## **ACCOUNTANTS' REPORT**

The following is the text of a report received from the Company's reporting accountants, Ernst & Young, Certified Public Accountants, Hong Kong, for the purpose of incorporation in this document.

## [To insert the firm's letterhead]

ACCOUNTANTS' REPORT ON HISTORICAL FINANCIAL INFORMATION TO THE DIRECTORS OF SINOHEALTH HOLDINGS LIMITED AND BNP PARIBAS SECURITIES (ASIA) LIMITED

#### Introduction

We report on the historical financial information of Sinohealth Holdings Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages I-4 to I-85, which comprises the consolidated statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group for each of the years ended 31 December 2018, 2019 and 2020 and the nine months ended 30 September 2021 (the "Relevant Periods"), and the consolidated statements of financial position of the Group as at 31 December 2018, 2019 and 2020 and 30 September 2021 and the statements of financial position of the Company as at 31 December 2019 and 2020 and 30 September 2021 and a summary of significant accounting policies and other explanatory information (together, the "Historical Financial Information"). The Historical Financial Information set out on pages I-4 to I-85 forms an integral part of this report, which has been prepared for inclusion in the document of the Company dated [date] (the "Document") in connection with the [REDACTED] of the shares of the Company on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

## Directors' responsibility for the Historical Financial Information

The directors of the Company are responsible for the preparation of the Historical Financial Information that gives a true and fair view in accordance with the basis of presentation and the basis of preparation set out in notes 2.1 and 2.2 to the Historical Financial Information, respectively, and for such internal control as the directors determine is necessary to enable the preparation of the Historical Financial Information that is free from material misstatement, whether due to fraud or error.

## Reporting accountants' responsibility

Our responsibility is to express an opinion on the Historical Financial Information and to report our opinion to you. We conducted our work in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 200 Accountants' Reports on Historical Financial Information in Investment Circulars issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). This standard requires that we comply with ethical standards and plan and perform our work to obtain reasonable assurance about whether the Historical Financial Information is free from material misstatement.

## **ACCOUNTANTS' REPORT**

Our work involved performing procedures to obtain evidence about the amounts and disclosures in the Historical Financial Information. The procedures selected depend on the reporting accountants' judgement, including the assessment of risks of material misstatement of the Historical Financial Information, whether due to fraud or error. In making those risk assessments, the reporting accountants consider internal control relevant to the entity's preparation of the Historical Financial Information that gives a true and fair view in accordance with the basis of presentation and the basis of preparation set out in notes 2.1 and 2.2 to the Historical Financial Information, respectively, in order to design procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Our work also included evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the Historical Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Opinion

In our opinion, the Historical Financial Information gives, for the purposes of the accountants' report, a true and fair view of the financial position of the Group as at 31 December 2018, 2019 and 2020 and 30 September 2021, and the financial position of the Company as at 31 December 2019 and 2020 and 30 September 2021, and of the financial performance and cash flows of the Group for each of the Relevant Periods in accordance with the basis of presentation and the basis of preparation set out in notes 2.1 and 2.2 to the Historical Financial Information, respectively.

## Review of interim comparative financial information

We have reviewed the interim comparative financial information of the Group which comprises the consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the nine months ended 30 September 2020 and other explanatory information (the "Interim Comparative Financial Information"). The directors of the Company are responsible for the preparation and presentation of the Interim Comparative Financial Information in accordance with the basis of presentation and the basis of preparation set out in notes 2.1 and 2.2 to the Historical Financial Information, respectively. Our responsibility is to express a conclusion on the Interim Comparative Financial Information based on our review. We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 Review of Interim Financial Information Performed by the Independent Auditor of the Entity issued by the HKICPA. A review consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion. Based on our review, nothing has come to our attention that causes us to believe that the Interim Comparative Financial Information, for the purposes of the accountants' report, is not prepared, in all material respects, in accordance with the basis of presentation and the basis of preparation set out in notes 2.1 and 2.2 to the Historical Financial Information, respectively.

THIS DOCUMENT IS IN DRAFT FORM, INCOMPLETE AND SUBJECT TO CHANGE AND THAT THE INFORMATION MUST BE READ IN CONJUNCTION WITH THE SECTION HEADED "WARNING" ON THE COVER OF THIS DOCUMENT.

**APPENDIX I** 

## **ACCOUNTANTS' REPORT**

Report on matters under the Rules Governing the Listing of Securities on the Stock Exchange and the Companies (Winding Up and Miscellaneous Provisions) Ordinance

## **Adjustments**

In preparing the Historical Financial Information, no adjustments to the Underlying Financial Statements as defined on page I-4 have been made.

## **Dividends**

We refer to note 11 to the Historical Financial Information which states that no dividends have been paid by the Company in respect of the Relevant Periods.

## No historical financial statements for the Company

As at the date of this report, no statutory financial statements have been prepared for the Company since the date of its incorporation.

**[ ]** 

Certified Public Accountants
Hong Kong
[Date]

## **ACCOUNTANTS' REPORT**

## I HISTORICAL FINANCIAL INFORMATION

## **Preparation of Historical Financial Information**

Set out below is the Historical Financial Information which forms an integral part of this accountants' report.

The financial statements of the Group for the Relevant Periods, on which the Historical Financial Information is based, were audited by Ernst & Young in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants (the "Underlying Financial Statements").

The Historical Financial Information is presented in Renminbi ("RMB") and all values are rounded to the nearest thousand (RMB'000) except when otherwise indicated.

# **ACCOUNTANTS' REPORT**

# CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

		Year e	nded 31 Decemb	oer	Nine months ended 30 September			
	Notes	2018	2019	2020	2020	2021		
		RMB'000	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000		
REVENUE	5	164,390 (63,334)	177,750 (71,654)	202,073 (71,867)	144,560 (54,406)	240,429 (89,843)		
Gross profit	5	101,056 15,087	106,096 15,662	130,206 19,026	90,154 12,719	150,586 21,067		
expenses		(7,712) (12,605)	(10,691) (12,780)	(14,833) (16,585)	(9,554) (11,601)	(17,340) (31,326)		
costs		(22,014)	(29,262)	(39,821)	(29,159)	(38,381)		
assets, net	7	537 (177) (525)	(1,303) (31) (576)	(691) (8) (1,222)	(899) (7) (913)	(1,614) (437) (412)		
Share of losses of:	16			<u> </u>		(262)		
PROFIT BEFORE TAX Income tax expense	6 10	73,647 (12,541)	67,115 (12,736)	76,072 (10,743)	50,740 (7,098)	81,881 (20,428)		
PROFIT FOR THE YEAR/PERIOD		61,106	54,379	65,329	43,642	61,453		
Attributable to: Owners of the parent Non-controlling interests		62,625 (1,519)	56,089 (1,710)	67,926 (2,597)	46,174 (2,532)	67,296 (5,843)		
		61,106	54,379	65,329	43,642	61,453		
TOTAL COMPREHENSIVE INCOME FOR THE YEAR/PERIOD		61,106	54,379	65,329	43,642	61,453		
TEAMFERIOD		01,100	04,070	00,020	40,042	01,400		
Attributable to: Owners of the parent Non-controlling interests		62,625 (1,519)	56,089 (1,710)	67,926 (2,597)	46,174 (2,532)	67,296 (5,843)		
		61,106	54,379	65,329	43,642	61,453		
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT – Basic and diluted								
(RMB yuan)	12	N/A	N/A	N/A	N/A	27.02		

## **ACCOUNTANTS' REPORT**

## CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

		А		As at 30 September	
	Notes	2018	2019	2020	2021
		RMB'000	RMB'000	RMB'000	RMB'000
NON-CURRENT ASSETS					
Property, plant and equipment Advance payments for property, plant and	13	3,221	4,965	4,750	4,776
equipment and other intangible assets		_	927	192	-
Other receivables	19	653	703	1,276	868
Right-of-use assets	14(a)	13,807	9,980	26,063	10,221
Other intangible assets	15	713	444	205	1,190
Investment in associates	16	_	_	_	338
Deferred tax assets	24		370	2,560	2,016
Total non-current assets		18,594	17,389	35,046	19,409
CURRENT ASSETS					
Inventories	17	1,189	599	573	1,680
Trade and notes receivables	18	14,513	19,536	28,712	63,755
Prepayments, other receivables and other					
assets	19	1,355	1,677	5,424	8,563
Financial assets at fair value through profit					
or loss	20	-	181,015	356,664	397,754
Due from a director	31(c)	_	_	10	_
Due from shareholders	31(c)	_	_	_	174
Cash and cash equivalents	21	347,402	220,635	115,778	11,943
Total current assets		364,459	423,462	507,161	483,869
CURRENT LIABILITIES					
Trade payables	22	2,706	2,631	3,669	11,218
Other payables and accruals	23	21,596	27,961	38,399	58,039
Lease liabilities	14(b)	3,524	3,214	5,570	4,756
Due to a related party	31(c)	-	_	1,500	_
Due to a director	31(c)	_	47	47	_
Tax payable		3,137	3,743	6,097	17,721
Total current liabilities		30,963	37,596	55,282	91,734

			As at 30 September		
	Notes	2018	2019	2020	2021
		RMB'000	RMB'000	RMB'000	RMB'000
NET CURRENT ASSETS		333,496	385,866	451,879	392,135
TOTAL ASSETS LESS CURRENT LIABILITIES		352,090	403,255	486,925	411,544
NON-CURRENT LIABILITIES Lease liabilities	14(b)	10,543	7,329	22,300	6,158
Total non-current liabilities		10,543	7,329	22,300	6,158
Net assets		341,547	395,926	464,625	405,386
EQUITY Equity attributable to owners of the parent Share capital	25 26	338,650	394,739	462,665	322 405,019
Non-controlling interests	27	338,650 2,897	394,739 1,187	462,665 1,960	405,341 45
Total equity		341,547	395,926	464,625	405,386

# **ACCOUNTANTS' REPORT**

## **CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**

		Attributable					
	Share capital	Capital reserve*	Statutory surplus reserve*	Retained earnings*	Total	Non- controlling interests	Total equity
	RMB'000 (note 25)	RMB'000 (note 26)	RMB'000 (note 26)	RMB'000	RMB'000	RMB'000	RMB'000
Year ended 31 December 2018							
At 1 January 2018 Profit and total comprehensive	-	206,860	7,359	61,948	276,167	2,204	278,371
income for the year	-	-	-	62,625	62,625	(1,519)	61,106
interests	_	(142)	_	-	(142)	(1,038)	(1,180)
non-controlling shareholders Appropriation to statutory surplus	-	-	-	-	-	3,250	3,250
reserve			7,075	(7,075)			
At 31 December 2018		206,718	14,434	117,498	338,650	2,897	341,547
Year ended 31 December 2019							
At 1 January 2019 Profit and total comprehensive	_	206,718	14,434	117,498	338,650	2,897	341,547
income for the year	-	-	-	56,089	56,089	(1,710)	54,379
reserve			5,724	(5,724)			
At 31 December 2019		206,718	20,158	167,863	394,739	1,187	395,926
Year ended 31 December 2020							
At 1 January 2020 Profit and total comprehensive	-	206,718	20,158	167,863	394,739	1,187	395,926
income for the year	-	-	_	67,926	67,926	(2,597)	65,329
non-controlling shareholders Appropriation to statutory surplus	-	-	-	-	-	3,370	3,370
reserve			667	(667)			
At 31 December 2020		206,718	20,825	235,122	462,665	1,960	464,625

	Attributable to owners of the parent							
	Share capital	Share premium*	Capital reserve*	Statutory reserve*	Retained earnings*	Total	Non- controlling interests	Total equity
	RMB'000 (note 25)	RMB'000 (note 26)	RMB'000 (note 26)	RMB'000 (note 26)	RMB'000	RMB'000	RMB'000	RMB'000
Nine months ended 30 September 2021								
At 1 January 2021	-	-	206,718	20,825	235,122	462,665	1,960	464,625
period	_	_	_	_	67,296	67,296	(5,843)	61,453
Issue of shares of the Company Deemed distribution to the then	322	183,858	-	-	-	184,180	_	184,180
Shareholders**	_	_	(184, 169)	(1,368)	_	(185,537)	_	(185,537)
Dividends declared (note 11)	_	_	_	_	(120,086)	(120,086)	_	(120,086)
Acquisition of non-controlling interests . Capital injection by non-controlling	-	-	(3,177)	-	-	(3,177)	678	(2,499)
shareholders							3,250	3,250
At 30 September 2021	322	183,858	19,372	19,457	182,332	405,341	45	405,386

<sup>\*</sup> These reserve accounts comprise the consolidated reserves of RMB338,650,000, RMB394,739,000, RMB462,665,000 and RMB405,019,000 in the consolidated statements of financial position as at 31 December 2018, 2019 and 2020 and 30 September 2021, respectively.

