



# 金威医疗集团有限公司

Good Fellow Healthcare Holdings Limited

*(incorporated in the Cayman Islands with limited liability)*

(Stock Code: 8143)

## ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 MARCH 2025

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

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

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

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement, 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 announcement 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 announcement misleading.*

## FINANCIAL HIGHLIGHTS

Summary of the results of the Group for the financial year ended 31 March 2025 is as follows:

- Revenue was approximately HK\$16.120 million (2024: approximately HK\$38.962 million), representing a decrease of approximately 58.63% as compared with last year.
- Gross profit was approximately HK\$8.369 million (2024: approximately HK\$18.674 million), representing a decrease of approximately 55.18% as compared with last year.
- The operating loss from the operation was approximately HK\$7.178 million (2024: approximately HK\$16.036 million). Net loss attributable to owners of the Company was approximately HK\$10.127 million (2024: approximately HK\$17.110 million).
- The Directors do not recommend the payment of a final dividend for the year ended 31 March 2025 (2024: Nil).

## RESULTS

The board (the “**Board**”) of directors (the “**Directors**”) of Good Fellow Healthcare Holdings Limited (the “**Company**”) announces the consolidated results of the Company and its subsidiaries (collectively, the “**Group**”) for the year ended 31 March 2025 as follows:

### CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

		For the year ended 31 March	
		2025	2024
	<i>Notes</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
<b>Revenue</b>	5	<b>16,120</b>	38,962
Cost of sales		<u>(7,751)</u>	<u>(20,288)</u>
<b>Gross profit</b>		<b>8,369</b>	18,674
Other revenue	6	<b>987</b>	149
Other loss	7	<b>(7,819)</b>	(2,075)
(Allowance for)/reversal of expected credit losses on other receivables and deposits, net		<b>(1,089)</b>	372
Gain on disposal of subsidiaries		<b>10,458</b>	–
Selling and distribution expenses		<b>(3,105)</b>	(8,918)
Administrative expenses		<b>(15,060)</b>	(20,271)
Fair value gain/(loss) on financial assets at fair value through profit or loss		<b>81</b>	(441)
Impairment loss on non-financial assets		<u>–</u>	<u>(3,526)</u>
<b>Loss from operations</b>		<b>(7,178)</b>	(16,036)
Finance costs	8	<u>(190)</u>	<u>(308)</u>
<b>Loss before taxation</b>		<b>(7,368)</b>	(16,344)
Taxation	10	<u>11</u>	<u>(1,043)</u>
<b>Loss for the year</b>		<u><b>(7,357)</b></u>	<u>(17,387)</u>

	<b>For the year ended 31 March</b>	
	<b>2025</b>	<b>2024</b>
<i>Notes</i>	<b><i>HK\$'000</i></b>	<b><i>HK\$'000</i></b>
<b>Other comprehensive expense for the year</b>		
Items that may be reclassified subsequently to profit or loss:		
Exchange differences on translating foreign operations	(305)	(581)
Reclassification of cumulative translation reserve upon disposal of subsidiaries	(500)	–
<b>Other comprehensive expense for the year</b>	<u>(805)</u>	<u>(581)</u>
<b>Total comprehensive expense for the year</b>	<u><u>(8,162)</u></u>	<u><u>(17,968)</u></u>
<b>Loss for the year attributable to:</b>		
Owners of the Company	(10,127)	(17,110)
Non-controlling interests	2,770	(277)
	<u><u>(7,357)</u></u>	<u><u>(17,387)</u></u>
<b>Total comprehensive expense for the year attributable to:</b>		
Owners of the Company	(10,866)	(17,833)
Non-controlling interests	2,704	(135)
	<u><u>(8,162)</u></u>	<u><u>(17,968)</u></u>
<b>Loss per share attributable to owners of the Company</b>		
– Basic and diluted (HK cents per share)	9	<u><u>(1.80)</u></u>
		<u><u>(3.04)</u></u>

