 25)	(note 25)				
		(附註24)	(附註24)	(附註25)	(附註25)	(附註25)				
Year ended 31 December 2023	截至2023年12月31日止年度									
At 31 December 2022	於2022年12月31日	30,384	(101,121)	477,339	19,372	29,556	239,508	695,038	(1,802)	693,236
Total comprehensive income for the year	年內全面收入總額	-	-	-	-	-	102,032	102,032	(1,092)	100,940
Shares repurchased	已購回股份	-	(77,977)	-	-	-	-	(77,977)	-	(77,977)
Dividends declared	已宣派股息	-	-	-	-	-	(15,753)	(15,753)	-	(15,753)
Appropriation to statutory reserve	轉撥至法定儲備	-	-	-	-	8,449	(8,449)	-	-	-
Deregistration a subsidiary	註銷附屬公司	-	-	-	-	-	-	-	8	8
At 31 December 2023	於2023年12月31日	30,384	(179,098)	477,339	19,372	38,005	317,338	703,340	(2,886)	700,454

* These reserve accounts comprise the consolidated reserves of RMB852,054,000 (31 December 2022: RMB765,775,000) in the consolidated statement of financial position as at 31 December 2023.

* 該等儲備賬包括於2023年12月31日的綜合財務狀況表內的綜合儲備人民幣852,054,000元(2022年12月31日:人民幣765,775,000元)。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 December 2023

截至2023年12月31日止年度



	Notes 附註	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 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	110,741	54,474
Adjustments for:	就以下各項調整：		
Finance costs	財務成本	640	412
Bank interest income	銀行利息收入	(26,668)	(6,615)
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	(500)	(8,499)
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	–	(38)
Gain on disposal of a subsidiary	出售一家附屬公司的收益	–	(201)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	2,427	2,659
Depreciation of right-of-use assets	使用權資產折舊	5,342	5,179
Amortisation of other intangible assets	其他無形資產攤銷	797	891
Gain on lease modifications	租賃修改收益	(13)	–
Impairment of trade receivables	貿易應收款項減值	17,607	2,678
Impairment of other receivables	其他應收款項減值	6,472	–
Foreign exchange gains, net	外匯收益淨額	(2,286)	(9,530)
Loss on de-registration of a subsidiary	註銷一家附屬公司的虧損	8	1,010
Gain on de-registration of a subsidiary	註銷一家附屬公司的收益	–	(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	3



CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

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Year ended 31 December 2023
截至2023年12月31日止年度

	Notes 附註	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Increase in trade and notes receivables	貿易應收款項及應收票據增加	(15,657)	(12,805)
(Increase)/decrease in an amount due from a related party	應收一名關聯方款項(增加)／減少	(45)	73
Increase in prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產增加	(1,891)	(1,740)
Decrease/(increase) in inventories	存貨減少／(增加)	756	(1,637)
Increase in amounts due to related parties	應付關聯方款項增加	77	355
Decrease in trade payables	貿易應付款項減少	(1,556)	(2,194)
(Decrease)/increase in other payables and accruals	其他應付款項及應計款項(減少)／增加	(10,544)	7,810
Cash generated from operations	經營所得現金	85,710	31,965
Interest received	已收利息	6,899	2,234
Income tax paid	已付所得稅	(13,552)	(1,565)
Net cash flows from operating activities	經營活動所得現金流量淨額	79,057	32,634

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 December 2023

截至2023年12月31日止年度



	Notes 附註	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 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	(3,118)	(2,855)
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	1	281
Additions to other intangible assets	其他無形資產添置	(292)	(1,329)
Disposal of an associate	出售一家聯營公司	–	184
Disposal of a subsidiary	出售一家附屬公司	–	201
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	(487,845)	(940,373)
Disposal of time deposits	出售定期存款	243,564	686,258
Interest income received from time deposits	定期存款獲得的利息收入	10,891	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	(90,300)	(605,579)
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	92,360	976,908
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	538	8,499
Net cash flows (used in)/from investing activities	投資活動(所用)/所得現金流量淨額	(234,201)	114,445



CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

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Year ended 31 December 2023
截至2023年12月31日止年度

	Notes 附註	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
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
Dividend paid	已派付股息	(15,753)	–
Principal portion of lease payments	租賃付款的本金部分	(4,855)	(5,502)
Interest paid on lease liabilities	就租賃負債支付利息	(640)	(412)
Payment for listing expenses	上市開支付款	–	(4,421)
Repurchase of shares	購回股份	(75,567)	(101,121)
Prepayment for repurchase of shares	購回股份預付款項	(35,659)	(2,410)
Distribution to a non-controlling shareholder as a result of deregistration	因註銷而向非控股股東的分派	(55)	–
Net cash flows (used in)/from financing activities	融資活動(所用)/所得現金流量淨額	(132,529)	218,754
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物(減少)/增加淨額	(287,673)	365,833
Cash and cash equivalents at beginning of year	年初現金及現金等價物	409,318	33,955
Effect of foreign exchange rate changes, net	外匯匯率變動影響淨額	2,286	9,530
CASH AND CASH EQUIVALENTS AT END OF YEAR	年末現金及現金等價物	123,931	409,318
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	20 61,804	246,798
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	20 62,127	162,520
Cash and cash equivalents as stated in the statement of cash flows and statement 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	123,931	409,318

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023

2023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 89 Nexus Way, Grand Cayman, KY1-9009, Cayman Islands. The principal place of business in Chinese Mainland 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.

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89 Nexus Way, Grand Cayman, KY1-9009, Cayman Islands。本公司在中國內地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。

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財務報表附註

31 December 2023
2023年12月31日

1. CORPORATE INFORMATION (continued)

Information about subsidiaries

Particulars of the Company's principal subsidiaries are as follows:

1. 公司資料(續)

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：

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	
Sky Range Investments Limited (天域投資有限公司)	British Virgin Islands ("BVI") 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")/ Chinese Mainland 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

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財務報表附註

31 December 2023
2023年12月31日



1. CORPORATE INFORMATION (continued)
Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows: (continued)

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)

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 Sinohealth Information Co., Ltd. ("Sinohealth Information") (廣州中康資訊股份 有限公司)* (note (b))	PRC/Chinese Mainland 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 (「中康資訊」)(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/Chinese Mainland 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

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023

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1. CORPORATE INFORMATION (continued)

Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows: (continued)

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)

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 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/Chinese Mainland 3 April 2018	RMB1,000,000	-	75%	Research and development and 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/ Chinese Mainland 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
Guangzhou Xisi Digital Technology Company Limited* (廣州西思數字科技有限公 司)	PRC/Chinese Mainland 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

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財務報表附註

31 December 2023
2023年12月31日



1. CORPORATE INFORMATION (continued)
Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows: (continued)

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)

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 Kangzhi Digital Technology Company Limited* (廣州康智數字科技有限公司)	PRC/Chinese Mainland 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/Chinese Mainland 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 Jiasi Information Technology Company Limited* (廣州嘉思信息科技有限公司) (note (b))	PRC/Chinese Mainland 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

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023
2023年12月31日

1. CORPORATE INFORMATION (continued) Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows: (continued)

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)

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	
Hainan Sinohealth Technology Company Limited* (海南中康科技有限公司) (note (b))	PRC/Chinese Mainland 26 December 2019	RMB 1,000,000	-	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 Ruima Marketing Technology Company Limited* ("Sinohealth Ruima") (北京中康瑞馬營銷科技 有限公司)	PRC/Chinese Mainland 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
Beijing Sinohealth Tongrun Technology Company Limited ("Sinohealth Tongrun") (北京中康通潤科技有限公司)	PRC/Chinese Mainland 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

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財務報表附註

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1. CORPORATE INFORMATION (continued) Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows: (continued)

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)

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	
Vast Connect Health Technology PTE Limited	Singapore 27 April 2023	SGD100,000	-	100%	Dormant
Vast Connect Health Technology PTE Limited	新加坡 2023年4月27日	100,000新加坡元	-	100%	暫無營運
Shanghai Woyingtong Digital Technology Company Limited* (上海沃通盈數字科技 有限公司)	PRC/ Chinese Mainland 21 February 2023	RMB1,000,000	-	100%	Research and development and operation of Smart Medical Cloud under the business line of SaaS products
上海沃通盈數字科技有限公司 (「上海沃通盈」)	中國/中國內地 2023年2月21日	人民幣1,000,000元	-	100%	SaaS產品業務線下智慧醫 療雲的研發與營運



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財務報表附註

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1. CORPORATE INFORMATION (continued) Information about subsidiaries (continued)

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 “Catalogue 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 the 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 as the “Registered Shareholders”). The Contractual Arrangements enable the 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.

* 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.

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。

* 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。

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2023年12月31日**1. CORPORATE INFORMATION (continued)**
Information about subsidiaries (continued)

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.

2. ACCOUNTING POLICIES
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”) 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.

1. 公司資料(續)
有關附屬公司的資料(續)

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。

2. 會計政策
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)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。



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2. ACCOUNTING POLICIES (continued)

2.1 BASIS OF PREPARATION (continued)

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 2023. 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 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.

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.

2. 會計政策(續)

2.1 編製基準(續)

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2023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。

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。

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2. ACCOUNTING POLICIES (continued)

2.1 BASIS OF PREPARATION (continued)

Basis of consolidation (continued)

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 the related assets (including goodwill), liabilities, any non-controlling interest and the exchange fluctuation reserve; and recognises the fair value of any investment retained and 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. 會計政策(續)

2.1 編製基準(續)

綜合基準(續)

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，則其終止確認相關資產(包括商譽)、負債、任何非控制性權益及匯兌波動儲備；並於損益中確認任何保留投資之公平值及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。

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2. ACCOUNTING POLICIES (continued)

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following new and revised HKFRSs for the first time for the current year's financial statements.

HKFRS 17

香港財務報告準則第17號

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)

Amendments to HKAS 12

香港會計準則第12號(修訂本)

2. 會計政策(續)

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新訂及經修訂香港財務報告準則。

Insurance Contracts

保險合約

Disclosure of Accounting Policies

披露會計政策

Definition of Accounting Estimates

會計估計的定義

Deferred Tax related to Assets and Liabilities arising from a Single Transaction

與單一交易產生的資產及負債相關的遞延稅項

International Tax Reform – Pillar Two Model Rules

國際稅務改革—支柱二示範規則

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2. ACCOUNTING POLICIES (continued)

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

The nature and the impact of the new and revised HKFRSs that are applicable to the Group are described below:

- (a) Amendments to HKAS 1 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 *Making Materiality Judgements* provide non-mandatory guidance on how to apply the concept of materiality to accounting policy disclosures. The Group has disclosed the material accounting policy information in note 2 to the financial statements. The amendments did not have any impact on the measurement, recognition or presentation of any items in the Group's financial statements.
- (b) 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. Since the Group's approach and policy align with the amendments, the amendments had no impact on the Group's financial statements.