<sup>\*\*</sup> On 28 January 2021, a shareholders' meeting of Guangzhou Sinohealth Information Co., Ltd. ("Sinohealth Information") was convened and resolved to reduce the registered capital of Sinohealth Information from RMB40,000,000 to RMB21,492,000, resulting in cash of RMB185,537,000 paid to the then shareholders of Sinohealth Information, as part of the Reorganisation. The cash payment was treated as the deemed distribution to the then shareholders.

	Attributable					
Share capital	Capital reserve*	Statutory surplus reserve*	Retained earnings*	Total	Non- controlling interests	Total equity
RMB'000 (note 25)	RMB'000 (note 26)	RMB'000 (note 26)	RMB'000	RMB'000	RMB'000	RMB'000
-	206,718	20,158	167,863	394,739	1,187	395,926
_	-	-	46,174	46,174	(2,532)	43,642
					1,599	1,599
_	206 718	20 158	214 037	440 913	254	441,167
	capital  RMB'000	Share capital reserve*  RMB'000 RMB'000 (note 25) (note 26)	Share capital capital         Capital reserve*         Statutory surplus reserve*           RMB'000 (note 25)         RMB'000 (note 26)         RMB'000 (note 26)           -         206,718         20,158	Share capital capital         Capital reserve*         surplus reserve*         Retained earnings*           RMB'000 (note 25)         RMB'000 (note 26)         RMB'000 (note 26)         RMB'000           -         206,718         20,158         167,863           -         -         -         46,174	Share capital capital reserve*         Capital reserve*         Statutory surplus reserve*         Retained earnings*         Total           RMB'000 (note 25)         RMB'000 (note 26)         RMB'000 (note 26)         RMB'000         RMB'000           -         206,718         20,158         167,863         394,739           -         -         -         46,174         46,174           -         -         -         -         -         -	Share capital capital capital capital         Capital reserve*         Statutory surplus reserve*         Retained earnings*         Total interests           RMB'000 (note 25)         RMB'000 (note 26)         RMB'0000 (note 26)         RMB'000 (note 26)         RMB'000 (note 26

## **ACCOUNTANTS' REPORT**

## **CONSOLIDATED STATEMENTS OF CASH FLOWS**

		Year	ended 31 December	Nine months ended	30 September	
	Notes	2018	2019	2020	2020	2021
		RMB'000	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000
CASH FLOWS FROM OPERATING ACTIVITIES						
Profit before tax		73,647	67,115	76,072	50,740	81,881
Adjustments for:						
Finance costs	7	525	576	1,222	913	412
Bank interest income	5	(12,564)	(9,070)	(5,181)	(4,434)	(224)
loss	5	-	(3,735)	(7,279)	(4,935)	(3,797)
Fair value gains on financial assets at fair value through profit or loss	5		(1 155)	(2.004)	(1 665)	(4.527)
Gain on disposal of a subsidiary  Depreciation of property, plant and	5 5	-	(1,155) –	(2,994) (50)	(1,665) (50)	(4,537)
equipment	13	907	1,601	1,934	1,482	1,493
Depreciation of right-of-use assets Amortisation of other intangible	14(a)	3,818	3,827	5,519	4,045	3,646
assets	15	403	414	430	313	289
Gains on lease modifications Covid-19-related rent concessions	14(c)	_	-	(7)	_	(1,107)
from lessors	14(b)	-	-	(723)	(723)	-
of trade receivables	18	(537)	1,303	691	899	1,269
Impairment of other receivables	19	_	_	_	_	345
Share of losses of associates	16	_	_	_	_	262
Foreign exchange gain, net Loss on disposal of items of property,		-	-	(1)	(2)	(135)
plant and equipment		29	16	8		11
Decrease/(increase) in trade and						
notes receivables		891	(6,326)	(9,867)	(17,109)	(36,312)
other receivables and other assets.		964	(372)	(4,320)	(2,648)	1,704
(Increase)/decrease in inventories Increase/(decrease) in trade		(679)	590	26	(1,619)	(1,107)
payables		438	(75)	1,038	4,470	7,549
accruals		1,144	6,365	10,478	17,205	19,197
Cash generated from operations		68,986	61,074	66,996	46,889	70,839
Interest received		12,564	9,070	5,181	4,434	224
Income tax paid		(13,727)	(12,300)	(10,579)	(4,877)	(8,260)
Net cash flows from operating						
activities		67,823	57,844	61,598	46,446	62,803

		Yea	Nine months ended 30 September			
	Notes	2018	2019	2020	2020	2021
		RMB'000	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000
CASH FLOWS FROM INVESTING ACTIVITIES Purchases of items of property, plant and equipment and related advance						
payments		(2,805)	(4,157)	(933)	(506)	(1,614)
property, plant and equipment		2	1	1	1	84
Additions to other intangible assets		(130)	(277)	(251)	(85)	(1,082)
Investment in associates		`		_	_	(600)
Acquisition of a subsidiary Proceeds from disposal of a	29	-	-	-	-	(637)
subsidiary		-	-	-	-	10
Purchases of financial assets at fair value through profit or loss Investment income received from financial assets at fair value		-	(742,080)	(1,260,640)	(910,990)	(846,166)
through profit or loss		-	3,735	7,279	4,935	3,797
value through profit or loss			562,220	1,087,985	744,505	809,613
Net cash flows used in investing activities		(2,933)	(180,558)	(166,559)	(162,140)	(36,595)
CASH FLOWS FROM FINANCING ACTIVITIES						
Issue of shares of the Company Deemed distribution to the then		-	-	_	-	184,006
shareholders	11	-	-	_ _	-	(185,537) (120,086)
Payment for [REDACTED]		[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Principal portion of lease payments		(3,662)	(3,524)		(2,438)	(3,692)
Interest paid for lease liabilities Capital injection by non-controlling		(525)	(576)	,	(913)	(412)
shareholders		3,250	-	3,370	1,599	3,250
Advance from a director		_	47	1,500	1,500	_
Repayment of advance from a related party		_	_	1,300	1,300	(1,500)
Repayment of advance from a director		_	_	_	_	(47)
Acquisition of non-controlling						(71)
interests		(1,180)				(2,490)
Net cash flows from/(used in)		/0.4431	/4.050\	400	(050)	(400 470)
financing activities		(2,117)	(4,053)	103	(252)	(130,178)

		Year	ended 31 December	Nine months ended 30 September		
	Note	2018	2019	2020	2020	2021
_		RMB'000	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS . Cash and cash equivalents at		62,773	(126,767)	(104,858)	(115,946)	(103,970)
beginning of year/period		284,629	347,402	220,635	220,635	115,778
changes, net				1	2	135
CASH AND CASH EQUIVALENTS AT END OF YEAR/PERIOD		347,402	220,635	115,778	104,691	11,943
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS						
Cash and bank balances	21	347,402	220,635	115,778	104,691	11,943
Cash and cash equivalents as stated in the consolidated statements of financial position and the consolidated statements of cash flow		347,402	220,635	115,778	104,691	11,943
110W		J+1, +UZ	220,000	113,110	107,001	11,040

# **ACCOUNTANTS' REPORT**

## STATEMENTS OF FINANCIAL POSITION OF THE COMPANY

		As at 31 D	ecember	As at 30 September
	Notes	2019	2020	2021
		RMB'000	RMB'000	RMB'000
NON-CURRENT ASSETS Investment in a subsidiary				
Total non-current assets				
CURRENT ASSETS  Due from subsidiaries	19 31(c) 21	- - -	- - -	179,597 174 5,505
Total current assets				185,276
NET CURRENT ASSETS				185,276
TOTAL ASSETS LESS CURRENT LIABILITIES				185,276
Net assets				185,276
EQUITY Share capital	25 26			322 184,954
Total equity		_	_	185,276

## II NOTES TO THE HISTORICAL FINANCIAL INFORMATION

## 1. CORPORATE AND GROUP INFORMATION

The Company is a limited liability company incorporated in the Cayman Islands on 4 March 2019. The registered address of the Company is at the office of Ogier Global (Cayman) Limited, of 89 Nexus Way, Grand Cayman, KY1-9009, Cayman Islands.

The Company is an investment holding company. During the Relevant Periods, the Company's subsidiaries were principally engaged in the provision of Data Insight Solutions, Data-driven Publications and Connections and SaaS products.

The Company and its subsidiaries now comprising the Group underwent the Reorganisation as set out in the paragraph headed "Reorganisation" in the section headed "History, Reorganisation and Corporate Structure" in the Document. Apart from the Reorganisation, the Company has not commenced any business or operation since its incorporation.

As at the date of this report, the Company had direct and indirect interests in its subsidiaries, all of which are private limited liability companies. The particulars of principal subsidiaries are set out below:

	Place and date of incorporation/ registration and place o	Nominal value of issued ordinary/	Percentage of equity attributable to the Company		
Name	operations	capital	Direct	Indirect	Principal activities
Sky Range Investments Limited (天域投資有限公司) (note (a))	British Virgin ("BVI" Islands 3 January 2019	) US\$1	100%	-	Investment holding
Sinohealth Technology Limited (中康健康科技有限公司) (note (a))	Hong Kong 15 March 2019	HK\$10,000	-	100%	Investment holding
Guangzhou Zhongkang Digital Technology Co.,Ltd ("Guangzhou Zhongkang Digital") (廣州中康數字科技 有限公司)* (note (b))	People's Republic of China ("PRC")/ Mainland China 8 April 2019	RMB300,000,000	-	100%	Research and development and provision of Data Insight Solutions, Data-driven Publications and Connections, and SaaS products

	Place and date of incorporation/			of equity le to the any	Principal activities	
Name	operations	capital	Direct Indirect			
Sinohealth Information (廣州中康資訊股份有限公司)* (note (c))	PRC/ Mainland China 20 December 2007	RMB21,492,000	-	100%	Research and development and provision of Data Insight Solutions, Data-driven Publications and Connections, and SaaS products	
Guangzhou Xinkang Information Technology Company Limited ("Xinkang Information") (廣州心康信息科技有限公司)* (note (d) & (e))	PRC/ Mainland China 14 November 2016	RMB10,000,000	-	94%	Operation of SaaS products	
Guangzhou Sinohealth Lian Health Management Technology Company Limited* ("Sinohealth Lian") (廣州中康聯健康管理科技 有限公司) (note (d) & (f) & (g))	PRC/ Mainland China 30 March 2017	RMB5,000,000	-	100%	Operation under the business line of Data Insight Solutions	
Guangzhou Kangyang Network Technology Company Limited* (廣州康揚網絡科技有限公司) (note (d) & (g))	PRC/ Mainland China 17 May 2017	RMB5,000,000	-	100%	Operation under the business line of Data Insight Solutions	
Guangzhou Sinohealth Pushi Technology Development Company Limited* ("Sinohealth Pushi") (廣州中康普世科技發展有限 公司) (note (d) & (h))	PRC/ Mainland China 25 October 2017	RMB10,000,000	-	100%	Research and development	

Name	Place and date of incorporation/ registration and place of operations	Nominal value of issued ordinary/ registered share capital	Percentage of equity attributable to the Company		
			Direct	Indirect	Principal activities
Guangzhou Sinohealth Jianshu Intelligence Technology Company Limited* ("Sinohealth Jianshu") (廣州中康健數智能 科技有限公司) (note (d))	PRC/ Mainland China 3 April 2018	RMB1,000,000	-	75%	Research and development and engaged in the operation of Smart Medical Cloud under the business line of SaaS products
Beijing Sinohealth Tong Digital Technology Company Limited* ("Sinohealth Tong") (北京中康通數字科技 有限公司) (note (d))	PRC/ Mainland China 18 March 2020	RMB5,000,000	-	80%	Management of marketing and promotion services of innovative medicine
Guangzhou Xisi Digital Technology Company Limited* (廣州西思數字科技 有限公司) (note (d))	PRC/ Mainland China 4 June 2019	RMB1,000,000	-	100%	Operation of of SaaS products
Guangzhou Kangzhi Digital Technology Company Limited* (廣州康智數字科技 有限公司) (note (d))	PRC/ Mainland China 13 November 2020	RMB1,000,000	-	70%	Operation of SaaS products
Guangzhou Jisi Digital Technology Company Limited* (廣州吉思數字科技 有限公司) (note (d))	PRC/ Mainland China 22 May 2019	RMB1,000,000	-	75%	Dormant
Guangzhou Xinyi Consulting Company Limited* (廣州新益諮詢有限公司) (note (d))	PRC/ Mainland China 15 April 2020	RMB1,000,000	-	100%	Investment holding
Guangzhou Jiasi Information Technology Company Limited* (廣州嘉思信息科技 有限公司) (note (d) & (i))	PRC/ Mainland China 22 May 2019	RMB1,000,000	-	100%	Operation under the business line of SaaS products

