



GOOD FELLOW HEALTHCARE HOLDINGS LIMITED 金威醫療集團有限公司

Incorporated in the Cayman Islands with limited liability
(Stock Code: 8143)

Third Quarterly Report

2021/2022



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

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

HIGHLIGHTS

- The Group has recorded total turnover of approximately HK\$39.967 million for the nine months ended 31 December 2021 as compared to a total turnover of approximately HK\$36.554 million recorded in the corresponding period in 2020, representing an increase of approximately 9.34%.
- Profit attributable to owners of the Company for the nine months ended 31 December 2021 was approximately HK\$2.729 million (2020: loss attributable to owners of the Company of approximately HK\$15.880 million).
- Loss attributable to owners of the Company for the three months ended 31 December 2021 was approximately HK\$4.477 million (2020: approximately HK\$6.879 million).
- The Directors do not recommend the payment of a dividend for the nine months ended 31 December 2021 (2020: Nil).

For identification purposes only.

THIRD QUARTERLY RESULTS

The board of directors (the “Board”) of the Company is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (collectively, the “Group”) for the three months and nine months ended 31 December 2021, together with the unaudited comparative figures for the corresponding periods in 2020 as follows:

Condensed Consolidated Statement of Comprehensive Income

For the three months and nine months ended 31 December 2021

	Notes	Three months ended		Nine months ended	
		31 December		31 December	
		2021	2020	2021	2020
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Turnover	3	13,603	14,017	39,967	36,554
Cost of sales		(1,797)	(581)	(6,409)	(7,610)
Gross profit		11,806	13,436	33,558	28,944
Other revenue and income		33	940	2,215	4,799
Reversal of allowance for expected credit losses on other receivables and deposits		–	–	82	–
Gain on disposal of subsidiaries	7	–	–	31,683	–
Selling and distribution expenses		(2,922)	(5,059)	(13,130)	(11,225)
Administrative expenses		(13,708)	(23,170)	(46,056)	(47,186)
Profit/(loss) from operations		(4,791)	(13,853)	8,352	(24,668)
Finance costs		(53)	2,653	(1,365)	(421)
Profit/(loss) before taxation		(4,844)	(11,200)	6,987	(25,089)
Taxation	4	(49)	–	(92)	–

	Three months ended		Nine months ended	
	31 December		31 December	
	2021	2020	2021	2020
<i>Notes</i>	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Profit/(loss) for the period	(4,893)	(11,200)	6,895	(25,089)
Other comprehensive income, net of tax:				
Exchange differences arising on translating foreign operations	381	(583)	4,024	2,339
Release of exchange differences upon disposal of subsidiaries	–	–	(1,794)	–
Total comprehensive profit/(loss) for the period	(4,512)	(11,783)	9,125	(22,750)

Condensed Consolidated Statement of Comprehensive Income

For the three months and nine months ended 31 December 2021

	Notes	Three months ended 31 December		Nine months ended 31 December	
		2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)
Profit/(loss) for the period					
attributable to:					
Owners of the Company		(4,477)	(6,879)	2,729	(15,880)
Non-controlling interests		(416)	(4,321)	4,166	(9,209)
		<u>(4,893)</u>	<u>(11,200)</u>	<u>6,895</u>	<u>(25,089)</u>
Total comprehensive profit/(loss)					
attributable to:					
Owners of the company		(4,063)	(7,462)	4,661	(12,560)
Non-controlling interests		(449)	(4,321)	4,464	(10,190)
		<u>(4,512)</u>	<u>(11,783)</u>	<u>9,125</u>	<u>(22,750)</u>
Dividends	5	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Profit/(loss) per share attributable to					
the owners of the Company					
- Basic (HK cents)	6	<u>(0.159)</u>	<u>(0.244)</u>	<u>0.097</u>	<u>(0.563)</u>
- Diluted (HK cents)		<u>(0.159)</u>	<u>(0.244)</u>	<u>0.097</u>	<u>(0.563)</u>

