



# Join-Share 中盈盛达

共创 共享 共成长

Guangdong Join-Share Financing Guarantee Investment Co., Ltd.\*

廣東中盈盛達融資擔保投資股份有限公司

(A joint stock limited liability company incorporated in the People's Republic of China)

(於中華人民共和國註冊成立的股份有限公司)

Stock Code 股份代號: 1543

## 2022 年度報告 ANNUAL REPORT



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# CORPORATE PROFILE

## 公司介紹

We, Guangdong Join-Share Financing Guarantee Investment Co., Ltd.\* (“**Guangdong Join-Share**” or the “**Company**”, together with our subsidiaries the “**Group**”, “**we**”, “**our**” or “**us**”) is a leading financing guarantee services provider in Guangdong province, the People’s Republic of China (the “**PRC**” or “**China**”) focusing on providing credit-based financing solutions to small and medium-sized enterprises (the “**SMEs**”) to satisfy their financing and business needs. Since our establishment in Foshan, Guangdong province in 2003, our business network has been significantly expanded to cover all the major cities in Guangdong province and certain cities in Anhui province.

We primarily provide guarantees on behalf of, or entrusted loans to, SMEs and individual business proprietors. We also provide micro-lending to SMEs, individual business proprietors and individuals in Foshan since July 2011 through Foshan Join-Share Micro Credit Co., Ltd.\* (佛山中盈盛達小額貸款有限公司) (“**Foshan Micro Credit**”), which was consolidated into our Group in June 2014.

We have established strong cooperative relationships with various banks and non-bank financial institutions, which allows us to diversify our sources of customer referrals, reduce credit risks, and strengthen our leading position in our industry in Guangdong province. We have a diverse shareholder base and do not have a controlling shareholder. It is our aim to ensure the management’s independence in the daily operations, and we endeavour to carry out prudent corporate governance since our establishment without being affected by any single shareholder of the Company (the “**Shareholder(s)**”). The board (the “**Board**”) of directors (the “**Directors**”) of our Company, the supervisors (the “**Supervisors**”) of our Company and our experienced and reputable management team are from diverse backgrounds and with substantial expertise in the finance, banking, accounting and legal industries. At present, having stable outlook, we are given an “AA” corporate rating from CSCI Pengyuan Credit Rating Co. Ltd\* (中證鵬元資信評估股份有限公司).

Share capital of our Company comprises domestic shares (the “**Domestic Share(s)**”) and H Shares (the “**H Share(s)**”) (collectively referred to as the “**Share(s)**”). Our H Shares were listed (the “**Listing**”) on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 23 December 2015, laying a solid foundation for our Group’s future development.

Unless otherwise defined, capitalised terms used in this annual report shall have the same meanings as those defined in this Corporate Profile. English translations of company names and other terms from the Chinese language which are marked with \* are provided for identification purposes only.

我們(廣東中盈盛達融資擔保投資股份有限公司(「**廣東中盈盛達**」或「**本公司**」或「**公司**」, 連同我們的子公司統稱「**本集團**」、「**集團**」或「**我們**」)是中華人民共和國(「**中國**」)廣東省領先的融資擔保服務供應商, 專注於向中小微企業(「**中小微企業**」)提供以信用為基礎的融資解決方案, 滿足其融資及業務需要。自2003年於廣東佛山創立至今, 我們的營業網點已大幅增加, 覆蓋廣東省各大城市, 並在安徽若干城市亦有網點。

我們主要為中小微企業及個體工商戶提供擔保或向其提供委託貸款。同時, 我們自2011年7月通過佛山中盈盛達小額貸款有限公司(「**佛山小額貸款**」)向佛山地區內的中小微企業、個體工商戶及個人提供小額貸款, 並於2014年6月將該公司合併入本集團。

我們與眾多銀行及非銀行金融機構建立良好的合作關係, 使客戶轉介的來源更多元化, 減低了信貸風險, 增強我們在廣東省業內的領導地位。我們擁有多元分散的股東結構並且沒有控股股東。我們旨在保證管理層日常經營運作的獨立性, 從成立之初即致力於實現審慎的企業管治, 本公司的經營不受單一本公司股東(「**股東**」)所干預。本公司董事(「**董事**」)會(「**董事會**」)、本公司監事(「**監事**」)及我們經驗豐富、聲譽昭著的管理團隊, 來自不同背景, 擁有金融、銀行、會計及法律界別的專業知識。目前獲中證鵬元資信評估股份有限公司評為「AA」公司信用級別, 具有穩定前景。

本公司的股本包括內資股(「**內資股**」)及H股(「**H股**」)(統稱為(「**股份**」))。我們的H股於2015年12月23日在香港聯合交易所有限公司(「**聯交所**」)主板成功上市(「**上市**」), 為本集團未來發展奠定了堅實的基礎。

除另有指明外, 本年報所用詞彙與公司介紹所界定者具有相同涵義。註有\*的公司名稱及其他中文詞彙的英文譯文僅供識別。

### EXECUTIVE DIRECTOR

Mr. Wu Liejin  
(Chairman of the board of directors and president)

### NON-EXECUTIVE DIRECTORS

Mr. Zhang Minming  
Mr. Li Shenhua  
Mr. Luo Zhenqing (appointed on 13 January 2022)  
Mr. Zhao Wei  
Mr. Ou Weiming

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Wu Xiangneng  
Mr. Leung Hon Man  
Mr. Wang Bo

### SUPERVISORS

Mr. Li Qi (Chairman)  
Ms. Li Wanmin (appointed on 13 January 2022)  
Mr. Chen Xin  
Mr. Zhong Jian  
Mr. Huang Shaoxiong  
Ms. Huang Yuzhen  
Mr. Liu Shu (resigned on 13 January 2022)

### AUDIT COMMITTEE

Mr. Wu Xiangneng (Chairman)  
Mr. Leung Hon Man  
Mr. Wang Bo  
Mr. Li Shenhua  
Mr. Luo Zhenqing (appointed on 28 March 2022)

### REMUNERATION AND APPRAISAL COMMITTEE

Mr. Leung Hon Man (Chairman)  
Mr. Luo Zhenqing (appointed on 28 March 2022)  
Mr. Ou Weiming  
Mr. Wu Xiangneng  
Mr. Wang Bo

### NOMINATION COMMITTEE

Mr. Wu Liejin (Chairman)  
Mr. Zhao Wei  
Mr. Wu Xiangneng  
Mr. Leung Hon Man  
Mr. Wang Bo

### 執行董事

吳列進先生  
(董事會主席兼總裁)

### 非執行董事

張敏明先生  
李深華先生  
羅振清先生(於2022年1月13日獲委任)  
趙偉先生  
歐偉明先生

### 獨立非執行董事

吳向能先生  
梁漢文先生  
王波先生

### 監事

李琦先生(主席)  
李婉敏女士(於2022年1月13日獲委任)  
陳新先生  
鍾堅先生  
黃少雄先生  
黃瑜珍女士  
劉樹先生(於2022年1月13日辭任)

### 審計委員會

吳向能先生(主席)  
梁漢文先生  
王波先生  
李深華先生  
羅振清先生(於2022年3月28日獲委任)

### 薪酬與考核委員會

梁漢文先生(主席)  
羅振清先生(於2022年3月28日獲委任)  
歐偉明先生  
吳向能先生  
王波先生

### 提名委員會

吳列進先生(主席)  
趙偉先生  
吳向能先生  
梁漢文先生  
王波先生

## RISK MANAGEMENT COMMITTEE

Mr. Zhang Minming (*Chairman*)  
Mr. Wu Liejin  
Mr. Li Shenhua  
Mr. Wu Xiangneng  
Mr. Wang Bo

## STRATEGY COMMITTEE

Mr. Wu Liejin (*Chairman*)  
Mr. Zhang Minming  
Mr. Zhao Wei  
Mr. Ou Weiming  
Mr. Wang Bo

## JOINT COMPANY SECRETARIES

Mr. Lau Kwok Yin  
Mr. Ou Weiming (appointed on 14 October 2022)  
Mr. Zheng Zhengqiang (resigned on 14 October 2022)

## AUTHORISED REPRESENTATIVES

Mr. Wu Liejin  
Mr. Lau Kwok Yin

## REGISTERED OFFICE

Room 4101-4110, Block 1  
Join-Share International Financing Center  
No. 31 Fuhua Road  
Dongping Community, Lecong Town, Shunde District  
Foshan, Guangdong Province  
the PRC

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG PRC

40th Floor, Dah Sing Financial Centre  
No. 248 Queen's Road East  
Wanchai  
Hong Kong PRC

## PRINCIPAL PLACE OF BUSINESS IN PRC

Room 4101-4110, Block 1  
Join-Share International Financing Center  
No. 31 Fuhua Road  
Dongping Community, Lecong Town, Shunde District  
Foshan, Guangdong Province  
the PRC

## 風險管理委員會

張敏明先生(主席)  
吳列進先生  
李深華先生  
吳向能先生  
王 波先生

## 戰略委員會

吳列進先生(主席)  
張敏明先生  
趙 偉先生  
歐偉明先生  
王 波先生

## 聯席公司秘書

劉國賢先生  
歐偉明先生(於2022年10月14日獲委任)  
鄭正強先生(於2022年10月14日辭任)

## 授權代表

吳列進先生  
劉國賢先生

## 註冊辦事處

中國  
廣東省佛山市  
順德區樂從鎮東平社區  
富華路31號  
中盈盛達國際金融中心  
1棟4101室-4110室

## 中國香港主要營業地點

中國香港  
灣仔  
皇后大道東248號  
大新金融中心40樓

## 中國總辦事處

中國  
廣東省佛山市  
順德區樂從鎮東平社區  
富華路31號  
中盈盛達國際金融中心  
1棟4101室-4110室

## H SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited  
Shops 1712–1716, 17th Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong PRC

## PRINCIPAL BANKERS

Bank of China Limited  
Foshan Branch  
No. 2 Renmin West Road · Zhangcha Street  
Chancheng District  
Foshan, Guangdong Province  
the PRC

Bank of Communications Co., Ltd.  
Guangdong Branch  
No. 11 Xiancun Road  
Zhujiang New Town  
Guangzhou, Guangdong Province  
the PRC

## LEGAL ADVISORS AS TO HONG KONG LAW

King & Wood Mallesons

## AUDITOR

KPMG  
*Certified Public Accountants*  
Public Interest Entity Auditor registered in accordance  
with the Financial Reporting Council Ordinance

## COMPANY'S WEBSITE

[www.join-share.com](http://www.join-share.com)

## STOCK CODE

1543

## H股證券登記處

香港中央證券登記有限公司  
中國香港  
灣仔  
皇后大道東183號  
合和中心  
17樓1712–1716號舖

## 主要往來銀行

中國銀行股份有限公司  
佛山市分行  
中國  
廣東省佛山市  
禪城區  
張槎街道人民西路2號

交通銀行股份有限公司  
廣東省分行  
中國  
廣東省廣州市  
珠江新城  
冼村路11號

## 香港法律顧問

金杜律師事務所

## 核數師

畢馬威會計師事務所  
*註冊會計師*  
於《財務彙報局條例》下的註冊公眾利益  
實體核數師

## 公司網站

[www.join-share.com](http://www.join-share.com)

## 股份代號

1543

# FINANCIAL HIGHLIGHTS

## 財務摘要

For the year ended 31 December 2022, the Group's operating results were as follows:

- Total revenue was approximately RMB360.71 million, including revenue of approximately RMB317.76 million and other revenue of approximately RMB42.95 million, representing an increase of approximately 13.18% as compared with last year.
- Profit for the year and net profit margin were approximately RMB52.49 million and 16.52%, respectively.
- Profit before taxation amounted to approximately RMB69.28 million, representing a decrease of approximately 49.52% as compared with last year.
- Profit for the year attributable to equitable shareholders of the Company amounted to approximately RMB42.58 million, representing a decrease of approximately 48.07% as compared with last year.
- The payment of final dividends of RMB0.035 per Share for the year ended 31 December 2022 is recommended by the Board (2021: RMB0.05 per Share).

截至2022年12月31日止年度，本集團的經營業績如下：

- 總收益約為人民幣360.71百萬元（包括收益約人民幣317.76百萬元及其他收益約人民幣42.95百萬元），較去年增加約13.18%。
- 年內利潤及淨利潤率分別約為人民幣52.49百萬元及16.52%。
- 稅前利潤約為人民幣69.28百萬元，較去年減少約49.52%。
- 本公司權益股東應佔年內利潤約為人民幣42.58百萬元，較去年減少約48.07%。
- 董事會建議派發截至2022年12月31日止年度末期股息每股人民幣0.035元（2021年：每股人民幣0.05元）。

		Consolidated Accounts 綜合損益表				
		2022 2022年	2021 2021年	2020 2020年	2019 2019年	2018 2018年
(RMB'000)	(人民幣千元)					
<b>Operating Results</b>	<b>經營業績</b>					
Revenue	收益	317,762	310,072	284,447	306,001	275,025
— Net guarantee fee income	— 擔保費收入淨額	198,139	193,166	176,562	187,194	164,340
— Net interest income	— 利息收入淨額	93,923	78,747	78,683	87,783	78,235
— Service fee from consulting services	— 諮詢服務費收入	25,700	38,159	29,202	31,024	32,450
Other revenue	其他收益	42,946	8,631	22,240	60,305	52,560
Share of (losses)/gains of associates	應佔聯營公司(虧損)/收益	(9,928)	(3,022)	15,108	12,584	(503)
Provisions (charged)/written back for guarantee losses	擔保賠償準備金(計提)/回撥	(24,496)	(10,249)	(2,811)	(2,440)	5,064
Impairment losses	資產減值損失	(117,549)	(42,937)	(50,595)	(58,307)	(17,711)
Operating expenses	營運開支	(139,453)	(125,245)	(114,095)	(123,941)	(120,093)
Profit for the year	年內利潤	52,491	96,353	118,077	142,949	144,337
— Attributable to equity shareholders of the Company	— 本公司股權持有人應佔	42,582	81,987	106,577	133,158	125,092
<b>Key Financial Ratios</b>	<b>主要財務比率</b>					
Return on net assets	淨資產回報率	2.2%	4.1%	4.9%	6.0%	7.0%
Return on assets	資產回報率	1.4%	2.8%	3.7%	4.6%	5.5%
Net profit margin	淨利潤率	16.5%	31.1%	41.5%	46.7%	52.5%
<b>Scale Indicators</b>	<b>規模指標</b>					
Total assets	資產總計	3,671,138	3,445,065	3,188,508	3,191,768	3,034,383
Total liabilities	負債總計	1,320,178	1,076,279	774,445	784,872	672,769
Net assets	淨資產	2,350,960	2,368,786	2,414,063	2,406,896	2,361,614

# CHAIRMAN'S STATEMENT 董事長致辭

## Dear Shareholders:

On behalf of the Board, I am pleased to present this annual report of Guangdong Join-Share Financing Guarantee Investment Co., Ltd.\* for the period from 1 January 2022 to 31 December 2022.

## 各位股東：

本人謹代表董事會，欣然呈報廣東中盈盛達融資擔保投資股份有限公司自2022年1月1日截至2022年12月31日年度報告。





The year 2022 was an extremely important year in the history of the Communist Party of China (the "CPC") and the nation, and also a tough year. In the past year, the 20th National Congress of the CPC was successfully convened, which scientifically planned China's goals and general policies for the development of the cause of the CPC and the nation in the next five years or even longer. In this year, the COVID-19 pandemic reoccurred and the world economy recovery was weak. In light of the severe international environment and the arduous task seeking for reform, development and stability, and under the leadership of the Central Committee of the CPC with Comrade Xi Jinping at the core, the entire CPC and the entire Chinese nation implemented completely, accurately and thoroughly, adhering to the general keynote of making progress amid stability, the new development concept for promoting the construction of a new development pattern for high-quality development at a resolute attitude.

The central government persisted in focusing on the guarantees for maintaining market players and employment while more efforts were put in implementing macro-economic policies, improving policies for burden and difficulties alleviation and consolidating the foundation for stable operation and quality improvement of the economy. New portfolio-based tax support policy was introduced. Phased measures and institutional arrangements were combined to implement tax cut and tax return and enhance effective support of the finance for real economy. Industries and enterprises severely affected by the pandemic were given continuous financing support, and departments at different regions have taken multiple specific measures and actively, firmly and effectively respond to risks and challenges to safeguard the healthy and sound development of Chinese economy in the short and long run.

In the past year, Guangdong Join-share persistently implemented the instructions of leaders at all levels. According to the plan and arrangement made at the beginning of the year, the Company has launched various innovative financial measures to support the development of SMEs based on the work approach of "prioritising stability while pursuing progress" (穩字當頭、穩中求進). With the tremendous support of all Shareholders, Directors and Supervisors, the management team and all employees strove hard to achieve more significant results.

We successfully issued the second tranche of corporate bonds with a coupon rate of 3.50% only, which was the lowest in the history of guarantee companies of corporate bonds at the same level and took full advantage of its features as direct financing instruments in the capital market, including low costs, large scale and long maturity, in order to provide lower costs and better quality financial supply to SMEs. Micro-credit companies in which the group subsidiaries have equity interests and Yunfu Puhui Financing Guarantee Co., Ltd.\* successively introduced state-owned capital and completed a new round of capital increase, which improved their capacity to serve SMEs.

2022年是黨和國家歷史上極為重要的一年，也是極不容易的一年。這一年裡，黨的二十大勝利召開，科學謀劃了中國未來五年乃至更長時期黨和國家事業發展的目標任務和大政方針。這一年裡，新冠肺炎疫情反覆，世界經濟復甦疲軟。面對嚴峻的國際環境和艱巨繁重的國內改革發展穩定任務，以習近平同志為核心的黨中央帶領全黨全國各族人民，堅持穩中求進工作總基調，完整、準確、全面貫徹新發展理念，加快構建新發展格局，推動高質量發展，邁出堅實步伐。

中央政府堅持著力穩市場主體保就業，加大宏觀政策實施力度。完善減負紓困等政策，夯實經濟穩定運行、質量提升的基礎。實施新的組合式稅費支持政策。堅持階段性措施和制度性安排相結合，減稅與退稅並舉。加強金融對實體經濟的有效支持。繼續對受疫情影響嚴重的行業企業給予融資支持，各部門、各地積極出台多項具體舉措，積極落實、紮實推進，立足當前、著眼長遠，有效應對風險挑戰，護航中國經濟穩健前行。

過去一年，中盈盛達堅決貫徹各級領導的指示要求，按照年初制定的計劃部署，圍繞「穩字當頭、穩中求進」的工作思路，推出各種創新金融舉措支持中小微企業發展。在全體股東、董事、監事的大力支持下，在經營團隊和全體員工的共同努力下，取得了較為明顯的成效。

我們成功發行第二期債券，票面利率僅3.50%，創同評級擔保公司債券歷史最低發行利率。充分利用企業債在資本市場直接融資工具所具有的融資成本低廉、規模大、期限長等特點，以便為中小微企業提供成本更低、質量更優的金融供給。集團參股子公司小額貸款公司和雲浮普惠擔保公司先後引入國資注資，完成新一輪的增資擴股，提升服務中小微企業的實力。

We have made new breakthroughs in brand building. The group company obtained the third-level security certification; a micro-credit company under Guangdong Join-Share won a numerous of honors including the provincial “2022 Model Supervision Rating AAA+ Agency” (年度楷模監管評級AAA+級機構), the 6th Guangdong industry “Model Micro-credit Companies-Silver Award” (楷模小貸公司銀獎), “Outstanding Results of Operation Award” (經營績優獎) and “Excellent Risk Control Award” (優秀風控獎), which laid solid foundation for cross-regional and provincial expansion and development in the future. A digital company under Guangdong Join-Share obtained 7 computer software copyright registration certificates issued by the nation, which are the achievements from giving full play to the advantages of the internet and the efforts and innovation in the area of supply chain finance and inclusive finance.

Looking ahead to 2023, the High-quality Development Conference of Guangdong Province blew out the clarion call for economic struggle this year. We will stick to the commitment of serving the real economy with finance, innovate more business models and launch more new initiatives for financing and supporting the development of SMEs while optimising the management and control mode, improving incentive restraint mechanism and enhancing cost management to create more comprehensive income for the Company.

On behalf of the Board, I would like to take this opportunity to express our sincere gratitude to governments at all levels, the Shareholders, business partners and corporate customers for their continuous care for and support to the Company's development and show our high respect to all the staff for their hard work in the past year. On the way to success, there will be various fights. Looking into 2023, my operation and management team and I will work diligently to promote the high-quality development of all businesses of the Company and achieve better performance.

**Mr. Wu Liejin**  
*Chairman*  
Foshan, the PRC  
27 March 2023

我們在品牌建設方面取得了新的突破：集團公司獲得三級等保認證；中盈盛達小額貸款公司獲得了全省「年度楷模監管評級AAA+級機構」，及第六屆廣東行業「楷模小貸公司銀獎」、「經營績優獎」、「優秀風控獎」等多項榮譽，為未來全省跨區域展業打下堅實基礎；中盈盛達數科公司榮獲7項國家頒發的計算機軟件著作權登記證書，這是發揮互聯網優勢，結合供應鏈金融、普惠金融等領域努力創新的成果。

展望2023，廣東省高質量大會吹響今年拼經濟的號角。我們將繼續堅守金融服務實體經濟的本份，進一步創新業務模式，推出更多扶持中小微企業融資發展的新舉措，同時優化集團管控模式，完善激勵約束機制，加強成本管理，進一步提升公司綜合收益。

值此機會，本人謹代表董事會，向長期關心和支持公司發展的各級政府、公司股東、合作伙伴、企業客戶表示衷心的感謝，對全體員工過去一年辛勤的付出表示崇高的敬意。2023年我和經營管理團隊將勤勉盡職，努力推動公司各項事業高質量發展，創造更加優異的業績！

**吳列進先生**  
*主席*  
中國，佛山  
2023年3月27日

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### OVERVIEW

In 2022, the global economic development had encountered great difficulties due to the complex and severe international situation and intensified geopolitical conflicts. Under this backdrop, the Chinese government determined a new balance in the economic and social development to boost market confidence in order to promote employment recovery, domestic demand recovery and maintenance of price stability. As policies continue to be implemented, the PRC economy has demonstrated greater resilience and potential to achieve a general rebound. According to the latest data published by the National Bureau of Statistics, the Gross Domestic Products reached RMB121.0207 trillion for the whole year of 2022, representing an increase of 3.0% compared to that of the previous year calculated based on the same market prices. The solid growth in GDP has shown the strong resilience of the PRC economy and the stable increase in China's comprehensive national strength and international influence. Amidst the ever-shifting global economic landscape, China's foreign trade has reached a new record high, exceeding the RMB40 trillion for the first time. According to customs statistics, the total value of China's trade in goods import and export was RMB42.07 trillion in 2022, representing an increase of 7.7% over 2021. The total value of China's import and export continued to grow steadily from the high base in 2021, maintaining the status of the world's top goods trading country for six consecutive years.

SMEs are an essential part of the real economy, an important support for China's economic resilience and employment resilience, concerning the overall situation of economic and social development. Affected by the serious incidence of the COVID-19 pandemic in many places, business production and people's life have been hit harder, and SMEs have been affected to a greater extent than large enterprises. On 18 January, the China SMEs Development Association released data showing that in December, the SMEs development index (SMEDI) was 87.9, representing a decrease of 0.2 points from previous month. After being flat for two months, it decreased for two consecutive months, the lowest in the recent two years. It is expected that with the release of the pandemic prevention and control measures, the order of social production and life is expected to be gradually restored and the confidence in the development of SMEs will be significantly improved.

### 概覽

二零二二年，國際形勢複雜嚴峻，地緣政治衝突加劇，全球經濟發展遇到較大困難，在此背景之下，中國政府在經濟社會發展中確定新的平衡，提振市場信心，促進就業恢復、內需恢復，維護物價穩定。隨著政策持續落實，中國經濟展現出較強韌性和潛力，實現總體回升。據國家統計局公佈的最新數據顯示，二零二二年全年，國內生產總值人民幣1,210,207億元，按不變價格計算，比上年增長3.0%。GDP的穩健增長展現出了中國經濟強大韌性，中國的綜合國力、國際影響力穩步提升。在全球經濟格局不斷轉變的情況之下，中國對外貿易再創新高，首次突破人民幣40萬億元關口，據海關統計，2022年中國貨物貿易進出口總值人民幣42.07萬億元，比2021年增長7.7%。中國進出口總值在2021年高基數基礎上繼續保持了穩定增長，連續6年保持世界第一貨物貿易國地位。

中小微企業是實體經濟的重要組成部分，是中國經濟韌性、就業韌性的重要支撐，事關經濟社會發展全局。受新冠疫情多地高發影響，企業生產和人民生活均受到較大沖擊，相對於大企業來說，中小企業受影響更大。1月18日，中國中小企業發展協會發佈數據顯示，12月份，中小企業發展指數(SMEDI)為87.9，比上月下降0.2點，經歷兩個月持平後，連續兩個月下降，為兩年來的最低值。預期隨著疫情防控措施的放開，社會生產生活秩序有望逐步恢復，中小企業發展信心將顯著改善。

In recent years, the Group has developed a unique management model in the national financing guarantee industry to improve the service system for SMEs, help alleviate the difficulties of SMEs and facilitate their stable and healthy development. In April 2020, in accordance with the notice of four supporting systems under the Regulation on the Supervision and Administration of Financing Guarantee Companies (No. 1 [2018] of the China Banking and Insurance Regulatory Commission), the Group has complied with industry regulatory requirements in terms of its various business indicators and obtained the business license of financing guarantee business which has been reviewed, approved and renewed by Guangdong Financial Supervisory Authority. In 2022, the Group's total annual revenue amounted to RMB360.71 million.

Mr. Wu Liejin, the chairman of the Board, represented that the Group will continue to focus on its principal business of guarantee, practice the original mission of financial services for the real economy, grasp the development opportunities brought by the national industrial policies, continuously increase its support to real economy, improve operational efficiency, enhance the comprehensive competitive advantages and contribute its financial strength to the development of SMEs and the whole industry.

近年來，本集團形成了一套在全國融資擔保行業獨具特色的管理模式，健全中小微企業服務體系，幫助中小企業紓困解難，助力中小企業平穩健康發展。2020年4月，根據《融資擔保公司監督管理條例》四項配套制度的通知（銀保監發[2018]1號），本集團各項經營指標均符合行業監管要求，成功獲得廣東省地方金融監督管理局審核通過並換發的融資擔保業務經營許可證。2022年本集團年度總收益達人民幣360.71百萬元。

董事長吳列進先生表示，本集團將繼續聚焦擔保主業，踐行金融服務實體經濟的初心使命，把握國家產業政策帶來的發展機遇，不斷加大對實體經濟的支持力度，提升經營效能，增強綜合競爭優勢，為中小微企業及整個行業發展貢獻金融力量。

## BUSINESS REVIEW

The business of the Group mainly consists of two segments, namely the guarantee business and the SMEs lendings.

### Guarantee Business

The Group provides guarantees on behalf of SMEs and individual business proprietors to guarantee their repayment of loans or performance of their contractual obligations. Among which, regarding the financing guarantee business, the Group and the creditors such as banking financial institutions agree that, in case that the warrantee fails to perform its financing debts owed to the creditors, the Group as guarantor shall bear the guarantee liabilities as agreed in the agreement in accordance with laws. The Group mainly provides the following products and services:

Financing guarantee 融資擔保	Non-financing guarantee 非融資擔保
Indirect financing guarantee 間接融資擔保	Litigation preservation guarantee 訴訟保全擔保
Direct financing guarantee 直接融資擔保	Engineering guarantee letters and other performance guarantee letters 工程保函及其他履約保函

As at 31 December 2022, the Group's total outstanding guarantee was approximately RMB10,208.36 million (31 December 2021: RMB9,967.71 million). For the year ended 31 December 2022, the net guarantee fee income was approximately RMB198.14 million, which remains relatively stable as compared to approximately RMB193.17 million for the year ended 31 December 2021.

## 業務回顧

本集團的業務主要包括兩個分部，分別為擔保業務及中小微企業貸款。

### 擔保業務

本集團向中小微企業及個體工商戶提供擔保，對彼等償付貸款或履行彼等的合約責任進行擔保。當中，就融資擔保業務，本集團與銀行業金融機構等債權人約定，當被擔保人不履行對債權人負有的融資性債務時，由本集團(作為擔保人)依法承擔合同約定的擔保責任。本集團主要提供以下產品及服務：

於2022年12月31日，本集團未償還擔保淨餘額為約人民幣10,208.36百萬元(2021年12月31日：人民幣9,967.71百萬元)。截至2022年12月31日止年度，擔保費收入淨額為約人民幣198.14百萬元與2021年12月31日止年度的約人民幣193.17百萬元相比，保持相對穩定。

## SMEs Lendings

The Group provides loans and advances to customers comprising entrusted loans and micro-lending.

- (a) **Entrusted loan business.** The Group, operated through the Company, deposits its own funds into intermediary banks, which on-lend the funds to ultimate borrowers selected by the Group and charges fixed interest rate. The Group usually provides entrusted loans of relatively large amount ranging from approximately RMB1.00 million to approximately RMB35.00 million through banks, and is not subject to geographical restriction. According to Regulations on the Supervision and Administration of Financing Guarantee Companies promulgated by the State Council of the PRC, financing guarantee companies shall not run self-operated loans or entrusted loans, and hence the Company adopted the business model of lending loans through entrusting banks qualified to operate loan businesses. During the course of entrusted loan business of the Company, related entities including the Company, the bank and the borrowers agree on their respective rights and obligations by way of contract. The Company is in charge of the provision of entrusted loan fund, receipt of entrusted loan interests from borrowers and bearing the credit risks, while the bank is responsible for charging for commission expenses, lending entrusted loans, assisting on the supervision on the usage and recovery of the loans without bearing the credit risks. For the year ended 31 December 2022, the monthly fixed interest rate charged by the Group for entrusted loans ranged from 0.5% (inclusive) to 1.8% (inclusive) (for the year ended 31 December 2021: from 0.5% (inclusive) to 1.8% (inclusive)), which was determined by the negotiation with the borrowers according to the borrowers' creditworthiness, loan amount, loan term, type of guarantee and others. As at 31 December 2022, the balance of the Group's entrusted loans was approximately RMB231.42 million (31 December 2021: RMB234.92 million). The top five customers of such business in terms of remaining balance represent approximately 65.48% of the total remaining balance of entrusted loans as at 31 December 2022 and their respective terms were as follows:

## 中小微企業貸款業務

本集團向客戶提供貸款及墊款，包括委託貸款及小額貸款。

- (a) **委託貸款業務。**本集團(透過本公司營運)將資金存入中介銀行，再由中介銀行將有關款項轉借予本集團挑選的最終借款人並向其收取固定利息。本集團通過銀行提供相對大額的委託貸款，通常介乎約人民幣1.00百萬元至約人民幣35.00百萬元不等，且不受地區限制。根據中國國務院頒佈的《融資擔保公司監督管理條例》規定，融資擔保公司不得自營貸款或者受託貸款，因此本公司採用委託具備經營貸款業務資格的銀行代為發放貸款的業務形式。在本公司的委託貸款業務中，本公司、銀行及借款人等相關主體通過合同約定各方權利義務。本公司提供委託貸款資金，向借款人收取委託貸款利息，承擔貸款風險；銀行收取代理手續費，代為發放委託貸款，協助監督貸款使用及收回，不承擔貸款風險。於截至2022年12月31日止年度，本集團就委託貸款所收取的月化固定利率區間為0.5% (含)至1.8% (含) (於截至2021年12月31日止年度：自0.5% (含)至1.8% (含))，乃根據借款人徵信情況、借款金額、借款期限、擔保方式等與借款人協商確定所收取的利率。於2022年12月31日，本集團的委託貸款餘額約為人民幣231.42百萬元(2021年12月31日：人民幣234.92百萬元)。該業務五大客戶的貸款餘額佔於2022年12月31日總委託貸款餘額約65.48%，其各自的條款如下：

Borrower	Cooperative institutions	Loan amount	Loan balance as at 31 December 2022 截至2022年12月31日的貸款餘額	Loan interest rate	Loan term	Type of guarantee
借款人	合作機構	貸款金額 (RMB'000) (人民幣千元)	貸款餘額 (RMB'000) (人民幣千元)	貸款利率 (month,%) (月,%)	貸款期限	擔保類型
Company A	Bank a	35,000	35,000	1.217	3 November 2022 to 26 April 2023	Warranty
公司A	銀行a				2022年11月3日-2023年4月26日	保證

Borrower	Cooperative institutions	Loan amount	Loan balance as at 31 December 2022 截至2022年12月31日的 貸款餘額	Loan interest rate	Loan term	Type of guarantee
借款人	合作機構	貸款金額 (RMB'000) (人民幣千元)	貸款餘額 (RMB'000) (人民幣千元)	貸款利率 (month,%) (月·%)	貸款期限	擔保類型
Company B 公司B	Bank a 銀行a	35,000	30,761.7	1.8	17 October 2014 to 17 April 2015 2014年10月17日- 2015年4月17日	Warranty and collateral guarantee 保證及抵質押擔保
Company C 公司C	Bank a 銀行a	31,790	31,284.5	1.6	8 July 2015 to 8 January 2016 2015年7月8日- 2016年1月8日	Warranty and collateral guarantee 保證及抵質押擔保
Company D 公司D	Bank a 銀行a	29,000	29,000	1.45	8 December 2015 to 8 December 2016 2015年12月8日- 2016年12月8日	Warranty and collateral guarantee 保證及抵質押擔保
Company E 公司E	Bank b 銀行b	25,500	25,500	0.5	20 July 2022 to 20 July 2023 2022年7月20日- 2023年7月20日	Warranty 保證
<b>Total 總計</b>		<b>156,290</b>	<b>151,546.2</b>			

(b) **Micro-lending business.** The Group, operated through Foshan Chancheng Join-Share Micro Credit Co., Ltd.\* (“Foshan Micro Credit”), provides advances to SMEs, individual business proprietors and individuals in Foshan and charges fixed interest rate. According to relevant regulations, micro-lending business refers to lending business operated by micro-lending companies established subject to the approval from relevant government authorities. Lending business conducted by micro-lending companies must follow the principle of “small loans, and decentralised resource distribution”. The amount of loans and repayment term must be determined with reference to factors such as the income, overall liabilities, asset position and actual demand of the borrowers to ensure the repayment amount may not exceed the borrowers’ repayment capacity. The Group operates micro-lending business through its subsidiary Foshan Micro Credit, a limited liability company operating micro-lending business under the approval of the Guangdong Financial Supervisory Authority. Due to regulatory limits, the amount of micro-lending that the Group may provide is up to RMB15 million. For the year ended 31 December 2022, the monthly fixed interest rate charged by the Group for micro-lending ranged from 0.55% (inclusive) to 1.7% (inclusive) (for the year ended 31

(b) **小額貸款業務。**本集團(透過佛山禪城中盈盛達小額貸款有限公司(「佛山小額貸款」)運營)向佛山地區內的中小企業、個體工商戶及個人提供墊款並向其收取固定利息。根據有關規定，小額貸款業務是指經相關政府部門批准設立的小額貸款公司經營的發放貸款業務。小額貸款公司發放貸款應遵循小額、分散的原則，根據借款人收入水平、總體負債、資產狀況、實際需求等因素，合理確定貸款金額和期限，使借款人還款額不超過其還款能力。本集團透過子公司佛山小額貸款經營小額貸款業務，而佛山小額貸款是經廣東省地方金融監督管理局批准設立並經營小額貸款業務的有限公司。受限於法規要求，本集團可以提供最高金額達人民幣15百萬元的小額貸款。於截至2022年12月31日止年度，本集團就小額貸款所收取的月化固定利率為0.55%(含)至1.7%(含)(於截至2021年12月31日止年度：

December 2021: 0.65% (inclusive) to 1.7% (inclusive)), which was determined by the negotiation with the borrowers according to the borrowers' creditworthiness, loan amount, loan term, type of guarantee and others. As at 31 December 2022, the balance of the Group's micro-lending was approximately RMB550.74 million (31 December 2021: RMB434.65 million). The top five customers of such business in terms of remaining balance represent approximately 13.11% of remaining balance of total micro-lending as at 31 December 2022 and their respective terms were as follows:

0.65% (含)至1.7% (含))，為根據借款人的徵信情況、借款金額、借款期限、擔保方式等與借款人協商確定所收取的利率。於2022年12月31日，本集團小額貸款餘額約為人民幣550.74百萬元(2021年12月31日：人民幣434.65百萬元)。該業務五大客戶的貸款餘額佔於2022年12月31日總小額貸款餘額約13.11%，其各自的條款如下：

Borrower	Loan amount	Loan balance as at 31 December 2022 截至2022年12月31日的 貸款餘額	Loan interest rate	Loan term	Type of guarantee
借款人	貸款金額 (RMB'000) (人民幣千元)	貸款餘額 (RMB'000) (人民幣千元)	貸款利率 (month, %) (月, %)	貸款期限	擔保類型
Company A 公司A	15,000	15,000	1.25	19 August 2022 to 18 February 2023 2022年8月19日- 2023年2月18日	Collateral guarantee 抵質押擔保
Company B 公司B	15,000	15,000	1	24 October 2022 to 23 October 2023 2022年10月24日- 2023年10月23日	Warranty 保證
Individual C 自然人C	15,000	15,000	1.25	22 August 2022 to 21 March 2023 2022年8月22日- 2023年3月21日	Warranty 保證
Individual D 自然人D	15,000	15,000	1.25	30 August 2022 to 29 April 2023 2022年8月30日- 2023年4月29日	Warranty 保證
Company E 公司E	12,200	12,200	0.7	22 December 2022 to 21 December 2023 2022年12月22日- 2023年12月21日	Warranty 保證
<b>Total 總計</b>	<b>72,200</b>	<b>72,200</b>			

For the year ended 31 December 2022, the Group's net interest income was approximately RMB93.92 million, representing an increase of approximately 19.26% as compared to approximately RMB78.75 million for the year ended 31 December 2021.

截至2022年12月31日止年度，本集團的利息收入淨額為約人民幣93.92百萬元與截至2021年12月31日止年度約人民幣78.75百萬元相比，增加約19.26%。



## Internal Control

The Group had put in place the following internal control policies and procedures to manage the risks of its businesses:

- (1) For its **guarantee business**:
  - (a) For financing guarantee business, upon receiving approval, the business department will arrange for the execution of the transaction documents with the customers and the guarantors. If any registrable collateral is provided, the Company will register its security interest in such collateral with the relevant governmental authorities first. The risk control department inspects the contract execution, the implementation of counter-guarantee measures and supplemental matters under the requirements of the approval documents. Once these steps are completed, the Company's letter of guarantee becomes effective or the bank will be notified to release the loans to the borrowers.

The Company's post-transaction inspection procedures are launched upon engaging in the guarantee business. Through its post-transaction inspection procedures, the Company aims to identify any potential repayment difficulties of its customers ahead of the guarantee due date and to take appropriate precautionary measures. The project manager, as the project supervisor, visits customers regularly to understand the customers' profile in all aspects, including daily production or operation, financial status, credit, actual use of proceeds, changes in the counter-guarantee measures, changes in the condition or value of collateral, and any other material advance change on the borrowers, their ultimate beneficial owners or counter-guarantors. He/she will also enquire online public information of the guarantee customers through third party service providers to obtain public monitoring data.

## 內部控制

本集團已實施以下內部控制政策及程序以管理其業務風險：

- (1) **擔保業務**方面：
  - (a) 對於融資擔保業務，業務獲批准後，業務部門會安排與客戶及擔保人簽立交易文件。如提供任何可登記抵押品，本公司會先向有關政府機關登記有關抵押品的擔保權益。風控部門按審批決策文件要求檢查合同簽署、反擔保措施及補充事項等落實情況。一旦有關步驟完成，本公司的擔保函生效或通知銀行向借貸人放款。

本公司事後管理程序在擔保業務發生後啟動，通過事後管理程序，旨在擔保到期前判別出客戶有否任何潛在的還款困難，並於合適時採取預防措施。項目經理作為項目監管人定期回訪客戶，瞭解客戶各方面的狀況，包括日常生產或營運情況、財務狀況、信貸狀況、貸款實際用途、反擔保措施的變動、抵押品狀況或價值的變動，以及借款人、實際控制人、或反擔保人的任何重大不利變化，通過第三方服務商查詢擔保客戶網上公開信息及獲取輿情監測數據。

- (b) The Company has established certain measures and procedures in order to monitor the quality of its customers and assets in respect of its financing guarantee business, which include regular post-transaction supervision, special post-transaction supervision, risk screening, procedures for storing collateral and classification of risk profiles, and the relevant details are set out below:
- (i) Regular post-transaction supervision. The project supervisor regularly monitors and assesses the project conditions and risk conditions, predicts and evaluates risks according to the supervision plan, and reports to relevant departments. The Company conducts such supervision once every half month, every month, every two months, every three months or every six months depending on the risk profile of the project.
- (ii) Special post-transaction supervision. A special post-transaction supervisor, in addition to the project supervisor, will be introduced for post-transaction supervision when necessary, generally for: (1) projects with certain operational risks; (2) the first time guarantee projects; (3) projects with high cumulative balance of guarantee liabilities; or (4) projects with certain industry risks. The special post-transaction supervisor is generally the Company's risk control manager, an officer responsible for collection and recovery, or the head of the business department or the risk control department. The Company conducts a special post-transaction supervision every month.
- (b) 本公司就融資擔保業務設有若干措施及程序以監管公司的客戶及其資產，其中包括定期保後監管、特別保後監管、風險評估、存放抵押品程序及風險狀況分類，相關細節如下：
- (i) 定期保後監管。項目監管人定期監管及評估項目狀況及風險狀況，按照監管計劃預測及評估風險狀況，並向相關部門匯報。根據業務風險程度每半個月、一個月、兩個月、三個月或六個月進行一次監管。
- (ii) 特別保後監管。除項目監管人外，特別保後監管人會在有需要時進行保後監管，一般包括：(1)具有若干營運風險的項目；(2)首次擔保項目；(3)累計擔保責任餘額高的項目；(4)具有若干行業風險的項目。特別保後監管人通常包括本公司的風控經理、資產保全部保全經理、業務部門或風控部門主管等。按每一個月進行一次監管安排。

- (iii) Risk screening. According to the macro-economy and the change in market environment, the Company formulates business guidelines and opinion on risks by classification of industry from time to time with an aim to promote healthy business development and risk control. The Company conducts risk screening by adopting stricter, higher standard and more specific risk supervision or special risk investigation on companies that are in industries with greater risks or easily affected by the macro economy, or the projects for which material counter-guarantee is in abnormal condition. The risk management department and the business department develop project due date guidance based on the customers' performance and the Company's guiding opinions on such customers before maturity of each project. If there is material abnormal matter affecting repayment during the post-transaction supervision, the project supervisor should report to the business department head and the risk management department in a timely manner, and the risk management department will adjust the supervision frequency and risk category, and arrange a special post-transaction supervisor's on-site supervision or hold a risk project seminar to discuss solutions.
- (iv) Management procedures for collateral. Collaterals include both tangible and intangible assets. Normally there is no storage requirement for intangible assets. For tangible assets, subject to conditions including project risks, characteristics of the customer's business and mortgage rate, the Company may adopt different measures, such as entering into and registering a mortgage, performing regular on-site inspections and conducting regular supervision through a third party designated by the Company. For real estate that has undergone mortgage registration, the Company will occasionally arrange an asset appraisal manager to conduct appraisals, check the market price of real estate of the same type through real estate websites, or check the status of the mortgage real estate with the registration department.
- (iii) 風險評估。根據宏觀經濟及市場環境變化情況，本公司不定期制定業務指引和行業風險分類指導意見，旨在促進業務健康發展及風險控制。本公司對較高風險行業、易受宏觀經濟影響的公司或重大反擔保措施處於不正常狀況的項目進行風險評估，實施更嚴格和更高的標準，並增加進行特定風險監管或組織專項風險排查。在每宗項目到期前，根據客戶履約情況及本公司對該類客戶的指導意見，風險管理部會同業務部門制定項目到期指引。若在事後監管中發現存在影響還款的重大異常情況，項目監管人需及時向業務部門主管及風險管理部匯報，風險管理部會調整監管頻密程度及風險級別、安排特別事後監管人進行實地監管、或組織風險項目研討會商議處理方案。
- (iv) 抵質押品管理程序。抵質押品中包括有形資產及無形資產。一般無形資產並無存放規定。至於有形資產，公司會視乎項目風險、客戶業務性質及抵押率，採取不同的措施，例如訂立抵押及辦理抵押登記、定期實地檢查及透過本公司委派的第三方定期監管。對於已辦理抵押登記的不動產，本公司會不定期安排資產評估經理進行評估、通過房產網站查詢同類型不動產的市場價格、或在登記部門查詢該抵押不動產狀態等。

- (v) Risk profile classification. The Company conducts post-transaction risk management review and classifies guarantees or loans in five risk profiles. The Company classifies its customer's risk profile as "normal," "special-attention," "substandard," "suspicious" or "loss" based upon the customer's financial condition, profitability, repayment capability, repayment record, willingness to repay, counter-guarantee conditions and other relevant material adverse incidents. Based on such risk profile classification, the Company adjusted the project's supervision grade and the corresponding frequency of review, adopt differentiated risk management and control strategies and enhance supervision on "special-attention" projects with a focus on collections from "substandard," "suspicious" or "loss" projects.
- (v) 風險狀況分類。本公司對項目事後風險進行評估，就擔保或貸款的情況劃分五級風險狀況分類，按照客戶的財務狀況、盈利能力、還款能力、還款記錄、還款意願、反擔保狀況及其他相關重大負面事件等，將客戶的風險狀況分為「正常類」、「關注類」、「次級類」、「可疑類」、「損失類」。根據該等風險狀況分類，本公司調整項目的監管級別及相應審閱頻率，採取差異化的風險管控策略，加大對「關注類」項目的監管力度，重點對「次級類」、「可疑類」、「損失類」項目進行追收。
- (c) The Company initiates its collection and recovery process if it assesses, that projects have great hidden risks or risk exposure. In the case of a customer default under its guarantee business, the Company will pay to the lending bank the outstanding principal amount of the loan, plus all accrued and unpaid interest and expenses within the time frame set forth in the relevant guarantee agreement. The Company's collection efforts generally involve its collection and recovery department and its legal department. Its collection and recovery process primarily involves the following steps and procedures:
- (c) 若評估項目潛存較大風險隱患或風險暴露，本公司即啟動追收程序。倘本公司的擔保業務的客戶違約，本公司將須向貸款銀行支付該貸款的未償還本金金額，加上於有關擔保協議所載之時間框架內所有累算及未支付的利息及開支。本公司的追收工作一般由資產保全部門或法律事務部負責。追收程序主要涉及以下各項步驟及程序：
- (i) the Company will commence its collection process by calling the customer after the default is occurred. After that, the Company will attempt to collect the default payment on-site at the customer's business address and residential address;
- (i) 本公司會於客戶違約發生後透過致電客戶，展開收款程序。其後，本公司會於客戶的業務地址及住址進行收款程序；

- (ii) in most cases where a customer defaults, the Company will work with the customer to develop alternative repayment plans to and urge the customer to fulfil its repayment obligations if the customer indicates an intention to repay, the fundamentals of the customer's business are found to be sound, the cash flow prospects are expected to be sufficient to assure repayment and the Company is not aware of enforcement actions being taken by other creditors; and
  - (iii) the Company usually enforces its rights to collateral when it determines that the customer's business prospects or the value of the collateral have deteriorated, when the customer does not indicate any intentions to make repayments or when actions taken by other creditors may compromise the Company's rights. The Company will negotiate on disposal of the collateral with customers to recover its losses with the proceeds from the disposal of such collateral. In addition, the Company may call upon the guarantees or counter-guarantees provided by the customers and other guarantors or counter-guarantors. The Company may initiate legal or arbitration proceedings against a customer if there is any dispute over the Company's right to the collateral or other assurance measures. The Company generally seeks a court order enforcing the guarantee agreement and the right of sale in relation to pledged or mortgaged collateral.
- (ii) 在客戶違約的多數情況下，倘客戶有意還款，而本公司發現客戶的業務基礎健全，且預期現金流前景足以確保還款，加上本公司並無發現其他債權人採取強制執行行動，本公司將與客戶共同制定還款計劃並督促客戶履行；及
  - (iii) 當本公司評估客戶的業務前景惡化或抵質押品價值下降，而客戶並無意還款或其他債權人採取的行動會損害本公司的權利時，本公司一般會選擇執行其對抵質押品的權利。本公司將與客戶協商出售抵質押品，所得款項收回本公司的損失。此外，本公司可能要求履行客戶及其他擔保人或反擔保人提供的擔保或反擔保。倘存有有任何有關本公司對抵質押品權利或其他保證措施的爭議，本公司可能對客戶採取法律訴訟或仲裁程序。本公司一般會申請法院就已質押或抵押的抵質押品頒令執行擔保合同及出售權利。

(2) For its **entrusted loan business**:

- (a) For the approval of entrusted loans, the project manager is responsible for preparing the project investigation report and collecting, among others, materials in relation to collateral or other guarantee measures, financial related information, and other information about the customers for submission for approval. The legal approval officers of the Company review the investigation report and due diligence documents, mainly including the litigation of the borrowers, project operation plan, etc. The legal approval officers will discuss with the project manager and require him to carry out further on-site investigations or interviews with the borrower/guarantor/collateral when there are doubts in the process of reviewing the project compliance of borrower's subject qualification, ownership of counter-guarantee, litigation information and others, but no relevant information can be found in the investigation report. The legal opinion will be prepared to indicate the risks involved in the transaction and the relevant risks assessment conducted. According to the articles of association of the Company (the "**Articles of Association**"), the chairman or chairlady of executive committee, which is served by the chairman of the Board, will approve the entrusted loan projects with the balance of loans to individual enterprises of not more than 6% of the net assets of the group company. Any application for entrusted loans over such threshold will be approved by the Board or general meeting.

(2) **委託貸款業務**方面：

- (a) 就委託貸款的審批而言，項目經理負責編製項目調查報告並收集(其中包括)抵押或其他擔保措施相關材料、財務相關資料及客戶的其他資料提交審批。本公司法律主審對調查報告及盡職調查文件進行審查，主要包括借款人訴訟情況、項目操作方案等。法律主審在審查借款人主體資格、反擔保物的權屬、涉訴信息等項目合規問題過程中有疑問，但未能在調查報告中找到相關信息時，會與項目經理進行討論，並要求其對借款人／擔保人／擔保物開展進一步實地調查或面談，並編製法律意見書說明交易所涉風險及進行的相關風險評估。根據本公司公司章程(「**公司章程**」)，執行委員會主任委員(由董事會主席擔任)將審批單個企業貸款餘額不超過集團公司淨資產6%的委託貸款項目。任何超過該限額的委託貸款申請將由董事會或股東大會批准。

(b) For the collection of entrusted loans, post-loan management procedures kicks start once the business commences, with the aim to identify whether there are any potential difficulties for the customers to repay the entrusted loans upon expiry, and take preventive measures when appropriate. As the project supervisor, the project manager visits the customers according to the supervision plan in order to understand the conditions of the customers in all aspects, to assess the project status and risk exposure, including changes in daily production or operation, financial position, credit status, actual use of loans, and guarantee measures, as well as any material adverse changes of the borrowers, de facto controllers, or guarantors (if any), and to search for online public information in relation to the customers and obtain public opinion monitoring data through third-party service providers. Any significant anomalies affecting repayment identified under the supervision shall be reported by the project manager to the head of the business department and the risk management department in a timely manner, and the risk management department will adjust the frequency of supervision and risk level, or organised seminars to discuss corresponding solutions for the risk projects.

(b) 就委託貸款的催收而言，貸後管理程序於業務開始時啟動，以確定客戶償還到期委託貸款是否存在任何潛在困難，並適時採取預防措施。作為項目監管人，項目經理根據監管計劃拜訪客戶，全面了解客戶情況，評估項目狀況及風險敞口，包括日常生產或經營、財務狀況、信貸狀況、貸款實際用途及擔保措施的變動以及借款人、實際控制人或擔保人(如有)的任何重大不利變動，並通過第三方服務商查詢與客戶相關的網絡公開資料，獲取輿情監測數據。如監管中發現影響償還的重大異常，項目經理應及時向業務部主管及風險管理部匯報，風險管理部將調整監管頻率及風險等級或組織風險項目研討會商議處理方案。

- (c) If a project is assessed to have a greater risk potential or is exposed to risk, the Company will initiate the recovery procedures by calling the customer after the default of such customer. The Company will then proceed with the recovery procedures at the business address and residential address of such customer. In most cases of default of customer, if the customer intends to repay the loan and the Company considers that the customer maintains a sound and stable business foundation and the expected cash flow prospect is sufficient to ensure the repayment, and the Company is not aware of any enforcement actions taken by other creditors, the Company will work with such customer to formulate a repayment plan and procure such customer to fulfil such plan. When the Company assesses that there is deterioration of the business prospects of the customer or a drop in value of the collateral, and the customer has no intention to repay the loan or the actions taken by other creditors will damage the rights of the Company, the Company will usually choose to enforce its rights to the collateral. The Company will negotiate with the customer to sell the collateral and recover the proceeds to compensate the loss of the Company. In addition, the Company may require the performance of guarantees provided by the customer and other guarantors. If there is any dispute over the Company's rights to the collateral or other guarantee measures, the Company may take legal proceedings or arbitration procedures against the customer. The Company will normally file an application with the court for an order to enforce the guarantee agreement and the right to sell the pledged or mortgaged collateral.
- (c) 若項目被評估存在較大的潛在風險或面臨風險，本公司會於客戶違約後致電客戶啟動催收程序，然後在該客戶的營業地址及住宅地址進行催收。在客戶違約的大多數情況下，若客戶有意償還貸款且本公司認為客戶保持良好穩定的業務基礎及預計現金流前景足以確保還款，而本公司不知悉其他債權人採取任何強制執法行動的情況下，本公司將與該客戶共同制定還款計劃及促使該客戶履行有關計劃。若本公司評估客戶的業務前景惡化或抵押品價值下跌，且客戶無意償還貸款或其他債權人採取的行動會損害本公司的權利，本公司一般會選擇強制執行對抵押品的權利。本公司將與客戶協商出售抵押品並收回所得款項以彌補本公司損失。此外，本公司可要求履行客戶及其他擔保人提供的擔保。若本公司對抵押品的權利或其他擔保措施存在任何爭議，本公司可對客戶採取法律程序或仲裁程序，屆時本公司通常會向法院申請頒令強制執行擔保協議及出售質押或抵押的抵押品權利。



(3) For its **micro-lending business**:

- (a) For the approval of all micro-lending loans, the risk management department will review and examine the investigation report on pre-loan investigations and on-site inspections, and review and verify the borrower's family structure, actual income, operating conditions and repayment ability stated in the report. In addition, the risk management department will request for the investigation report on the guarantor and the valuation report of the collateral to ensure the effectiveness and reliability of the guarantee.
- (b) The principal terms and conditions of a loan, such as the principal amount, interest rate, quality and adequacy of the security and collateral (if any) and the term of the loan, are considered and approved during the approval process of a loan application. Loans in an amount of RMB1,000,000 or more shall be approved by the micro-lending review committee and loans in an amount of less than RMB1,000,000 shall be approved by the general manager of the Company. The micro-lending review committee is led by the general manager of the Company and consists of five members with veto rights over loan applications. By strictly implementing the above-mentioned authorisation mechanism, the Company ensures that the terms and conditions of loans are in line with the credit policy of the Company.
- (c) For micro-lending loans, in general, the borrowers are required to make monthly interest payments on the loan and to repay the principal amount of the loan when it is due, and the Group may sometimes accept monthly instalments of payment for partial principal amount plus interest. To ensure timely collection of the micro-lending loans, the account managers will remind the borrowers of their payment obligations in advance of the relevant due date.