	Place and date of incorporation/	Nominal value of issued ordinary/	Percentage of equity attributable to the Company		
Name	registration and place of operations	registered share capital	Direct	Indirect	Principal activities
Hainan Sinohealth Technology Company Limited* (海南中康科技有限公司) (note (d))	PRC/ Mainland China 26 December 2019	RMB1,000,000	-	100%	Dormant
Beijing Sinohealth Junyi Digital Technology Company Limited* ("Sinohealth Junyi") (北京中康君毅數字科技有限 公司) (note (d))	PRC/ Mainland China 23 April 2020	RMB3,000,000	-	70%	Operation under the business line of Data-driven Publications and Connections, and SaaS products
Beijing Sinohealth Ruima Marketing Technology Company Limited* ("Sinohealth Ruima") (北京中康瑞馬營銷科技有限 公司) (note (d))	PRC/ Mainland China 20 February 2021	RMB10,000,000	-	60%	Operation under the business line of Data Insight Solutions
Guangzhou Kangpu Corporate Consulting Company Limited* ("Guangzhou Kangpu") (廣州康普企業諮詢 有限公司) (note (d) & (g) & (j))	PRC/ Mainland China 10 March 2020	RMB3,000,000	-	100%	Dormant
Guangzhou Rilang Consulting Partnership Enterprise (LLP)* ("Guangzhou Rilang") (廣州日朗諮詢合夥 企業(有限合夥)) (note (d) & (g) & (k))	PRC/ Mainland China 6 January 2020	RMB90,000	-	100%	Dormant
Guangzhou Xinshun Technology Company Limited ("Guangzhou Xinshun") (廣州心順科技有限公司) (note (d))	PRC/ Mainland China 22 October 2020	RMB1,000,000	-	65%	Under the business segments of Data Insight Solutions and SaaS

## **ACCOUNTANTS' REPORT**

Notes:

- (a) No audited financial statements have been prepared for the entities since its date of incorporation as they are investment holding companies with no operation and are exempted from preparing audited financial statements.
- (b) The entity is registered as a wholly-foreign-owned enterprise under PRC law. The statutory financial statements of Guangzhou Zhongkang Digital for the year ended 31 December 2019 and 2020 prepared under PRC Generally Accepted Accounting Principles ("PRC GAAP") were audited by Guangzhou Weiming Certified Public Accountants Co., Ltd. (廣州瑋銘會計師事務所有限公司).
- (c) The entity is a limited liability enterprise established under PRC law. The statutory financial statements of Sinohealth Information for the year ended 31 December 2018, 2019 and 2020 prepared under PRC GAAP were audited by GP Certified Public Accountants (Limited Liability Partnership) (廣東正中珠江會計師事務所 (特殊普通合夥),Guangzhou Zhongqin Certified Public Accountants Co., Ltd. (廣州中勤會計師事務所有限 公司) and Guangzhou Weiming Certified Public Accountants Co., Ltd (廣州瑋銘會計師事務所有限公司), respectively.
- (d) These entities are limited liability enterprises established under PRC law. No audited financial statements have been prepared for these entities since their dates of incorporation, as these enterprises were not subject to any statutory audit requirements under the relevant rules and regulations in their jurisdictions of incorporation.
- (e) Sinohealth Information acquired 14% equity interests of the entity in October 2018 at a consideration of RMB430,000 from the non-controlling shareholder and has owned 94% equity interests of this entity ever since
- (f) Sinohealth Information acquired 15% equity interests of the entity in May 2018 at a consideration of RMB750,000 from the non-controlling shareholder and this entity became a wholly owned subsidiary of Sinohealth Information since then.
- (g) These entities were deregistered in August 2021.
- (h) Sinohealth Information acquired 30% equity interests of the entity in March 2021 from the non-controlling shareholder at a consideration of RMB1,500,000 and this entity became a wholly owned subsidiary of Sinohealth Information since then, which was deregistered in December 2021.
- (i) Sinohealth Information acquired the entire equity interests in Guangzhou Jiasi Information Technology Company Limited ("Guangzhou Jiasi") from Mr. Wu Yushu at a consideration of RMB1,000,000 on 29 April 2021. The transaction was accounted for as an asset acquisition (Note (29)).
- (j) Sinohealth Information acquired 33% equity interests of Guangzhou Kangpu Corporate Consulting Company Limited in April 2021 from the non-controlling shareholder at a consideration of RMB990,000.
- (k) Sinohealth Information acquired 10% equity interests of Guangzhou Rilang in June 2021 from the non-controlling shareholder at a consideration of RMB9,000.
- \* The English names of these entities registered in the PRC represent the best efforts made by the management of the Company to directly translate their Chinese names as they did not register any official English names.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

## **ACCOUNTANTS' REPORT**

#### 2.1 BASIS OF PRESENTATION

Pursuant to the Reorganisation, as more fully explained in the paragraph headed "Reorganisation" in the section headed "History, Reorganisation and Corporate Structure" in the Document, the Company became the holding company of the companies now comprising the Group on 8 June 2021.

Sinohealth Information and its subsidiaries (the "Consolidated Affiliated Entities") are engaged and will engage in the production of short films and provision of internet information services and internet data center services (including internet resources cooperation services) (together, the "Relevant Businesses"). Under the scope of the "Catalog of Industries for Encouraging Foreign Investment (2020 Version)" and the "Special Administrative Measures (Negative List) for the Access of Foreign Investment (2021 Version)", foreign investors are restricted or prohibited to invest in Relevant Businesses. A wholly-owned subsidiary of the Company, Guangzhou Zhongkang Digital (the "WFOE"), has entered into a series of Contractual Arrangements (the "Contractual Arrangements") with the Consolidated Affiliated Entities and their respective equity holders (hereafter the equity holders of the Consolidated Affiliated Entities referred to the "Registered Shareholders"). The Contractual Arrangements enable WFOE 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. Details of the Contractual Arrangements are disclosed in the section headed "Contractual Arrangements" in the Document.

As the Reorganisation only involved inserting new holding companies and entering into the Contractual Arrangements that has not resulted in any change of respective voting, economic substances and beneficial interests, for the purpose of this report, the Historical Financial Information for the Relevant Periods has been presented as a continuation of the existing company and its subsidiaries using the pooling of interests method as if the Reorganisation had been completed at the beginning of the Relevant Periods.

Accordingly, the consolidated statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group for the Relevant Periods include the results and cash flows of all companies now comprising the Group from the earliest date presented or since the date of incorporation of the subsidiaries, where this is a shorter period. The consolidated statements of financial position of the Group as at 31 December 2018, 2019 and 2020 and 30 September 2021 have been prepared to present the assets and liabilities of the companies now comprising the Group using the existing book values. No adjustments are made to reflect fair values, or recognise any new assets or liabilities as a result of the Reorganisation.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group transactions and balances have been eliminated on consolidation in full.

## 2.2 BASIS OF PREPARATION

The Historical Financial Information has 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 HKICPA and accounting principles generally accepted in Hong Kong. All HKFRSs effective for the accounting period commencing from 1 January 2021 together with the relevant transitional provisions, have been consistently applied by the Group in the preparation of the Historical Financial Information throughout the Relevant Periods, and in the period covered by the Interim Comparative Financial Information.

The Historical Financial Information has 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.

# 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in the Historical Financial Information.

Amendments to HKFRS 3 Amendments to HKFRS 10 and HKAS 28 (2011)	Reference to the Conceptual Framework <sup>2</sup> Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>4</sup>
Amendments to HKFRS 16	Covid-19-Related Rent Concessions Beyond 30 June 2021 <sup>1</sup>
HKFRS 17	Insurance Contracts <sup>3</sup>
Amendments to HKFRS 17	Insurance Contracts <sup>3, 6</sup>
Amendments to HKAS 1	Classification of Liabilities as
	Current or Non-current <sup>3, 5</sup>
Amendments to HKAS 1	Disclosure of Accounting Policies <sup>3</sup>
Amendments to HKAS 8	Definition of Accounting Estimates <sup>3</sup>
Amendments to HKAS 12	Deferred tax related to assets and liabilities arising from a single transaction <sup>3</sup>
Amendments to HKAS 16	Property, Plant and Equipment: Proceeds before Intended Use <sup>2</sup>
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract <sup>2</sup>
Annual Improvements to HKFRSs 2018-2020	Amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41 <sup>2</sup>

- Effective for annual periods beginning on or after 1 April 2021
- <sup>2</sup> Effective for annual periods beginning on or after 1 January 2022
- Effective for annual periods beginning on or after 1 January 2023
- <sup>4</sup> No mandatory effective date yet determined but available for adoption
- As a consequence of the amendments to HKAS 1, 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 in October 2020 to align the corresponding wording with no change in conclusion
- As a consequence of the amendments to HKFRS 17 issued in October 2020, HKFRS 4 was amended to extend the temporary exemption that permits insurers to apply HKAS 39 rather than HKFRS 9 for annual periods beginning before 1 January 2023

## **ACCOUNTANTS' REPORT**

The Group is in the process of making an assessment of the impact of these new and revised HKFRSs upon initial application. The Group expects that the adoption of the new and revised HKFRSs will have no significant financial effect on the Group's results of operations and financial position.

#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### **Subsidiaries**

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).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

The results of subsidiaries are included in the Company's profit or loss to the extent of dividends received and receivable. The Company's investments in subsidiaries are stated at cost less any impairment losses.

The financial information of the subsidiaries is 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.

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. The results of subsidiaries are included in the Company's statement of profit or loss and other comprehensive income to the extent of dividends received and receivable. The Company's investments in subsidiaries are stated at cost less any impairment losses.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

## **ACCOUNTANTS' REPORT**

## Subsidiaries arising from the Reorganisation

The Registered Shareholders, the Sinohealth Information, and WFOE have entered into the Contractual Arrangements which became effective on 8 June 2021. Each of the shareholders of the Sinohealth Information authorised and appointed WFOE, as his or her agent to act on his or her behalf to exercise or delegate the exercise of all his or her rights as equity holders of the Sinohealth Information. In particular, WFOE undertakes to provide the Sinohealth Information with certain technical services as required to support their operations. In return, WFOE is entitled to substantially all of the operating profits and residual benefits generated by the Sinohealth Information through intercompany charges levied on these services rendered. The Registered Shareholders are also required to transfer their equity interests in the Sinohealth Information to WFOE or the designee appointed by WFOE upon a request made by WFOE when permitted by PRC laws for a consideration. The equity interests in the Sinohealth Information have also been pledged by the Registered Shareholders to WFOE in respect of the continuing obligations of the Sinohealth Information. Accordingly, the Group has rights to variable returns from its involvement with the Consolidated Affiliated Entities and has the ability to affect those returns through its power, and thus control over the Consolidated Affiliated Entities.

#### Investments in associates

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The Group's investments in associates are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses.

The Group's share of the post-acquisition results and other comprehensive income of associates is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's investments in the associates, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates is included as part of the Group's investments in associates.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

## **ACCOUNTANTS' REPORT**

## Fair value measurement

The Group measures its financial assets at fair value through profit or loss at the end of each of the Relevant Periods. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Historical Financial Information 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 Historical Financial Information 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 of the Relevant Periods.

## 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.

## **ACCOUNTANTS' REPORT**

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.

An assessment is made at the end of each of the Relevant Periods 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

- (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);

## **ACCOUNTANTS' REPORT**

- (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.

## Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Electronic equipment	23.8% - 31.7%
Office equipment and furniture	19.0%
Leasehold improvements	Over the shorter of the lease terms and 20%
Motor vehicles	19 0% – 23 8%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

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.

## **ACCOUNTANTS' REPORT**

## Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Purchased computer software is stated at cost less impairment and is amortised on the straight-line basis over the estimated useful life of 2 to 5 years.

## Research and development costs

All research costs are charged to profit or loss as incurred. Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the Group's ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when 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. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

## (a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Office premises ...... 2 – 10 years

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.