Unaudited Consolidated Statement of Changes in Equity

For the nine months ended 31 December 2021

	Share capital HK\$'000 (Note (a))	Share premium HK\$'000	Capital reserve HK\$'000	Other reserve HK\$'000	Special reserve HK\$'000	Translation reserve HK\$'000	Statutory reserve HK\$'000 (Note (b))	Accumulated losses HK\$'000	Sub-total HK\$'000	Non-controlling interest HK\$'000	Total equity HK\$'000
At 1 April 2020 (audited)	29,168	440,289	295,610	551	(31,315)	(3,081)	1,173	(654,970)	77,425	(5,658)	71,767
Loss for the period	-	-	-	-	-	-	-	(15,880)	(15,880)	(9,209)	(25,089)
Exchange difference on translating foreign operations	-	-	-	-	-	2,247	-	1,073	3,320	(981)	2,339
Total	-	-	-	-	-	2,247	-	(14,807)	(12,560)	(10,190)	(22,750)
Transfer to statutory reserve	-	-	-	-	-	-	380	-	380	-	380
At 31 December 2020 (unaudited)	29,168	440,289	295,610	551	(31,315)	(834)	1,553	(669,777)	65,245	(15,848)	49,397

	Share capital HK\$'000	Share premium HK\$'000	Capital reserve HK\$'000	Other reserve HK\$'000	Special reserve HK\$'000	Translation reserve HK\$'000	Statutory reserve HK\$'000	Accumulated losses HK\$'000	Sub-total HK\$'000	Non-controlling interest HK\$'000	Total equity HK\$'000
At 1 April 2021 (audited)	29,168	440,289	295,610	(7,457)	(31,315)	(2,086)	1,173	(685,153)	40,229	(7,329)	32,900
Profit for the period	-	-	-	-	-	-	-	2,729	2,729	4,166	6,895
Exchange difference on translating foreign operations	-	-	-	-	-	3,726	-	-	3,726	298	4,024
Release of exchange different upon disposal of subsidiaries	-	-	-	-	-	(1,794)	-	-	(1,794)	-	(1,794)
Total	-	-	-	-	-	1,932	-	2,729	4,661	4,464	9,125
Transfer to statutory reserve	-	-	-	-	-	-	-	-	-	-	-
At 31 December 2021 (unaudited)	29,168	440,289	295,610	(7,457)	(31,315)	(154)	1,173	(682,424)	44,890	(2,865)	42,025

Notes:

- (a) As at 31 December 2021, the total issued share capital of the Company was approximately HK\$29.168 million (31 March 2021: approximately HK\$29.168 million) divided into 2,818,249,944 ordinary shares and 98,500,000 non-voting convertible preference shares (31 March 2021: 2,818,249,944 ordinary shares and 98,500,000 non-voting convertible preference shares) of HK\$0.01 each (31 March 2021: HK\$0.01 each).
- (b) As stipulated by the relevant People's Republic of China ("PRC") laws and regulations, the subsidiaries of the Company established in the PRC shall set aside 10% of its profit after taxation for the statutory surplus reserve fund (except where the reserve balance has reached 50% of the subsidiaries' paid-up capital). The reserve fund can only be used, upon approval by the Board and by the relevant authority, to offset accumulated losses or increase capital.

NOTES TO THE CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (UNAUDITED)

For the three months and nine months ended 31 December 2021

1. Corporate Information

The Company was incorporated in the Cayman Islands on 28 May 2001 as an exempted company with limited liability. The shares of the Company are listed on GEM. The registered office of the Company is at Second Floor, Century Yard, Cricket Square, P.O. Box 902, Grand Cayman, KYI-1103, Cayman Islands. The head office and principal place of business of the Company in Hong Kong is located at Unit 3309, 33rd Floor, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong.