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

		As at 31 March	
		2025	2024
	Notes	HK\$'000	HK\$'000
<b>Non-current assets</b>			
Property, plant and equipment		1,273	16,035
Right-of-use assets		–	4,138
Rental deposits		–	268
		<u>1,273</u>	<u>20,441</u>
<b>Current assets</b>			
Inventories		–	1,063
Trade and other receivables	12	4,414	3,761
Financial assets at fair value through profit or loss		316	237
Cash and bank balances		3,829	3,644
		<u>8,559</u>	<u>8,705</u>
<b>Current liabilities</b>			
Trade and other payables	13	6,053	15,510
Lease liabilities		–	3,006
Borrowings		10,529	7,099
Tax payables		5	–
		<u>16,587</u>	<u>25,615</u>
<b>Net current liabilities</b>		<u>(8,028)</u>	<u>(16,910)</u>
<b>Total assets less current liabilities</b>		<u>(6,755)</u>	<u>3,531</u>

	<b>As at 31 March</b>	
	<b>2025</b>	<b>2024</b>
<i>Notes</i>	<b><i>HK\$'000</i></b>	<b><i>HK\$'000</i></b>
<b>Non-current liabilities</b>		
Lease liabilities	—	2,124
	—	2,124
<b>Net (liabilities)/assets</b>	<b><u>(6,755)</u></b>	<b><u>1,407</u></b>
<b>Capital and reserves</b>		
Share capital	29,168	29,168
Reserves	<u>(35,677)</u>	<u>(24,811)</u>
Equity attributable to owners of the Company	<b>(6,509)</b>	4,357
Non-controlling interests	<u>(246)</u>	<u>(2,950)</u>
<b>Total equity</b>	<b><u>(6,755)</u></b>	<b><u>1,407</u></b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

*For the year ended 31 March 2025*

## 1. CORPORATE INFORMATION

Good Fellow Healthcare Holdings Limited (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 (“**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). Its immediate holding company is Solar Star Global Limited and ultimate controlling party is Mr. Ng Chi Lung, who is also the chairman and Executive Director of the Company. The registered office of the Company is P.O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205, Cayman Islands. The head office and principal place of business of the Company in Hong Kong is located at Room 2101, 21/F, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong.

The 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 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 (together with the Company, the “**Group**”) are principally engaged in the provision of general hospital services in the People’s Republic of China (the “**PRC**”). The principal activities of its subsidiaries are set out in Note 35 to the consolidated financial statements.

## 2. BASIS OF PREPARATION

The consolidated financial statements have been prepared in accordance with HKFRS Accounting Standards issued by the HKICPA and accounting principles generally accepted in Hong Kong. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis, except for financial instruments, which are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

The preparation of financial statements in conformity with HKFRS Accounting Standards requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

As at 31 March 2025, the Group had net liabilities of approximately HK\$6,755,000 and incurred a net loss of approximately HK\$7,357,000 during the year.

In response to these circumstances, the Group completed a rights issue in June 2025. The directors consider that the funds raised from this initiative have effectively strengthened the Group's liquidity position.

The directors have reviewed the Group's cash flow projections cover a period of not less than twelve months from the end of the reporting period. In the opinion of the directors, the Group will have sufficient working capital to finance its operations and to meet its financial obligations when they fall due within the next twelve months from the end of the reporting period. As such, the estimates and underlying assumptions are reviewed on an ongoing basis.

### **3. APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS**

#### ***Amendments to HKFRS Accounting Standards that are mandatorily effective for the current year***

In the current year, the Group has applied the following amendments to HKFRS Accounting Standards issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") for the first time, which are mandatorily effective for the Group's annual period beginning on 1 April 2024 for the preparation of the consolidated financial statements:

Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)
Amendments to HKAS 1	Non-current Liabilities with Covenants
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements

The application of the amendments to HKFRS Accounting Standards in the current year has had no material impact on the Group's financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

## ***New and amendments to HKFRS Accounting Standards in issue but not yet effective***

The Group has not early applied the following new and amendments to HKFRS Accounting Standards that have been issued but are not yet effective:

Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments <sup>3</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>1</sup>
Amendments to HKFRS Accounting Standards	Annual Improvements to HKFRS Accounting Standards – Volume 11 <sup>3</sup>
Amendments to HKAS 21	Lack of Exchangeability <sup>2</sup>
HKFRS 18	Presentation and Disclosure in Financial Statements <sup>4</sup>

<sup>1</sup> *Effective for annual periods beginning on or after a date to be determined.*

<sup>2</sup> *Effective for annual periods beginning on or after 1 January 2025.*

<sup>3</sup> *Effective for annual periods beginning on or after 1 January 2026.*

<sup>4</sup> *Effective for annual periods beginning on or after 1 January 2027.*

The directors anticipate that the application of the new and amendments to HKFRS Accounting Standards will have no material impact on the consolidated financial statements in the foreseeable future.