## **ACCOUNTANTS' REPORT**

## (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.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

The Group's lease liabilities are presented separately in the statement of financial position.

## (c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of office premises (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of office equipment that is considered to be of low value.

Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

#### 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.

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

## **ACCOUNTANTS' REPORT**

case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

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

## Subsequent measurement

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

## Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

## Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in profit or loss.

## **Derecognition of financial assets**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statements of financial position) when:

the rights to receive cash flows from the asset have expired; or

## **ACCOUNTANTS' REPORT**

• 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.

## 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).

At the end of each of the Relevant Periods, 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.

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The Group considers a financial asset in default when contractual payments are 30 to 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables which apply the simplified approach as detailed below.

- Stage 1 Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
- Stage 2 Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
- Stage 3 Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

## 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 loans and borrowings and payables 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, amounts due to a related party and due to a director.

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## Subsequent measurement

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

## Financial liabilities at amortised cost (loans and borrowings)

After initial recognition, payables are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in profit or loss.

## **Derecognition of financial liabilities**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in profit or loss.

#### Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

#### **Inventories**

Inventories represent capitalised costs which are incurred to fulfil contracts with customers. They are stated at the lower of cost and net realisable value. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

## Cash and cash equivalents

For the purpose of the consolidated statements of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short-term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, and form an integral part of the Group's cash management.

## **ACCOUNTANTS' REPORT**

For the purpose of the consolidated statements of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

#### 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 each of the Relevant 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 of the Relevant Periods between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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The carrying amount of deferred tax assets is reviewed at the end of each of the Relevant Periods 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 each of the Relevant 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 each of the Relevant Periods.

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

## **Government grants**

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, for which it is intended to compensate, are expensed.

#### Revenue recognition

#### Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group with a significant financial benefit for more than one year, revenue

## **ACCOUNTANTS' REPORT**

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.

The Group transfers control of goods or services over time and recognises revenue over time, if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If control of the goods or services transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the goods or services.

For contracts that contain more than one performance obligations, the Group allocates the transaction price to each performance obligation on a relative stand-alone selling price basis.

The stand-alone selling price of the distinct good or service underlying each performance obligation is determined at contract inception. It represents the price at which the Group would sell a promised good or service separately to a customer. If a stand-alone selling price is not directly observable, the Group estimates it using appropriate techniques such that the transaction price ultimately allocated to any performance obligation reflects the amount of consideration to which the Group expects to be entitled in exchange for transferring the promised goods or services to the customer.

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 HKFRS15, 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 Connections and SaaS products.

## **ACCOUNTANTS' REPORT**

## (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 standalone 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.

## 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 standalone 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, using an output method to measure progress towards complete satisfaction of the service, because the customer simultaneously receives and consumes the benefits provided by the Group. Under the output method, the services transferred to the customer to date are measured to the extent of progress towards completion, based on units of delivery.

#### (b) Data-driven Publications and Connections

The Group is engaged in the provision of Data-driven Publications and Connections services which include organisation of conferences, exhibitions and networking events.

The contract with customers relating to Data-driven Publications and Connections 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 represent one performance obligation, because these promises are mutually dependent and the customer is unable to derive significant benefits

## **ACCOUNTANTS' REPORT**

from its access to value-added services for the intended purpose without receipt of the promises of organizing and hosting Industry Events.

The revenue from Data-driven Publications and Connections 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.

## (c) SaaS products

SaaS products involve granting right to access the Group's proprietary cloud-based software together with additional standardized reports on an ad hoc demand with 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 API use

Revenue is recognised at a point in time when the right to use an 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 license is delivered and accepted by the customers.

## Other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

## **Contract assets**

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. Contract assets are subject to impairment assessment, details of which are included in the accounting policies for impairment of financial assets.

## **ACCOUNTANTS' REPORT**

#### **Contract liabilities**

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

#### **Contract costs**

Other than the costs which are capitalised as inventories, property, plant and equipment and intangible assets, costs incurred to fulfil a contract with a customer are capitalised as an asset if all of the following criteria are met:

- (a) The costs relate directly to a contract or to an anticipated contract that the entity can specifically identify.
- (b) The costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future.
- (c) The costs are expected to be recovered.

The capitalised contract costs are amortised and charged to profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the asset relates. Other contract costs are expensed as incurred.

#### Other employee benefits

#### Pension schemes

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in central pension schemes operated by the local municipal government and the central government, respectively. These subsidiaries are required to contribute a certain percentage of payroll costs to the central pension schemes. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension schemes.

#### **Dividends**

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting.

#### Foreign currencies

The Historical Financial Information is presented in RMB, which is the Company's functional currency. The Group's presentation currency is RMB because the Group's principal operations are carried out in Mainland China. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the

## **ACCOUNTANTS' REPORT**

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 Relevant Periods. Differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

#### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's Historical Financial Information 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**

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the Historical Financial Information:

#### **Contractual Arrangements**

The Consolidated Affiliated Entities are engaged and will engage in the production of short films and provision of Internet information services and Internet data center services (including internet resources cooperation services) (together, the "Relevant Businesses"). Under the scope of "the Special Administrative Measures (Negative List) for the Access of Foreign Investment (2021 Version)", foreign investors are restricted or prohibited to invest in Relevant Businesses.

As disclosed in note 2.2 to the Historical Financial Information, the Group exercises control over the Consolidated Affiliated Entities and enjoys substantially all economic benefits of the Consolidated Affiliated Entities through the Contractual Arrangements.

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The Group does not have any equity interests in the Consolidated Affiliated Entities. However, as a result of the Contractual Arrangements, the Company has power over the Consolidated Affiliated Entities, has rights to variable returns from its involvement with the Consolidated Affiliated Entities and has the ability to affect those returns through its power over the Consolidated Affiliated Entities and is therefore considered to have control over them. Consequently, the Company regards the Consolidated Affiliated Entities as indirect subsidiaries. The Group has consolidated the financial position and results of the Consolidated Affiliated Entities in the Historical Financial Information during the Relevant Periods.

#### **Estimation uncertainty**

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of each of the Relevant Periods, 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.

The provision matrix is initially based on the Group's historical expected default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions are expected to deteriorate over the next year which can lead to an increased number of defaults, the historical default rates are adjusted. At every reporting date, the historical expected default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical expected default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in note 18 to the Historical Financial Information.

#### 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 were RMB16,495,000, RMB37,319,000 and RMB40,138,000 and RMB61,293,000 as at 31 December 2018, 2019 and 2020 and 30 September 2021, respectively. Further details are contained in note 24 to the Historical Financial Information.

#### 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

	Year e	nded 31 Dece	Nine months ended 30 September		
	2018	2019	2020	2020	2021
	RMB'000	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000
Mainland China*	163,802	177,093	201,292	143,893	239,740
France	_	_	_	_	42
Hong Kong	337	160	14	14	21
Germany	251	280	70	70	43
Singapore	_	217	223	156	323
England	_	_	324	278	260
Switzerland			150	149	
	164,390	177,750	202,073	144,560	240,429

<sup>\*</sup> Mainland China means the PRC excluding Hong Kong, Macau and Taiwan.

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

## **ACCOUNTANTS' REPORT**

#### (b) Non-current assets

All non-current assets of the Group are in Mainland China. Accordingly, no geographical information of segment assets is presented.

#### Information about major customers

Revenue from a major customer which accounted for 10% or more of the Group's revenue during the Relevant Periods and the nine months ended 30 September 2020 is set out below:

	Year ended 31 December			Nine months ended 30 September		
	2018	2019	2020	2020	2021	
	RMB'000	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000	
Customer A	17,218	N/A*	N/A*	N/A*	N/A*	

<sup>\*</sup> The corresponding revenue of the customers is not disclosed as the revenue individually did not account for 10% or more of the Group's revenue for the Relevant Periods and the nine months ended 30 September 2020.

## 5. REVENUE, OTHER INCOME AND GAINS

An analysis of revenue is as follows:

	Year ended 31 December			Nine mont 30 Sept	
	2018	2019	2020	2020	2021
	RMB'000	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000
Revenue from contracts with					
customers	164,390	177,750	202,073	144,560	240,429

## **ACCOUNTANTS' REPORT**

#### Revenue from contracts with customers

## (a) Disaggregated revenue information

	Year ended 31 December			Nine months ended 30 September		
	2018	2019	2020	2020	2021	
	RMB'000	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000	
Types of services						
Data Insight Solutions Data-driven Publications	80,325	92,800	98,418	53,269	86,684	
and Connections	82,149	80,506	96,678	87,341	134,026	
SaaS products	1,916	4,444	6,977	3,950	19,719	
	164,390	177,750	202,073	144,560	240,429	
Geographical markets						
Mainland China	163,802	177,093	201,292	143,893	239,740	
Overseas	588	657	781	667	689	
	164,390	177,750	202,073	144,560	240,429	
Timing of revenue recognition Services transferred						
at a point in time Services transferred over	34,092	50,550	66,815	39,957	69,202	
time	130,298	127,200	135,258	104,603	171,227	
	164,390	177,750	202,073	144,560	240,429	

#### **ACCOUNTANTS' REPORT**

The following table shows the amounts of revenue recognised during the Relevant Period and the nine months ended 30 September 2020 that were included in the contract liabilities at the beginning of each of the Relevant Periods:

	Year ended 31 December			Nine months ended 30 September		
	2018	2019	2020	2020	2021	
	RMB'000	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000	
Revenue recognised that was included in contract liabilities at the beginning of the year/period:						
Data Insight Solutions Data-driven Publications	5,808	6,444	6,086	3,656	7,611	
and Connections	1,130	492	1,309	1,309	270	
SaaS products	543	662	806	767	3,937	
	7,481	7,598	8,201	5,732	11,818	

#### (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 120 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 Connections

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 Connections are generally completed within one week.

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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 API use 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 license is accepted by the customers, and payment is generally due when the service was completed.

The amounts of transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December 2018, 2019 and 2020 and 30 September 2021 are as follows:

	A	As at 30 September		
	2018	2019	2020	2021
	RMB'000	RMB'000	RMB'000	RMB'000
Amounts expected to be recognised as revenue:				
Within one year	21,191	19,854	43,408	66,696
After one year	409	3,997	590	257
	21,600	23,851	43,998	66,953

The amounts of transaction prices allocated to the remaining performance obligations which are expected to be recognised as revenue after one year mainly relate to Data Insight Solutions services, of which the performance obligations are to be satisfied within two years. All the other amounts of transaction prices allocated to the remaining performance obligations are expected to be recognised as revenue within one year. The amounts disclosed above do not include variable consideration which is constrained.

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An analysis of other income and gains is as follows:

	Year ended 31 December			Nine months ended 30 September		
	2018	2019	2020	2020	2021	
	RMB'000	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000	
Other income						
Bank interest income	12,564	9,070	5,181	4,434	224	
Government grants*	2,521	1,664	3,422	1,543	11,050	
loss	_	3,735	7,279	4,935	3,797	
Others	2	38	92	90	217	
	15,087	14,507	15,974	11,002	15,288	
Gains Fair value gains on financial assets at fair value						
through profit or loss	_	1,155	2,994	1,665	4,537	
Foreign exchange gains, net	_	_	1	2	135	
Gain on disposal of a subsidiary (note 31)	_	_	50	50	_	
Gains on lease						
modifications			7		1,107	
	15,087	15,662	19,026	12,719	21,067	

<sup>\*</sup> 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.

#### 6. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/(crediting):

		Year e	Year ended 31 December			Nine months ended 30 September		
		2018	2019	2020	2020	2021		
	Notes	RMB'000	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000		
Cost of services provided Depreciation of property, plant and		63,334	71,654	71,867	54,406	89,843		
equipment	13	907	1,601	1,934	1,482	1,493		
assets	14(a)	3,818	3,827	5,519	4,045	3,646		
assets*	15	403	414	430	313	289		
Research and development costs .		22,014	29,262	39,821	29,159	38,381		
[REDACTED]		[REDACTED] [	REDACTED] [	REDACTED]	[REDACTED] [	REDACTED]		
Lease payments not included in the measurement of lease								
liabilities	14(c)	276	161	349	343	232		
from lessors	14(b)	_	_	(723)	(723)	_		
Bank interest income	5	(12,564)	(9,070)	(5,181)	(4,434)	(224)		
Government grants Investment income from financial assets at fair value through	5	(2,521)	(1,664)	(3,422)	(1,543)	(11,050)		
profit or loss	5	_	(3,735)	(7,279)		(3,797)		
Gain on disposal of a subsidiary Fair value gains on financial assets at fair value through	5	-	_	(50)	(50)	_		
profit or loss	5	_	(1,155)	(2,994)	(1,665)	(4,537)		
Gains on lease modifications	5	_	-	(7)	- (2)	(1,107)		
Foreign exchange gain, net Loss on disposal of items of		-	_	(1)	(2)	(135)		
property, plant and equipment		29	16	8	7	11		
Auditor's remuneration		189	-	25	25	-		
Wages and salaries		45,801	58,996	82,477	63,363	88,135		
Pension scheme contributions		2,225	3,472	201	184	2,673		
Staff welfare expenses		698	378	475	389	221		
receivables, net	18	(537)	1,303	691	899	1,269		
receivables, net	19	_			_	345		

<sup>\*</sup> The amortisation of other intangible assets is included in "Administrative expenses" in the consolidated statements of profit or loss and other comprehensive income.