2. 會計政策(續)

2.2 會計政策變動及披露(續)

適用於本集團的新訂及經修訂香港財務報告準則的性質及影響如下文所述：

- (a) 香港會計準則第1號的修訂要求實體披露其重要會計政策資料，而非重要會計政策。若某項會計政策資料與實體財務報表包含的其他資料一併考慮時，可合理預期會影響通用財務報表主要使用者根據該等財務報表作出的決定，則有關會計政策資料即屬重要。香港財務報告準則實務說明第2號的修訂作出重要性判斷就如何在會計政策披露中應用重要性概念提供非強制性指引。本集團已於財務報表附註2中披露重要會計政策資料。該等修訂並不影響本集團財務報表中任何項目的計量、確認或列報。
- (b) 香港會計準則第8號的修訂澄清了會計估計變動與會計政策變動之間的區別。會計估計定義為財務報表內受制於計量不確定性的貨幣金額。該等修訂亦釐清實體使用計量技巧及輸入數據來制定會計估計的方式。由於本集團的方法及政策與該等修訂一致，故該等修訂對本集團的財務報表並無影響。



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2. ACCOUNTING POLICIES (continued) 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(c) Amendments to HKAS 12 *Deferred Tax related to Assets and Liabilities arising from a Single Transaction* 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. Since the Group's policy aligns with the amendments, the amendments did not have any impact on the financial position or performance of the Group.

(d) Amendments to HKAS 12 *International Tax Reform – Pillar Two Model Rules* introduce a mandatory temporary exception from the recognition and disclosure of deferred taxes arising from the implementation of the Pillar Two model rules published by the Organisation for Economic Co-operation and Development. The amendments also introduce disclosure requirements for the affected entities to help users of the financial statements better understand the entities' exposure to Pillar Two income taxes, including the disclosure of current tax related to Pillar Two income taxes separately in the periods when Pillar Two legislation is effective and the disclosure of known or reasonably estimable information of their exposure to Pillar Two income taxes in periods in which the legislation is enacted or substantively enacted but not yet in effect. The Group has applied the amendments retrospectively. Since the Group did not fall within the scope of the Pillar Two model rules, the amendments did not have any impact to the Group.

2. 會計政策(續) 2.2 會計政策變動及披露(續)

(c) 香港會計準則第12號的修訂與單一交易產生的資產及負債有關的遞延稅項收窄了香港會計準則第12號首次確認例外情況的範圍，使其不再適用於會產生等額應課稅及可扣稅暫時差額的交易，例如租賃和解除運作義務。因此，實體須就該等交易產生的暫時性差額確認遞延稅項資產(前提是有充足應課稅溢利)及遞延稅項負債。由於本集團的政策與該修訂一致，故該修訂並未對本集團的財務狀況或業績產生任何影響。

(d) 香港會計準則第12號國際稅收改革—支柱二立法模板之修訂對因實施經合組織公佈的支柱二立法模板而產生的遞延稅項的確認及披露，引入強制性暫時例外。該等修訂亦對受影響實體引入披露要求，以幫助財務報表的使用者更好地了解實體面臨的支柱二所得稅風險，包括於支柱二立法期間單獨披露與支柱二所得稅相關的即期稅項，並於立法已頒佈或實質上已頒佈但尚未生效的期間披露有關支柱二所得稅風險的已知或合理估計的信息。本集團已追溯應用該等修訂。由於本集團不屬於支柱二立法模板的範圍，因此該等修訂並無對本集團產生任何影響。

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2. ACCOUNTING POLICIES (continued) 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following revised HKFRSs, that have been issued but are not yet effective, in these financial statements. The Group intends to apply these revised HKFRSs, if applicable, when they become effective.

Amendments to HKFRS 10 and HKAS 28

香港財務報告準則第10號及
香港會計準則第28號(修訂本)

Amendments to HKFRS 16
香港財務報告準則第16號(修訂本)
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 7 and HKFRS 7
香港會計準則第7號及
香港財務報告準則第7號(修訂本)

Amendments to HKAS 21
香港會計準則第21號(修訂本)

2. 會計政策(續) 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經修訂香港財務報告準則。本集團擬於該等經修訂香港財務報告準則生效後應用該等修訂香港財務報告準則(如適用)。

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 Leaseback¹
售後租回中的租賃負債¹

Classification of Liabilities as Current or Non-current (the“ 2020 Amendments”)^{1, 4}
將負債分類為流動或非流動(「2020年修訂
本」)^{1, 4}

Non-current Liabilities with Covenants (the“ 2022 Amendments”)^{1, 4}
具契諾之非流動負債(「2022年修訂本」)^{1, 4}

Supplier Finance Arrangements¹
供應商融資¹

Lack of Exchangeability²
缺乏可交換性²

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

² Effective for annual periods beginning on or after 1 January 2025

³ No mandatory effective date yet determined but available for adoption

⁴ 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 conclusion

¹ 於2024年1月1日或之後開始的年度期間生效

² 於2025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2020年及2022年修訂本，香港詮釋第5號財務報表的呈報－借款人對載有按要價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



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2. ACCOUNTING POLICIES (continued)

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

Further information about those HKFRSs that are expected to be applicable to the Group is described below.

Amendments to HKFRS 10 and HKAS 28 address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 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 resulting from a downstream transaction when the sale or contribution of assets 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 was removed by the HKICPA. 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. 會計政策(續)

2.3 已頒佈但尚未生效的香港財務報告準則(續)

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。

香港財務報告準則第10號及香港會計準則第28號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。該等修訂要求當資產出售或投入構成一項業務時，須全面確認下游交易產生的有關收益或虧損。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。香港會計師公會剔除了香港財務報告準則第10號及香港會計準則第28號的修訂之過往強制生效日期。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—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—承租人不會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。

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2. ACCOUNTING POLICIES (continued) 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

The 2020 Amendments clarify the requirements for classifying liabilities as current or non-current, including what is meant by a right to defer settlement and that a right to defer must exist at the end of the reporting period. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement. The amendments also clarify that a liability can be settled in its own equity instruments, and that only if a conversion option in a convertible liability is itself accounted for as an equity instrument would the terms of a liability not impact its classification. The 2022 Amendments 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. Additional disclosures are required for non-current liabilities that are subject to the entity complying with future covenants within 12 months after the reporting period. The amendments shall be applied retrospectively with early application 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.

2. 會計政策(續) 2.3 已頒佈但尚未生效的香港財務 報告準則(續)

2022年修訂澄清將負債分類為流動或非流動的要求，其中包含延遲結算權利的涵義及延遲權利須於報告期末發生。實體將行使其延遲權利的可能性不會影響負債的分類。該等修訂亦澄清負債可於其自身的股本工具中結算，且僅當可轉換負債中的轉換期權其本身作為股本工具入賬時，負債的條款方才不會影響其分類。2022年修訂進一步澄清，在貸款安排產生的負債契諾中，僅實體須於報告日期或之前遵守的契諾才會影響該負債分類為流動或非流動。對於因實體須於報告日期後12個月內遵守日後契諾而產生的非流動負債，應作出額外披露。提早採納2020年修訂的實體須同時採納2022年修訂，反之亦然。本集團正在評估該等修訂的影響及現有貸款協議是否需要修訂。根據初步評估，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。



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2. ACCOUNTING POLICIES (continued)

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

Amendments to HKAS 7 and HKFRS 7 clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk. Earlier application of the amendments is permitted. The amendments provide certain transition reliefs regarding comparative information, quantitative information as at the beginning of the annual reporting period and interim disclosures. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to HKAS 21 specify how an entity shall assess whether a currency is exchangeable into another currency and how it shall estimate a spot exchange rate at a measurement date when exchangeability is lacking. The amendments require disclosures of information that enable users of financial statements to understand the impact of a currency not being exchangeable. Earlier application is permitted. When applying the amendments, an entity cannot restate comparative information. Any cumulative effect of initially applying the amendments shall be recognised as an adjustment to the opening balance of retained profits or to the cumulative amount of translation differences accumulated in a separate component of equity, where appropriate, at the date of initial application. The amendments are not expected to have any significant impact on the Group's financial statements.

2. 會計政策(續)

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7號及香港財務報告準則第7號之修訂澄清供應商融資安排之特點，並要求就此等安排作出進一步披露。修訂中的披露要求旨在幫助財務報表使用者了解供應商融資安排對實體負債、現金流量及流動性風險敞口的影響。允許提早採納該等修訂。該等修訂就比較資料、年度報告期初的定量資料及中期披露規定了若干過渡寬免。該預計該等修訂不會對本集團的財務報表產生重大影響。

香港會計準則第21號之修訂訂明實體應如何評估一種貨幣是否可兌換成另一種貨幣，以及在缺乏可兌換性的計量日如何估計即期匯率。該等修訂要求披露的資料應使財務報表使用者能夠了解缺乏可兌換性貨幣之影響。允許提前採納。於採納該等修訂時，實體不可重列比較資料。首次採納修訂之任何累積影響，應確認為首次採納之日對留存溢利期初餘額的調整，或對在權益單獨組成部分中累計之折算差額的調整(如適用)。預計該等修訂不會對本集團的財務報表產生重大影響。

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2. ACCOUNTING POLICIES (continued) 2.4 MATERIAL ACCOUNTING POLICIES

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.

2. 會計政策(續) 2.4 重大會計政策概要 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。



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2. ACCOUNTING POLICIES (continued)

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Fair value measurement (continued)

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

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.

2. 會計政策(續)

2.4 重大會計政策概要(續)

公平值計量(續)

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

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。

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2. ACCOUNTING POLICIES (continued)

2.4 MATERIAL ACCOUNTING POLICIES (continued)

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.

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. 會計政策(續)

2.4 重大會計政策概要(續)

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。

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。



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2. ACCOUNTING POLICIES (continued)
2.4 MATERIAL ACCOUNTING POLICIES (continued)

Impairment of non-financial assets (continued)

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. 會計政策(續)
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；

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2. ACCOUNTING POLICIES (continued)

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Related parties (continued)

(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. 會計政策(續)

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)項所識別人土控制或受共同控制；
- (vii) 於(a)(i)項所識別人土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。



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2. ACCOUNTING POLICIES (continued)

2.4 MATERIAL ACCOUNTING POLICIES (continued)

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%

2. 會計政策(續)

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%

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2. ACCOUNTING POLICIES (continued)

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation (continued)

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.

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.

2. 會計政策(續)

2.4 重大會計政策概要(續)

物業、廠房及設備及折舊(續)

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)。

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。



2. ACCOUNTING POLICIES (continued)

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Intangible assets (other than goodwill) (continued)

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.

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.

2. 會計政策(續)

2.4 重大會計政策概要(續)

無形資產(商譽除外)(續)

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。

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。

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2. ACCOUNTING POLICIES (continued)
2.4 MATERIAL ACCOUNTING POLICIES (continued)

Leases (continued)

Group as a lessee (continued)

(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 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 – 5 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.