## **4. SEGMENT INFORMATION**

Information reported internally to the chief operating decision maker (“**CODM**”), for the purpose of resource allocation and assessment of segment performance focuses on types of goods sold or services rendered. The Group is principally engaged in provision of general hospital services in the PRC.

Accordingly, the Group does not present separately segment information. No analysis of the Group’s results by types of works nor assets and liabilities is regularly provided to the CODM for review. In addition, all of the Group’s revenue is generated in PRC and all of the Group’s assets and liabilities are mainly located in PRC. Accordingly, no business or geographical segment information is presented.

### ***Geographical information***

The Group principally operates in the PRC (place of domicile of the Group entities that derived the revenue). All of the Group’s revenue was derived from the PRC based on the location of services delivered and the Group’s property, plant and equipment are mainly located in PRC.

### ***Information about major customers***

No information about major customers is presented as no single customer contributed over 10% of total revenue of the Group during the years ended 31 March 2025 and 2024.

## 5. REVENUE

An analysis of the Group's revenue for the year is as follows:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
<b>Revenue from contract with customers:</b>		
Provision of general hospital services and related services	<u>16,120</u>	<u>38,962</u>
<b>Timing of recognition of revenue from contracts with customers:</b>		
At a point in time	10,945	38,962
Over time	<u>5,175</u>	<u>–</u>
	<u>16,120</u>	<u>38,962</u>

Revenue from the provision of general hospital services, which is mainly derived from hospital services provided at the hospitals, is recognised at a point in time, i.e. when the related services have been rendered to patients.

All revenue contracts are for one year or less. As permitted by practical expedient under HKFRS 15, the transaction price allocated to unsatisfied contracts is not disclosed.

## 6. OTHER REVENUE

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Bank interest income	1	28
Gain on early termination of lease	904	–
Sundry income	<u>82</u>	<u>121</u>
	<u>987</u>	<u>149</u>

## 7. OTHER LOSS

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Loss on disposal of property, plant and equipment	<u>7,819</u>	<u>2,075</u>

## 8. FINANCE COSTS

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Interest on:		
– borrowings	–	34
– lease liabilities	<u>190</u>	<u>274</u>
	<u>190</u>	<u>308</u>

## 9. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to the owners of the Company is based on the following data:

### (a) *Basic*

	For the year ended 31 March	
	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Loss for the year attributable to holders of ordinary shares of the Company	<u>(10,127)</u>	<u>(17,110)</u>
Weighted average number of ordinary shares in issue ( <i>'000</i> )	<u>563,650</u>	<u>563,650</u>

**(b) Diluted**

The diluted loss per share is the same as the basic loss per share as there was no dilutive potential ordinary share in issue during years ended 31 March 2025 and 2024.

**10. TAXATION**

The Group is subject to income tax on an entity basis on profits arising or derived from the jurisdictions in which members of the Group are domiciled and operate. Provision on profits assessable elsewhere has been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

	<b>2025</b>	2024
	<b>HK\$'000</b>	HK\$'000
PRC Enterprise Income Tax:		
– Current tax	<b>5</b>	–
– Over-provision in prior years	<b>(16)</b>	–
– Under-provision in prior years	–	1,043
	<u>–</u>	<u>1,043</u>
	<b><u>(11)</u></b>	<b><u>1,043</u></b>

**11. DIVIDENDS**

The Directors do not recommend the payment of a final dividend for the year ended 31 March 2025 (2024: HK\$Nil).

**12. TRADE RECEIVABLES**

Payment terms with customers from general hospital and healthcare and hospital management services are normally payable from 0 to 30 days. The following is an aged analysis of gross amount of trade receivables based on invoice date at the end of the reporting period:

	<b>As at 31 March</b>	
	<b>2025</b>	2024
	<b>HK\$'000</b>	HK\$'000
0 to 90 days	<u>–</u>	<u>–</u>

### 13. TRADE PAYABLES

Included in the trade and other payables, as at the end of the reporting year the trade payables were approximately HK\$286,000 (2024: approximately HK\$1,270,000).