(3) **小額貸款業務**方面：

- (a) 就所有小額貸款的審批而言，風險管理部將對貸前調查及實地考察的調查報告進行審閱及審查，並審閱及核實報告中所述的借款人的家庭架構、實際收入、經營狀況及償還能力。此外，風險管理部要求出具擔保人調查報告及抵押品估值報告，以確保擔保的有效性及其可靠性。
- (b) 於貸款申請的審批過程中考慮及批准貸款的主要條款及條件，如本金、利率、擔保及抵押品(如有)的質量及充分性以及貸款期限。人民幣1,000,000元或以上的貸款應由小額貸款審查委員會審批，而人民幣1,000,000元以下的貸款應由本公司總經理審批。小額貸款審查委員會由本公司總經理領導並由五名對貸款申請擁有否決權的成員組成。通過嚴格實施上述授權機制，本公司確保貸款的條款及條件符合本公司信貸政策。
- (c) 就小額貸款而言，借款人通常須每月支付貸款利息，並於貸款到期時償還本金，本集團有時或會接受部分本金加利息按月分期付款。為確保及時收回小額貸款，客戶經理將於相關到期日前提醒借款人的付款義務。

- (d) The Group considers all or part of the principal amount of any loan that has been overdue for a month or more to be overdue. When the principal amount of the loan is overdue or the interest on the loan is not repaid as at the end of the relevant month, the account managers will visit the customer to remind him or her of the overdue situation, assess the overdue status and reasons, make a preliminary assessment on the risk level, mitigation measures and the possibility of recovering the loan, and report to the person in charge of the customer service department, the person in charge of the risk management department and the general manager. If the overdue situation does not improve after the visit and lasts for more than 20 days, the account managers, together with the representative of the legal department, the Group will carry out another site visit to remind the defaulting customer of his or her payment obligations. If the overdue situation remains unresolved and lasts for more than 45 days, the Group may arrange on-site meetings with the defaulting customer to negotiate a repayment plan for the overdue amount. If the customer insists on not fulfilling the repayment plan, the risk management department and legal department will initiate the following steps to seek recovery:
- (i) activate recourse right against the guarantor: If loan repayment is guaranteed by the guarantor, the Group will require the guarantor to repay the principal amount of the loan and accrued interest; or
- (ii) foreclose on collateral: For loans secured by collateral, the Group will initiate foreclosure procedures by filing a petition with the court to attach and preserve the collateral. Upon obtaining a favourable judgement, the Group will file an enforcement petition with the court to realise the value of the collateral through auction or sale and subsequently apply all or part of its value to repay the loan.
- (d) 本集團認為逾期一個月或以上的所有或部分貸款本金為逾期。倘貸款本金逾期或貸款利息未於相關月未償還，客戶經理將拜訪客戶，提醒逾期狀況，評估逾期狀況及原因，初步評估風險水平、緩解措施及收回貸款的可能性，並向客戶服務部負責人、風險管理部負責人及總經理報告。倘走訪後逾期情況仍未改善並持續20天以上，客戶經理連同法務部代表、本集團將再次進行現場走訪，提醒違約客戶的付款義務。倘逾期情況未解決並持續超過45天，本集團將安排與違約客戶進行現場會議，就逾期金額協商還款計劃。倘客戶堅持不履行還款計劃，風險管理部及法務部將進行以下步驟尋求收回：
- (i) 行使對擔保人的追索權：倘貸款償還由擔保人擔保，本集團將要求擔保人償還貸款本金及應計利息；或
- (ii) 抵押品的止贖權：對抵押品擔保的貸款，本集團將啟動止贖程序，向法院提交呈請，附上並保留抵押品。獲得有利判決後，本集團將向法院提交執行呈請，以拍賣或出售變現抵押品價值，隨後將其全部或部分價值用於償還貸款。

## MAJOR BUSINESS ACTIVITIES UNDERTAKEN BY THE GROUP DURING THE YEAR

During the year ended 31 December 2022, with an aim to strengthen the Group's overall market position, the Group has undertaken the major business activities as follows:

1. Foshan Micro Credit has been given an "AAA+" rating, ranking 10th among nearly 400 peers in Guangdong Province, which will have a positive impact on Foshan Micro Credit in terms of financing channels, financing leverage, regulatory measures, innovative business and others. In addition, Foshan Micro Credit was also awarded the title of "the A-Level Team of Financial Development Innovation in 2021" in Chancheng District, Foshan, Guangdong Province.
2. On 27 April 2022, to enhance the Company's development in financing guarantee business in the PRC, the Company, Foshan Hi-Tech Industries Investment Development Company Limited\* (佛山高新技術產業投資發展有限公司) ("**Foshan Hi-Tech**") and Guangdong Yuecai Financing Guarantee Group Co., Ltd.\* (廣東粵財融資擔保集團有限公司) ("**GD Yuecai**") entered into a shareholding investment cooperation agreement in relation to formation of a joint venture (the "**New Subsidiary**"), pursuant to which the Company, Foshan Hi-Tech and GD Yuecai have contributed RMB210 million, RMB60 million and RMB30 million to such New Subsidiary by 26 July 2022, 28 July 2022 and 27 July 2022, respectively. Pursuant to such shareholding investment cooperation agreement, the Company will grant a put option to GD Yuecai and provide a guaranteed return subject to the terms and conditions therein. As at the date of this report, the New Subsidiary has obtained approval from Guangdong Financial Supervisory Authority\* (廣東省地方金融監督管理局) and Foshan Administration for Market Regulation (佛山市市場監督管理局), and is duly incorporated. For further details, please refer to the announcements of the Company dated 27 April 2022, 1 August 2022, 1 November 2022, 3 January 2023 and 6 February 2023, respectively.

## 本集團年內進行的主要業務活動

於截至2022年12月31日止年度，為鞏固本集團的整體市場地位，本集團進行的主要業務活動如下：

1. 佛山小額貸款獲評「AAA+」級別，在廣東省近400家參評同行中名列第10名，這將對佛山小額貸款在融資渠道、融資槓桿、監管措施、創新業務等方面產生積極影響。此外，佛山小額貸款還榮獲廣東省佛山市禪城區「2021年度金融發展創新A級團隊」稱號。
2. 於2022年4月27日，為促進本公司在中國的融資擔保業務的發展，本公司與佛山高新技術產業投資發展有限公司(「**佛山高新技術**」)及廣東粵財融資擔保集團有限公司(「**廣東粵財**」)就成立一間合資公司(「**新子公司**」)簽訂股權投資合作協議，據此，本公司、佛山高新技術及廣東粵財分別在2022年7月26日、2022年7月28日及2022年7月27日或之前向新子公司出資人民幣210百萬元、人民幣60百萬元及人民幣30百萬元。根據股權投資合作協議，本公司應基於其條款及條件向廣東粵財授予出售選擇權及提供保證回報。於本報告日期，新子公司已取得廣東省地方金融監督管理局及佛山市市場監督管理局的批准，並正式成立。進一步詳情請分別參閱本公司日期為2022年4月27日、2022年8月1日、2022年11月1日、2023年1月3日及2023年2月6日的公告。

3. As one of the major business of the Company is providing financing guarantee service, pursuant to Measures for the Administration of the Asset Proportions of Financing Guarantee Companies (《融資擔保公司資產比例管理辦法》), it is stipulated that level III assets of the Company shall not exceed 30% of the total assets of the Company after deducting the receivables for default payments (扣除應收代償款). As at 31 January 2022, the level III assets of the Company mainly comprised long-term equity investment, bonds, entrusted loans and other receivables amounted to approximately 26.16% of the total assets of the Company after deducting the receivables for default payments (扣除應收代償款). Since most of the equity investment and equity assets are categorised as level III assets, the Company is restrained by the 30% asset limitation requirement to utilise the proceeds from the Listing, the Investors Subscription, the Placing (as respectively defined in the circular of the Company dated 1 June 2022 (the “**2022 June Circular**”)) and issue of bonds to equity investment. Accordingly, on 27 April 2022, the Board resolved to propose to (i) adjust its internal group structure (the “**Group Restructuring**”) as detailed in the 2022 June Circular; and (ii) change the use of unutilised proceeds from the Listing, the Investors Subscription and the Placing as detailed in the 2022 June Circular, subject to the approval the shareholders of the Company (the “**Shareholders**”). Relevant resolutions were passed by the Shareholders at the extraordinary general meeting, domestic shareholders’ class meeting and H shareholders’ class meeting of the Company, held on 22 June 2022. As at the date of this report, the Company obtained the approval from the relevant PRC regulatory authorities, such as the consent from Guangdong Financial Supervisory Authority\* (廣東省地方金融監督管理局) for establishment of the New Subsidiary conducting financing guarantee business, the consent from Foshan Finance Department\* (佛山市金融工作局) for the change of shareholder of Foshan Micro Credit, and the approval from the competent authority to deregister the Company’s business licence of financing guarantee business. For further details, please refer to the announcements of the Company dated 27 April 2022, 22 June 2022 and 1 August 2022 and, the 2022 June Circular.
3. 由於本公司的主要業務之一是提供融資擔保服務，根據《融資擔保公司資產比例管理辦法》的規定，本公司III級資產不得超過本公司總資產扣除應收代償款後的30%。截至2022年1月31日，本公司III級資產主要包括長期股權投資、債券、委託貸款及其他應收款項，在扣除應收代償款後，佔本公司總資產的約26.16%。由於大部分股權投資及股權資產被分類為III級資產，本公司受到30%的資產限制要求，上市、投資者認購事項、配售事項（分別於本公司日期為2022年6月1日的通函「**2022年6月通函**」中定義）及發行債券的所得款項用於股權投資受到較多限制。因此，於2022年4月27日，董事會議決建議(i)調整集團內部架構（「**集團架構調整**」），詳情已載於2022年6月通函；及(ii)根據本公司股東（「**股東**」）批准變更上市、投資者認購事項及配售事項的未動用所得款項用途，詳情已載於2022年6月通函。相關決議案已經股東於2022年6月22日舉行的本公司臨時股東大會、內資股類別股東大會及H股類別股東大會上批准。於本報告日期，本公司已獲得中國相關監管部門的批准，如就成立從事融資擔保業務的新子公司取得廣東省地方金融監督管理局的同意，就佛山小額貸款股東變更取得佛山市金融工作局的同意，以及就註銷本公司融資擔保業務經營許可證取得主管部門的批准。進一步詳情請參閱本公司日期為2022年4月27日、2022年6月22日及2022年8月1日的公告及2022年6月通函。

4. On 17 August 2022, the Company (as guarantor) and Guangdong Tengyue Construction Engineering Co., Ltd.\* (廣東騰越建築工程有限公司) (“**GD Tengyue**”) (as warrantee) entered into the maximum guarantee service agreement, pursuant to which the Company agrees to provide the guarantee for the maximum guarantee limit of RMB400 million. The services fee for each individual provision of guarantee by the Company shall be agreed under separate guarantee service agreement to be entered into between the Company and GD Tengyue, but in any event shall not exceed 8% of the guaranteed amount per annum. For further details, please refer to the announcement of the Company dated 17 August 2022.
  5. On 18 August 2022, Zhongshan Join-Share Technology Financing Guarantee Investment Co., Ltd.\* (中山中盈盛達科技融資擔保投資有限公司) (“**Zhongshan Join-Share**”) (as guarantor), a subsidiary of the Company, and Zhongshan Shenye Wansheng Investment Co., Ltd.\* (中山市深業萬勝投資有限公司) (“**Shenye Wansheng**”) (as warrantee) entered into the guarantee service agreements, pursuant to which Zhongshan Join-Share agrees to provide the guarantees to Shenye Wansheng regarding the construction projects. The total guarantee amount is approximately RMB208.0 million. Shenye Wansheng shall pay a total service fees of approximately RMB2.07 million to Zhongshan Join-Share in relation to the provision of the guarantees. The term of the guarantees is ranging from 16 to 33 months upon execution of the respective letter of guarantees. For further details, please refer to the announcement of the Company dated 18 August 2022.
  6. On 22 August 2022, the Company successfully issued “2022 Corporate Bonds (Tranche 1) publicly issued by Guangdong Join-Share Financing Guarantee Investment Co., Ltd.\* to Professional Investors”, whose issuing size is RMB240 million with the coupon rate of 3.5% and duration of not more than 5 years.
4. 於2022年8月17日，本公司(作為擔保人)與廣東騰越建築工程有限公司(「**廣東騰越**」)(作為被擔保人)訂立擔保最高額服務協議，據此，本公司同意提供擔保，擔保最高額為人民幣400百萬元。本公司提供的各項個別擔保的服務費將由本公司與廣東騰越根據將予訂立的單獨擔保服務協議達成，惟無論如何每年不得超過所提供的擔保金額的8%。有關進一步詳情，請參閱本公司日期為2022年8月17日的公告。
  5. 於2022年8月18日，本公司子公司中山中盈盛達科技融資擔保投資有限公司(「**中山中盈盛達**」)(作為擔保人)與中山市深業萬勝投資有限公司(「**深業萬勝**」)(作為被擔保人)訂立擔保服務協議，據此，中山中盈盛達同意向深業萬勝提供有關建設項目的擔保。總擔保金額約為人民幣208.0百萬元。深業萬勝須向中山中盈盛達支付約人民幣2.07百萬元的有關提供擔保的總服務費。擔保期為自各簽訂擔保函日期起十六個月至三十三個月不等。有關進一步詳情，請參閱本公司日期為2022年8月18日的公告。
  6. 於2022年8月22日，本公司成功發行「廣東中盈盛達融資擔保投資股份有限公司2022年面向專業投資者公開發行公司債券(第一期)」，發行規模人民幣240百萬元，票面利率3.5%，期限不超過5年。

7. On 26 September 2022, Yunfu Rongda Asset Operations Company Limited\* (雲浮市融達資產經營有限公司), the Company, Guangdong Wenshi Investment Company Limited\* (廣東溫氏投資有限公司), GD Yuecai and Yunfu Puhui Financing Guarantee Co., Ltd.\* (雲浮市普惠融資擔保股份有限公司) (“**Yunfu Puhui**”) entered into the capital contribution agreement, pursuant to which Yunfu Puhui agreed to issue a total of 10 million new shares (the “**New Issue**”) to GD Yuecai (representing approximately 7.143% of issued shares of Yunfu Puhui immediately after the New Issue) in consideration of capital contribution by GD Yuecai in the total amount of RMB10 million (the “**Capital Contribution**”) to Yunfu Puhui. Notwithstanding that the number of shares in Yunfu Puhui held by the Company will remain unchanged, the shareholdings of the Company in Yunfu Puhui will decrease from approximately 53.85% to 50.00% immediately after the New Issue and the Capital Contribution. For further details, please refer to the announcement of the Company dated 26 September 2022.
7. 於2022年9月26日，雲浮市融達資產經營有限公司、本公司、廣東溫氏投資有限公司、廣東粵財及雲浮市普惠融資擔保股份有限公司(「**雲浮普惠**」)訂立注資協議，據此，雲浮普惠同意向廣東粵財發行總共10,000,000股新股份(「**發行新股**」)(緊隨發行新股後，約佔雲浮普惠已發行股份的7.143%)，代價為廣東粵財向雲浮普惠注資合共人民幣10百萬元(「**注資**」)。儘管本公司持有的雲浮普惠股份數目將保持不變，緊隨發行新股及注資後，本公司於雲浮普惠的股權將由約53.85%下降至50.00%。進一步詳情請參閱本公司日期為2022年9月26日的公告。
8. On 7 December 2022, the Company (as guarantor) and Country Garden Real Estate Group Co., Ltd.\* (“**Country Garden Real Estate Group**”) (as warrantee) entered into the guarantee agreement, pursuant to which the Company agrees to provide the guarantee for the corporate bonds. The services fee for provision of guarantee by the Company shall be 2.3% of the guaranteed amount per annum. For further details, please refer to the announcement of the Company dated 8 December 2022.
8. 於2022年12月7日，本公司(作為擔保人)與碧桂園地產集團有限公司(「**碧桂園地產集團**」)(作為被擔保人)訂立擔保協議，據此，本公司同意為企業債券提供擔保。本公司提供擔保的服務費將為每年擔保金額的2.3%。有關進一步詳情，請參閱本公司日期為2022年12月8日的公告。
9. On 22 December 2022, the Company (as guarantor) and Pacific Construction Group Co., Ltd.\* (太平洋建設集團有限公司) (“**Pacific Construction**”) (as warrantee) entered into the maximum guarantee service agreement, pursuant to which the Company and its subsidiaries shall provide the guarantee for the maximum guarantee limit of RMB400 million. The service fee for each individual provision of guarantee by the Group company shall be agreed under separate guarantee service agreement to be entered into between the Group company and Pacific Construction, but in any event shall not exceed 8% of the guaranteed amount per annum. For further details, please refer to the announcement of the Company dated 22 December 2022.
9. 於2022年12月22日，本公司(作為擔保人)與太平洋建設集團有限公司(「**太平洋建設**」)(作為被擔保人)訂立擔保最高額服務協議，據此，本公司及其子公司將提供擔保，擔保最高額為人民幣400百萬元。集團公司提供的各項個別擔保的服務費將由集團公司與太平洋建設根據將予訂立的單獨擔保服務協議達成，惟無論如何每年不得超過所提供的擔保金額的8%。有關進一步詳情，請參閱本公司日期為2022年12月22日的公告。

## FINANCIAL REVIEW

### Net Guarantee Fee Income

The Group's total guarantee fee income decreased by approximately RMB24.28 million, or approximately 10.49%, from approximately RMB231.42 million for 2021 to approximately RMB207.14 million for 2022. Such decrease was mainly due to (i) the Group's increased efforts in expanding its policies fund projects (State Financing Guarantee Fund & Foshan Financing Guarantee Fund) and formulating concessionary measures to reduce fees and concessions for SMEs, "Three Rurals" and individual business proprietors, which caused the income from finance guarantee fees decreased by approximately RMB26.47 million or approximately 14.43% from approximately RMB183.42 million for 2021 to approximately RMB156.95 million for 2022; (ii) the structure adjustments of financing guarantee business with the guideline of "Supporting SMEs and three rurals, servicing SMEs" and fund projects with low interest rates after the Group (Guangdong Join-Share Financing Guarantee Investment Co., Ltd., Zhongshan Join-Share Technology Financing Guarantee Investment Co., Ltd., Yunfu Puhui Financing Guarantee Co., Ltd.) was selected to the "Guangdong Province Government Financial Guarantee Institutions", and the percentage of insured policies funds was approximately 40% for 2022; and (iii) the retail guarantee business in collaboration between the Group and well-known financial platforms in the PRC which played an active role in serving SMEs and resident consumption after being launched in 2018 but rapidly decreased in line with the regulatory constriction that leading to a relatively large fluctuation in guarantee income for 2022.

### Net Interest Income

The Group's net interest income increased to approximately RMB93.92 million for 2022, as compared with approximately RMB78.75 million for 2021, which was a combined effect of factors set out below.

- interest income from entrusted loan business increased by approximately RMB2.85 million or approximately 25.09% from approximately RMB11.36 million for 2021 to approximately RMB14.21 million for 2022, which was mainly attributable to the newly added entrusted loans cooperative banks.
- interest income from micro-lending business increased by approximately RMB10.08 million or approximately 20.46% from approximately RMB49.26 million in 2021 to approximately RMB59.34 million for 2022, which was mainly

## 財務回顧

### 擔保費收入淨額

本集團的擔保費收入總額由2021年的約人民幣231.42百萬元減少約人民幣24.28百萬元或約10.49%至2022年的約人民幣207.14百萬元。該減少主要是由於(i)本集團不斷拓展政策基金業務(國家融資擔保基金和佛山市融資擔保基金)，制定減免優惠辦法，多措並舉為小微企業、「三農」和個體工商戶開展減費讓利工作，從而導致融資擔保費的收入從2021年的約人民幣183.42百萬元減少約人民幣26.47百萬元或約14.43%至2022年的約人民幣156.95百萬元；(ii)本集團(廣東中盈盛達融資擔保投資股份有限公司、中山中盈盛達科技融資擔保投資股份有限公司、雲浮市普惠融資擔保股份有限公司)自入選「廣東省政府性融資擔保機構」後，融資擔保業務進行結構調整，以「支小支農、服務小微企業」且低費率基金業務為主導，政策基金業務2022年的在保佔比約為40%；及(iii)本集團與國內知名金融平台合作的零售擔保業務，自2018年落地後在服務中小微企業融資和居民消費等方面發揮了積極作用；但隨著監管收縮而快速下降，導致2022年的擔保收入波動較大。

### 利息收入淨額

本集團的利息收入淨額於2022年增加至約人民幣93.92百萬元，而2021年約人民幣78.75百萬元，其為下文所載因素的綜合影響。

- 委託貸款業務的利息收入由2021年的約人民幣11.36百萬元增加約人民幣2.85百萬元或約25.09%至2022年的約人民幣14.21百萬元，主要是由於新增委託貸款合作銀行所致。
- 小額貸款業務的利息收入由2021年的約人民幣49.26百萬元增加約人民幣10.08百萬元或約20.46%至2022年的約人民幣59.34百萬元，主要是由於小額貸款投放

attributable to the significant increase in the release of micro-lending on a year-on-year basis with an increase in average daily balance of loans of RMB80.00 million.

- interest income from the factoring business increased by approximately RMB1.63 million or approximately 8.65% from approximately RMB18.85 million for 2021 to approximately RMB20.48 million for 2022, which was mainly attributable to the Group's expansion of factoring business during the year.
- interest income from cash at banks and pledged bank remained stable at approximately RMB14.12 million for 2022, as compared with approximately RMB14.20 million for 2021.

同比顯著增長，日均貸款餘額增加約人民幣80.00百萬元。

- 保理業務利息收入由2021年的約人民幣18.85百萬元增加約人民幣1.63百萬元或約8.65%至2022年的約人民幣20.48百萬元，主要乃因本集團於年內擴張保理業務所致。
- 銀行現金及有抵押存款的利息收入於2022年保持穩定，約人民幣14.12百萬元，而2021年為約人民幣14.20百萬元。

### Service Fee from Consulting Services

The Group's service fee from consulting services decreased significantly by approximately RMB12.46 million, or approximately 32.65%, from approximately RMB38.16 million for 2021 to approximately RMB25.70 million for 2022, primarily due to the decrease of the scale of the Group's consulting services.

### Other Revenue

The Group's other revenue increased significantly by approximately RMB34.32 million, or approximately 397.68%, from approximately RMB8.63 million for 2021 to approximately RMB42.95 million in 2022, primary because (i) income from government grants increased by approximately RMB12.88 million or approximately 84.13% from approximately RMB15.31 million for 2021 to approximately RMB28.19 million for 2022; and (ii) foreign exchange gains increased by approximately RMB13.97 million or approximately 323.38% from foreign exchange losses of approximately RMB4.32 million for 2021 to foreign exchange gains of approximately RMB9.65 million for 2022.

### Share of (losses)/gains of associates

The Group recorded share of losses of associates of approximately RMB9.93 million for 2022 as compared with the share of losses of associates of approximately RMB3.02 million for 2021, which was primarily attributable to the increase of losses of the Company as a result of the cessation of interest capitalization and the increase of the relevant borrowing fees due to the completion of "Join-Share International Financing Center (中盈盛達國際金融中心)" built by an associate of the Company.

### 諮詢服務費

本集團的諮詢服務費由2021年的約人民幣38.16百萬元大幅減少約人民幣12.46百萬元或約32.65%至2022年的約人民幣25.70百萬元，主要由於本集團諮詢業務縮減規模。

### 其他收益

本集團的其他收益由2021年的約人民幣8.63百萬元大幅增加約人民幣34.32百萬元或約397.68%至2022年的約人民幣42.95百萬元，主要是由於(i)政府補助收入由2021年的約人民幣15.31百萬元增加約人民幣12.88百萬元或約84.13%至2022年的約人民幣28.19百萬元；及(ii)匯兌收益由2021年的匯兌損失約人民幣4.32百萬元增加約人民幣13.97百萬元或約323.38%至2022年的匯兌收益約人民幣9.65百萬元。

### 應佔聯營公司(虧損)/收益

與2021年應佔聯營公司虧損約人民幣3.02百萬元相比，本集團於2022年錄得應佔聯營公司虧損約人民幣9.93百萬元，主要是由於聯營企業建造的「中盈盛達國際金融中心」項目已交付，停止利息資本化，相關借款費用上升，導致本公司虧損上升所致。



### Provisions Charged for Guarantee Losses

Provisions charged for guarantee losses primarily reflect the management's estimate on the adequacy of provisions for the Group's guarantee business. Provisions charged for guarantee losses increased significantly by approximately RMB14.25 million, or approximately 139.02%, from approximately RMB10.25 million for 2021 to approximately RMB24.50 million for 2022, primarily due to an increase of approximately RMB240.65 million of the balance of outstanding guarantee from approximately RMB9,967.71 million as at 31 December 2021 to approximately RMB10,208.36 million as at 31 December 2022.

### Impairment Losses

Impairment losses mainly include impairment and provision charged for (i) default guarantee receivables which reflect the net amount of the default guarantee that are unable to be recovered; (ii) receivables from guarantee customers which reflect the net capital portfolio that is unable to be recovered for the financing solutions provided by the Group to its customers; (iii) loans and advances to customers which reflect the net amount of loans and advances to the customers primarily in the entrusted loan and micro-lending businesses that are unable to be recovered; and (iv) factoring receivables which mainly reflect the net amount of factoring financing services provided to customers that are unable to be recovered. The Group's impairment losses increased by approximately RMB74.61 million, or approximately 173.75%, from approximately RMB42.94 million for 2021 to approximately RMB117.55 million for 2022, primary due to (i) the increase in the impairment loss of receivables from default guarantee customers from approximately RMB22.33 million in 2021 to approximately RMB56.62 million in 2022; and (ii) the increase in impairment loss of receivables from guarantee customers from the write-back of approximately RMB2.93 million for 2021 to approximately RMB2.64 million for 2022; and (iii) the increase in the impairment loss of factoring receivables from approximately RMB9.53 million for 2021 to approximately RMB29.94 million for 2022.

### Operating Expenses

The Group's operating expenses increased by approximately RMB14.20 million, or approximately 11.34%, from approximately RMB125.25 million for 2021 to approximately RMB139.45 million for 2022, mainly because (i) the increase in the office expenses from approximately RMB4.39 million in 2021 to approximately RMB5.16 million in 2022; (ii) the increase in the depreciation and amortisation expenses from approximately RMB9.75 million in 2021 to approximately RMB11.02 million in 2022; and (iii) the

### 提取擔保賠償準備金

提取擔保賠償準備金主要反映管理層對本集團擔保業務的充分撥備程度的估計。提取擔保賠償準備金由2021年的約人民幣10.25百萬元大幅增加約人民幣14.25百萬元或約139.02%至2022年的約人民幣24.50百萬元，主要是由於未償還擔保責任餘額由2021年12月31日的約人民幣9,967.71百萬元增加約人民幣240.65百萬元至2022年12月31日的約人民幣10,208.36百萬元。

### 減值損失

減值損失主要包括減值及就(i)違約擔保款項應收款項(反映我們無法收回的違約擔保款項淨額)；(ii)應收擔保客戶款項(反映本集團無法收回為客戶提供融資解決方案的資本組合的淨額)；(iii)向客戶發放的貸款及墊款(反映我們無法收回主要向委託貸款及小額貸款業務客戶所發放的貸款及墊款淨額)；及(iv)應收保理款項(主要反映我們無法收回為客戶提供保理融資服務的淨額)計提的撥備。本集團的減值損失由2021年的約人民幣42.94百萬元增加約人民幣74.61百萬元或約173.75%至2022年的約人民幣117.55百萬元，主要是由於(i)應收違約擔保客戶款項的減值損失由2021年的約人民幣22.33百萬元增加至2022年的約人民幣56.62百萬元；及(ii)2022年應收擔保客戶款項減值損失由2021年的回撥約人民幣2.93百萬元增加至2022年的約人民幣2.64百萬元；及(iii)應收保理款減值損失由2021年的約人民幣9.53百萬元增加至2022年的約人民幣29.94百萬元。

### 營運開支

本集團的營運開支由2021年的約人民幣125.25百萬元增加約人民幣14.20百萬元或約11.34%至2022年的約人民幣139.45百萬元，主要是由於(i)辦公費由2021年的約人民幣4.39百萬元增加至2022年的約人民幣5.16百萬元；(ii)折舊及攤銷費由2021年的約人民幣9.75百萬元增加至2022年的約人民幣11.02百萬元；及(iii)業務費

increase in the operating expenses from approximately RMB3.89 million in 2021 to approximately RMB10.63 million in 2022.

### Profit before Taxation

As a result of the foregoing, the Group's profit before taxation decreased by approximately RMB67.97 million, or approximately 49.52%, from approximately RMB137.25 million for 2021 to approximately RMB69.28 million for 2022. The Group's profit before taxation accounted for approximately 44.26% and approximately 21.80% of the Group's revenue for 2021 and 2022, respectively.

### Income Tax

Income tax decreased by approximately RMB24.11 million, or approximately 58.95%, from approximately RMB40.90 million for 2021 to approximately RMB16.79 million for 2022.

### Profit for the Year

As a result of the foregoing, the Group's profit for the year decreased by approximately RMB43.86 million, or approximately 45.52%, from approximately RMB96.35 million for 2021 to approximately RMB52.49 million for 2022, and the Group's net profit margin decreased from approximately 31.07% for 2021 to approximately 16.52% for 2022.

### Capital Expenditure

The Group's capital expenditures consist primarily of expenditures for the purchase of motor vehicles, office and other equipment, office decorations and purchase of software. For 2022, the Group's capital expenditures amounted to approximately RMB8.39 million (2021: RMB4.70 million), which was primarily related to purchase of business operating system.

### Capital Commitments and Contingent Liabilities

As at 31 December 2022, the Group's outstanding capital commitments relating to (i) the total maximum guarantee issued to customers for its guarantee business amounted to approximately RMB10,208.36 million (31 December 2021: RMB9,967.71 million); and (ii) the Group's leases of office premises amounted to approximately RMB18.97 million (31 December 2021: RMB15.05 million).

由2021年的約人民幣3.89百萬元增加至2022年的約人民幣10.63百萬元。

### 稅前利潤

因以上種種，本集團的稅前利潤由2021年的約人民幣137.25百萬元減少約人民幣67.97百萬元或約49.52%至2022年的約人民幣69.28百萬元。本集團的稅前利潤分別佔本集團於2021及2022年的收入約44.26%及約21.80%。

### 所得稅

所得稅由2021年的約人民幣40.90百萬元減少約人民幣24.11百萬元或約58.95%至2022年的約人民幣16.79百萬元。

### 年內利潤

由於上述種種因素，本集團的年內利潤由2021年的約人民幣96.35百萬元下降約人民幣43.86百萬元或約45.52%至2022年的約人民幣52.49百萬元，而本集團的淨利潤率由2021年的約31.07%下降至2022年的約16.52%。

### 資本開支

本集團的資本開支主要包括購買汽車、辦公室及其他設備、辦公室裝修及購置辦公軟件的開支。於2022年，本集團的資本開支約為人民幣8.39百萬元(2021年：人民幣4.70百萬元)，主要與購置業務運營系統有關。

### 資本承擔及或然負債

於2022年12月31日，本集團的資本承擔餘額涉及(i)就其擔保業務向客戶發出的最高擔保總額約人民幣10,208.36百萬元(2021年12月31日：人民幣9,967.71百萬元)；及(ii)本集團辦公室物業租賃約人民幣18.97百萬元(2021年12月31日：人民幣15.05百萬元)。

Since October 2021, a number of individual investors initiated an arbitration against the Group in respect of their overdue lending to a third party which was guaranteed by the Group. As at 31 December 2022, the arbitration award required the Group to fulfill the guarantee obligation of the aforesaid overdue lending with principals and interests amounted to a total of RMB9.04 million. The Group has applied for revocation of such arbitration award. The management of the Group considered the guarantee liability is within the ordinary and usual course of business of the Group. Save as aforesaid, the Group did not have other contingent liabilities as at 31 December 2022.

### Charge on Assets

As at 31 December 2022, the Group pledged its accounts receivables of approximately RMB20 million to the bank to secure bank loans.

## PROSPECTS AND FUTURE DEVELOPMENTS IN THE BUSINESS OF THE GROUP

### (1) Development trend of the industry

#### *The central bank has strengthened financial support to assist the healthy development of SMEs*

SMEs are the new forces of economic development, the main channels of employment and the important sources of innovation, as well as the essential part of the real economy. In 2022, in order to comprehensively implement the spirit of the 19th National Congress of the Communist Party of China and all previous plenary sessions of the 19th session of Central Committee of the Communist Party of China and the guiding principles of the Central Economic Work Conference, China issued and advanced a series of policies and measures to address problems faced by enterprises.

On 6 April 2022, the General Office of the China Banking and Insurance Regulatory Commission issued the "Notice of Further Strengthening Financial Support for the Development of Micro and Small Enterprises in 2022 (《關於2022年進一步強化金融支持小微企業發展工作的通知》)", which requires to increase the medium and long-term credit grant to SMEs in advanced manufacturing and strategic emerging industries, and actively address the medium and long-term capital needs of SMEs in traditional industries in terms of equipment update, technological transformation and green transformation and development. With the support of policies, inclusive loans to SMEs witnessed a

自2021年10月起，數名個人投資者陸續就其向第三方提供並由本集團擔保的逾期貸款向本集團提起仲裁。截至2022年12月31日，仲裁裁決要求本集團履行上述逾期貸款的擔保責任，涉及本金及利息合共約人民幣9.04百萬元。本集團已就上述裁決申請撤銷仲裁裁決，本集團管理層認為擔保責任乃於本集團日常一般業務過程中發生。除上述者外，於2022年12月31日，本集團並無其他或然負債。

### 資產抵押

於2022年12月31日，本集團將其持有的應收賬款約人民幣20百萬元質押予銀行以取得銀行貸款。

## 展望及本集團未來業務發展

### (一) 行業發展趨勢

#### *央行加大金融支持力度助力中小微企業健康發展*

中小微企業是經濟發展的生力軍、就業的主渠道和創新的重要源泉，也是實體經濟的重要組成部分。2022年，為全面貫徹黨的十九大和十九屆歷次全會精神及中央經濟工作會議精神，中國出台並推動了一系列助企紓困政策措施。

2022年4月6日，中國銀保監會辦公廳印發了《關於2022年進一步強化金融支持小微企業發展工作的通知》(以下簡稱《通知》)。《通知》要求加大對先進製造業、戰略性新興產業小微企業的中長期信貸投放，積極支持傳統產業小微企業在設備更新、技術改造、綠色轉型發展方面的中長期資金需求。在政策支持下，普惠型小微企業貸款連續五年實現高速增長，截至2022年末，普惠型小微企業貸款餘額超過人民幣23萬億元，近五年年均增速約

rapid growth for five consecutive years. At the end of 2022, the balance of inclusive micro-loans was more than RMB23 trillion, with an average annual growth rate of approximately 25% in the past five years, much higher than that of other countries, and loan interest rate also continued to decline.

Since 2022, the COVID-19 pandemic continued to resurge globally, and the domestic pandemic has spread in many places, which has great impact on the production and operation of many SMEs. In order to support the development of the real economy and to facilitate the stable reduction in comprehensive financing costs, the People's Bank of China decided to reduce the deposit reserve ratio of financial institutions by 0.25 percentage points on 25 April 2022 (excluding financial institutions that have implemented a 5% deposit reserve ratio). In addition, in order to increase support for SMEs and "Three Rurals", for urban commercial banks without inter-provincial operation and rural commercial banks with a deposit reserve ratio higher than 5%, the deposit reserve ratio is additionally lowered by 0.25 percentage points on the basis of 0.25 percentage points reduced, which will constantly increase the support to the SMEs.

***With frequently favorable policies coming out, financing guarantee industry is expected to continue to improve***

In addition to the central bank's increasing financial support, national ministries and commissions have also issued a series of policies and measures to alleviate difficulties and facilitate stable and healthy development of SMEs. On 16 May 2022, the Ministry of Finance issued the "Notice of Maximising the Guiding Role of Fiscal Policies and Providing Financial Support for the Alleviation of Difficulties and Development of Market Participants" (《關於發揮財政政策引導作用支持金融助力市場主體紓困發展的通知》), which sets out works in six aspects, including maximising the credit enhancement role of governmental financing guarantee institutions and increasing interest discounts on guaranteed loans for business start-ups, with a view to enhance the guiding role of fiscal policies, and to leverage financial resources to better support the alleviation of difficulties and development of market participants.

25%，遠高於其他國家，貸款利率也在持續下降。

2022年以來，全球疫情持續反覆，國內疫情多點散發，對眾多中小微企業的生產經營產生了較大影響。為支持實體經濟發展，促進綜合融資成本穩中有降，中國人民銀行決定於2022年4月25日下調金融機構存款準備金率0.25個百分點（不含已執行5%存款準備金率的金融機構）。另外，為加大對小微企業和「三農」的支持力度，對沒有跨省經營的城商行和存款準備金率高於5%的農商行，在下調存款準備金率0.25個百分點的基礎上，再額外多降0.25個百分點，不斷加大對中小微企業的金融支持力度。

***利好政策頻出融資擔保行業有望持續向好***

除央行加大金融支持力度外，國家部委亦出台了一系列紓困解難的政策措施，助力中小企業平穩健康發展。2022年5月16日，財政部發佈《關於發揮財政政策引導作用支持金融助力市場主體紓困發展的通知》，提出發揮政府性融資擔保機構增信作用，加大創業擔保貸款貼息力度等六方面工作內容，全面發揮財政政策引導作用，撬動金融資源更好支持市場主體紓困發展。

On 31 May 2022, the State Council issued the “Package of Policies and Measures to Solidly Stabilise the Economy (《紮實穩住經濟的一攬子政策措​​施》)”, and introduced 33 measures in six aspects. Such package of policies and measures are required to be effective as soon as possible and be implemented in a timely manner, with a view to exerting a greater policy effect on stabilising the economy and alleviating difficulties of enterprises as soon as possible. Such package of policies and measures has a total of 14 articles and 24 points to support the development of SMEs, with strong pertinence, wide coverage, and high synergy, which can address problems such as insufficient cash flow, high debt and interest repayment pressure, and continuing unfavorable market condition.

On 11 January 2023, the State Council promoted the office of the leading group for the development of SMEs to issue Certain Measures to Assist SMEs to Stabilise Growth, Adjust Structure and Strengthen Capacity (《助力中小微企業穩增長調結構強能力若干措​​施》), which put forward 15 specific measures to further promote steady growth and expectations, focused on promoting SMEs to adjust structure and strengthen capability. The above measures include strengthening policy implementation and support, increasing financial support for SMEs, effectively expanding market demand, increasing the cultivation of specialized and sophisticated enterprises that produce new and unique products, promoting the transformation of scientific and technological achievements and digital transformation of SMEs, and increasing direct financing support for quality SMEs.

On 30 January 2023, the Ministry of Finance held an online press conference on fiscal revenue and expenditure for 2022. The Ministry of Finance represented that it should comprehensively consider the financial affordability and the need to help enterprises to alleviate their difficulties, further improve the measures on tax cut and fee reduction based on the actual situation on the basis of the implementation of the policies introduced earlier, strengthen the support for SMEs, individual business proprietors and struggling industries, promote the transformation and upgrading of enterprises and enhance their innovation capabilities, and increase vitality and power for enterprises.

2022年5月31日，國務院印發《紮實穩住經濟的一攬子政策措​​施》，推出6個方面33項措​​施，要求儘快落地見效，確保及時落實到位，儘早對穩住經濟和助企紓困等產生更大政策效應。此次一攬子政策措​​施共有14條24處支持中小微企業，針對性強、覆蓋面廣、協同性高，可解決中小微企業現金流不足、還本付息壓力較大、市場情緒持續低迷等問題。

2023年1月11日，國務院促進中小企業發展工作領導小組辦公室印發《助力中小微企業穩增長調結構強能力若干措​​施》，提出了15項具體舉措，進一步推動穩增長穩預期，著力促進中小微企業調結構強能力。上述措​​施包括強化政策落實和支持力度、加大對中小微企業的金融支持力度、有效擴大市場需求、加大專精特新中小企業培育力度、促進科技成果轉化和中小企業數字化轉型、加大對優質中小企業直接融資支持等。

2023年1月30日，財政部召開2022年度財政收支情況網上新聞發佈會。財政部表示，要綜合考慮財政承受能力和助企紓困需要，在落實好前期出台政策的基礎上，根據實際情況進一步完善減稅降費措​​施，突出對中小微企業、個體工商戶以及特困行業的支持，促進企業轉型升級和提升創新能力，為企業增活力、添動力。

The Board believes that, against the backdrop of continued policy support, China's financing guarantee industry will develop in the direction of professionalism and commercialization, and the ever-improving financing ecology will provide favorable conditions for the sustainable and healthy development of compliant, professional and diversified financing guarantee companies.

China's financing guarantee industry will continue to improve its function of capital service and expand the coverage of SMEs, while continuously improve its financial innovation and technology application capabilities to solve the financing problems of the real economy, especially SMEs, and enable full release of the source of innovation of SMEs and stimulation of economic vitality of SMEs.

## (2) Development strategies of the Group

In 2022, China achieved positive results in efficiently coordinating pandemic prevention and control and economic and social development, which stabilised the macroeconomic market. The total economic volume has continued to expand, and the quality of development has steadily improved. In 2023, The economy of China will follow the general keynote of "prioritising stability while pursuing progress" (穩字當頭、穩中求進). As the pandemic prevention and control enters a new stage, various policies are continuously implemented and detailed, the order of production and life is expected to recover rapidly, and the endogenous forces for economy growth will continue to strengthen and provide strong support for the high-quality development of China's economy. In 2023, the Group intends to adopt the following measures:

1. **Promoting the landing and operation of new guarantee companies.** In accordance with the requirements of the provincial and municipal regulatory authorities, we will continue to promote the adjustment of the top-level structure of the Group, focusing on promoting the expansion of the new guarantee subsidiary and the transition of financing guarantee business with the parent.

董事會認為，在政策持續支持的背景之下，中國融資擔保行業將向專業化、商業化方向發展，不斷向好的融資生態，對合規、專業、多元經營的融資擔保公司的持續健康發展提供有利條件。

中國融資擔保行業將繼續完善資本服務功能，擴大對中小微企業的覆蓋面，同時不斷提升金融創新能力和科技運用能力，解決實體經濟特別是中小微企業融資難題，讓中小微企業的創新源泉充分涌流，讓中小微企業的經濟活力充分迸發。

## (二) 集團發展戰略

2022年，中國高效統籌疫情防控和經濟社會發展取得積極成效，穩住了宏觀經濟大盤，經濟總量持續擴大，發展質量穩步提高。2023年，中國經濟將堅持穩字當頭、穩中求進的總基調。隨著疫情防控轉入新階段，各項政策不斷落實落細，生產生活秩序有望加快恢復，經濟增長內生動力將不斷積聚增強，為中國經濟高質量發展提供有力支撐。2023年，本集團擬採取以下措施：

1. **推動新擔保公司的落地運營。**按照省、市監管部門的要求，繼續推進集團頂層架構調整，重點推動新擔保子公司的展業和與母公司的融資擔保業務過渡。

2. **Innovating the fund projects cooperation mode and vigorously promoting fund projects.** At present, the Company and the bank have reached a consensus on the new cooperation model, which will be piloted next year, which is expected to become a new growth point for the Company's business scale.
3. **Strengthening compliance construction and improving the system management level.** We will carry system sorting work for the whole business sector to ensure that the business system complies with regulatory requirements and improve the regulatory rating level of the entire business chain.

Guangdong Join-Share (Stock Code: 01543.HK), which founded in May 2003 as the earliest financing guarantee institution in Foshan, pioneered the model of "mixed ownership of financing guarantee", and became the first domestic company listed on the Main Board of Hong Kong Stock Exchange with financing guarantee as its main business in 2015. With scientific governance structure, stable business model, complete risk control system and excellent corporate culture, Guangdong Join-Share has formed a national brand possessing independent innovation in the guarantee industry, by maintaining its foothold in Guangdong with its business coverage across the country. At present, the annual business volume of Guangdong Join-Share amounts to RMB20 billion or RMB30 billion, and over the past 20 years, it has served more than 15,000 enterprises in total with an accumulated service amount of more than RMB150 billion, with branches in Guangzhou, Dongguan, Zhongshan, Zhaoqing, Yunfu and Hefei, Anhui, etc.

## CAPITAL STRUCTURE, LIQUIDITY AND FINANCIAL RESOURCES

### Capital Structure

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue its operation as a going concern, so that it can continue to provide returns for the Shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure in order to maintain a balance before the higher equity holders/shareholders returns that might be possible with higher

2. **創新政策基金業務合作模式，大力推進政策性基金業務。**目前本公司與銀行就新的合作模式達成共識，明年將試點運行，有望成為公司業務規模新增長點。
3. **加強合規建設，提升制度管理水平。**對全業務板塊開展制度梳理工作，確保業務制度符合監管規定，提升全業務鏈條的監管評級水平。

廣東中盈盛達(股份代碼：01543.HK)成立於2003年05月，作為佛山最早的融資擔保機構，開創了「融資擔保混合所有制」模式，並於2015年成為國內第一家以融資擔保作為主體在香港聯交所主板掛牌上市的公司。憑藉科學的治理結構、穩健的經營模式、完備的風控體系和卓越的企業文化，廣東中盈盛達形成了立足廣東、輻射全國，擁有自主創新的全國擔保行業品牌。目前，廣東中盈盛達每年業務額有人民幣兩三百億，20年來累積服務企業1.5萬多家，累計服務金額超過人民幣1,500億，分支機構遍佈廣州、東莞、中山、肇慶、雲浮以及安徽合肥等。

## 資本架構、流動資金和財務資源

### 資本架構

本集團在資本管理上的首要目的是保障本集團能夠持續經營，從而通過與風險水平相應的產品及服務定價以及獲得合理成本的融資繼續為股東提供回報及為其他利益相關者謀求利益。

本集團積極地定期覆核並管理其資本架構，以在較高股權持有人／股東回報情況下可能伴隨的較高借貸水平，以及良好的資本狀況帶來的

levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

### Foreign Exchange Risks

The Group operates and conducts business in the PRC, and all the Group's transactions, assets and liabilities are denominated in RMB. Most of the Group's cash and cash equivalents and pledged deposits are denominated in RMB, while bank deposits are placed with banks in the PRC. Any remittance from the PRC is subject to the restrictions on foreign exchange control imposed by the PRC government.

The Group has some bank deposits denominated in US dollars which exposes the Group to foreign exchange risks. The Group does not have a foreign currency hedging policy. However, the Group will continue to monitor closely its exposure to currency movement and take proactive measures.

### Liquidity and Capital Resources

The Group's liquidity and capital requirements primarily relate to capital investments in the registered capital of its operating subsidiaries, granting micro-lending and entrusted loans, making default payments, maintaining security deposits at banks and other working capital requirements. It has in the past funded its working capital and other capital requirements primarily by equity contributions from Shareholders, cash flows from operations and banks and other borrowings.

As at 31 December 2022, the Group's cash and bank deposits was approximately RMB1,085.49 million.

### Indebtedness

As at 31 December 2022, the Group's interest-bearing borrowings amounted to approximately RMB162.87 million which are repayable within one year bearing interest at a range of from 3.80% to 11.00% per annum and are guaranteed.

As at 31 December 2022, the Group has debt securities issued of approximately RMB500.00 million, which was the face value of the Tranche 1 Corporate Bonds with a coupon rate of 4.60% and 3.50%.

In addition, as at 31 December 2022, the Group had other financial instruments of approximately RMB113.17 million, financial liabilities measured at FVPL of approximately RMB1.82 million and lease liabilities of approximately RMB18.97 million.

好處與保證之前取得平衡，並依據經濟狀況的變動調整資本架構。

### 外匯風險

本集團在中國經營及開展業務，且本集團所有的交易、資產及負債均以人民幣計值。本集團大部分現金及現金等價物以及抵押存款以人民幣計值，而銀行存款存於中國的銀行。將該等款項匯出中國須受中國政府所實施的外匯控制措施限制。

本集團有若干以美元計值的銀行存款，故此本集團面臨外匯風險，本集團並無外幣對沖政策，但將持續密切監察其貨幣變動風險並採取積極措施。

### 流動資金和資本資源

本集團的流動資金及資本要求主要涉及營運子公司註冊資本的資本投資、授予小額貸款及委託貸款、支付違約付款、維持銀行的保證金及其他營運資金需求。過去，本集團主要以股東注資、經營所產生的現金流及銀行及其他借款就營運資金及其他資本要求提供資金。

於2022年12月31日，本集團的現金及銀行存款約為人民幣1,085.49百萬元。

### 債務

於2022年12月31日，本集團須於一年內償還的計息借款約為人民幣162.87百萬元，該計息借款按3.80%至11.00%的年利率計息且有擔保。

於2022年12月31日，本集團的已發行債券約為人民幣500.00百萬元，其為第一期公司債券的面值，票面利率為4.60%及3.50%。

此外，於2022年12月31日，本集團持有其他金融工具約人民幣113.17百萬元、按公允價值計入損益計量的金融負債約人民幣1.82百萬元及租賃負債約人民幣18.97百萬元。



The gearing ratios of the Group as at 31 December 2022 and 31 December 2021 were 35.96% and 31.24%, respectively, which was calculated by dividing total liabilities by total assets. Such increase in gearing ratio was mainly attributable to the issue of corporate bonds (tranche 1).

### Off-Balance Sheet Arrangements

The Group enters into guarantee contracts with off-balance-sheet risk in the ordinary course of its business. The contract amount reflects the extent of the Group's involvement in the financing guarantee business and represents its maximum exposure to credit loss. As at 31 December 2022, the Group's outstanding guarantee totaled approximately RMB10,208.36 million. Save as disclosed above, the Group had no other off-balance-sheet arrangements as at 31 December 2022.

### Significant Investments

Save as disclosed under the paragraphs headed "Major business activities undertaken by the Group during the year" in this Management Discussion and Analysis, the Group had no significant investments for the year ended 31 December 2022.

### Material Acquisitions and Disposals of Subsidiaries, Associates and Joint Ventures

Save as disclosed under the paragraphs headed "Major business activities undertaken by the Group during the year" in this Management Discussion and Analysis, there were no material acquisitions or disposals of subsidiaries, associates and joint ventures by the Group during the year ended 31 December 2022.

### Future Plans for Material Investments or Capital Assets

The Group had no specific plan for material investments or capital assets as at 31 December 2022.

### EVENTS AFTER REPORTING PERIOD

As at 3 February 2023, the Company established Guangdong Join-Share Financing Guarantee Co., Limited\* (廣東中盈盛達融資擔保有限公司) as a joint venture with GD Yuecai and Foshan Hi-Tech with a registered capital of RMB300 million, of which the Company contributed RMB210 million (capital contribution ratio of 70.00%), GD Yuecai contributed RMB30 million (capital contribution ratio of 10.00%) and Foshan Hi-Tech contributed

本集團於2022年12月31日和2021年12月31日的資產負債率分別為35.96%及31.24%，該資產負債率乃採用總負債除以總資產計算。資產負債率增加主要由於發行公司債券(第一期)。

### 資產負債表外的安排

本集團訂立於日常業務過程中附有資產負債表外風險的擔保合約。合約金額反映本集團於融資擔保業務的參與度及其所承受的最大信貸虧損風險。於2022年12月31日，本集團的未償還擔保額合共約為人民幣10,208.36百萬元。除上文所披露者外，於2022年12月31日，本集團並無其他資產負債表外安排。

### 重大投資

除本管理層討論與分析「本集團年內進行的主要業務活動」一段披露者外，本集團於截至2022年12月31日止年度並無持有重大投資。

### 重大收購及出售子公司、聯營企業及合營企業

除本管理層討論與分析「本集團年內進行的主要業務活動」一段披露者外，截至2022年12月31日止年度，本集團並無重大收購或出售子公司、聯營企業及合營企業。

### 有關重大投資或資本資產的未來計劃

本集團於2022年12月31日並無有關重大投資或資本資產的具體計劃。

### 報告期後事項

於2023年2月3日，本公司與廣東粵財、佛山高新技術合資成立廣東中盈盛達融資擔保有限公司，其註冊資本為人民幣300百萬元，其中本公司出資人民幣210百萬元(出資比例為70.00%)，廣東粵財出資人民幣30百萬元(出資比例為10.00%)，佛山高新技術出資人民幣60百萬元(出資比例為20.00%)。除前述披露

RMB60 million (capital contribution ratio of 20.00%). Save as the disclosed above, from 31 December 2022 up to the date of this report, the Group did not have any other significant events.