#### 7. FINANCE COSTS

An analysis of finance costs is as follows:

	Year ended 31 December			Nine months ended 30 September	
	2018	2019	2020	2020	2021
	RMB'000	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000
Interest on lease liabilities					
(note 14(b))	525	576	1,222	913	412

#### 8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Mr. Wu Yushu was appointed as a director of the Company on 4 March 2019 and was re-designated as an executive director of the Company on 3 June 2021. Ms. Wang Lifang was appointed as an executive director of the Company on 3 June 2021. Mr. Fu Haitao was appointed as non-executive director of the Company on 3 June 2021. Mr. Wei Bin, Ms. Wang Danzhou and Ms. Du Yilin were appointed as independent non-executive directors of the Company on [date].

Certain of the directors received remuneration from a subsidiary now comprising the Group as directors of this subsidiary. The remuneration of each of these directors as recorded in the financial information of the subsidiary is set out below:

	Year ended 31 December			Nine months ended 30 September		
	2018	2019	2020	2020	2021	
	RMB'000	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000	
Fees						
Other emoluments: Salaries, bonuses, allowances and benefits						
in kind Pension scheme	1,265	1,316	1,582	1,227	1,095	
contributions	17	17	2	2	13	
	1,282	1,333	1,584	1,229	1,108	

#### (a) Independent non-executive directors

No independent non-executive director was appointed and there were no fees and other emoluments payable to the independent non-executive director during the Relevant Periods and the nine months ended 30 September 2020.

## **ACCOUNTANTS' REPORT**

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

	Fees	Salaries, bonuses, allowances and benefits in kind	Pension scheme contributions	Total
	RMB'000	RMB'000	RMB'000	RMB'000
Year ended 31 December 2018				
Executive directors:  Mr. Wu Yushu*		651 614	9	660 622
	-	1,265	17	1,282
Non-executive director: Mr. Fu Haitao				
		1,265	17	1,282
Year ended 31 December 2019				
Executive directors:  Mr. Wu Yushu*	_ 	676 640	9 8	685 648
	_	1,316	17	1,333
Non-executive director: Mr. Fu Haitao				
		1,316	17	1,333
Year ended 31 December 2020				
Executive directors:  Mr. Wu Yushu*		809 773	1 1	810 774
	-	1,582	2	1,584
Non-executive director: Mr. Fu Haitao				
		1,582	2	1,584

## **ACCOUNTANTS' REPORT**

	Fees	Salaries, bonuses, allowances and benefits in kind	Pension scheme contributions	Total
	RMB'000	RMB'000	RMB'000	RMB'000
Nine months ended 30 September 2021 Executive directors:				
Mr. Wu Yushu*	_	563	7	570
Ms. Wang Lifang		532	6	538
	_	1,095	13	1,108
Non-executive director: Mr. Fu Haitao				
		1,095	13	1,108
Nine months ended 30 September 2020 (Unaudited) Executive directors:				
Mr. Wu Yushu*	_	627	1	628
Ms. Wang Lifang		600	1	601
	-	1,227	2	1,229
Non-executive director: Mr. Fu Haitao				
		1,227	2	1,229

<sup>\*</sup> Mr. Wu Yushu was appointed as the chief executive of the Company.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the Relevant Periods and the nine months ended 30 September 2020.

#### 9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the Relevant Periods and the nine months ended 30 September 2020 included two, one and two and one and one directors, respectively, details of whose remuneration are set out in note 8 above. Details of the remuneration for the Relevant Periods and the nine months ended 30 September 2020 of the remaining three, four and three and four and four highest paid employees who are neither a director nor chief executive of the Company are as follows:

	Year e	ended 31 Decei	mber	Nine month Septe	
	2018	2019	2020	2020	2021
	RMB'000	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000
Salaries, bonuses, allowances and benefits in					
kind	1,696	2,756	2,684	2,572	2,544
contributions	18	23	1	2	35
	1,714	2,779	2,685	2,574	2,579

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

	Number of employees Year ended 31 December		Number of employees Nine months ended 30 September		
	2018	2019	2020	2020	2021
				(Unaudited)	
Nil to HK\$1,000,000 HK\$1,000,001 to	3	4	2	4	4
HK\$1,500,000			1		
	3	4	3	4	4

#### 10. INCOME TAX

The income tax expense of the Group is analysed as follows:

	Year ended 31 December		Nine months ended 30 September		
	2018	2019	2020	2020	2021
	RMB'000	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000
Current – Mainland China					
charge for the year/period.	12,430	12,906	12,933	9,398	19,884
Deferred tax (note 24)	111	(170)	(2,190)	(2,300)	544
Total tax charge for the					
year/period	12,541	12,736	10,743	7,098	20,428

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 Relevant Periods and the nine months ended 30 September 2020.

The provision for current income tax in Mainland China is based on a statutory tax rate of 25% of the assessable profits of the PRC subsidiaries of the Group as determined in accordance with the PRC Corporate Income Tax Law.

Sinohealth Information was accredited as a high and new technology enterprise ("HNTE") in 2016 and 2019, and the certifications were valid for three years. For the Relevant Periods and the nine months ended 30 September 2020, Sinohealth Information was entitled to a preferential PRC Corporate Income tax rate of 15%. Sinohealth Information needs to renew the HNTE certificate every three years so as to enjoy the reduced tax rate of 15%.

Certain of the subsidiaries, which operate in Mainland China, are identified as Small and Micro Enterprises and were entitled to a preferential tax rate of 2.5%, 5% or 10% during the Relevant Periods and the nine months ended 30 September 2020.

## **ACCOUNTANTS' REPORT**

A reconciliation of the tax expense applicable to profit before tax at the statutory rate in Mainland China to the tax expense at the effective tax rate is as follows:

	Year e	nded 31 Decen	nber	Nine month 30 Septe	
	2018	2019	2020	2020	2021
	RMB'000	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000
Profit before tax	73,647	67,115	76,072	50,740	81,881
Tax at the statutory tax rate					
of 25% in Mainland China . Lower tax rates enacted by	18,412	16,779	19,018	12,685	20,470
local authority	(8,402)	(8,111)	(8,788)	(5,908)	(1,998)
allowance for research and development costs Expenses not deductible for	(634)	(1,686)	(1,849)	(1,724)	(2,526)
tax	320	669	154	173	3,123
previous periods	(269)	_	(49)	_	(62)
associates	_	_	_	_	7
Tax losses not recognised	3,114	5,085	2,257	1,872	1,414
Tax charge at the Group's	40.544	40.700	40.740	7 000	00.400
effective tax rate	12,541	12,736	10,743	7,098	20,428
Effective tax rate	17.0%	19.0%	14.1%	14.0%	24.9%

## 11. DIVIDENDS

No dividend has been declared and paid by the Company in respect of the Relevant Periods and the nine months ended 30 September 2020.

On 27 January 2021, Sinohealth Information declared and approved a dividend of RMB120,086,000 to its then shareholders.

#### **ACCOUNTANTS' REPORT**

# 12. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

Earnings per share information is not presented as its inclusion, for the purpose of the Historical Financial Information, is not considered meaningful due to the Reorganisation and the basis of presentation of the Group for the years ended 31 December 2018, 2019 and 2020 and the nine months ended 30 September 2020 as disclosed in note 2.1 to the Historical Financial Information.

During the nine months ended 30 September 2021, the calculation of the basic earnings per share amounts is based on the earnings attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares in issue.

The Group had no potentially dilutive ordinary shares in issue during the nine months ended 30 September 2021.

The calculations of basic and diluted earnings per share are based on:

Earnings	Nine months ended 30 September 2021
	RMB'000
Profit attributable to ordinary equity holders of the parent,	
used in the basic and diluted earnings per share calculation	67,296
Shares	Nine months ended 30 September 2021
Weighted average number of ordinary shares in issue used in the basic and diluted earnings per share calculation	2,490,893

## **ACCOUNTANTS' REPORT**

## 13. PROPERTY, PLANT AND EQUIPMENT

RMB'000 RMB'000 RMB'000 RMB'000 R  31 December 2018  At 1 January 2018:	2,730
At 1 January 2018:	
Cost 2,012 452 166 100	
Accumulated depreciation	(1,376)
Net carrying amount	1,354
At 1 January 2018, net of	
accumulated depreciation 1,102 149 98 5	1,354
Additions	2,805
Disposals (2) (29)	(31)
Depreciation provided during the	
year (note 6)	(907)
At 31 December 2018, net of	0.004
accumulated depreciation 2,322 332 562 5	3,221
At 31 December 2018:	
Cost	5,151
Accumulated depreciation	(1,930)
Net carrying amount	3,221
31 December 2019	
At 1 January 2019:	
Cost	5,151
Accumulated depreciation	(1,930)
Net carrying amount 2,322 332 562 5	3,221

# **ACCOUNTANTS' REPORT**

	Electronic equipment	Office equipment and furniture	Leasehold improvements	Motor vehicles	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2019, net of					
accumulated depreciation	2,322	332	562	5	3,221
Additions	3,131	3	228	-	3,362
Disposals	(17)	-	-	-	(17)
year (note 6)	(1,241)	(76)	(284)		(1,601)
At 31 December 2019, net of					
accumulated depreciation	4,195	259	506	5	4,965
accumulated depreciation	4,100				4,500
At 31 December 2019:					
Cost	6,683	403	1,003	100	8,189
Accumulated depreciation	(2,488)	(144)	(497)	(95)	(3,224)
Not corrying amount	4 105	250	506	E	4.065
Net carrying amount	4,195	259			4,965
31 December 2020					
At 1 January 2020:					
Cost	6,683	403	1,003	100	8,189
Accumulated depreciation	(2,488)	(144)	(497)	(95)	(3,224)
Net carrying amount	4,195	259	506	5	4,965
At 1 January 2020, net of					
accumulated depreciation	4,195	259	506	5	4,965
Additions	448	-	488	792	1,728
Disposals	(4)	-	-	(5)	(9)
Depreciation provided during the	// <b></b> >	<i>(</i> <b>-</b> <i>(</i> )	(2.45)	(445)	(
year (note 6)	(1,502)	(74)	(245)	(113)	(1,934)
At 31 December 2020, net of					
accumulated depreciation	3,137	185	749	679	4,750
At 31 December 2020:					
Cost	7,039	403	1,491	792	9,725
Accumulated depreciation	(3,902)	(218)	(742)	(113)	(4,975)
Net carrying amount	3,137	185	749	679	4,750

# **ACCOUNTANTS' REPORT**

	Electronic	Office equipment and furniture	Leasehold	Motor	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
30 September 2021					
At 1 January 2021:					
Cost	7,039	403	1,491	792	9,725
Accumulated depreciation	(3,902)	(218)	(742)	(113)	(4,975)
Net carrying amount	3,137	185	749	679	4,750
At 1 January 2021, net of					
accumulated depreciation	3,137	185	749	679	4,750
Additions	1,281	15	318	-	1,614
Disposals	(12)	-	-	(83)	(95)
Depreciation provided during the	(4.440)	(==)	(0.10)	(77)	(4.400)
period (note 6)	(1,146)	(57)	(213)	(77)	(1,493)
At 30 September 2021, net of					
accumulated depreciation	3,260	143	854	519	4,776
At 30 September 2021:					
Cost	8,097	418	1,809	709	11,033
Accumulated depreciation	(4,837)	(275)	•	(190)	(6,257)
Net carrying amount	3,260	143	854	519	4,776
					-,

## **ACCOUNTANTS' REPORT**

## 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 10 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 Relevant Periods are as follows:

	Office premises
	RMB'000
As at 1 January 2018	1,289
Additions	16,336
Depreciation charge (note 6)	(3,818)
As at 31 December 2018 and at 1 January 2019	13,807
Depreciation charge (note 6)	(3,827)
As at 31 December 2019 and at 1 January 2020	9,980
Additions	22,435
Lease modifications	(833)
Depreciation charge (note 6)	(5,519)
As at 31 December 2020 and 1 January 2021	26,063
Acquisition of a subsidiary (note 29)	766
Additions	3,406
Lease modifications	(16,368)
Depreciation charge (note 6)	(3,646)
As at 30 September 2021	10,221

# **ACCOUNTANTS' REPORT**

## (b) Lease liabilities

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

	As	at 31 December		As at 30 September
	2018	2019	2020	2021
	RMB'000	RMB'000	RMB'000	RMB'000
Carrying amount at beginning of				
year/period	1,393	14,067	10,543	27,870
of a subsidiary (note 29)	_	_	_	805
New leases	16,336	_	22,435	3,406
during the year/period (note 7)	525	576	1,222	412
Covid-19-related rent concessions from lessors	_	-	(723)	_
modifications	_	_	(840)	(17,475)
Payments	(4,187)	(4,100)	(4,767)	(4,104)
Carrying amount at end of				
year/period	14,067	10,543	27,870	10,914
Analysed into:				
Current portion	3,524	3,214	5,570	4,756
Non-current portion	10,543	7,329	22,300	6,158

The maturity analysis of lease liabilities is disclosed in note 34 to the Historical Financial Information.