2. 會計政策(續)
2.4 重大會計政策概要(續)

租賃(續)

本集團作為承租人(續)

(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5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。



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2. ACCOUNTING POLICIES (continued)

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Leases (continued)

Group as a lessee (continued)

(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. 會計政策(續)

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

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。

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2. ACCOUNTING POLICIES (continued)
2.4 MATERIAL ACCOUNTING POLICIES (continued)

Leases (continued)

Group as a lessee (continued)

(b) Lease liabilities (continued)

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.

2. 會計政策(續)
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。



2. ACCOUNTING POLICIES (continued)

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Leases (continued)

Group as a lessee (continued)

(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.

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income and fair value through profit or loss.

2. 會計政策(續)

2.4 重大會計政策概要(續)

租賃(續)

本集團作為承租人(續)

(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。

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、按公平值計入其他全面收益及按公平值計入損益而計量。

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2. ACCOUNTING POLICIES (continued)

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Initial recognition and measurement (continued)

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.

2. 會計政策(續)

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)

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。



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2. ACCOUNTING POLICIES (continued)

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Initial recognition and measurement (continued)

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.

Purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset.

2. 會計政策(續)

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)

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。

購買或出售在市場規則或慣例一般規定的期限內需要交付資產的金融資產乃於交易日確認，即本集團承諾購買或出售資產的日期。

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2. ACCOUNTING POLICIES (continued)
2.4 MATERIAL ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

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

2. 會計政策(續)
2.4 重大會計政策概要(續)

投資及其他金融資產(續)

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



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2. ACCOUNTING POLICIES (continued)

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Derecognition of financial assets (continued)

- 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.

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.

2. 會計政策(續)

2.4 重大會計政策概要(續)

終止確認金融資產(續)

- 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。

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。

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2. ACCOUNTING POLICIES (continued)

2.4 MATERIAL ACCOUNTING POLICIES (continued)

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. 會計政策(續)

2.4 重大會計政策概要(續)

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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2. ACCOUNTING POLICIES (continued)

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued)

General approach (continued)

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.

2. 會計政策(續)

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。

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2. ACCOUNTING POLICIES (continued)

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued)

General approach (continued)

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. 會計政策(續)

2.4 重大會計政策概要(續)

金融資產減值(續)

一般方式(續)

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



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2. ACCOUNTING POLICIES (continued)

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued)

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.

2. 會計政策(續)

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。

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2. ACCOUNTING POLICIES (continued) 2.4 MATERIAL ACCOUNTING POLICIES (continued)

Financial liabilities (continued)

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at amortised cost (trade and other payables and borrowings)

After initial recognition, trade and other 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.

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.

2. 會計政策(續) 2.4 重大會計政策概要(續)

金融負債(續)

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(貿易及其他應付款項及借款)

於初步確認後，貿易及其他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。

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。



2. ACCOUNTING POLICIES (continued)

2.4 MATERIAL ACCOUNTING POLICIES (continued)

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

Cash and cash equivalents in the statement of financial position comprise cash on hand and at banks, and short-term highly liquid deposits with a maturity of generally within three months that are readily convertible into known amounts of cash, subject to an insignificant risk of changes in value and held for the purpose of meeting short-term cash commitments.

2. 會計政策(續)

2.4 重大會計政策概要(續)

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

財務狀況表中的現金及現金等價物包括可隨時轉換為已知金額現金，價值變動風險不高且持作短期現金承諾的手頭和銀行現金，以及通常於三個月內到期的短期高流動性存款。

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2. ACCOUNTING POLICIES (continued)

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Cash and cash equivalents (continued)

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and at banks, and short-term deposits as defined above, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

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.

2. 會計政策(續)

2.4 重大會計政策概要(續)

現金及現金等價物(續)

就綜合現金流量表而言，現金及現金等價物包括手頭現金和銀行現金以及上述短期存款，減去銀行透支(可按要求償還並構成本集團現金管理的組成部分)。

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。



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2. ACCOUNTING POLICIES (continued)

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Income tax (continued)

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 does not give rise to equal taxable and deductible temporary differences; 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.

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 does not give rise to equal taxable and deductible temporary differences; and

2. 會計政策(續)

2.4 重大會計政策概要(續)

所得稅(續)

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亦不會給予相等的應課稅及可抵扣暫時差額；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。

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亦不會給予相等的應課稅及可抵扣暫時差額；及

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2. ACCOUNTING POLICIES (continued)
2.4 MATERIAL ACCOUNTING POLICIES (continued)

Income tax (continued)

- 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.

2. 會計政策(續)
2.4 重大會計政策概要(續)

所得稅(續)

- 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。



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2. ACCOUNTING POLICIES (continued)

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Income tax (continued)

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.

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.

2. 會計政策(續)

2.4 重大會計政策概要(續)

所得稅(續)

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。

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。

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2. ACCOUNTING POLICIES (continued)

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

Revenue from contracts with customers (continued)

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. 會計政策(續)

2.4 重大會計政策概要(續)

收入確認(續)

客戶合約收入(續)

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。



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2. ACCOUNTING POLICIES (continued)

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

Revenue from contracts with customers (continued)

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.

2. 會計政策(續)

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。

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2. ACCOUNTING POLICIES (continued) 2.4 MATERIAL ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

Revenue from contracts with customers (continued)

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.

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.

2. 會計政策(續) 2.4 重大會計政策概要(續)

收入確認(續)

客戶合約收入(續)

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。

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。



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2. ACCOUNTING POLICIES (continued)

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

Revenue from contracts with customers (continued)

(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. 會計政策(續)

2.4 重大會計政策概要(續)

收入確認(續)

客戶合約收入(續)

(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。

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2. ACCOUNTING POLICIES (continued)
2.4 MATERIAL ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

Revenue from contracts with customers (continued)

(a) *Data Insight Solutions (continued)*

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.

2. 會計政策(續)
2.4 重大會計政策概要(續)

收入確認(續)

客戶合約收入(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。



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2. ACCOUNTING POLICIES (continued)
2.4 MATERIAL ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

Revenue from contracts with customers (continued)

(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. 會計政策(續)
2.4 重大會計政策概要(續)

收入確認(續)

客戶合約收入(續)

(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。

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2. ACCOUNTING POLICIES (continued)

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

Revenue from contracts with customers (continued)

(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.

2. 會計政策(續)

2.4 重大會計政策概要(續)

收入確認(續)

客戶合約收入(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。



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2. ACCOUNTING POLICIES (continued)

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

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

If the Group performs by transferring goods or services to a customer before being unconditionally entitled to the consideration under the contract terms, 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. They are reclassified to trade receivables when the right to the consideration becomes unconditional.

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).

2. 會計政策(續)

2.4 重大會計政策概要(續)

收入確認(續)

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。

合同資產

合同資產是為換取貨品或服務轉移至客戶的代價權利。倘本集團的履約方式為在根據合同條款無條件有權收取代價之前將貨品或服務轉移至客戶,則合同資產將就有條件的已獲取代價而確認。合同資產須接受減值評估,有關詳情載於有關金融資產減值的會計政策內。

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。

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2. ACCOUNTING POLICIES (continued)

2.4 MATERIAL ACCOUNTING POLICIES (continued)

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.

Employee benefits

Pension schemes

The employees of the Group's subsidiaries which operate in Chinese Mainland 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. 會計政策(續)

2.4 重大會計政策概要(續)

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。

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。



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2. ACCOUNTING POLICIES (continued)

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Other employee benefits (continued)

Termination benefits

Termination benefits are recognised at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs involving the payment of termination benefits.

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 Chinese Mainland. 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.

2. 會計政策(續)

2.4 重大會計政策概要(續)

其他僱員福利(續)

辭退福利

辭退福利於本集團無法再撤回提供該等福利時以及本集團確認涉及支付辭退福利的重組成本時(以較早者為準)確認。

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。

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2023年12月31日**2. ACCOUNTING POLICIES (continued)**
2.4 MATERIAL ACCOUNTING POLICIES (continued)**Foreign currencies (continued)**

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. 會計政策(續)
2.4 重大會計政策概要(續)**外幣(續)**

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。



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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.

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.

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。

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。

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

Provision for expected credit losses on trade receivables (continued)

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 17 to the financial statements.

Provision for expected credit losses on other receivables

The Group has applied the general approach to provide for expected credit losses for other receivables and considered the default event, historical loss rate and adjusted for forward looking macroeconomic data in calculating the expected credit loss rate, details of which are set out in note 18 to the financial statements.

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(續)

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的預期信貸虧損的資料於財務報表附註17中披露。

其他應收款項的預期信貸虧損撥備

本集團已應用一般法就其他應收款項的預期信貸虧損計提撥備，並在計算預期信貸虧損率時考慮違約事件、歷史虧損率並結合前瞻性宏觀經濟數據作出調整，詳情請參見財務報表附註18。



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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

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.

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 RMB40,673,000 (31 December 2022: RMB67,994,000) as at 31 December 2023. Further details are contained in note 23 to the financial statements.

3. 重大會計判斷及估計(續)

估計不確定性(續)

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。

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2023年12月31日，未確認稅項虧損金額為人民幣40,673,000元（2022年12月31日：人民幣67,994,000元）。進一步詳情載於財務報表附註23。

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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

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

地理資料

(a) 來自外部客戶之收入

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Chinese Mainland	中國內地	395,258	356,361
England	英格蘭	513	-
Singapore	新加坡	169	307
Hong Kong	香港	154	-
Others	其他	100	-
Total revenue	總收入	396,194	356,668

The revenue information above is based on the locations of the customers.

以上收入資料乃按客戶地點而定。

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4. OPERATING SEGMENT INFORMATION (continued)

Geographical information (continued)

(b) Non-current assets

All non-current assets of the Group are in Chinese Mainland. 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 (2022: Nil).

5. REVENUE, OTHER INCOME AND GAINS

An analysis of revenue is as follows:

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(2022年：無)。

5. 收入、其他收入及收益

收入分析如下：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Revenue from contracts with customers	客戶合約收入	396,194	356,668

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5. REVENUE, OTHER INCOME AND GAINS (continued)

Revenue from contracts with customers

(a) Disaggregated revenue information

5. 收入、其他收入及收益(續)

客戶合約收入

(a) 分類收入資料

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Types of goods or services by product category	按產品類型劃分的貨品或服務類別		
Data Insight Solutions	數據洞察解決方案	195,741	225,262
Data-driven Publications and Events	數據驅動發佈及活動	143,616	90,932
SaaS products	SaaS 產品	56,837	40,474
Total	總計	396,194	356,668
Types of goods or services by application scenario	按應用場景劃分的貨品或服務類別		
Smart Decision Cloud	智慧決策雲	269,164	182,696
Smart Retail Cloud	智慧零售雲	71,564	126,542
Smart Medical Cloud	智慧醫療雲	41,393	36,973
Smart Health Management Cloud	智慧健康管理雲	14,073	10,457
Total	總計	396,194	356,668
Geographical markets	地理市場		
Chinese Mainland	中國內地	395,258	356,361
Overseas	海外	936	307
Total	總計	396,194	356,668
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	169,924	131,976
Services transferred over time	隨時間轉移的服務	226,270	224,692
Total	總計	396,194	356,668

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5. REVENUE, OTHER INCOME AND GAINS
(continued)

Revenue from contracts with customers
(continued)

(a) Disaggregated revenue information
(continued)

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:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 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	16,672	8,990
Data-driven Publications and Events	數據驅動發佈及活動	8,015	2,191
SaaS products	SaaS產品	9,761	9,345
Total	總計	34,448	20,526

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：

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5. REVENUE, OTHER INCOME AND GAINS (continued)

Revenue from contracts with customers (continued)

(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.