## HUMAN RESOURCES

The total number of staff within the Group as at 31 December 2022 was 307 (31 December 2021: 309). As at 31 December 2022, the number of staff holding a bachelor's degree or above was 264, accounting for 86% of its total number of staff; and the number of staff holding a junior college degree or below was 43, accounting for 14% of its total number of staff. The Directors believe that employees' quality is the most important factor in sustaining the development and growth of the Group and in raising its profitability. The Group offers a base salary with bonuses based on its employees' performance and benefits and allowances to all its employees as an incentive. For the year ended 31 December 2022, the Group incurred staff costs (including salaries, wages, bonuses and other benefits and contributions to retirement schemes) of approximately RMB82.95 million. The Group also offers trainings to its new employees once a year. The Directors believe that both the performance-based salary and staff training play an important role in recruiting and retaining talent as well as enhancing employee loyalty.

The Group is required to participate in pension schemes organised by the respective local governments of the PRC whereby the Group is required to pay annual contributions for PRC based employees at certain rate of the standard wages determined by the relevant authorities in the PRC during the year. The Group has complied with the relevant requirements during the year ended 31 December 2022.

之外，自2022年12月31日直至本報告日期，本集團並無任何其他重大事項。

## 人力資源

截至2022年12月31日，本集團的員工總數為307人(2021年12月31日：309人)。截至2022年12月31日，持有本科或以上學歷的員工人數為264人，佔員工總數的86%；及持有大專或以下學歷的員工人數為43人，佔員工總數的14%。董事相信，僱員的素質是維持本集團持續發展、增長及提高其盈利能力的最重要因素。本集團向所有僱員提供基本薪金，以及與表現掛鈎的獎金、福利及津貼，作為獎勵。截至2022年12月31日止年度，本集團已產生員工成本(包括薪金、工資、獎金及其他福利以及退休計劃供款)約人民幣82.95百萬元。本集團亦為新僱員提供每年一次的培訓。董事相信，與表現掛鈎的薪金及員工培訓在招聘、挽留人才及提升僱員忠誠度方面擔當重要角色。

本集團須參與中國各地方政府組織的退休福利計劃且本集團須按年內中國相關機構釐定的標準工資的一定比率為中國僱員支付年度供款。本集團於截至2022年12月31日止年度已遵守相關規定。

# DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

## 董事、監事及高級管理層

### DIRECTORS

#### Executive Directors

**Mr. Wu Liejin (吳列進)**, aged 61, is an executive Director, the chairman of the Board and the president of the Group. He was appointed as a Director on 23 May 2003 and was re-designated as an executive Director on 6 June 2014. Mr. Wu joined the Group on 23 May 2003. Mr. Wu is responsible for the overall development planning and business operation of the Group. Mr. Wu is also the chairman of each of Foshan Micro Credit, Anhui Join-Share Financing Guarantee Co., Ltd.\* (安徽中盈盛達融資擔保有限公司), Zhongshan Join-Share Technology Financing Guarantee Investment Co., Ltd.\* (中山中盈盛達科技融資擔保投資有限公司) as well as a director of each of Foshan Join-Share Investment and Financing Consultancy Co., Ltd.\* (佛山中盈盛達投融資諮詢服務有限公司), Foshan Join-Share Industrial Investment Co., Ltd.\* (佛山中盈興業投資有限公司) (“**Foshan Zhongying Xingye**”), Guangdong Join-Share Capital Management Co., Ltd.\* (廣東中盈盛達資本管理有限公司), Guangdong Join-Share Supply Chain Management Co., Ltd.\* (廣東中盈盛達供應鏈管理有限公司), Guangdong Join-Share Commercial Factoring Co., Ltd.\* (廣東中盈盛達商業保理有限公司) and Yunfu Puhui Financing Guarantee Co., Ltd.\* (雲浮市普惠融資擔保股份有限公司) (“**Yunfu Puhui Financing Guarantee**”) and Guangdong Join-Share Digital Technology Co., Ltd.\* (廣東中盈盛達數字科技有限公司) (“**Guangdong Join-Share Digital Technology**”). Apart from his duty in the Group, Mr. Wu holds or has previously held positions in various associations since 2008.

### 董事

#### 執行董事

**吳列進先生**，61歲，為本公司執行董事、董事會董事長兼本集團總裁。彼於2003年5月23日獲委任為董事，再於2014年6月6日調任為執行董事。吳先生於2003年5月23日加入本集團，負責本集團整體發展規劃及業務營運。吳先生亦為佛山小額貸款、安徽中盈盛達融資擔保有限公司、中山中盈盛達科技融資擔保投資有限公司董事長，亦為佛山中盈盛達投融資諮詢服務有限公司、佛山中盈興業投資有限公司（「**佛山中盈興業**」）、廣東中盈盛達資本管理有限公司、廣東中盈盛達供應鏈管理有限公司、廣東中盈盛達商業保理有限公司、雲浮市普惠融資擔保股份有限公司（「**雲浮普惠融資擔保**」）及廣東中盈盛達數字科技有限公司（「**廣東中盈盛達數字科技**」）各自的董事。除彼於本集團的職責外，吳先生自2008年起於多個組織任職或曾任職。

Organisation, programme and university 組織、計劃及大學	Position 職位
13th National People's Congress 十三屆全國人民代表大會	Representative 代表
11th and 12th Guangdong Provincial People's Congress 廣東省第十一屆、十二屆人民代表大會	Representative 代表
China Financing Guarantee Association 中國融資擔保業協會	Vice-chairman 副會長
Guangdong Credit Association 廣東省信用協會	Chairman 會長
Guangdong Provincial Credit Guarantee Association 廣東省信用擔保協會	Executive vice-chairman 常務副會長
Guangdong Financing Guarantee Association 廣東省融資擔保業協會	Vice-chairman 副會長
Guangdong Association for Promotion of Science & Technology and Finance 廣東省科技金融促進會	Vice-chairman 副會長
Guangdong Financial Think Tank Association 廣東省金融智庫聯合會	Vice-chairman 副理事長
Foshan Local Finance Promotion Association 佛山市地方金融促進會	Vice-chairman 副會長
General Chamber of Commerce of Foshan Industry & Commerce Federation 佛山市工商業聯合會總商會	Vice-chairman 副會長

In the earlier period of his career, Mr. Wu worked at Tongling Finance and Economics College (銅陵財務專科學校) (now known as Tongling University (銅陵學院)) in the PRC from July 1983 to May 1993, and was primarily responsible for teaching courses and school administration management. He had been a Party committee member of the college, director of accounting department (with professional lecturer title) during that period. He had also concurrently been appointed as a vice director of Tongling municipal youth league committee through September 1985 to October 1988. Then from May 1993 to May 1994, Mr. Wu served as the manager of the general manager(s) office at Hainan Jialing Group\* (海南嘉陵集團), a company principally engaged in industry, trade, real estate development, where he was primarily responsible for system establishment and branch management. Mr. Wu has about 22 years of experience in finance industry. From May 1994 to May 2001, he served as the vice general manager and then general manager at Guangzhou YinYe Development Group Co., Ltd.\* (廣州銀業發展集團有限公司), a company principally engaged in materials supply and sales, investment, properties development and consulting service, where Mr. Wu was primarily in charge of operation management of the company.

吳先生於其職業生涯早期，曾於1983年7月起至1993年5月止期間於中國銅陵財務專科學校(現稱銅陵學院)工作，主要負責課程教授及學校行政管理。期間他曾出任學校黨委委員及會計學系主任(連同專業講師職銜)。同時，彼亦於1985年9月起至1988年10月止期間獲委任為銅陵市團市委副書記。其後於1993年5月起至1994年5月止期間，吳先生擔任海南嘉陵集團總經理辦公室主任，該公司主要從事實業、貿易及房地產開發，而吳先生則主要負責制度建設及分支機構管理等工作。吳先生在金融行業擁有約22年經驗。於1994年5月起至2001年5月止期間，彼於廣州銀業發展集團有限公司先出任副總經理，再擔任總經理，該公司主要從事原材料供應及銷售、投資、物業開發以及諮詢服務，而吳先生則主要負責公司運營管理。

From May 2001 to May 2003, Mr. Wu served as the general manager at Guangdong Yinda Financing Guaranty Investment Group Co., Ltd.\* (廣東銀達融資擔保投資集團有限公司), a company principally engaged in providing financing guarantee, guarantee-related consulting service and doing investment, where he was primarily responsible for business operations.

In July 1983, Mr. Wu received his bachelor's degree of economics from Anhui Finance and Trading College (安徽財貿學院) (now known as Anhui University of Finance and Economics (安徽財經大學)) in the PRC, majoring in business accounting. In July 2010, he obtained a certificate of completion for a "Foshan 2010 Advanced Workshop of Enterprises Leaders" (佛山市2010年企業領導人高級研修班) granted by Fudan University (復旦大學) in the PRC. In April 1990, Mr. Wu obtained a lecturer eligibility qualification certificate (講師任職資格證書) of the PRC granted by Teachers Qualification Evaluation Committee of Tongling Finance and Economics College (銅陵財經專科學校教師職務評審委員會). In September 2007, he obtained a certificate from a training course on eligibility of independent directors of listed companies of Shanghai Stock Exchange (上海證券交易所上市公司獨立董事任職資格培訓班) granted by Shanghai Stock Exchange in the PRC. In December 2013, Mr. Wu obtained a certificate of senior credit manager (guarantee) granted by the department of human resources and social security of Guangdong Province. In December 2016 and January 2017, Mr. Wu was successively awarded 2016 Guangdong Economic Influential Individuals (2016年度廣東經濟風雲人物) and Huishang Leader of the 4th Huishang Oscar (第四屆徽商奧斯卡徽商領袖). In September 2017, Mr. Wu was selected as one of the 2016 Senior Financial Management Talents of Foshan (2016年度佛山市金融高級管理人才). In October 2017, Mr. Wu was recognised as Senior Financial Professional Talent of Chancheng District by the government of Chancheng District of Foshan. In December 2018, Mr. Wu received the "Second Fengyun Huishang Award" from Guangdong Province of Anhui Chamber of Commerce and Yangcheng Evening News. He was elected as a representative of 13th National People's Congress in 2018. He was awarded "Anhui Merchants Innovators of the Year" in 2021.

於2001年5月起至2003年5月止期間，吳先生擔任廣東銀達融資擔保投資集團有限公司總經理，該公司主要從事提供融資擔保、擔保相關諮詢服務及作出投資，而吳先生則主要負責業務營運。

吳先生於1983年7月取得中國安徽財貿學院(現稱安徽財經大學)經濟學學士學位，主修企業商業財會。彼於2010年7月獲中國復旦大學頒授佛山市2010年企業領導人高級研修班結業證書。吳先生於1990年4月獲銅陵財經專科學校教師職務評審委員會頒授中國講師任職資格證書。彼於2007年9月獲中國上海證券交易所頒授上海證券交易所上市公司獨立董事任職資格培訓班證書。2013年12月，吳先生獲廣東省人力資源和社會保障廳頒授高級信用管理師(擔保)證書。2016年12月，吳先生被評為2016年度廣東經濟風雲人物。2017年1月，吳先生被評為第四屆徽商奧斯卡徽商領袖。2017年9月被認定為2016年度佛山市金融高級管理人才。2017年10月被佛山市禪城區政府認定為禪城區金融高端專業人才。2018年12月，吳先生被廣東省安徽商會和羊城晚報評為「第二屆廣東風雲徽商杰出徽商」。2018年被選為十三屆全國人大代表。2021年被評為「徽商年度創新人物」。

### Non-Executive Directors

**Mr. Zhang Minming (張敏明)**, aged 42, is a non-executive Director. Mr. Zhang was appointed as a non-executive Director on 21 April 2015. Mr. Zhang joined the Group on 21 April 2015.

Mr. Zhang has over 11 years of experience in enterprise operations and management industry. From August 2008 to May 2009, Mr. Zhang served as the manager of purchasing department at concretes branch of Guangdong Formanda Group Co., Ltd.\* (廣東科明達集團有限公司), a company principally engaged in property development and the commodity concretes production, where he was primarily responsible for coordinating daily purchase work of concretes company and controlling procurement cost. From May 2009 to May 2010, Mr. Zhang served as the general manager of Guangdong Formanda Group Co., Ltd. and primarily responsible for daily operational management, establishing and improving management system, and implementing and realising management objectives and development goals. Since May 2010, Mr. Zhang has been the president of Guangdong Formanda Group Co., Ltd.\* (廣東科明達集團有限公司) and primarily responsible for formulating and implementing the overall strategy and annual operational plan of the group establishing and improving the management system and organisational structure of the group.

Mr. Zhang received his bachelor's degree of science from Saint Peter's College in the USA in May 2003, majoring in computer. Mr. Zhang received his master of business administration degree from Saint Peter's College in the USA in May 2005.

Currently, Mr. Zhang is the vice-chairman of Guangdong Credit Association (廣東省信用協會).

### 非執行董事

**張敏明先生**，42歲，為非執行董事。張先生於2015年4月21日獲委任為非執行董事。張先生於2015年4月21日加入本集團。

張先生於企業營運及管理行業擁有逾11年經驗。由2008年8月至2009年5月，張先生於廣東科明達集團有限公司任混凝土分廠採購部經理，該公司主要經營物業發展及商品混凝土生產，而彼則主要負責協調混凝土公司的日常採購工作及控制採購成本。於2009年5月至2010年5月，張先生擔任廣東科明達集團有限公司的總經理，主要負責日常營運管理、建立及完善管理體系並推行及實現管理及發展目標。由2010年5月起，張先生為廣東科明達集團有限公司的總裁，主要負責制訂及推行集團整體戰略及年度營運計劃、建立及完善集團管理體系及組織架構。

張先生於2003年5月獲美國Saint Peter's College頒授理學士學位，主修計算機專業。張先生於2005年5月獲美國Saint Peter's College頒授工商管理碩士學位。

目前，張先生為廣東省信用協會副會長。

**Mr. Li Shenhua (李深華)**, aged 67, is a non-executive Director. Mr. Li was appointed as a non-executive Director on 29 January 2021. Mr. Li joined the Group on 29 January 2021.

Mr. Li has over 30 years of experience in management and operations of enterprises in the PRC. He founded Guangdong Huaxing Glass Co., Ltd.\* (廣東華興玻璃股份有限公司), a manufacturer of glass products in the PRC, in February 2001 and is the chairman and the chief executive officer of such company. Mr. Li also currently serves as the vice chairman of China Packaging Federation Council\* (中國包裝聯合會), the executive chairman of China National Association for Glass Industry\* (中國日用玻璃協會) and the standing vice chairman of Chinese Privately Operated Science and Technology Industrialist Association\* (中國民營科技實業家協會) and China Trade and Investment Working Committee\* (中國貿易與投資工作委員會). Mr. Li held various positions at governmental bodies and social organisations previously, including the standing committee member of the Foshan Municipal Committee of the Chinese People's Political Consultative Conference\* (政協佛山市委員會), the vice president of the Foshan Nanhai Municipal Committee of the Chinese People's Political Consultative Conference\* (政協佛山市南海區委員會), the standing committee member of the Guangdong Federation of Industry and Commerce\* (廣東省工商業聯合會(總商會)) and the vice chairman of Foshan General Chamber of Commerce\* (佛山市工商業聯合會(總商會)).

Mr. Li obtained the degree of Doctor of Business Administration from the VU School of Management, Switzerland in November 2017. Mr. Li was awarded as the "Honorary Citizen" by Los Angeles County, California, USA in 2016. He received various honors such as "Outstanding Staff Care Private Ownership Entrepreneur\* (全國關愛員工優秀民營企業家)", "Advanced Private Ownership Entrepreneur of Nanhai District\* (南海區先進民營企業家)", "Foshan Dacheng Entrepreneur\* (佛山·大城企業家)", and "Meritorious Entrepreneur of China National Glass Industry\* (中國日用玻璃行業功勳企業家)" from 2007 to 2018.

**李深華先生**，67歲，為非執行董事。李先生於2021年1月29日獲委任為非執行董事。李先生於2021年1月29日加入本集團。

李先生在中國擁有逾30年企業管理及經營經驗。彼於2001年2月創立廣東華興玻璃股份有限公司(其為中國的一家玻璃產品製造商)並擔任該公司的董事長兼行政總裁。目前，李先生亦為中國包裝聯合會副會長、中國日用玻璃協會執行主席以及中國民營科技實業家協會及中國貿易與投資工作委員會的常務副理事長。李先生過往曾經擔任多個政府機構及社會組織職務，包括政協佛山市委員會常委、政協佛山市南海區委員會副主席、廣東省工商業聯合會(總商會)常委以及佛山市工商業聯合會(總商會)副主席。

李先生於2017年11月在瑞士VU School of Management取得工商管理博士學位。李先生於2016年被美國加利福尼亞州洛杉磯縣授予「榮譽市民」。於2007年至2018年期間，彼已獲得多項榮譽，如「全國關愛員工優秀民營企業家」、「南海區先進民營企業家」、「佛山·大城企業家」及「中國日用玻璃行業功勳企業家」。

**Mr. Luo Zhenqing (羅振清)**, aged 46, is a non-executive Director. Mr. Luo was appointed as a non-executive Director on 6 June 2018, retired on 5 June 2021 and re-elected on 13 January 2022. Mr. Luo joined the Group on 6 June 2018. He is an accountant and has over 27 years of experience in state-owned assets and enterprises management. Mr. Luo served as the accountant and the chief financial officer of Foshan Expressway and Industry Company Limited\* (佛山市公路實業發展公司) from July 1995 to April 2003, the manager of the finance and audit department of Foshan Chancheng Road and Bridge Construction Co., Ltd.\* (佛山市禪城區路橋建設有限公司) from April 2003 to July 2009, the chief financial officer of Foshan Railway Investment and Construction Co., Ltd.\* (佛山市鐵路投資建設集團有限公司) from August 2009 to May 2012 and the deputy general manager of Foshan Torch Innovation Entrepreneur Park Co., Ltd.\* (佛山火炬創新創業園有限公司) from May 2012 to November 2013. Mr. Luo has been a member of the Communist Party Committee, a director and a deputy general manager of Foshan Investment Holdings Co., Ltd.\* (佛山市投資控股有限公司) (now known as Foshan Financial Investment Holdings Co., Ltd.\* (佛山市金融投資控股有限公司)) (“**Foshan Financial**”), since December 2013. Mr. Luo has served as the chairman of the board of supervisors of Foshan Innovation and Entrepreneur Industry Guidance Fund Investment Co., Ltd.\* (佛山市創新創業產業引導基金投資有限公司) since December 2015. Mr. Luo has served as the legal representative of Foshan Science and Technology SME Credit Risk Compensation Fund Co., Ltd.\* (佛山市科技型中小企業信貸風險補償基金有限公司) since December 2016. Mr. Luo has served as an executive director, legal representative and general manager of Foshan Quality Technology Innovation Project Loan Risk Compensation Fund Co., Ltd.\* (佛山市優質技改創新項目貸款風險補償基金有限公司) since December 2016. Mr. Luo has been a director of Keen Fortune Investment Limited since June 2017. Mr. Luo has been a director of Fojin Hongkong Limited since September 2017.

Mr. Luo obtained a college diploma from Foshan University (佛山科學技術學院) majoring in business administration by means of in-service education in January 2008.

**羅振清先生**，46歲，為非執行董事。羅先生於2018年6月6日獲委任為非執行董事及於2021年6月5日退任及於2022年1月13日重選連任。羅先生於2018年6月6日加入本集團。羅先生為會計師，在管理國有資產及企業方面擁有逾27年經驗。1995年7月至2003年4月，羅先生擔任佛山市公路實業發展公司會計財務主管；2003年4月至2009年7月，羅先生擔任佛山市禪城區路橋建設有限公司財審部經理；2009年8月至2012年5月，羅先生擔任佛山市鐵路投資建設集團有限公司財務總監；2012年5月至2013年11月，羅先生擔任佛山火炬創新創業園有限公司副總經理；2013年12月至今，羅先生擔任佛山市投資控股有限公司(後更名為佛山市金融投資控股有限公司(「**佛山金控**」))黨委委員、董事及副總經理。2015年12月至今，羅先生擔任佛山市創新創業產業引導基金投資有限公司監事會主席；2016年12月至今，羅先生擔任佛山市科技型中小企業信貸風險補償基金有限公司法定代表人；2016年12月至今，羅先生擔任佛山市優質技改創新項目貸款風險補償基金有限公司執行董事、法定代表人兼總經理；2017年6月至今，羅先生擔任建瑞投資有限公司董事；2017年9月至今，羅先生擔任佛金香港有限公司董事。

羅先生通過在職教育於2008年1月取得佛山科學技術學院大學文憑，主修工商管理。



**Mr. Zhao Wei (趙偉)**, aged 44, is a non-executive Director. Mr. Zhao was appointed as a non-executive Director on 29 January 2021. Mr. Zhao joined the Group on 29 January 2021.

Mr. Zhao has over 25 years of experience in the finance industry in the PRC. Mr. Zhao joined Foshan Financial, a substantial shareholder of the Company, in July 2017 and is currently the deputy chief officer of the strategic investment department of such company, being in charge of general operation. Prior to joining Foshan Financial, Mr. Zhao served as an officer responsible for information management at the Heng Yang Branch of Industry and Commercial Bank of China in Hunan Province from December 1995 to May 2004, a project manager at Guangdong Guang Xin Certified Public Accountants\* (廣東廣信會計師事務所有限公司) from June 2004 to April 2009, an assistant manager in the finance department of Southern Airlines Culture and Media Co., Ltd.\* (中國南航集團文化傳媒股份有限公司) from May 2009 to January 2017, and a senior merger and acquisition advisor of Foshan Public Utilities Holdings Co., Ltd.\* (佛山市公用事業控股有限公司) from February 2017 to June 2017. Mr. Zhao currently serves as the chairman of Foshan Fuside Infrastructure Investment Co., Ltd.\* (佛山市富思德基礎設施投資有限公司), a director of Foshan Financial Holding Fund Management Co., Ltd.\* (佛山市金控基金管理有限公司) and a director of Keen Fortune Investment Limited, and a director of Fojin Hongkong Limited (佛金香港有限公司) since December 2017.

Mr. Zhao obtained a professional undergraduate graduate certificate in Finance at the Hunan University, the PRC in June 2001. He holds the PRC Certified Public Accountant National Unified Exam Certificate\* (註冊會計師全國統一考試合格證書) and the Certified Public Valuer Unified Exam Certificate\* (註冊資產評估師統一考試合格證書).

**Mr. Ou Weiming (歐偉明)**, aged 56, was appointed as a non-executive Director on 6 June 2021 and was appointed as the joint company secretary of the Company on 14 October 2022. Mr. Ou is a vice president of the Group, a director of Foshan Micro Credit, head of office of the Board of the Group, the general manager of the administration department and the general manager of human resources department, in charge of the human resources department, business management department and Yunfu Company. He joined the Group on 25 April 2005, and is responsible for promoting the implementation of the Group's strategic planning and the Group's management and control, human resources, channel development and maintenance, administration, party affairs and labour union.

**趙偉先生**，44歲，為非執行董事。趙先生於2021年1月29日獲委任為非執行董事。趙先生於2021年1月29日加入本集團。

趙先生於中國金融行業擁有逾25年經驗。趙先生於2017年7月加入本公司主要股東佛山金控，現時為該公司戰略投資部副部長，主持全面工作。於加入佛山金控前，趙先生於1995年12月至2004年5月在中國工商銀行湖南省衡陽分行擔任職員，負責信息管理；於2004年6月至2009年4月在廣東廣信會計師事務所有限公司擔任項目經理；於2009年5月至2017年1月在中國南航集團文化傳媒股份有限公司擔任財務部經理助理；於2017年2月至2017年6月在佛山市公用事業控股有限公司擔任併購高級顧問。趙先生目前分別擔任佛山市富思德基礎設施投資有限公司董事長、佛山市金控基金管理有限公司董事及建瑞投資有限公司董事，並自2017年12月起擔任佛金香港有限公司董事。

趙先生於2001年6月獲得中國湖南大學金融專業本科畢業證書。彼持有中國註冊會計師全國統一考試合格證書、註冊資產評估師統一考試合格證書。

**歐偉明先生**，56歲，於2021年6月6日獲委任為非執行董事，及於2022年10月14日獲委任為本公司聯席公司秘書。歐先生為本集團副總裁、佛山小額貸款的董事、集團董事會辦公室主任、行政管理部總經理、人力資源部總經理，分管人力資源部、業務管理部及雲浮公司。彼於2005年4月25日加入本集團，負責推動集團戰略規劃及集團管控建設、人力資源、渠道開發與維護、行政管理、黨務反及工會工作。

Mr. Ou has over 28 years of experience in finance industry. Prior to joining the Group, he served as a director, manager, deputy general manager and other positions successively at credit sector of Foshan Branch of Agricultural Bank of China from July 1993 to April 2005, a commercial bank listed on Stock Exchange (stock code: 1288) and Shanghai Stock Exchange (stock code: 601288), where Mr. Ou was primarily responsible for marketing, credit business investigation and risk assessment work successively.

Mr. Ou received his bachelor's degree in education from Hainan Normal University in the PRC in July 1990, and his master's degree of science from Huazhong University of Science and Technology (華中科技大學) in the PRC in June 1993, majoring in applied mathematics. In September 1996, he obtained an engineer certificate granted by Professional and Technical Title Evaluation Committee of Foshan Branch of Agricultural Bank of China (中國農業銀行佛山市分行專業技術職務評審委員會). In November 2000, he also obtained an advanced professional certificate of finance granted by the Ministry of Personnel of the PRC (中華人民共和國人事部) (now known as Ministry of Human Resources and Social Security) (中華人民共和國人力資源和社會保障部). In May 2011, he obtained a certificate of completion for an "EMBA Advanced Workshop of CEOs in Guangdong Credit Guarantee Industry" (廣東省信用擔保行業總裁EMBA研修班), granted by South China University of Technology (華南理工大學). In December 2012, Mr. Ou was awarded as "Excellent Manager" by the Foshan Guarantee Industry Association (佛山市擔保行業協會); in January 2014, he awarded as "China Guarantee Elite" (中國擔保英才) by the fourth session of "China Guarantee Pioneer & China Guarantee Elite" (中國擔保先鋒、中國擔保英才) selection activity hosted by China Guarantee magazine (《中國擔保》雜誌社); in November 2017, he was awarded as "National Outstanding Executives" (全國優秀高管) under "National Excellent Micro-credit Company" (全國優秀小貸人) by China Micro-credit Companies Association; in March 2018, he was awarded as "2017 China Small and Micro Financial Institution Person of the Year" (2017年中國小微金融機構年度人物) by National Federation of Micro and Small Financial Institutions (小微金融機構全國聯席會); in June 2018, he was awarded as "Excellent Micro-credit Company" (優秀小貸人) by Guangdong Association of Microcredit Companies; in December 2020, he was awarded as "Industry Special Contribution Award" (行業特殊貢獻獎) by Guangdong Association of Microcredit Companies.

歐先生於金融行業擁有逾28年經驗。加入本集團前，彼於1993年7月起至2005年4月止期間，先後擔任中國農業銀行佛山分行信貸部門主管、經理及副總經理等職務，該銀行為於聯交所上市(股份代號：1288)及於上海證券交易所上市(股份代號：601288)的商業銀行，而歐先生先後主要負責市場營銷、信貸業務核查及風險評估等方面工作。

歐先生於1990年7月取得中國海南師範大學教育學學士學位，於1993年6月取得中國華中科技大學理學碩士學位，主修應用數學。彼於1996年9月獲中國農業銀行佛山市分行專業技術職務評審委員會頒授工程師證書。彼亦於2000年11月獲中華人民共和國人事部(現稱中華人民共和國人力資源和社會保障部)頒授金融高級專業資格證書。彼亦於2011年5月獲華南理工大學頒授廣東省信用擔保行業總裁EMBA研修班修業證書。歐先生於2012年12月，榮獲佛山市擔保行業協會授予的「優秀管理者」稱號；於2014年1月，在《中國擔保》雜誌社主辦的第四屆「中國擔保先鋒、中國擔保英才」評選活動中榮獲「中國擔保英才」稱號；於2017年11月，榮獲中國小額貸款公司協會授予的「全國優秀小貸人」之「全國優秀高管」稱號；於2018年3月，榮獲小微金融機構全國聯席會授予的「2017年中國小微金融機構年度人物」稱號；於2018年6月，榮獲廣東省小額貸款公司協會授予的「優秀小貸人」稱號；於2020年12月，榮獲廣東省小額貸款公司協會授予的「行業特殊貢獻獎」。

Mr. Ou concurrently serves as a director of China Micro-credit Companies Association (中國小額貸款公司行業協會), executive vice-chairman of the supervisory committee of Guangdong Association of Microcredit (廣東省小額貸款公司行業協會), vice president of Foshan Micro Credit Company Association (佛山市小額貸款公司行業協會).

歐先生兼任中國小額貸款公司行業協會理事、廣東省小額貸款公司行業協會常務副會長、佛山市小額貸款公司行業協會副會長等社會職務。

### Independent Non-Executive Directors

**Mr. Wu Xiangneng (吳向能)**, aged 47, was appointed as an independent non-executive Director on 7 August 2013.

### 獨立非執行董事

**吳向能先生**，47歲，於2013年8月7日獲委任為獨立非執行董事。

Mr. Wu has more than 20 years of experience in finance and financial management. He holds or has held positions in various organisations.

吳先生於金融及財務管理方面擁有逾20年經驗，在不同機構擔任或曾經擔任職位。

Entities 實體	Principal business 主要業務	Position 職位	Duration 任期	Responsibilities 職責
Jiangsu Zhangjiagang Industrial and Commercial School 江蘇省張家港市工貿學校	Education 教育	Finance and accounting teacher 金融及會計教師	August 1996– July 1999 1996年8月至 1999年7月	Accounting teaching and research 會計教研
Jiangsu Xingzhong Accounting Firm 江蘇興中會計師事務所	Accounting 會計	Part-time chartered accountant 兼職註冊會計師	May 1997– August 1999 1997年5月至 1999年8月	Accounting and auditing practice 會計及審核
Xiada Accounting Firm 廈大會計師事務所	Accounting 會計	Part-time project manager 兼職項目經理	October 1999– May 2002 1999年10月至 2002年5月	Accounting and auditing practice 會計及審核
Guangdong Electronic Power Development Co., Ltd. (listed on Shenzhen Stock Exchange, stock codes: 000539, 200539) 廣東電力發展股份有限公司(於深圳證券交易所上市，股份代號：000539、200539)	Investment, construction and management of electronic power projects 電力發展項目投資、建設及管理	Financial and budget director 財務及預算主管	July 2002– January 2006 2002年7月至 2006年1月	Financial management 財務管理
Guangdong Supervision Division of China Securities Regulatory Commission 中國證券監督管理委員會廣東監管局	—	Supervisor of listed company 上市公司監管員	January 2006– January 2009 2006年1月至 2009年1月	Supervising listed companies 上市公司監管

Entities 實體	Principal business 主要業務	Position 職位	Duration 任期	Responsibilities 職責
Secondment Supervisors Committee of the State-owned Assets Supervision and Administration Commission of Guangdong Province	—	Full-time supervisor	January 2009– December 2011	Supervising state-owned enterprises
廣東省人民政府國有資產監督管理委員會外派監督會	—	專職監事	2009年1月至 2011年12月	國有企業監管
Guangdong Nanhai Holding Investment Co., Ltd. (a wholly state-owned company)	Projects investment, shareholding and management	Vice general manager	January 2012– November 2015	Equity investment
廣東南海控股投資有限公司 (國有獨資公司)	項目投資、控股及管理	副總經理	2012年1月至 2015年11月	股權投資
Guangzhou Nengdi Asset Management Co., Ltd.	—	General Manager	December 2015– present	Equity investment and acquisition planning
廣州能迪資產管理有限公司	—	總經理	2015年12月至今	股權投資、併購策劃等

Mr. Wu received his master's degree of management from Xiamen University (廈門大學) in the PRC in June 2002, majoring in accounting. He also obtained various professional qualifications or certificates, including a certificate of completion (全科合格證) issued by examination council of chartered accountants' at Ministry of Finance of the PRC (中華人民共和國財政部註冊會計師考試委員會) (the "MOF") in June 1999, non-practice membership certificate (非執業會員證書) granted by the Guangdong Provincial Institute of Certified Public Accountants (廣東省註冊會計師協會) in February 2010, senior accountant qualification certificate (高級會計師資格證書) of the PRC granted by Department of Personnel of Guangdong Province (廣東省人事廳) (now known as Department of Human Resources, Social Security of Guangdong Province (廣東省人力資源和社會保障廳) in March 2008 and the certificate of national accounting leading personnel (全國會計領軍人才) granted by MOF in October 2009. In August 2010, he obtained a certificate for training course on senior managers of listed companies (上市公司高級管理人員培訓班) granted by Shenzhen Stock Exchange in the PRC.

Mr. Wu currently serves as an adjunct professor of the School of Management of Sun Yat-sen University (中山大學), an external MPACC tutor of Guangzhou University (廣州大學), a member of Guangdong accounting experts pool and external instructor teaching the postgraduate program in finance at Guangdong University of Technology (廣東工業大學).

吳先生於2002年6月取得中國廈門大學管理學碩士學位，主修會計學。彼亦取得多個專業資格或證書，包括由中華人民共和國財政部(「財政部」)註冊會計師考試委員會於1999年6月發出的全科合格證、廣東省註冊會計師協會於2010年2月頒授的非執業會員證書、廣東省人事廳(現稱廣東省人力資源和社會保障廳)於2008年3月頒授的中國高級會計師資格證書以及財政部於2009年10月頒發的全國會計領軍人才證書。吳先生於2010年8月獲中國深圳證券交易所頒授上市公司高級管理人員培訓班證書。

吳先生現為中山大學管理學院兼職教授、廣州大學MPACC校外導師、廣東省會計專家庫人員及廣東工業大學金融碩士校外導師。

**Mr. Leung Hon Man (梁漢文)**, aged 56, was appointed as an independent non-executive Director on 23 June 2014.

Mr. Leung has over 21 years of experience in company management, accounting and company secretarial matters. From June 1990 to May 1994, he served as a senior officer in the loans department of the Hong Kong Branch of the Kwangtung Provincial Bank (廣東省銀行香港分行) (now known as Bank of China (Hong Kong) Limited (中國銀行(香港)有限公司)). From May 1994 to August 2000, he served as the finance manager in Soundwill Holdings Limited (金朝陽集團有限公司), a company listed on the Stock Exchange (stock code: 878) and primarily engaged in property consolidation, development and leasing, where he was principally responsible for financial management. From August 2000 to December 2007, Mr. Leung was employed by Sanyuan Group Limited (三元集團有限公司), a company formerly listed on the Stock Exchange and primarily engaged in property investment, medical care and healthcare etc., where he held various positions including the company secretary, financial controller and executive director and primarily responsible for financial management. Mr. Leung has served as the chief financial officer since December 2007 and served concurrently as the company secretary since August 2008 in Chigo Holding Limited, a company formerly listed on the Stock Exchange and primarily engaged in designing, development, manufacturing and sales of air-conditioning products, where he is responsible for financial management and compliance.

Mr. Leung received his professional diploma in business studies (banking) from the Hong Kong Polytechnic (香港理工學院) (now known as The Hong Kong Polytechnic University (香港理工大學)) in Hong Kong PRC in November 1990. Mr. Leung received his Master of Business Administration degree through distance learning course from Andrews University in the United States in August 1996 and master degree of accounting through distance learning course from Central Queensland University in Australia in September 1999. Mr. Leung is a fellow member of the Hong Kong Institute of Certified Public Accountants (香港會計師公會) since April 2008 and a certified practising accountant of CPA Australia (澳洲會計師公會) since August 2000.

**梁漢文先生**，56歲，於2014年6月23日獲委任為獨立非執行董事。

梁先生在公司管理、會計及公司秘書事宜方面擁有逾21年經驗。1990年6月至1994年5月，彼於廣東省銀行香港分行(現稱中國銀行(香港)有限公司)任信貸部高級主任。1994年5月至2000年8月，彼於金朝陽集團有限公司任財務經理，該公司於聯交所上市(股份代號：878)，主要從事物業合併、發展及租賃，而彼主要負責財務管理。2000年8月至2007年12月，梁先生受僱於三元集團有限公司，該公司先前於聯交所上市，主要從事物業投資，醫療護理及保健等，而梁先生則擔任多個職位包括公司秘書、財務總監及執行董事，並主要負責財務管理。梁先生自2007年12月起出任志高控股有限公司財務總監，自2008年8月起同時兼任公司秘書，該公司於先前於聯交所上市，主要從事空調產品的設計、開發、製造及銷售業務，而彼負責財務管理及合規事宜。

梁先生於1990年11月在中國香港取得香港理工學院(現稱香港理工大學)商業(銀行業)專業文憑。梁先生於1996年8月透過遙距學習課程取得美國安得魯大學工商管理碩士學位，並於1999年9月透過遙距學習課程取得澳洲中央昆士蘭大學會計學碩士學位。自2008年4月起梁先生為香港會計師公會資深會員，以及自2000年8月起為澳洲會計師公會註冊會計師。

**Mr. Wang Bo (王波)**, aged 61, was appointed as an independent non-executive Director on 6 June 2021.

Mr. Wang is currently the chairman of the senior partners meeting and secretary of the party committee of Guangzhou Kingpound Law Firm (廣州金鵬律師事務所). He is also the deputy director of Criminal Professional Committee of the All China Lawyers Association (全國律協刑事專業委員會), the honorary president of Lawyers Association of Guangdong Province (廣東省律師協會), the executive vice president of Federation of NGOs of Guangdong Province (廣東省社會組織總會), the president of Guangdong Southwest University of Political Science & Law Alumni Association (廣東省西南政法大學校友會), the chairman of supervisory board of Guangdong Province Anhui Chamber of Commerce (廣東省安徽商會), an arbitrator of Shenzhen Court of International Arbitration (深圳國際仲裁院) and an arbitrator of Guangzhou Arbitration Commission (廣州仲裁委).

Mr. Wang has acted as legal adviser to organisations and entities such as the People's Government of Guangdong Province (廣東省人民政府), the Guangdong Provincial Party Committee Network Information Office (廣東省委網信辦), the Food and Strategic Reserves Administration of Guangdong Province (廣東省糧食局), the People's Government of Guangzhou Municipality (廣州市人民政府), the PRC Guangzhou Customs District (中華人民共和國廣州海關), Guangzhou City Investment Group Company Limited\* (廣州市城市建設投資集團有限公司), the Guangdong Branch of China Construction Bank, Guangzhou Development Industry (Holdings) Co., Ltd.\* (廣州發展實業控股集團股份有限公司), Kunwu Jiuding Investment Management Co., Ltd\* (昆吾九鼎投資管理有限公司) and Guangzhou Times Shengyu Investment Co., Ltd. (廣州市時代勝譽投資有限公司). He was previously an independent director of the Midea Group (美的集團).

Mr. Wang has edited or co-edited a number of textbooks, including Cases and Commentaries on Securities Law (《證券法案例與評析》), Criminal Law (《刑法學》), and Introduction to Economic Law (《經濟法概論》). He has published several papers in national and provincial publications, such as Legal Issues in Futures Trading (《關於期貨交易中幾個法律問題》) and Plot Problems in Criminal Law of China (《論我國刑法中的情節問題》).

Mr. Wang graduated from Southwest College of Political Science and Law (西南政法學院) (now known as Southwest University of Political Science and Law (西南政法大學)) in July 1983 with a bachelor's degree in law and in June 1988 with a postgraduate diploma in criminal law.

**王波先生**，61歲，於2021年6月6日獲委任為獨立非執行董事。

王先生現擔任廣州金鵬律師事務所高級合夥人會議主席、黨委書記。彼現同時兼任全國律協刑事專業委員會副主任、廣東省律師協會名譽會長、廣東省社會組織總會常務副會長、廣東省西南政法大學校友會會長、廣東省安徽商會監事長、深圳國際仲裁院仲裁員、廣州仲裁委仲裁員。

王先生曾擔任廣東省人民政府、廣東省委網信辦、廣東省糧食局、廣州市人民政府、中華人民共和國廣州海關、廣州市城市建設投資集團有限公司、中國建設銀行廣東省分行、廣州發展實業控股集團股份有限公司、昆吾九鼎投資管理有限公司、廣州市時代勝譽投資有限公司等組織及實體的法律顧問。彼曾擔任美的集團的獨立董事。

王先生曾主編或參編了《證券法案例與評析》、《刑法學》、《經濟法概論》等多部教材。彼在國家級、省級刊物上發表了《關於期貨交易中幾個法律問題》、《論我國刑法中的情節問題》等多篇論文。

王先生分別於1983年7月及1988年6月畢業於西南政法學院(現稱西南政法大學)，獲法律學士學位及刑法學研究生學歷。

Mr. Wang was awarded “2005–2007 National Outstanding Lawyer” (2005–2007年度全國優秀律師) by National Lawyers Association in 2008, “Party Member Lawyer Pioneer in the Lawyer Industry for launching overachiever contests” (律師行業創先爭優活動黨員律師標兵) by the Ministry of Justice in 2011, “Individual Second Class Merit (個人二等功)” by Department of Justice of the Guangdong Province in 2016, “Political and Legal Officer with People’s Satisfaction” (人民滿意政法幹警) in Guangzhou by the Fifth Session of Guangzhou Municipal Committee in 2013, “Model Worker of Guangzhou” (廣州市勞動模範) by Guangzhou in 2009, “Top Ten Lawyers of Guangzhou” (廣州市十佳律師) by Guangzhou Municipal Bureau of Justice in 2007, and “40th Anniversary of Reform and Opening-up Contribution Award” (改革開放40週年貢獻獎) by Guangzhou Lawyers Association in 2018.

## SUPERVISORS

**Mr. Li Qi (李琦)**, aged 46, was appointed as the chairman of the board (the “**Board of Supervisors**”) of supervisors of the Company (the “**Supervisors**”) on 21 April 2015. Mr. Li joined the Group on 11 May 2012.

From September 1994 to August 1998, Mr. Li served as an accountant at a financial department of Ningyuan Steel Factory in Zhangjiakou City, Hebei (河北張家口市寧遠鋼廠), where he was primarily involved in plant accounting and operational analysis. Since September 1998, he has worked at Huanai Home Investment Holding Co., Ltd.\* (華耐家居投資集團有限公司) (“**Huanai Home Investment**”), a company primarily engaged in investment on household industry and related projects, where he served successively as the assistant to general manager, chief financial officer, vice president and director of the group at this company and was primarily responsible for financial management, human resources management, enterprise informatisation and coordinating the work of daily operation of Huanai Luxehome Building Material Co., Ltd.\* (華耐立家建材有限公司), a subsidiary of Huanai Home Investment.

王先生於2008年獲全國律師協會「2005–2007年度全國優秀律師」、司法部2011年「律師行業創先爭優活動黨員律師標兵」、廣東省司法廳2016年度「個人二等功」、2013年廣州市委第五屆廣州市「人民滿意政法幹警」、廣州市2009年「廣州市勞動模範」、廣州市司法局2007年「廣州市十佳律師」、廣州市律師協會2018年「改革開放40週年貢獻獎」。

## 監事

**李琦先生**，46歲，於2015年4月21日獲委任為本公司監事（「**監事**」）會（「**監事會**」）主席。李先生於2012年5月11日加入本集團。

於1994年9月起至1998年8月止期間，李先生擔任河北張家口市寧遠鋼廠財務部會計，主要參與工廠會計核算及營運分析。自1998年9月起，彼於華耐家居投資集團有限公司（「**華耐家居投資**」）任職，該公司主要從事家居行業及相關項目的投資，而彼於該公司先後擔任總經理助理、財務總監、副總裁及集團董事，主要負責華耐家居投資集團有限公司旗下子公司華耐立家建材有限公司的財務管理、人力資源管理、企業訊息化以及日常運營統籌協調。

Mr. Li received his college diploma from Hebei University of Economics and Business (河北經貿大學) in the PRC in June 1995 through self-study higher education examination (高等教育自學考試), majoring in business economy management. In December 2004, he obtained a certificate for the forty-eighth business administration training course (第48期工商管理培訓班) granted by School of Economics and Management of Tsinghua University (清華大學經濟管理學院) in the PRC. Mr. Li obtained an executive Master of Business Administration degree from Renmin University in January 2017 and a qualification certificate of accountant (會計師資格證書) granted by MOF in May 1998.

**Ms. Li Wanmin (李婉敏)**, aged 33, was appointed as a Supervisor on 13 January 2022. Ms. Li joined the Group on 13 January 2022.

Ms. Li has over nine years of experience in accounting and finance. She has been an accountant supervisor of Foshan Hengtong Jianshe Real Estate Co., Ltd.\* (佛山市恒通創建置業有限公司) since May 2012.

Ms. Li graduated from Guangdong University of Finance and Economics (廣東財經大學) (formerly known as Guangdong College of Commerce\* (廣東商學院)) majoring in accounting in June 2012.

**Mr. Chen Xin (陳新)**, aged 63, was appointed as an independent Supervisor on 6 June 2021. Mr. Chen joined the Group on 6 June 2021. Mr. Chen currently serves as a executive director of Foshan Jinmao Private Equity Investment Fund Management Co., Ltd.\* (佛山今茂私募股權投資基金管理有限公司) (formerly known as Foshan Jinmao Investment Advisory Management Co., Ltd.\* (佛山金茂投資顧問管理有限公司)).

Mr. Chen was the president of Huayuan Industrial Co., Ltd.\* (華源實業股份有限公司) and the vice chairman of Shahe Industrial Co., Ltd.\* (沙河實業股份有限公司). He has served Foshan small and medium-sized enterprises for many years as an economic development consultant in Chancheng District, Foshan City and Lishui Town, Nanhai District.

李先生通過高等教育自學考試，於1995年6月取得中國河北經貿大學大學文憑，主修商業經濟管理。彼亦於2004年12月獲中國清華大學經濟管理學院頒授第48期工商管理培訓班證書。於2017年1月，李先生取得中國人民大學高級管理人員工商管理碩士學位證書。彼於1998年5月獲中國財政部頒授會計師資格證書。

**李婉敏女士**，33歲，於2022年1月13日獲委任為監事。李女士於2022年1月13日加入本集團。

李女士於會計及財務方面擁有逾九年經驗。彼於2012年5月起擔任佛山市恒通創建置業有限公司會計主管。

李女士於2012年6月畢業於廣東財經大學(前稱廣東商學院)，主修會計學。

**陳新先生**，63歲，於2021年6月6日獲委任為獨立監事。陳先生於2021年6月6日加入本集團。陳先生現任佛山今茂私募股權投資基金管理有限公司(前稱佛山金茂投資顧問管理有限公司)執行董事。

陳先生曾任華源實業股份有限公司總裁及沙河實業股份有限公司副董事長。彼作為佛山市禪城區和南海區里水鎮的經濟發展顧問，服務佛山中小微企業多年。



Mr. Chen graduated from Huazhong University of Science and Technology (華中科技大學) with a doctorate degree in engineering in November 1990 and was qualified as a senior mechanical engineer (機械高級工程師) by the Department of Personnel of Guangdong Province (廣東省人事廳) in December 1995.

**Mr. Zhong Jian (鍾堅)**, aged 60, was appointed as an independent Supervisor on 21 April 2015. He joined the Group on 21 April 2015.

From December 1979 to August 1982, Mr. Zhong worked at the credit section of the central sub-branch of the Peoples' Bank of China in Foshan. From January 1988 to April 1995, he worked at Foshan Chengqu Law Firm (佛山市城區律師事務所), where he successively served as a lawyer and deputy director. From April 1995 to December 1997, Mr. Zhong worked as the director of Foshan Huayang Law Firm (佛山市華洋律師事務所). From December 1997 to November 2005, he worked as the director of Guangdong Tongfa Law Firm (廣東通法律師事務所). From November 2005 to May 2018, Mr. Zhong worked as the director of Guangdong T & Z Law Firm (廣東通法正承律師事務所). Since May 2018, Mr. Zhong has been serving as the director of Guangdong T&J Law Firm.

Mr. Zhong received his bachelor's degree of philosophy from South China Normal University (華南師範大學) in July 1986 in the PRC, majoring in political education. He received his bachelor's degree of law from Sun Yat-Sen University self-study programme in December 1993 in the PRC, majoring in law. He had took graduate course in procedure law at Zhongnan University of Economics and Law (中南財經政法大學) in the PRC in July 2002. Mr. Zhong was qualified as an independent director for listing companies in the PRC in May 2008. He has been the arbitrator in Foshan arbitration committee and Guangzhou arbitration committee since March 2010 and November 2013 respectively.

陳先生於1990年11月畢業於華中科技大學，獲工程學博士學位，並於1995年12月獲廣東省人事廳頒發機械高級工程師資格。

**鍾堅先生**，60歲，於2015年4月21日獲委任為獨立監事。彼於2015年4月21日加入本集團。

由1979年12月至1982年8月，鍾先生於中國人民銀行佛山地區中心支行信貸科工作。由1988年1月至1995年4月，彼於佛山市城區律師事務所工作，先後出任律師及副主任。於1995年4月至1997年12月，鍾先生於佛山市華洋律師事務所出任主任。於1997年12月至2005年11月，彼於廣東通法律師事務所出任主任。於2005年11月至2018年5月，鍾先生出任廣東通法正承律師事務所的主任。於2018年5月至今，鍾先生出任廣東通建律師事務所的主任。

鍾先生於1986年7月在中國華南師範大學取得哲學學士學位，主修政治教育。彼於1993年12月在中國中山大學通過自學計劃取得法學學士學位。彼於2002年7月在中國中南財經政法大學修讀訴訟法研究生課程。鍾先生由2008年5月起成為中國上市公司合資格獨立董事。彼由2010年3月及2013年11月起分別成為佛山仲裁委員會及廣州仲裁委員會的仲裁員。

Since 2006, Mr. Zhong successively served as the president of the fifth session of Foshan Bar Association (佛山市律師協會), the vice president of the sixth session of Foshan Bar Association and the president of the ninth session of Foshan Bar Association. He also served as the legal consultant of the People' Government of Foshan City (佛山市人民政府), the People' Government of Chancheng District, Foshan (佛山市禪城區人民政府), the People' Government of Nanhai District, Foshan (佛山市南海區人民政府), Bureau of Housing and Urban-Rural Development of Foshan (佛山市住建局), Bureau of Commerce of Foshan City (佛山市商務局), Urban Construction Bureau of Land & Water of Chancheng District (禪城區國土城建和水務局), Office of Public Assets Management of Chancheng District (禪城區公資辦), China Citic Bank Foshan Branch (中信銀行佛山分行), Guangdong Dongpeng Ceramics Co., Ltd.\* (廣東東鵬陶瓷股份有限公司), Guangdong Hanford Investment Group Holding Co., Ltd.\* (廣東恒福投資集團控股有限公司) and other entities. In addition, he was a representative to the Fourteenth and Fifteenth People' Congress, and the Sixteenth People' Congress of Foshan City.

**Mr. Huang Shaoxiong (黃少雄)**, aged 35, was elected as an employee representative Supervisor on 20 December 2021. Mr. Huang joined the Group in July 2009.

Mr. Huang is experienced in the development of online and innovative financing guarantee business. From July 2009 to March 2014, Mr. Huang served as a project manager of Foshan Zhongying Xingye, a wholly-owned subsidiary of the Company, primarily responsible for customer development and project implementation. From March 2014 to June 2015, he served as the head of business development of Guangdong Zhongsheng Venture Capital Co., Ltd.\* (廣東中盛創投電子商務有限公司), primarily responsible for the building of online financial platform. From July 2016 to May 2020, he served successively served as the assistant to general manager and deputy general manager to the business management department, the head of product research and development department and the head of retail guarantee business department of the Company, primarily responsible for channel expansion and maintenance, innovative products' research and development and management, as well as online guarantee business's expansion and management. Since May 2020, he served as the deputy general manager of the retail guarantee business department of the Company and the deputy general manager of Guangdong Join-Share Digital Technology, a non-wholly owned subsidiary of the Company, primarily responsible for the expansion of online business and promotion of digital products of the Group.

2006年起，鍾先生曾先後擔任佛山市第五屆律師協會會長、佛山市第六屆律師協會副會長、佛山市第九屆律師協會會長，擔任了佛山市人民政府、佛山市禪城區人民政府、佛山市南海區人民政府、佛山市住建局、佛山市商務局、禪城區國土城建和水務局、禪城區公資辦、中信銀行佛山分行、廣東東鵬陶瓷股份有限公司、廣東恒福投資集團控股有限公司等單位的法律顧問，擔任了佛山市第十四屆、第十五屆人大代表、第十六屆人大代表。

**黃少雄先生**，35歲，於2021年12月20日獲選舉為職工代表監事。黃先生於2009年7月加入本集團。

黃先生在開發線上及創新融資擔保業務方面經驗豐富。2009年7月至2014年3月，黃先生擔任本公司全資子公司佛山中盈興業投資有限公司的項目經理，主要負責客戶開發及項目執行。2014年3月至2015年6月，彼擔任廣東中盛創投電子商務有限公司業務部負責人，主要負責搭建線上金融平台。2016年7月至2020年5月，彼先後擔任本公司業務管理部總經理助理、副總經理、產品研發部負責人及零售擔保事業部負責人，主要負責渠道拓展及維護、創新產品研發及管理以及線上擔保業務的拓展及管理。自2020年5月起，彼擔任本公司零售擔保事業部副總經理及本公司非全資子公司廣東中盈盛達數字科技的副總經理，主要負責拓展線上業務及推廣本集團數字產品。

Mr. Huang graduated from South China University of Technology (華南理工大學), majoring in Japanese in July 2009.

**Ms. Huang Yuzhen (黃瑜珍)**, aged 45, was appointed as an employee representative Supervisor on 6 June 2018. She joined the Group on 25 May 2006.

Ms. Huang received her bachelor's degree by in-service education from the Zhejiang Gongshang University in 2004, majoring in accounting. She is a member of the Communist Party of China. From July 1996 to February 2006, Ms. Huang served as the deputy director of the business department of Fengshun sub-branch, Meizhou branch of the Bank of China and held various positions in international-domestic settlement, accounting, the office and the business department. Ms. Huang joined the Company in May 2006 and currently serves as the vice general manager of the audit department of the Company. Ms. Huang obtained a certificate of corporate human resources manager in October 2008 and a certificate of intermediate credit manager (guarantee) in March 2014.

## SENIOR MANAGEMENT

**Mr. Ou Weiming (歐偉明)**, aged 56, is a vice president of the Group and a director of Foshan Micro Credit, details about Mr. Ou's biography are set out in the paragraph headed "Directors, Supervisors and Senior Management — Non-Executive Directors" above.