## **ACCOUNTANTS' REPORT**

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

	Year e	nded 31 Decei	mber	Nine months Septer	
	2018	2019	2020	2020	2021
	RMB'000	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000
Interest on lease liabilities Depreciation charge of	525	576	1,222	913	412
right-of-use assets Gains on lease	3,818	3,827	5,519	4,045	3,646
modifications	_	_	(7)	_	(1,107)
Expense relating to short-term leases (included in administrative expenses)	207	14	259	254	69
Expense relating to leases of low-value assets (included in administrative					
expenses)	69	147	90	89	163
concessions from lessors .			(723)	(723)	
Total amount recognised in					
profit or loss	4,619	4,564	6,360	4,578	3,183

<sup>(</sup>d) The total cash outflow for leases is disclosed in note 28(c) to the Historical Financial Information.

## **ACCOUNTANTS' REPORT**

## 15. OTHER INTANGIBLE ASSETS

	Software
	RMB'000
31 December 2018	
Cost at 1 January 2018, net of accumulated amortisation	986
Addition	130
Amortisation provided during the year (note 6)	(403)
At 31 December 2018	713
At 31 December 2018:	
Cost	2,004
Accumulated amortisation	(1,291)
Net carrying amount	713
31 December 2019	
Cost at 1 January 2019, net of accumulated amortisation	713
Addition	145
Amortisation provided during the year (note 6)	(414)
At 31 December 2019	444
At 31 December 2019:	
Cost	2,149
Accumulated amortisation	(1,705)
Net carrying amount	444
31 December 2020	
Cost at 1 January 2020, net of accumulated amortisation	444
Addition	191
Amortisation provided during the year (note 6)	(430)
At 31 December 2020	205
At 31 December 2020:	
Cost	2,340
Accumulated amortisation	(2,135)
Net carrying amount	205

## **ACCOUNTANTS' REPORT**

						Software
					I	RMB'000
30 September 2021						
Cost at 1 January 2021						205
Addition						1,274 (289
F	g p					(===
At 30 September 2021						1,190
At 30 September 2021:						
Cost						3,614
Accumulated amortisat	ion					(2,424
Net carrying amount .						1,190
, 0					_	· · · · · · · · · · · · · · · · · · ·
6. INVESTMENT IN ASSO	CIATES					
			As at 31 Dece	mber		As at 30 September
		2018	2019	20	20	2021
		RMB'000	RMB'000	RMB	3'000	RMB'000
Share of net assets		. <u> </u>				338
Particulars of the assoc	ciate are as	follows:				
				Percentage of		
Company	Place of incorporation	Paid-up capital	Owner-ship interest	Voting power	Profit sharing	Principal activities
		DMD000 000	400/	400/	4000/	Б
Jiangxi Yaoshunshun Medicine Company Limited (江西藥順順藥業 有限公司)*	Mainland China	RMB200,000	49%	49%	100%	Dormant
Lanyu Health Technology	Mainland	RMB1,000,000	40%	40%	40%	Dormant
(Guangzhou) Company Limited (藍域健康科技 (廣州) 有限公司)	China					

<sup>\*</sup> The profit sharing is based on the proportion of paid in capital contribution by shareholders.

## **ACCOUNTANTS' REPORT**

The following table illustrates the aggregate financial information of the Group's associates that are not individually material:

	Year ended 31 December			Nine months ended 30 September	
	2018	2019	2020	2020	2021
	RMB'000	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000
Share of the associates' loss and total comprehensive loss for the year/period Aggregate carrying amount of the Group's investments in the	-	-	-	-	(262)
associates			_		338

#### 17. INVENTORIES

	As at 31 December			As at 30 September	
	2018	2019	2020	2021	
	RMB'000	RMB'000	RMB'000	RMB'000	
Contract fulfilment costs	1,189	599	573	1,680	

The above costs incurred to fulfill contracts relates to provision of Data Insight Solutions and are amortised to costs of sales when the related services are transferred to customers. The amount of amortisation recognised during the years ended 31 December 2018, 2019 and 2020 and the nine months ended 30 September 2021 were RMB414,000, RMB1,189,000 and RMB599,000 and RMB573,000, respectively.

#### 18. TRADE AND NOTES RECEIVABLES

	As	As at 30 September		
	2018	2019	2020	2021
	RMB'000	RMB'000	RMB'000	RMB'000
Trade receivables	13,708	20,051	29,547	60,223
Notes receivable	2,081	2,064	2,435	7,142
Impairment	(1,276)	(2,579)	(3,270)	(3,610)
	14,513	19,536	28,712	63,755

The Group's trading terms with its customers are mainly on credit. The credit terms granted generally ranged from 7 days to 120 days, depending on the specific payment terms in each contract. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

An ageing analysis of the trade receivables as at the end of each of the Relevant Periods, based on the transaction dates and net of loss allowance, is as follows:

	A	As at 30 September		
	2018	2019	2020	2021
	RMB'000	RMB'000	RMB'000	RMB'000
Within 6 months	9,960	15,694	25,040	53,380
6 to 12 months	853	800	688	3,033
1 to 2 years	1,383	201	228	177
2 to 3 years	236	726	15	23
Over 3 years		51	306	
	12,432	17,472	26,277	56,613

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

	As	As at 30 September		
	2018	2019	2020	2021
	RMB'000	RMB'000	RMB'000	RMB'000
At beginning of year/period Impairment losses, net	1,985	1,276	2,579	3,270
(note 6)	(537)	1,303	691	1,269
uncollectible	(172)			(929)
At end of year/period	1,276	2,579	3,270	3,610

An impairment analysis is performed at the end of each of the Relevant Periods 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 end of each of the Relevant Periods about past events, current conditions and forecasts of future economic conditions.

## **ACCOUNTANTS' REPORT**

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 2018

	Gross carrying amount	, .	
	RMB'000		RMB'000
Current	5,543	0.2%	11
Past due:			
Within 1 year	6,737	1.9%	128
Between 1 and 2 years	181	28.7%	52
Between 2 and 3 years	327	50.5%	165
Over 3 years	920	100.0%	920
	13,708	9.3%	1,276

## As at 31 December 2019

	Gross carrying amount	Expected credit loss rate	Expected credit loss
	RMB'000		RMB'000
Defaulted receivables Other trade receivables aged:	500	100.0%	500
Current	12,286	0.2%	28
Within 1 year	4,397	3.7%	162
Between 1 and 2 years	1,550	40.8%	633
Between 2 and 3 years	178	65.2%	116
Over 3 years	1,140	100.0%	1,140
	20,051	12.9%	2,579

# **ACCOUNTANTS' REPORT**

## As at 31 December 2020

	Gross carrying amount	Expected credit loss rate	Expected credit loss
	RMB'000		RMB'000
Defaulted receivables Other trade receivables aged:	500	100.0%	500
Current	21,230	0.3%	55
Within 1 year	4,970	6.1%	301
Between 1 and 2 years	291	60.1%	175
Between 2 and 3 years	1,284	75.3%	967
Over 3 years	1,272	100.0%	1,272
	29,547	11.1%	3,270

## As at 30 September 2021

	Gross carrying amount	Expected credit loss rate	Expected credit loss
	RMB'000		RMB'000
Defaulted receivables Other trade receivables aged:	500	100.0%	500
Current	23,649	0.7%	159
Within 1 year	34,406	4.2%	1,439
Between 1 and 2 years	254	47.6%	121
Between 2 and 3 years	121	81.0%	98
Over 3 years	1,293	100.0%	1,293
	60,223	6.0%	3,610

The Group's notes receivable are all aged within one year and were neither past due nor impaired.

#### 19. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

#### Group

		As at 30 September		
	2018	2019	2020	2021
	RMB'000	RMB'000	RMB'000	RMB'000
Prepayments	328	583	4,296	2,559
Deferred [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Prepaid expenses	301	311	174	787
Other receivables	1,379	1,396	2,204	2,306
Other current assets		90	26	
	2,008	2,380	6,700	9,756
Impairment				(325)
	2,008	2,380	6,700	9,431
Current	1,355	1,677	5,424	8,563
Non-current	653	703	1,276	868
Company				
Due from subsidiaries	_			179,597

An impairment analysis is performed at the end of each of the Relevant Periods. The Group has applied the general approach to provide for expected credit losses for non-trade other receivables under HKFRS 9. The Group considers the historical loss rate and adjusts for forward looking macroeconomic data in calculating the expected credit loss rate.

As at 31 December 2018, 2019 and 2020 and 30 September 2021, the Group estimated the expected losses for other receivable to be nil, nil and nil and RMB325,000, respectively.

The above amounts due from subsidiaries were non-trade in nature, unsecured, interest-free and repayable on demand.

#### 20. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	As at 31 December			As at 30 September
	2018	2019	2020	2021
	RMB'000	RMB'000	RMB'000	RMB'000
Unlisted investments, at fair				
value		181,015	356,664	397,754

The unlisted investments represented certain financial products issued by commercial banks in Mainland China. They were classified as financial assets at fair value through profit or loss as their contractual cash flows are not solely payments of principal and interest.

#### 21. CASH AND CASH EQUIVALENTS

#### Group

	Α	As at 30 September		
	2018	2019	2020	2021
	RMB'000	RMB'000	RMB'000	RMB'000
Cash and bank balances	347,402	220,635	115,778	11,943
Denominated in:				
RMB	347,402	220,590	115,734	6,077
US\$	_	_	_	5,679
HK\$		45	44	187
	347,402	220,635	115,778	11,943
Company				
Cash and bank balances				5,505
Denominated in:				
US\$				5,505

The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, 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. The bank balances are deposited with creditworthy banks with no recent history of default.

## **ACCOUNTANTS' REPORT**

## 22. TRADE PAYABLES

	As at 31 December			As at 30 September
	2018	2019	2020	2021
	RMB'000	RMB'000	RMB'000	RMB'000
Trade payables	2,706	2,631	3,669	11,218

An ageing analysis of the trade payables as at the end of each of the Relevant Periods, based on the invoice date, is as follows:

	A	As at 30 September		
	2018	2018 2019		2021
	RMB'000	RMB'000	RMB'000	RMB'000
Within 3 months	2,706	2,488	2,885	10,438
4 to 6 months	_	114	212	383
7 to 12 months	_	29	360	125
Over 1 year			212	272
	2,706	2,631	3,669	11,218

The trade payables are non-interest-bearing and are normally settled within 90 days.

## **ACCOUNTANTS' REPORT**

#### 23. OTHER PAYABLES AND ACCRUALS

		A	As at 30 September		
	Notes	2018	2019	2020	2021
		RMB'000	RMB'000	RMB'000	RMB'000
Payroll payables		11,647	17,521	21,947	29,034
Contract liabilities	(a)	8,159	9,071	12,672	21,069
Accrued [REDACTED]		[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Tax payables other than					
income tax		1,130	847	2,595	4,906
Other payables	(b)	660	522	1,185	1,089
		21,596	27,961	38,399	58,039

## (a) Details of contract liabilities are as follows:

	As at 31 December			As at 30 September
	2018	2019	2020	2021
	RMB'000	RMB'000	RMB'000	RMB'000
Types of services				
Data Insight Solutions Data-driven Publications and	6,705	6,678	8,199	11,589
Connections	550	1,460	284	785
SaaS products	904	933	4,189	8,695
	8,159	9,071	12,672	21,069

Contract liabilities include short-term advances received before the services are rendered. The increase in contract liabilities during the Relevant Periods was mainly due to the increase in short-term advances received from customers in relation to the provision of services at the end of each of the Relevant Periods.