The unaudited condensed consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”), which is the functional currency of the Company, and the functional currency of most of its subsidiaries is Renminbi (“**RMB**”). The Directors considered that it is more appropriate to present the condensed consolidated financial statements in HK\$ as the shares of the Company are listed on GEM. The unaudited condensed consolidated financial statements are presented in thousands of units of HK\$ (HK\$’000), unless otherwise stated.

The Company acts as an investment holding company while its subsidiaries are principally engaged in the provision of general hospital services in the PRC.

2. Basis of preparation and principal accounting policies

The unaudited condensed consolidated financial statements for the nine months ended 31 December 2021 have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”), which is a collective term that includes all applicable HKFRSs, Hong Kong Accounting Standards (“**HKASs**”) and Interpretations (the “**Interpretations**”) issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance and the applicable disclosure requirements of the GEM Listing Rules. The unaudited condensed consolidated financial results have been prepared under the historical cost convention except for certain financial assets and investment properties that are measured at fair value. Historical cost is generally based on the fair value of the consideration of given in exchange of assets.

The accounting policies adopted in preparing the unaudited condensed consolidated financial results for the nine months ended 31 December 2021 are consistent with those used in the preparation of the annual financial statements for the year ended 31 March 2021 (the “**2020/2021 Financial Statements**”), except for the new and revised standards, amendments and interpretations of HKFRSs (“**new and revised HKFRSs**”) issued by HKICPA which have become effective in this period as detailed in notes to the 2020/2021 Financial Statements. The Directors believe that the application of these new and revised HKFRSs has no material impact on the amounts reported and disclosures set out in these unaudited condensed consolidated financial results.

3. Turnover

Turnover represents the revenue from provision of general hospital services during the period. The analysis of the Group's revenue for the period is as follows:

	Three months ended		Nine months ended	
	31 December		31 December	
	2021	2020	2021	2020
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Turnover				
Provision of general hospital services	<u>13,603</u>	<u>14,017</u>	<u>39,967</u>	<u>36,554</u>

4. Taxation

No provision for Hong Kong profits tax has been made in the financial statements as the Group had no assessable profits derived from Hong Kong's operations during the period (2020: Nil).

Corporate income tax of approximately 25% has been provided for the profit generated from provision of general hospital services in the PRC (2020: approximately 25%).

5. Dividends

The Directors do not recommend the payment of a dividend for the nine months ended 31 December 2021 (2020: Nil).

6. Profit/(loss) per share

The calculation of basic loss per share for the three months ended 31 December 2021 was based on the loss attributable to owners of the Company of approximately HK\$4.477 million (2020: approximately HK\$6.879 million) and on the weighted average number of ordinary share of approximately 2,818,249,944 shares (2020: 2,818,249,944 shares).

The calculation of basic profit per share for the nine months ended 31 December 2021 was based on the profit attributable to owners of the Company of approximately HK\$2.729 million (2020: loss attributable to owners of the Company of approximately HK\$15.880 million) and on the weighted average number of ordinary shares of approximately 2,818,249,944 shares (2020: 2,818,249,944 shares).

Diluted profit/(loss) per share was calculated adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. For the three months and nine months ended 31 December 2021, the Company had a category of dilutive potential ordinary shares: share options. For the three months and nine months ended 31 December 2021 and 2020, the calculation of diluted earnings per share did not assume the exercise of the convertible note existed at 31 December 2021 and 2020 as the exercise of the convertible note would increase earnings per share, therefore anti-dilutive.

For the share options a calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average annual market share price of the Company's shares) based on the monetary value of the subscription rights attached to outstanding shares options. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options.