**Ms. Lu Haoming (陸皓明)**, aged 55, is the chief financial officer and general manager of finance management department (財務管理部) of the Company and director of both Foshan Micro Credit and Shenzhen Join-Share Engineering Guarantee Co., Ltd.\* (深圳市中盈盛達工程擔保有限公司) ("Shenzhen Join-Share Engineering"), respectively. Ms. Lu joined the Group on 8 July 2003. She is responsible for the overall financial management of the Group.

黃先生於2009年7月畢業於華南理工大學，主修日語。

**黃瑜珍女士**，45歲，於2018年6月6日獲委任為職工代表監事。彼於2006年5月25日加入本集團。

黃女士於2004年通過在職教育獲得浙江工商大學的本科學歷，主修會計學。彼為中共黨員。1996年7月至2006年2月於中國銀行梅州分行豐順支行工作，任營業部副主任，期間從事國際／國內結算、會計、辦公室及營業部等崗位工作。黃女士於2006年5月加入本公司工作至今，目前擔任本公司審計部副總經理。2008年10月獲得人力資源管理師證書，2014年3月獲得中級信用管理師(擔保)證書。

## 高級管理層

**歐偉明先生**，56歲，為本集團副總裁及佛山小額貸款的董事。歐先生的履歷詳情載於上文「董事、監事及高級管理層—非執行董事」一段。

**陸皓明女士**，55歲，為本公司財務總監、財務管理部總經理及佛山禪城中盈盛達小額貸款有限公司及深圳市中盈盛達工程擔保有限公司(「深圳中盈盛達工程」)董事。陸女士於2003年7月8日加入本集團，彼負責本集團整體財務管理。

Ms. Lu has about 30 years of experience in finance industry. Prior to joining the Group, she worked as a department vice manager at Foshan International Trust Investment Co., Ltd.\* (佛山國際信託投資公司) from July 1988 to March 2001, a company principally engaged in trust products and investment, where she was primarily responsible for accounting and financial management of foreign exchange business, financing and fund management of foreign exchange fund, and accounting and financial management of the Hong Kong subsidiary of that company. From April 2001 to September 2001, Ms. Lu served as the chief financial officer at Guangdong Fotao Group Co., Ltd.\* (廣東佛陶集團) (“**Guangdong Fotao**”), a company principally engaged in manufacturing and distribution of ceramic hardware accessories and functional ceramic materials, where she was primarily responsible for supervising the operations and finance of Guangdong Fotao Group Materials Industry & Trade Co., Ltd.\* (廣東佛陶集團物資工貿有限公司) and Guangdong Fotao Group Import and Export Branch Company\* (廣東佛陶集團進出口分公司), two subsidiaries of Guangdong Fotao. From September 2001 to January 2002, Ms. Lu served as a director deputy general manager and the manager of the financial management department in Sanitaryware Co., Ltd.\* (潔具有限公司), a subsidiary of Guangdong Fotao, where she was primarily responsible for financial management. From July 2002 to August 2003, she was the manager of auditing and financing department (計財部) at the central branch company in Foshan of Huatai Property & Casualty Insurance Co., Ltd.\* (華泰財產保險股份有限公司), a company principally engaged in property and casualty insurance as well related insurance service and investment, where she was primarily responsible for accounting, financial management, and ensuring the implementation of financial policy of the head office in branches.

Ms. Lu received her bachelor’s degree of economics from Jinan University (暨南大學) in the PRC in July 1988, majoring in accounting. In December 1992, she obtained a qualification certificate of accountant of the PRC granted by MOF. In March 2014, Ms. Lu obtained a certificate of senior credit manager (guarantee) granted by the department of human resources and social security of Guangdong Province.

陸女士於金融行業擁有約30年經驗。加入本集團前，彼於1988年7月起至2001年3月止期間，擔任佛山國際信託投資公司部門副經理，該公司主要從事信託產品及投資的業務，而陸女士則主要負責該公司香港子公司的外匯業務會計計算及財務管理、外匯資金融資及資金管理以及會計核算及財務管理。於2001年4月起至2001年9月止期間，陸女士擔任廣東佛陶集團(「**廣東佛陶**」)財務總監，該公司主要從事陶瓷五金及功能陶瓷物資的製造及分銷，而陸女士則主要負責監督廣東佛陶兩家子公司即廣東佛陶集團物資工貿有限公司及廣東佛陶集團進出口分公司的營運與財務。於2001年9月至2002年1月，陸女士擔任廣東佛陶子潔具有限公司董事副總經理及財務管理部門經理，主要負責財務管理。於2002年7月起至2003年8月止期間，彼擔任華泰財產保險股份有限公司佛山中央分行公司計財部經理，該公司主要從事財產保險以及相關保險服務及投資，而陸女士則主要負責會計核算、財務管理及確保總部財務政策於分支機構執行。

陸女士於1988年7月取得中國暨南大學經濟學學士學位，主修會計。彼於1992年12月獲中國財政部頒授中國會計師資格證書。於2014年3月，陸女士獲廣東省人力資源和社會保障廳頒授高級信用擔保管理師(擔保)證書。

**Ms. Huang Biwen (黃碧汶)**, aged 47, is the chief risk officer of the Group. Ms. Huang joined the Group on 5 June 2003 and has over 15 years of working experience in the Group. She is responsible for risk management of the Group.

Ms. Huang has over 20 years of experience in finance industry. Prior to joining the Group, she worked as a clients manager at Foshan Branch of Industrial and Commercial Bank of China from August 2000 to June 2003, a commercial bank listed on Stock Exchange (stock code: 1398) and Shanghai Stock Exchange (stock code: 601398), where Ms. Huang was primarily responsible for credit customers management, including investigating customer credit status, credit rating, credit management, post-loan inspection, credit risk classification, loan recovery, managing non-performing customers, and collaborating with law firms to take actions against non-performing clients. The rich practical experience at Foshan Branch of Industrial and Commercial Bank of China enabled Ms. Huang to have a deep understanding of risk management mechanism in a financial institution and provided solid experience basis for her implementing of a comprehensive risk management.

Ms. Huang received her bachelor's degree of economics from Sun Yat-Sen University in the PRC in June 1997, majoring in international finance. In November 2001, she obtained an intermediate qualification certificate of financial economy granted by MOP. In May 2010, she obtained a certificate of completion for an "EMBA Advanced Workshop of CEOs in Guangdong Credit Guarantee Industry" (廣東省信用擔保行業總裁EMBA研修班), granted by South China University of Technology (華南理工大學).

In March 2014, Ms. Huang obtained a certificate of senior credit manager (guarantee) (高級信用管理師(擔保)) granted by the department of human resources and social security of Guangdong province.

**黃碧汶女士**，47歲，為本集團風險總監，於2003年6月5日加入本集團，於本集團擁有逾15年工作經驗，負責本集團風險管理。

黃女士於金融行業擁有逾20年經驗。加入本集團前，彼於2000年8月起至2003年6月止期間，擔任中國工商銀行佛山分行客戶經理，該商業銀行於聯交所上市(股份代號：1398)及於上海證券交易所上市(股份代號：601398)，而黃女士主要負責信貸客戶管理，包括調查客戶資信情況、信用級別、授信管理、貸後檢查、信貸風險分類、貸款回收、管理不履約客戶，以及與律師事務所合作對不履約客戶進行訴訟。中國工商銀行佛山分行的豐富實務經驗讓黃女士能深入了解財務機構的風險管理機制，為其實行全面風險管理奠定堅實的經驗基礎。

黃女士於1997年6月取得中國中山大學經濟學學士學位，主修國際金融。彼於2001年11月獲中國人事部頒授金融經濟中級專業資格證書。彼亦於2010年5月獲華南理工大學頒授廣東省信用擔保行業總裁EMBA研修班修業證書。

於2014年3月，黃女士獲廣東省人力資源和社會保障廳頒授高級信用管理師(擔保)證書。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Board currently comprises one executive Director, five non-executive Directors and three independent non-executive Directors. The Board has adopted the code provisions of the Corporate Governance Code (the “CG Code”) as set out in Appendix 14 to the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The Board is committed to maintaining statutory and regulatory standards and adherence to the principle of CG Code with emphasis on transparency, independence, accountability and responsibility.

During the year ended 31 December 2022, the Company had complied with the code provisions set out in the CG Code, except for the deviation from the CG Codes provision C.2.1 relating to the separation roles of chairman and chief executive officer, which is explained in the paragraph headed “Chairman of the Board and Chief Executive Officer” below in the Corporate Governance Report. The Board will continue to review and improve the Company’s corporate governance system to ensure its compliance with the CG Code.

### THE BOARD

#### Duties and Division of Responsibility

The Board is responsible for the overall leadership of the Group, overseeing the Group’s strategic decisions and monitoring its business and performance. The Board has delegated the authority and responsibility of day-to-day management and operation of the Group to the senior management of the Group. The powers and duties of the Board include convening Shareholders’ meetings, reporting the Board’s work at the Shareholders’ meetings, implementing the resolutions passed at general meetings, determining the Group’s business and investment plans, formulating its annual financial budgets and final reports, formulating proposals for profit distributions and for the increase or reduction of registered capital the members of the Group as well as exercising other powers, functions and duties as conferred by the Articles of Association.

董事會目前由一名執行董事、五名非執行董事以及三名獨立非執行董事組成。董事會已採納載列於香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四內的企業管治守則（「企業管治守則」）的守則條文。董事會致力維持有關法定及監管標準，並緊守企業管治守則的原則，強調透明、獨立、問責及負責。

於截至2022年12月31日止年度期間，本公司已遵守企業管治守則的所有守則條文，惟偏離企業管治守則條文第C.2.1條有關主席與行政總裁角色分離（於下文企業管治報告「董事會董事長及最高行政人員」一段進行解釋）者除外。董事會將繼續檢討及改進本公司企業管治體系，確保遵守企業管治守則。

### 董事會

#### 職責及責任劃分

董事會負責本集團的整體領導，並監察本集團的戰略性決定以及監察業務及表現。董事會已將本集團的日常管理及運營委任於本集團高級管理層。董事會的職權及職責包括召開股東大會、於股東大會上匯報董事會工作、實施於股東大會上通過的決議案、制定本集團的業務及投資計劃、擬定年度財政預算及終期報告、建議盈利分派及增減本集團成員公司的註冊資本以及行使公司章程賦予的其他職權、職能和職責。

The Board is also responsible for, among others, performing the corporate governance duties as set out in paragraph A.2.1 of the CG Code, which includes (a) to develop and review the Group's policies and practices on corporate governance and make recommendations; (b) to review and monitor the training and continuous professional development of the Directors and senior management; (c) to review and monitor the Group's policies and practices on compliance with legal and regulatory requirements; (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to the Directors and employees; and (e) to review the Group's compliance with the CG Code and disclosure in the corporate governance report.

To oversee particular aspects of the Company's affairs, the Board has established five Board committees, including the audit committee (the "**Audit Committee**"), the remuneration and appraisal committee (the "**Remuneration and Appraisal Committee**"), the nomination committee (the "**Nomination Committee**"), the risk management committee (the "**Risk Management Committee**") and the strategy committee (the "**Strategy Committee**") (together, the "**Board Committees**"). The Board has delegated to the Board Committees responsibilities as set out in their respective terms of reference.

All Directors shall ensure that they carry out duties in good faith, in compliance with applicable laws and regulations, and in the interests of the Company and its Shareholders at all times.

董事會亦負責(其中包括)履行企業管治守則第A.2.1段所載的企業管治職責,其包括(a)制定及檢討本集團有關企業管治之政策及常規,並作出推薦建議;(b)檢討及監察董事及高級管理層之培訓及持續專業發展;(c)檢討及監察本集團有關遵守法律及監管規定之政策及常規;(d)制定、檢討及監察適用於董事及僱員之行為守則及合規手冊(如有);及(e)檢討本集團遵守企業管治守則之情況及於企業管治報告內之披露事項。

為監察本公司事務的特定範疇,董事會已成立五個董事會委員會,包括審計委員會(「**審計委員會**」)、薪酬與考核委員會(「**薪酬與考核委員會**」)、提名委員會(「**提名委員會**」)、風險管理委員會(「**風險管理委員會**」)及戰略委員會(「**戰略委員會**」)(統稱「**董事委員會**」)。董事會已向該等董事委員會授出其各自職權範圍載列的責任。

全體董事須確保秉誠履行職責,遵守適用法例及法規,並於任何時候均以本公司及其股東之利益行事。

### Chairman of the Board and Chief Executive Officer

Mr. Wu Liejin is the chairman of the Board (the “**Chairman**”) and the president of the Group (the “**President**”). The Company does not have the position of chief executive officer, the duties of which are performed by the President.

Provision C.2.1 of the CG Code provides that the responsibilities between the chairman and chief executive officer should be divided. Mr. Wu Liejin, has been performing the roles as the Chairman and the President since 19 April 2018. The Board believes that vesting the roles of both Chairman and President in the same person has the benefit of ensuring consistent leadership within the Group and enables more effective and efficient overall strategic planning for the Group. The Board further believes that the balance of power and authority for the present arrangement will not be impaired and is adequately ensured by the current Board, which comprises experienced and high calibre individuals with sufficient number thereof being independent non-executive Directors.

To the best knowledge of the Directors, there is no financial, business, family or other relationship between the Directors, the Supervisors, the Chairman and the senior management of the Company.

### Composition of the Board

As at the date of this annual report, the Board comprised nine Directors, including one executive Director namely Mr. Wu Liejin (Chairman and President), five non-executive Directors namely Mr. Zhang Minming, Mr. Li Shenhua, Mr. Luo Zhenqing, Mr. Zhao Wei and Mr. Ou Weiming, and three independent non-executive Directors namely Mr. Wu Xiangneng, Mr. Leung Hon Man and Mr. Wang Bo. Particulars of the Directors are set out in the section headed “Directors, Supervisors and Senior Management” in this annual report.

Mr. Luo Zhenqing, whose resolution for re-election was not passed due to formality and accordingly retired from office as a non-executive Director on 5 June 2021, was re-appointed as a non-executive Director with effect from 13 January 2022. Please refer to the circular of the Company dated 24 December 2021 and the announcements of the Company dated 4 June 2021, 23 December 2021 and 13 January 2022 for details of Mr. Luo’s retirement and re-appointment.

### 董事會董事長及最高行政人員

吳列進先生為董事會董事長(「**董事長**」)及本集團總裁(「**總裁**」)。本公司無最高行政人員一職，其職責由總裁履行。

企業管治守則條文第C.2.1條規定，主席與行政總裁之責任應予區分。自2018年4月19日起，吳列進先生擔任主席兼總裁之角色。董事會相信，由同一名人士同時擔任主席及總裁可確保本集團貫徹的領導，更有效及有效率地計劃本集團之整體策略。另外，董事會相信現時之安排不會損害權力與授權之間的平衡，並由現任董事會充分保障這一點，而現任董事會由經驗豐富的人才(其中有充足之人數擔任獨立非執行董事)組成。

據董事所知，本公司董事、監事、董事長及高級管理層之間不存在財務、業務、家族或其他關係。

### 董事會組成

截至本年報日期，董事會由九名董事組成，包括一名執行董事，即吳列進先生(主席兼總裁)，五名非執行董事，即張敏明先生、李深華先生、羅振清先生、趙偉先生及歐偉明先生，以及三名獨立非執行董事，即吳向能先生、梁漢文先生及王波先生。董事詳情載列於本年報「董事、監事及高級管理層」一節。

羅振清先生(其重選連任的決議案因手續問題而未獲通過，因此於2021年6月5日退任非執行董事)自2022年1月13日起重新獲委任為非執行董事。有關羅先生退任及重新委任的詳情，請參閱本公司日期為2021年12月24日的通函及本公司日期為2021年6月4日、2021年12月23日及2022年1月13日的公告。



During the year ended 31 December 2022, the Board has complied with the requirement of Rules 3.10(1) and 3.10(2) of the Listing Rules to have not less than three independent non-executive directors, including at least an independent non-executive director who has the relevant professional qualification or accounting or related financial management expertise, as well as Rule 3.10A of the Listing Rules, which stipulates at least one-third of the directors shall be independent non-executive directors. The Company had three independent non-executive Directors during the year ended 31 December 2022, representing one-third of the total number of Directors and was in compliance with the relevant requirements. In accordance with the Articles of Association, the Directors (including non-executive Directors) are elected by Shareholders at a general meeting for a term of three years, which is renewable upon re-election and re-appointment.

None of the independent non-executive Directors has any business or financial interests in the Company and its subsidiaries, nor do they hold any executive positions in the Company, which demonstrated their independence. The Company has received from each of the independent non-executive Directors an annual confirmation of their independence as per Rule 3.13 of the Listing Rules. As at the date of this annual report, the Company was of the opinion that all the independent non-executive Directors are independent in accordance with Rule 3.13 of the Listing Rules.

### Positions in other Listed Companies Held by Directors

Other than those disclosed in the section headed "Directors, Supervisors and Senior Management" in this annual report, none of the Directors holds any directorship in other listed companies.

### BOARD MEETINGS

In accordance with the Articles of Association, the Board should hold at least four meetings a year at approximately quarterly intervals, to be convened by the chairman of the Board. Notices of not less than 14 days will be given for all regular Board meetings to provide all Directors with the opportunities to attend and include matters in the agenda for a regular meeting.

Meetings of the Board shall be held only if more than half of the Directors are present. Directors shall personally attend the meeting. In the event that any Director is unable to attend a meeting for any reason, he/she may appoint another Director by a written power of attorney.

於截至2022年12月31日止年度期間，董事會遵守上市規則第3.10(1)條及第3.10(2)條的要求，擁有多不少於三名獨立非執行董事，包括至少一名獨立非執行董事具有相關專業資格或會計或相關財務管理知識，以及上市規則第3.10A條規定，至少三分之一的董事屬於獨立非執行董事。於截至2022年12月31日止年度，本公司擁有多三名獨立非執行董事，佔董事總數的三分之一且符合相關要求。根據公司章程，董事(包括非執行董事)須由股東大會選舉產生，任期三年，可經重選及重新委任後重任。

所有獨立非執行董事於本公司及其任何子公司均無任何業務或財務利益，亦不擔任本公司任何執行職務，彰顯其獨立性。根據上市規則第3.13條，本公司已接獲各獨立非執行董事就其獨立性作出的年度確認函。截至本年度報告日期，本公司認為，所有獨立非執行董事均符合上市規則第3.13條的獨立性。

### 董事於其他上市公司擔任的職務

除於本年度報告「董事、監事及高級管理層」一節披露者外，並無董事擔任其他上市公司董事職位。

### 董事會會議

根據公司章程規定，董事會每年至少須召開四次會議，約每季度一次，會議由董事長召集。將會向全體董事發出董事會所有常規會議不少於十四日的通告，以便彼等出席會議並於會議議程內載入有關事宜。

董事會會議應當由一半以上的董事出席方可舉行。董事應親自出席會議。董事如出於任何原因未能出席董事會會議，可以授權書委託另一名董事代為出席會議。

During the year ended 31 December 2022, the Board held 12 meetings in total, with details of the attendance of Directors specified as follows:

截至2022年12月31日止年度期間，董事會總共召開12次會議，董事出席詳情如下：

Name 姓名	Position 職位	Meetings attended/ Number of meetings during the tenure of office 出席次數／任期內會議次數	Attendance rate 出席率
Mr. Wu Liejin 吳列進先生	Executive Director, Chairman and President 執行董事、主席兼總裁	12/12	100%
Mr. Zhang Minming 張敏明先生	Non-executive Director 非執行董事	12/12	100%
Mr. Li Shenhua 李深華先生	Non-executive Director 非執行董事	12/12	100%
Mr. Luo Zhenqing (retired on 5 June 2021 and re-appointed on 13 January 2022) 羅振清先生(於2021年6月5日退任及2022年1月13日獲重新委任)	Non-executive Director 非執行董事	12/12	100%
Mr. Zhao Wei 趙偉先生	Non-executive Director 非執行董事	12/12	100%
Mr. Ou Weiming 歐偉明先生	Non-executive Director 非執行董事	12/12	100%
Mr. Wu Xiangneng 吳向能先生	Independent non-executive Director 獨立非執行董事	12/12	100%
Mr. Leung Hon Man 梁漢文先生	Independent non-executive Director 獨立非執行董事	12/12	100%
Mr. Wang Bo 王波先生	Independent non-executive Director 獨立非執行董事	12/12	100%

During the year ended 31 December 2022, the Chairman held meetings about corporate governance and development with the independent non-executive Directors without any other Directors present (except himself).

## ELECTION OF DIRECTORS AND SUPERVISORS

According to the Articles of Association, Directors shall be elected at the general meetings for a term of office of three years. Upon expiration of the term of office, a Director is eligible for re-election and re-appointment. The Company has implemented a set of effective procedures for appointment of new Directors. The nomination of new Directors shall be first deliberated by the Nomination Committee and then submitted to the Board of Directors, subject to the approval by the general meeting.

The term of each of the fifth session of the Board and the fifth session of the board of Supervisors (the “**Board of Supervisors**”) commenced on 6 June 2021 and will expire on the date of expiry of such session, which is expected to be 5 June 2024.

## DIRECTORS AND SUPERVISORS’ SERVICE CONTRACTS

Details of Directors and Supervisors’ service contracts are set out in the paragraph headed “Directors and Supervisors’ Service Contracts” under the section headed “Report of the Board of Directors” in this annual report.

## TRAINING AND PROFESSIONAL DEVELOPMENT OF DIRECTORS

Each newly appointed Director receives induction on the occasion of his/her appointment, so as to ensure that he/she has a proper understanding of the business and operations of the Company and is fully aware of his/her responsibilities under applicable laws, rules and regulations and the Group’s various governance and internal control policies.

截至2022年12月31日止年度，董事長與獨立非執行董事曾召開關於公司治理及發展的會議，但無任何其他董事(其本人除外)出席。

## 董事及監事的選任

根據公司章程規定，董事須於股東大會選舉產生，任期為三年。任期屆滿後，董事可獲重選及重新委任。本公司已針對委任新董事實施一套有效程序。新董事的提名應首先由提名委員會商議，然後提交董事會，經股東大會批准方可作實。

第五屆董事會及第五屆監事會(「**監事會**」)任期將於2021年6月6日開始及將於該等任期屆滿之日(預計為2024年6月5日)屆滿。

## 董事及監事服務合約

關於董事及監事的服務合約的詳情，載於本年報「董事會報告」一節「董事及監事服務合約」一段中。

## 董事培訓及專業發展

各新委任董事於獲委任時接受入職培訓，確保彼恰當了解本公司業務及運作並完全知悉其於適用法律、規則及規定以及本集團的各項管治及內控政策下之職責。

All Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. During the year ended 31 December 2022, the Company arranged 2 in-house trainings on corporate management, governance and law compliance (企業管理、管治及法律遵守) and on disclosure of inside information and other information (內幕消息及其他資料的披露) for the Directors and senior management of the Group, in compliance with Provision C.1.4 of the CG Code. According to the records provided by the Directors, the Directors received the following trainings during the year ended 31 December 2022:

- (1) Directors' ongoing responsibilities and obligations and practices
- (2) Information disclosure and inside information control

本公司鼓勵全體董事參與持續專業發展，以增進及更新彼等之知識及技能。於截至2022年12月31日止年度，本公司為本集團董事及高級管理層安排了有關企業管理、管治及法律遵守以及內幕消息及其他資料的披露的2項內部培訓，符合企業管治守則第C.1.4條。根據董事提供之記錄，董事於2022年12月31日止年度期間接受了以下培訓：

- (1) 董事的持續責任與義務及執業實操
- (2) 信息披露與內幕信息管控

Directors	董事	Trainings attended/ Number of trainings held during the tenure of office 出席次數/ 任期內舉行的培訓次數	Attendance Rate 出席率
<b>Executive Director</b>	<b>執行董事</b>		
Mr. Wu Liejin	吳列進先生	2/2	100%
<b>Non-executive Directors</b>	<b>非執行董事</b>		
Mr. Zhang Minming	張敏明先生	2/2	100%
Mr. Li Shenhua	李深華先生	2/2	100%
Mr. Luo Zhenqing (retired on 5 June 2021 and re-appointed on 13 January 2022)	羅振清先生 (於2021年6月5日退任及 2022年1月13日獲重新委任)	2/2	100%
Mr. Zhao Wei	趙偉先生	2/2	100%
Mr. Ou Weiming	歐偉明先生	2/2	100%
<b>Independent non-executive Directors</b>	<b>獨立非執行董事</b>		
Mr. Wu Xiangneng	吳向能先生	2/2	100%
Mr. Leung Hon Man*	梁漢文先生*	0/0	N/A 不適用
Mr. Wang Bo	王波先生	2/2	100%

\* As Mr. Leung Hon Man resides in Hong Kong, PRC and the fact that the Company does not provide director training services online for the time being, he has personally attended the following training online in Hong Kong, PRC:

1. The KPMG CFO Series
2. Role of forensic accountants in fraud investigation
3. Updates on the Reform of the Accounting Profession
4. Economic substance — practical implications and case studies in major coastal jurisdictions
5. New Regulatory Regime for the Accounting Profession

\* 因梁漢文先生定居在中國香港，以及本公司暫時沒有提供網絡上的董事培訓服務，梁漢文線上已經親自在中國香港參加以下培訓：

1. The KPMG CFO Series
2. Role of forensic accountants in fraud investigation
3. Updates on the Reform of the Accounting Profession
4. 經濟實質 — 在主要岸司法管轄區的實際涵義及案例研究
5. New Regulatory Regime for the Accounting Profession

The Directors will keep abreast of the latest development in legal and regulatory requirements and the operation of the Company to facilitate the performance of their duties. Training will also be provided for the Directors when necessary to ensure that the Directors understand the business and operation of the Group and their duties and obligations under the Listing Rules and the applicable laws and regulations.

### INSURANCE FOR DIRECTORS

The Company has arranged appropriate insurance cover in respect of legal litigation against its Directors.

### BOARD COMMITTEES

There are five committees under the Board including the Audit Committee, the Remuneration and Appraisal Committee, the Nomination Committee, the Risk Management Committee and the Strategy Committee.

### AUDIT COMMITTEE

The Audit Committee consists of five members, being Mr. Wu Xiangneng, Mr. Leung Hon Man and Mr. Wang Bo, who are independent non-executive Directors and Mr. Li Shenhua and Mr. Luo Zhenqing, who are non-executive Directors. Mr. Wu Xiangneng is the chairman of the Audit Committee who has a professional qualification in accountancy. The primary duties of the Audit Committee are to assist the Board by providing an independent view of the effectiveness of the financial reporting process, risk management and internal control systems of the Group, to oversee the audit process, to develop and review policies and to perform other duties and responsibilities as assigned by the Board. The terms of reference of the Audit Committee have been published on the websites of the Company and the Stock Exchange.

董事將了解法律法規要求及本公司運營的最新動態，以促進其職責的履行。必要時亦會向董事提供培訓以確保其了解本集團業務及運營、上市規則以及適用法律及法規項下彼等的職責及義務。

### 董事保險

本公司已為董事安排有關法律訴訟的適當保險。

### 董事委員會

董事會下設五個委員會，包括審計委員會、薪酬與考核委員會、提名委員會、風險管理委員會及戰略委員會。

### 審計委員會

審計委員會由5名成員組成，即吳向能先生、梁漢文先生及王波先生(獨立非執行董事)以及李深華先生及羅振清先生(非執行董事)。吳向能先生為審計委員會主席，擁有會計專業資格。審計委員會的主要職責為協助董事會就本集團財務申報程序、風險管理及內部控制系統是否有效提供獨立意見、監察審核程序、制定及檢討政策以及履行董事會指派的其他職責。審計委員會職權範圍公佈於本公司及聯交所網站。

During the year ended 31 December 2022, the Audit Committee held 2 meetings. Details of the attendance of the members are as follows:

截至2022年12月31日止年度期間，審計委員會召開2次會議。成員出席詳情如下：

Name 姓名	Position 職位	Meetings attended/ Number of meetings during the tenure of office 出席次數/ 任期內會議次數	Attendance rate 出席率
Mr. Wu Xiangneng 吳向能先生	Independent non-executive Director 獨立非執行董事	2/2	100%
Mr. Leung Hon Man 梁漢文先生	Independent non-executive Director 獨立非執行董事	2/2	100%
Mr. Wang Bo 王波先生	Independent non-executive Director 獨立非執行董事	2/2	100%
Mr. Li Shenhua 李深華先生	Non-executive Director 非執行董事	2/2	100%
Mr. Luo Zhenqing (retired on 5 June 2021 and re-appointed on 28 March 2022) 羅振清先生 (於2021年6月5日退任及2022年3月28日獲重新委任)	Non-executive Director 非執行董事	2/2	100%

During the year ended 31 December 2022, the Audit Committee reviewed the accounting principles, policies adopted by the Group and the risk management and internal control systems of the Group, reviewed the Group's interim and annual results, and discussed the Group's financial reporting matters with the management. The Audit Committee has met with the auditor of the Company in the absence of management of the Company.

截至2022年12月31日止年度期間，本公司審計委員會已檢討本集團採納的會計原則、政策及本集團的風險管理及內部控制系統，已審閱本集團的中期和年度業績，並與管理層商討本集團的財務報告事宜。審計委員會曾在無本公司管理層出席的情況下會見本公司核數師。

During the period after 31 December 2022 and up to the date of this Corporate Governance Report, the Audit Committee held 1 meeting. During such meeting, the Audit Committee reviewed with the management and the Company's auditor, KPMG, the accounting principles and practices adopted by the Group and discussed internal control and financial reporting matters including the audit of the consolidated financial statements for the year ended 31 December 2022 as set out in this annual report.

The Audit Committee is of the view that the financial statements for the year ended 31 December 2022 have been prepared in accordance with the applicable accounting standards and requirements and all the relevant and required disclosures are adequate.

## REMUNERATION AND APPRAISAL COMMITTEE

The Remuneration and Appraisal Committee consists of five members, being Mr. Leung Hon Man, Mr. Wu Xiangneng and Mr. Wang Bo, who are independent non-executive Directors and Mr. Luo Zhenqing and Mr. Ou Weiming, who are non-executive Directors. The Remuneration and Appraisal Committee is chaired by Mr. Leung Hon Man, an independent non-executive Director. The primary duties of the Remuneration and Appraisal Committee include but are not limited to (i) making recommendations to the Directors regarding the Group's policy and structure for the remuneration of all the Directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policies; (ii) making recommendations to the Board on the remuneration packages of the Directors and senior management; and (iii) reviewing and approving the management's remuneration proposals with reference to the Board's corporate goals and objectives. The terms of reference of the Remuneration and Appraisal Committee have been published on the websites of the Company and the Stock Exchange.

於2022年12月31日後至本企業管治報告日期之期間，審計委員會已召開1次會議。是次會議期間，審計委員會與管理層及本公司核數師畢馬威會計師事務所審閱本集團採納的會計原則及慣例，並討論內部控制及財務報告事宜（包括審核載列於本年報內的截至2022年12月31日止年度綜合財務報表）。

審計委員會認為，截至2022年12月31日止年度的財務報表的編製符合適用的會計準則及規定，且所有相關及規定披露充分。

## 薪酬與考核委員會

薪酬與考核委員會包括5名成員，即獨立非執行董事梁漢文先生、吳向能先生及王波先生及非執行董事羅振清先生及歐偉明先生。薪酬與考核委員會由獨立非執行董事梁漢文先生擔任主席。薪酬與考核委員會的主要職責包括（但不限於）：(i)就本集團全體董事及高級管理層的薪酬政策及架構以及設立正規而透明的程序制定薪酬政策，向董事會提供建議；(ii)就董事及高級管理層的薪酬待遇向董事會提供建議；及(iii)參照董事會的企業目標與目的檢討及審批管理層的薪酬建議。薪酬與考核委員會職權範圍公佈於本公司及聯交所網站。



During the year ended 31 December 2022, the Remuneration and Appraisal Committee held 1 meeting. Details of the attendance of the members are as follows:

截至2022年12月31日止年度期間，薪酬與考核委員會召開1次會議。成員出席詳情如下：

Name 姓名	Position 職位	Meetings attended/ Number of meetings during the tenure of office 出席次數／ 任期內會議次數	Attendance rate 出席率
Mr. Leung Hon Man 梁漢文先生	Independent non-executive Director 獨立非執行董事	1/1	100%
Mr. Wu Xiangneng 吳向能先生	Independent non-executive Director 獨立非執行董事	1/1	100%
Mr. Wang Bo 王波先生	Independent non-executive Director 獨立非執行董事	1/1	100%
Mr. Luo Zhenqing (retired on 5 June 2021 and re-appointed on 28 March 2022) 羅振清先生 (於2021年6月5日退任及2022年3月28日獲重新委任)	Non-executive Director 非執行董事	1/1	100%
Mr. Ou Weiming 歐偉明先生	Non-executive Director 非執行董事	1/1	100%

During the year ended 31 December 2022, the Remuneration and Appraisal Committee, under the leadership of the Board, proactively carried out work in accordance with relevant provisions under the Articles of Association and the terms of reference of the Remuneration and Appraisal Committee. It approved the performance of the Directors and evaluated the terms of the executive Directors' service contracts. It examined the performance assessment mechanism and remuneration distribution plan for Directors and senior management through study and examination of the Company's remuneration distribution system, and proposed advisory opinions on relevant circumstances and problems in the execution of remuneration management of the Company. At the same time, the remuneration of Directors is determined according to the completion of business objectives, the results of Directors' performance evaluation and reference to the remuneration levels of related positions of similar companies in the market. The committee practically fulfilled its obligations of due diligence, ensured the Board's effective control and supervision over the Company's operation and management and safeguarded the interests of all Shareholders and the Company as a whole.

Remuneration of the senior management for the year ended 31 December 2022 by band is as follows:

截至2022年12月31日止年度，薪酬與考核委員會在董事會領導下，按照《公司章程》、薪酬與考核委員會職權範圍中有關規定積極開展各項工作，其已批准董事的表現情況和評估執行董事服務合同條款，通過研究和審查本公司薪酬分配體系，對董事及高級管理人員的績效考核機制、薪酬分配方案進行審查，並對本公司薪酬管理執行過程中的相關情況和問題提出建議性意見等，同時根據經營目標完成情況、董事績效考核評估結果以及參考市場上同類企業相關崗位的薪酬水平釐定董事薪酬。委員會切實履行了勤勉盡責義務，確保了董事會對本公司經營管理的有效控制和監督，維護了全體股東及本公司的整體利益。

截至2022年12月31日止年度按薪酬等級劃分的高級管理人員薪酬如下：

Remuneration range 薪酬範圍 (RMB) (人民幣)		Number of people 人數
Above 1,000,000	1,000,000以上	4
600,000 to 1,000,000	600,000至1,000,000	1
Below 600,000	600,000或以下	1

## NOMINATION COMMITTEE

The Nomination Committee consists of five members, being Mr. Wu Liejin, who is an executive Director, Mr. Zhao Wei, who is a non-executive Director and Mr. Wu Xiangneng, Mr. Leung Hon Man and Mr. Wang Bo, who are independent non-executive Directors. The Nomination Committee is chaired by Mr. Wu Liejin, an executive Director and the Chairman. The primary function of the Nomination Committee is to (a) review the structure, size and composition (including the age, gender, race, language, cultural background, educational background, skills, knowledge, industry experience, professional experience, length of service and diversity of perspectives) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy; (b) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorship after consideration of the Company's board diversity policy (the "**Board Diversity Policy**"); (c) assess the independence of the independent non-executive Directors; and (d) make recommendations to the Board on the appointment or reappointment of Directors and succession planning for Directors, in particular the Chairman and the chief executive. The terms of reference of the Nomination Committee have been published on the websites of the Company and the Stock Exchange. For internal policies, processes and criteria of nomination, please refer to the terms of reference of the Nomination Committee.

## 提名委員會

提名委員會由五名成員組成，即執行董事吳列進先生、非執行董事趙偉先生及獨立非執行董事吳向能先生、梁漢文先生及王波先生。提名委員會由執行董事兼主席吳列進先生擔任主席。提名委員會的主要職責為：(a)至少每年檢討董事會的架構、人數及組成(包括年齡、性別、種族、語言、文化背景、教育背景、技能、知識、行業經驗、專業經驗、服務年期及多元化方面)並就任何為配合本公司的企業策略而擬對董事會作出的變動提出建議；(b)經考慮本公司的董事會多元化政策(「**董事會多元化政策**」)，物色具備合適資格可擔任董事的人士，並挑選提名有關部門人士出任董事或就此向董事會提供意見；(c)評核獨立非執行董事的獨立性；及(d)就董事委任或重新委任以及董事(尤其是董事長及行政總裁)繼任計劃向董事會提出建議。提名委員會職權範圍公佈於本公司及聯交所網站。關於提名的內部政策、流程及標準，請參閱提名委員會職權範圍。

During the year ended 31 December 2022, the Nomination Committee held 1 meeting. Details of the attendance of the members are as follows:

截至2022年12月31日止年度期間，提名委員會召開1次會議。成員出席詳情如下：

Name 姓名	Position 職位	Meetings attended/ Number of meetings during the tenure of office 出席次數/ 任期內會議次數	Attendance rate 出席率
Mr. Wu Liejin 吳列進先生	Executive Director, Chairman and President 執行董事、主席兼總裁	1/1	100%
Mr. Wu Xiangneng 吳向能先生	Independent non-executive Director 獨立非執行董事	1/1	100%
Mr. Leung Hon Man 梁漢文先生	Independent non-executive Director 獨立非執行董事	1/1	100%
Mr. Wang Bo 王波先生	Independent non-executive Director 獨立非執行董事	1/1	100%
Mr. Zhao Wei 趙偉先生	Non-executive Director 非執行董事	1/1	100%

During the year ended 31 December 2022, the Nomination Committee reviewed the size, structure and composition of the Board, made recommendations to the Board on the appointment and succession planning of Directors and reviewed the independence and appropriateness of the independent non-executive Directors.

於截至2022年12月31日止年度，提名委員會檢討董事會的人數、架構及組成，就董事的委任及繼任計劃向董事會提出建議及檢討及評核獨立非執行董事的獨立性及適當性。

During the period after 31 December 2022 and up to the date of this Corporate Governance Report, the Nomination Committee held 1 meeting. During such meeting, the structure, size and composition of this session of the Board have been reviewed; and the independence of independent non-executive Directors has been assessed.

於2022年12月31日後直至本企業管治報告日期期間，提名委員會召開1次會議。是次會議期間，已檢討本次董事會的架構、人數及組成；以及評核獨立非執行董事的獨立性。

## Nomination Policy

The Nomination Committee identifies and selects persons who are qualified to serve as directors, and provides recommendation to the Board on this matter. If the Board intends to submit a proposal to appoint a person as a Director at a general meeting, the reasons for appointing that person shall be stated.

## Board Diversity Policy

During the year ended 31 December 2022, the following measurable objectives (the “**Measurable Objectives**”) for the purpose of implementation of the Board Diversity Policy were adopted:

- (A) at least 40% of the members of the Board shall be non-executive Directors or independent non-executive Directors;
- (B) at least 65% of the members of the Board shall have attained bachelor’s degree or above;
- (C) at least 30% of the members of the Board shall have obtained accounting or other professional qualifications;
- (D) at least 75% of the members of the Board shall have more than seven years of experience in the industry he is specialised in; and
- (E) at least 50% of the members of the Board shall have China-related working experience.

During the year ended 31 December 2022, the Nomination Committee examined the structure, number of members and composition of the Board and considered the Measurable Objectives set out above for the purpose of implementation of the Board Diversity Policy were achieved.

In order to better meet the requirements of the Board Diversity Policy, new Measurable Objective will be introduced as soon as practicable that at least one female Director shall be introduced on or before the date of expiry of the fifth session of the Board, which is expected to be on 6 June 2024.

## 提名政策

提名委員會物色並選擇有資格擔任董事的人士，並就此向董事會提出意見。若董事會擬於股東大會呈交選任某人士為董事的議案，須列明聘任該人士的理由。

## 董事會多元化政策

於截至2022年12月31日止年度，就實施董事會多元化政策而言，乃採納以下可計量目標（「**可計量目標**」）：

- (A) 至少40%董事會成員須為非執行董事或獨立非執行董事；
- (B) 至少65%董事會成員須獲得學士或以上學位；
- (C) 至少30%董事會成員須獲得會計或其他專業資格；
- (D) 至少75%董事會成員須於其專攻行業內擁有七年以上經驗；及
- (E) 至少50%董事會成員須擁有中國相關工作經驗。

截至2022年12月31日止年度，提名委員會已審查董事會的架構、成員人數及其構成並考慮上文所載就實施董事會多元化政策而言的可計量目標得以實現。

為更符合董事會多元化政策要求，將於實際可行情況下盡快制定新的可計量目標，即於第五屆董事會換屆日期（預計為2024年6月6日）或之前引進至少一名女性董事。

The Nomination Committee was aware that as at the date of this annual report, the Board was entirely comprised of males and two among the six senior management of the Company are females. Having considered the particulars of the Directors, including the newly appointed non-executive Directors, the Nomination Committee was of the view that the Board has achieved the objective of current Board Diversity Policy. For the newly appointed non-executive Directors in 2022, Mr. Luo Zhenqing is an accountant and has over 27 years of experience in state-owned assets and enterprise management, the Nomination Committee considered that Mr. Luo demonstrated extensive corporate management and finance skills and would be able to assist the Group in its operation and management after becoming a new Director.

The Nomination Committee is well aware of the requirements of gender diversity of the Board under the Listing Rules. It will make recommendation to the Board on proposed revision of the Measurable Objectives of the Board Diversity Policy as soon as practicable and at least one female Director will be introduced on or before the date of expiry of the fifth session of the Board, which is expected to be on 6 June 2024.

## RISK MANAGEMENT COMMITTEE

The Risk Management Committee consists of five members, being Mr. Zhang Minming and Mr. Li Shenhua, who are non-executive Directors, Mr. Wu Liejin, who is an executive Director and Mr. Wu Xiangneng and Mr. Wang Bo, who are independent non-executive Directors. The Risk Management Committee is chaired by Mr. Zhang Minming, a non-executive Director. The primary duties of the Risk Management Committee include but are not limited to (i) identifying and managing all of the material risks, including credit risks, operational risks, liquidity risks, market risks, legal and compliance risks and reputation risks, that the Company may encounter in its business operations; (ii) determining important management strategies and policies with respect to risk management; (iii) establishing and improving credit evaluation standards and risk management measures and procedures; and (iv) coordinating with the relevant commercial banks and financial institutes relating to risk sharing. The terms of reference of the Risk Management Committee have been published on the websites of the Company and the Stock Exchange.

提名委員會知悉於本年報日期，董事會全由男性組成，而本公司六名高級管理層中有兩名女性。經審閱各董事，包括新任非執行董事的履歷，提名委員會認為董事會已實現達到目前的董事會多元化政策的目標。就2022年新任的非執行董事而言，羅振清先生為會計師，在管理國有資產及企業方面擁有逾27年經驗，提名委員會認為羅先生擁有豐富的企業管理及財務技能，成為新任董事後，可協助本集團經營管理。

提名委員會深知上市規則對董事會性別多元化的要求。董事會將在切實可行情況下盡快就董事會多元化政策可計量目標的建議修訂向董事會提出建議，並在第五屆董事會換屆日期(預計為2024年6月6日)或之前引入至少一名女性董事。

## 風險管理委員會

風險管理委員會由五名成員組成，分別為非執行董事張敏明先生及李深華先生、執行董事吳列進先生及獨立非執行董事吳向能先生及王波先生。非執行董事張敏明先生為風險管理委員會主席。風險管理委員會的主要職責包括但不限於(i)檢測及管理本公司業務營運可能遇上的所有重大風險，包括信貸風險、操作風險、流動資金風險、市場風險、法律及合規風險以及聲譽風險；(ii)就風險管理釐定重要的管理戰略及政策；(iii)制定及改進信貸評估標準以及風險管理措施及程序；及(iv)就分擔風險與相關商業銀行及金融機構協調。風險管理委員會職權範圍公佈於本公司及聯交所網站。

During the year ended 31 December 2022, the Risk Management Committee held 1 meeting. The details of the attendance of the members are as follows:

截至2022年12月31日止年度期間，風險管理委員會召開1次會議。成員出席詳情如下：

Name 姓名	Position 職位	Meetings attended/ Number of meetings during the tenure of office 出席次數／ 任期內會議次數	Attendance rate 出席率
Mr. Zhang Minming 張敏明先生	Non-executive Director 非執行董事	1/1	100%
Mr. Wu Liejin 吳列進先生	Executive Director, Chairman and President 執行董事、主席兼總裁	1/1	100%
Mr. Li Shenhua 李深華先生	Non-executive Director 非執行董事	1/1	100%
Mr. Wu Xiangneng 吳向能先生	Independent non-executive Director 獨立非執行董事	1/1	100%
Mr. Wang Bo 王波先生	Independent non-executive Director 獨立非執行董事	1/1	100%

During the year ended 31 December 2022, the Risk Management Committee earnestly reviewed the Company's risk management work plan, urged the Company's various business operations to strictly execute the Group's risk management system, and proposed instructional opinions on the problems identified in internal audit. In 2022, the Risk Management Committee fulfilled its duties in compliance with the professional standards of independence, objectiveness and fairness, and completed relevant work in a better way.

### STRATEGY COMMITTEE

The Strategy Committee consists of five members, being Mr. Wu Liejin, who is an executive Director, Mr. Zhang Minming, Mr. Zhao Wei and Mr. Ou Weiming, who are non-executive Directors and Mr. Wang Bo, who is an independent non-executive Director. The Strategy Committee is chaired by Mr. Wu Liejin, an executive Director and the Chairman. The primary duties of the Strategy Committee include but are not limited to (i) studying and advising on long-term development strategy; (ii) studying and advising on material investment plans and capital operation plans subject to the approval of Board as required by the Articles of Association; (iii) studying and advising on other material matters that may impact on company development; (iv) assessing and inspecting the implementation of the above issues; and (v) handling other matters as authorised by the Board. The terms of reference of the Strategy Committee have been published on the websites of the Company and the Stock Exchange.

截至2022年12月31日止年度期間，風險管理委員會認真審閱了本公司的風險管理工作計劃，督促本公司各種業務營運嚴格按照集團的風險管理制度執行，並對內部審計出現的問題提出了指導性意見。2022年風險管理委員會各委員恪盡職守、遵循獨立、客觀、公正的職業準則，較好地完成了風險管理委員會相關工作。

### 戰略委員會

戰略委員會由五名成員組成，分別為執行董事吳列進先生、非執行董事張敏明先生、趙偉先生及歐偉明先生及獨立非執行董事王波先生。執行董事兼主席吳列進先生為戰略委員會主席。戰略委員會主要職責包括但不限於(i)研究長期發展戰略並就此提供意見；(ii)研究重大投資計劃及資本營運計劃並就此提供意見，以供董事會按照公司章程之規定審批；(iii)研究可能影響公司發展的其他重大事宜並就此提供意見；(iv)評核及檢視上述事宜的實施；及(v)處理董事會授權之其他事宜。戰略委員會職權範圍公佈於本公司及聯交所網站。



During the year ended 31 December 2022, the Strategy Committee held 1 meeting. Details of the attendance of the members are as follows:

截至2022年12月31日止年度期間，戰略委員會召開1次會議。成員出席詳情如下：

Name 姓名	Position 職位	Meetings attended/ Number of meetings during the tenure of office 出席次數/ 任期內會議次數	Attendance rate 出席率
Mr. Wu Liejin 吳列進先生	Executive Director, Chairman and President 執行董事、主席兼總裁	1/1	100%
Mr. Zhang Minming 張敏明先生	Non-executive Director 非執行董事	1/1	100%
Mr. Zhao Wei 趙偉先生	Non-executive Director 非執行董事	1/1	100%
Mr. Ou Weiming 歐偉明先生	Non-executive Director 非執行董事	1/1	100%
Mr. Wang Bo 王波先生	Independent non-executive Director 獨立非執行董事	1/1	100%

During the year ended 31 December 2022, the Strategy Committee proactively fulfilled its duties and conducted systematic study on and adjustment to strategic plan based on the industry environment and market situation in a prompt manner. In addition, given the actual conditions of the Company, the committee put forward reasonable suggestions on adjustments to the implementation of development strategy. Relevant strategic suggestions gave rise to satisfactory effects upon implementation by the management.

### DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING IN RESPECT OF FINANCIAL STATEMENTS

The Directors acknowledged their responsibilities for preparing the financial statements of the Company for the year ended 31 December 2022, which give a true and fair view of the financial position of the Company and the Group and of the Group's results and cash flows.

The senior management had provided to the Board such explanation and information as were necessary to enable the Board to carry out an informed assessment of the Company's financial statements, which were put to the Board for approval. The Company provides all members of the Board with annual updates on the Company's performance, positions and prospects.

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

The statement by the auditor of the Company regarding their reporting responsibilities on the consolidated financial statements of the Company is set out in the section headed "Independent Auditor's Report" in this annual report.

截至2022年12月31日止年度期間，戰略委員會積極履行職責，及時根據本公司所處的行業環境、市場形勢進行了較為系統的戰略規劃研究和調整，並根據本公司的實際情況，對發展戰略的實施提出了合理的調整建議，相關戰略建議在得到管理層落實後，均取得了較為滿意的實施效果。

### 董事有關財務報表進行財務申報的責任

董事確認彼等負責編製截至2022年12月31日止年度本公司財務報表，以真實及公允反映本公司及本集團的財務狀況以及本集團的業績及現金流量。

高級管理層已向董事會提供必要的闡釋及數據，以便董事會對已提呈其批准的本公司財務報表作出知情評估。本公司已向董事會全體成員提供有關本公司表現、狀況及前景的每年更新資料。

董事並不知悉與可能對本集團持續經營構成重大疑問的事件或狀況有關的任何重大不確定因素。

本公司核數師就彼等有關本公司綜合財務報表的申報責任作出的聲明載於本年報「獨立核數師報告」一節。

## INDEPENDENCE

We have a strong element of independence on the Board, providing independent and objective oversight on strategic issues and performance matters. During the year ended 31 December 2022, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors with at least one independent non-executive Director possessing appropriate professional qualifications, or accounting or related financial management expertise, and appointed independent non-executive Directors representing at least one-third of the Board. The Audit Committee and the Remuneration and Appraisal Committee are each chaired by an independent non-executive Director. All independent non-executive Directors have devoted sufficient time in addressing the Company's business and affairs and provided independent judgments.

In addition, the Company has received from the independent non-executive Directors a confirmation of their independence for the year ended 31 December 2022 pursuant to Rule 3.13 of the Listing Rules, and considered them to be independent. The Nomination Committee and the Board have reviewed the implementation and the effectiveness of the board independence mechanism and considered it to be effective.

## COMPLIANCE WITH MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as the code of practice for carrying out securities transactions by the Directors and Supervisors. Having made specific enquiry with the Directors and Supervisors, they have confirmed their compliance with the relevant standards stipulated in the Model Code during the year ended 31 December 2022.

The Company has also established a written guideline no less exacting than the Model Code for Securities Transactions by relevant employees (including any employee of the Company or Director or employee of a subsidiary who, because of his office or employment in the Company or a subsidiary, is likely to possess inside information in relation to the securities of the Company). During the year ended 31 December 2022, no incidence of non-compliance was noted by the Company.

## 獨立性

我們的董事會有很強的獨立性，對策略問題及業績事項提供獨立客觀監督。截至2022年12月31日止年度，董事會一直符合上市規則有關委任至少三名獨立非執行董事的規定，其中至少有一名獨立非執行董事擁有適當的專業資格，或會計或相關財務管理專業知識，而獲委任的獨立非執行董事至少佔董事會成員三分之一。審計委員會及薪酬與考核委員會各自由一名獨立非執行董事擔任主席。所有獨立非執行董事均已投入足夠時間處理本公司的業務及事務，並作出獨立判斷。

此外，本公司已接獲獨立非執行董事根據上市規則第3.13條提交的截至2022年12月31日止年度的獨立性確認書，並認為彼等均屬獨立。提名委員會及董事會已審查董事會獨立性機制的實施及有效性，並認為該機制有效。

## 證券交易應遵守標準守則

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則(「標準守則」)以規管董事及監事進行證券交易。經向董事及監事作出具體查詢後，董事及監事確認，已於截至2022年12月31日止年度期間遵守標準守則的條文。

本公司亦已制定一份不遜於標準守則的有關僱員(包括本公司任何僱員、或子公司的任何董事或僱員，彼等可能因在本公司或子公司的職務或工作而掌握與本公司證券有關的內幕消息)進行證券交易的書面指引。截至2022年12月31日止年度期間，本公司並無知悉任何違規事件。

## JOINT COMPANY SECRETARIES

Mr. Zheng Zhengqiang tendered his resignation as a joint company secretary of the Company with effect from 14 October 2022 in accordance with the work arrangement of the Company. Mr. Zheng confirmed that he has no disagreement with the Board and there were no other matters regarding his resignation that need to be brought to the attention of the Shareholders or the Stock Exchange.

To maintain good corporate governance practices and compliance with the Listing Rules and applicable laws, the Company has appointed Mr. Ou Weiming, who is also a non-executive director of the Company, as a joint company secretary of the Company with effect from 14 October 2022 while Mr. Lau Kwok Yin will continue to be the other joint company secretary of the Company. Mr. Lau Kwok Yin, as an external service provider, assists Mr. Ou Weiming, who is the primary corporate contact person of Mr. Lau at the Company, in performing his duties as company secretary of the Company. Each of Mr. Ou Weiming and Mr. Lau Kwok Yin has confirmed that he received not less than 15 hours of relevant professional training during the year ended 31 December 2022.

**Mr. Ou Weiming (歐偉明)**, aged 56, was appointed as the joint company secretary of the Company on 14 October 2022. For details of the biography of Mr. Ou, please refer to the section "Directors, Supervisors and Senior Management" in this annual report.

**Mr. Lau Kwok Yin (劉國賢)**, aged 37, was appointed as the joint company secretary of the Company on 30 May 2018. Mr. Lau is an assistant vice president of SWCS Corporate Services Group (Hong Kong) Limited. He has over 13 years of experience in corporate secretarial services, finance and banking operations. He holds a bachelor's degree in business administration (accounting and finance) from The University of Hong Kong, and is a member of the Hong Kong Institute of Certified Public Accountants, a Chartered Financial Analyst charterholder, and a fellow of each of The Chartered Governance Institute and The Hong Kong Chartered Governance Institute.