The ageing analysis of trade payables based on invoice date is as follows:

	As at 31 March	
	2025	2024
	HK\$'000	HK\$'000
0 to 90 days	–	–
91 to 180 days	–	644
181 to 365 days	–	–
Over 365 days	<u>286</u>	<u>626</u>
	<u><u>286</u></u>	<u><u>1,270</u></u>

The average credit period on purchases of certain goods is in range from 30 to 90 days (2024: in range from 30 to 90 days).

### 14. EVENTS AFTER THE END OF REPORTING PERIOD

Saved as disclosed elsewhere in these consolidated financial statements, the Group had the following significant event after the end of the reporting period:

Pursuant to the Company's announcement dated 14 March 2025, the Company proposed to raise funds by way of rights issue on the basis of 1 rights share for every 1 existing share held by the qualifying shareholders at the subscription price of HK\$0.05 per rights share (the "**Rights Issue**"). The Rights Issue was conditional upon, among other things, the approval by the shareholders of the Company at the extraordinary general meeting and the granting of the listing of, and permission to deal in, the rights shares by The Stock Exchange of Hong Kong Limited. The Rights Issue was completed in June 2025.

## **BUSINESS REVIEW**

The Group is principally engaged in the provision of general hospital services in the PRC.

### **Revenue**

The Group recorded revenue of approximately HK\$16.120 million (2024: approximately HK\$38.962 million) for the year ended 31 March 2025, representing a decrease of approximately 58.63% as compared with last year.

### **General hospital services**

During the year ended 31 March 2025, the Group operated one general hospital in Beijing in the PRC, the operation of which has been suspended since 12 December 2024 and remained suspended as at 31 March 2025 (2024: one general hospital in Beijing). The hospital was principally engaged in the provision of general hospital services, including but not limited to medical wards, surgical wards, medical checkup and examination. The management envisaged that more diversified hospital services will be made available to the public to satisfy various needs in the next few years, from common illness treatments to treatments of special and difficult diseases. Therefore, the Group will continue to allocate resources to develop such services either from its existing hospitals or through collaboration with strategic partners.

### **Other revenue**

Other revenue, primarily including bank interest income and sundry income amounted to approximately HK\$0.987 million (2024: approximately HK\$0.149 million) for the year ended 31 March 2025.

### **Other loss**

Other loss, primarily loss on disposal of property, plant and equipment amounted to approximately HK\$7.819 million (2024: approximately HK\$2.075 million) for the year ended 31 March 2025.

### **Gain on disposal of subsidiaries**

For the year ended 31 March 2025, the Group recorded a gain on disposal of subsidiaries of approximately HK\$10.5 million (2024: nil). For details, please refer to the section headed “Discloseable Transaction in relation to the Disposal of the Entire Issued Share Capital of Sino Business Investment Development Limited” below.

## **Selling and distribution expenses**

Selling and distribution expenses primarily consisted of (1) salaries and wages of sales and marketing personnel; (2) depreciation expense; and (3) transportation expenses. For the year ended 31 March 2025, selling and distribution expenses amounted to approximately HK\$3.105 million (2024: approximately HK\$8.918 million), representing a decrease of approximately 65.18% as compared with last year. Such decrease was due to the suspension of operation (the “**Suspension**”) of 北京紫荆醫院有限公司 (for transliteration purpose only, Beijing Zijing Hospital Co., Limited<sup>#</sup>) (currently known as 北京惠城醫院有限公司) (for transliteration purpose only, Beijing Huicheng Hospital Co., Ltd<sup>#</sup>) (“**Beijing Huicheng**”), since 12 December 2024 and the operations of Beijing Huicheng remained suspended as at 31 March 2025. For further details of the Suspension, please refer to the announcements of the Company dated 13 December 2024 and 10 February 2025.

## **Administrative expenses**

Administrative expenses for the year ended 31 March 2025 amounted to approximately HK\$15.060 million (2024: approximately HK\$20.271 million), representing a decrease of approximately 25.7% as compared with last year. Such decrease was due to the Suspension. For further details of the Suspension, please refer to the announcements of the Company dated 13 December 2024 and 10 February 2025.

## **Finance costs**

For the year ended 31 March 2025, the finance costs of the Group were approximately HK\$0.190 million (2024: approximately HK\$0.308 million), representing a decrease of approximately 38.31% as compared with last year. Such decrease in finance costs was due to the decrease in interest expenses on lease liabilities.