	Three months ended 31 December 2021 HK\$'000 (Unaudited)	Nine months ended 31 December 2021 HK\$'000 (Unaudited)
Profit/(loss) attributable to owners of the Company		
– Profit/(loss) for the purpose of diluted earnings per share	<u>(4,477)</u>	<u>2,729</u>
Weighted average number of ordinary shares in issue	2,818,249,944	2,818,249,944
Adjustments for assumed exercise of share options	<u>–</u>	<u>–</u>
Weighted average number of shares for the purpose of diluted earnings per share	<u>2,818,249,944</u>	<u>2,818,249,944</u>
	Three months ended 31 December 2021	Nine months ended 31 December 2021
– Basic (HK cents)	<u>(0.159)</u>	<u>0.097</u>
– Diluted (HK cents)	<u>(0.159)</u>	<u>0.097</u>

7. Disposal of subsidiaries

On 23 August 2021, Edinburgh International Hospital Management Limited (“**Edinburgh International**”), an indirect non wholly-owned subsidiary of the Company, entered into the disposal agreement with Fujian Pu Yang Hu Lan Investment Co., Ltd.# (福建莆陽壺瀾投資有限責任公司), pursuant to which Edinburgh International and the independent third party agreed to sell and acquire the entire equity interest of Edin Hospital Management (Putian) Co., Ltd.# (愛丁醫院管理(莆田)有限公司)(together with its subsidiary, “**the Target Group**”) at nil consideration (the “**Disposal**”).

Completion of the Disposal took place on 1 September 2021. Upon the completion, the Target Group ceased to be subsidiaries of the Company and the Company had ceased to have any interests in the Target Group and the financial results of the Target Group would no longer be consolidated into the consolidated financial statements of the Group.

Summary of the effects of the Target Group are as follows:

	At 1 September 2021 HK\$'000
Consideration received in cash and cash equivalents	Nil
Analysis of assets and liabilities over which control was lost:	
Property, plant and equipment	89,612
Right-of-use assets	5,063
Inventories	639
Other receivables	4,506
Cash and cash equivalents	168
Trade and other payables	(48,139)
Deferred revenue	(76,008)
Lease liabilities	(9,318)
Net liabilities disposed	<u>(33,477)</u>
Gain on disposal of subsidiaries:	
Consideration to be received	–
Add: Net liabilities disposed of	33,477
Release of translation reserve	(1,794)
Gain on disposal	<u>31,683</u>
Net cash outflow arising on disposal of the Target Group:	
Cash and cash equivalent balances disposed of	<u>(168)</u>

MANAGEMENT DISCUSSION AND ANALYSIS

Financial Review

For the nine months ended 31 December 2021 (the “**period under review**”), the Group recorded a turnover on business operations of approximately HK\$39,967 million (2020: approximately HK\$36,554 million), representing an increase of approximately 9.34% compared to the same period last year. The increase was due to the epidemic situation having stabilized and general hospital services being able to resume gradually. The Company had also closely monitored and reviewed the epidemic situation from time to time to reduce its impact on the provision of services while meeting the demand for its services.

Selling and distribution expenses for the period under review amounted to approximately HK\$13.130 million (2020: approximately HK\$11.225 million), representing an increase of approximately 16.97% compared to the same period last year. The increase was due to the commenced business of Putian Edinburgh Friendship Hospital which had successfully obtained the medical licence for its operation on 17 July 2020 and had conducted a trial run.

Administrative expenses amounted to approximately HK\$46.056 million (2020: approximately HK\$47.186 million), decreased by approximately 2.39%. The decrease was due to the disposal of the Putian Edinburgh Friendship Hospital as disclosed in the announcement and circular of the Company dated 23 August 2021 and 15 September 2021 respectively.

The Group recorded a profit attributable to owners of the Company of approximately HK\$2.729 million for the period under review (2020: loss attributable to owners of the Company of approximately HK\$15.880 million). The increase in profit was mainly due to the recognition of a gain of approximately HK\$31.683 million upon completion of disposal of subsidiaries during the nine months ended 31 December 2021. The loss attributable to owners of the Company for the three months ended 31 December 2021 was approximately HK\$4.477 million (2020: attributable to owners approximately HK\$6.879 million).