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.

5. 收入、其他收入及收益(續)

客戶合約收入(續)

(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。

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。

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5. REVENUE, OTHER INCOME AND GAINS
(continued)

Revenue from contracts with customers
(continued)

(b) Performance obligations (continued)
SaaS products (continued)

The amounts of transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December 2023 are as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 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	123,004	79,811
After one year	一年後	31,142	6,218
Total	總計	154,146	86,029

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 SaaS products, 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(續)

於2023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SaaS產品有關，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。

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5. REVENUE, OTHER INCOME AND GAINS (continued)

Revenue from contracts with customers (continued)

(b) Performance obligations (continued)
SaaS products (continued)

An analysis of other income and gains is as follows:

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(續)

其他收入及收益的分析如下：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Other income	其他收入		
Bank interest income	銀行利息收入	26,668	6,615
Government grants*	政府補助*	11,671	12,496
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	500	8,499
Others	其他	147	8
Total other income	其他收入總額	38,986	27,618
Gains	效益		
Foreign exchange gains, net	外匯收益淨額	2,286	9,530
Gain on lease modifications	租賃修改收益	13	-
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
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	出售一家附屬公司的收益	-	201
Total gains	收益總額	2,299	10,089
Total other income and gains	其他收入及收益總額	41,285	37,707

* 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。

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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：

		Notes	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
		附註		
Cost of services provided	提供服務成本		172,722	197,560
Depreciation of property, plant and equipment	物業、廠房及設備折舊	13	2,427	2,659
Depreciation of right-of-use assets	使用權資產折舊	14(a)	5,342	5,179
Amortisation of other intangible assets*	其他無形資產攤銷*	15	797	891
Research and development costs	研發成本		61,090	60,412
Listing expenses	上市開支		–	12,056
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)	126	66
Bank interest income	銀行利息收入	5	(26,668)	(6,615)
Government grants	政府補助	5	(11,671)	(12,496)
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	(500)	(8,499)
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)
Gain on lease modifications	租賃修改收益	5	(13)	–
Gain on de-registration of a subsidiary	註銷一家附屬公司的收益	5	–	(320)
Foreign exchange gain, net	匯兌收益淨額	5	(2,286)	(9,530)
Loss on de-registration of a subsidiary	註銷一家附屬公司的虧損		8	690

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6. PROFIT BEFORE TAX (continued)

6. 除稅前溢利(續)

		Notes 附註	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
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	3
Auditor's remuneration	核數師酬金		2,180	2,180
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		140,499	138,325
Pension scheme contributions**	退休金計劃供款**		3,623	4,313
Staff welfare expense	員工福利開支		1,078	1,457
Total	總計		145,200	144,095
Impairment of financial assets, net:	金融資產減損淨額:			
Impairment of trade receivables, net	貿易應收款項減值淨額	17	17,607	2,678
Impairment of other receivables, net	其他應收款項減值淨額	18	6,472	-
Total	總計		24,079	2,678

* The amortisation of other intangible assets is included in "Administrative expenses", "Research and development costs" and "Selling and distribution expenses" in the consolidated statements of profit or loss and other comprehensive income.

** There are no forfeited contributions that may be used by the Group as the employer to reduce the existing level of contributions.

* 其他無形資產攤銷計入綜合損益表及其他全面收益表之「行政開支」、「研究及開發成本」及「銷售及分銷開支」內。

** 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。

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7. FINANCE COSTS

An analysis of finance costs is as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Interest on lease liabilities (note 14(b))	租賃負債利息 (附註14(b))	640	412

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	
		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Fees	袍金	480	225
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	1,310	1,451
Performance related bonuses	表現掛鈎花紅	500	288
Pension scheme contributions	退休金計劃供款	16	17
Subtotal	小計	1,826	1,756
Total	總計	2,306	1,981

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8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (continued)

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Wang Danzhou	王丹舟	96	45
Du Yilin	杜依琳	96	45
Wei Bin	魏斌	96	45
Total	總計	288	135

There were no other emoluments payable to the independent non-executive directors during the year (2022: Nil).

8. 董事及主要行政人員薪酬(續)

(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(2022年：無)。

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8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (continued)

(b) Executive directors, a non-executive director and the chief executive

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

		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
2023	2023年					
Executive directors:	執行董事:					
Mr. Wu Yushu*	吳鬱抒先生*	96	657	250	8	1,011
Ms. Wang Lifang	王莉芳女士	96	653	250	8	1,007
Subtotal	小計	192	1,310	500	16	2,018
Non-executive director:	非執行董事:					
Mr. Fu Haitao	付海濤先生	-	-	-	-	-
Total	總計	192	1,310	500	16	2,018
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
Subtotal	小計	90	1,451	288	17	1,846
Non-executive director:	非執行董事:					
Mr. Fu Haitao	付海濤先生	-	-	-	-	-
Total	總計	90	1,451	288	17	1,846

* Mr. Wu Yushu was appointed as the chief executive of the Company.

* 吳鬱抒先生獲委任為本公司主要行政人員。

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

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。

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**9. FIVE HIGHEST PAID EMPLOYEES**

The five highest paid employees during the year included two directors (2022: Nil), details of whose remuneration are set out in note 8 above. Details of the remuneration for the remaining three (2022: five) highest paid employees who are neither a director nor chief executive of the Company are as follows:

		2023	2022
		2023年	2022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	2,554	5,039
Performance related bonus	表現掛鈎花紅	670	569
Pension scheme contributions	退休金計劃供款	69	79
Total	總計	3,293	5,687

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following bands is as follows:

		Number of employees	
		僱員人數	
		2023	2022
		2023年	2022年
Nil to HK\$1,000,000	零至1,000,000港元	-	-
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	3	5
Total	總計	3	5

9. 五名最高薪酬僱員

於年內，五名最高薪酬僱員包括兩名董事在內(2022年：無)，其薪酬詳情載於上文附註8。餘下三名(2022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：

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10. INCOME TAX

- (a) The major components of the income tax expense of the Group during the year are analysed as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Current – Chinese Mainland	即期一年內扣除的		
Charge for the year	中國內地稅項	11,114	1,880
Overprovision in prior years	過往年度超額撥備	–	(3,393)
Deferred tax (note 23)	遞延稅項(附註23)	(1,313)	1,774
Total tax charge for the year	年內扣除的稅項總額	9,801	261

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.

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：

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。

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2023年12月31日**10. INCOME TAX (continued)**

- (a) The major components of the income tax expense of the Group during the year are analysed as follows: (continued)

The provision for current income tax in Chinese Mainland 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.

Guangzhou Zhongkang Digital was accredited as a high and new technology enterprise (“HNTE”) in 2022 and the certification is valid for three years. For the year ended 31 December 2023, Guangzhou Zhongkang Digital was entitled to a preferential PRC Corporate Income tax rate of 15% (31 December 2022: 15%).

Certain of the subsidiaries, which operate in Chinese Mainland, are identified as Small and Micro Enterprises and were entitled to a preferential tax rate of 5% during the year ended 31 December 2023.

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)

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。

廣州中康數字於2022年被認定為高新技術企業(「HNTE」)，證書有效期為三年。截至2023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(2022年12月31日：15%)。

於截至2023年12月31日止年度，於中國內地營運的若干附屬公司被認定為小微企業，享有5%的優惠稅率。

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10. INCOME TAX (continued)

- (b) A reconciliation of the tax expense applicable to profit before tax at the statutory rate in Chinese Mainland to the tax expense at the effective tax rate is as follows:

10. 所得稅(續)

- (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：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Profit before tax	除稅前溢利	110,741	54,474
Tax at the statutory tax rate of 25% in Chinese Mainland (2022: 25%)	按中國內地法定稅率25%計算的稅項(2022年: 25%)	27,685	13,618
Lower tax rates enacted by local authority	當地機關頒佈的較低稅率	(15,100)	(7,818)
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)
Additional deductible allowance for research and development costs	額外可扣減研發開支撥備	(7,531)	(5,523)
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)
Expenses not deductible for tax	不可扣稅開支	283	44
Tax losses utilised from previous years	過往年度未動用稅項虧損	(95)	(2)
Tax losses not recognised	未確認稅項虧損	1,559	1,885
Effect of withholding tax at 10% on the distributable profits of the Group's PRC subsidiaries (note 23)	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23)	3,000	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	9,801	261
Effective tax rate	實際稅率	8.9%	0.5%

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11. DIVIDEND

11. 股息

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Proposed final dividend – HK7.25 cents (2022: HK3.98 cents) per ordinary share	建議末期股息— 每股普通股7.25港仙 (2022年：3.98港仙)	30,000	15,443

The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

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。

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 426,125,312 (2022: 410,666,838) in issue during the year.

The Group had no potentially dilutive ordinary shares in issue during the years ended 31 December 2023 and 2022.

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年內已發行普通股的加權平均數426,125,312股(2022年：410,666,838股)計算。

截至2023年及2022年12月31日止年度，本集團並無潛在攤薄已發行普通股。

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12. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT (continued)

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：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Earnings	盈利		
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	102,032	55,758
		Number of shares 股份數目	
		2023 2023年	2022 2022年
Shares	股份		
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	426,125,312	410,666,838

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13. PROPERTY, PLANT AND EQUIPMENT

13. 物業、廠房及設備

		Electronic equipment 電子設備 RMB'000 人民幣千元	Office equipment and furniture 辦公設備及家具 RMB'000 人民幣千元	Leasehold improvements 租賃物業裝修 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
31 December 2023	2023年12月31日					
At 1 January 2023	2023年1月1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	2,849	84	1,009	441	4,383
At 1 January 2023, net of accumulated depreciation	於2023年1月1日，扣除累計折舊	2,849	84	1,009	441	4,383
Additions	添置	3,030	19	69	-	3,118
Disposals	出售	(4)	-	-	-	(4)
Depreciation provided during the year (note 6)	年內計提的折舊(附註6)	(1,773)	(37)	(488)	(129)	(2,427)
At 31 December 2023, net of accumulated depreciation	於2023年12月31日，扣除累計折舊	4,102	66	590	312	5,070
At 31 December 2023:	於2023年12月31日：					
Cost	成本	12,762	393	2,527	792	16,474
Accumulated depreciation	累計折舊	(8,660)	(327)	(1,937)	(480)	(11,404)
Net carrying amount	賬面淨值	4,102	66	590	312	5,070
31 December 2022	2022年12月31日					
At 1 January 2022	2022年1月1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	3,066	108	727	570	4,471
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	2,849	84	1,009	441	4,383
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	2,849	84	1,009	441	4,383

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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 5 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5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 2022	於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 and 1 January 2023	於2022年12月31日及 2023年1月1日	6,854
Additions	添置	12,457
Lease modifications	租賃修改	(479)
Depreciation charge (note 6)	折舊開支(附註6)	(5,342)
As at 31 December 2023	於2023年12月31日	13,490

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14. LEASES (continued)

(b) Lease liabilities

The carrying amounts of lease liabilities and the movements during the year are as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Carrying amount at 1 January	於1月1日的賬面值	7,127	9,614
New leases	新租賃	12,457	3,015
Accretion of interest recognised (note 7)	已確認利息增幅 (附註7)	640	412
Reduction as a result of lease modifications	因租賃修改產生的 削減	(492)	-
Payments	付款	(5,495)	(5,914)
Carrying amount at 31 December	於12月31日的賬面值	14,237	7,127
Analysed into:	分類為：		
Current portion	流動部分	4,211	3,223
Non-current portion	非流動部分	10,026	3,904

The maturity analysis of lease liabilities is disclosed in note 32 to the financial statements.