## **Loss before taxation**

The Group recorded a net loss before taxation of approximately HK\$7.368 million for the year ended 31 March 2025 (2024: approximately HK\$16.344 million), representing a decrease of approximately 9.05% as compared with last year.

## **Dividends**

The Directors do not recommend the payment of a final dividend for the year ended 31 March 2025 (2024: Nil).

## **OUTLOOK AND FUTURE PROSPECTS**

Over the past year, the Group has pragmatically translated the strategic blueprint outlined in the interim report of the Company for the six months ended 30 September 2024 into concrete actions. Facing the continuously evolving healthcare industry, the Group remains committed to empowering traditional healthcare services through technology, enhancing efficiency via optimised resource allocation, and exploring innovative growth opportunities within a compliant framework. The Group is confident that its strategic transformation will generate sustainable returns for its shareholders.

The Group regards the resumption of operation of its general hospital business as a core mission. For site selection, the management has identified a suitable site in Beijing, and is evaluating, among others, the transportation accessibility, scalability of medical facilities, and long-term operational efficiency. To facilitate the resumption of operation, the management has concurrently initiated medical department planning, key personnel recruitment, and pre-review of compliance documentation, advancing multiple workstreams to solidify the foundation for its resumption of operation. The Group proceeds with prudent optimism at every step and maintain transparency through regular disclosures. The upgraded hospital aims to become a significant provider of comprehensive medical services in the North PRC. In addition, the Group also serves as a strategic operational partner to the Internet Hospital operated by Yueerwan Qingdao. This cooperation model delivers triple values: stable cash flows, cost synergies through shared resources, and future data-driven marketing potential.

Proceeds from the Rights Issue (as defined below) will be applied for the purposes as disclosed in the prospectus of the Company dated 22 May 2025, prioritising a stronger financial foundation and sustainable growth. Key allocations include repayment of shareholder's loans, which is expected to significantly reduce interest burdens and enhance capital efficiency of the Group. This will synergistically support the resumption of operation of the general hospital business of the Group, including Beijing Huicheng's new site renovation and/or equipment procurement.

The Group will continue to implement its action plan centered on technology-driven efficiency, optimised resource deployment, and compliant innovation, rigorously advancing the resumption of operation of the general hospital business. The Group is dedicated to converting its strategic vision into sustainable shareholder returns, positioning the Group to capture enduring value opportunities within the healthcare industry transformation.

## **LIQUIDITY AND FINANCIAL RESOURCES**

The Group had total cash and bank balances of approximately HK\$3.829 million as at 31 March 2025 (2024: approximately HK\$3.644 million).

The Group recorded total current assets of approximately HK\$8.559 million as at 31 March 2025 (2024: approximately HK\$8.705 million) and total current liabilities of approximately HK\$16.587 million as at 31 March 2025 (2024: approximately HK\$25.615 million). The current ratio of the Group, calculated by dividing the current assets by the current liabilities, was approximately 0.52 as at 31 March 2025 (2024: approximately 0.34).

Gearing ratio, defined as total debts (comprising borrowings and lease liabilities) less cash and bank balances, divided by total equity (including all capital and reserves of the Group), maintained at 99.19% as at 31 March 2025 (31 March 2024: N/A).

## **CAPITAL COMMITMENTS**

As at 31 March 2025 and 2024, the Group had no material capital commitment.

## **CONTINGENT LIABILITIES**

As at 31 March 2025, no member of the Group was engaged in any litigation or arbitration of material importance and no litigation or claim of material importance was known to the directors to be pending or threatened against any member of the Group.

## **FINANCING AND TREASURY POLICIES**

The Group continues to adopt prudent financing and treasury policies. All the Group's financing and treasury activities are centrally managed and controlled. Implementation of the Group's related policies is made under collective but extensive considerations on liquidity risk, financing cost and exchange rate risk.

## **FOREIGN EXCHANGE RISK**

Since almost all transactions of the Group are denominated in Renminbi and Hong Kong dollars and most of the bank deposits are being kept in Renminbi and Hong Kong dollars to minimise exposure to foreign exchange risk, the Directors consider the Group's risk exposure to currency fluctuations to be minimal. Therefore, the Group had not implemented any formal hedging or other alternative policies to deal with such exposure during the year ended 31 March 2025. The Directors will continue to monitor foreign exchange exposure and will consider to implement hedging policies should the need arises.