Business Review and Outlook

General hospital services

During the nine months ended 31 December 2021, the Group operated two general hospitals in Putian and Beijing (2020: Putian and Beijing), principally engaged in the provision of general hospital services including but not limited to medical wards, surgical wards, medical checkup and examination. The total turnover contributed by these general hospitals for the nine months ended 31 December 2021 was approximately HK\$39.967 million (2020: approximately HK\$36.554 million), representing an increase of approximately 9.34% compared to the same period last year.

Future Prospects

The access to the quality and affordable healthcare services to treat some fast-growing chronic diseases is considered as the key to the implementation of Healthy China Plan (2019-2030). China has become one of the largest countries with more than 249 million seniors who depend on accessible and adequate care. Approximately 180 million of them require special medical treatment of chronic diseases. According to data of the Seventh National Population Census released by the National Bureau of Statistics of China in May 2021, the population aged 60 and over has accounted for approximately 18.70% of the total population in China, representing a year-on-year increase of 5.44% (Among them, the population of 65 years and over is 190.64 million, accounting for 13.50%). As a result, the increasing demands are the driving forces to improve and to expand the existing healthcare infrastructures, including hospitals, clinics and testing facilities across the PRC.

Following the disposal of the hospital in Putian, The Group will continue to operate its existing business, including the hospital in Beijing which provides a steady revenue stream, and development of international diabetes center in Hainan, the PRC which is operated by Edinburgh International Diabetes Hospital (Hainan) Co. Ltd. The international diabetes center aims to introduce clinical proof diabetes diagnosis and treatment technology from international experience to provide diabetes diagnosis and treatment programme in the PRC. Going forward, the management will continue to focus on improving the quality and safety of medical services and optimizing our resources for the better outcomes both medically and financially, and will continue to explore new business opportunities in the medical and related sectors.

Dividends

The Directors do not recommend the payment of a dividend for the nine months ended 31 December 2021 (2020: Nil).

Material Acquisitions and Disposals of Subsidiaries and Affiliated Companies

Disposal of the entire equity interest of Edin Hospital Management (Putian) Co., Ltd.#

On 23 August 2021, Edinburgh International Hospital Management Limited (“**Edinburgh International**”), an indirect non wholly-owned subsidiary of the Company, entered into the disposal agreement with Fujian Pu Yang Hu Lan Investment Co., Ltd.# (福建莆陽壺瀾投資有限責任公司), pursuant to which Edinburgh International and the independent third party agreed to sell and acquire the entire equity interest of Edin Hospital Management (Putian) Co., Ltd.# (愛丁醫院管理(莆田)有限公司) (together with its subsidiary, “**the Target Group**”) at nil consideration (the “**Disposal**”).

Completion of the Disposal took place on 1 September 2021. Upon completion, the Target Group ceased to be subsidiaries of the Company and the Company had ceased to have any interests in the Target Group and the financial results of the Target Group would no longer be consolidated into the consolidated financial statements of the Group.

For more details, please refer to the circular of the Company dated 15 September 2021 and the announcement of the Company dated 23 August 2021.

Save as disclosed, the Group did not have any material acquisitions and disposals of subsidiaries, associates or joint ventures during the nine months ended 31 December 2021.

Resignation of Non-Executive Director, Executive Director and Chief Executive Officer

Dr. Liu Chenli has tendered his resignation as non-executive Director of the Company with effect from 1 December 2021 as he would like to devote more time to pursue other business commitment.

For more details, please refer to the announcement of the Company dated 1 December 2021.

Dr. Jiang Tao has tendered his resignation as an executive Director and the chief executive officer of the Company with effect from 31 May 2021 as due to his personal reason and family commitment. Following Dr. Jiang Tao's resignation as an executive Director and the chief executive officer, he also ceased to be a member of the nomination and corporate governance committee of the Company but Dr. Jiang Tao remained as a director of a non wholly-owned subsidiary of the Company until 27 December 2021.