(b) Other payables are non-interest-bearing and repayable on demand.

# **ACCOUNTANTS' REPORT**

## 24. DEFERRED TAX

The movements in deferred tax assets and liabilities during the Relevant Periods are as follows:

#### Deferred tax assets

	Impairment of trade receivables	Impairment of other receivables	Lease liabilities	Loss available for offsetting against future taxable profits	Total deferred tax assets
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2018  Deferred tax  credited/(charged) to profit or loss during the year	296	-	190	-	486
(note 10)	(115)		1,203		1,088
At 31 December 2018 and at 1 January 2019	181	-	1,393	-	1,574
Deferred tax credited/(charged) to profit or loss during the year (note 10)	131		(316)		(185)
At 31 December 2019 and at 1 January 2020	312	-	1,077	_	1,389
Deferred tax credited/(charged) to profit or loss during the year					
(note 10)	38		(299)	2,146	1,885
At 31 December 2020 and at 1 January 2021	350	-	778	2,146	3,274
Deferred tax credited/(charged) to profit or loss during the period (note 10)	279	49	756	(871)	213
Gross deferred tax assets at 30 September 2021	629	49	1,534	1,275	3,487

## **ACCOUNTANTS' REPORT**

## Deferred tax liabilities

	Right-of-use assets	Total deferred tax liabilities
	RMB'000	RMB'000
At 1 January 2018	175	175
(note 10)	1,199	1,199
At 31 December 2018 and at 1 January 2019	1,374	1,374
Deferred tax credited to profit or loss during the year		
(note 10)	(355)	(355)
At 31 December 2019 and at 1 January 2020	1,019	1,019
Deferred tax credited to profit or loss during the year		
(note 10)	(305)	(305)
At 31 December 2020 and at 1 January 2021	714	714
Deferred tax charged to profit or loss during the	757	757
period (note 10)	757	757
Gross deferred tax liabilities at 30 September 2021	1,471	1,471

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:

	As at 31 December			As at 30 September	
	2018	2019	2020	2021	
	RMB'000	RMB'000	RMB'000	RMB'000	
Net deferred tax assets recognised in the consolidated statements					
of financial position	200	370	2,560	2,016	

## **ACCOUNTANTS' REPORT**

Deferred tax assets have not been recognised in respect of the following item:

	As at 31 December			As at 30 September
	2018	2019	2020	2021
	RMB'000	RMB'000	RMB'000	RMB'000
Tax losses	16,495	37,319	40,138	61,293

The above tax losses arising in Mainland China that will expire in one to five years for offsetting against future taxable profits. Deferred tax assets have not been recognised in respect of these losses as it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 10%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008.

At the end of each of the Relevant Periods, the directors of the Company, based on the Group's operation and expansion plan, estimated that part of the retained earnings of the PRC subsidiaries would be retained in Mainland China for use in future operations and investments. In the opinion of the directors, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. The aggregate amounts of temporary differences associated with investments in subsidiaries in Mainland China for which deferred tax liabilities have not been recognised totalled approximately RMB117,498,000, RMB167,865,000 and RMB235,124,000 and RMB182,826,000 at 31 December 2018, 2019 and 2020 and 30 September 2021, respectively.

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

## **ACCOUNTANTS' REPORT**

### 25. SHARE CAPITAL

### **Group and Company**

	Α	As at 30 September		
	2018	2019	2020	2021
Authorised: 5,000,000 ordinary shares of US\$0.01 each				
US\$'000	_	50	50	50
RMB'000		335	335	335
Issued and fully paid: 5,000,000 ordinary shares of US\$0.01 each				
US\$'000	_	_	_	50
RMB'000				322

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.

On 18 May 2021, the Company resolved to subdivide each of its existing issued and unissued shares with a par value of US\$1.00 each in its share capital into 100 ordinary shares with a par value of US\$0.01 each, and all the subdivided shares be ranked pari passu in all respects with each other, such that thereafter, the authorized share capital of the Company becomes US\$50,000 divided into 5,000,000 shares with a par value of US\$0.01 each. On 18 May 2021, the Company allotted and issued an aggregate of 2,686,400 shares for cash to Wellmark Link Limited and WLF Investment Holdings Limited at par value and allotted and issued an aggregate of 2,313,500 shares for cash to Rikan Industry Investment Limited Partnership, Montesy Capital Holding Ltd, Tianyi (BVI) Limited, Jiequan Zhongwei Tengyun Limited and Hansson Holdings Limited at a consideration of RMB184,006,000 in total.

### **ACCOUNTANTS' REPORT**

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

	Number of shares in issue	Share capital	Share capital
		US\$'000	RMB'000
At 4 March 2019 (date of incorporation) Issue of shares	1		
At 31 December 2019 and 1 January 2020 and 31 December 2020	1		
Share subdivision	100 4,999,900	50	322
At 30 September 2021	5,000,000	50	322

### 26. RESERVES

### Group

The amounts of the Group's reserves and the movements therein for the Relevant Periods 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 as mentioned in note 2.1 to the Historical Financial Information. 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.

# **ACCOUNTANTS' REPORT**

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## Company

	Share capital	Share premium	Retained earnings	Total
	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2021 Total comprehensive income	-	-	-	-
for the period	-	-	1,096	1,096
Issue of shares	322	183,858		184,180
At 30 September 2021	322	183,858	1,096	185,276

## 27. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS

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

		As at 31 De	cember		As at 30 September
	2018	2019		2020	2021
Percentage of equity interest held by non-controlling interests:					
Xinkang Information	6%	ı	6%	6%	6%
Sinohealth Pushi	30%	;	30%	30%	_
Sinohealth Tong	N/A		N/A	20%	20%
Sinohealth Ruima	N/A		N/A	N/A	40%
Sinohealth Jianshu	25%		25%	25%	25%
Guangzhou Xinshun	N/A	<u> </u>	N/A	35%	35%
	Year er	nded 31 Dece 2019	mber		nths ended
	RMB'000	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000
Profit/(loss) for the year/period allocated to non-controlling interests:					
Xinkang Information	(1,127)	(16)	_	_	58
Sinohealth Pushi	(191)	(1,619)	(1,190)	(1,190	) (128)
Sinohealth Tong	_	_	(25)	(622	) 355
Sinohealth Ruima	_	_	_	_	(567)
Sinohealth Jianshu	(178)	(72)	_	_	(2,439)
Guangzhou Xinshun			(276)		(1,760)

# **ACCOUNTANTS' REPORT**

	A	As at 30 September		
	2018	2019	2020	2021
	RMB'000	RMB'000	RMB'000	RMB'000
Accumulated balances of non-controlling interests at the reporting date:				
Xinkang Information	16	_	_	58
Sinohealth Pushi	2,809	1,190	_	_
Sinohealth Tong	_	_	575	930
Sinohealth Ruima	_	_	_	683
Sinohealth Jianshu	72	_	_	(2,439)
Guangzhou Xinshun	_	_	1,225	1,465

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

	Year e	nded 31 Dece	mber		nths ended otember
	2018	2019	2020	2020	2021
	RMB'000	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000
Revenue	315	230	15,137	5,357	22,412
Other income and gains	8	18	85	42	78
Total expenses	(10,045)	(12,947)	(20,030)	(14,027)	(29,397)
Loss for the year/period Total comprehensive loss for	(9,722)	(12,699)	(4,808)	(8,628)	(6,907)
the year/period	(9,722)	(12,699)	(4,808)	(8,628)	(6,907)
	As at 3	1 December		As at 30 Sep	tember
	2018	2019		2020	2021
	RMB'000	RMB'00	00 R	MB'000	RMB'000
Current assets	10,683	3 5,	773	16,209	24,887
Non-current assets	3,105	5 2,	067	6,871	7,327
Current liabilities	(3,367	7) (10,	843)	(22,725)	(27,906)
Non-current liabilities	(1,912	2) (1,	147)	(3,606)	(3,438)

# **ACCOUNTANTS' REPORT**

	Year ended 31 December		Nine months ended 30 Septem		
	2018	2019	2020	2020	2021
	RMB'000	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000
Net cash flows used in					
operating activities	(7,843)	(6,100)	(4,265)	(3,904)	(6,881)
Net cash flows from/(used in)	(0.07)	(474)	(4.400)	(4.770)	00
investing activities	(207)	(174)	(4,468)	(1,770)	66
financing activities	7,278	(1,250)	8,557	4,449	6,903
Net increase/(decrease) in					
cash and cash equivalents	(772)	(7,524)	(176)	(1,225)	88

### 28. NOTES TO THE CONSOLIDATED STATEMENTS OF CASH FLOWS

## (a) Major non-cash transaction

For the years ended 31 December 2018, 2019 and 2020 and the nine months ended 30 September 2020 and 2021, the Group had non-cash additions to right-of-use assets and lease liabilities of RMB16,336,000, nil, RMB22,435,000, RMB17,800,000 and RMB3,406,000, respectively, in respect of lease arrangements for office premises.

# **ACCOUNTANTS' REPORT**

# (b) Changes in liabilities arising from financing activities

	Due to a related party	Due to a director	Lease liabilities
	RMB'000	RMB'000	RMB'000
At 1 January 2018	_	_	1,393
New leases	_	_	16,336
Changes from financing cash flows	_	_	(4,187)
Interest expense			525
At 31 December 2018 and			
1 January 2019	_	_	14,067
Changes from financing cash flows	_	47	(4,100)
Interest expense			576
At 31 December 2019 and			
1 January 2020	_	47	10,543
New leases	_	_	22,435
Changes from financing cash flows Covid-19-related rent concession from	1,500	_	(4,767)
lessors	_	_	(723)
Reduction as a result of lease			
modifications	_	_	(840)
Interest expense			1,222
At 31 December 2020 and			
1 January 2021	1,500	47	27,870
subsidiary	_	_	805
New leases	_	_	3,406
Changes from financing cash flows Reduction as a result of lease	(1500)	(47)	(4,104)
modifications	_	_	(17,475)
Interest expense			412
At 30 September 2021			10,914
At 31 December 2019 and 1 January 2020	_	47	10,543
New leases (Unaudited)	_	_	17,800
Changes from financing cash flows			17,000
(Unaudited)	1,500	_	(3,351)
Covid-19-related rent concession from			/=oc:
lessors (Unaudited)	_	_	(723)
Interest expense (Unaudited)			913
At 30 September 2020 (Unaudited)	1,500	47	25,182

# **ACCOUNTANTS' REPORT**

### (c) Total cash outflow for leases

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

	Year ended 31 December			Nine months ended 30 September	
	2018	18 2019 2020	018 2019 2020 2020	2020	2021
	RMB'000	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000
Within operating activities	276	161	349	343	232
Within financing activities	4,187	4,100	4,767	3,351	4,104
	4,463	4,261	5,116	3,694	4,336

# 29. ACQUISITION OF A SUBSIDIARY

Pursuant to an equity transfer agreement dated 29 April 2021, Sinohealth Information acquired the entire equity interests in Guangzhou Jiasi from Mr. Wu Yushu at a consideration of RMB1,000,000 based on the paid-up registered capital of Guangzhou Jiasi, which was recognised as an asset acquisition.

The fair values of the assets and liabilities of Guangzhou Jiasi as at the date of acquisition were as follows:

	As at 29 April 2021
	RMB'000
Net assets acquired:	
Right-of-use assets	766
Prepayments, other receivables and other assets	676
Cash and cash equivalents	363
Lease liabilities	(805)
	1,000
Satisfied by Cash	1,000

# **ACCOUNTANTS' REPORT**

An analysis of the net inflow of cash and cash equivalents in respect of the acquisition of a subsidiary is as follows:

	As at 29 April 2021
	RMB'000
Cash consideration	(1,000)
Net outflow of cash and cash equivalents in respect of the acquisition of a subsidiary	(637)

## 30. COMMITMENTS

At the end of each of the Relevant Periods, the Group did not have any significant commitments.