## 聯席公司秘書

鄭正強先生因本公司的工作安排而辭任本公司聯席公司秘書，自2022年10月14日起生效。鄭先生已確認彼與董事會於任何其他方面並無分歧，亦無有關其辭任的任何事宜須提請股東及聯交所垂注。

為維持良好的企業管治並確保符合上市規則及適用法律，本公司委聘歐偉明先生（亦為本公司非執行董事）擔任本公司聯席公司秘書，自2022年10月14日起生效，而劉國賢先生仍將繼續擔任另一位本公司聯席公司秘書。劉國賢先生（作為外部服務提供商）協助歐偉明先生履行彼作為本公司的公司秘書的職責。劉先生於本公司的主要聯繫人為歐偉明先生。歐偉明先生及劉國賢先生已各自確認截至2022年12月31日止年度期間接受不少於15小時的相關專業培訓。

**歐偉明先生**，56歲，於2022年10月14日獲任命為本公司聯席公司秘書。有關歐先生的履歷詳情，請參閱本年報的「董事、監事及高級管理層」一節。

**劉國賢先生**，37歲，於2018年5月30日獲委任為本公司的聯席公司秘書。劉先生為方圓企業服務集團（香港）有限公司的副總監。其在公司秘書服務、金融及銀行業務方面擁有逾13年的經驗。其持有香港大學工商管理學（會計及財務）學士學位，為香港會計師公會會員、特許財務分析師特許持有人及特許公司治理公會及香港公司治理公會的資深會士。

## RISK MANAGEMENT AND INTERNAL CONTROLS

The Board understands that it is the Board's responsibility to evaluate the risks of the Company and implement the Company's strategic objectives through established, appropriate and effective risk management and internal control systems. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Board shall have the decision on all operation matters and is committed to establishing and improving the internal control system. It shall also supervise the implementation of the internal control system to safeguard the investment of the Shareholders and the assets of the Group. The Company has, amongst others, (i) strengthened the implementation of its accounting policies by all of the relevant department and has appointed one of the independent non-executive Directors, namely Mr. Leung Hon Man, to further enhance the financial and accounting functions of the Group; and (ii) established a specific internal control supervision team to regularly monitor and perform sample checking on a monthly basis to ensure appropriate actions are taken on risks affecting the Group's business, operations and ESG related issues and to make sure proper and continuous implementation of internal control procedures. The internal control supervision team will also report its findings and results to the responsible senior management and the Audit Committee on a regular basis.

In addition, to further enhance the degree of enforcement of the internal control measures, the Group has strengthened (i) the internal policy which escalates the level of disciplinary action against those employees who have failed to strictly observe the respective internal control measures; and (ii) the double checking and review arrangements of the respective internal control measures. Training has also been provided and will continue to be provided to the Group's employees to increase their awareness of the Group's internal control policies and ensure compliance with the same.

## 風險管理及內部控制

董事會知悉，董事會負責評估本公司風險，以及通過既定的、合適及有效的風險管理及內部控制系統實施本公司的戰略目標。該類系統專為管理而非消除無法實現業務目標的風險而設，及對能夠避免出現重大失實陳述或損失提供合理而並非絕對的保證。

董事會有權決定所有運營事宜，並致力建立及完善內部控制系統。董事會亦會監督內部控制系統的實施，以保障股東的投資及本集團的資產。本公司已(其中包括)(i)加強所有相關部門的會計政策實施，並委任其中一位獨立非執行董事梁漢文先生進一步提升本集團的財務及會計職能；及(ii)成立特定內部控制監察團隊，以定期監控及進行每月抽樣檢查，以確保就影響本集團業務、營運，以及環境、社會及管治相關議題的風險採取適當行動以確保內部控制程序適當及持續實施。內部控制監察團隊亦將向負責的高級管理層及審計委員會定期匯報其數據及結果。

此外，為進一步改善強制實施我們的內部控制措施的程度，本集團已加強(i)對未有嚴格遵行相關內部控制措施的僱員的日後紀律行動程度升級的內部政策；及(ii)重覆檢查及檢討相關內部控制措施的安排。本公司亦向本集團僱員提供及將持續提供培訓，以提高彼等對本集團內部控制政策的意識，並確保遵守該等內部控制政策。

The Group endeavours to strengthen the risk prevention and internal control capabilities. The Audit Committee continues to review and evaluate the effectiveness of the risk management and internal control systems of the Group and to report the findings to the Board. The Board continues to review and evaluate the risk management and internal control systems at least once a year covering the previous financial year to ensure that no material internal control loophole exists and to ensure the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting, internal audit, financial reporting functions, as well as those relating to the our ESG performance and reporting. During the year ended 31 December 2022, the Risk Management Committee has reviewed the risk management and control systems of the Group and considered them effective and adequate. The risk management and internal control procedures mentioned above were effectively implemented by the Company.

The Board has considered and endorsed the Risk Management Committee's assessment of the effectiveness of risk management and controls systems of the Group. During the year ended 31 December 2022, the management considered that there were no significant changes in the Group's business and there was no area of concern identified which might materially affect the operational, financial reporting and compliance controls of the Group, and that the existing risk management and internal control systems remain effective and adequate.

## INTERNAL AUDIT

The Group has an internal audit function. The primary role of the internal audit function is to help the Board and the senior management of the Group to protect the assets, reputation and sustainability of the Group. The internal audit function provides independent and objective assurance as to whether the design and operational effectiveness of the Group's framework of risk management, control and governance processes, as designed and represented by the Company's management, is adequate. The internal audit function of the Group is independent of the risk management and internal control systems of the Group.

Results of audit work together with an assessment of the overall risk management and control framework are reported to the Audit Committee as appropriate. The internal audit function also reviews annually the Company's management's action plans in relation to audit findings and verifies the adequacy and effectiveness of the mitigating controls before formally closing the issue.

本集團致力於增強風險預防及內部控制能力。審計委員會繼續檢討及評估本集團風險管理及內部控制系統的有效性，並向董事會報告結果。董事會亦繼續每年至少對上一財政年度的風險管理及內部控制系統進行一次審查及評估，以確保不存在重大內部控制漏洞並確保本集團會計、內部審計及財務申報職能以及與我們的環境、社會及管治表現及報告有關的資源、員工資歷及經驗、培訓計劃及預算充足。截至2022年12月31日止年度，風險管理委員會已檢討本集團的風險管理及控制系統，並認為該等系統有效且充分。本公司已有效實施上文所述風險管理及內部控制程序。

董事會已考慮及認可風險管理委員會對本集團風險管理及監控系統有效性的評估。截至2022年12月31日止年度，管理層認為本集團業務並無重大變動且並無發現可能對本集團營運、財務報告及合規監控產生重大影響的關注領域，且現有風險管理及內部監控系統仍然有效及充足。

## 內部審核

本集團設有內部審核部。內部審核部的主要責任為協助董事會及本集團高級管理層保護本集團資產、聲譽及可持續性。內部審核部對本公司管理層所制訂及提呈的本集團風險管理、控制及管治程序框架在設計及運行方面是否足夠有效提供獨立、客觀的確認。本集團內部審核部獨立於本集團風險管理及內部控制系統。

審核工作結果連同整體風險管理及控制框架評估適時向審計委員會匯報。在正式確認問題整改完成前，內部審核部亦每年審閱本公司管理層就審核發現提出的整改計劃並核實相關整改措施的充分性和有效性。

## INFORMATION DISCLOSURE

The Company discloses information in compliance with the Listing Rules and other applicable laws, and publishes periodic reports and announcements to the public in accordance with relevant laws and regulations. The Company has formulated and implemented the Information Disclosure Rules which set out, among others, the reporting procedures for handling and dissemination of inside information. The secretary to the Board is in charge of matters in relation to information disclosure of the Company, urging the Company to formulate and exercise information disclosure rules and internal reporting rules for material information, and procuring the Company and relevant parties to discharge their duties of information disclosure in compliance with the laws. The Board acts as the special organ in charge of information disclosure of the Company while the secretary to the Board and the personnel of the Board office are responsible for information disclosure of the Company. The Company confirms that relevant personnel have complied with the requirements of Information Disclosure Rules during the year ended 31 December 2022.

## AUDITOR'S REMUNERATION

For the year ended 31 December 2022, the total remuneration paid or payable to the Company's auditor, KPMG, for audit and audit related services amounted to a total of RMB2.8625 million. There were no non-audit related services provided by KPMG during 2022.

An analysis on the remuneration paid or payable to KPMG for the provision of annual auditing services is as follows:

## 信息披露

本公司根據上市規則及其他適用法規披露資料，並根據有關法律法規向公眾刊發定期報告及公告。本公司已制定並實施了《信息披露制度》，其中規定了對內幕消息的處理及發佈的報告程序。董事會秘書負責處理本公司信息披露事務，督促本公司制定並執行信息披露管理制度和重大信息的內部報告制度，促使本公司和相關當事人依法履行信息披露義務。董事會是負責本公司信息披露工作的專門機構，董事會秘書和董事會辦公室人員是負責本公司信息披露的工作人員。本公司確認相關人員截至2022年12月31日止年度期間均已遵守《信息披露制度》的要求。

## 核數師酬金

截至2022年12月31日止年度，就審核及審核相關服務已付或應付本公司核數師畢馬威會計師事務所的薪酬總計達人民幣2.8625百萬元。於2022年，畢馬威會計師事務所並無提供非審核相關服務。

就畢馬威會計師事務所提供年度審核服務已付或應付的薪酬分析如下：

Services by the Auditors 核數師提供的服務		Amount 金額 (RMB) (人民幣)
Annual auditing services:	年度審核服務：	
2022 interim reviewing service	2022年中期審閱服務	682,500
2022 annual auditing service	2022年年度審計服務	2,180,000
Total	總計	2,862,500

**GENERAL MEETINGS**

During the year ended 31 December 2022, the Company held five general meetings. The details of the attendance of the Directors are as follows:

**股東大會**

截至2022年12月31日止年度期間，本公司召開五次股東大會，董事出席詳情如下：

Name	Position	Meetings attended/ Number of meetings during the tenure of office	Attendance rate
姓名	職位	出席次數/ 任期內會議次數	出席率
Mr. Wu Liejin 吳列進先生	Executive Director, Chairman and President 執行董事、主席兼總裁	5/5	100%
Mr. Zhang Minming 張敏明先生	Non-executive Director 非執行董事	5/5	100%
Mr. Li Shenhua 李深華先生	Non-executive Director 非執行董事	5/5	100%
Mr. Luo Zhenqing (retired on 5 June 2021 and re-appointed on 13 January 2022) 羅振清先生 (於2021年6月5日退任及2022年1月13日獲重新委任)	Non-executive Director 非執行董事	4/4	100%
Mr. Zhao Wei 趙偉先生	Non-executive Director 非執行董事	5/5	100%
Mr. Ou Weiming 歐偉明先生	Non-executive Director 非執行董事	5/5	100%
Mr. Wu Xiangneng 吳向能先生	Independent non-executive Director 獨立非執行董事	5/5	100%
Mr. Leung Hon Man 梁漢文先生	Independent non-executive Director 獨立非執行董事	5/5	100%
Mr. Wang Bo 王波先生	Independent non-executive Director 獨立非執行董事	5/5	100%



### Annual General Meeting, H Shareholders' Class Meeting and Domestic Shareholder's Class Meeting

The 2021 annual general meeting of the Company was held at the Training Room, 40th Floor, Block 1, Join-Share International Financing Center, No. 31 Fuhua Road, Dongping Community, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC on 22 June 2022 at 3:00 p.m. (the "2021 AGM").

At the 2021 AGM, the following resolutions were considered and passed by way of poll by Shareholders and their proxies. The poll results are set out as follows:

### 股東週年大會、H股類別股東大會及內資股類別股東大會

本公司2021年度股東週年大會於2022年6月22日下午三時正假座中國廣東省佛山市順德區樂從鎮東平社區富華路31號中盈盛達國際金融中心1棟40樓培訓室舉行(「2021年度股東週年大會」)。

於2021年度股東週年大會上，下列決議案已按股東及彼等委託代理人以投票表決方式審議通過，投票表決結果載列如下：

Ordinary Resolutions 普通決議案	Number of votes and percentage of the total voting shares at the 2021 AGM (%) 票數及佔2021年度股東週年大會上有表決權股份總數的百分比(%)		
	For 贊成	Against 反對	Abstain 棄權
1. To consider and approve the report of the Board for the year ended 31 December 2021 as set out in the 2021 annual report of the Company published on 28 April 2022 (the "2021 Annual Report"). 審議及批准本公司於2022年4月28日刊發的2021年年報(「2021年年報」)所載截至2021年12月31日止年度董事會報告。	1,188,389,041 (100.000000%)	0 (0.000000%)	0 —
2. To consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2021 as set out in the 2021 Annual Report. 審議及批准2021年年報所載截至2021年12月31日止年度本公司監事會報告。	1,188,389,041 (100.000000%)	0 (0.000000%)	0 —
3. To consider and approve the audited financial statements and the independent auditor's report of the Company for the year ended 31 December 2021 as set out in the 2021 Annual Report. 審議及批准2021年年報所載截至2021年12月31日止年度本公司經審核財務報表及獨立核數師報告。	1,188,389,041 (100.000000%)	0 (0.000000%)	0 —
4. To consider and approve the dividend distribution plan for the year ended 31 December 2021 as set out in the 2021 Annual Report. 審議及批准2021年年報所載截至2021年12月31日止年度股息分配方案。	1,188,389,041 (100.000000%)	0 (0.000000%)	0 —
5. To consider and approve the budget plan of the Group for the year ending 31 December 2022 as set out in the Notice. 審議及批准通告所載本集團截至2022年12月31日止年度的預算方案。	1,188,389,041 (100.000000%)	0 (0.000000%)	0 —
6. To consider and approve the reappointment of KPMG as the Company's auditor and to authorise the Board to fix its remuneration for the year ending 31 December 2022. 審議及批准續聘畢馬威會計師事務所為截至2022年12月31日止年度本公司核數師並授權董事會釐定其酬金。	1,188,389,041 (100.000000%)	0 (0.000000%)	0 —

A class meetings for the holders of the domestic shares of the Company (the “**Domestic Share(s)**”) was held on 22 June 2022, during which the following resolution was considered and passed by way of poll by the Domestic Shareholders and their proxies. The poll results are set out as follows:

已於2022年6月22日召開本公司內資股(「**內資股**」)類別股東大會，於會上已按內資股類別股東及彼等委託代理人以投票方式審議通過下列決議案，投票表決結果載列如下：

Special Resolution 特別決議案	Number of votes and percentage of total voting shares at the domestic Shareholders class meeting (%) 票數及佔內資股類別股東大會上有表決權股份總數的百分比(%)		
	For 贊成	Against 反對	Abstain 棄權
1. The change in use of proceeds from the Listing, the Investors Subscription and the Placing as detailed under the section headed “(2) CHANGE IN USE OF PROCEEDS” in the 2022 June Circular be and is hereby approved, confirmed and ratified. 批准、確認及追認2022年6月通函「(2)所得款項用途之變動」一節所述上市、投資者認購事項及配售事項的所得款項用途之變動。	989,247,041 (100.000000%)	0 (0.000000%)	0 —

A class meetings for the holders of the H shares of the Company (the “**H Share(s)**”) was held on 22 June 2022, during which the following resolution was considered and passed by way of poll by the H Shareholders and their proxies. The poll results are set out as follows:

已於2022年6月22日召開本公司H股(「**H股**」)類別股東大會，於會上已按H股類別股東及彼等委託代理人以投票方式審議通過下列決議案，投票表決結果載列如下：

Special Resolution 特別決議案	Number of votes and percentage of total voting shares at the H Shareholders class meeting (%) 票數及佔H股類別股東大會上有表決權股份總數的百分比(%)		
	For 贊成	Against 反對	Abstain 棄權
1. The change in use of proceeds from the Listing, the Investors Subscription and the Placing as detailed under the section headed “(2) CHANGE IN USE OF PROCEEDS” in the 2022 June Circular be and is hereby approved, confirmed and ratified. 批准、確認及追認2022年6月通函「(2)所得款項用途之變動」一節所述上市、投資者認購事項及配售事項的所得款項用途之變動。	199,142,000 (100.000000%)	0 (0.000000%)	0 —

## Extraordinary General Meetings

An extraordinary general meeting was held on 13 January 2022 (the "1st EGM").

At the 1st EGM, the following resolutions were considered and passed by way of poll by Shareholders and their proxies. The poll results are set out as follows:

## 臨時股東大會

臨時股東大會(「第一次臨時股東大會」)於2022年1月13日舉行。

於第一次臨時股東大會，股東及其受委代表以投票方式審議並通過以下決議案。投票表決結果載列如下：

Ordinary Resolutions 普通決議案	Number of votes and percentage of total voting Shares at the 1st EGM (%) 票數及佔第一次臨時股東大會上有表決權股份總數的百分比(%)		
	For 贊成	Against 反對	Abstain 棄權
1. To consider and approve the election of Mr. Luo as a non-executive Director for a term commencing on the date of passing this resolution till the date of the expiry of the 5th session of the Board, which is expected to be 5 June 2024. 審議及批准選舉羅先生為非執行董事，任期自本決議案獲通過當日起至第五屆董事會任期屆滿之日止，預計為2024年6月5日。	1,119,881,041 (100.000000%)	0 (0.000000%)	0 —
2. To consider and approve the election of Ms. Li as a Supervisor for a term commencing on the date of passing this resolution till the date of the expiry of the 5th session of the Board of Supervisors, which is expected to be 5 June 2024. 審議及批准選舉李女士為監事，任期自本決議案獲通過當日起至第五屆監事會任期屆滿之日止，預計為2024年6月5日。	1,119,881,041 (100.000000%)	0 (0.000000%)	0 —
3. To consider and approve the allowance proposal for the proposed Director and Supervisor and the elected employee representative Supervisor as described in the circular of the Company dated 24 December 2021 (each of the following resolutions will be considered and approved as a separate resolution): 審議及批准本公司日期為2021年12月24日的通函所述之擬任董事及監事以及已選舉的職工代表監事的津貼建議(下文各項決議案將作為獨立決議案審議及批准)：			
(a) Luo Zhenqing 羅振清	1,119,881,041 (100.000000%)	0 (0.000000%)	0 —
(b) Li Wanmin 李婉敏	1,119,881,041 (100.000000%)	0 (0.000000%)	0 —
(c) Huang Shaoxiong 黃少雄	1,119,881,041 (100.000000%)	0 (0.000000%)	0 —

An extraordinary general meeting was held on 22 June 2022 (the "2nd EGM").

臨時股東大會(「第二次臨時股東大會」)於2022年6月22日舉行。

At the 2nd EGM, the following resolutions were considered and passed by way of poll by Shareholders and their proxies. The poll results are set out as follows:

於第二次臨時股東大會，股東及其受委代表以投票方式審議並通過以下決議案。投票表決結果載列如下：

Ordinary Resolution 普通決議案	Number of votes and percentage of total voting Shares at the 2nd EGM (%) 票數及佔第二次臨時股東大會上有表決權股份總數的百分比(%)		
	For 贊成	Against 反對	Abstain 棄權
1. The Group Restructuring and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified, and that the chairman of the Board be and is hereby authorised to implement and take all steps and to do all acts and things which in his opinion may be necessary or desirable to give effect to and/or to complete or in connection with the Group Restructuring and the transactions contemplated thereunder. 批准、確認及追認集團架構調整及其項下擬進行的交易；授權董事會主席執行並採取所有步驟以及開展使集團架構調整及其項下擬進行的交易生效及／或完成或與之相關的彼認為可能屬必要或適當的所有行動及事項。	1,188,389,041 (100.000000%)	0 (0.000000%)	0 —
Special Resolution 特別決議案	Number of votes and percentage of total voting shares at the 2nd EGM (%) 票數及佔第二次臨時股東大會上有表決權股份總數的百分比(%)		
	For 贊成	Against 反對	Abstain 棄權
2. The change in use of proceeds from the Listing, the Investors Subscription and the Placing as detailed under the section headed "(2) CHANGE IN USE OF PROCEEDS" in the circular of the Company dated 1 June 2022 be and is hereby approved, confirmed and ratified. 批准、確認及追認本公司日期為2022年6月1日的通函「(2)所得款項用途之變動」一節所述上市、投資者認購事項及配售事項的所得款項用途之變動。	1,188,389,041 (100.000000%)	0 (0.000000%)	0 —

## COMMUNICATIONS WITH SHAREHOLDERS

The Company considers that effective communication with Shareholders is essential for enhancing investor relations and understanding of the Group's business, performance and strategies. The Company attaches great importance to listening and accepting reasonable suggestions and opinions from Shareholders and investors. To promote effective communication, the Company maintains a website at [www.join-share.com](http://www.join-share.com), where up-to-date information on the Company's business operations and developments, financial information, corporate governance practices and other information are available for public access. The Board of Directors is responsible for the annual review of the implementation and effectiveness of the Company's shareholders' communication policy, and the implementation and effectiveness of the Policy was confirmed.

## SHAREHOLDERS' RIGHTS

To safeguard Shareholders' interests and rights, a separate resolution will be proposed for each issue at the general meetings of the Company, including the election of individual Directors.

All resolutions put forward at general meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and the Stock Exchange in a timely manner after each general meeting.

For details of Shares held by Directors, Supervisors and the President and details of public float, please refer to the section headed "Report of the Board of Directors" in this annual report.

## CONVENING AND PUTTING FORWARD PROPOSALS AT AN EXTRAORDINARY GENERAL MEETING

According to Article 65 of the Articles of Association, when an extraordinary general meeting is requested in writing by Shareholders who separately or jointly hold more than 10% of the voting shares of the Company, the Board shall convene an extraordinary general meeting as soon as practicable upon receipt of the foresaid written request. In the event that the Board cannot or fails to perform its duty to convene a meeting, the Board of Supervisors shall convene and chair the meeting promptly; if the Board of Supervisors fails to convene and chair the meeting, Shareholders who separately or jointly hold more than 10% of the voting shares of the Company for more than 90 consecutive days may convene and chair the meeting themselves.

## 與股東的溝通

本公司認為，與股東的有效溝通對加強投資者關係及使投資者了解本集團的業務、表現及策略非常重要。本公司十分重視傾聽吸收股東及投資者的合理建議及意見。為促進有效的溝通，本公司會於網站([www.join-share.com](http://www.join-share.com))刊登有關其業務營運及發展的最新數據、財務數據、企業管治常規及其他數據，以供公眾人士讀取。董事會負責對本公司股東通訊政策的執行情況及有效性進行年度審查，並對政策的執行情況及有效性進行確認。

## 股東權利

為保障股東的利益及權利，本公司會於股東大會上就各事項(包括選舉個別董事)提呈獨立決議案。

於股東大會上提呈的所有決議案將根據上市規則以投票方式進行表決，投票結果將於各股東大會舉行後及時於本公司及聯交所網站刊登。

關於董事、監事及總裁持有的股份以及公眾人士的持股詳情，請參閱本年報「董事會報告」一節。

## 召開臨時股東大會及提呈建議

根據公司章程第65條，單獨或者合計持有本公司發行在外的有表決權的股份百分之十以上的股東以書面形式要求召開臨時股東大會時，董事會在收到前述書面要求後應當在可行情況下盡快召開臨時股東大會。董事會不能履行或者不履行召集會議職責的，監事會應當及時召集和主持會議；監事會不召集和主持會議的，連續九十日以上單獨或者合計持有本公司百分之十以上股份的股東可以自行召開和主持。

According to Article 66 of the Articles of Association, when the Company is to hold a general meeting, Shareholders who separately or jointly hold more than 3% of the voting shares of the Company may submit a proposal to the Board in writing 10 days before the date of the general meeting, and the Board shall notify the other Shareholders within two days of receiving the proposal and include it for consideration at the general meeting. The matters stated in the proposal must be within the functions and powers of the general meeting and it shall have a clear subject and specific resolutions.

The aforesaid request for convening an extraordinary general meeting and proposal at general meetings shall be delivered to the Company's office at Room 4101-4110, Block 1, Join-Share International Financing Center, No. 31 Fuhua Road, Dongping Community, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC.

### ENQUIRIES TO THE BOARD

Shareholders who intend to put forward their enquiries about the Company to the Board could email their enquiries to zysd@join-share.com or mail their enquiries in writing to the Company's office at Room 4101-4110, Block 1, Join-Share International Financing Center, No. 31 Fuhua Road, Dongping Community, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC.

### AMENDMENT OF CONSTITUTIONAL DOCUMENTS

There was no amendment of the Articles of Association during the year ended 31 December 2022.

根據公司章程第66條，於本公司擬舉行股東大會時，單獨或者合計持有本公司有表決權的股份總數百分之三以上的股東，可以在股東大會召開十日前提出臨時提案並書面提交董事會；董事會應當在收到提案後二日內通知其他股東，並將該臨時提案提交股東大會審議。臨時提案的內容應當屬於股東大會職權範圍，並有明確議題和具體決議事項。

上述召開臨時股東大會的要求及股東大會的提案須送達本公司辦事處，地址為中國廣東省佛山市順德區樂從鎮東平社區富華路31號中盈盛達國際金融中心1棟4101室-4110室。

### 向董事會提出查詢

股東如欲向董事會作出有關本公司的查詢，可透過電郵發出(電郵地址為zysd@join-share.com)或以書面形式寄致本公司辦事處(地址為中國廣東省佛山市順德區樂從鎮東平社區富華路31號中盈盛達國際金融中心1棟4101室-4110室)。

### 章程文件的修訂

於截至2022年12月31日止年度，並無公司章程的修訂。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### 1. ABOUT THIS ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

This is the seventh Environmental, Social and Governance Report (hereinafter referred to as the “ESG Report”) published by the Group. This Report elaborates the measures adopted by the Group to fulfill its corporate social responsibility and implement the concept of environmental sustainability for the year ended 31 December 2022 (hereinafter referred to as the “Year”).

#### 1.1 Reporting Standards

This ESG Report has been prepared in accordance with the Environmental, Social and Governance Reporting Guide (the “Guide”) set out in Appendix 27 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and the contents of this ESG Report have complied with the “comply or explain” provisions and the requirements of the four reporting principles (materiality, quantitative, balance and consistency) of the Guide. An index of the Guide prepared in accordance with the contents of this ESG Report is inserted in the last chapter of this ESG Report for readers’ easy reference.

### 1. 關於環境、社會及管治報告

本報告為本集團所發佈的第七份環境、社會及管治報告（下稱「ESG報告」）。本報告闡述本集團就截至2022年12月31日止年度（下稱「本年度」）履行企業社會責任、踐行環境可持續性發展的理念所及採取的措施。

#### 1.1 報告準則

本ESG報告依據《香港聯合交易所有限公司證券上市規則》附錄二十七《環境、社會及管治報告指引》（「指引」）編製，報告內容已符合《指引》中的「不遵守就解釋」的條文及四項匯報原則（重要性、量化、平衡及一致性）的要求。本ESG報告的最後一章有參考本ESG報告內容編製的《指引》索引，以便讀者快速查詢。

Materiality: 重要性：	This Report has disclosed the way of the stakeholder’s communication and the identification of material issues related to the Group’s business through materiality assessment. 本報告披露了與持份者溝通的方式，以及通過重要性評估的方式識別出與本集團業務相關的重要性議題。
Quantitative: 量化：	This Report has disclosed the criteria, methods, assumptions and calculation measures adopted in this ESG Report for emissions/energy consumption (where applicable), as well as the sources of conversion factors, in respect of the applicable key performance indicators in the Guide. 本報告披露了《指引》適用的關鍵績效指標中有關排放量／能源耗用量（如適用）所採用的標準、方法、假設及計算方法，以及轉換因素的來源。
Balance: 平衡：	This ESG Report presents the Group’s performance during the Year in an unbiased manner and avoids the selection, omission or formats of presentation that might improperly affect the decisions or judgments of the readers of this ESG Report. 本ESG報告不偏不倚地呈報本集團在本年度內的表現，避免可能會不恰當地影響報告讀者決策或判斷的選擇、遺漏或呈報格式。
Consistency: 一致性：	This Report shall be disclosed under consistent statistical methodologies. If there are any changes, an explanation will be made in this Report. 本報告採用一致的統計方法進行披露，如有變更，將在報告中予以說明。

## 1.2 Reporting Scope

This Report mainly focuses on the overall performance of the Group's core business during the reporting period and in respect of sustainable development, such as measures and key performance indicators (hereinafter referred to as the "KPI"). Unless otherwise specified, the environmental performance indicators of this ESG Report cover the performance of the Company's head office in Foshan.

## 1.3 Preparation of the Report

Through communications with the stakeholders, the Group has further understood its current situation of environmental and social aspects. Based on the results of communications with the stakeholders and the operating performance of the Group, this ESG Report summarises the Group's efforts on environmental and social aspects.

## 1.4 Approval for the Report

This ESG Report was approved by the Board on 27 March 2023 upon confirmation by the management.

## 1.5 Feedback

Your comments on this Report are welcome and appreciated. If you have any enquiries or suggestions, please feel free to contact the Company at (zysd@join-share.com).

## 1.2 報告範圍

本報告內容主要關注本集團的核心業務，報告期內和可持續可持續發展相關的整體表現，包括措施及關鍵績效指標(下稱「KPI」)等。除特別註明外，本ESG報告環境範疇績效指標涵蓋本公司佛山總辦公室之表現。

## 1.3 報告編寫

本集團通過與持份者溝通，進一步了解本集團目前在環境和社會層面的發展水平。基於和持份者的溝通結果以及本集團的運營表現，本ESG報告總結了本集團在環境和社會的相關工作。

## 1.4 報告批准

本ESG報告經管理層確認後，於2023年3月27日獲董事會批准通過。

## 1.5 報告回饋

我們非常重視您對本報告的看法，若閣下有任何查詢或建議，歡迎以電郵形式發送至以下郵箱(zysd@join-share.com)。



## 2. SUSTAINABLE DEVELOPMENT MANAGEMENT

The Group is mainly engaged in systematic investment and financing services for SMEs. It insists on integrating ESG concepts into the Company's development strategy while conducting its business, and abandons investments in those enterprises which adopt an extensive economic growth pattern featuring great investment, high energy consumption and pollution, and low returns. Over 90% of its investment projects are state-backed, technology-based or eco-friendly SMEs with good development prospects. From the past to the present and future, we will follow the path of green finance, persisting in achieving a unity between economic benefits and environmental ecological benefits.

### 2.1 Board Statement

In order to comprehensively manage the Group's ESG issues, we have established an environmental, social and governance ("ESG") management structure, to integrate sustainability concept into our business operations, corporate governance and stakeholder communications. The Board is responsible for the leading and decision-making of the Group's ESG issues, reviewing and prioritising the material ESG issues that have been identified, regularly reviewing the achievement of relevant ESG goals and making timely adjustments thereto according to the Group's business, as well as formulating policies and measures to identify and cope with climate change risks. Meanwhile, the Group will implement the policies and measures formulated by the Board in all aspects of corporate operations by collaboration with the Board, ESG Committee and each business department.

## 2. 可持續發展管理

本集團主要從事中小微企業系統化投融資服務，在開展業務的同時堅持將ESG理念融入公司發展戰略，摒棄投資高投入、高能耗、高污染、低收益的粗放型經濟增長方式企業，所投項目90%以上都是國家支持的、具有良好發展前景的科技型或環保類中小微企業，以此豐富優質的金融供給，支持實體經濟的轉型升級。無論過去、現在還是將來，都將走綠色金融的道路，堅持經濟效益與環境生態效益相統一。

### 2.1 董事會聲明

為全面統籌管理本集團的ESG事宜，我們已建立ESG環境、社會及管治(下稱「ESG」)管治架構，將可持續發展理念融入業務運營、企業管理、持份者溝通等方面。以董事會肩負本集團ESG工作的領導和決策工作，審閱已識別重要的ESG議題並進行優次排序，定期審視相關ESG目標的達成情況，並根據本集團業務及時進行相應的調整，同時制定識別和應對氣候變化風險的政策和措施等工作內容。同時，協同董事會、ESG委員會以及各業務部門共同參與，將董事會制定的政策和措施落實到企業運營的方方面面。

## 2.2 Sustainable Development Governance

To ensure the earnest implementation of the policies formulated by the Board, we have established the ESG Committee, which is responsible for, under the leadership of the secretary of the Board, assessing the environmental impact of our business operations and driving the implementation of various environmental concepts and measures by all departments, to continuously improve our environmental performance and minimize potential impact on the environment. In addition, the Committee regularly reported to the Group's employees and other external stakeholders on the Company's environmental and social performance through various internal communication channels and annual ESG Report.

## 2.2 可持續發展管治

為確保董事會制定的政策得以確切執行，我們成立了ESG委員會，該委員會在董事會秘書帶領下，負責評估公司業務營運對環境的影響，推動各部門執行各項環保理念和措施，以持續改善我們的環保表現並將對環境的潛在影響減至最低。此外，該委員會定期透各種內部通訊渠道、每年刊發之ESG報告，向集團員工和其他外部持份者匯報企業的環保及社會的表現。

Role 角色	Responsibilities 職責範圍
Board 董事會	<ul style="list-style-type: none"> <li>Determine and approve the policies, strategies, plans, goals and annual work for the ESG management of the Group</li> <li>議決和審批本集團ESG管理方針、策略、規劃、目標及年度工作</li> <li>Review and oversee ESG performance and progress towards goals on a regular basis</li> <li>定期檢討及監督ESG表現及目標達成進度</li> </ul>
ESG Committee ESG委員會	<ul style="list-style-type: none"> <li>Identify, assess, review and manage material ESG issues</li> <li>識別、評估、審視及管理重大ESG事宜</li> <li>Coordinate and facilitate the implementation of the ESG policies across various departments, and monitor the ESG-related work of all functional departments</li> <li>協調及推動各部門執行各項ESG政策，監察各職能部門的ESG相關工作等</li> <li>Review and monitor the Group's ESG policy and practices, and ensure that the Group complies with the relevant legal and regulatory requirements</li> <li>負責檢討及監察本集團的ESG政策及常規，確保本集團符合相關法律及監管要求</li> </ul>
Representatives from each department and subsidiary 各部門及子公司代表	<ul style="list-style-type: none"> <li>Comply with all ESG-related policies and systems</li> <li>遵守各項ESG相關政策及制度</li> <li>Carry out specific ESG work and regularly collect and collate relevant information and data</li> <li>負責開展具體ESG工作，定期收集、整理相關信息和數據</li> </ul>

### 2.3 Communication with Major Stakeholders

The demands of each stakeholder are crucial to the long-term development of the Group. To this end, the Group has actively established various channels to maintain close contact with major stakeholders during the reporting period, while identifying major stakeholders such as customers, shareholders, employees, investors and business partners in light of industry characteristics and its own development plans. At the same time, the Group has assessed and adjusted its own operation strategies and policies based on the opinions and suggestions of its stakeholders, striving to achieve sustainable development together with all stakeholders.

### 2.3 與主要持份者溝通

各持份者的訴求對於本集團的長遠發展至關重要，本集團在報告期內積極建立多種渠道與主要持份者保持密切聯繫，同時結合行業特點和自身發展規劃，識別出客戶、股東、員工、投資者及業務夥伴等主要持份者。本集團亦會根據持份者的意見和建議評估和調整自身的運營策略和方針，致力於和各持份者共同實現可持續發展。

Major stakeholders 主要持份者	Methods of engagement 主要參與方式
Customers 客戶	<ul style="list-style-type: none"> <li>• Customer satisfaction survey and opinion form</li> <li>• 客戶滿意度調查和意見表</li> <li>• Customer service centre</li> <li>• 客戶服務中心</li> <li>• Visits by customer relationship managers</li> <li>• 客戶關係經理探訪</li> <li>• Daily operation/communication</li> <li>• 日常營運／交流</li> <li>• Online service platform</li> <li>• 網上服務平台</li> <li>• Customer hotlines</li> <li>• 電話</li> <li>• Email</li> <li>• 郵箱</li> </ul>
Shareholders/Investors 股東／投資者	<ul style="list-style-type: none"> <li>• Annual general meeting</li> <li>• 股東週年大會</li> <li>• Interim report and annual report</li> <li>• 中期報告與年報</li> <li>• Corporate communication, such as shareholder letters/circulars and notices of meetings</li> <li>• 企業通訊，如致股東信件／通函及會議通知</li> <li>• Results announcement</li> <li>• 業績公佈</li> <li>• Shareholder visits</li> <li>• 股東參觀活動</li> <li>• Investors/senior management meetings</li> <li>• 投資者／高級管理人員會議</li> </ul>

Major stakeholders 主要持份者	Methods of engagement 主要參與方式
Employees 員工	<ul style="list-style-type: none"> <li>• Employee opinion survey</li> <li>• 員工意見調查</li> <li>• Channels for employees to express opinions (such as form and suggestion box)</li> <li>• 員工表達意見的渠道(表格, 意見箱等)</li> <li>• Performance appraisal and discussions</li> <li>• 工作表現評核及晤談</li> <li>• Face-to-face interviews</li> <li>• 會議面談</li> <li>• Business briefings</li> <li>• 業務簡報</li> <li>• Volunteer activities</li> <li>• 義工活動</li> <li>• Publication (such as staff communication)</li> <li>• 刊物(如員工通訊)</li> <li>• Staff communication meetings</li> <li>• 員工溝通大會</li> <li>• Staff Intranet</li> <li>• 員工內聯網</li> </ul>
Business partners 業務夥伴	<ul style="list-style-type: none"> <li>• Reports</li> <li>• 報告</li> <li>• Meetings</li> <li>• 會議</li> <li>• Visits</li> <li>• 探訪</li> <li>• Lectures</li> <li>• 講座</li> </ul>
Regulatory authorities 監管機構	<ul style="list-style-type: none"> <li>• Meetings</li> <li>• 會議</li> <li>• Written responses to public inquiries</li> <li>• 對公眾諮詢的書面回應</li> <li>• Compliance reports</li> <li>• 合規報告</li> </ul>

Major stakeholders 主要持份者	Methods of engagement 主要參與方式
Media 傳媒	<ul style="list-style-type: none"> <li>• Press conferences</li> <li>• 新聞發佈會</li> <li>• Press releases</li> <li>• 新聞稿</li> <li>• Interviews with senior management</li> <li>• 高級管理人員訪問</li> <li>• Results announcement</li> <li>• 業績公佈</li> <li>• Media gatherings</li> <li>• 傳媒聚會</li> </ul>
Industrial peers 同業	<ul style="list-style-type: none"> <li>• Strategic cooperation projects</li> <li>• 策略性合作項目</li> <li>• The Group's notices</li> <li>• 集團通告</li> <li>• 'Town hall' meetings</li> <li>• 溝通大會</li> </ul>
Vendors 賣方	<ul style="list-style-type: none"> <li>• Vendors management programs</li> <li>• 賣方管理程序</li> <li>• Meetings</li> <li>• 會議</li> <li>• Vendors evaluation systems</li> <li>• 賣方評估制度</li> <li>• Site inspections</li> <li>• 實地視察</li> </ul>
Suppliers 供應商	<ul style="list-style-type: none"> <li>• Suppliers management procedure</li> <li>• 供應商管理程序</li> <li>• Meetings</li> <li>• 會議</li> <li>• Supplier/contractor evaluation system</li> <li>• 供應商／承辦商評估制度</li> <li>• Site inspections</li> <li>• 實地視察</li> </ul>
Communities/Non-governmental organisations 社區／非政府團體	<ul style="list-style-type: none"> <li>• Volunteer activities</li> <li>• 義工活動</li> <li>• Donation</li> <li>• 捐獻</li> <li>• Community activities</li> <li>• 社區活動</li> <li>• Meetings</li> <li>• 會議</li> </ul>

## 2.4 Materiality Assessment

During the Year, the Group has conducted materiality assessment on the principle of materiality in accordance with its own business situation and development direction and with reference to the disclosure obligations included in the Guide issued by The Stock Exchange of Hong Kong Limited, the SASB's Industry Materiality Issues Database (行業重要性議題庫) and the material issues concerned by outstanding peers. The following table sets out the material ESG issues assessed by us during the Year, with their materiality to the operation of the Group having been approved and confirmed by the Board. In the future, we will continue to focus on relevant issues in our ESG management and make corresponding key disclosures in this Report.

## 2.4 重要性評估

本年度，本集團根據自身業務情況和發展方向，參考香港聯合交易所《指引》涵蓋的披露責任、美國可持續性會計準則委員會(SASB)的行業重要性議題庫以及優秀同行所關注的重要議題，以重要性為原則開展重要性評估工作。下表是我們本年度所評估的ESG重要議題，經由董事會審批及確認對本集團運營的重要性。我們在未來的ESG管理中將會持續關注相關議題，並在本報告中進行相應的重點披露。

Issues of High Materiality 高度重要議題			
Compliant Operations 合規運營	Risk Management 風險管理	Responsibility Governance 責任管治	Business Ethics 商業道德
Employee Health and Safety 員工健康與安全	Prohibition from Employment of Child and Forced Labour 禁止僱用童工及強制勞動	Product and Service Quality 產品及服務質量	Service for the Real Economy 服務實體經濟
Employment Equality and Diversity 僱傭平等及多元化	Talent Recruitment and Retention 人才招聘及挽留	Investor Relations 投資者關係	Protection of Intellectual Property Rights 保護知識產權
Employee Training and Development 員工培訓發展	Customer Satisfaction 客戶滿意度	Information Security 信息安全	Mechanisms for Handling Complaints and Response Thereto 處理投訴和應對的機制
Employee Remuneration and Benefits 員工薪酬與福利	Inclusive Finance 普惠金融	Financial Technology 金融科技	Brand Publicity Management 品牌宣傳管理
Anti-corruption 反貪污	Community Welfare Activities 社區公益活動		

Issues of Moderate Materiality 中度重要議題		
Climate Change 氣候變化	Water Resource Management 水資源管理	Environmental and Natural Resource Protection 環境及自然資源保護
Emissions Management 排放物管理	Energy Management 能源管理	Supply Chain Management 供應鏈管理
Green Finance 綠色金融	Rural Vitalization 鄉村振興	

### 3. CORPORATE COMPLIANT OPERATIONS

In strict compliance with the relevant laws and regulations such as the Company Law of the PRC (《中華人民共和國公司法》), the Civil Code of the People's Republic of China (《中華人民共和國民法典》), the Interim Measures for the Administration of Financing Guarantee Companies (《融資性擔保公司管理暫行辦法》) as well as the Regulation on the Supervision and Administration of Financing Guarantee Companies (《融資擔保公司監督管理條例》), the Group has formulated related measures to maintain the compliant operations of the Group.

#### 3.1 Response to Risk Management

To accurately and comprehensively measure its exposure to asset risk, improve risk sensitivity and foresight, and enhance asset risk management, the Group has formulated the "Measures for Project Risk Classification (《項目風險分類管理辦法》)" and the "Guidelines for Project Supervision (《項目監管操作指引》)" to supervise and control the potential risks of business operations. We have also formulated the "Operation Manual on Financing Guarantee Business (《融資擔保業務操作手冊》)", the "Operating Rules of Project Assessment Committee (《項目評審委員會操作細則》)", the "Employee Expense Reimbursement Policy (《員工開支報銷政策》)", the "Measures for Reputation Risk Management (《聲譽風險管理辦法》)", the "Internal Audit System and Management Measures (《內部審計制度與管理辦法》)", the "Internal Audit Management System (《內部審計管理制度》)" and the "Rules for Managing Property and Materials (《財產物資管理細則》)", covering the whole process of the financing guarantee business. The Group has set up the structure of risk management system under the principles of comprehensiveness, concentration and independence, to divide the responsibilities in respect of risk management at each level. In accordance with their respective areas of responsibility, the Board, the management, departments and employees jointly managed credit risk, liquidity risk, market risk, operational risk, legal compliance, reputation risk and anti-fraud risk. The Board is ultimately responsible for the overall risk management of the Company, and supervise risk management through the Company's senior management and risk management department.

### 3. 企業合規經營

本集團嚴格依據《中華人民共和國公司法》、《中華人民共和國民法典》、《融資性擔保公司管理暫行辦法》以及《融資擔保公司監督管理條例》等相關法律法規，訂立相關措施以維持本集團的合規運營。

#### 3.1 風險管理應對

本集團為準確全面衡量資產風險程度，提高風險敏感度與前瞻性，強化資產風險管理，制訂《項目風險分類管理辦法》《項目監管操作指引》監督控制業務運營的潛在風險。我們亦制定《融資擔保業務操作手冊》、《項目評審委員會操作細則》、《員工開支報銷政策》、《聲譽風險管理辦法》、《內部審計制度與管理辦法》、《內部審計管理制度》和《財產物資管理細則》等，覆蓋融資擔保業務的全部流程。本集團風險管理組織架構設置遵循全面性、集中性、獨立性等原則，劃分各層級在風險管理方面的職責，董事會、管理層、職能部門、員工均根據各自職責範圍，共同管理信用風險、流動性風險、市場風險、操作風險、法律合規、聲譽風險及反舞弊風險。董事會對公司的整體風險管理負最終責任，透過公司的高級管理層及風險管理部門監督風險管理工作。

Meanwhile, the Group has established the Risk Management Committee, which is mainly responsible for updating our policies from time to time to ensure that our business operations and development plans are conducted and implemented in accordance with laws and regulations stipulated by relevant governmental authorities; and reviewing our risk management system and policy, supervising and evaluating their implementation and effects, and providing related advice to the Board based on our overall strategy. In addition, we regularly organise professional team building activities for our risk control officers to improve the comprehensive overall level of the risk control team by means of system promotion, salon sharing, product training and skill learning, and incorporate learning improvement into the quarterly evaluation of our risk control officers. We have been adhered to the risk control concept of “Full Coverage Without Omission” and implemented “three-all” risk management with all aspects, all staff and all processes.

同時，本集團設有風險管理委員會，主要負責不時更新政策以確保業務營運及發展方針按照相關政府機關頒佈的法律法規進行及實施；檢討風險管理制度及政策，監督及評審其實施和成效，並根據公司的整體戰略向董事會提供建議。此外，我們定期組織開展風控人員的團隊建設活動，以制度宣貫、沙龍分享、產品培訓、技能學習等方式整體提高風控隊伍的綜合水平，並把學習提升納入風控人員的季度考核。我們始終秉承「零縫隙、全覆蓋」的風控理念，實行全面、全員、全程的「三全」管理。

Three-All Risk Management 三全管理		
<p><b>All aspects</b> Including the management of major risks, such as credit risk, operational risk, market risk, liquidity risk, legal risk, reputation risk, etc.</p>	<p><b>All staff</b> Double due diligence by the project manager and risk control manager working in parallel under the mechanism of “Specific responsibilities for specific officers”; independent review of financial and legal departments, scientific and democratic decision-making by the Project Assessment Committee, contracts concluded and witnessed by two persons, post-transaction supervision and auditing supervision in the management system.</p>	<p><b>All processes</b> Including risk identification, risk assessment, risk monitoring, risk control, risk pricing, risk diversification, risk management and risk compensation during business operation to achieve the risk management objective of “Full Coverage Without Omission”.</p>
<p><b>全面性</b> 包括信用風險管理、操作風險管理、市場風險管理、流動性風險管理、法律風險管理、聲譽風險管理等主要風險管理。</p>	<p><b>全員性</b> 「雙人雙責」的項目經理與風控經理平行盡職調查；財務、法律兩個專業崗位的獨立評審；科學民主決策的項目評審委員會；雙人參與合同簽約見證；後台的事後監管和審計監督等。</p>	<p><b>全程性</b> 包括業務運營過程中的風險識別、風險評估、風險監測、風險控制、風險定價、風險分散、風險處理、風險補償等，實現「全覆蓋、零縫隙」的風險管理目標。</p>



### 3.2 Anti-corruption Regulatory Training

The Group has been adhering to operation with integrity, endeavouring to maintain a working environment with high ethical standards and free from corruption. Therefore, we strictly comply with related laws and regulations, including the Law of the PRC on Anti-Money Laundering (《中華人民共和國反洗錢法》), the Guidelines for the Assessment of Money Laundering and Terrorism Financing Risks and Categorized Management of Customers of Financial Institutions (《金融機構洗錢和恐怖融資風險評估及客戶分類管理指引》), and the Anti-Money Laundering and Counter Terrorist Financing Ordinance (《打擊洗錢條例》), the Drug Trafficking (Recovery Of Proceeds) Ordinance (《販毒(追討得益)條例》) and the Organized and Serious Crimes Ordinance (《有組織及嚴重罪行條例》) of the Hong Kong Special Administrative Region (the “HKSAR”) of the PRC and the United Nations (Anti-Terrorism Measures) Ordinance (《聯合國(反恐怖主義措施)條例》).

The Group has formulated the “Anti-Money Laundering Management Measures (《反洗錢管理辦法》)” and the “Anti-Corruption Management Measures (《反舞弊管理辦法》)” to regulate business practices and prevent abuse of powers by the directors, supervisors, senior management, middle management and staff in key positions. In this regard, we have established the Audit Committee of the Board, which is responsible for guiding the Company’s anti-corruption management, conducting anti-corruption publicity and education for the directors, supervisors and senior management, as well as effectively implementing anti-corruption procedures and control mechanisms for personnel in key positions. Where necessary, the Audit Committee will register the reports on fraud practices of the supervisors and senior management of the Company, and assist the Board in investigating such fraud cases. We also encourage employees to actively report fraud, corruption and other corrupt practices via telephone, e-mail, official accounts and anti-corruption report boxes. The Group issued a “Training Circular on Anti-Corruption and Integrity Promotion” during the Year to provide directors and employees with training on corruption and integrity knowledge, covering the prevention and control of corruption and the hazards of corruption and internal governance.

During the Year, the Group was not aware of any violation of laws and regulations relating to bribery, extortion, fraud and money laundering, or any situation that had a significant impact on the Group.

### 3.2 反貪監管培訓

本集團始終堅守誠信經營，致力於保持一個高道德標準和零腐敗的工作環境，為此，我們嚴格遵守《中華人民共和國反洗錢法》、《金融機構洗錢和恐怖融資風險評估及客戶分類管理指引》、中國香港特別行政區(「香港特別行政區」)的《打擊洗錢條例》、《販毒(追討得益)條例》、《有組織及嚴重罪行條例》和《聯合國(反恐怖主義措施)條例》等相關法律法規。

本集團制定《反洗錢管理辦法》和《反舞弊管理辦法》，規範經營行為，避免董事、監事、高、中層管理人員及關鍵崗位工作人員濫用職權。為此，我們成立了董事會審計委員會，負責對公司反舞弊管理進行工作指導，對董事、監事和高級管理人員進行反舞弊宣傳教育，並有效實施針對關鍵崗位人員的反舞弊程序和控制機制。必要時，審計委員會會對公司監事和高級管理人員的舞弊行為的舉報並進行舉報登記、協助董事會對舞弊案件進行調查。我們鼓勵員工通過電話、郵箱、公眾號及反舞弊舉報箱等渠道，積極對舞弊、貪污等腐敗行為進行檢舉揭發。本年度，本集團下發了《關於反貪污倡廉潔的培訓通知》，為董事和員工進行貪污倡廉潔知識培訓，內容涵蓋防治腐敗及腐敗危害與內部治理。

本年度內，本集團並未發現任何違反與賄賂、勒索、欺詐或洗黑錢有關的法律和規例，以及對集團構成重大影響的情況。

### 3.3 Network Information Security

The Group recognises the importance to its business continuity of protecting customer privacy and its own data security. We strictly comply with related laws and regulations, including the Regulations of the People's Republic of China for Safety Protection of Computer Information Systems (《中華人民共和國計算機信息系統安全保護條例》), the Measures for Security Protection Administration of the International Networking of Computer Information Networks (《計算機信息網絡國際聯網安全保護管理辦法》), Regulations on Technical Measures for Cybersecurity (《互聯網安全保護技術措施規定》), the Requirements on the Internet Interactive Service Security Protection (《互聯網交互式服務安全保護管理要求》), and the Basic Procedures and Requirements on the Internet Service Security Assessment (《互聯網服務安全評估基本程序及要求》), as well as the Personal Data (Privacy) Ordinance (《個人資料(私隱)條例》) of the HKSAR of the PRC.

In order to ensure the security of information assets, prevent malicious damage, theft or unintentional destruction of information assets, and safeguard the continuous and stable operation of information system and business, we have formulated the "Compilation of network security management system (《網絡安全管理制度彙編》)", the "Information Security Management Rules (《信息保密管理制度》)" and the "Manual on Employee Information Security (《員工信息安全手冊》)", to help protect the privacy of our data. Through establishing and improving the strategic system, organisational system, technical system and operational system for network security, we can achieve the level of network security protection required by the corresponding level of protection, as well as equal or leading level of informatisation, to protect and promote our business development and the achievement of business targets. All employees are obliged to comply with the related requirements of information security. They are required to immediately lock the computer screen or log out of the information system page they have currently logged in when they leave the computer, and to regularly change their password and ensure that the security software in use shall be up-to-date. Also, we have employed computer maintenance workers to assist employees with network security. All personnel must comply with national regulations on information management and shall not use the network to engage in activities that violate laws and regulations.

### 3.3 網絡信息安全

本集團深知保護客戶隱私和維護自身數據安全對業務延續的重要性，我們嚴格遵守《中華人民共和國計算機信息系統安全保護條例》、《計算機信息網絡國際聯網安全保護管理辦法》、《互聯網安全保護技術措施規定》、《互聯網交互式服務安全保護管理要求》、《互聯網服務安全評估基本程序及要求》和中國香港特別行政區的《個人資料(私隱)條例》等相關法律法規。

為保證信息資產的安全，防止信息資產被惡意破壞、竊取或遭到無意破壞，保障信息系統和業務的持續穩定運行，我們制定《網絡安全管理制度匯編》、《信息保密管理制度》和《員工信息安全手冊》協助保障我們的數據隱私安全。建立和完善網絡安全的策略體系、組織體系、技術體系和運作體系，達到相應等級保護要求的網絡安全保障水平，同步或領先的信息化水平，保障和促進我們業務發展和業務目標的實現。所有員工均有義務遵守信息安全相關規定，當離開電腦時，必須立即鎖定電腦屏幕，或退出當前已登錄的信息系統頁面，並定期對密碼進行修改及確保所使用計算機的安全防護軟件處於最新狀態，也有計算機維護人員協助員工保障計算機安全。所有人員必須遵守國家有關信息管理的法規，不得利用網絡從事違反法律和法規的活動。

Meanwhile, in accordance with the requirements of the Information Security Management Standards Ordinance (《信息安全管理標準條例》), we have formulated the “Implementation Rules for Backup and Recovery Management (Level 3) (《備份與恢復管理實施細則(三級)》)” to realize the Company’s information construction and standardised management. The Information Management Department has set a post designated for data backup and recovery management and ensures such data is accessible only by authorised personnel. Backup or recovery of relevant documents shall be kept and filed by dedicated personnel. The Information Management Department shall regularly review the above documents to ensure the compliance of such backup and recovery. The “Measures for Server Room and Network Security (《機房及網絡安全管理辦法》)” is also formulated for server room to enhance the Company’s management for server room, servers and network security, thereby ensuring the stable operation of the servers and normal operation of network equipment of the Company. The “Server Room Access Card Application Form” and the “Server Room Access Registration Form” must be filled out to apply for entry and exit of the server room.