14. 租賃(續)

(b) 租賃負債

於年內，租賃負債的賬面值及變動如下：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Carrying amount at 1 January	於1月1日的賬面值	7,127	9,614
New leases	新租賃	12,457	3,015
Accretion of interest recognised (note 7)	已確認利息增幅 (附註7)	640	412
Reduction as a result of lease modifications	因租賃修改產生的 削減	(492)	-
Payments	付款	(5,495)	(5,914)
Carrying amount at 31 December	於12月31日的賬面值	14,237	7,127
Analysed into:	分類為：		
Current portion	流動部分	4,211	3,223
Non-current portion	非流動部分	10,026	3,904

租賃負債的到期情況分析於財務報表附註32披露。

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14. LEASES (continued)

(c) The amounts recognised in profit or loss in relation to leases are as follows:

14. 租賃(續)

(c) 於損益確認的與租賃有關的金額如下：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Interest on lease liabilities	租賃負債利息	640	412
Depreciation charge of right-of-use assets	使用權資產的折舊開支	5,342	5,179
Gains on leases modifications	租賃修改收益	(13)	-
Expense relating to leases of low-value assets (included in administrative expenses and cost of sales)	與低價值資產租賃有關的開支(計入行政開支及銷售成本)	4	4
Expense relating to short-term leases (included in administrative expenses and cost of sales)	與短期租賃有關的開支(計入行政開支及銷售成本)	122	62
Total amount recognised in profit or loss	於損益確認的總金額	6,095	5,657

(d) The total cash outflow for leases is disclosed in note 27(c) to the financial statements.

(d) 租賃現金流出總額披露於財務報表附註27(c)。

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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 2023		
Cost at 1 January 2023, net of accumulated amortisation	2023年12月31日 於2023年1月1日的成本， 扣除累計攤銷	1,590
Additions	添置	292
Amortisation provided during the year (note 6)	年內計提的攤銷(附註6)	(797)
At 31 December 2023	於2023年12月31日	1,085
31 December 2023:		
Cost	於2023年12月31日： 成本	5,328
Accumulated amortisation	累計攤銷	(4,243)
Net carrying amount	賬面淨值	1,085
31 December 2022		
At 1 January 2022	2022年12月31日 2022年1月1日	
Cost	成本	3,707
Accumulated amortisation	累計攤銷	(2,555)
Net carrying amount	賬面淨值	1,152
31 December 2022:		
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	1,590
31 December 2022 and at 1 January 2023:		
Cost	於2022年12月31日及 2023年1月1日： 成本	5,036
Accumulated amortisation	累計攤銷	(3,446)
Net carrying amount	賬面淨值	1,590

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16. INVENTORIES

16. 存貨

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Contract fulfilment costs	履約成本	1,561	2,317

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 RMB2,317,000 (2022: RMB680,000).

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2,317,000元（2022年：人民幣680,000元）。

17. TRADE AND NOTES RECEIVABLES

17. 貿易應收款項及應收票據

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Trade receivables	貿易應收款項	111,351	92,028
Notes receivable	應收票據	2,222	6,287
Impairment	減值	(23,530)	(6,322)
Net carrying amount	賬面淨值	90,043	91,993

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.

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。

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17. TRADE AND NOTES RECEIVABLES (continued) 17. 貿易應收款項及應收票據(續)

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:

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：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Within 6 months	6個月內	67,147	66,345
6 to 12 months	6至12個月	11,653	11,084
1 to 2 years	1至2年	8,268	8,162
2 to 3 years	2至3年	753	115
Total	總計	87,821	85,706

The movements in the loss allowance for impairment of trade receivables are as follows:

貿易應收款項的減值虧損撥備變動如下：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
At beginning of year	於年初	6,322	4,541
Impairment losses, net (note 6)	減值虧損淨額(附註6)	17,607	2,678
Amount written off as uncollectible	撇銷無法收回的金額	(399)	(897)
At end of year	於年末	23,530	6,322

The increase in the loss allowance of RMB17,208,000 (2022: RMB1,781,000) was due to an increase of trade receivable which were aged over 1 year and past due.

虧損撥備增加人民幣17,208,000元(2022年：人民幣1,781,000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。

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17. TRADE AND NOTES RECEIVABLES (continued)

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. Generally, trade receivables are written off if past due and are not subject to enforcement activity.

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 2023

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。一般而言，貿易應收款項在逾期時予以註銷，不受強制執行的影響。

下文所載為使用撥備矩陣計算的有關本集團貿易應收款項所承受信貸風險的資料：

於2023年12月31日

		Gross carrying amount	Expected credit loss rate	Expected credit loss
		總賬面值 RMB'000 人民幣千元	預期信貸虧損率	預期信貸虧損 RMB'000 人民幣千元
Current	即期	31,517	2.1%	648
Past due:	逾期：			
Within 1 year	1年內	58,820	9.8%	5,777
Between 1 and 2 years	1至2年	17,638	78.9%	13,909
Between 2 and 3 years	2至3年	2,702	93.3%	2,522
Over 3 years	3年以上	674	100.0%	674
Total	總計	111,351	21.1%	23,530

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17. TRADE AND NOTES RECEIVABLES 17. 貿易應收款項及應收票據(續)
(continued)

As at 31 December 2022

於2022年12月31日

		Gross carrying amount	Expected credit loss rate	Expected credit loss
		總賬面值 RMB'000 人民幣千元	預期信貸 虧損率	預期信貸虧損 RMB'000 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
Total	總計	92,028	6.9%	6,322

The Group's notes receivable are all aged within one year and 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。

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18. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

18. 預付款項、其他應收款項及其他資產

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Prepayments	預付款項	3,900	3,842
Prepaid expenses	預付開支	713	856
Other receivables	其他應收款項	14,609	2,772
Prepayment for repurchase of shares	購回股份預付款項	35,659	2,410
Other assets	其他資產	1,572	11,433
		56,453	21,313
Impairment loss	減值虧損	(6,797)	(325)
Total	總計	49,656	20,988

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.

Included in the Group's other assets, RMB10,000,000 was prepayment for a potential acquisition as at 31 December 2022. During the year ended 31 December 2023, the Group decided to terminate the potential acquisition transaction.

As at 31 December 2023, the Group estimated the expected credit losses for other receivables to be RMB6,797,000 (31 December 2022: 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日計入本集團其他資產的人民幣10,000,000元為一項潛在收購的預付款項。截至2023年12月31日止年度，本集團決定終止潛在收購交易。

於2023年12月31日，本集團預計其他應收款項的預期信貸虧損為人民幣6,797,000元(2022年12月31日：人民幣325,000元)。

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18. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS (continued)

The movements in the loss allowance for impairment of other receivables were as follows:

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
At beginning of year	年初	325	325
Impairment losses, net (note 6)	減值虧損淨額(附註6)	6,472	-
At end of year	年末	6,797	325

Other receivables are non-interest-bearing, unsecured and repayable on demand.

18. 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。

19. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

		2023	2022
		2023年	2022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	-	2,098

The above unlisted investments represented certain financial products issued by commercial banks in Chinese Mainland. 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. 按公平值計入損益的金融資產

上述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。

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20. CASH AND CASH EQUIVALENTS

20. 現金及現金等價物

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Cash and bank balances	現金及銀行結餘	61,804	246,798
Time deposits	定期存款	571,532	418,766
Subtotal	小計	633,336	665,564
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的無抵押定期存款	(344,028)	(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的無抵押定期存款	(165,377)	(80,772)
Cash and cash equivalents	現金及現金等價物	123,931	409,318
Denominated in:	以下列貨幣計值：		
RMB	人民幣	90,220	346,680
US\$	美元	33,475	61,919
SGD	新加坡元	141	-
HK\$	港元	95	719
Cash and cash equivalents	現金及現金等價物	123,931	409,318

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20. CASH AND CASH EQUIVALENTS (continued)

The RMB is not freely convertible into other currencies, however, under Chinese Mainland'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.

21. TRADE PAYABLES

20. 現金及現金等價物(續)

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。

21. 貿易應付款項

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Trade payables	貿易應付款項	13,109	14,665

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21. TRADE PAYABLES (continued)

An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Within 3 months	於3個月內	11,128	11,834
4 to 6 months	4至6個月	366	623
7 to 12 months	7至12個月	1,326	1,968
Over 1 years	1年以上	289	240
Total	總計	13,109	14,665

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。

22. OTHER PAYABLES AND ACCRUALS

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Payroll payables	應付薪酬	26,497	27,887
Contract liabilities (a)	合約負債(a)	28,698	35,997
Tax payables other than income tax	應付稅項(所得稅除外)	4,379	7,225
Other payables (b)	其他應付款項(b)	3,966	3,030
Total	總計	63,540	74,139

22. 其他應付款項及應計費用

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22. OTHER PAYABLES AND ACCRUALS 22. 其他應付款項及應計費用(續)
(continued)

(a) Details of contract liabilities are as follows:

(a) 合約負債詳情如下：

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Types of goods or services by product category	按產品類型劃分的貨品或服務類別		
Data Insight Solutions	數據洞察解決方案	12,023	17,379
Data-driven Publications and Events	數據驅動發佈及活動	4,278	8,362
SaaS products	SaaS產品	12,397	10,256
Total	總計	28,698	35,997

Contract liabilities include short-term advances received before the services are rendered. The decrease in contract liabilities in 2023 was mainly due to the decrease 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2023年度的合約負債減少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減少所致。

(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。

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23. DEFERRED TAX

The movements in deferred tax assets and liabilities during the reporting period are as follows:

31 December 2023

Deferred tax assets

		Impairment of trade receivables 貿易應收 款項減值 RMB'000 人民幣千元	Lease liabilities 租賃負債 RMB'000 人民幣千元	Total deferred tax assets 遞延稅項 資產總額 RMB'000 人民幣千元
At 1 January 2023	於2023年1月1日	714	604	1,318
Deferred tax credited to profit or loss during the year (note 10)	年內計入自損益的遞 延稅項(附註10)	2,670	1,369	4,039
Gross deferred tax assets at 31 December 2023	於2023年12月31日的 遞延稅項資產總值	3,384	1,973	5,357