For more details, please refer to the announcement of the Company dated 31 May 2021.

Significant Events after the Reporting Period

On 4 January 2022, Beijing Zijing Hospital Co., Ltd.# (北京紫荊醫院有限公司) (an indirect non wholly-owned subsidiary of the Company), as tenant, and Beijing Shengrong Huapeng Science and Trade Co., Ltd.# (北京盛榮華鵬科貿有限公司), as landlord, entered into the tenancy agreement in respect of the lease of the property located at 11 Beijing Station East Street, Dongcheng District, Beijing, the PRC# (中國北京市東城區北京站東街11號) for a term of three years, commencing from 1 January 2022 and expiring on 31 December 2024 (both days inclusive) at an annual rent of RMB2,400,000 (equivalent to approximately HK\$2,942,400) for the operation of medical wards, hospitality and office.

For more details, please refer to the announcements of the Company dated 4 January 2022 and 5 January 2022.

Save as disclosed, no significant event took place subsequent to the end of the reporting period.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

Disclosure of Interests

(a) Directors' interests and short positions in the securities of the Company and its associated corporations

As at 31 December 2021, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("SFO")) which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or otherwise notified to the Company and the Stock Exchange pursuant to the required standards of dealings by directors of the Company as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

(i) *Interests in shares and underlying shares of the Company:*

Name of Director	Nature of interest	Number of shares and underlying shares	Position	Approximate percentage of the total issued shares
Mr. Ng Chi Lung	Personal interest	59,000,000	Long	2.09%
	Corporate interest (<i>Note</i>)	1,581,959,460	Long	56.13%
Mr. Zheng Gang	Personal interest	6,044,000	Long	0.21%

Note: The issued share capital of Solar Star Global Limited is owned as to 50% by Mr. Ng Chi Lung, 25% by Ms. Ng Si Wing and 25% by Ms. Ng Yin. Mr. Ng Chi Lung is deemed to be interested in the shares in which Solar Star Global Limited is interested in under Part XV of the SFO.

(ii) Interests in the issued share capital of the Company's associated corporation:

Name of Director	Name of associated corporation	Capacity/ Nature of interest	Number of shares	Position	Approximate percentage of shareholdings in the associated corporation's issued share capital
Nil	-	-	-	-	-

(iii) Interests in share options under share option scheme:

Name of Director	Exercise period	Exercise price	Number of share options granted	Position
Nil	-	-	-	-

Save as disclosed above, as at 31 December 2021, none of the Directors nor the chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under Section 352 of the SFO, or otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

(b) Substantial shareholders' interests and short positions in shares and underlying shares

As at 31 December 2021, other than the interests of a director or chief executive of the Company as disclosed in the paragraph headed "Directors' interests and short positions in securities of the Company and its associated corporations" above, the interests and short positions of persons in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

Name of shareholder	Capacity	Number of shares and underlying shares	Position	Approximate percentage of the total issued shares
Solar Star Global Limited <i>(Note 1)</i>	Beneficial owner	1,581,959,460	Long	56.13%
Ms. Cheng Wai Yin <i>(Note 2)</i>	Interest of spouse	1,640,959,460	Long	58.22%
New Hope International (Hong Kong) Limited <i>(Note 3)</i>	Beneficial owner	343,217,539	Long	12.18%
Southern Hope Enterprise Co., Ltd. [#] (南方希望實業有限公司) <i>(Note 3)</i>	Corporate interest	343,217,539	Long	12.18%
New Hope Group Co., Ltd. [#] (新希望集團有限公司) <i>(Note 3)</i>	Corporate interest	343,217,539	Long	12.18%
Tibet Hengye Feng Industrial Co., Ltd. [#] (西藏恒業鋒實業有限公司) <i>(Note 3)</i>	Corporate interest	343,217,539	Long	12.18%
Mr. Liu Yonghao <i>(Note 3)</i>	Corporate interest	343,217,539	Long	12.18%
Ms. Liu Chang <i>(Note 3)</i>	Corporate interest	343,217,539	Long	12.18%
Ms. Li Wei <i>(Note 4)</i>	Interest of spouse	343,217,539	Long	12.18%