During the Year, the Group did not identify any material incident relating to intrusion into customer privacy or loss of customer data.

### 3.4 Listening to Customer Demands

The Group regards customer demands as the compass of its business development direction. It has actively improved the customer service system with a service goal of satisfying customer demands, to enhance customer satisfaction. We have also established multiple communication and feedback channels on our official website and WeChat, and customers may also give us feedback via phone and email at any time. Meanwhile, we listen to customers’ opinions and suggestions in a timely manner, and appropriately respond to customers’ feedback, to timely resolve their issues. Also, we invite customers to participate in our regularly organised forums, lectures and other activities, and leverage our expertise to proactively serve our customers to improve customer experience.

During the Year, the Group did not receive any complaints from customers and our customer recognition was 100%.

同時根據《信息安全管理標準條例》的要求，制定《備份與恢復管理實施細則(三級)》，實現公司的信息化建設和規範化管理。由信息管理部門設立專職崗位人員負責數據備份與恢復管理工作，並確保只有授權人員可以訪問。備份或恢復相關文檔，應由專人進行保存和歸檔，信息管理部門應定期對上述文檔進行審閱，確保備份及恢復工作的合規性。我們也為機房制定了《機房及網絡安全管理辦法》，加強公司對機房、服務器以及網絡安全的管理，確保公司服務器穩定運行以及網絡設備的正常運轉，進出機房需要填寫「機房門禁卡申請表」、「機房出入登記表」等進行申請。

本年度，本集團並沒有發生涉及侵犯客戶私隱或遺失客戶數據的重大違規事件。

### 3.4 傾聽客戶需求

本集團將客戶的需求視為業務發展方向的指南針，積極完善客戶服務體系，以滿足客戶需要為服務目標，提升客戶滿意度。我們亦建立多種溝通渠道，在官網和微信均設置了反饋渠道，客戶也可以通過電話和電郵隨時向我們反饋。同時，我們亦及時傾聽客戶的意見和建議，並適時對客戶的反饋作出回應，及時解決問題。我們也會定期組織論壇、講座等活動，邀請客戶參加，用我們的專業所長主動服務客戶，提高客戶體驗。

本年度，本集團沒有接獲投訴，客戶好評度為100%。

### 3.5 Respect for Intellectual Property Rights

The Group attaches importance to the protection of intellectual property rights. In strict compliance with the laws and regulations, such as the Advertisement Law of the PRC (《中華人民共和國廣告法》), the Patent Law of the PRC (《中華人民共和國專利法》), the Detailed Rules for the Implementation of the Patent Law of the PRC (《中華人民共和國專利法實施細則》), and the Trademark Law of the PRC (《中華人民共和國商標法》), as well as the Patents Ordinance (《專利條例》) and Copyright Ordinance (《版權條例》) of the HKSAR of the PRC, we have formulated a series of intellectual property-related corporate rules and regulations to perfect our intellectual property protection system.

The Group has registered its trademarks and names to protect the copyright of its products, and firmly opposes any form of infringement. The R&D team of the Group has independently developed the software for internal use in full compliance with the requirements of laws and regulations. Other office software, computer systems and database systems are all genuine software and hardware to avoid infringement of others' intellectual property rights.

### 3.6 Supply Chain Management

The Group selects its vendors in a fair, open and equitable manner. Any asset acquisition must be subject to market research, quality and price comparison, and double procurement, and the assets so acquired must be inspected and signed by a third party. In the procurement process, the price and cost of the product is only one of the factors we consider. We will also consider whether the environmental standard, labour conditions and operation of the vendor are in line with the business ethics. Both environmental and social factors will influence the final decision we make in selecting our vendors. We would give priority to vendors who have the same ethical standards as us and actively undertake their cooperate social responsibility. Meanwhile, we also tend to purchase products and services with less environmental impact and are committed to creating a responsible and sustainable operation environment with vendors.

During the Year, the Group's procurement was mainly computers, stationery, office equipment, food and beverage, etc., with a total of 23 vendors' from Guangdong Province.

### 3.5 尊重知識產權

本集團重視知識產權的保護，嚴格遵守《中華人民共和國廣告法》、《中華人民共和國專利法》、《中華人民共和國專利法實施細則》、《中華人民共和國商標法》、中國香港特別行政區的《專利條例》及《版權條例》等法律法規，我們制定了一系列知識產權相關的企業規章制度，完善知識產權保護體系。

本集團已經對本集團商標和名稱進行了註冊，保護自身產品版權，堅決反對任何形式的侵權行為。本集團研發團隊自主研發的軟件僅供本公司內部使用，並且完全符合法律法規的要求。其他辦公軟件、計算機系統及數據庫系統均為正版軟件及硬件，避免侵害他人知識產權。

### 3.6 供應鏈管理

本集團在選擇賣方時秉持公平、公正、公開的原則，資產購置必須進行市場調查、比質比價、雙人採購，購置資產須由第三人驗收簽名。在進行採購時，產品的價格成本只是我們考慮因素的一方面，我們同時會考慮賣方的環保標準、勞動狀況以及經營是否符合商業道德等，環境及社會影響因素均會影響我們選擇賣方時的最終決策。我們會優先選擇與本集團具有同樣道德水平，積極承擔企業社會責任的賣方。同時，我們亦傾向於採購對環境影響較小的產品及服務，致力於和賣方共同營造負責任、可持續的營商環境。

本年度本集團的採購類別主要為計算機、文書用品、辦公室設備、餐飲等，總共有23個賣方，均來自廣東省。

#### 4. CARE FOR EMPLOYEE GROWTH

The Group is well aware that employees are the valuable fortune for its cooperate development. We constantly complete a fair recruitment management, define employee promotion channel, and secure the employee remuneration and welfare to provide our employees with an excellent and healthy development platform. The Group protects the rights and interests of its employees in strict compliance with relevant laws and regulations such as the Labour Law (《勞動法》), the Labour Contract Law (《勞動合同法》), the Law on the Protection of Minors (《未成年人保護法》) and the Provisions on the Prohibition of Child Labour (《禁止使用童工規定》) of the PRC. We have formulated the “Administrative Measures on Recruitment and Employment (《招聘與錄用管理辦法》)”, the “Administrative Measures for Staff Attendance (《員工考勤管理辦法》)”, the “Remuneration Management Measures (《薪酬管理辦法》)”, the “Join-Share Remuneration Standards (《中盈盛達薪酬標準表》)” and the “Detailed Operation Rules for Staff Promotion Management (《員工晉升管理操作細則》)”, which guaranteed the formalization of employee recruitment and hiring, and standardized the working process of remuneration management and employee promotion.

During the recruitment process and the employees’ enrollment, we will verify the identity information of the applicant, so as to prevent child labour. Also, we will sign a labour contract with the new employee within five business days of his or her enrollment, to protect the legal rights and interests of both the employer and employee, and to prevent forced labour. During the Year, the Group did not discover any cases of employing child labour or forced labour.

#### 4. 關注員工成長

本集團深信員工是企業發展的寶貴財富。我們不斷完善公平的招聘管理、明確員工的職業發展路徑，保障員工薪酬及福利待遇，為員工提供卓越、健康的發展平台。本集團嚴格遵守國家《勞動法》、《勞動合同法》、《未成年人保護法》、《禁止使用童工規定》等法律法規，保護員工權益。我們制定《招聘錄用管理辦法》、《員工考勤管理辦法》、《薪酬管理辦法》、《中盈盛達薪酬標準表》和《員工晉升管理操作細則》等，保證員工招聘錄用工作正規化，規範薪酬管理及員工晉升工作流程。

我們會在招聘過程及辦理入職時對應聘者進行身份信息核查，防止僱傭童工。我們亦在新員工入職五個工作日內簽訂勞動合同，保障勞資雙方的合法權益，杜絕強制勞工。於本年度，本集團沒有發現使用童工或強制勞工的情況。

#### 4.1 Contribution to Talent Development

The Group believes that employees are the most valuable assets of the Company and is committed to attracting excellent talents. Our recruitment is governed by “the Measures on Recruitment and Employment” (《招聘与錄用管理辦法》), which sets out the management requirements relating to recruitment, induction, probationary period and training. The recruitment plan shall be formulated according to the business development needs of each department. The recruitment manner in the plan is decided by the Human Resources Department, with the first round interview and second round interview being conducted to form the final decision on hiring. For the hired staff, a background investigation will be conducted within one month of their employment, to ensure the authenticity of the identity, academic background and professional qualification titles of the new entrants. We attract and recruit excellent talents through multiple channels. In addition to the company website, we also make use of channels such as talent recruitment website, newspapers and magazines, campus internal website, college student employment guidance center to widely attract talents, while encouraging our employees to recommend excellent talents who meet the Company’s employment standards and job qualifications. In addition, we establish industry talent information database, seek help from headhunting companies, use WeChat, community organizations and fellowship to recruit key or special position talents. The Group is willing to create a diversified, equal and harmonious working environment and prohibits discrimination or harassment of any person on the basis of gender, age, nationality, race, color, etc.

The Group and the employees are equally entitled to terminate the employment relationship as an equal partnership. Employees may voluntarily leave the Company by submitting a written application for resignation, in which case they shall complete the work handover and resignation procedures. For employees who fail to pass the probationary assessment or violate the Company’s rules, the Company is entitled to dismiss such employees.

#### 4.1 助力人才培養

本集團相信員工是公司最重要的資產，致力於吸納優秀人才，我們在招聘工作受《招聘與錄用管理辦法》監管，當中詳列了招聘、入職、試用期以及培訓相關的管理要求。招聘計劃需根據各部司業務發展需要決定，計劃內招聘程序由人力資源部門決定招聘方式，並進行首輪面試和第二輪面試，形成最終是否錄用的結論。對於錄用人員，並在入職一個月內進行背景調查，確保入職員工的身份、學歷背景和職業資格職稱的真實性。我們通過多渠道吸引和招聘優秀人才，除公司網站之外，我們還利用人才招聘網、報刊、校園內部網站、大學生就業指導中心等渠道廣泛吸納人才，同時鼓勵公司員工推薦符合公司用人標準和崗位任職資格的優秀人才，亦會建立行業人才信息庫、借用獵頭公司，利用微信、社團組織及聯誼會招募關鍵或特殊職位人才等。本集團樂於打造一個多元平等、和諧共融的工作環境，禁止任何人士因其性別、年齡、國籍、種族、膚色等情況而被歧視或騷擾。

本集團與僱員為平等合作關係，雙方均有終止僱傭關係的權利，員工需要通過遞交書面離職申請的方式主動提出辭職，員工自願離職時需處理好工作交接及完成離職手續。對於試用期考核不合格及違反公司制度的員工，公司有權利進行辭退。

The headcounts of the Group for the Year are as follows:

本年度，本集團的員工分佈如下：

Indicator 指標	2022 2022年度
Total number of employees 員工總數	307
<b>Number of employees by gender 按性別劃分的員工人數</b>	
Female 女性	133
Male 男性	174
<b>Number of employees by employment type 按僱傭類別劃分的員工人數</b>	
Full-time junior staff 全職初級員工	227
Full-time middle management 全職中級管理層	74
Full-time senior management 全職高級管理層	6
<b>Number of employees by age groups 按年齡劃分的員工人數</b>	
Below 30 years old 30歲以下	52
30-50 years old 30-50歲	236
Above 50 years old 50歲以上	19
<b>Number of employees by geographical region 按地區劃分的員工人數</b>	
Employees in Eastern China 華東地區僱員	22
Employees in Southern China 南方地區僱員	285

## 4.2 Care for Employee Benefits

The Group cherishes outstanding talents. To attract and retain talents, we have formulated the “Remuneration Management Measures (《薪酬管理辦法》)” and the “Join-Share Remuneration Standards (《中盈盛達薪酬標準表》)”, which are open and transparent, established a remuneration management system that matches the Company’s development strategy, and standardized remuneration management. Our remuneration system includes three parts: position, position rank and remuneration, and the remuneration range is determined according to factors such as the employee’s work experience. Employee remuneration consists of four parts: fixed salary, performance fee, performance bonus, and welfare allowance. For employees who meet the requirements of the position after recruitment interview or promotion assessment, the corresponding rank and remuneration range are determined according to the position, and the salary standard is determined according to factors such as personal educational background, professional qualifications, and work experience.

To pay all-round attention to the living needs of employees and shape a good corporate image, we provide employees with a variety of welfare items in accordance with the requirements of compliance, personalization and incentives, which mainly includes: pension insurance, unemployment insurance, employment injury insurance, medical insurance and maternity insurance as well as housing provident fund, allowances for meals, allowances for high temperature, accidental injury insurance and festival grants. At the same time, employees of the Group also enjoy normal attendance pay during holidays such as maternity leave, annual leave, marriage leave, bereavement leave, maternity paternity leave in accordance with the law, and the remuneration during sick leave is paid according to certain percentage.

The Lantern Festival was on 15 February 2022. In order to enrich the cultural life of employees and inherit excellent traditional culture, Guangdong Join-Share held a event themed with “Guessing lantern riddles, having fun on Lantern Festival (鬧元宵猜燈謎)”. During the event, staff of the administrative department responsible for organizing the event prepared activities such as guessing lantern riddles, playing games to win prizes and tasting the dumplings, which was very lively. This event created a warm, joyful and peaceful festive atmosphere for employees, not only inheriting Chinese traditional culture, but also allowing employees to feel a warmly home-like atmosphere.

## 4.2 關心員工福利

本集團珍惜優秀人才，為吸引和挽留人才，我們制定了公開透明的《薪酬管理辦法》及《中盈盛達薪酬標準表》，建立與公司發展戰略相匹配的薪酬管理體系，規範薪酬管理。我們的薪酬體系包括職位、職位等級和薪酬三個部分，薪酬區間根據任職者工作經歷等因素來確定。員工薪酬由固定工資、績效提成、績效獎金、福利補貼四部分構成，對於經招聘面試或晉升考核符合職位要求的員工，根據職位確定相應職級和薪酬區間，並根據個人的教育背景、專業資格、工作經歷等因素確定薪酬標準。

為全方位關注員工生活的需要，塑造良好企業形象，我們按照合規、個性化、激勵性要求，公司為員工提供的形式多樣的福利項目，主要包括：五險一金、餐補貼、高溫補貼、意外傷害保險、過節費等福利津貼。同時，本集團員工在產假、年休假、婚假、喪假、生育陪護假等假期期間也依法享有正常出勤薪酬，病假期間薪酬按一定比例發放。

2022年2月15日是元宵節，為豐富員工的文化生活，傳承優秀傳統文化，廣東中盈盛達舉辦「鬧元宵猜燈謎」活動。活動中，負責組織此次活動的行政管理部門員工準備了猜燈謎、玩遊戲贏獎品及吃湯圓等活動，場面熱鬧非凡。此次活動為員工營造了溫馨、歡樂、祥和的節日氛圍，不僅傳承中國傳統文化，也讓公司員工們感受到了「大家庭」般的溫暖。





As the International Women's Day was approaching on 8 March 2022, in order to appreciate employees' hard work and contribution, the headquarters of Join-Share sent flowers and gifts to all female employees to send festival greetings for them. The Company's executives led a number of colleagues to send, on behalf of the Company, beautiful bouquets of flowers to the female employees with sincere greetings and best wishes. In addition, the Company distributed grain and oil cards to all female employees. Join-Share sends holiday gifts and blessings to female employees on such a special day every year, so that they can feel a warmly home-like atmosphere.

2022年3月8日國際婦女節到來之際，為感謝員工的辛勤工作和貢獻，中盈盛達總部為全體女員工送上鮮花與禮物，向她們致以節日問候。公司高管帶領著多位同事代表公司一一為女員工們送上美麗的花束，並送上真摯的問候和美好祝願。此外，公司還為所有女員工派發了糧油票。中盈盛達每年都會在這樣一個特殊的日子裏為廣大女員工送上節日禮物及祝福，讓大家感受大家庭般的溫暖。



Join-Share organises a “Karaoke Party” for the birthday stars of the season every quarter to celebrate their birthday. We enrich the activity content through innovative birthday party, so that employees can feel the warmth of the Company, which also reflects the Company’s humanistic care for employees.

中盈盛達每個季度都會為當季壽星準備「K歌轟趴」為他們慶生，通過創新生日會形式，豐富活動內容，讓員工感受到公司的溫暖，也體現了公司對員工的人文關懷。



To appreciate the hard work of programmers, we organized a special “International Programmer’s Day (國際程序員日)” celebration event on 24 October 2022 with a quiz competition, fun game sessions and exquisite afternoon tea, and sent sincere greetings and blessings.

為了感謝公司程序員的辛勤付出，我們在2022年10月24日特別組織了「國際程序員日」慶祝活動，準備了搶答競賽、趣味遊戲環節和精緻的下午茶，並送上真摯的問候與祝福。



### 4.3 Emphasis on Occupational Safety

We always prioritise the health and safety of our employees. The Group is committed to providing them with a safe and comfortable workplace to fully realize their potential in strict compliance with the Law of PRC on Prevention and Control of Occupational Diseases (《中華人民共和國職業病防治法》), Provisions on the Administration of Occupational Health at Workplaces (《工作場所職業衛生管理規定》), the Regulation on Work-Related Injury Insurances (《工傷保險條例》), the Occupational Safety and Health Ordinance (《職業安全及健康條例》) of the HKSAR of the PRC and other relevant laws and regulations.

In 2022, COVID-19 epidemic was still severe. The “Join-Share Pandemic Prevention and Control Plan for COVID-19” (《中盈盛達應對新型冠狀病毒疫情防控工作方案》), “Join-Share Pandemic Prevention and Control Emergency Plan for COVID-19” (《中盈盛達新型冠狀病毒感染的肺炎疫情防控應急預案》), and “Join Share Work Resumption Guidelines during the Pandemic” (《中盈盛達復工防疫指南》) formulated by the Group were still applicable, and the Leading Group for COVID-19 Pandemic Prevention and Control (“**Leading Group**”) is responsible for responding to the Group’s epidemic-related work.

We also organized employees to actively participate in exercises after work. On 16 January 2022, Join-Share participated in the second session of the “Rural Commercial Bank Cup” badminton team tournament of the financial system in Foshan City and successfully defended the champion title.

### 4.3 注重職業安全

員工的工作健康安全始終是我們關注的重點，本集團致力為員工提供安心舒適的工作環境，讓員工發揮潛能，嚴格遵守《中華人民共和國職業病防治法》、《工作場所職業衛生管理規定》、《工傷保險條例》及中國香港特別行政區的《職業安全及健康條例》等相關法律法規。

2022年，新冠疫情形勢依然嚴峻，本集團制定的《中盈盛達應對新型冠狀病毒疫情防控工作方案》、《中盈盛達新型冠狀病毒感染的肺炎疫情防控應急預案》和《中盈盛達復工防疫指南》仍然適用，防控新型冠狀病毒感染的肺炎疫情工作領導小組(下稱「**領導小組**」)，負責響應本集團疫情相關工作。

在辦公室工作之餘，我們還組織員工積極參與體育鍛煉。2022年1月16日，中盈盛達參加佛山市金融系統第二屆「農商銀行杯」羽毛球團體賽冠軍，並成功衛冕冠軍。



The Group did not identify any work related fatalities in the past three years including the Year.

本集團於過往三年(包括本年度)皆無發生因工傷亡事故。

#### 4.4 Employee Training and Development

We are committed to providing necessary training at all stages of employees' career development to help them advance in their current and future career. At the induction of new employees, the Human Resources Department is responsible for organizing induction training for them, which includes general courses, professional courses and job rotation.

#### 4.4 員工培訓發展

我們致力在員工職業發展的各個階段提供職業所需的培訓，以助力他們在現時職位和未來事業中發展。新員工入職時，公司人力資源部負責組織新員工培訓，培訓內容包括通用類課程、專業課程和輪崗學習。

General courses: 通用類課程：	company profile, basic system, corporate culture, teamwork, etc. 公司概況、基本制度、企業文化、團隊協作等。
Professional courses: 專業類課程：	we provide appropriate professional training according to the position applied for, including business training, risk training and general management training. 根據應聘崗位進行相應的專業培訓，包括業務系列培訓、風險系列培訓和綜合管理系列培訓。
Job rotation: 輪崗學習：	we arrange new employees to relevant departments in rotation according to actual needs. 根據實際需要，安排新入職員工到相關部司進行輪崗學習。

In addition, we provide internal training such as business training, risk control training, management training and internal training for each department as well as external training opportunities such as academic qualification improvement for our employees.

除此之外，我們還為員工提供如業務培訓、風控培訓、管理人員培訓和各部門內部培訓等內部培訓以及學歷提升支持等外部培訓的機會。

On 27 April 2022, the Party Committee of Join-Share organised a training course for CPC membership applicants in 2022 to further strengthen the construction of Party members of the Group's Party Committee and cultivate the new generation of the Party. 27 CPC membership applicants from each branch attended the training. Through the training, the CPC membership applicants further corrected their motivation to join the Party, strengthened their ideals and beliefs, and clarified the direction of their efforts. The participants have expressed that in the future work, they will further enhance the "Four Consciousness", persist with "Four Confidences", and endeavor "Upholding in the Two Aspects". In addition, they will also, based on their positions, strengthen their responsibilities. They will dedicate themselves into daily work in high spirits and with a practical working attitude. They will, through practical actions, strive to join the Communist Party of China as soon as possible, and hence make greater contributions to the development of the Company.

為進一步加強本集團黨委黨員隊伍建設，培養黨的新生力量，2022年4月27日，中盈盛達黨委舉辦了2022年入黨積極分子培訓班。來自各支部27名入黨積極分子參加了培訓。通過培訓，入黨積極分子進一步端正了入黨動機，堅定了理想信念，明確了努力方向。參訓學員們紛紛表示，在今後的工作中，將進一步增強「四個意識」、堅定「四個自信」、做到「兩個維護」，立足本職崗位，強化責任擔當，以更加飽滿的精神狀態，更加踏實的工作作風投入到日常工作中，以實際行動向黨組織靠攏，爭取早日加入中國共產黨，為公司發展作出更大的貢獻。



## 5. GREEN AND ENVIRONMENTAL OPERATIONS

Under the principal guideline of finance leading green development, serving the real economy, and supporting green reform and transformation of traditional industries, the Group adheres to the concept of “Green” throughout its business operations. Since our business is office based and does not involve sales or delivery of products, our business has minimal impact on the environment and natural resources. However, we are still actively looking for effective ways to continue to save energy and reduce emissions. During the reporting period, we strictly comply with the Environmental Protection Law of the People’s Republic of China (《中華人民共和國環境保護法》) and the Energy Conservation Law of the People’s Republic of China (《中華人民共和國節約能源法》) and other laws and regulations related to environmental protection. Moreover, we establish the Corporate Environmental Policy within the Group to clarify the administrative system related to environmental protection, adopt relevant environmental protection measures, and call on employees to be economical, so as to minimise the burden of corporate operations on the environment.

During the Year, the Group did not violate any relevant environmental protection laws or cause any major incidents that had a negative impact on the environment and natural resources, nor did it receive any environmental penalties or litigation notices related to the Group.

## 5. 綠色環保營運

本集團以金融引領綠色發展、服務實體經濟、支持傳統產業綠色改造轉型為主線，堅持把「綠色」的理念貫穿在各項業務當中，由於我們的主要業務集中在辦公室，不涉及出售或運送產品，對環境及天然資源所造成的影響甚微，但我們仍積極尋找持續節能減排的有效做法。報告期內，我們嚴格遵守《中華人民共和國環境保護法》和《中華人民共和國節約能源法》等環境相關法律法規，並於集團內部制定《企業環境政策》明確環保相關的行政制度，並採取相關環保措施，號召員工厲行節約，盡可能降低企業運營對環境造成的負擔。

本年度，本集團並沒有違反任何有關環境保護法例或造成對環境及自然資源產生負面影響的重大事故，亦沒有接到有關本集團之任何關於環境範疇的處罰及訴訟通知。

### 5.1 Reduction in Greenhouse Gas Emissions

The Group is actively shouldering its corporate social responsibility and is committed to reducing greenhouse gas emissions and achieving sustainable development in line with national policy trends. During the Year, our greenhouse gas sources were mainly from electricity consumption in our offices and carbon emissions from the use of vehicles. Due to the increase in business volume and office space of the Group, set forth below is a summary of the greenhouse gas emissions (GHG) from its headquarters in Foshan during the Year<sup>1</sup>:

GHG 溫室氣體	Unit 單位	2022 2022年度
Direct GHG emissions (Scope 1) 直接溫室氣體排放(範圍1)	Tonnes CO <sub>2</sub> equivalent (tCO <sub>2</sub> e) 公噸二氧化碳當量	9.10
Indirect GHG emissions (Scope 2) 間接溫室氣體排放(範圍2)	tCO <sub>2</sub> e 公噸二氧化碳當量	254.94
Total GHG emissions (Scope 1 & 2) 總溫室氣體排放量(範圍1及2)	tCO <sub>2</sub> e 公噸二氧化碳當量	264.04
GHG emission intensity 溫室氣體排放密度		
Per square meter (Scope 1 & 2) 每平方米(範圍1及2)	tCO <sub>2</sub> e/m <sup>2</sup> 公噸二氧化碳當量/平方米	0.032

### 5.2 Reduction in Emissions

Since the Group's major emissions come from vehicles owned by the Company, we train our drivers before they start work to ensure that our drivers adopt low-carbon driving practices, evaluate and maintain vehicles on a regular basis, and check fuel efficiency to reduce fuel use as much as possible.

### 5.1 溫室氣體減排

本集團積極肩負企業社會責任，配合國家政策趨勢，致力於減少溫室氣體排放量，實現可持續發展。本年度，我們的溫室氣體來源主要源自辦公室的電力消耗及使用公司車輛所產生的碳排放。由於本集團業務量以及辦公場所面積增加，以下是我們位於佛山總部辦公室本年度的溫室氣體排放概要<sup>1</sup>：

### 5.2 減少排放物

由於本集團主要排放物來自於公司所擁有的車輛，故我們會在司機上崗前對其進行培訓，確保本集團司機採用低碳的駕駛方式，並定期評估和維修車輛，以及檢查燃油效率，盡可能減少燃油的使用。

1. In accordance with the Greenhouse Gas Protocol developed by the World Resources Institute and World Business Council for Sustainable Development and the ISO14064-1 prepared by the International Organization for Standardization

1. 根據由世界資源研究所與世界可持續發展工商理事會開發的《溫室氣體盤查議定書》及國際標準化組織訂定的ISO14064-1

### 5.3 Reduction in Energy Consumption

The Group recognizes that reducing electricity consumption is decisive in reducing our overall energy consumption and indirectly reducing greenhouse gas emissions. We monitor our energy consumption to make more efficient use of resources and strive to reduce consumption in our business operations. During the Year, due to the increase in business volume of the Group and the increase in area due to office relocation, the Group's headquarters in Foshan had a total electricity consumption of 438,787 kWh during its operation and a total electricity consumption intensity of 52.84 kWh per square meter.

Effective energy-saving measures have been in place for both the illumination system and the air-conditioning system. In the daily office, we advocate the reduction of lighting with more use of natural light; conduct regular cleaning of lamps and lanterns to improve lighting efficiency; set independent switches for zoning lighting, with timely shutdown of lighting equipment in areas not in use; arrange a dedicated person to inspect and ensure switch off of the air conditioners and electricity after work. For the air conditioning system, we set the air conditioner at a reasonable temperature, clean the air conditioner filters regularly to improve cooling efficiency, and allow employees to wear casual clothes to work if it does not affect our corporate image.

### 5.4 Conservation of Water Sources

As the Group's business does not involve production, all water consumption comes from washroom water and direct drinking water. The water used in sanitary is dispensed by infrared sensor, and the water is automatically cut off during unoccupied periods to maximize water conservation. We also post water conservation slogans throughout the Company to call for water conservation. During the Year, the Group replaced drinking water from bottled water with direct drinking water. The total water consumption in Foshan office was 2,330 tons, with a consumption of 0.28 tons per square meter.

### 5.3 降低能源消耗

本集團知悉節約用電對我們整體降低能源消耗量有決定性作用，並且可間接減少溫室氣體排放量。我們監察能源消耗量，務求更有效地善用資源並致力減少業務營運中的消耗。本年度，由於本集團業務量增加以及辦公場所遷移導致面積增加，位於佛山總部辦公室在運營過程中的總耗電量為438,787千瓦時，而總耗電密度則為每平方米52.84千瓦時。

針對照明系統和空調系統，我們均制定了有效的節能措施。在日常辦公中，我們倡導減少燈光照明，多使用自然光；定期清潔燈具以提高照明效率；設置獨立開關分區域照明，及時關閉不使用區域的照明設備；下班時，有專人巡查辦公區域空調、電開關是否處於關閉狀態。對於空調系統，我們會將空調設置為合理的溫度，並對空調濾網進行定期清洗以提高製冷效率，同時允許員工在不影響企業形象時著便裝上班。

### 5.4 節約水資源

本集團業務不涉及生產，用水量均來自於洗手間用水和直飲水。洗手間用水採用紅外感應出水，無人使用期間自動斷水，最大限度節約用水。我們也在公司內部張貼節水標語，呼籲宣傳節約用水。本年度，本集團將飲用水由桶裝水更換為直飲水，佛山辦公室總耗水量為2,330噸，每平方米耗水量為0.28噸。



### 5.5 Avoiding Waste of Resources

The Group has implemented environmental protection measures and encouraged its employees to use recyclable office stationery to minimize wastes generated in the office. Hazardous wastes such as waste ink cartridges, waste toner cartridges and other electronic products will be properly treated by a qualified third-party organization entrusted by us. We organize our employees to tidy up the office area from time to time, especially for the collection of used paper, which will be centrally sent to a carton-recycling factory by a third party for recycling after a certain amount is collected. We also carry out paperless approval of information systems for some financing guarantee business to reduce paper consumption. During the Year, the amount of hazardous waste and non-hazardous waste generation from the Group was 0.70 metric ton and 1.50 metric tons, respectively, and the amount of hazardous waste and non-hazardous waste generated per employee was 0.005 metric ton and 0.01 metric ton, respectively. In addition, no packaging materials were produced during operations.

In the previous year, we have set preliminary directional targets for energy saving and waste reduction. During the Year, both hazardous waste and non-hazardous waste generated by the Group's operations were effectively controlled with a reduction in the total amount, while greenhouse gas emissions and electricity consumption increased accordingly due to the expansion of office space; the increase in water consumption was due to a reasonable increase in the consumption of drinking water in the office as it was changed from bottled water to direct drinking water. In the future, we will continue to monitor the total water consumption, electricity consumption and greenhouse gas emissions, and adjust the targets in a timely manner when achieving stable business operations, to effectively protect the environment and conserve natural resources.

### 5.5 避免資源浪費

本集團推行環保措施，鼓勵員工使用可循環辦公用具，盡量減少辦公室產生廢棄物。有害廢棄物如廢墨盒、廢碳粉盒及其他電子產品，我們委託合資格的第三方處理機構進行妥善處理。我們會組織員工不定時整理辦公區域，特別是對廢舊紙張的回收，待等收集一定數量後會由第三方集中送往回收紙箱廠循環再利用。我們亦對部分融資擔保業務進行信息系統的無紙化審批，減少紙張消耗量。本年度，本集團的有害廢棄物產生量及無害廢棄物產生量分別為0.70公噸及1.50公噸，每名員工的有害廢棄物產生量及無害廢棄物產生量分別為0.005公噸及0.01公噸。此外，我們在運營過程中並無生產任何包裝材料。

上年度，我們已就節能及減少廢物制定初步的方向性目標。本年度，集團運營產生的有害廢棄物和無害廢棄物產生量均得到有效控制，總量減少；而溫室氣體排放量和用電量因辦公室面積擴增有相應的增加；用水量增加的原因是辦公室飲用水由桶裝水改為直飲水，故產生合理增加。未來，我們會持續監控耗水量、耗電量和溫室氣體排放總量，在業務運營穩定時及時調整目標，以有效保護環境及珍惜天然資源。

## 5.6 Addressing Climate Changes

The Group recognizes that climate change poses many risks to our business and operations, and we actively respond to the national carbon emission reduction policies to help the country achieve the goal of carbon neutrality by 2060. During the Year, we have identified climate change-related risks based on the characteristics of our business. As the Group is located in South China, the physical risks it may face include typhoon and storm surges, extreme heat, urban flooding, etc. The potential impacts of such risks on the Group and our countermeasures are set out in the table below:

## 5.6 應對氣候變化

本集團認同氣候變化給我們的業務和運營帶來諸多風險，我們積極響應國家減碳政策，助力國家實現2060年前碳中和的目標。本年度，我們已根據自身業務特性對氣候變化相關風險進行識別，已識別與氣候變化相關的風險。本集團處於華南地區，可能面臨的實體風險如台風暴風、極端高溫、城市洪澇等，對本集團的潛在影響及我們的應對措施見下表：

Climate-related risks 與氣候相關風險	Impacts on the Group 對本集團之影響	Mitigation measures 緩解措施
Physical risk 實體風險	<ul style="list-style-type: none"> <li>• Extreme weather conditions, such as rainstorms, typhoon and floods, are likely to cause temporary closure of office premises</li> <li>• 如遇暴雨、台風、洪水等極端天氣，辦公地點可能需要暫時關閉</li> <li>• Extreme weather conditions may create safety concerns for employees</li> <li>• 極端天氣下，對員工安全造成隱患</li> <li>• It may cause damage to the Company's assets or interruption of business activities</li> <li>• 可能對公司造成資產損壞或業務活動中斷</li> </ul>	<ul style="list-style-type: none"> <li>• Response measures will be implemented before the extreme weather hits by keeping a close eye on weather forecasts</li> <li>• 時刻關注天氣預報，在極端天氣來臨之前提前作出應對</li> <li>• We will have emergency response plans in place, and constantly improve the emergency response mechanism for natural disasters</li> <li>• 制定自然災害的應急響應預案，並不斷完善自然災害應急響應機制</li> <li>• The Company is currently developing a system, which will achieve work-from-home with information technology</li> <li>• 公司目前開發系統，運用信息技術可以遠程在家辦公</li> </ul>
Transition risk 過渡風險	<ul style="list-style-type: none"> <li>• Failure to comply with national and industry standards for the goals of carbon neutrality may cause damage to reputation and loss of competitive advantage</li> <li>• 未能配合國家及行業標準的碳中和目標，聲譽受損而失去競爭優勢</li> <li>• Poor performance in tackling climate change and sustainability may negatively affect the corporate reputation and undermine existing cooperation arrangements or weaken its ability to attract new partners</li> <li>• 若在應對氣候變化及可持續領域表現不佳，企業名譽可能會受到負面影響，破壞現有合作安排或削弱吸引新合作夥伴的能力</li> </ul>	<ul style="list-style-type: none"> <li>• Tracking the latest climate change-related laws and regulations and incorporating the same into the management strategy</li> <li>• 追蹤最新的有關氣候變化的法律法規，並整合到管理策略中</li> <li>• Publicly disclose the Company's greenhouse gas emissions data and efforts on low-carbon operations in ESG report to maintain the corporate image</li> <li>• 在ESG報告中公開發露公司溫室氣體排放數據以及在低碳運營等方面所做出努力，積極維護企業形象</li> </ul>

## 6. HEART-WARMING SOCIAL INVESTMENT

The Group actively undertakes its social responsibility to give back to the community. While striving to develop our business, we seek to use our expertise and resources to assist the surrounding development and be harmonious with the local communities. During the Year, the Group's total community investment amounted to RMB12,000, which focuses on two aspects: community welfare and Party building.

### 6.1 Serving and Give back to the Society

In order to actively respond to the initiative of the superior organization, help Foshan Financial to assist the industrial revitalization of the partnered region, and help farmers to increase income and become rich, Guangdong Join-Share Communist Party ("Party") Committee and labour union specially organized the purchase of a batch of Huangtian sugar oranges, which not only provided a benefit for the Company's employees but also contributed to the rural revitalization and assistance. Upon arrival of the welfare goods at the Company, the staff of the administration department distributed the sugar oranges in an orderly manner to each department and sent them to each employee. Upon receipt of such sugar oranges, employees expressed their gratitude to the Company's Party committee and labour union. For a long time, the Party committee of Join-Share adheres to the idea of "Party building + public welfare" in earnestly fulfilling its social responsibilities.

## 6. 暖心社會投資

本集團積極承擔社會責任，回饋社區，我們在努力發展業務的同時，務求利用本身的專長及資源協助周邊發展，與當地社區和諧共融。本年度本集團的社區投資總額達人民幣12,000元，集中在兩方面：社區公益和黨群建設。

### 6.1 服務回饋社會

為積極響應上級組織的倡議，助力佛山金控對口幫扶地區的產業振興，幫扶農戶穩定增收致富貢獻一份力量，廣東中盈盛達共產黨（「黨」）委、工會特組織採購一批黃田沙糖桔，為公司員工提供了一份福利的同時，也為鄉村振興幫扶工作貢獻一份力量。在福利品抵達公司後，行政管理部的小夥伴們將沙糖桔按部門有序分發，送至每個員工的手裏。員工收到後，紛紛向公司黨委、工會表示感謝。一直以來，中盈盛達黨委堅持「黨建+公益」的思路，切實履行社會責任。



In recent years, the Party branches under the Party committee have actively participated in various public welfare activities in the society, organized Party members to participate in community epidemic prevention and control, visited children's welfare homes and elderly nursing houses, as well as helped remote mountainous primary school on a one-to-one basis, thereby actively giving back to the society with actions.

In 2022, given the severe and complex situation of COVID-19 epidemic prevention and control, such task is very arduous. In order to further enhance the efforts of epidemic prevention and control, Join-Share actively responded to the call of superior departments and advocated the Company's employees to actively participate in epidemic prevention and control volunteer services. Upon distribution of the proposal, the Company's Party members and employees actively signed up to participate in the epidemic prevention volunteer services.

On 10 April 2022, 11 Party member volunteers participated in the order maintenance of large-scale nucleic acid detection in Shiwan Street to fully support the epidemic prevention work in the street.

近年來，黨委下屬各黨支部積極投身參與社會各類公益事業，組織黨員參與社區疫情防範，走訪慰問兒童福利院、敬老院等活動，並對點幫扶偏遠山區小學，積極用行動回饋社會。

2022年，新冠疫情防控形勢嚴峻複雜，防範任務十分艱巨。為進一步增強疫情防範工作力量，中盈盛達積極響應上級部門號召，倡議公司員工積極參與疫情防範志願服務。倡議書下發後，公司黨員、員工紛紛報名參加，積極投入到防疫志願服務中。

2022年4月10日，11名黨員志願者參與石灣街道大規模核酸檢測的秩序維護，全力支持街道防疫工作。



The theme of the 2022 “Guangdong Poverty Alleviation and Relief Day (廣東扶貧濟困日)” activity is “Decisive Battle to Get Out of Poverty and Help Rural Revitalization (決戰脫貧攻堅·助力鄉村振興)”. In order to carry out this donation activity, Join-Share and its subsidiaries meticulously organized and publicized such activity through channels such as system posts, DingTalk, WeChat group, etc., which received an enthusiastic response and active support from employees. In the end, such activity raised a charitable donation totaling RMB50,000 from the Company and its employees. All of the raised funds will be remitted to the accounts of charitable organizations to support a series of work such as stationing in and assisting towns and villages, which contributed to the rural revitalization.

Join-Share has always insisted on helping “vulnerable groups” and committed to solving the financing problems for SMEs. The Party committee of the Company actively practices the concept of “Party building + public welfare”. In recent years, it has successively carried out activities such as helping remote mountainous primary school on a one-to-one basis, visiting children’s welfare homes and elderly nursing houses and community epidemic prevention volunteer services. In the future, the Company will continue to adhere to the corporate mission of “benefiting people’s livelihood with finance and creating a better future with credit (用金融普惠民生讓信用美好明天)” and actively fulfill social responsibilities so as to give back to the society with practical actions.

2022年「廣東扶貧濟困日」活動的主題是「決戰脫貧攻堅·助力鄉村振興」。為開展好本次愛心捐款活動，中盈盛達公司及各分、子公司精心組織，通過系統發文、釘釘群、微信群等渠道進行宣傳，得到員工的熱情回應和積極支持。活動最終共收到公司以及員工個人愛心善款共5萬元。善款將全數匯入慈善機構賬戶，用於支持駐鎮幫鎮扶村等系列工作，為鄉村振興貢獻力量。

一直以來，中盈盛達公司堅持幫扶「弱勢群體」，致力為中小微企業解決融資難融資貴問題。公司黨委積極踐行「黨建+公益」的理念，近年來相繼開展了對點幫扶偏遠山區小學、慰問兒童福利院、敬老院、社區防疫志願服務等活動。未來，公司將繼續秉承「用金融普惠民生讓信用美好明天」的企業使命，積極履行社會責任，以實際行動回饋社會。

## 6.2 Achievements of Party Building

On the eve of the fifth session of the 13th National People's Congress (NPC), Mr. Wu Liejin (an NPC deputy and the chairman of Join-Share) accepted a joint interview with a number of media reporters and answered their questions on current social hotspots and topics of concern at the two sessions. Mr. Wu Liejin indicated in an interview that, during his five years in office, he has actually noticed the voices of the common people and conveyed them to the two sessions, with a hope to do more practical things and make more contributions to the society and the public by discharging his duties as a deputy. He also introduced the key topics of concern during this year's two sessions. Over the past year, he has formed his proposals for this year's two sessions by actively investigating and visiting relevant regulatory authorities, industry associations, SMEs, and by combining the problems he encountered in his own practice. He would focus on five topics: the development of the inclusive finance industry, promoting the high-quality development of Foshan, corporate compliance development, social credit system construction and the three-child support policy.

## 6.2 黨群建設成果

第十三屆全國人民代表大會第五次會議前夕，全國人大代表、中盈盛達董事長吳列進接受了多家媒體記者的聯合採訪，就當前社會熱點問題及兩會關注的話題回答記者提問。吳列進接受採訪表示，在履職五年中切實感受到老百姓的心聲，並將老百姓的心聲傳遞到全國兩會，希望通過代表履職，為社會和老百姓多做實事，多做貢獻。他介紹了今年兩會期間重點關注的話題。一年來，他通過積極調研走訪相關監管部門、行業協會、中小微企業，並結合自身實踐中碰到的問題形成了今年兩會的建議，他將重點關注5方面的話題：普惠金融行業發展、助推佛山高質量發展、企業合規發展、社會信用體系建設以及三孩配套政策。



The fifth session of the 13th NPC has just ended. Wu Lijin, an NPC deputy and the chairman of Join-Share, returned to his post without a stop. He immediately conveyed the latest meeting spirit to the employees of the Company and to the most grassroots level. At the publicity meeting, Wu Liejin conveyed in detail the spirit of General Secretary Xi Jinping's important speech, the government work report, the work report of the SCNPC, the work reports of the Supreme People's Court and the Supreme People's Procuratorate and other aspects, and shared his feelings and experiences of attending the meetings based on his own reality.

第十三屆全國人大五次會議剛剛結束，全國人大代表、中盈盛達董事長吳列進馬不停蹄回到崗位，第一時間把最新的會議精神傳達到公司員工、傳達到最基層。宣講會上，吳列進就習近平總書記重要講話精神、政府工作報告、人大常委會工作報告、兩高工作報告等方面進行了詳細的傳達，並結合自身實際分享了參會的感受和體會。



In order to implement the spirit of the 13th Provincial Party Congress and effectively strengthen the horizontal communication and cooperation of the Party organizations, the Party committee of Join-Share was invited to participate in the partnered Party building activity held by the general branch committee of Dongping Community in Lecong Town of the Communist Party of China on the Sanlongwan cruise ship with the theme of "collaborative development and win-win in future (聚合發展，共贏未來)."

為了貫徹落實省第十三次黨代會精神，切實加強黨組織的橫向交流與合作，中盈盛達黨委受邀參與中共樂從鎮東平社區總支部委員會在三龍灣游船上舉辦主題為「聚合發展，共贏未來」的黨建結對共建活動。

During the activity, the general Party branch of Dongping Community read out the “Implementation Plan for the Partnered Party Building of Dongping Community in Lecong Town in 2022 (《2022年樂從鎮東平社區黨建結對共建實施方案》)”, introduced the basic situation of the units participating in such partnered Party building, and held the signing ceremony for the agreement on the partnered Party building. The Party committee of the Company, as one of the partnered units, signed a partnered Party building agreement with the general Party branch of Dongping Community, with a plaque of “Units Participating in the Partnered Party Building (黨建結對共建單位)”. As agreed by the parties, upon such partnered Party building, they will give full play to the complementary role of their advantages through such mechanisms as “joint organization, joint promotion of development, joint activities, joint training of Party members, and joint sharing of positions (組織聯動、發展促聯、活動聯辦、黨員聯訓、陣地聯享)” to build a new working pattern of joint construction, mutual assistance and win-win.

活動中，東平社區黨總支宣讀了《2022年樂從鎮東平社區黨建結對共建實施方案》，介紹了本次黨建結對共建單位基本情況，隨後舉行了黨建結對共建協議書簽訂儀式。公司黨委作為本次共建單位之一，與東平社區黨總支共同簽署黨建共建協議書，並獲發「黨建結對共建單位」牌匾。各方協定，黨建共建後，將通過「組織聯動、發展聯促、活動聯辦、黨員聯訓、陣地聯享」等機制，充分發揮優勢互補作用，構建聯動共建、互助共贏的工作新格局。





On 7 December 2022, the first Party branch of Join-Share held an annual summary meeting and democratic life meeting. Wu Liejin, the secretary of the Party committee, interpreted and shared the report of the 20th CPC National Congress, the current situation and countermeasures. He put forward three requirements for all Party members and membership applicants: Firstly, they shall continue in-depth study; secondly, they shall learn and understand for the sake of application; thirdly, they shall further strengthen their shouldering of responsibilities and give full play to the pioneering and exemplary role of the Party members. At the meeting, we also reported and summarized the Party building work conducted by the first Party branch in 2022, put forward the work plan for 2023, and made arrangements for the next step.

2022年12月7日，中盈盛達第一黨支部召開年度總結會議暨民主生活會，黨委書記吳列進圍繞黨的二十大報告、當前形勢及應對措施等方面進行了解讀分享。他對全體黨員、積極分子提出三點要求：一是持續、深入學習；二是學深悟透，學以致用；三是進一步強化責任擔當，發揮黨員先鋒模範帶頭作用。會議還匯報總結了一支部2022年度黨建工作情況，提出了2023年度工作計劃，對下一步工作做出部署安排。



## APPENDIX I: SUSTAINABILITY DATA STATEMENTS 附錄一：可持續發展資料摘要

The summary of the environmental sustainability data for the Year is as follow: 以下是本年度環境範疇可持續發展資料摘要：

Environmental <sup>2</sup> 環境範疇 <sup>2</sup>	Unit 單位	2022 2022年度
<b>Air emission<sup>3</sup></b> <b>空氣排放物<sup>3</sup></b>		
Nitrogen oxide (NO <sub>x</sub> ) 氮氧化物(NO <sub>x</sub> )	kilogram (kg) 千克	2.28
Sulfur oxide (SO <sub>x</sub> ) 硫氧化物(SO <sub>x</sub> )	kg 千克	0.05
Particulate matters (PM) 顆粒物(PM)	kg 千克	0.17
<b>GHG emissions</b> <b>溫室氣體排放量</b>		
Direct GHG emissions (Scope 1) 直接溫室氣體排放(範圍1)	tonnes CO <sub>2</sub> equivalent (tCO <sub>2</sub> e) 公噸二氧化碳當量	9.10
Indirect GHG emissions (Scope 2) 間接溫室氣體排放(範圍2)	tCO <sub>2</sub> e 公噸二氧化碳當量	254.94
Total GHG emissions (Scope 1 & 2) 總溫室氣體排放量(範圍1及2)	tCO <sub>2</sub> e 公噸二氧化碳當量	264.04
GHG emission intensity (Scope 1 & 2) 溫室氣體排放密度(範圍1及2)	tCO <sub>2</sub> e/m <sup>2</sup> 公噸二氧化碳當量/每平方米	0.032
<b>Waste generation</b> <b>廢棄物產生</b>		
Hazardous waste 有害廢棄物	tonne 公噸	0.70
Hazardous waste intensity (per employee) 有害廢棄物密度(每名員工)	tonne/employee 公噸/員工	0.005
Scrapped computers 廢棄電腦	unit 台	15
Total non-hazardous waste 無害廢棄物總量	tonne 公噸	1.50
Non-hazardous waste intensity (per employee) 無害廢棄物密度(每名員工)	tonne/employee 公噸/員工	0.01

- |  |  |
|--|--|
| <p>2. In accordance with the Greenhouse Gas Protocol developed by the World Resources Institute and World Business Council for Sustainable Development and the ISO14064-1 prepared by the International Organization for Standardization</p> <p>3. Vehicle emissions</p> | <p>2. 根據由世界資源研究所與世界可持續發展工商理事會開發的《溫室氣體盤查議定書》及國際標準化組織訂定的ISO14064-1</p> <p>3. 車輛排放物</p> |
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Environmental <sup>2</sup> 環境範疇 <sup>2</sup>	Unit 單位	2022 2022年度
<b>Paper consumption</b> <b>紙張消耗</b>		
Total paper consumption (A4) 紙張用量(A4)	pcs 張	2,636
Total paper consumption (A3) 紙張用量(A3)	pcs 張	415,678
<b>Energy consumption</b> <b>能源消耗</b>		
Total electricity consumption 總耗電量	kWh 千瓦時	438,787
Total electricity consumption intensity (per square meter) 總耗電量密度(每平方米)	kWh/m <sup>2</sup> 千瓦時/平方米	52.84
Total electricity consumption intensity (per employee) 總耗電量密度(每名員工)	kWh/employee 千瓦時/員工	0.37
Vehicle gasoline 車輛汽油量	liter 公升	3,362
<b>Water Consumption</b> <b>水資源消耗</b>		
Total water consumption 總耗水量	tonne 公噸	2,330
Total water consumption intensity (per m <sup>2</sup> ) 總耗水量密度(每平方米)	tonne/square meter 公噸/平方米	0.28

- In accordance with the Greenhouse Gas Protocol developed by the World Resources Institute and World Business Council for Sustainable Development and the ISO14064-1 prepared by the International Organization for Standardization
- Vehicle emissions

- 根據由世界資源研究所與世界可持續發展工商理事會開發的《溫室氣體盤查議定書》及國際標準化組織訂定的ISO14064-1
- 車輛排放物

Social 社會範疇	Unit 單位	2022 2022年度
<b>Number of employees 員工人數</b>		
Total number of employees 員工總數	Number of people 人數	307
<b>Total number of employees by gender 員工總數(按性別劃分)</b>		
Female 女性	Number of people 人數	133
Male 男性	Number of people 人數	174
<b>Total number of employees by employment type 員工總數(按僱員類型劃分)</b>		
Full-time junior staff 全職初級員工	Number of people 人數	227
Full-time middle management 全職中級管理層	Number of people 人數	74
Full-time senior management 全職高級管理層	Number of people 人數	6
<b>Total number of employees by age groups 員工總數(按年齡組別劃分)</b>		
Below 30 years old 30歲以下	Number of people 人數	52
30-50 years old 30-50歲	Number of people 人數	236
Above 50 years old 50歲以上	Number of people 人數	19

Social 社會範疇	Unit 單位	2022 2022年度
<b>Total number of employees by geographical region 員工總數(按地區劃分)</b>		
Eastern China 華東區域	Number of people 人數	22
Southern China 南方區域	Number of people 人數	285
<b>Employee turnover rate<sup>4</sup> 員工流失比率<sup>4</sup></b>		
Total number of employees 員工總數	% %	8.79
<b>Employee turnover rate (by gender) 員工流失率(按性別劃分)</b>		
Female 女性	% %	9.02
Male 男性	% %	8.62
<b>Employee turnover rate (by age groups) 員工流失率(按年齡組別劃分)</b>		
Below 30 years old 30歲以下	% %	19.23
30-50 years old 30-50歲	% %	5.93
Above 50 years old 50歲以上	% %	15.79

4. Employee turnover rate=Number of employees lost ÷ Number of employees at the end of the year×100%

4. 僱員流失比率=流失僱員人數÷年終僱員人數×100%

Social 社會範疇	Unit 單位	2022 2022年度
<b>Employee turnover rate (by geographical region)</b> <b>員工流失率(按地區劃分)</b>		
Eastern China 華東區域	% %	9.09
Southern China 南方區域	% %	8.77
<b>Development and training</b> <b>發展與培訓</b>		
<b>Percentage of employees trained by gender</b> <b>按性別劃分的員工培訓百分比</b>		
Female 女性	% %	100
Male 男性	% %	100
<b>Percentage of employees trained by employee type</b> <b>按員工類別劃分的員工培訓百分比</b>		
Full-time junior staff 全職初級員工	% %	100
Full-time middle management 全職中級管理層	% %	100
Full-time senior management 全職高級管理層	% %	100
<b>Training hours received by employees by gender</b> <b>按性別劃分的員工培訓時數</b>		
Female 女性	Hour 小時	37.9
Male 男性	Hour 小時	36.1

Social 社會範疇	Unit 單位	2022 2022年度
<b>Training hours received by employees by employment type</b> <b>按員工類別劃分的員工培訓時數</b>		
Per full-time junior staff 每個全職初級員工	Hour 小時	34.9
Per full-time middle management 每個全職中級管理層	Hour 小時	43.9
Per full-time senior management 每個全職高級管理層	Hour 小時	24.8
<b>Occupational health and safety</b> <b>職業健康與安全</b>		
Number of work-related fatalities (2020, 2021 and 2022) 因工死亡人數(2020、2021、2022年度)	Number of people 人數	0
Rate of work-related fatalities (2020, 2021 and 2022) 因工亡故的比率(2020、2021、2022年度)	% %	0
Lost days due to work injury in 2022 2022年因工傷損失工作日數	Day 天數	0

**APPENDIX II: INDEX OF ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING GUIDE OF HONG KONG STOCK EXCHANGE**

**附錄二：聯交所《環境、社會及管治報告指引》索引**

Index 指標內容		Relevant section 相關章節
<b>A. Environmental</b> <b>A.環境範疇</b>		
A1: Emissions	General Disclosure	5. Green and Environmental Operations
A1：排放物	一般披露	5.綠色環保營運
	A1.1	Appendix I: Sustainability Data Statements 附錄一：可持續發展資料摘要
	A1.2	5.1 Reduction in Greenhouse Gas Emissions Appendix I: Sustainability Data Statements 5.1溫室氣體減排 附錄一：可持續發展資料摘要
	A1.3	Appendix I: Sustainability Data Statements 附錄一：可持續發展資料摘要
	A1.4	Appendix I: Sustainability Data Statements 附錄一：可持續發展資料摘要
	A1.5	5.3 Reduction in Energy Consumption 5.3降低能源消耗
	A1.6	5.3 Reduction in Energy Consumption 5.5 Avoiding Waste of Resources 5.3降低能源消耗 5.5避免資源浪費



Index 指標內容		Relevant section 相關章節
A2: Use of Resources A2: 資源使用	General Disclosure 一般披露	Policies on the efficient use of resources, including energy, water and other raw materials. 有效使用資源(包括能源、水及其他原材料)的政策。
	A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total and intensity. 按類型劃分的直接及/或間接能源(如電、氣或油)總耗量及密度。
	A2.2	Water consumption in total and intensity. 總耗水量及密度。
	A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them. 描述所訂立的能源使用效益目標及為達到這些目標所採取的步驟。
	A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them. 描述求取適用水源上可有任何問題, 以及所訂立的用水效益目標及為達到這些目標所採取的步驟。
	A2.5	Total packaging material used for finished products and with reference to per unit produced. 製成品所用包裝材料的總量及每生產單位佔量。

Index 指標內容		Relevant section 相關章節
A3: The Environment and Natural Resources	General Disclosure 一般披露	Policies on minimising the issuer's significant impacts on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。
A3: 環境及天然資源	A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。
A4: Climate Change	General Disclosure 一般披露	Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer. 識別及應對已經及可能會對發行人產生影響的重大氣候相關事宜的政策。
A4: 氣候變化	A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them. 描述已經及可能會對發行人產生影響的重大氣候相關事宜，及應對行動。
<b>B. Social B. 社會範疇</b>		
B1: Employment	General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。
B1: 僱傭	B1.1	Total workforce by gender, employment type, age group and geographical region. 按性別、僱傭類型、年齡組別及地區劃分的僱員總數。
	B1.2	Employee turnover rate by gender, age group and geographical region. 按性別、年齡組別及地區劃分的僱員流失比率。

Index 指標內容		Relevant section 相關章節
B2: Health and Safety B2: 健康與安全	General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards. 有關提供安全工作環境及保障僱員避免職業性危害的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。
	B2.1	Number and rate of work-related fatalities occurred in each of the past three years including the reporting year. 過去三年(包括匯報年度)每年因工亡故的人數及比率。
	B2.2	Lost days due to work injury. 因工傷損失工作日數。
	B2.3	Description of occupational health and safety measures adopted, and how they are implemented and monitored. 描述所採納的職業健康與安全措施，以及相關執行及監察方法。
B3: Development and Training B3: 發展及培訓	General Disclosure 一般披露	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。
	B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management). 按性別及僱員類別(如高級管理層、中級管理層等)劃分的受訓僱員百分比。
	B3.2	The average training hours completed per employee by gender and employee category. 按性別及僱員類別劃分，每名僱員完成受訓的平均時數。
B4: Labour Standards B4: 勞工準則	General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour. 有關防止童工或強制勞工的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。
	B4.1	Description of measures to review employment practices to avoid child and forced labour. 描述檢討招聘慣例的措施以避免童工及強制勞工。
	B4.2	Description of steps taken to eliminate such practices when discovered. 描述在發現違規情況時消除有關情況所採取的步驟。

Index 指標內容		Relevant section 相關章節	
B5: Supply Chain Management B5: 供應鏈管理	General Disclosure 一般披露	Policies on managing environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策。	3.6 Supply Chain Management 3.6 供應鏈管理
	B5.1	Number of suppliers by geographical region. 按地區劃分的供應商數目。	3.6 Supply Chain Management 3.6 供應鏈管理
	B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored. 描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目，以及有關慣例的執行及監察方法。	3.6 Supply Chain Management 3.6 供應鏈管理
B6: Product Responsibility B6: 產品責任	General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress. 有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。	3. Corporate Compliant Operations 3. 企業合規經營
	B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons. 已售或已運送產品總數中因安全與健康理由而須回收的百分比。	Not applicable as the Group's business does not involve the sale or delivery of products 不適用，本集團業務不涉及出售或運送產品
	B6.2	Number of products and service related complaints received and how they are dealt with. 接獲關於產品及服務的投訴數目以及應對方法。	3.4 Listening to Customer Demands 3.4 傾聽客戶需求
	B6.3	Description of practices relating to observing and protecting intellectual property rights. 描述與維護及保障知識產權有關的慣例。	3.5 Respect for Intellectual Property Rights 3.5 尊重知識產權
	B6.4	Description of quality assurance process and recall procedures. 描述質量檢定過程及產品回收程序。	Not applicable as the Group's business does not involve the sale or delivery of products 不適用，本集團業務不涉及出售或運送產品
	B6.5	Description of consumer data protection and privacy policies, and how they are implemented and monitored. 描述消費者數據保障及私隱政策，以及相關執行及監察方法。	3.3 Network Information Security 3.3 網絡信息安全

Index 指標內容		Relevant section 相關章節
B7: Anti-corruption B7: 反貪腐	General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering. 有關防止賄賂、勒索、欺詐及洗黑錢的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。
	B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases. 於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。
	B7.2	Description of preventive measures and whistle-blowing procedures, and how they are implemented and monitored. 描述防範措施及舉報程序，以及相關執行及監察方法。
	B7.3	Description of anti-corruption training provided to directors and staff. 描述向董事及員工提供的反貪污培訓。
B8: Community Investment B8: 社區投資	General Disclosure 一般披露	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests. 有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策。
	B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport). 專注貢獻範疇(如教育、環境事宜、勞工需求、健康、文化、體育)。
	B8.2	Resources contributed to the focus area. 在專注範疇所動用資源。

# REPORT OF THE BOARD OF DIRECTORS

## 董事會報告

The Board is pleased to present the annual report together with the audited consolidated financial statements for the year ended 31 December 2022.