Deferred tax liabilities

遞延稅項負債

		Withholding taxes 預扣稅 RMB'000 人民幣千元	Right-of-use assets 使用權資產 RMB'000 人民幣千元	Total deferred tax liabilities 遞延稅項 負債總額 RMB'000 人民幣千元
At 1 January 2023	於2023年1月1日	1,544	632	2,176
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)	1,456	1,270	2,726
Gross deferred tax liabilities at 31 December 2023	於2023年12月31日 的遞延稅項負債 總額	3,000	1,902	4,902

23. 遞延稅項

於報告期內，遞延稅項資產及負債的變動如下：

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遞延稅項資產

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23. DEFERRED TAX (continued)

The movements in deferred tax assets and liabilities during the reporting period are as follows: (continued)

31 December 2022
Deferred tax assets

23. 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)

2022年12月31日
遞延稅項資產

		Impairment of trade receivables 貿易應收 款項減值 RMB'000 人民幣千元	Impairment of other receivables 其他應收 款項減值 RMB'000 人民幣千元	Lease liabilities 租賃負債 RMB'000 人民幣千元	Total deferred tax assets 遞延稅項 資產總額 RMB'000 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)	於2022年1月1日 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	714	-	604	1,318

Deferred tax liabilities

遞延稅項負債

		Withholding taxes 預扣稅 RMB'000 人民幣千元	Right-of-use assets 使用權資產 RMB'000 人民幣千元	Total deferred tax liabilities 遞延稅項 負債總額 RMB'000 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)	於2022年1月1日 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	1,544	632	2,176

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23. DEFERRED TAX (continued)

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:

23. 遞延稅項(續)

就呈列而言，若干遞延稅項資產及負債已於財務狀況表中抵銷。以下為便於財務報告之本集團遞延稅項結餘的分析：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Net deferred tax assets recognised in the consolidated statement of financial position	於綜合財務狀況表中確認的遞延稅項資產淨額	3,455	686
Net deferred tax liabilities recognised in the consolidated statement of financial position	於綜合財務狀況表中確認的遞延稅項負債淨額	(3,000)	(1,544)

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：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Tax losses	稅項虧損	50,649	67,994

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2023年12月31日**23. DEFERRED TAX (continued)**

The above tax losses arising in Chinese Mainland 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.

The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in Chinese Mainland in respect of earnings generated from 1 January 2008. The applicable rate is 10% for the Group.

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 Chinese Mainland for use in future operations and investments. At 31 December 2023, deferred tax of RMB3,000,000 (2022: RMB1,544,000) 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 Chinese Mainland. The aggregate amount of temporary differences associated with investments in subsidiaries in Chinese Mainland for which deferred tax liabilities have not been recognised totalled approximately RMB260,960,000 at 31 December 2023 (31 December 2022: RMB214,526,000).

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

23. 遞延稅項(續)

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。

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。本集團適用的稅率為10%。

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2023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3,000,000元(2022年：人民幣1,544,000元)。於2023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260,960,000元(2022年12月31日：人民幣214,526,000元)。

本公司向其股東派付股息並無所得稅後果。

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24. SHARE CAPITAL AND TREASURY SHARES 24. 股本及庫存股份

		2023 2023年	2022 2022年
Authorised:	法定：		
2,000,000,000 (2022:	2,000,000,000 股 (2022 年 :		
2,000,000,000) ordinary	2,000,000,000 股) 每股		
shares of US\$0.01 each	面值 0.01 美元的普通股		
US\$'000	千美元	20,000	20,000
Issued and fully paid:	已發行及繳足：		
451,770,000 (2022:	451,770,000 股 (2022 年 :		
451,770,000) ordinary	451,770,000 股) 每股		
shares of US\$0.01 each	面值 0.01 美元的普通股		
US\$'000	千美元	4,518	4,518
RMB'000	人民幣千元	30,384	30,384

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24. SHARE CAPITAL AND TREASURY SHARES (continued) 24. 股本及庫存股份(續)

A summary of movements in the Company's share capital is as follows:

本公司股本的變動概要如下：

		Notes 附註	Number of shares in issue 已發行 股份數目	Share capital 股本 RMB'000 人民幣千元	Treasury shares 庫存股份 RMB'000 人民幣千元
At 1 January 2022	於2022年1月1日	(a)	5,000,000	322	–
Initial public offering	首次公開發售	(b)	75,000,000	5,047	–
Capitalisation issue	資本化發行	(c)	370,000,000	24,896	–
Exercise of the over-allotment option	行使超額配股權	(d)	1,770,000	119	–
Shares repurchased	購回股份	(e)	–	–	(101,121)
At 31 December 2022 and 1 January 2023	於2022年12月31日及 2023年1月1日		451,770,000	30,384	(101,121)
Shares repurchased	購回股份	(f)	–	–	(77,977)
At 31 December 2023	2023年12月31日		451,770,000	30,384	(179,098)

Notes:

附註：

(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.

(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。



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24. SHARE CAPITAL AND TREASURY SHARES (continued)

Notes: (continued)

(b) 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.

(c) 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.

(d) 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.

(e) In 2022, the Company purchased 20,585,500 of its shares on the Stock Exchange at a total consideration of approximately HK\$112,865,000 (equivalent to approximately RMB101,121,000) for a share award scheme.

(f) In 2023, the Company purchased 16,228,000 of its shares on the Stock Exchange at a total consideration of approximately HK\$86,459,000 (equivalent to approximately RMB77,977,000) for a share award scheme.

附註：(續)

(b) 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。

(c) 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。

(d) 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。

(e) 2022年，本公司就股份獎勵計劃，按總代價約112,865,000港元（相等於約人民幣101,121,000元）在聯交所購回20,585,500股股份。

(f) 2023年，本公司就股份獎勵計劃，按總代價約86,459,000港元（相等於約人民幣77,977,000元）在聯交所購回16,228,000股股份。

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25. 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.

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.

25. 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。

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%。

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26. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS

Details of the Group's subsidiaries that have material non-controlling interests are set out below:

26. 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：

		2023 2023年	2022 2022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 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%

		2023 2023年 RMB'000 人民幣千元	2022 2022年 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	98	14
Sinohealth Tong	中康通	(241)	48
Sinohealth Ruima	中康瑞馬	970	(247)
Sinohealth Jianshu	中康健數	715	(1,196)
Sinohealth Tongrun	中康通潤	(460)	394

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26. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS (continued)

26. 擁有重大非控股權益的部分擁有附屬公司(續)

		2023 2023年 RMB'000 人民幣千元	2022 2022年 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		
Xinkang Information	累計結餘：	40	138
Sinohealth Tong	心康信息	1,126	885
Sinohealth Ruima	中康通	(330)	640
Sinohealth Jianshu	中康瑞馬	(4,590)	(3,883)
Sinohealth Tongrun	中康健數	854	394

The following tables illustrate the summarised financial information of the above subsidiaries. The amounts disclosed are before any inter-company eliminations:

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：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Revenue	收入	35,980	38,802
Other income and gains	其他收入及收益	1,974	286
Total expenses	開支總額	(41,364)	(42,706)
Loss for the year	年內虧損	(3,410)	(3,618)
Total comprehensive loss for the year	年內全面虧損總額	(3,410)	(3,618)

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26. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS (continued) 26. 擁有重大非控股權益的部分擁有附屬公司(續)

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Current assets	流動資產	26,748	28,651
Non-current assets	非流動資產	2,509	5,269
Current liabilities	流動負債	(37,221)	(36,462)
Non-current liabilities	非流動負債	(1,422)	(1,541)
		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Net cash flows from operating activities	經營活動所得現金流量淨額	590	372
Net cash flows (used in)/from investing activities	投資活動(所用)/所得現金流量淨額	(42)	2,329
Net cash flows used in financing activities	融資活動所用現金流量淨額	(1,589)	(1,907)
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物(減少)/增加淨額	(1,041)	794

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27. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS 27. 綜合現金流量表附註

(a) Major non-cash transaction

During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of RMB12,457,000 (2022: RMB3,015,000) in respect of lease arrangements for office premises.

(b) Changes in liabilities arising from financing activities

(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12,457,000元(2022年：人民幣3,015,000元)。

(b) 融資活動產生的負債變動

		Lease liabilities 租賃負債 RMB'000 人民幣千元	Dividend payables 應付股息 RMB'000 人民幣千元
At 1 January 2022	於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	7,127	-
At 31 December 2022 and 1 January 2023	於2022年12月31日及 2023年1月1日	7,127	-
New leases	新租賃	12,457	-
Dividends declared	宣派股息	-	15,753
Reduction as a result of lease modifications	因租賃修改產生的削減	(492)	-
Changes from financing cash flows	融資現金流量變動	(5,495)	(15,753)
Interest expense	利息開支	640	-
At 31 December 2023	於2023年12月31日	14,237	-



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27. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

(c) Total cash outflow for leases

The total cash outflow for leases included in the consolidated statement of cash flows is as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Within operating activities	於經營活動內	126	66
Within financing activities	於融資活動內	5,495	5,914
Total	總計	5,621	5,980

28. COMMITMENTS

At the end of the Reporting Period, the Group did not have any significant commitments (31 December 2022: Nil).

27. 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：

28. 承擔

於報告期末，本集團並無任何重大承擔(2022年12月31日：無)。

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29. RELATED PARTY TRANSACTIONS

The Group's principal related parties are as follows:

Company	Relationship with the Company
Wellmark Link Limited	Shareholder
WLF Investment Holdings Limited	Shareholder
Ms. Wu Meirong	Intermediate 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
Jiangxi Yaoshunshun Medicine Company Limited **	An associate (before 29 August 2022)

29. 關聯方交易

本集團的主要關聯方如下：

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	中間股東
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
江西藥順順藥業有限公司**	一家聯營公司 (2022年8月29日前)

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29. RELATED PARTY TRANSACTIONS (continued)

The Group's principal related parties are as follows:
(continued)

Company	Relationship with the Company
Guangzhou Zhonghui Medical Technology Company Limited	An entity influenced significantly by a director, Mr. Wu Yushu
Guangzhou Yishutong Technology Company Limited	An entity influenced significantly by a director, Mr. Wu Yushu
Guangzhou Runer Ophthalmic Biotechnology Company Limited	An entity influenced significantly by a shareholder, Ms. Wu Meirong
Guangzhou Zerui Pharmaceutical Company Limited	An entity influenced significantly by a shareholder, Ms. Wu Meirong
Guangzhou Yipinhong Pharmaceutical Company Limited	An entity influenced significantly by a shareholder, Ms. Wu Meirong

* Mr. Tang Keke resigned as key management personnel on 4 May 2023.

** The investment in Jiangxi Yaoshunshun Medicine Company Limited was disposed of by a subsidiary of the Company to a third party on 29 August 2022.