Notes:

- (1) The issued share capital of Solar Star Global Limited is owned as to 50% by Mr. Ng Chi Lung, 25% by Ms. Ng Si Wing and 25% by Ms. Ng Yin. Mr. Ng Chi Lung is deemed to be interested in the shares in which Solar Star Global Limited is interested in under Part XV of the SFO.
- (2) Ms. Cheng Wai Yin is the spouse of Mr. Ng Chi Lung. Ms. Cheng Wai Yin is deemed to be interested in the shares and the convertible preference shares in which Mr. Ng Chi Lung is interested in under Part XV of the SFO.
- (3) New Hope International (Hong Kong) Limited is interested in 343,217,539 shares of the Company. The issued share capital of New Hope International (Hong Kong) Limited is owned as to 75% by Southern Hope Enterprise Co., Ltd.[#] which is in turn owned as to 51% by New Hope Group Co., Ltd.[#] and 49% by Tibet Hengye Feng Industrial Co., Ltd.[#]. Both New Hope Group Co., Ltd.[#] and Tibet Hengye Feng Industrial Co., Ltd.[#] are owned as to 62.34% by Mr. Liu Yonghao, as to 36.35% by Ms. Liu Chang and as to 1.31% by Ms. Li Wei. Mr. Liu Yonghao and Ms. Liu Chang are deemed to be interested in the shares in which New Hope International (Hong Kong) Limited is interested in under the SFO.
- (4) Ms. Li Wei is the spouse of Mr. Liu Yonghao. Ms. Li Wei is deemed to be interested in the shares in which Mr. Liu Yonghao is interested in under Part XV of the SFO.

Save as disclosed above, as at 31 December 2021, the Directors were not aware of any other person (other than the Directors and chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO.

DIRECTORS' RIGHTS TO ACQUIRE SECURITIES

Apart from as disclosed under the heading “Directors’ and chief executive’s interests in shares, underlying shares and debentures of the Company and its associated corporations” above, at no time since incorporation of the Company were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company or of any other body corporate granted to any Directors or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company, its holding company or any of its subsidiaries a party to any arrangement to enable the Directors, their respective spouse or children under 18 years of age to acquire such rights in any other body corporate.

Save as disclosed above, at no time during the period under review was the Company or any of its subsidiaries, associated companies, fellow subsidiaries or holding companies a party to any arrangements to enable the Directors or the chief executive of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate at any time during the period.

SHARE OPTION SCHEME

The Company had adopted a share option scheme on 10 August 2011, the terms of which are in accordance with the provisions of Chapter 23 of the GEM Listing Rules. The share option scheme expired on 10 August 2021. No share option was outstanding nor granted, exercised, cancelled or lapsed under the share option scheme during the nine months ended 31 December 2021.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SHARES

During the period under review, there were no purchases, sales or redemptions of the Company's listed securities by the Company or any of its subsidiaries.

DIRECTORS' INTEREST IN COMPETING BUSINESS

As at 31 December 2021, none of the Directors or their respective associates had any business or interests in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

PRE-EMPTIVE RIGHTS

There are no provisions for the pre-emptive rights under the Company's Articles of Association or the laws of Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company had adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, the Directors have complied with such code of conduct and the required standard of dealings and its code of conduct regarding securities transactions by the Directors throughout the nine months ended 31 December 2021.

CODE ON CORPORATE GOVERNANCE PRACTICES

The Company has complied with the code provisions in the Code on Corporate Governance Practices contained in Appendix 15 of the GEM Listing Rules for the nine months ended 31 December 2021.