### PRINCIPAL ACTIVITIES

The Company is a leading financing guarantee services provider in Guangdong province, focusing on providing credit-based financing solutions to SMEs to satisfy their financing and business needs. The Group primarily provides guarantees on behalf of, and entrusted loans to, SMEs and individual business proprietors. It also provides micro-lending to SMEs, individual business proprietors and individuals in Foshan since July 2011 through Foshan Micro Credit, which was consolidated into the Group in June 2014.

### RESULTS

The results of the Group for the year ended 31 December 2022 are set out on pages 174 to 340 of this annual report.

### BUSINESS REVIEW

A review of the business of the Group for the year ended 31 December 2022, a discussion on the Group's future business development and particulars of important events affecting the Group that have occurred since the end of the financial year are set out in the paragraphs headed "Business Review", "Prospects and Future Developments in the Business of the Group" and "Events after Reporting Period" under the section headed "Management Discussion and Analysis" in this annual report respectively. Descriptions of principal risks and uncertainties that the Group may be facing are provided in this Report of the Board of Directors on page 161. An analysis of the Group's performance during the year ended 31 December 2022 using financial key performance indicators is set out in the sections headed "Financial Summary" and "Management Discussion and Analysis" in this annual report. Discussions on the environmental policies and performance, the Group's compliance with relevant laws and regulations and the account of the key relationships of the Group with its stakeholders are contained in this Report of the Board of Directors and the "Environmental, Social and Governance Report" in this annual report. The above discussions constitute part of this Report of the Board of Directors. Discussion and analysis of the Group's performance and an explanation of the basis on which the Company generates or preserves value over the longer term and the strategy for delivery of the Company's objectives are set out in the section headed "Management Discussion and Analysis" in this annual report.

董事會謹此向股東提呈本集團截至2022年12月31日止年度年報以及經審核綜合財務報表。

### 主營業務

本公司是廣東省領先的融資擔保服務供應商，專注於向中小微企業提供以信用為基礎的融資解決方案，滿足中小微企業的融資及業務需要。本集團主要以中小微企業及個體工商戶名義提供擔保及向中小微企業及個體工商戶提供委託貸款。其自2011年7月通過佛山小額貸款向佛山地區內的中小微企業、個體工商戶及個人提供小額貸款，並於2014年6月把該公司合併入本集團。

### 業績

本集團截至2022年12月31日止年度的業績載於本年報第174頁至340頁。

### 業務回顧

截至2022年12月31日止年度本集團的業務回顧、本集團未來業務發展討論及自財政年度末影響本集團重大事宜的細目分別載於本年報「管理層討論與分析」一節中「業務回顧」、「展望及本集團未來業務發展」以及「報告期後事項」各段。本集團可能面對的主要風險及不確定因素描述見於本董事會報告第161頁。截至2022年12月31日止年度內採用財務關鍵績效指標的本集團表現分析載列於本年報「財務概要」及「管理層討論與分析」各節。有關環境政策及表現之討論、本集團遵守相關法律法規的情況以及本集團與其利益相關方之主要關係論述載於本董事會報告及本年報「環境、社會及管治報告」。以上討論構成本董事會報告的一部分。關於本集團表現的討論與分析以及關於本公司長期產生或保持價值的基礎以及實現本公司目標的策略的說明，載於本年報「管理層討論與分析」一節。

## DIVIDEND POLICY

The Board will determine the level of dividends after considering the factors of the Company including (i) the results of operations; (ii) cash flows; (iii) financial condition; (iv) statutory and regulatory restrictions on the payment of dividends; and (v) other factors that the Board deems relevant.

Under normal circumstances, the Board would consider to declare interim and special dividends when announcing the Company's interim and final results. The Board may also recommend a final dividend for approval by the Shareholders at the annual general meeting of the Company.

Pursuant to the Articles of Association, the Company may distribute dividends in the manners of (i) cash; (ii) shares; and (iii) other means permitted by laws, administrative rules, regulations of competent authorities and regulatory provisions in the place where the Shares are listed.

Dividends may be paid only out of distributable profits as determined under PRC Generally Accepted Accounting Principles or Hong Kong Financial Reporting Standards of the PRC according to the Articles of Association. The Company may distribute not less than 30% of the Company's distributable profits (excluding the impact of related deferred tax) to Shareholders for each financial year, subject to the Company's dividend payment criteria stated above.

The Board has the absolute discretion to decide whether to declare or distribute dividends in any year. There is no assurance that dividends of such amount or any amount will be declared or distributed each year or in any year.

The Board will review the dividend policy annually, as appropriate, to ensure its continued effectiveness.

## 股息政策

董事會將於考慮本公司因素後確定股息水平，該等因素包括(i)經營業績；(ii)現金流量；(iii)財務狀況；(iv)支付股息的法定及監管限制；及(v)董事會認為相關的其他因素。

正常情況下，董事會將於公佈本公司中期及末期業績時考慮宣派中期及特別股息。董事會亦可建議派付末期股息以供股東於本公司股東週年大會上批准。

根據公司章程，本公司可通過如下方式分派股息：(i)現金；(ii)股份；及(iii)主管司法權區的法律、行政條例、法規與股份上市地的監管規定允許的其他方式。

中國公認會計原則或中國香港財務報告準則規定股息僅可按可分配利潤根據公司章程支付。根據上述本公司的股息支付標準，本公司可在各財政年度向股東分配不少於本公司可分派利潤的30% (不包括相關遞延稅項的影響)。

董事會有絕對酌情權決定是否在任何一年宣派或派發股息。無法保證各年或於任何年度將予宣派或已分派的該等金額或任何金額的股息。

董事會將酌情每年檢討股息政策，以確保其持續有效性。

## FINAL DIVIDEND

The Board recommends the distribution of a final dividend of RMB0.035 (before considering any tax effect) per each Domestic Share and H Share for the year ended 31 December 2022, amounting to, in aggregate, RMB54,627,744.05 (the “**2022 Final Dividend**”). No Shareholder has waived or agreed to waive the 2022 Final Dividend.

According to the Articles of Association, dividend payable to holders of Domestic Shares will be paid in Renminbi, whereas dividend payable to holders of the H Shares will be declared in Renminbi and paid in Hong Kong dollars. The exchange rate of which will be calculated in accordance with the related national regulations on foreign exchange control. The 2022 Final Dividend will be subject to approval by Shareholders at the forthcoming 2022 annual general meeting (the “**AGM**”) and is expected to be paid on or about Thursday, 24 August 2023.

Pursuant to the PRC Individual Income Tax Law (《中華人民共和國個人所得稅法》), the Implementation Regulations of the PRC Individual Income Tax Law (《中華人民共和國個人所得稅法實施條例》), the Administrative Measures of the State Administration of Taxation on Tax Convention Treatment for Non-resident Taxpayers (No. 35 of the Announcement of the State Administration of Taxation for 2019) (《國家稅務總局非居民納稅人享受協定待遇管理辦法》) (國家稅務總局公告2019年第35號), the Notice of the State Administration of Taxation on the Questions Concerning the Levy and Administration of Individual Income Tax After the Repeal of Guo Shui Fa [1993] No. 045 (Guo Shui Han [2011] No. 348) (《國家稅務總局關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》) (國稅函[2011]348號), other relevant laws and regulations and other regulatory documents, the Company shall, as a withholding agent, withhold and pay individual income tax for the individual holders of H Shares in respect of the dividend to be distributed to them. However, the individual holders of H Shares may be entitled to certain tax preferential treatments pursuant to the tax treaties between the PRC and the countries (regions) in which the individual holders of H Shares are domiciled and the tax arrangements between Mainland China, Hong Kong, PRC or Macau. For individual holders of H Shares in general, the Company will withhold and pay individual income tax at the rate of 10% on behalf of the individual holders of H Shares in the distribution of the dividend. However, the tax rates applicable to individual holders of H Shares overseas may vary depending on the tax treaties between the PRC and the countries (regions) in which the individual holders of H Shares are domiciled, and the Company will withhold and pay individual income tax on behalf of the individual holders of H Shares in the distribution of the dividend accordingly.

## 末期股息

董事會建議派發截至2022年12月31日止年度末期股息每股內資股及H股人民幣0.035元(未考慮任何稅務影響),合計人民幣54,627,744.05元(「**2022年末期股息**」)。概無股東放棄或同意放棄2022年末期股息。

根據公司章程,應付予內資股持有人之股息將以人民幣派付,而應付H股持有人之股息以人民幣宣派但以港元派付。其匯率將根據匯率控制的相關國家規定計算。2022年末期股息須待即將召開的2022年股東週年大會(「**股東週年大會**」)批准並預計將於2023年8月24日(星期四)或前後支付。

根據《中華人民共和國個人所得稅法》、《中華人民共和國個人所得稅法實施條例》、《國家稅務總局非居民納稅人享受協定待遇管理辦法》(國家稅務總局公告2019年第35號)、《國家稅務總局關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》(國稅函[2011]348號)、其他相關法律及法規以及其他監管文件,本公司作為預扣稅代理人,須就向H股個人持有人分派的股息預扣及繳付個人所得稅。然而,根據中國與H股個人持有人居住國家(地區)簽訂的稅收條約,以及中國內地與中國香港或澳門簽訂的徵稅安排,H股個人持有人可能有權享有若干稅務優惠待遇。一般情況下,對於H股個人持有人,本公司將於分派股息時,代表H股個人持有人按10%的稅率預扣及繳付個人所得稅。然而,適用於境外H股個人持有人的稅率或會因中國與H股個人持有人居住國家(地區)簽訂的稅收條約而異,而本公司將會據此於分派股息時,代表H股個人持有人預扣及繳付個人所得稅。



For non-resident enterprise holders of H Shares, i.e., any Shareholders who hold the Shares in the name of non-individual Shareholders, including but not limited to HKSCC Nominee Limited, other nominees, trustees, or holders of H Shares registered in the name of other groups and organisations, the Company will withhold and pay the enterprise income tax at the tax rate of 10% for such holders of H Shares pursuant to the Notice of the State Administration of Taxation on the Issues Concerning Withholding the Enterprises Income Tax on the Dividends Paid by Chinese Resident Enterprises to H Share Holders Who Are Overseas Non-resident Enterprises (Guo Shui Han [2008] No. 897) (《國家稅務總局關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897號)). Non-resident enterprise Shareholders who has received dividends may apply for tax refunds (if any) in accordance with the relevant provisions such as the tax treaty (arrangement).

Should the holders of H Shares have any doubt in relation to the aforesaid arrangements, they are recommended to consult their tax advisors for relevant tax impact in the PRC, Hong Kong, PRC and other countries (regions) on the possession and disposal of H Shares.

The Company assumes no responsibility and disclaims all liabilities whatsoever in relation to the tax status or tax treatment of the individual holders of H Shares and for any claims arising from any delay in or inaccurate determination of the tax status or tax treatment of the individual holders of H Shares or any disputes over the withholding mechanism or arrangements.

對於非居民企業H股持有人即以非個人股東名義持有股份的任何股東，包括但不限於香港中央結算(代理人)有限公司、其他代理人、受託人或以其他團體或組織的名義登記的H股持有人，本公司將根據《國家稅務總局關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897號)的規定，按10%的稅率代該等H股持有人預扣及繳付企業所得稅。非居民企業股東在獲得股息之後，可以根據稅收協定(安排)等相關規定申請辦理退稅(如有)。

如H股股東對上述安排有任何疑問，可向彼等的稅務顧問諮詢有關擁有及處置H股股份所涉及的中國、中國香港及其他國家(地區)稅務影響的意見。

對於H股個人持有人之納稅身份或稅收待遇、因任何該等H股個人持有人之納稅身份或稅收待遇未能及時或準確確定而引致之任何申索或對於代扣代繳機制或安排之任何爭議，本公司概不負責，亦不承擔任何責任。

## CLOSURE OF REGISTER OF MEMBERS

In order to determine the Shareholders' eligibility to attend the AGM to be held on Wednesday, 28 June 2023, the register of members of the Company will be closed from Friday, 23 June 2023 to Wednesday, 28 June 2023 both days inclusive, during which no transfer of Shares will be registered. Only Shareholders whose names appear on the register of members of the Company on Wednesday, 28 June 2023 or their proxies or duly authorised corporate representatives are entitled to attend the AGM. In order to qualify for attending and voting at the AGM, all properly completed transfer documents accompanied with relevant Share certificates must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, PRC (for holders of H Shares), or the Company's office in the PRC at Room 4101-4110, Block 1, Join-Share International Financing Center, No. 31 Fuhua Road, Dongping Community, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC (for holders of Domestic Shares) not later than 4:30 p.m. on Wednesday, 21 June 2023.

In order to determine the Shareholders entitled to the 2022 Final Dividend, the register of members of the Company will be closed from Tuesday, 4 July 2023 to Friday, 7 July 2023, both days inclusive, during which no transfer of Shares will be registered. Only Shareholders whose names appear on the register of members of the Company on Friday, 7 July 2023 are entitled to the 2022 Final Dividend. In order to qualify for receiving the 2022 Final Dividend which is still subject to approval of the Shareholders at the AGM, all properly completed transfer documents accompanied with relevant Share certificates must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, PRC (for holders of H Shares), or the Company's office in the PRC at Room 4101-4110, Block 1, Join-Share International Financing Center, No. 31 Fuhua Road, Dongping Community, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC (for holders of Domestic Shares) not later than 4:30 p.m. on Monday, 3 July 2023.

## 暫停辦理股份過戶登記手續

為釐定將於2023年6月28日(星期三)舉行的股東週年大會的出席資格,本公司將於2023年6月23日(星期五)至2023年6月28日(星期三)(包括首尾兩天在內)暫停辦理股份過戶登記手續,期間不接受任何股份過戶登記。於2023年6月28日(星期三)名列本公司股東名冊之股東或彼等之委任代表或正式授權之公司代表,方有權出席股東週年大會。凡擬出席股東週年大會及於會上表決的人士,務必將所有過戶文件連同相關股份證書於2023年6月21日(星期三)下午四時三十分前交回本公司H股過戶登記處香港中央證券登記有限公司,地址為中國香港灣仔皇后大道東183號合和中心17樓1712-1716號舖(就H股持有人而言)或本公司中國辦公地址,地址為中國廣東省佛山市順德區樂從鎮東平社區富華路31號中盈盛達國際金融中心1棟4101室-4110室(就內資股持有人而言)。

為釐定股東收取2022年末期股息的資格,本公司將於2023年7月4日(星期二)至2023年7月7日(星期五)(包括首尾兩天在內)暫停辦理股份過戶登記手續,期間不接受任何股份過戶登記。於2023年7月7日(星期五)名列本公司股東名冊之股東,方有權領取2022年末期股息。凡擬領取2022年末期股息(須待股東於股東週年大會上批准)的人士,務必將所有過戶文件連同相關股份證書於2023年7月3日(星期一)下午四時三十分前交回本公司H股過戶登記處香港中央證券登記有限公司,地址為中國香港灣仔皇后大道東183號合和中心17樓1712-1716號舖(就H股持有人而言)或本公司中國辦公地址,地址為中國廣東省佛山市順德區樂從鎮東平社區富華路31號中盈盛達國際金融中心1棟4101室-4110室(就內資股持有人而言)。

## FINANCIAL SUMMARY

A summary of the Group's results, assets and liabilities for the last five financial years are set out in the section headed "Financial Highlights" in this annual report. This summary does not form part of the audited consolidated financial statements in this annual report.

## PROCEEDS FROM THE LISTING, PROCEEDS FROM ISSUE OF INVESTORS SUBSCRIPTION SHARES AND PLACING OF NEW H SHARES

### (I) Proceeds from the Listing

The actual net proceeds from the Listing of the H Shares on the Main Board of the Stock Exchange on 23 December 2015 (after deducting underwriting fees and commissions and listing related expenses, and excluding the amount remitted to the National Council for Social Security Fund of the PRC (全國社會保障基金理事會) in accordance with the relevant PRC regulations regarding the reduction of state-owned shares) amounted to approximately HK\$340.3 million.

Following the Listing, in response to changing business environment and the business development requirement of the Group, the Board resolved to revise and fine tune its proposed use and the expected time of utilisation of proceeds from the Listing. Please refer to the announcements of the Company dated 16 May 2016, 26 September 2016, 8 February 2021, 27 April 2022 and 22 June 2022 and the 2022 June Circular and subparagraphs headed "(III) Further change in expected time of utilisation of proceeds" below for further details.

## 財務概要

本集團過往五個財政年度的業績、資產及負債的概要載於本年報的「財務摘要」章節。本概要並不構成本年度報告經審核綜合財務報表的一部分。

## 上市所得款項以及發行投資者認購股份及配售新H股所得款項

### (一) 上市所得款項

H股於2015年12月23日在聯交所主板上市的實際所得款項淨額(經扣除包銷費用、佣金及上市相關開支,且不包括根據關於減少國有股份的相關中國法規向全國社會保障基金理事會匯入之金額)約為340.3百萬港元。

上市後,為應對不斷變化的業務環境及滿足集團業務發展需求,董事會決定修訂並微調建議上市所得款項用途及預期使用時間。進一步詳情,請參見本公司日期為2016年5月16日、2016年9月26日、2021年2月8日、2022年4月27日及2022年6月22日的公告及2022年6月通函以及下文「(III)進一步變更所得款項之預期使用時間」分段。

As at 31 December 2022, details of use of proceeds from the Listing are as follows:

於2022年12月31日，上市所得款項的詳細用途如下：

Net proceeds allocation	Intended use of the proceeds	Actual use of the proceeds as at 31 December 2022	Amount of proceeds brought forward to the current financial year (approximate) 結轉至 本財政年度的 所得款項金額(約)	Amount of the remaining proceeds as at 31 December 2022 (approximate) 於2022年12月31日之 剩餘所得款項金額(約)	Expected time of utilisation 預期 使用時間
所得款項 淨額分配	所得款項的擬定用途	於2022年12月31日所得款項的實際用途			
(i) HK\$120.00 million	Develop financing guarantee business, establish new subsidiaries and branches (including those in Dongguan, Yunfu and Zhuhai, Guangdong Province) and increase the capital base for financing guarantee and expand the Group's business in order to enhance competitive advantage in the financing guarantee market.	Approximately HK\$23.86 million and HK\$47.56 million had been utilised to establish Yunfu Yuecai Puhui Financing Guarantee Co., Ltd.* (雲浮市粵財普惠融資擔保股份有限公司), the name of which was changed to Yunfu Puhui Financing Guarantee Co., Ltd.* (雲浮市普惠融資擔保股份有限公司) ("Yunfu Puhui") afterwards, with Guangdong Financing Re-Guarantee Company Limited* (廣東省融資再擔保有限公司), Yunfu Rongda Asset Operations Company Limited* (雲浮市融達資產經營有限公司) and Guangdong Wenshi Investment Company Limited* (廣東溫氏投資有限公司) and to increase the registered capital of Yunfu Puhui after Guangdong Financing Re-Guarantee Company Limited ceased to be a shareholder thereof. Upon the completion of capital contribution, the shareholding of the Group in Yunfu Puhui increased to 53.85%. And approximately HK\$48.58 million had been used to contribute to the registered capital of Anhui Join-Share Financing Guarantee Co., Ltd.* (安徽中盈盛達融資擔保有限公司) ("Anhui Join-Share"), following which the Group's shareholding in Anhui Join-Share increased from 51% to approximately 63.05%.	Nil	Nil	N/A
(i) 120.00 百萬港元	推展融資擔保業務，成立新的子公司及分支機構(包括位於廣東省東莞、雲浮及珠海)，同時增加融資擔保業務的資本基礎及拓展本集團業務規模，以提升在融資擔保市場上的競爭優勢。	約23.86百萬港元及47.56百萬港元用於與廣東省融資再擔保有限公司、雲浮市融達資產經營有限公司及廣東溫氏投資有限公司共同設立雲浮市粵財普惠融資擔保股份有限公司(其後更名為雲浮市普惠融資擔保股份有限公司)(「雲浮普惠」)，並於廣東省融資再擔保有限公司不再為其股東後，用於增加雲浮普惠的註冊資本。於注資完成後，本集團於雲浮普惠的持股比例增加至53.85%。約48.58百萬港元用於注入安徽中盈盛達融資擔保有限公司(「安徽中盈盛達」)的註冊資本，注資完成後，本集團於安徽中盈盛達的持股比例由51%增加至約63.05%。	無	無	不適用

Net proceeds allocation	Intended use of the proceeds	Actual use of the proceeds as at 31 December 2022	Amount of proceeds brought forward to the current financial year (approximate) 結轉至 本財政年度的 所得款項金額(約)	Amount of the remaining proceeds as at 31 December 2022 (approximate)	Expected time of utilisation
所得款項 淨額分配	所得款項的擬定用途	於2022年12月31日所得款項的實際用途	本財政年度的 所得款項金額(約)	於2022年12月31日之 剩餘所得款項金額(約)	預期 使用時間
(ii) HK\$61.18 million	Develop SMEs lending business, establish new subsidiaries and increase capital base in order to expand the Group's SME lending business and improve its status in the market.	Approximately HK\$28.79 million and HK\$32.39 million had been used to contribute to the registered capital of Foshan Micro Credit and the acquisition of shares in Foshan Micro Credit from its existing shareholders, respectively. Following the acquisition of shares in Foshan Micro Credit, the Group's shareholding in Foshan Micro Credit increased from 30% to approximately 55.247%.	Nil	Nil	N/A
(ii) 61.18 百萬港元	推展中小微企業貸款業務，成立新的子公司，增加資本基礎，以提升本集團中小微企業貸款業務規模與市場地位。	約28.79百萬港元及32.39百萬港元分別用於注入佛山小額貸款的註冊資本及向佛山小額貸款的現有股東收購股份。於收購佛山小額貸款的股份後，本集團於佛山小額貸款的持股比例從30%增加至約55.247%。	無	無	不適用
(iii) HK\$33.90 million	To increase the registered capital of Foshan Micro Credit and/or acquire part of the equity interests held by other shareholders, where practicable.	Approximately HK\$8.40 million and HK\$13.72 million has been used to contribute to the registered capital of Foshan Micro Credit and the acquisition of shares in Foshan Micro Credit from its existing shareholders, respectively. The Group's shareholding in Foshan Micro Credit increased from 55.247% to 58.00%.	HK\$33.90 million	HK\$11.78 million	2024-12-31
(iii) 33.90 百萬港元	增加佛山小額貸款的註冊資本，及/或在可行的情況下收購其他股東持有的部分股權。	約8.40百萬港元及13.72百萬港元分別用於注入佛山小額貸款的註冊資本及向佛山小額貸款的現有股東收購股份。本集團於佛山小額貸款的持股比例從55.247%增加至58.00%。	33.90百萬港元	11.78百萬港元	2024-12-31
(iv) HK\$63.70 million	Contribution to the registered capital of a new wholly-owned subsidiary to provide capital management services.	Approximately HK\$63.70 million had been used to contribute to the registered capital of Guangdong Join-Share Capital Management Limited* ("Guangdong Capital Investment") (廣東中盈盛達資本管理有限公司).	Nil	Nil	N/A
(iv) 63.70 百萬港元	向新的全資子公司注入註冊資本，以提供資本管理服務。	約63.70百萬港元用於注入廣東中盈盛達資本管理有限公司(「廣東資本管理」)的註冊資本。	無	無	不適用
(v) HK\$61.52 million	Supplement operating capital and other business expenses.	Approximately HK\$61.52 million had been utilised for supplementing operating capital and other business expenses.	HK\$37.72 million	Nil	N/A
(v) 61.52 百萬港元	補足營運資金和其他業務開支。	約61.52百萬港元用於補充營運資金和其他業務開支。	37.72百萬港元	無	不適用

## (II) Proceeds from Investor Subscription Shares and Placing of new H Shares

Reference is made to the announcements of the Company dated 15 May 2017, 25 May 2017, 29 June 2017, 18 July 2017, 26 July 2017, 28 September 2017, 29 December 2017, 27 March 2018, 28 March 2018, 29 March 2018, 18 April 2018, 22 February 2019, 8 May 2020, 8 February 2021, 27 April 2022 and 22 June 2022 respectively; the circulars of the Company dated 30 September 2017 (the “2017 Circular”), 9 May 2019 and 15 May 2020 (the “2020 Circular”) and the 2022 June Circular, respectively; and subparagraphs headed “(III) Further change in expected time of utilisation of proceeds” below in relation to, among other things, (i) the Investor Subscription; (ii) the Placing; (iii) the connected and discloseable transaction in relation to the Capital Injection into Guangdong Yaoda Financial Leasing Company Limited\* (廣東耀達融資租賃有限公司) (“Guangdong Yaoda”); and (iv) the change in use and expected time of utilisation of such proceeds. Unless otherwise specified, capitalised terms used in this subparagraph shall have the same meanings as those defined in the 2020 Circular and the 2022 June Circular.

The Company has allotted and issued and Foshan Financial (the Subscriber) has subscribed for the Investor Subscription Shares comprising, in aggregate, (i) 233,096,020 new Domestic Shares at an issue price of RMB1.264 (approximately HK\$1.428 at the exchange rate of HK\$1:RMB0.88507) per Domestic Share, equal to the net price per Domestic Share; and (ii) 74,364,000 new H Shares at an issue price of HK\$1.42 per H Share, equal to the net price per H Share on 18 April 2018. The Subscriber has nominated Fojin Hongkong Limited (佛金香港有限公司) (“Fojin HK”), a wholly-owned subsidiary of the Subscriber, to take up the Investor Subscription H Shares. The average market price and closing market price of H Share on 15 May 2017, being which the date of the Investor Subscription Agreement entered into between the Company and Subscriber was HK\$1.51 per H Share and HK\$1.42 per H Share, respectively.

For the reasons and benefits of issue of Investor Subscription Shares, please refer to the 2017 Circular.

The net proceeds from the Investor Subscription is approximately RMB375.45 million (approximately HK\$424.21 million at the exchange rate of HK\$1:RMB0.88507).

## (二) 投資者認購股份及配售新H股所得款項

茲提述本公司日期分別為2017年5月15日、2017年5月25日、2017年6月29日、2017年7月18日、2017年7月26日、2017年9月28日、2017年12月29日、2018年3月27日、2018年3月28日、2018年3月29日、2018年4月18日、2019年2月22日、2020年5月8日、2021年2月8日、2022年4月27日及2022年6月22日的公告以及本公司分別日期為2017年9月30日(「2017通函」)、2019年5月9日及2020年5月15日的通函(「2020通函」)及2022年6月通函;及下文「(III)進一步變更所得款項之預期使用時間」分段,內容有關(其中包括)(i)投資者認購事項;(ii)配售事項;(iii)有關向廣東耀達融資租賃有限公司(「廣東耀達」)注資的關連及須予披露交易;及(iv)所得款項用途及預期使用時間之變動。除另有指明外,本分段所用詞彙與2020通函及2022年6月通函內所界定者具有相同涵義。

於2018年4月18日,本公司配發及發行,及認購人佛山金控已認購投資者認購股份,合共包括(i)按每股內資股人民幣1.264元(按1港元兌人民幣0.88507元的匯率約為1.428港元,等於每股內資股的淨價)的發行價格認購233,096,020股新內資股;及(ii)按每股H股1.42港元的發行價格(等於每股H股的淨價)認購74,364,000股新H股。認購人已指定佛金香港有限公司(「佛金香港」,認購人之全資子公司)接收投資者認購H股。H股於2017年5月15日(即本公司與認購人訂立投資者認購協議之日期)的平均市場價格及收市價分別為每股H股1.51港元及每股H股1.42港元。

發行投資者認購股份的理由及裨益,請參閱2017通函。

投資者認購事項的所得款項淨額約為人民幣375.45百萬元(按1港元兌人民幣0.88507元的匯率約為424.21百萬港元)。

As at 31 December 2022, details of the use of proceeds from the Investors Subscription are as follows:

於2022年12月31日，投資者認購事項所得款項的詳細用途如下：

Net proceeds allocation	Intended use of the proceeds	Actual use of the proceeds as at 31 December 2022	Amount of proceeds brought forward to the current financial year (approximate)	Amount of the remaining proceeds as at 31 December 2022 (approximate)	Expected time of utilisation
所得款項淨額分配	所得款項擬定用途	於2022年12月31日所得款項的實際用途	結轉至本財政年度的所得款項金額(約)	於2022年12月31日之剩餘所得款項金額(約)	預期使用時間
(i) Approximately 60% (i.e. approximately RMB225.27 million (equivalent to approximately HK\$254.52 million) of the proceeds)	Pursuing acquisition and merger opportunities when suitable target becomes available, in order to expand the Group's service mix and further consolidate the market position of the Group in Guangdong Province or Pearl River Delta region, among which:	RMB45.00 million and RMB90.00 million have been used for the capital contribution of establishment of Shenzhen Join-Share Commercial Factoring Co., Ltd.* (深圳中盈盛達商業保理有限公司) (currently known as Guangdong Join-Share Commercial Factoring Co., Ltd.* (廣東中盈盛達商業保理有限公司)) and capital contribution of establishment of Shenzhen Join-Share Engineering Guarantee Co., Ltd.* (深圳市中盈盛達工程擔保有限公司), which was held as to 90% by the Company.	Nil	Nil	N/A
(i) 約60% (即所得款項約人民幣225.27百萬元(相當於約254.52百萬港元))	於適當的目標出現時尋找併購機會，以擴大本集團的服務組合及進一步鞏固本集團於廣東省或珠江三角洲地區的市場地位，其中：	人民幣45.00百萬元及人民幣90.00百萬元已分別用於出資設立深圳中盈盛達商業保理有限公司(現稱為廣東中盈盛達商業保理有限公司)及出資設立深圳市中盈盛達工程擔保有限公司(由本公司持有其90%)。	無	無	不適用
	(a) Approximately RMB30.00 million (equivalent to approximately HK\$33.89 million) to establish a new engineering guarantee company in Foshan, PRC.	N/A	HK\$33.89 million	HK\$33.89 million	2023-12-31
	(a) 約人民幣30.00百萬元(相當於約33.89百萬港元)將用於在中國佛山成立新的工程保證擔保公司。	不適用	33.89百萬港元	33.89百萬港元	2023-12-31
	(b) Approximately RMB20.00 million (equivalent to approximately HK\$22.60 million) to increase the registered capital of Foshan Micro Credit and/or acquire part of the equity interests held by other shareholders, where practicable.	Approximately HK\$22.60 has been used to contribute to the registered of Foshan Micro Credit. The Group's shareholding in Foshan Micro Credit increased from 55.247% to 58.00%.	HK\$22.60 million	Nil	N/A
	(b) 約人民幣20.00百萬元(相當於約22.60百萬港元)將用於增加佛山小額貸款的註冊資本，及/或在可行的情況下收購其他股東持有的部分股權。	約22.60百萬港元用於註冊佛山小額貸款的註冊資本。本集團於佛山小額貸款的持股比例從55.247%增加至58.00%。	22.60百萬港元	無	不適用
	(c) Approximately RMB40.27 million, equivalent to approximately HK\$45.50 million) establish the New Subsidiary as detailed in the 2022 June Circular.	Approximately HK\$45.50 million has been used to establish the New Subsidiary as detailed in the 2022 June Circular. <i>(Note 1)</i>	HK\$45.50 million	Nil	N/A
	(c) 約人民幣40.27百萬元(相當於約45.50百萬港元)將用於成立2022年6月通函中所披露的新子公司。	約45.50百萬港元已用於成立2022年6月通函中所披露的新子公司。 <i>(註1)</i>	45.50百萬港元	無	不適用
(ii) Approximately 40% (i.e. approximately RMB150.18 million (equivalent to approximately HK\$169.68 million) of the proceeds)	Capital injection into Guangdong Yaoda and/or development of other financial-related services business that comply with the relevant regulations and policies, whereby:	RMB112.57 million (equivalent to approximately HK\$132.84 million) has been used for capital injection into Guangdong Yaoda.	Nil	Nil	N/A
(ii) 約40% (即所得款項約人民幣150.18百萬元(相當於約169.68百萬港元))	向廣東耀達注資及/或發展符合相關規例及政策的其他金融相關服務業務，其中：	人民幣112.57百萬元(相當於約132.84百萬港元)已用作向廣東耀達注資。	無	無	不適用
	(a) Following disposal of Guangdong Yaoda, approximately RMB37.61 million (equivalent to approximately HK\$36.84 million) will be used to establish the New Subsidiary as detailed in the 2022 June Circular. <i>(Note 2)</i>	Approximately HK\$36.84 million has been used to establish the New Subsidiary as detailed in the 2022 June Circular. <i>(Note 1)</i>	HK\$36.84 million	Nil	N/A
	(a) 於出售廣東耀達後，約人民幣37.61百萬元(相當於約36.84百萬港元)將用於成立2022年6月通函中所披露的新子公司。 <i>(註2)</i>	約36.84百萬港元已用於成立2022年6月通函中所披露的新子公司。 <i>(註1)</i>	36.84百萬港元	無	不適用

Notes:

- (1) From 26 July 2022 to 28 July 2022, the Group, Foshan Hi-Tech and GD Yuecai have made the payment of registered capital of the New Subsidiary of RMB300 million in total. As at the date of this annual report, the New Subsidiary has obtained the approval of the Guangdong Financial Supervisory Authority\* (廣東省地方金融監督管理局) and Foshan Administration for Market Regulation\* (佛山市市場監督管理局), and is duly incorporated. For details, please refer to the announcement of the Company dated 6 February 2023.
- (2) The disposal of Guangdong Yaoda was completed on 9 December 2020.
- (3) The proceeds from the investor subscription domestic shares were issued in RMB currency (which HK dollar were estimated amount), the actual amount might be varied according to exchange rate fluctuation.

註：

- (1) 由2022年7月26日至2022年7月28日，本集團、佛山高新技術及廣東粵財已繳納新子公司註冊資本共人民幣300百萬元。於本年度報告日期，新子公司已取得廣東省地方金融監督管理局及佛山市市場監督管理局的批准，並已成立。詳情請見本公司日期為2023年2月6日的公告。
- (2) 本集團已於2020年12月9日完成出售廣東耀達事宜。
- (3) 投資者認購內資股的所得款項為人民幣(折合的港元為當時匯率的估算值)，而實際用款時的港元金額會因應匯率的波動而不同。



Upon the completion of the Investor Subscription, the conditions precedent to both of the First Tranche Placing and Second Tranche Placing have been satisfied and the Placing was completed on 18 April 2018. A total of 186,666,000 Placing Shares (new H Shares) have been placed to nine Placees at a Placing Price of HK\$1.42 per Placing Share (with a net price of approximately HK\$1.41 per Placing Share). The average market price and closing price of H Share on 17 July 2017, being which the Placing Agreement was entered into between the Company and the Placing Agent in relation to the Placing, was HK\$1.36 per H Share and HK\$1.37 per H Share, respectively. The Placing Shares were placed to cover the Initial Public Float Shortfall upon the completion of the Investor Subscription and the Possible Further Public Float Shortfall upon the completion of the Possible Shareholders' Transaction, with a view to maintaining the Public Float Requirement at all times. Please refer to the 2017 Circular for further details regarding the reasons and benefits of issue of Placing Shares.

The net proceeds (after deducting the placing commission and relevant expenses) from the Placing (comprising the First Tranche Placing and the Second Tranche Placing) are approximately HK\$262.4 million.

於投資者認購完成後，第一批配售及第二批配售的先決條件均已達成且配售事項已於2018年4月18日完成。合共186,666,000股配售股份(新H股)已按每股配售股份1.42港元的配售價(淨配售價約為每股配售股份1.41港元)配售予九名承配人。H股於2017年7月17日(即本公司與配售代理就配售事項訂立配售協議之日期)的平均市場價格及收市價分別為每股H股1.36港元及每股H股1.37港元。配售配售股份乃為補足投資者認購完成後初始公眾持股量不足及潛在股東交易完成後潛在公眾持股量進一步不足，從而隨時滿足公眾持股量的規定。有關發行配售股份的理由及裨益的進一步詳情請參閱2017通函。

配售事項(包括第一批配售及第二批配售)的所得款項淨額(經扣除配售佣金及相關開支)約為262.4百萬港元。

As at 31 December 2022, actual use of proceeds from Placing are as follows:

於2022年12月31日，配售事項所得款項的實際用途如下：

Net proceeds allocation	Intended use of the proceeds	Actual use of the proceeds as at 31 December 2022	Amount of proceeds brought forward to the current financial year (approximate) 結轉至本財政年度的 所得款項金額(約)	Amount of the remaining proceeds as at 31 December 2022 (approximate) 於2022年12月31日 之剩餘所得款項 金額(約)	Expected time of utilisation 預期 使用時間
所得款項淨額分配	所得款項擬定用途	於2022年12月31日所得款項的實際用途	所得款項金額(約)	剩餘所得款項 金額(約)	預期 使用時間
(i) Approximately 55% (i.e. approximately HK\$144.32 million of the proceeds)	(a) Approximately RMB60.00 million (equivalent to approximately HK\$67.79 million) will be used for capital injection in Guangdong Capital Investment.	Approximately RMB60.00 million (equivalent to approximately HK\$67.79 million) has been used for capital injection in Guangdong Capital Investment.	Nil	Nil	N/A
(i) 約55% (即所得款項約144.32百萬港元)	(a) 約人民幣60.00百萬元(相當於約67.79百萬港元)將用於向廣東資本管理注資。	約人民幣60.00百萬元(相當於約67.79百萬港元)將用於向廣東資本管理注資。	無	無	不適用
	(b) Approximately RMB50.00 million (equivalent to approximately HK\$56.49 million) will be used to establish the New Subsidiary as detailed in the 2022 June Circular.	Approximately HK\$56.49 million has been used to establish the New Subsidiary as detailed in the 2022 June Circular. <sup>(Note 1)</sup>	HK\$56.49 million	Nil	N/A
	(b) 約人民幣50.00百萬元(相當於約56.49百萬港元)將用於成立2022年6月通函中所披露的新子公司。	約56.49百萬港元已用於成立2022年6月通函中所披露的新子公司。 <sup>(註1)</sup>	56.49百萬港元	無	不適用
	(c) Approximately RMB17.73 million (equivalent to approximately HK\$20.04 million) will be used for general working capital and general corporate purposes of the Group.	Approximately HK\$20.04 million has been used for general working capital and general corporate purposes of the Group.	Nil	Nil	N/A
	(c) 約人民幣17.73百萬元(相當於約20.04百萬港元)將用作本集團的一般營運資金及一般公司用途。	約20.04百萬港元將用作本集團的一般營運資金及一般公司用途。	無	無	不適用
(ii) Approximately 35% (i.e. approximately HK\$91.84 million of the proceeds)	To establish the New Subsidiary as detailed in the 2022 June Circular.	Approximately HK\$91.84 million has been used to establish the New Subsidiary as detailed in the 2022 June Circular. <sup>(Note 1)</sup>	HK\$91.84 million	Nil	N/A
(ii) 約35% (即所得款項約91.84百萬港元)	成立2022年6月通函中所披露的新子公司。	約91.84百萬港元已用於成立2022年6月通函中所披露的新子公司。 <sup>(註1)</sup>	91.84百萬港元	無	不適用
(iii) Approximately 10% (i.e. approximately HK\$26.24 million of the proceeds)	General working capital purposes, of which approximately 6% will be used for the renovation of existing office premises of the Group and the setting up of new offices by the Group in Foshan to enhance its business network in the city and approximately 4% will be used for purchasing office equipment including computers and for upgrading the computer software.	HK\$15.744 million has been used for the renovation of existing office premises of the Group and the setting up of new offices by the Group in Foshan to enhance its business network in the city and HK\$10.496 million has been used for purchasing office equipment including computers and for upgrading the computer software.	Nil	Nil	N/A
(iii) 約10% (即所得款項約26.24百萬港元)	一般營運資金用途，其中約6%將用於本集團現有辦公場所翻新以及在佛山設立新辦事處以增強本集團在該市的業務網絡，約4%將用於購買辦公設備(包括電腦)及升級電腦軟件。	15.744百萬港元已被用於本集團現有辦公場所翻新以及在佛山設立新辦事處以增強本集團在該市的業務網絡，10.496百萬港元已被用於購買辦公設備(包括電腦)及升級電腦軟件。	無	無	不適用

Notes:

- (1) From 26 July 2022 to 28 July 2022, the Group, Foshan Hi-Tech and GD Yuecai have made the payment of registered capital of the New Subsidiary of RMB300 million in total. As at the date of this annual report, the New Subsidiary has obtained the approval of the Guangdong Financial Supervisory Authority\* (廣東省地方金融監督管理局) and Foshan Administration for Market Regulation\* (佛山市市場監督管理局), and is duly incorporated. For details, please refer to the announcement of the Company dated 6 February 2023.
- (2) For illustrative purpose only, conversion of RMB into HK\$ is based on the approximate exchange rate of HK\$1: RMB0.88507.

The actual and proposed use of net proceeds from the Listing, the Investor Subscription and the Placing aforementioned are consistent with the intended use of the proceeds disclosed in the announcements of the Company dated 26 September 2016 and 8 February 2021.

註:

- (1) 由2022年7月26日至2022年7月28日，本集團、佛山高新技術及廣東粵財已繳納新子公司註冊資本共人民幣300百萬元。於本年度報告日期，新子公司已取得廣東省地方金融監督管理局及佛山市市場監督管理局的批准，並已正式成立。詳情請見本公司日期為2023年2月6日的公告。
- (2) 僅作說明用途，人民幣兌港元乃根據概約匯率1港元兌人民幣0.88507元進行兌換。

上述上市、投資者認購事項及配售事項的所得款項淨額的實際及擬定用途與本公司日期為2016年9月26日及2021年2月8日的公告所披露的所得款項擬定用途一致。

### (III) Further change in expected time of utilisation of proceeds

In view of the continual stringent regulatory measures imposed on companies engaging in the financial industry in the PRC, certain proceeds from the Listing, the Investor Subscription and the Placing (collectively, the “Proceeds”) have not been used up according to the expected time of utilisation as disclosed in the announcement of the Company dated 8 February 2021.

The Board noted that, the PRC government and regulatory authorities remained stringent in the regulation and control over the financial industry to prevent systemic financial risks, and the approval procedures for investments in the financial industry continued to be strictly scrutinised and complicated. The establishment of, or investments in certain businesses, in particular finance leasing, factoring and asset management companies, are subject to prior-approval by relevant government authorities. Such industries are currently undergoing the stage of regulatory compliance enhancement and reification, resulting in delay or suspension in certain approval process. Accordingly, during 2022, the Board remained having the view that it was no wise timing to deploy its resources to identify and execute its expansion or investments in the PRC financial industry.

As the development of the current regulatory regime remains uncertain, to optimise the Group’s financial resources and enhance the cost efficiency of using the remaining proceeds, the Board has further revised the expected time of utilisation of the remaining proceeds as illustrated in the tables set out in sub-paragraphs headed “(I) Proceeds from the Listing” and “(II) Proceeds from investor subscription shares and placing of new H Shares” above. The Board will closely monitor the development of the regulatory regime and the market conditions of the PRC financial industry and actively explore suitable opportunities to archive its expansion goal.

### (三) 進一步變更所得款項之預期使用時間

鑒於中國持續對從事金融業的公司施加嚴格的監管措施，上市、投資者認購事項及配售事項的若干所得款項(統稱「**所得款項**」)並未按如本公司日期為2021年2月8日的公告所披露的預期使用時間使用。

董事會注意到，中國政府及監管機構對金融業的監管及控制持續嚴謹，以預防系統性金融風險，而投資金融業的審批程序持續受到嚴格且複雜審查。成立或投資若干業務，特別是融資租賃、保理及資產管理公司，須事先獲得有關政府機關的批准。有關行業目前正處於監管合規優化及整頓的階段，令若干審批程序推遲或暫停。因此，於2022年，董事會仍然認為調配資源以物色及實行其於中國金融業的擴張或投資不為明智之舉。

由於現行監管制度的發展仍存在不明朗因素，為優化使用本集團的財務資源及提高使用餘下所得款項的成本效益，董事會進一步變更餘下所得款項之預期使用時間，如上文「(一)上市所得款項」及「(二)投資者認購股份及配售新H股所得款項」分段所列表格所示。董事會將密切監察中國金融業的監管制度發展及市場狀況，並積極物色適當機遇，以實現其擴張目標。

## MAJOR BANKING PARTNERS

Cooperation with commercial banks are essential to the Group's financing guarantee business, as the Group depends on its relationships with commercial banks for acceptance of guarantees and for customer referrals. Most of these commercial banks are state-owned commercial banks or major joint-stock commercial banks. The relevant member of the Group generally enters into cooperative agreement with these banks which sets out the term of cooperation, the maximum amount of liability in respect of which the relevant member of the Group could guarantee, the requirement for the relevant member of the Group making security deposits with these banks, various operative covenants the relevant member of the Group may need to comply with and the default payment arrangements. In 2022, the five largest cooperative banks of the Group accounted for approximately 46.45% of its outstanding guarantees, while the largest cooperative bank accounted for approximately 18.84% of its outstanding guarantees. As of 31 December 2022, the Group guaranteed a total financing of approximately RMB2,023.681 million provided by the Group's top five cooperative banks. In addition to banks, various other stakeholders may be involved in the provision of different products and services by the Group, including re-guarantee institutions, other guarantee companies, trust companies, securities companies, finance lease companies and local governments. The relevant member of the Group has entered into re-guarantee arrangements with several re-guarantee institutions, which will pay the default amount for the relevant member of the Group to settle with the lenders in the event that such member of the Group is insolvent and cannot settle such default amount for the customers. The relevant member of the Group has entered into joint-guarantee arrangements with other guarantee institutions, which will pay a certain portion of the default amount to such member of the Group in the event that such member of the Group settles the full default amount for the customers. The relevant member of the Group has also entered into cooperative agreements with several local governments to better manage the Group's credit risks through allocating the risks between the local government and the Group.

Due to the Group's business nature, the Group does not have major suppliers.

## 主要合作銀行

由於本集團在接受擔保及客戶轉介方面依賴與商業銀行的關係，故與商業銀行的合作對於本集團的融資擔保業務至關重要。該等商業銀行中，絕大部分為國有商業銀行或主要股份制商業銀行。本集團的相關成員公司通常與該等銀行訂立合作協議，當中載列合作期限、相關成員公司可擔保的最高擔保金額、相關成員公司向該等銀行存入保證金的規定、相關成員公司可能須應對的不同有效契約以及違約支付安排。2022年，本集團的五大合作銀行約佔其未償還擔保責任餘額的46.45%，最大合作銀行約佔未償還融資擔保責任餘額的18.84%。於2022年12月31日，本集團為五大合作銀行提供的融資餘額合共人民幣約2,023.681百萬元提供擔保。除銀行外，其他眾多利益相關者可能會涉及本集團所提供的不同產品及服務，包括再擔保機構、其他擔保公司、信託公司、證券公司、融資租賃公司及地方政府。本集團的相關成員公司已與數家再擔保機構訂立再擔保安排，當相關成員公司無償債能力且無法向客戶結算違約金額時，該等機構將會為該等成員公司支付違約金額以結算與貸方的款項。本集團的相關成員公司已與其他擔保機構訂立分保安排，當該等成員公司向客戶結算全部的違約金額時，該等機構將向該等成員公司支付若干比例的違約金額。本集團的相關成員公司亦已與數個地方政府訂立合作協議，以透過與地方政府分擔風險的方式更好地管理本集團的信用風險。

基於本集團的業務性質，本集團並無主要供應商。

## MAJOR CUSTOMERS

The Group's customers primarily include SMEs and individual business proprietors. The Group charges mainly guarantee fee and interest fee in return for the guarantee and lending services provided by it, respectively, to its customers. For the year ended 31 December 2022, revenue derived from the Group's five largest customers accounted for approximately 6.53% of its total income and revenue derived from the Group's largest customer accounted for approximately 2.23% of its total income.