本集團的主要關聯方如下：(續)

本公司	與本公司的關係
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
廣州易數通科技有限公司	受董事吳鬱抒先生重大影響的實體
廣州潤爾眼科生物科技公司	受股東吳美容女士重大影響的實體
廣東澤瑞藥業有限公司	受股東吳美容女士重大影響的實體
廣州一品紅制藥有限公司	受股東吳美容女士重大影響的實體

* 唐珂軻先生於2023年5月4日辭任主要管理人員。

** 本公司一間附屬公司已於2022年8月29日將於江西藥順順藥業有限公司的投資出售予一名第三方。

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29. RELATED PARTY TRANSACTIONS 29. 關聯方交易(續)
(continued)

(a) The Group had the following transactions with related parties during the year:

(a) 年內本集團與關聯方之間有以下交易：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Sales to related parties:	向關聯方出售：		
Guangzhou Yishutong Technology Company Limited	廣州易數通科技有限公司	59	—
Guangzhou Runer Ophthalmic Biotechnology Company Limited	廣州潤爾眼科生物科技有限公司	94	—
Guangzhou Zerui Pharmaceutical Company Limited	廣東澤瑞藥業有限公司	24	—
Guangzhou Yipinhong Pharmaceutical Company Limited	廣州一品紅制藥有限公司	18	—
Jiangxi Yaoshunshun Medicine Company Limited	江西藥順順藥業有限公司	—	60

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29. RELATED PARTY TRANSACTIONS (continued)

(a) The Group had the following transactions with related parties during the year: (continued)

(a) 年內本集團與關聯方之間有以下交易：(續)

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Purchases of services from related parties*:	向關聯方購買服務*：		
Guangzhou Yishutong Technology Company Limited	廣州易數通科技有限公司	371	-
Guangzhou Zhonghui Medical Technology Company Limited	廣州中惠醫療科技有限公司	1,308	1,180
Depreciation of right-of-use assets***:	使用權資產折舊***：		
Ms. Wu Meirong	吳美容女士	504	269
Interest expense on lease liabilities***:	租賃負債的利息開支***：		
Ms. Wu Meirong	吳美容女士	51	35

* The sales to the related parties were made according to the prices and terms mutually agreed between the parties.

* 向關聯方銷售乃根據雙方共同協定的價格及條款作出。

** The purchases from the related parties were made according to the prices and terms mutually agreed between the parties.

** 向關聯方的購買乃根據雙方共同協定的價格及條款作出。

*** 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.

*** 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載於財務報表附註14(b)。

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29. RELATED PARTY TRANSACTIONS (continued) **29. 關聯方交易(續)**

(b) The Group had the following outstanding balances with related parties:

(b) 本集團與關聯方有以下未償還結餘：

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Due from Ms. Wu Meirong*	應收吳美容女士款項*	45	—
Due to Guangzhou Yishutong Technology Company Limited*	應付廣州易數通科技 有限公司的款項*	126	—
Due to Guangzhou Runer Ophthalmic Biotechnology Company Limited*	應付廣州潤爾眼科生物 科技有限公司的款項*	59	—
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*	247	355

* The above amounts due from/to the related parties were trade in nature, unsecured, interest-free and repayable on demand.

* 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。

31 December 2023
2023年12月31日**29. RELATED PARTY TRANSACTIONS (continued)** **29. 關聯方交易(續)**

(c) Compensation of key management personnel of the Group:

(c) 本集團主要管理人員的薪酬：

	2023	2022
	2023年	2022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	2,665	4,221
Performance related bonuses 表現掛鈎花紅	930	706
Pension scheme contributions 退休金計劃供款	35	42
Total compensation paid to key management personnel 已付主要管理人員的薪酬總額	3,630	4,969

Further details of directors' and the chief executive's emoluments are included in note 8 to the financial statements.

董事及最高行政人員薪酬的進一步詳情載於財務報表附註8。

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30. 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 2023

Financial assets

		Financial assets at amortised cost 按攤銷成本列賬的金融資產 RMB'000 人民幣千元
Trade and notes receivables	貿易應收款項及應收票據	90,043
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	7,812
Time deposits	定期存款	509,405
Cash and cash equivalents	現金及現金等價物	123,931
Total	總計	731,191

Financial liabilities

		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	13,109
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	3,966
Due to related parties	應付關聯方款項	432
Lease liabilities	租賃負債	14,237
Total	總計	31,744

30. 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：

2023年12月31日

金融資產

		Financial assets at amortised cost 按攤銷成本列賬的金融資產 RMB'000 人民幣千元
Trade and notes receivables	貿易應收款項及應收票據	90,043
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	7,812
Time deposits	定期存款	509,405
Cash and cash equivalents	現金及現金等價物	123,931
Total	總計	731,191

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	13,109
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	3,966
Due to related parties	應付關聯方款項	432
Lease liabilities	租賃負債	14,237
Total	總計	31,744

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30. FINANCIAL INSTRUMENTS BY CATEGORY
(continued)

The carrying amounts of each of the categories of financial instruments as at the end of reporting period are as follows: (continued)

31 December 2022

Financial assets

30. 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)

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 RMB'000 人民幣千元	Financial assets at amortised cost 按攤銷成本列賬的金融資產 RMB'000 人民幣千元	Total 總計 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		-	256,246	256,246
Cash and cash equivalents	現金及現金等價物	-	409,318	409,318
Total	總計	2,098	770,329	772,427

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30. FINANCIAL INSTRUMENTS BY CATEGORY (continued) **30. 按類別劃分的金融工具(續)**
金融資產(續)

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	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
Total	總計	25,177



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31. 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 Chinese Mainland. 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.

31. 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。

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31. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

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

31. 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之公平值計量層級：

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 總計 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

The Group did not have any financial assets measured at fair value as at 31 December 2023.

The Group did not have any financial liabilities measured at fair value as at 31 December 2023 (31 December 2022: 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.

於2023年12月31日，本集團並無按公平值計量之金融資產。

於2023年12月31日，本集團並無任何按公平值計量的金融負債(2022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。



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32. 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).

32. 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。

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32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued) **32. 財務風險管理目標及政策(續)**
Foreign currency risk (continued) **外匯風險(續)**

		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 2023	2023年12月31日		
If the RMB weakens against the US\$	倘人民幣兌美元貶值	5	18,588
If the RMB strengthens against the US\$	倘人民幣兌美元升值	5	(18,588)
If the RMB weakens against the HK\$	倘人民幣兌港元貶值	5	5
If the RMB strengthens against the HK\$	倘人民幣兌港元升值	5	(5)
If the RMB weakens against the SGD	倘人民幣兌新加坡元貶值	5	8
If the RMB strengthens against the SGD	倘人民幣兌新加坡元升值	5	(8)
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)

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.

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。

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32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk (continued)

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 2023

32. 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

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。

於2023年12月31日

		12-month ECLs		Lifetime ECLs		Total
		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	
		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*	-	-	-	111,351	111,351
Notes receivable**	應收票據**	2,222	-	-	-	2,222
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**	4,284	-	-	-	4,284
- Doubtful**	- 可疑**	-	10,000	325	-	10,325
Time deposits	定期存款					
- Not yet past due	- 尚未逾期	509,405	-	-	-	509,405
Cash and cash equivalents	現金及現金等價物					
- Not yet past due	- 尚未逾期	123,931	-	-	-	123,931
Total	總計	639,842	10,000	325	111,351	761,518

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32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk (continued)

Maximum exposure and year-end staging (continued)

As at 31 December 2022

32. 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2022年12月31日

		12-month	Lifetime ECLs			Total
		ECLs	Simplified			
		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	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*	-	-	-	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
Total	總計	684,298	-	325	92,028	776,651



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32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk (continued)

Maximum exposure and year-end staging (continued)

- * For trade receivables to which the Group applies the simplified approach for impairment, further information is disclosed in note 17 to the financial statements.
- ** 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”.

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 17 and 18 to the financial statements, respectively.

32. 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)

- * 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17披露。
- ** 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」。

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17及18披露。

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32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

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:

32. 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：

		31 December 2023 2023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	1,981	11,128	-	-	-	13,109
Lease liabilities	租賃負債	-	1,170	3,640	7,162	3,545	15,517
Due to related parties	應付關聯方款項	432	-	-	-	-	432
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	3,966	-	-	-	-	3,966
Total	總計	6,379	12,298	3,640	7,162	3,545	33,024

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32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk (continued)

32. 財務風險管理目標及政策(續)

流動資金風險(續)

		31 December 2022 2022年12月31日					
		On demand 按要求	Less than 3 months 少於3個月	3 to 12 months 3至12個月	1 to 3 years 1至3年	Over 3 years 3年以上	Total 總計
		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
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 related parties	應付關聯方款項	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
Total	總計	6,216	13,356	1,984	3,997	-	25,553

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 2023 and 2022.

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2023年及2022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。

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財務報表附註

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32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)
Capital management (continued)

The Group monitors capital using a gearing ratio, which is calculated by dividing total liabilities by total equity, was 13.9% as at 31 December 2023 (31 December 2022: approximately 14.9%). The gearing ratios as at the end of reporting period were as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Total liability	總負債	97,287	103,237
Total equity	總權益	700,454	693,236
Gearing ratio	資本負債比率	13.9%	14.9%

33. EVENTS AFTER THE REPORTING PERIOD

On 5 February 2024, Sinohealth Information and Foshan Heheng Equity Investment Partnership (Limited Partnership) (Foshan Heheng, 佛山合恒股權投資合夥企業(有限合夥)), a non-wholly owned partnership of Mr. Wu Yushu and Ms. Wang Lifang, the executive directors of the Company, entered into an equity transfer agreement and a Partnership Property Share Transfer Agreement for the acquisition of 50.6% equity interests in Guangzhou Zhonghui Medical Technology Company Limited at a consideration of RMB12,239,000.

Upon completion of the acquisition, Guangzhou Zhonghui Medical Technology Company Limited will become an indirect non-wholly owned subsidiary of the Company.