REMUNERATION COMMITTEE

The Company established the remuneration committee of the Company (the “**Remuneration Committee**”) on 3 June 2005 in compliance with the code provision. The Remuneration Committee has four members comprising an executive Director, Mr. Zheng Gang, and three independent non-executive Directors, Ms. Wong Ka Wai, Jeanne, Dr. Lam Huen Sum and Mr. Lau Tak Kei Arthur. Ms. Wong Ka Wai, Jeanne is the chairlady of the Remuneration Committee.

The role and function of the Remuneration Committee include the determination of the specific remuneration package of all executive Directors, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and making recommendations to the Board of the remuneration of non-executive Directors. The Remuneration Committee considers factors such as salaries paid by comparable companies, time commitment and responsibilities of the directors, employment conditions elsewhere in the Group and desirability of performance-based remuneration.

NOMINATION AND CORPORATE GOVERNANCE COMMITTEE

On 11 February 2014, the Board resolved to establish a nomination and corporate governance committee of the Company (the “**Nomination and Corporate Governance Committee**”) in place and stead of the previous nomination committee of the Company, which was established on 27 March 2012 in compliance with the code provision. The Nomination and Corporate Governance Committee has four members comprising the chairman, Mr. Ng Chi Lung, and three independent non-executive Directors, Ms. Wong Ka Wai, Jeanne, Dr. Lam Huen Sum and Mr. Lau Tak Kei Arthur. Mr. Ng Chi Lung is the chairman of the Nomination and Corporate Governance Committee.

The primary duties of the Nomination and Corporate Governance Committee include, but are not limited to: (i) reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and making recommendations to the Board regarding any proposed changes; (ii) identifying individuals suitably qualified to become members of the Board and selecting or making recommendations to the Board on the selection of, individuals nominated for directorships; (iii) making recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors in particular the chairman of the Board and the chief executive officer of the Company; and (iv) keeping the effectiveness of the corporate governance and system of internal controls of the Group.

AUDIT COMMITTEE

The Company established the audit committee of the Company (the “**Audit Committee**”) on 2 November 2001, with written terms of reference in compliance with Rules 5.28 to 5.29 of the GEM Listing Rules. The Audit Committee comprises three members comprising all the independent non-executive Directors, Ms. Wong Ka Wai, Jeanne, Dr. Lam Huen Sum and Mr. Lau Tak Kei Arthur. Ms. Wong Ka Wai, Jeanne is the chairlady of the Audit Committee.

The primary duties of the Audit Committee are: (i) to ensure the adequacy and effectiveness of the accounting and financial controls of the Group; (ii) oversee the performance of risk management and internal control systems and financial reporting process; and (iii) monitor the integrity of the financial statements and compliance with statutory and listing requirements and to oversee independence and qualifications of the external auditors.

The Group's unaudited condensed consolidated results for the period under review has not been audited by the auditors of the Company, but were reviewed by the Audit Committee, which was of the opinion that the preparation of such results complied with the applicable accounting standards, the requirements under the GEM Listing Rules and other applicable legal requirements, and that adequate disclosures have been made.

By order of the Board
Good Fellow Healthcare Holdings Limited
Ng Chi Lung
Chairman and Executive Director

Hong Kong, 10 February 2022

For the purpose of illustration only, amounts denominated in RMB in this report have been translated into HK\$ at the rate of RMB1.00 = HK\$1.226. Such translation should not be constructed as a representation that the amounts in question have been, could have been or could be converted at any particular rate at all.

As at the date of this report, the Board comprises Mr. Ng Chi Lung and Mr. Zheng Gang as executive Directors; and Ms. Wong Ka Wai, Jeanne, Dr. Lam Huen Sum and Mr. Lau Tak Kei Arthur as independent non-executive Directors.

This report will be published on the GEM website at www.hkgem.com on the "Latest Company Announcement" page for at least 7 days from the date of publication and on the Company's website at <http://www.gf-healthcare.com>.