## **CHARGES ON GROUP'S ASSETS**

As at 31 March 2025 and 2024, the Group had no bank borrowings and had no charges on any assets of the Group.

## **SEGMENT INFORMATION**

During the year ended 31 March 2025, the revenue of the Group was principally generated from provision of general hospital services. Financial information in respect of these operations is presented in Note 4 to the consolidated financial statements.

## **CAPITAL STRUCTURE**

As at 31 March 2025, the total issued share capital of the Company was approximately HK\$29.168 million (2024: approximately HK\$29.168 million) comprising (i) 563,649,988 ordinary shares of HK\$0.05 each; and (ii) 19,700,000 preference shares of HK\$0.05 each (2024: 563,649,988 ordinary shares of HK\$0.05 each and 19,700,000 preference shares of HK\$0.05 each).

## **EMPLOYEES AND REMUNERATION POLICY**

As at 31 March 2025, the Group had 21 (2024: 137) full time employees (including Directors and senior management) as shown in the following table:

<b>Location</b>	<b>Number of Staff</b>
Hong Kong	8
PRC	13

For the year ended 31 March 2025, staff costs (including Directors emoluments) amounted to approximately HK\$13.072 million (2024: approximately HK\$22.669 million). The Group remunerates its employees based on individual performance and qualification. Apart from the basic remuneration, staff benefits include the contribution to the Mandatory Provident Fund Scheme, bonus and medical coverage in Hong Kong; and basic insurance for the elderly, basic medical insurance, work injury insurance and unemployment insurance to the employees in the PRC. The Group also adopted employee share option schemes to provide eligible employees a performance incentive for continuous and improved services with the Group and to enhance their contributions to increase profits by encouraging capital accommodation and share ownership. As at 31 March 2025 and 2024, there were no outstanding share options under the share option schemes.

## **SIGNIFICANT INVESTMENTS**

During the Year, there was no significant investment held by the Group.

## **FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS**

The Group did not have other plans for material investments and capital assets.

## **MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES**

Save as disclosed in the section headed “Discloseable Transaction in relation to the Disposal of the Entire Issued Share Capital of Sino Business Investment Development Limited”, the Group did not have any material acquisitions and disposals of subsidiaries, associates or joint ventures during the year ended 31 March 2025.

## **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

Mr. Lin Yaomin was appointed as an independent non-executive Director and a member of each of the Audit Committee, the Remuneration Committee and the Nomination and Corporate Governance Committee with effect from 17 April 2024.

For more details, please refer to the announcement of the Company dated 17 April 2024.

## **DISCLOSEABLE TRANSACTION IN RELATION TO THE DISPOSAL OF THE ENTIRE ISSUED SHARE CAPITAL OF SINO BUSINESS INVESTMENT DEVELOPMENT LIMITED**

On 20 September 2024, the Company, as the vendor and Ms. Lin Xuejiao, as the purchaser (the “**Purchaser**”) entered into a sale and purchase agreement, pursuant to which, the Company has agreed to sell and the Purchaser has agreed to purchase the entire issued share capital of the Sino Business Investment Development Limited (the “**Disposal Company**”), a then direct wholly-owned subsidiary of the Company, at the consideration of HK\$60,000. As such, upon completion of the disposal on 23 September 2024, the Disposal Company ceased to be a subsidiary of the Company and the financial information of the Disposal Company and its subsidiaries ceased to be consolidated into the consolidated financial statements of the Group.

For more details, please refer to the announcements of the Company dated 20 September 2024 and 23 September 2024.