32. 財務風險管理目標及政策(續)

資本管理(續)

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2023年12月31日為13.9%（2022年12月31日：約14.9%）。於報告期末，資本負債比率如下：

33. 報告期後事項

於2024年2月5日，中康資訊與佛山合恒股權投資合夥企業(有限合夥)(本公司執行董事吳鬱抒先生與王莉芳女士的非全資持有合夥企業)簽訂股權轉讓協議及合夥企業財產份額轉讓協議，以收購廣州中惠醫療科技有限公司50.6%股權，代價為人民幣12,239,000元。

收購完成後，廣州中惠醫療科技股份有限公司將成為本公司之間接非全資附屬公司。

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34. STATEMENT OF FINANCIAL POSITION OF THE COMPANY 34. 本公司財務狀況表

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

有關本公司於報告期末的財務狀況表的資料如下：

		2023 2023年 RMB'000 人民幣千元	2022 2022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	-	-
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	36,051	2,812
Due from subsidiaries	應收附屬公司款項	180,420	203,701
Cash and cash equivalents	現金及現金等價物	33,450	62,443
Time deposits	定期存款	344,028	175,474
Total current assets	流動資產總值	593,949	444,430
CURRENT LIABILITIES	流動負債		
Other payables and accruals	其他應付款項及應計款項	3	89
Due to a subsidiary	應付一家附屬公司款項	232,084	9,077
Total current liabilities	流動負債總額	232,087	9,166
NET CURRENT ASSETS	流動資產淨值	361,862	435,264
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債	361,862	435,264
Net assets	資產淨值	361,862	435,264
EQUITY	股權		
Share capital	股本	30,384	30,384
Treasury shares	庫存股份	(179,098)	(101,121)
Reserves (note)	儲備（附註）	510,576	506,001
Total equity	總權益	361,862	435,264

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34. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

34. 本公司財務狀況表(續)

Note:

A summary of the Company's reserves is as follows:

附註：

本公司儲備的概要如下：

		Share premium 股份溢價 RMB'000 人民幣千元	Retained profits 保留溢利 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2022	於2022年1月1日	183,858	(2,573)	181,285
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	因首次公開發售而發行股份	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 expenses	股份發行開支	(9,077)	-	(9,077)
At 31 December 2022 and 1 January 2023	於2022年12月31日及2023年1月1日	477,339	28,662	506,001
Total comprehensive income for the year	年內全面收入總額	-	4,575	4,575
At 31 December 2023	於2023年12月31日	477,339	33,237	510,576

35. APPROVAL OF THE FINANCIAL STATEMENTS

35. 財務報表的批准

The financial statements were approved and authorised for issue by the board of directors on 28 March 2024.

財務報表已於2024年3月28日由董事會批准及授權刊發。

“AI”		artificial intelligence
「AI」	指	人工智能
“AI-MDT”		artificial intelligence multi-disciplinary treatment, it refers to the customized health management solution we provide for medical examination users, which uses AI technology to conduct multi-disciplinary comprehensive analysis and evaluation of medical examination reports of medical examination users
「A-MDT」	指	人工智能多學科治療指我們為體檢用戶提供的定制化健康管理解決方案，是利用AI技術對體檢用戶的體檢報告進行多學科綜合分析與評估
“Articles of Association”		the articles of association of the Company (as amended from time to time)
「組織章程細則」	指	本公司的組織章程細則（經不時修訂）
“Audit Committee”		the audit committee of the Board
「審核委員會」	指	董事會下設的審核委員會
“Board”		the board of Directors
「董事會」	指	董事會
“B2C”		Business-to-Customer, sell products and services directly to consumers
「B2C」	指	Business-to-Customer，直接面向消費者銷售產品和服務
“CG Code”		the Corporate Governance Code as set out in Appendix C1 to the Listing Rules
「企業管治守則」	指	上市規則附錄C1所載企業管治守則

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釋義

“China” or “PRC”		the People’s Republic of China, but for the purpose of this interim 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
「中國」	指	中華人民共和國，但僅就本報告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
“CHIS”		Chinese Health Industry Intelligence Information System, one of the Group’s SaaS products that provides customers with industry information inquiry, retail data inquiry, drug database and other functions
「開思」	指	中國健康產業智能情報系統，本集團智慧決策雲一款SaaS產品，為客戶提供行業資訊查詢、零售端數據查詢、藥品數據庫等功能
“Connected Person(s)”		has the meaning ascribed to it in the Listing Rules
「關連人士」	指	上市規則賦予的涵義
“CPEO”		Health Industry (International) Ecological Conference, China’s health industry forward-looking ecological conference
「西普會」	指	健康產業（國際）生態大會，中國健康產業前瞻性的生態會議
“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

“Contractual Arrangements”	the series of contractual arrangements entered into by Zhongkang Technology, Sinohealth Information and its subsidiaries, the VIE Shareholders and the Other VIE Shareholders, as applicable, on 8 June 2021 and 6 May 2022, the details of which are described in the section headed “Contractual Arrangements” in the Prospectus of the Company
「合約安排」	指 由中康科技、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（如適用）於2021年6月8日及2022年5月6日訂立的一系列合約安排，有關詳情請參閱本公司招股章程「合約安排」一節
“CRO”	Contract Research Organization, An academic or commercial scientific institution that provides specialized services in the research and development process of basic medicine and clinical medicine for pharmaceutical enterprises, medical institutions, small and medium-sized medical device R&D enterprises and other institutions through contract
「合同研究組織」	指 合同研究組織，通過合同形式為製藥企業、醫療機構、中小醫藥醫療器械研發企業等機構在基礎醫學和臨床醫學研發過程中提供專業化服務的一種學術性或商業性的科學機構
“Digital human”	A virtual human figure resembling a real person simulated by computer technology
「數字人」	指 通過計算機技術模擬出一個類似真人的虛擬人形象。
“Director(s)”	the director(s) of the Company
「董事」	指 本公司董事
“DTP”	The direct-to-patient pharmacy model refers to the model in which patients purchase drugs directly from pharmacies and receive professional guidance and services after obtaining prescriptions from hospitals.
「DTP」	指 直接面向患者的藥店模式，即患者在醫院獲得處方後，從藥店直接購買藥品並獲得專業指導與服務的模式。

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釋義

“Eligible Participant”		any individual being an Employee Participant, Related Entity Participant or Service Provider, provided such person is not a connected person of the Group
「合資格參與者」	指	任何僱員參與者、相關實體參與者或服務供應商的個人，但該人士並非本集團的關連人士
“FY2022”		financial year ended 31 December 2022
「2022財年」	指	截至2022年12月31日的財政年度
“FY2023”		financial year ended 31 December 2023
「2023財年」	指	截至2023年12月31日的財政年度
“Global Offering”		the Hong Kong public offering and international offering of the Shares
「全球發售」	指	股份的香港公开发售及國際發售
“Group” or “We”		the Company and its subsidiaries
「本集團」或「我們」	指	本公司及其附屬公司
“HK\$”		Hong Kong dollars, the lawful currency of Hong Kong
「港元」	指	香港法定貨幣港元
“Hong Kong”		the Hong Kong Special Administrative Region of the PRC
「香港」	指	中國香港特別行政區
“ISO”		International Organization for Standardization
「ISO」	指	國際標準化組織

“Lingtong”		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
「瓚通」	指	我們智慧決策雲業務版塊其中一款產品，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，反哺決策的數字化營銷賦能系統
“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”		Health Traffic Conference, our conference platform focused on traffic research and value interaction
「美思會」	指	健康領域流量大會，我們舉辦的專注於流量研究及價值交互的會議平台
“Model Code”		Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules
「標準守則」	指	上市規則附錄C3所載上市發行人董事進行證券交易的標準守則

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釋義

“NLP”		Natural Language Processing, It is an interdisciplinary subject in the fields of computer science, artificial intelligence and linguistics. It mainly studies how to make computers have the ability to understand, process, generate and simulate human language, so as to realize natural dialogue with humans. Through natural language processing technology, machine translation, question answering system, sentiment analysis, text summarization and other applications can be realized.
「NLP」	指	自然語言處理，計算機科學、人工智能和語言學領域的一個交叉學科，主要研究如何使計算機具備理解、處理、生成和模擬人類語言的能力，從而實現與人類進行自然對話，通過自然語言處理技術，可以實現機器翻譯、問答系統、情感分析、文本摘要等多種應用。
“Nomination Committee”		the nomination committee of the Board
「提名委員會」	指	董事會下設的提名委員會
“O2O”		Online To Offline, a form of transaction in which goods or services are booked or placed online and delivered offline
「O2O」	指	Online To Offline，商品或者服務線上預訂或下單，線下完成交付的一種交易形式
“PHCF”		Pharma & Healthcare Conference and Fair, our event held for healthcare industry players
「西鼎會」	指	健康商品交易大會，我們為健康產業參與者舉辦的活動
“Prospectus”		the prospectus of the Company dated 28 June 2022 in connection with the Global Offering
「招股章程」	指	本公司日期為2022年6月28日有關全球發售的招股章程
“Remuneration Committee”		the remuneration committee of the Board
「薪酬委員會」	指	董事會下設的薪酬委員會

“Reporting Period”		Twelve months ended 31 December 2023
「報告期」	指	截至2023年12月31日止十二個月
“RMB”		Renminbi, the lawful currency of China
「人民幣」	指	中國法定貨幣人民幣
“SaaS”		software as a service, a cloud-based software licensing and delivery model in which software and associated data are centrally hosted
「SaaS」	指	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存儲
“SCRM”		Social Customer Relationship Management, engaging with customers through social media and use technology to disseminate, capture and analyze customer data to discover customer needs and maintain long-term customer relationships. Emphasizes customer engagement and two-way interaction more than traditional Customer Relationship Management
「社交型客戶關係管理」	指	社交型客戶關係管理，通過社交媒體與客戶互動，利用技術手段傳播、獲取和分析客戶數據，以發掘客戶需求並維持長期的客戶關係。較傳統客戶關係管理強調客戶參與和雙向互動
“SFO”		the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
「證券及期貨條例」	指	香港法例第571章證券及期貨條例
“Share Option Scheme”		the share option scheme adopted by the Company on 27 April 2022
「購股權計劃」	指	本公司於2022年4月27日採納的購股權計劃
“Share Award Scheme”		the share award scheme adopted by the Company on 5 December 2022
「股份獎勵計劃」	指	本公司於2022年12月5日採納的股份獎勵計劃

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釋義

“Share(s)”		ordinary share(s) of nominal value of US\$0.01 each in the share capital of the Company
「股份」	指	本公司股本中每股面值0.01美元的普通股
“Shareholder(s)”		holder(s) of the Share(s)
「股東」	指	股份持有人
“SIC”		One of SaaS products of the Group’s Smart Retail Cloud business segment, that provide pharmacies with comprehensive services such as operation management, membership management, category management, smart marketing, chronic disease management and pharmaceutical services.
「SIC」	指	本集團智慧零售雲業務版塊一款SaaS產品，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
“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
“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

“TMEC”		the whole industry chain ecological conference we held for the Chinese medicine market segment
「中醫藥生態大會」	指	我們針對中醫藥細分市場舉辦的全產業鏈生態大會
“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
“Trust”		the trust constituted by the Trust Deed
「信託」	指	由信託契據構成的信託
“Trustee”		Futu Trustee Limited, a professional trustee appointed under the Trust Deed to act as trustee of the Trust
「受託人」	指	富途信託有限公司，根據信託契據被任命為信託受託人的專業受託人
“US\$”		United States dollars, the lawful currency of the United States of America
「美元」	指	美國法定貨幣美元
“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 provides customers with integrated contents including customized data-driven marketing solution, improving deployment efficiency, tracking marketing effects in real time and collecting feedback on decision-making
「宜領通」	指	我們智慧零售雲業務版塊一款SaaS產品，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

320 DEFINITIONS

釋義

“Zhongkang Technology”		Guangzhou Zhongkang Digital Technology Co., Ltd. (廣州中康數字科技有限公司), a company established in the PRC with limited liability on 8 April 2019, which is directly owned as to 100% by Sinohealth Technology Limited, 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
“%”		Percent
「%」	指	百分比

Sinohealth Hldg
中康控股

中康控股有限公司

Sinohealth Holdings Limited