### 31. RELATED PARTY TRANSACTIONS

Details of the Group's related parties are as follows:

Company	Relationship with the Company
Wellmark Link Limited	Shareholder
WLF Investment Holdings Limited	Shareholder
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. Zhuang Weijin	Key management personnel
Mr. Li Junguo	Key management personnel
Mr. Qin Jianzeng	Non-controlling shareholder of a subsidiary

## **ACCOUNTANTS' REPORT**

(a) The Group had the following transactions with related parties during the Relevant Periods and the nine months ended 30 September 2020:

	Year ended 31 December		Year ended 31 December Nine months 30 Septer		
	2018	2018 2019	2020	2020	2021
	RMB'000	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000
Advance/(repayment) from a director: Mr. Wu Yushu		<u>47</u>			(47)
Advance/(repayment) from a related party: Mr. Qin Jianzeng			1,500	1,500	(1,500)

The advances from Mr. Wu Yushu and Mr. Qin Jianzeng were unsecured, interest-free and repayable on demand. The balances with a related party and a director were settled as at 30 September 2021.

(b) Other transactions with related parties:

On 27 September 2020, the Group disposed of 100% equity interests in Guangzhou Jiasi Information Technology Company Limited, a subsidiary of Guangzhou Zhongkang Digital, to Mr. Wu Yushu at a consideration of RMB10,000, resulting a gain on disposal of RMB50,000 in 2020.

Sinohealth Information acquired 30% equity interests of Guangzhou Sinohealth Pushi Technology Development Company Limited in March 2021 from Mr. Qin Jianzeng at a consideration of RMB1,500,000.

Sinohealth Information acquired the entire equity interests in Guangzhou Jiasi from Mr. Wu Yushu at a consideration of RMB1,000,000 on 29 April 2021.

# **ACCOUNTANTS' REPORT**

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

	A	As at 30 September		
	2018	2019	2020	2021
	RMB'000	RMB'000	RMB'000	RMB'000
Due from Mr. Wu Yushu			10	
Due to Mr. Wu Yushu		47	47	
Due to Mr. Qin Jianzeng			1,500	
Due from shareholders: Wellmark Link Limited* WLF Investment Holdings	-	_	-	156
Limited*				18
				174

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

- \* The balances are capital injection due from the shareholders, and the balances were fully settled as at 31 October 2021.
- (d) Compensation of key management personnel of the Group:

	Year ended 31 December			Nine months ended 30 September		
	2018	2019	2020	2020	2021	
	RMB'000	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000	
Salaries, allowances and						
benefits in kind	3,149	3,290	4,797	3,537	3,474	
Pension scheme						
contributions	43	43	6	6	39	
Total compensation paid to key management						
personnel	3,192	3,333	4,803	3,543	3,513	

# **ACCOUNTANTS' REPORT**

## 32. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of each of the Relevant Periods are as follows:

Financial assets

	Financial assets at fair value through profit or loss	Financial assets at amortised cost	Total
	RMB'000	RMB'000	RMB'000
As at 31 December 2018			
Trade and notes receivables Financial assets included in prepayments, other receivables and	_	14,513	14,513
other assets	_	1,379	1,379
Cash and cash equivalents		347,402	347,402
		363,294	363,294
As at 31 December 2019			
Trade and notes receivables Financial assets included in prepayments, other receivables and	-	19,536	19,536
other assets	_	1,396	1,396
profit or loss	181,015	_	181,015
Cash and cash equivalents		220,635	220,635
	181,015	241,567	422,582
As at 31 December 2020			
Trade and notes receivables Financial assets included in	-	28,712	28,712
prepayments, other receivables and other assets	_	2,204	2,204
Financial assets at fair value through		,	, -
profit or loss	356,664	_	356,664
Due from a director	_ _	10 115,778	10 115,778
	356,664	146,704	503,368

# **ACCOUNTANTS' REPORT**

	Financial assets at fair value through profit or loss	Financial assets at amortised cost	Total
	RMB'000	RMB'000	RMB'000
As at 30 September 2021			
Trade and notes receivables Financial assets included in prepayments, other receivables and	_	63,755	63,755
other assets	_	1,981	1,981
profit or loss	397,754	_	397,754
Due from shareholders	_	174	174
Cash and cash equivalents		11,943	11,943
	397,754	77,853	475,607
Financial liabilities			
			Financial liabilities at amortised cost
			RMB'000
As at 31 December 2018			
Trade payables			2,706
Financial liabilities included in other payabl	es and accruals		660
Lease liabilities			14,067
			17,433
As at 31 December 2019			
Trade payables			2,631
Financial liabilities included in other payabl			522
Due to a director			47
Lease liabilities			10,543
			13,743

## **ACCOUNTANTS' REPORT**

	Financial liabilities at amortised cost
	RMB'000
As at 31 December 2020	
Trade payables	3,669
Financial liabilities included in other payables and accruals	1,185
Due to a director	47
Due to a related party	1,500
Lease liabilities	27,870
	34,271
As at 30 September 2021	
Trade payables	11,218
Financial liabilities included in other payables and accruals	3,030
Lease liabilities	10,914
	25,162

### 33. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

Management has assessed that the fair values of cash and cash equivalents, trade and notes receivables, trade payables, financial assets included in prepayments, other receivables and other assets, financial liabilities included in other payables and accruals, the current portion of lease liabilities and amounts due from/to a director and related parties 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 Relevant Periods were assessed to be insignificant.

The Group invests in unlisted investments, which represent certain financial products issued by commercial banks in Mainland China. The Group has estimated the fair value of these unlisted investments by using a discounted cash flow the valuation model based on the market interest rates of instruments with similar terms and risks.

# **ACCOUNTANTS' REPORT**

RMB'000

## 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 2019

	Fair va	t using		
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
	RMB'000	RMB'000	RMB'000	RMB'000
Financial assets at fair value				
through profit or loss		181,015		181,015
As at 31 December 2020				
	Fair va	lue measuremen	t using	
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total

Financial assets at fair value				
through profit or loss	_	356,664	_	356,664

RMB'000

RMB'000

RMB'000

## As at 30 September 2021

Fair va			
Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
RMB'000	RMB'000	RMB'000	RMB'000
_	397.754	_	397,754
	Quoted prices in active markets (Level 1)	Quoted prices in active markets (Level 1)  Quoted Significant observable inputs (Level 2)	prices in active observable unobservable inputs (Level 1) (Level 2) (Level 3)  RMB'000 RMB'000 RMB'000

The Group did not have any financial assets measured at fair value as at 31 December 2018. The Group did not have any financial liabilities measured at fair value as at the end of each of the Relevant Periods.

### **ACCOUNTANTS' REPORT**

During the Relevant Periods, 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.

### 34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise financial assets at fair value through profit or loss and cash and cash equivalents. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

### Foreign currency risk

As at 30 September 2021, the Group has transactional currency exposures. Such exposures arise from its cash and cash equivalents in US\$.

The following table demonstrates the sensitivity as at 30 September 2021 to a reasonably possible change in foreign currency exchange rates, with all other variables held constant, of the Group's profit before tax (due to translation of monetary assets and liabilities).

	Change in rate of foreign currency	Increase/ (decrease)/ in profit before tax	
	%	RMB'000	
30 September 2021			
If the RMB weakens against the US\$	5	297	
If the RMB strengthens against the US\$	5	(297)	

### 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.

## **ACCOUNTANTS' REPORT**

## Maximum exposure and year/period-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/period-end staging classification at the end of each of the Relevant Periods. The amounts presented are gross carrying amounts for financial assets.

As at 31 December 2018

	12-month ECLs				
	Stage 1	Stage 2	Stage 3	Simplified approach	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Trade receivables*	_	_	_	13,708	13,708
Notes receivable** Financial assets included in prepayments, other receivables and other	2,081	-	-	-	2,081
assets  - Normal**  Cash and cash equivalents	1,379	-	_	_	1,379
– Not yet past due	347,402				347,402
	350,862			13,708	364,570

### As at 31 December 2019

	12-month ECLs	Lifetime ECLs			
	Stage 1	Stage 2	Stage 3	Simplified approach	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Trade receivables*	_	_	_	20,051	20,051
Notes receivable** Financial assets included in prepayments, other receivables and other assets	2,064	-	-	-	2,064
Normal**  Cash and cash equivalents	1,396	_	-	_	1,396
– Not yet past due	220,635				220,635
	224,095			20,051	244,146

## **ACCOUNTANTS' REPORT**

### As at 31 December 2020

	12-month ECLs	Lifetime ECLs			
	Stage 1	Stage 2	Stage 3	Simplified approach	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Trade receivables*	_	_	_	29,547	29,547
Notes receivable** Financial assets included in prepayments, other receivables and other assets	2,435	-	-	-	2,435
– Normal**	2,204	_	_	_	2,204
Due from a director Cash and cash equivalents	10	_	_	_	10
– Not yet past due	115,778				115,778
	120,427			29,547	149,974

### As at 30 September 2021

	12-month ECLs	L			
	Stage 1	Stage 2	Stage 3	Simplified approach	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Trade receivables*	_	_	_	60,223	60,223
Notes receivable**	7,142	-	_	_	7,142
– Normal**	1,981	_	_	_	1,981
– Doubtful**	_	_	325	_	325
Due from shareholders Cash and cash equivalents	174	_	_	-	174
– Not yet past due	11,943				11,943
	21,240		325	60,223	81,788

<sup>\*</sup> For trade receivables to which the Group applies the simplified approach for impairment, further information is disclosed in note 18 to the Historical Financial Information.

<sup>\*\*</sup> 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".

# **ACCOUNTANTS' REPORT**

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 note 18 and 19 to the Historical Financial Information, respectively.

### 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 each of the Relevant Periods, based on the contractual undiscounted payments, is as follows:

	31 December 2018						
	On demand	Less than 3 months	3 to 12 months	1 to 3 years	Over 3 years	Total	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
Trade payables	616	2,090	_	_	_	2,706	
Lease liabilities Financial liabilities included in other payables and	-	1,041	3,057	7,012	4,330	15,440	
accruals	660					660	
	1,276	3,131	3,057	7,012	4,330	18,806	
	31 December 2019						
	On demand	Less than 3 months	3 to 12 months	1 to 3 years	Over 3 years	Total	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
Trade payables	281	2,350	_	_	_	2,631	
Lease liabilities	_	973	2,654	6,846	870	11,343	
Due to a director Financial liabilities included in other payables and	47	_	_	_	_	47	
accruals	522					522	
	850	3,323	2,654	6,846	870	14,543	

## **ACCOUNTANTS' REPORT**

	31 December 2020							
	On demand	Less than 3 months	3 to 12 months	1 to 3 years	Over 3 years	Total		
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000		
Trade payables	900	2,769	_	_	_	3,669		
Lease liabilities	_	1,776	5,538	10,481	15,730	33,525		
Due to a director	47	_	_	_	_	47		
Due to a related party. Financial liabilities included in other	1,500	_	_	_	_	1,500		
payables and accruals	1,185					1,185		
	3,632	4,545	5,538	10,481	15,730	39,926		
	30 September 2021							
	On demand	Less than 3 months	3 to 12 months	1 to 3 years	Over 3 years	Total		
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000		
Trade payables Lease liabilities Financial liabilities included in other	1,059 -	10,159 1,417	- 3,753	- 4,714	- 1,795	11,218 11,679		
payables and accruals	3,030					3,030		
	4,089	11,576	3,753	4,714	1,795	25,927		

### 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 Relevant Periods.

## **ACCOUNTANTS' REPORT**

The Group monitors capital using a gearing ratio, which is debt divided by total assets. Debt includes trade payables, other payables and accruals and lease liabilities. The gearing ratios as at the end of each of the Relevant Periods were as follows:

	A	As at 30 September			
	2018	2019	2020	2021	
	RMB'000	RMB'000	RMB'000	RMB'000	
Trade payables	2,706	2,631	3,669	11,218	
Other payables and accruals .	21,596	27,961	38,399	58,039	
Lease liabilities	14,067	10,543	27,870	10,914	
Debt	38,369	41,135	69,938	80,171	
Total assets	383,053	440,851	542,207	503,278	
Gearing ratio	10.0%	9.3%	12.9%	15.9%	

### 35. EVENTS AFTER THE RELEVANT PERIODS

There were no other significant events that required additional disclosure or adjustments occurred after the end of the Relevant Periods.

### **36. SUBSEQUENT FINANCIAL STATEMENTS**

No audited financial statements have been prepared by the Company, the Group or any of the companies now comprising the Group in respect of any period subsequent to 30 September 2021.