## **COOPERATION AND OPERATIONAL MANAGEMENT AGREEMENT**

On 25 October 2024, Good Fellow Development Limited (“**Good Fellow**”), an indirect wholly-owned subsidiary of the Company, entered into a cooperation and operational management agreement (the “**Agreement**”) with Xiamen Yueerwan Medical Management Co., Ltd.\* (廈門悅爾灣醫療管理有限公司)(“**Xiamen Yueerwan**”) and Yueerwan (Qingdao) Internet Hospital Co., Ltd.\* (悅爾灣(青島)互聯網醫院有限公司)(“**Yueerwan Qingdao**”), a direct wholly-owned subsidiary of Xiamen Yueerwan. Pursuant to the Agreement, Good Fellow has agreed to provide hospital management services to Yueerwan Qingdao and Qingdao Yueerwan Internet Hospital\* (青島悅爾灣互聯網醫院) (the “**Internet Hospital**”), the Internet hospital operated by Yueerwan Qingdao, and Yueerwan Qingdao has agreed to pay to Good Fellow (i) the fixed monthly management fees of HK\$1.75 million; or (ii) management fees equivalent to the sum of (a) 1% of the operating revenue of the Internet Hospital as shown in its audited financial report of the relevant financial year (the “**Audited Report**”); and (b) 10% of the profits before taxation of the Internet Hospital as shown in the Audited Report, whichever is higher. The Agreement shall be valid for a term of five years commencing from 25 October 2024 (the “**Term**”), and none of the parties thereto is entitled to unilaterally terminate the Agreement during the first year of the Term without cause, and any party thereto may terminate the Agreement by giving the other parties not less than three months’ prior written notice during the second to the fifth year of the Term. The Agreement is extendable by the parties and a supplemental agreement shall be entered into if extended.

Pursuant to the Agreement, Xiamen Yueerwan has agreed to grant an option (the “**Option**”) to Good Fellow (or its nominees) to purchase all or part of the shares of Yueerwan Qingdao and the Internet Hospital from Xiamen Yueerwan during the Term. The terms of and the consideration for the acquisition of such shares shall be subject to further negotiation. In the event that Good Fellow exercises the Option and enters into any specific agreement(s) in relation to the potential acquisition of the shares, further announcement(s) will be made by the Company in accordance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange as and when appropriate.

For more details, please refer to the announcement of the Company dated 25 October 2024.

## **CHANGE OF ADDRESS OF THE HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG**

With effect from 7 December 2024, the address of the head office and principal place of business in Hong Kong of the Company has been changed to Room 2101, 21/F, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong.

The telephone number, facsimile number and website of the Company remain unchanged.

## **CHANGE OF PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE AND REGISTERED OFFICE IN THE CAYMAN ISLANDS**

With effect from 31 December 2024, the principal share registrar and transfer office and the registered office of the Company in the Cayman Islands have been changed to:

Vistra (Cayman) Limited  
P.O. Box 31119 Grand Pavilion  
Hibiscus Way, 802 West Bay Road,  
Grand Cayman KY1-1205  
Cayman Islands

The Company’s branch share registrar and transfer office in Hong Kong remains unchanged.

## **PROPOSED RIGHTS ISSUE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY ONE (1) EXISTING SHARE HELD ON THE RECORD DATE**

As disclosed in the announcement of the Company dated 14 March 2025, the Company proposed to raise gross proceeds of up to approximately HK\$28.2 million (assuming full subscription under the Rights Issue) by issuing up to 563,649,988 shares (the “**Rights Share(s)**”) of the Company at the subscription price of HK\$0.05 per Rights Share on the basis of one (1) Rights Share for every one (1) existing share of the Company held on the record date (i.e. 16 May 2025) (the “**Rights Issue**”).

For more details, please refer to the announcements of the Company dated 14 March 2025, 12 June 2025 and 26 June 2025, the circular of the Company dated 14 April 2025 and the prospectus of the Company dated 22 May 2025.

## **SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD**

Save for the Rights Issue as disclosed above, no other significant event took place subsequent to the end of the reporting period.

## **PRINCIPAL RISKS AND UNCERTAINTIES**

The Group’s financial condition, results of operations, businesses and prospects may be affected by a number of risks and uncertainties. The followings are the key risks and uncertainties identified by the Group. There may be other risks and uncertainties in addition to those shown below which are not known to the Group or which may not be material for the time being but may be material in the future.

### **Market Risks**

As the PRC government has recently restructured its central ministries and agencies responsible for the healthcare affairs, the functions of different departments are being reassigned, thus potentially slowing down the procedures and work in relation to the hospital operations and management engaged by the Company. The changes will also have some potential impact on the establishment of policies and regulations at various levels of the local governments which may impose risks on the execution of the Group’s marketing plans and implementation of the cooperation.

## ***Operational Risks***

It is noted that the regional governance of the hospitals in the PRC varies from city to city due to the different focuses on local medical services and social welfare. This will certainly have some impact on the Group's operations because the Group manages hospitals located in different cities in the PRC. This has been and will be a huge challenge to the management for the standardisation and consistency of hospital operations. The Group will comply with the regional policy as well as the core guidelines issued by the central government to ensure the smooth and effective operation.

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

During the year ended 31 March 2025, there was no purchase, sale or redemption of the Company's listed securities (including sale of treasury shares) by the Company or any of its subsidiaries.

## **CORPORATE GOVERNANCE PRACTICES**

The Company acknowledges the need and importance of corporate governance as one of the key elements in creating shareholders' value. The Company is also committed to achieving high standard of corporate governance that can properly protect and promote the interests of all shareholders and to enhance corporate value and accountability of the Company. The Company has adopted the Corporate Governance Code (the "**CG Code**") as stated in Appendix C1 to the GEM Listing Rules.

The Company has complied with the applicable code provisions in the CG Code contained in Appendix C1 to the GEM Listing Rules for the year ended 31 March 2025.

## **COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS**

The Company has adopted a set of code for the required standard of dealings in securities by Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiries, the Directors confirmed that they have fully complied with the required standard with respect to the securities dealings of the Company and there was no event of non-compliance for the year ended 31 March 2025.

## **SCOPE OF WORK OF HLB HODGSON IMPEY CHENG LIMITED**

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income and the related notes thereto for the year ended 31 March 2025 as set out in the announcement have been agreed by the Group's auditors, HLB Hodgson Impey Cheng Limited, to the amounts set out in the Group's draft consolidated financial statements for the year. The work performed by HLB Hodgson Impey Cheng Limited in this respect did not constitute an assurance engagement and consequently no opinion or assurance conclusion has been expressed by HLB Hodgson Impey Cheng Limited on the announcement.

### **Audit Committee**

The Company established the Audit Committee on 2 November 2001, with written terms of reference in compliance with Rules 5.28 and 5.29 of the GEM Listing Rules and is disclosed on the websites of the Company and the Stock Exchange. The Audit Committee comprises of three independent non-executive Directors, namely, Ms. Wong Ka Wai, Jeanne, Mr. Lau Tak Kei Arthur and Mr. Lin Yaomin. Ms. Wong Ka Wai, Jeanne is the chairlady of the Audit Committee.

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

During the year ended 31 March 2025, three meetings were held.

The main duties of the Audit Committee during the year include:

- (a) reviewing the Group's audited annual and unaudited interim and quarterly results and reports and considering any significant or unusual items before submission to the Board;
- (b) reviewing the relationship with the external auditors by reference to the work performed by the auditors, their fees and terms of engagement, and make recommendation to the Board on the appointment, re-appointment and removal of external auditors;
- (c) reviewing the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures; and
- (d) advising on material event or drawing the attention of the management on related risks.

The external auditors were invited to attend the said meetings to discuss with the Audit Committee on issues arising from the audit and financial reporting matters. Besides, there is no disagreement between the Board and the Audit Committee regarding the reappointment of the external auditors.

The Group's consolidated financial results for the year ended 31 March 2025 were reviewed by the Audit Committee, which was of the opinion that the preparation of such results complied with the applicable accounting standards and requirements and that adequate disclosures has been made.

## **APPRECIATION**

The Board would like to express its sincere gratitude to the Group's customers, suppliers and business partners for their support. Also, the Board would like to offer its highest gratitude to the shareholders for their devotion and to the Group's employees for their loyalty and contributions made during the year.

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

Hong Kong, 26 June 2025

# *The English translation of Chinese names or words in this announcement, where indicated, is included for information purpose only, and should not be regarded as the official English translation of such Chinese names and words.*

*For the purposes of illustration only, amounts denominated in RMB in this announcement have been translated into HK\$ at the rate of RMB1.00 = HK\$1.072. 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 announcement, the Board comprises Mr. Ng Chi Lung and Mr. Wu Qiyou as executive Directors; and Ms. Wong Ka Wai, Jeanne, Mr. Lau Tak Kei Arthur and Mr. Lin Yaomin as independent non-executive Directors.*

*This announcement will be remain on the “Latest Listed Company Information” page of the website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) for at least 7 days from the date of publication and on the Company’s website at [www.gf-healthcare.com](http://www.gf-healthcare.com).*