To the best knowledge of the Directors, none of the Directors or any of their close associates or any Shareholders, which to the best knowledge of the Company own more than 5% of the Company's issued share capital had any interests in the Group's five largest customers for the year ended 31 December 2022.

## PROPERTY AND EQUIPMENT

Details of movements in the property, plant and equipment of the Company and the Group during the year ended 31 December 2022 are set out in Note 20 to the audited consolidated financial statements in this annual report.

## SHARE CAPITAL

Details of movements in the share capital of the Company during the year ended 31 December 2022 are set out in Note 31 to the audited consolidated financial statements in this annual report.

## DEBENTURES

On 18 March 2021, the Company issued RMB260 million Corporate Bonds (Tranche 1) to Professional Investors with a coupon rate of 4.60% on the Shenzhen Stock Exchange. For definition of the aforesaid terms and details, please refer to the section headed "Management Discussion and Analysis" in this annual report.

## RESERVES AND DISTRIBUTABLE RESERVES

Details of movements in the reserves of the Company during the year ended 31 December 2022 are set out in Note 31 to the audited consolidated financial statements in this annual report, and details of movement in the reserves of the Group during the year ended 31 December 2022 are set out in the consolidated statement of changes in equity in this annual report.

## 主要客戶

本集團的客戶主要包括中小微企業及個體工商戶。本集團主要就其向客戶提供的擔保及貸款服務收取擔保費用及利息費用。截至2022年12月31日止年度，來自本集團五大客戶的收入佔本集團總收入的約6.53%，來自本集團的最大客戶的收入佔本集團總收入的約2.23%。

據董事所知，概無董事或彼等任何的緊密聯繫人或據本公司所知的任何股東於截至2022年12月31日止年度擁有本公司已發行股本5%以上的權益於本集團五大客戶中擁有任何權益。

## 物業及設備

於截至2022年12月31日止年度內，本公司及本集團的物業、廠房及設備變動詳情載於本年報的經審核綜合財務報表附註20。

## 股本

於截至2022年12月31日止年度內，本公司股本的變動詳情載於本年報的經審核綜合財務報表附註31。

## 債券

於2021年3月18日，本公司在深圳證券交易所向專業投資者發行人民幣260百萬元公司債券(第一期)，票面利率為4.60%。有關上述條款及細則的定義，請參閱本年報「管理層討論與分析」一節。

## 儲備及可分配儲備金

截至2022年12月31日止年度內本公司的儲備變動詳情載於本年報經審核綜合財務報表附註31。截至2022年12月31日止年度內本集團的儲備變動詳情載於本年報綜合權益變動表。

As at 31 December 2022, the Company's reserves available for distribution, calculated in accordance with the provisions of Companies Law of the PRC, amounted to approximately RMB67.68 million. Please refer to Note 31 to the audited consolidated financial statements in this annual report for calculation of reserves available.

## OTHER BORROWINGS

Particulars of interest-bearing borrowings of the Company and the Group as at 31 December 2022 are set out in Note 23 to audited consolidated financial statements in this annual report.

## CONNECTED TRANSACTIONS

The Company has entered into a shareholding investment cooperation agreement with connected persons during the year ended 31 December 2022 which constituted connected transactions of the Company under Chapter 14A of the Listing Rules:

The shareholding investment cooperation agreement with Foshan Hi-Tech and GD Yuecai dated 27 April 2022 (the "**Shareholding Investment Cooperation Agreement**"), pursuant to which the Company shall (i) grant a put option to GD Yuecai (the "**Put Option**"), where GD Yuecai shall have the right to sell all of its shareholdings in the new joint venture company to be formed by the Company, Foshan Hi-Tech and GD Yuecai with registered capital of RMB300 million to carry out financing guarantee business pursuant to the Shareholding Investment Cooperation Agreement (the "**New Subsidiary**") to the Company if the assessment results of the New Subsidiary fail to reach the level of "distinction" (優) based on the assessment method set out in the Provisional Measures on Performance Assessment of Financing Guarantee Institutions of Guangdong Province\* (《廣東省政府性融資擔保機構績效考核評價暫行辦法》) issued by the Department of Finance of Guangdong Province\* (廣東省財政廳) for consecutive five financial years after the establishment of the New Subsidiary; and (ii) provide a guaranteed return to GD Yuecai (the "**Guaranteed Return**") in case the profits of the New Subsidiary to be shared to GD Yuecai are less than RMB600,000 in each financial year, subject to certain terms and conditions.

GD Yuecai will become a substantial shareholder of the New Subsidiary, and therefore a connected person of the Company at the subsidiary level under the Listing Rules. Thus, the transaction mentioned above constitutes connected transaction for the Company. For further details, please refer to the announcement of the Company dated 27 April 2022.

於2022年12月31日，本公司根據中國公司法條文計算的可分配儲備金總額約為人民幣67.68百萬元。關於可分配儲備金的計算方式，請參閱本年報的經審核綜合財務報表附註31。

## 其他借款

於2022年12月31日，本公司及本集團的計息借款的詳情載於本年報經審核綜合財務報表附註23。

## 關連交易

本公司已於截至2022年12月31日止年度與關連人士訂立一份股權投資合作協議，該交易根據上市規則第14A章構成本公司的關連交易：

於2022年4月27日與佛山高新技術及廣東粵財簽訂的股權投資合作協議(「**股權投資合作協議**」)，據此，本公司應(i)向廣東粵財授予出售選擇權(「**出售選擇權**」)，倘新子公司成立後的連續五個財政年度內，新子公司的考核結果未能達到廣東省財政廳發出的《廣東省政府性融資擔保機構績效考核評價暫行辦法》規定的「優」水平，廣東粵財有權向本公司出售其在本公司、佛山高新技術及廣東粵財將成立的新合資公司，註冊資本為人民幣300百萬元，根據股權投資合作協議開展融資擔保業務(「**新子公司**」)的全部股權；及(ii)倘新子公司於各財政年度將向廣東粵財分配的利潤低於人民幣600,000元，則向廣東粵財提供保證回報(「**保證回報**」)，但須符合若干條款及條件，方可作實。

廣東粵財將成為新子公司的主要股東，並因此根據上市規則成為本公司子公司層面的關連人士。因此，上述交易構成本公司關連交易。有關進一步詳情，請參閱本公司日期為2022年4月27日的公告。

## RELATED PARTY TRANSACTIONS

Details of material related party transactions entered into by the Company are set out in Note 34 to the audited consolidated financial statements in this annual report. Save as disclosed in the paragraphs headed “Connected Transactions” in this Report of the Board of Directors, the related party transactions did not fall under the definition of “connected transaction” or “continuing connected transaction” under Chapter 14A of the Listing Rules.

## BOARD OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

The Directors and the supervisors of the Company during the year ended 31 December 2022 and up to the date of this annual report were:

### Executive Director

Mr. Wu Liejin (*Chairman and President*)

### Non-executive Directors

Mr. Zhang Minming  
Mr. Li Shenhua  
Mr. Luo Zhenqing (retired on 5 June 2021 and re-elected on 13 January 2022)  
Mr. Zhao Wei  
Mr. Ou Weiming

### Independent non-executive Directors

Mr. Wu Xiangneng  
Mr. Leung Hon Man  
Mr. Wang Bo

### Supervisors

Mr. Li Qi (*Chairman*)  
Ms. Li Wanmin (appointed on 13 January 2022)  
Mr. Liu Shu (appointed on 6 June 2021 and resigned on 13 January 2022)  
Mr. Chen Xin  
Mr. Zhong Jian  
Mr. Huang Shaoxiong  
Ms. Huang Yuzhen

## 關聯方交易

本公司訂立的重大關聯方交易詳情見於本年報經審核綜合財務報表附註34。除本董事會報告「關連交易」各段所披露者外，關聯方交易不屬於上市規則第14A章下的「關連交易」或「持續關連交易」的定義。

## 董事、監事及高級管理層

截至2022年12月31日止年度及直至本年報日期，本公司董事及監事為：

### 執行董事

吳列進先生 (*主席兼總裁*)

### 非執行董事

張敏明先生  
李深華先生  
羅振清先生 (於2021年6月5日退任及於2022年1月13日重選連任)  
趙偉先生  
歐偉明先生

### 獨立非執行董事

吳向能先生  
梁漢文先生  
王波先生

### 監事

李琦先生 (*主席*)  
李婉敏女士 (於2022年1月13日獲委任)  
劉樹先生 (於2021年6月6日獲委任及於2022年1月13日辭任)  
陳新先生  
鍾堅先生  
黃少雄先生  
黃瑜珍女士



Details of the Directors, Supervisors and senior management of the Group are set out in the section headed “Directors, Supervisors and Senior Management” in this annual report.

### CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

In accordance with Rule 3.13 of the Listing Rules, the Company has received the annual confirmation from each of the independent non-executive Directors in respect of their independence, and considered all of the independent non-executive Directors to be independent.

### DIRECTORS AND SUPERVISORS’ SERVICE CONTRACTS

Each of the Directors and the Supervisors has entered a service contract with the Company with a term commencing on 6 June 2021 or his/her respective appointment dates (whichever is later) to the date of expiry of the fifth session of the Board or the board of supervisors of the Company (as the case may be), which is expected to be 5 June 2024.

None of the Directors or the Supervisors has a service contract which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

### DIRECTORS AND SUPERVISORS’ INTERESTS IN MATERIAL TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as the connected transactions as set out in the paragraph headed “Connected Transactions” in the Report of the Board of Directors and the material related party transactions entered into by the Company and the relevant related parties as set out in Note 34 to the audited consolidated financial statements in this annual report, no material transactions, arrangements or contract of significance to the Group’s business to which the Company, any of its subsidiaries, fellow subsidiaries was a party and in which any Director or Supervisor has any material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year ended 31 December 2022.

本集團董事、監事及高級管理層的詳細資料載於本年報「董事、監事及高級管理層」一節。

### 獨立非執行董事的獨立性確認

根據上市規則第3.13條，本公司已收到每名獨立非執行董事就其獨立性而作出的年度確認函，並認為全體獨立非執行董事均為獨立人士。

### 董事及監事服務合約

各董事及監事已與本公司訂立服務合約，任期自2021年6月6日或其各自的委任日期(以較後日期為準)至第五屆董事會或本公司監事會(視情況而定)屆滿之日止，預計為2024年6月5日。

概無董事及監事與本公司訂立本公司不可於一年內不付賠償(法定賠償除外)而終止的服務合約。

### 董事及監事於重大交易、安排或合約之權益

除董事會報告「關連交易」一段載述的關連交易以及本年報經審核綜合財務報表附註34所載本公司與關聯方訂立的重大關聯方交易外，概無由本公司、其任何子公司、同系子公司所訂立且任何董事及監事直接或間接擁有重大權益，及對本集團業務而言屬重大，並於本年底或於截至2022年12月31日止年度內仍然存續的任何重大交易、安排或合約。

## DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year ended 31 December 2022, none of the Directors and their respective close associates (as defined in the Listing Rules) had an interest in a business which causes or may cause any significant competition with the business of the Group and any other conflicts of interest which any such person has or may have with the Group.

## MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 December 2022.

## REMUNERATION POLICY

The Remuneration and Appraisal Committee was set up for, among others, reviewing and making recommendations on remuneration policy for Directors and senior management of the Company, taking into account salaries paid by comparable companies, time commitment, responsibilities and employment conditions elsewhere in the Group.

For general emolument policy, please refer to the paragraphs headed "Human Resources" in the section headed "Management Discussion and Analysis" in this annual report. Other than the general emolument policy, currently the Group does not have long-term incentive schemes. For remuneration of the Group's senior management, please refer to paragraphs headed "Remuneration and Appraisal Committee" in the section headed "Corporate Governance Report" in this annual report.

## PRINCIPAL RISKS AND UNCERTAINTIES

As a financing services provider, the Company's principal risks include credit risk, market risk and liquidity risk. The Group has put in place a series of risk management procedures for guarantee business since its establishment in 2003. It reviews and enhances such procedures annually and when necessary to cater to the on-going development and evolution of its business and products as well as any changes in the regulatory and industry environment, and supplements its risk management procedures when it starts new business lines or introduces new products.

## 董事於競爭業務的權益

截至2022年12月31日止年度，概無董事及彼等各自緊密聯繫人士（定義見上市規則）於對本集團業務構成或可能構成任何重大競爭的業務中擁有任何權益或與本集團有或可能有任何其他利益衝突。

## 管理合同

於截至2022年12月31日止年度，概無訂立或存在任何有關本公司全部或任何主要部分業務的管理及行政合同。

## 薪酬政策

本公司已成立薪酬與考核委員會，經考慮同類公司支付的薪金、任職時間、責任及本集團其他的聘用條件，檢討及向董事及本公司高級管理層就薪酬政策提出建議。

關於總體薪酬政策，請參閱本年報「管理層討論與分析」一節「人力資源」一段。除總體薪酬政策以外，目前本集團並無長期激勵計劃。關於本集團高級管理層的薪酬，請參閱本年報「企業管治報告」一節「薪酬與考核委員會」一段。

## 主要風險及不確定因素

作為金融服務的提供者，本公司的主要風險包括信用風險、市場風險及流動性風險。自2003年成立起，本集團已為擔保業務實施一系列風險管理程序。本集團每年及有需要時檢討及加強該等程序，以適應業務及產品持續發展及演進，以及監管及業內一切環境改變，開展新業務線或引入新產品時補充風險管理程序。

The Group aims to manage risks through internal mechanisms that carefully and systematically manage the risks via a series of standardised risk management procedures, and external mechanisms that allocate risks among itself and other parties, including counter-guarantees from customers or their affiliates, and joint-guarantee arrangements with certain guarantee companies and local governments. It is also trying to develop and maintain a diversified customer base to reduce the risks of any downturn in any of its customers' industries causing a material adverse effect on its business, and to cautiously select its customers. In addition, it continuously manages its project portfolio to avoid concentration of its guarantee obligations and loans maturing in a particular period. It tailors its risk management procedures according to the characteristics of each business segments, focusing on implementing a systematic and thorough review of its potential risks at multiple levels, and covering every key stage of its business operations, from pre-transaction assessment, customer due diligence, multiple-level review and approval processes and counter-guarantee arrangement to post-transaction monitoring. It also continuously monitors the strengths and weaknesses of its risk management system, aiming to minimise risk and adapt to changes in the markets in which it operates.

For details of financial risk management, please refer to Note 32 to the audited consolidated financial statements in this annual report.

### PERMITTED INDEMNITY

For the year ended 31 December 2022, the Company has purchased liability insurance for the Directors and Supervisors which provides proper insurance for the Directors and Supervisors in respect of liabilities from legal actions against them arising from corporate activities.

本集團旨在透過內部機制以一系列標準化的風險管理程序審慎而有系統地管理其所承受的風險，並透過外部機制分配其與其他各方之間的風險，包括客戶或其聯屬人士的反擔保，以及與若干擔保公司及地方政府的比例分保安排。本集團亦嘗試發展及維持多元化的客戶群，以降低由於其任何客戶的行業出現衰退而使本集團業務面臨重大不利影響的風險，並謹慎挑選客戶。此外，本集團有意識地管理其項目組合，避免本集團擔保責任及貸款集中在某一期間到期。本集團按旗下各業務分部的特徵制定風險管理程序，重點是透過在多個層面有系統並透徹地審查其潛在風險，並涵蓋本集團業務營運中各個關鍵階段，從交易前評估、客戶盡職審查、多層審查及審批過程、反擔保安排至事後監察。本集團亦會持續監察自身風險管理系統的優劣，務求將風險降至最低並適應其經營所處市場的變化。

有關財務風險管理的詳情，請參閱本年報經審核綜合財務報表附註32。

### 獲准許彌償

截至2022年12月31日止年度內，本公司已為董事及監事購買責任保險，向董事及監事提供因公司活動令其產生法律訴訟債務的合適保險。

## RETIREMENT BENEFITS SCHEME

The Group is required to participate in pension schemes organised by the respective municipal governments of the PRC whereby the Group is required to pay annual contributions for PRC based employees at certain rate of the standard wages determined by the relevant authorities in the PRC during the year. During the year ended 31 December 2022, the Group did not use the forfeited pension to reduce its existing level of contribution. The Group has no other material obligation for payment of retirement benefits to the PRC based employees beyond the annual contributions described above. Please refer to Notes 1(o) and 4(b) to the audited consolidated financial statements in this annual report for details of the Group's retirement benefits scheme.

## REMUNERATION OF DIRECTORS, SUPERVISORS AND FIVE INDIVIDUALS WITH HIGHEST EMOLUMENTS

Details of the emoluments of the Directors, Supervisors and the five highest paid individuals are set out in Notes 6 and 7 to the audited consolidated financial statements in this annual report.

## CHANGES TO INFORMATION IN RESPECT OF DIRECTORS AND SUPERVISORS

Save as disclosed in the section headed "Directors, Supervisors and Senior Management" in this annual report, there was no change to any of the information required to be disclosed in relation to any Director and Supervisor pursuant to paragraphs (a) to (e) and (g) of Rule 13.51(2) of the Listing Rules during the year ended 31 December 2022.

## 退休金計劃

本集團須參與中國相關市政府組織的養老保險計劃，當中本集團須每年為中國僱員繳付養老保險，養老保險按中國相關部門在本年按標準工資的若干比例繳納。截至2022年12月31日止年度，本集團並無利用被沒收的養老保險來降低現有供款水平。除上述年度供款外，本集團並無其他有關支付予中國僱員退休福利的重大責任。關於本集團退休金計劃的詳情，請參閱本年報經審核綜合財務報表附註1(o)及附註4(b)。

## 董事、監事及五位最高薪酬人士的薪酬

董事、監事及五位最高薪酬人士的薪酬詳情載於本年報經審核綜合財務報表附註6及7。

## 董事及監事資料的變動

除本年報「董事、監事及高級管理層」一節所披露者外，於截至2022年12月31日止年度內，任何須根據上市規則第13.51(2)條第(a)至(e)段及第(g)段予以披露董事及監事資料概無任何變動。

## DIRECTORS, CHIEF EXECUTIVES AND SUPERVISORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATION

As at 31 December 2022, the interests or short positions of the Directors, Supervisors, or the chief executive of the Company in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were required, (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or (b) to be recorded in the register required to be kept under Section 352 of the SFO, or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules (the "Model Code") were as follows:

## 董事、主要行政人員及監事於本公司及其相聯法團的股份、相關股份及債券中擁有的權益及淡倉

於2022年12月31日，本公司董事、監事及主要行政人員於本公司或其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份或債券中持有須(a)根據證券及期貨條例第XV部第7及8分部通知本公司及聯交所之權益或淡倉(包括彼等根據證券及期貨條例之該等條文被當作或被視為持有之權益或淡倉)；或(b)須記入根據證券及期貨條例第352條存置之登記冊內之權益或淡倉；或(c)根據上市規則附錄十所載的上市發行人董事進行證券交易的標準守則(「標準守則」)須通知本公司及聯交所之權益或淡倉列載如下：

Interest in Shares of the Company

於本公司股份的權益

Name of Shareholder	Position	Nature of Interest	Number and class of Shares <sup>(1)</sup>	Approximate percentage of shareholding in the relevant class of Shares <sup>(2)</sup>	Approximate percentage of shareholding in the total share capital of the Company <sup>(3)</sup>
股東名稱	職位	權益性質	股份數目及類別 <sup>(1)</sup>	佔有關股份類別之持股概約百分比 <sup>(2)</sup>	佔本公司股本總數之持股概約百分比 <sup>(3)</sup>
Mr. Wu Liejin	Director	Beneficial owner	32,110,351 Domestic Shares (L)	3.19%	2.06%
吳列進先生	董事	實益擁有人	32,110,351股內資股(L)		
Mr. Li Shenhua	Director	Beneficial owner	35,000,000 H Shares (L)	6.31%	2.24%
			77,720,000 Domestic Shares (L)	7.72%	4.98%
李深華先生	董事	實益擁有人	35,000,000股H股(L) 77,720,000股內資股(L)		
Mr. Ou Weiming	Director	Beneficial owner	560,000 Domestic Shares (L)	0.06%	0.04%
歐偉明先生	董事	實益擁有人	560,000股內資股(L)		
Ms. Huang Yuzhen	Supervisor	Beneficial owner	50,000 Domestic Shares (L)	0.01%	0.01%
黃瑜珍女士	監事	實益擁有人	50,000股內資股(L)		
Mr. Huang Shaoxing	Supervisor	Beneficial owner	150,000 Domestic Shares (L)	0.01%	0.01%
黃少雄先生	監事	實益擁有人	150,000股內資股(L)		

Notes:

附註：

- (1) The letter "L" denotes the person's long position in the Shares. (1) 字母「L」指該人士於股份的好倉。
- (2) As at 31 December 2022, the issued Domestic Shares and the H Shares of the Company were 1,006,429,353 Shares and 554,363,334 Shares, respectively. (2) 於2022年12月31日，本公司已發行內資股及H股數目分別是1,006,429,353股及554,363,334股。
- (3) As at 31 December 2022, there were a total of 1,560,792,687 Shares of the Company in issue. (3) 於2022年12月31日，本公司發行在外的股份數目合共為1,560,792,687股。

Save as disclosed above, as at 31 December 2022, none of the Directors, Supervisors, or the chief executives of the Company had any interests or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of SFO) which are required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or (b) to be recorded in the register required to be kept under Section 352 of the SFO, or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code.

### Interests in associated corporations

None of the Directors, Supervisors, or the chief executives of the Company had any interests or short positions in any shares, underlying shares and debentures of associated corporations (within the meaning of Part XV of SFO) of the Company.

### DIRECTORS AND SUPERVISORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

None of the Directors or Supervisors or any of their respective associates was granted by the Company or its subsidiaries any right to acquire shares or debentures of the Company or any other body corporate, or had exercised any such right.

除上文所披露者外，截至2022年12月31日止，概無本公司董事、監事或主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債券中，擁有須(a)根據證券及期貨條例第XV部第7及8分部通知本公司及聯交所之權益或淡倉（包括彼等根據證券及期貨條例之該等條文被當作或被視為持有之權益或淡倉）；或(b)須記入根據證券及期貨條例第352條存置之登記冊內之權益或淡倉；或(c)根據標準守則須知會本公司及聯交所之權益或淡倉。

### 於相聯法團的權益

概無本公司董事、監事或主要行政人員於本公司相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債券中擁有任何權益或淡倉。

### 董事及監事收購股份或債券之權利

概無董事及監事或彼等各自之聯繫人獲本公司或其子公司授予權利或行使任何該等權利以收購本公司或任何其他法人團體之股份或債券。

## SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2022, the persons, (not being the Directors, Supervisors or the chief executive of the Company) or corporations having short positions in the Shares or underlying Shares of the Company which are required to be notified to the Company and the Stock Exchange under Divisions 2 and 3 of Part XV of the SFO and recorded in the register required to be kept under section 336 of the SFO and who were directly and/or indirectly deemed to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company are listed as follows:

## 主要股東於股份及相關股份之權益及淡倉

於2022年12月31日，於本公司之股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部須向本公司及聯交所披露之淡倉，或記入根據證券及期貨條例第336條須置存之登記冊內之淡倉，或被視作於附有權利可於任何情況下在本公司股東大會投票之任何類別股本之面值中直接及／或間接擁有5%或以上之權益之人士（並非本公司董事、監事及主要行政人員）或公司列載如下：

Name of Shareholders 股東名稱	Nature of Interest 權益性質	Number and class of Shares <sup>(1)</sup> 股份數目及類別 <sup>(1)</sup>	Approximate percentage of shareholding in the relevant class of Shares <sup>(2)</sup> 佔有關股份類別之概約持股百分比 <sup>(2)</sup>	Approximate percentage of shareholding in the total share capital of the Company <sup>(3)</sup> 佔本公司股本總數之概約持股百分比 <sup>(3)</sup>
Fojin Hongkong Limited ("Fojin HK") <sup>(5)</sup> 佛金香港有限公司(「佛金香港」) <sup>(5)</sup>	Beneficial owner 實益擁有人	164,164,000 H Shares (L) 164,164,000股H股(L)	29.61%	10.52%
Foshan Financial Investment Holding Co., Ltd.* ("Foshan Financial") <sup>(5)</sup> 佛山市金融投資控股有限公司(「佛山金控」) <sup>(5)</sup>	Interest of controlled corporation <sup>(5)</sup> 於受控法團權益 <sup>(5)</sup>	164,164,000 H Shares (L) 164,164,000股H股(L)	29.61%	10.52%
	Beneficial owner 實益擁有人	239,854,838 Domestic Shares (L) 239,854,838股內資股(L)	23.83%	15.37%
	Interest of controlled corporation <sup>(6)</sup> 於受控法團權益 <sup>(6)</sup>	33,002,680 Domestic Shares (L) 33,002,680股內資股(L)	3.28%	2.11%
Hong Kong Wellknown Development Limited ("Hong Kong Wellknown") <sup>(7)</sup> 香港華樂發展有限公司(「香港華樂」) <sup>(7)</sup>	Beneficial owner 實益擁有人	87,868,000 H Shares (L) 87,868,000股H股(L)	15.85%	5.63%
Dragon Pearl Hong Kong Investment Development Limited ("Dragon Pearl") <sup>(7)</sup> 龍珠香港投資發展有限公司(「龍珠」) <sup>(7)</sup>	Beneficial owner 實益擁有人	94,062,000 H Shares (L) 94,062,000股H股(L)	16.97%	6.03%
Wu Zhi Jian <sup>(7)</sup> 吳志堅 <sup>(7)</sup>	Interest of controlled corporation 於受控法團權益	110,708,000 H Shares (L) 110,708,000股H股(L)	19.97%	7.09%
Lo Kai Bong <sup>(4)</sup> 盧衍溢 <sup>(4)</sup>	Beneficial owner 實益擁有人	30,368,000 H Shares (L) 30,368,000股H股(L)	5.48%	1.95%



Name of Shareholders 股東名稱	Nature of Interest 權益性質	Number and class of Shares <sup>(1)</sup> 股份數目及類別 <sup>(1)</sup>	Approximate percentage of shareholding in the relevant class of Shares <sup>(2)</sup> 佔有關股份類別 之概約持股百分比 <sup>(2)</sup>	Approximate percentage of shareholding in the total share capital of the Company <sup>(3)</sup> 佔本公司股本總數 之概約持股百分比 <sup>(3)</sup>
Allied Group Limited <sup>(4)</sup> 聯合集團有限公司 <sup>(4)</sup>	Interest of controlled corporation 於受控法團權益	30,368,000 H Shares (L) 30,368,000股H股(L)	5.48%	1.95%
Lee Seng Huang <sup>(4)</sup> 李成煌 <sup>(4)</sup>	Interest of controlled corporation 於受控法團權益	30,368,000 H Shares (L) 30,368,000股H股(L)	5.48%	1.95%
Lee Seng Hui <sup>(4)</sup> 李成輝 <sup>(4)</sup>	Interest of controlled corporation 於受控法團權益	30,368,000 H Shares (L) 30,368,000股H股(L)	5.48%	1.95%
Lee Su Hwei <sup>(4)</sup> 李淑慧 <sup>(4)</sup>	Interest of controlled corporation 於受控法團權益	30,368,000 H Shares (L) 30,368,000股H股(L)	5.48%	1.95%
APAC Resources Limited <sup>(4)</sup> 亞太資源有限公司 <sup>(4)</sup>	Interest of controlled corporation 於受控法團權益	30,368,000 H Shares (L) 30,368,000股H股(L)	5.48%	1.95%
True Faith International Enterprise Limited ("True Faith International") <sup>(8)</sup> 真誠國際企業有限公司 (「真誠國際」) <sup>(8)</sup>	Beneficial owner 實益擁有人	30,414,000 H Shares (L) 30,414,000股H股(L)	5.49%	1.95%
True Faith Holdings (Hong Kong) Limited ("True Faith HK") <sup>(8)</sup> 真誠集團(香港)有限公司 (「真誠集團(香港)」) <sup>(8)</sup>	Interest of controlled corporation 於受控法團權益	30,414,000 H Shares (L) 30,414,000股H股(L)	5.49%	1.95%
Real Faith Enterprise (Hong Kong) Company Limited ("Real Faith") <sup>(8)</sup> 昭信企業(香港)有限公司 (「昭信」) <sup>(8)</sup>	Interest of controlled corporation 於受控法團權益	30,414,000 H Shares (L) 30,414,000股H股(L)	5.49%	1.95%
Guangdong Zhaoxin Group Holdings Co. Ltd.* ("Guangdong Zhaoxin") <sup>(8)</sup> 廣東昭信集團股份有限公司 (「廣東昭信」) <sup>(8)</sup>	Interest of controlled corporation 於受控法團權益	30,414,000 H Shares (L) 30,414,000股H股(L)	5.49%	1.95%

Notes:

- (1) The letter "L" denotes the person's long position in the Shares.
- (2) As at 31 December 2022, the issued Domestic Shares and the H Shares of the Company were 1,006,429,353 Shares and 554,363,334 Shares, respectively.
- (3) As at 31 December 2022, there were 1,560,792,687 Shares of the Company in issue.

附註：

- (1) 字母「L」指該人士於股份的好倉。
- (2) 於2022年12月31日，本公司已發行內資股及H股數目分別是1,006,429,353股及554,363,334股。
- (3) 於2022年12月31日，本公司發行在外的股份數目為1,560,792,687股。

- (4) Based on the disclosure of interest form submitted by Mr. Lo Kai Bong on 23 December 2022, Mr. Lo charged his interest in 30,368,000 H Shares to Smart Circle Investments Limited. Based on the disclosure of interests forms submitted by Lee Seng Huang, Lee Seng Hui and Lee Su Hwei on 23 December 2022, Smart Circle Investments Limited is indirectly controlled by APAC Resources Limited, Allied Group Limited, and ultimately by Lee Seng Huang, Lee Seng Hui and Lee Su Hwei. Accordingly, APAC Resources Limited, Allied Group Limited, Lee Seng Huang, Lee Seng Hui and Lee Su Hwei were all deemed to be interested in the 30,368,000 H Shares held by Smart Circle Investments Limited as security.
- (4) 根據盧衍溢先生於2022年12月23日提交的權益披露表格，盧先生將其30,368,000股H股的權益押記予Smart Circle Investments Limited。根據李成煌、李成輝及李淑慧於2022年12月23日遞交的權益披露表格，Smart Circle Investments Limited由亞太資源有限公司及聯合集團有限公司間接控制，並由李成煌、李成輝及李淑慧最終控制。因此，亞太資源有限公司、聯合集團有限公司、李成煌、李成輝及李淑慧均被視為於Smart Circle Investments Limited作為抵押品持有的30,368,000股H股中擁有權益。
- (5) Foshan Financial holds 100% of Fojin HK and is deemed to be interested in 164,164,000 H Shares of the Company held by the latter.
- (5) 佛山金控持有佛金香港100%權益，因此佛山金控被視作持有佛金香港持有的本公司164,164,000股H股的權益。
- (6) Foshan Fuside Infrastructure Investment Co., Ltd.\* (佛山市富思德基礎設施投資有限公司) (“Fuside”) is wholly owned by Foshan Financial. Therefore, Foshan Financial was deemed to be interested in the 33,002,680 Domestic Shares held by Fuside. Taking into account the 239,854,838 Domestic Shares held by Foshan Financial, Foshan Financial was deemed to be interested in 272,857,518 Domestic Shares in total.
- (6) 佛山市富思德基礎設施投資有限公司(「富思德」)由佛山金控全資擁有。因此，佛山金控被視作持有富思德持有的33,002,680股內資股的權益。計及由佛山金控持有的239,854,838股內資股，佛山金控被視作合共於272,857,518股內資股中擁有權益。
- (7) Based on the disclosure of interests form submitted by Hong Kong Wellknown on 7 November 2022, Hong Kong Wellknown, which is wholly owned by Dragon Pearl and in turn wholly owned by Mr. Wu Zhi Jian, was interested in 87,868,000 H Shares. Based on the disclosure of interests form submitted by Dragon Pearl on 7 November 2022, Dragon Pearl, which is wholly owned by Mr. Wu Zhi Jian, was interested in 94,062,000 H Shares. Based on the disclosure of interests form submitted by Mr. Wu Zhi Jian on 7 November 2022, Mr. Wu Zhi Jian was interested in 110,708,000 H Shares in aggregate through corporations controlled by him.
- (7) 根據香港華樂於2022年11月7日提交的權益披露表格，香港華樂(由龍珠全資擁有，而龍珠由吳志堅先生全資擁有)於87,868,000股H股中擁有權益。根據龍珠於2022年11月7日提交的權益披露表格，龍珠(由吳志堅先生全資擁有)於94,062,000股H股中擁有權益。根據吳志堅先生於2022年11月7日提交的權益披露表格，吳志堅先生透過其控制的公司共計於110,708,000股H股中擁有權益。
- (8) Based on the disclosure of interests form submitted by Guangdong Zhaoxin on 11 April 2019, True Faith International is wholly-owned by True Faith HK, which is in turn wholly-owned by Real Faith, which is in turn wholly-owned by Guangdong Zhaoxin. Therefore, True Faith HK, Real Faith and Guangdong Zhaoxin are all deemed to be interested in the 30,414,000 H Shares held by True Faith International.
- (8) 根據廣東昭信於2019年4月11日提交的權益披露表格，真誠國際由真誠集團(香港)全資擁有，而真誠集團(香港)由昭信全資擁有，昭信則由廣東昭信全資擁有。因此，真誠集團(香港)、昭信及廣東昭信均被視為於真誠國際持有的30,414,000股H股中擁有權益。

Save as disclosed above, as at 31 December 2022, the Company is not aware of any other persons (not being the Directors, Supervisors or the chief executive of the Company) or corporations having interests or short positions in the Shares or underlying Shares of the Company which are required to be notified to the Company and the Stock Exchange under Divisions 2 and 3 of Part XV of the SFO or recorded in the register required to be kept under section 336 of the SFO or who were directly and/or indirectly deemed to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company.

除上文所披露者外，於2022年12月31日，本公司並不知悉任何其他人士(並非本公司董事、監事及主要行政人員)或公司於本公司之股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部須向本公司及聯交所披露之權益或淡倉，或記入根據證券及期貨條例第336條須置存之登記冊內之權益或淡倉，或被視作於附有權利可於任何情況下在本公司股東大會投票之任何類別股本之面值中直接及/或間接擁有5%或以上之權益。

## PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

During the year ended 31 December 2022, there was no purchase, sale or redemption of any listed securities of the Company by the Company or any of its subsidiaries.

## PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles of Association or the relevant laws of the PRC that would oblige the Company to offer new Shares on a pro rata basis to existing Shareholders.

## POST-BALANCE SHEET EVENTS

Non-adjusting post balance sheet events are disclosed in Note 39 to the audited consolidated financial statements in this annual report.

## AUDIT COMMITTEE

The Audit Committee had held 2 meetings during the year ended 31 December 2022. During the meetings, the Audit Committee has reviewed the accounting principles and policies adopted by the Group and discussed the Group's internal controls and financial reporting matters with the management.

## ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group carries out internal recycling measures in terms of its consumables (e.g. toner cartridge and paper) in order to lessen its impact on consumption of resources and impact on environment resulting from the operating activities. The Group implements energy saving measures in the offices and branches and encourages its employees to reduce unnecessary use of light and air-conditioning. Further details on the environmental policies adopted by the Group and the implementation related thereto are set out under "Environmental, Social and Governance Report" of this annual report.

## 購入、出售或贖回本公司上市證券

於截至2022年12月31日止年度內，本公司或其任何子公司並無購買、出售及贖回任何本公司上市證券。

## 優先購買權

公司章程及中國相關法律概無有關優先購買權的條文，故本公司毋須向現有股東按比例提呈發售新股份。

## 結算日後事項

非調整結算日後事項披露於本年報經審核綜合財務報表附註39。

## 審計委員會

於截至2022年12月31日止年度，審計委員會已召開2次會議。會議期間，審計委員會已檢討本集團採納的會計原則及政策以及與管理層商討本集團的內部控制及財務報告事宜。

## 環境政策及表現

本集團實行消耗品內部循環措施(如墨盒及紙張)，以減輕運營活動對資源消耗及環境的影響。本集團在辦公場所及分支機構採取節能措施，鼓勵員工減少燈具及空調設備的不必要使用。有關本集團所採納的環境政策及其實施情況的其他詳情載列於本年度報告的「環境、社會及管治報告」。

## COMPANY'S COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

The Group is able to comply with relevant requirements of laws, regulations, rules and provisions of the Companies Ordinance (Chapter 622 of the laws of Hong Kong), the Listing Rules and the SFO in Hong Kong, PRC, the Company Law of the PRC 《(中華人民共和國公司法)》, the Basic Norms of Enterprise Internal Control 《(企業內部控制基本規範)》, Interim Measures for the Administration of Financing Guarantee Companies 《(融資性擔保公司管理暫行辦法)》, Guiding opinions of China Banking Regulatory Commission and People's Bank of China on Pilot Projects of Small Loan Companies 《(中國銀行業監督管理委員會、中國人民銀行關於小額貸款公司試點的指導意見)》 in China etc., including information disclosure, corporate governance and standard industry operation, etc. Further details on the Group's compliance with relevant laws and regulations are set out in "Corporate Governance Report" and "Environmental, Social and Governance Report" of this annual report.

## CORPORATE GOVERNANCE

The Group is committed to maintaining high level of corporate governance. The Board currently comprises one executive Director, five non-executive Directors and three independent non-executive Directors. The Board has adopted the code provisions of the Corporate Governance Code (the "CG Code") as set out in Appendix 14 to the Listing Rules.

During the year ended 31 December 2022, except that Mr. Wu Liejin, an executive Director, has been performing the roles as the Chairman and the President, which deviates from provision C.2.1 of the CG Code, the Company has complied with all the code provisions under the CG Code. Details on the corporate governance practice of the Group during the year ended 31 December 2022 are set out in "Corporate Governance Report" in this annual report. The Board will continue to review and improve the Company's corporate governance system to ensure its compliance with the CG Code.

## SUFFICIENCY OF PUBLIC FLOAT

As at the latest practicable date prior to the issue of this annual report and based on information that is publicly available to the Company and within the knowledge of the Directors, the Directors confirmed that the Company has maintained the prescribed public float under the Listing Rules.

## 本公司應遵守相關法律法規

本集團能夠遵守中國香港的相關法律法規的要求、香港法例第622章公司條例的規則條文、上市規則及證券及期貨條例、以及中國大陸的《中華人民共和國公司法》、《企業內部控制基本規範》、《融資性擔保公司管理暫行辦法》及《中國銀行業監督管理委員會、中國人民銀行關於小額貸款公司試點的指導意見》等，包括信息披露、企業管治及行業標準操作。有關本集團遵守相關法律及法規的進一步詳情載於本年報「企業管治報告」及「環境、社會及管治報告」。

## 企業管治

本集團一直致力維持高水準企業管治。董事會目前由一名執行董事、五名非執行董事及三名獨立非執行董事組成。董事會已採納上市規則附錄十四企業管治守則(「**企業管治守則**」)的守則條文。

於截至2022年12月31日止年度，除執行董事吳列進先生同時擔任主席兼總裁職務違反企業管治守則第C.2.1條外，本公司已遵守企業管治守則項下的所有守則條文。有關本集團於截至2022年12月31日止年度的企業管治常規的詳情，載於本年報「企業管治報告」。董事會將繼續檢討及完善本公司的企業管治系統，以確保符合企業管治守則。

## 充足的公眾持股量

於本年報刊發前之最後實際可行日期，根據本公司可從公開途徑得到的資料及據董事所知，董事確認本公司一直維持上市規則所訂明的公眾持股量。

## AUDITOR

The consolidated financial statements for the year ended 31 December 2022 have been audited by KPMG. There has been no change in the auditor of the Company in the preceding three years. KPMG shall retire in the forthcoming AGM and, being eligible, will offer themselves for re-appointment. A resolution for the re-appointment of KPMG as the auditor of the Company for the year ending 31 December 2023 will be proposed at the forthcoming AGM.

By order of the Board of  
**Guangdong Join-Share Financing  
Guarantee Investment Co., Ltd.\***  
**Wu Liejin**  
*Chairman of the Board*  
27 March 2023

\* For identification purposes only

## 核數師

畢馬威會計師事務所已審核截至2022年12月31日止年度的綜合財務報表。於過往三個年度，本公司核數師概無變動。畢馬威會計師事務所須於即將舉行的股東週年大會上退任，並符合資格及願意膺選連任。有關續聘畢馬威會計師事務所為截至2023年12月31日止年度本公司核數師的決議案將於即將舉行的股東週年大會上提呈。

承董事會命  
**廣東中盈盛達融資擔保  
投資股份有限公司**  
**吳列進**  
*董事長*  
2023年3月27日

\* 僅供識別

# REPORT OF THE BOARD OF SUPERVISORS

## 監事會報告

The board (the “**Board of Supervisors**”) of Supervisors has executed its duties earnestly, safeguarded the rights and interests of the Company and its Shareholders, complied with the principle of good faith and carried out its work in a diligent and proactive manner pursuant to the provisions of the Company Law of the PRC, other relevant laws and regulations and the articles of association of the Company (the “**Articles of Association**”).

During the year ended 31 December 2022, the Board of Supervisors reviewed cautiously the operation and development plans of the Company and put forward reasonable suggestions and opinions to the Board. It also strictly and effectively monitored and supervised the significant policies and specific decisions made by the management of the Company to ensure that they were in compliance with the laws and regulations of the PRC and the Articles of Association, and in the interests of the Shareholders.

The Board of Supervisors have reviewed earnestly and approved the report of the Board of Directors, audited financial statements and the dividend payment proposal to be presented by the Board at the forthcoming annual general meeting. We are of the opinion that the Board, chief executive and other senior management of the Company have strictly complied with the principle of good faith, and have worked diligently, exercised their authority faithfully in the best interests of the Company, and executed various tasks pursuant to the Articles of Association. Up till now, none of the Directors, chief executive nor senior management of the Company has been found to have been in breach of any laws or regulations or the Articles of Association and damaged the interests of the Company or the Shareholders.

The Board of Supervisors is satisfied with the various tasks carried out by the Company in 2022 and the economic benefits generated therefrom. It has full confidence in the future development outlook of the Company.

By order of the Board of Supervisors  
**Li Qi**  
*Chairman of the Board of Supervisors*  
27 March 2023

監事會(「**監事會**」)按照中國公司法、其他相關法律法規及本公司公司章程(「**公司章程**」)的條文，勤勉盡責、保護本公司及其股東的權利及權益、遵守誠信原則並勤勉積極執行其工作。

監事會於截至2022年12月31日止年度內謹慎檢討本公司運營及發展計劃，並向董事會提出合理建議及意見，嚴格有效地監控及監督本公司管理層所作的重大政策及特定決策，以確保其符合中國法律法規及公司章程，並符合本公司股東的利益。

監事會已認真審閱並通過本公司董事會將於即將舉行的股東週年大會遞呈的董事會報告、經審核財務報表及股息派發議案。我們一致認為，本公司董事會、行政人員及其他高級管理人員已嚴格遵守誠信原則、工作勤勉、忠誠行使其職權以最大化本公司利益及按照公司章程執行各項任務。目前為止，並無發現本公司任何董事、行政人員或高級管理人員違反法律法規或公司章程或損害本公司或股東利益的情況。

監事會對本公司2022年進行的各項任務及其產生的經濟效益表示滿意，對本公司未來發展前景充滿信心。

承監事會命  
**李琦**  
*監事會主席*  
2023年3月27日

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告



**Independent auditor's report to the shareholders of  
Guangdong Join-Share Financing Guarantee Investment Co.,  
Ltd.**

*(Incorporated in the People's Republic of China with limited liability)*

### OPINION

We have audited the consolidated financial statements of Guangdong Join-Share Financing Guarantee Investment Co., Ltd. ("the Company") and its subsidiaries ("the Group") set out on pages 185 to 340, which comprise the consolidated statement of financial position as at 31 December 2022, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2022 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

**致廣東中盈盛達融資擔保投資股份有限公司全體股東的獨立核數師報告**

*(於中華人民共和國註冊成立的股份有限公司)*

### 審計意見

我們審計了後附第185頁至340頁廣東中盈盛達融資擔保投資股份有限公司(「貴公司」)及其子公司(統稱「貴集團」)的綜合財務報表，包括於2022年12月31日的綜合財務狀況表、截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註(包括主要會計政策的摘要)。

我們認為，上述綜合財務報表已經按照香港會計師公會頒佈的《香港財務報告準則》的規定，真實而公允地反映了 貴集團於2022年12月31日的綜合財務狀況以及 貴集團截至該日止年度的綜合財務表現和綜合現金流量，並已遵照香港《公司條例》的披露要求編製。

## BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAAs”) issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditor’s responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA’s *Code of Ethics for Professional Accountants* (“the Code”) together with any ethical requirements that are relevant to our audit of the consolidated financial statements in the People’s Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

## 形成審計意見的基礎

我們按照香港會計師公會頒佈的《香港審計準則》的規定執行了審計工作。核數師報告的「核數師對綜合財務報表審計的責任」部分進一步闡述了我們在這些準則下的責任。按照香港會計師公會頒佈的《職業會計師道德守則》(以下簡稱「道德守則」)以及中華人民共和國境內關於綜合財務報表審計相關的其他職業道德方面的要求，我們獨立於 貴集團，並履行了道德守則以及中國境內職業道德方面的其他責任。我們相信，我們獲取的審計證據是充分、適當的，為發表審計意見提供了基礎。

## 關鍵審計事項

關鍵審計事項是我們根據職業判斷，認為對本期綜合財務報表審計最為重要的事項。這些事項的應對以對綜合財務報表整體進行審計並形成審計意見為背景，我們不對這些事項單獨發表意見。



## IMPAIRMENT OF RECEIVABLES AND PROVISIONS FOR GUARANTEE LOSSES

## 應收款項減值與擔保賠償準備金

Refer to Notes 12, 13, 14, 17 and 24 to the consolidated financial statements and the accounting policies in Notes 1(j) and (r).

請參閱綜合財務報表附註12、13、14、17及24以及附註1(j)及(r)的會計政策。

### The Key Audit Matter 關鍵審計事項

The Group has applied Hong Kong Financial Reporting Standard No. 9 — Financial Instruments (“HKFRS 9”) since 1 January 2018 and developed a new impairment model for financial assets.

貴集團自2018年1月1日起應用香港財務報告準則第9號—金融工具(「香港財務報告準則第9號」)並就金融資產制定新的減值模式。

The determination of loss allowances using the expected credit loss model (“ECL model”) is subject to a number of key parameters and assumptions, including the identification of credit-impaired stage, estimates of probability of default, loss given default, exposures at default and discount rate, adjustments for forward-looking information and other adjustment factors. Management judgment is involved in the selection of those parameters and the application of the assumptions.

採用預期信貸虧損模式(「預期信貸虧損模式」)釐定虧損撥備受限於多項主要參數及假設，包括識別信貸減值階段、估計違約可能性、違約損失、違約風險及貼現率、前瞻性資料調整及其他調整因素。選擇該等參數及應用假設時涉及管理層判斷。

In particular, the determination of the loss allowances and provisions for guarantee losses is heavily dependent on the external macro environment and the Group’s internal credit risk management strategy. The Group’s expected credit losses and provisions for guarantee losses are derived from estimates including the Group’s historical losses, internal and external credit grading and other adjustment factors.

尤其是，釐定虧損撥備及擔保賠償準備金很大程度上取決於外界宏觀環境及貴集團的內部信貸風險管理策略。貴集團的預期信貸虧損及擔保賠償準備金乃源自估計，包括貴集團的過往虧損、內部及外部信用評級及其他調整因素。

### How the matter was addressed in our audit 我們審計過程中如何處理該事項

Our audit procedures to assess the impairment of receivables and provisions for guarantee losses included the following:

我們評估應收款項減值與擔保賠償準備金的審計程序包括：

- understanding and assessing the design, implementation and operating effectiveness of key internal controls of financial reporting over the approval, recording and monitoring of receivables and financial guarantees issued, the identification of the three stages of ECL model and the measurement of impairment losses for receivables and provisions for financial guarantees issued.
- 對於審批、記錄與監控應收款項及已發出的融資擔保的財務報告關鍵內部控制措施的設計、實施及運行效果、預期信貸虧損模式三個階段的確認、應收款項的減值虧損計量及已發出的融資擔保的撥備作出分析及評估。
- with the assistance of our internal specialists, assessing the reliability of the expected credit loss model used by management in determining loss allowances, including assessing the appropriateness of the key parameters and assumptions in the expected credit loss model, including the identification of loss stages, probability of default, loss given default, exposure at default, discount rate, adjustments for forward-looking information and other management adjustments.
- 在我們內部專家的協助下評估管理層於釐定虧損撥備時所用的預期信貸虧損模式的可靠性，包括評估預期信貸虧損模式的主要參數及假設是否適當，包括識別虧損階段、違約可能性、違約損失、違約風險、貼現率、前瞻性資料調整及其他管理層調整。

Refer to Notes 12, 13, 14, 17 and 24 to the consolidated financial statements and the accounting policies in Notes 1(j) and (r). 請參閱綜合財務報表附註12、13、14、17及24以及附註1(j)及(r)的會計政策。

### The Key Audit Matter 關鍵審計事項

Management also exercises judgement in determining the quantum of loss given default based on a range of factors. These include available remedies for recovery, the financial situation of the debtors, the recoverable amount of collateral, the seniority of the claim and the existence and cooperativeness of other creditors.

管理層在釐定違約損失率的金額時亦會根據多項因素作出判斷。這些因素包括收回款項的可用補救措施、債務人的財務狀況、抵押品的可收回金額、索賠受償順序及其他債權人是否存在及其合作意向等。

Whilst the Group appoints external valuers for the valuation of certain properties and other illiquid collateral, the enforceability, timing and means of realisation of collateral can also have an impact on the recoverable amount of collateral and, therefore, the amount of impairment losses and provisions for guarantee losses as at the end of the reporting period. 儘管 貴集團委聘外部估值師評估若干物業及其他非現金抵押品，但變現抵押品的可執行性、時機及方式亦會對抵押品可收回金額產生影響，並因此對報告期末擔保損失的減值虧損金額及撥備產生影響。

We identified the impairment of receivables and provisions for guarantee losses as a key audit matter because of the inherent uncertainty and management judgment involved and because of their significance to the financial results and capital of the Group.

我們將應收款項減值及擔保賠償準備金確定為關鍵審計事項，乃由於所涉及的固有不明朗因素及管理層判斷以及對 貴集團財務業績及資本的重要意義。

### How the matter was addressed in our audit 我們審計過程中如何處理該事項

- assessing the completeness and accuracy of data used for the key parameters in the expected credit loss model. For key parameters derived from internal data relating to original receivables or guarantees agreements, we compared the total balance of the receivables grading report and guarantee list, which contain information used by management to assess impairment losses and provisions for guarantee losses with the general ledger, selecting samples and comparing individual receivables and guarantee information with the underlying receivables and guarantee agreements and other related documentation to assess the accuracy of compilation of the receivables grading report and of the guarantee list. For key parameters derived from external data, we selected samples to inspect the accuracy of such data by comparing them with public resources.
- 評估預期信貸虧損模式中主要參數所用數據的完整性及準確性。對於與原應收款項或擔保協議有關的內部數據得出的主要參數而言，我們比較應收款項評級報告的總結餘與擔保列表，其中包括管理層評估減值虧損及擔保賠償準備金所用的資料連同總分類賬目、選取樣本及將個別應收款項及擔保資料與相關應收款項及擔保協議以及其他相關文件進行比較，以評估編纂應收款項評級報告及擔保列表的準確性。就外部數據得出的主要參數而言，我們選取樣本，將其與公眾來源資料相比以檢測有關數據的準確性。

Refer to Notes 12, 13, 14, 17 and 24 to the consolidated financial statements and the accounting policies in Notes 1(j) and (r). 請參閱綜合財務報表附註12、13、14、17及24以及附註1(j)及(r)的會計政策。

### The Key Audit Matter 關鍵審計事項

### How the matter was addressed in our audit 我們審計過程中如何處理該事項

- for key parameters involving judgement, critically assessing input parameters by seeking evidence from external sources and comparing to the Group's internal records including historical loss experience and type of collateral. As part of these procedures, we challenged management's revisions to estimates and input parameters compared with prior period and on transition to the new accounting standard and considered the consistency of judgement. We compared the economic factors used in the models with market information to assess whether they were aligned with market and economic development.
- 就涉及判斷的主要參數而言，透過自外部來源尋求實證及比較 貴集團的內部記錄(包括過往虧損經歷及抵押品類別)批判性地評估輸入參數。作為該等程序之一部分，我們質疑管理層對估計及輸入參數與過往期間相比作出的修訂以及向新訂會計準則的過渡，並考慮判斷是否一致。我們將模式所用的經濟因素與市場信息進行比較，以評估其是否與市場及經濟發展一致。
- evaluating the validity of management's assessment on whether the credit risk of the receivables and guarantees have, or have not, increased significantly since initial recognition and whether the receivables and guarantees are credit-impaired by selecting samples in industries more vulnerable to the current economic situation with reference to other debtors with potential credit risk. We checked the overdue information, making enquiries of the credit managers about the debtors' business operations, checking debtors' financial information and researching market information about debtors' businesses.
- 透過從更易受現時經濟形勢影響的行業中選取樣本並參考具有潛在信貸風險的其他債務人評價管理層對應收款項及擔保的信貸風險自初始確認以來是否已經或並無大幅增加及應收款項及擔保是否出現信貸減值評估的有效性。我們核實逾期資料、向信貸經理問詢有關債務人的業務營運情況，核實債務人的財務資料及調研有關債務人業務的市場信息。

Refer to Notes 12, 13, 14, 17 and 24 to the consolidated financial statements and the accounting policies in Notes 1(j) and (r). 請參閱綜合財務報表附註12、13、14、17及24以及附註1(j)及(r)的會計政策。

**The Key Audit Matter**  
**關鍵審計事項**

**How the matter was addressed in our audit**  
**我們審計過程中如何處理該事項**

- for receivables that are credit-impaired, evaluating management's assessment of the value of any property collateral held by comparison with market prices based on the location and use of the property and the prices of neighbouring properties. We also evaluated the timing and means of realisation of collateral, evaluated the forecast cash flows, challenged the viability of the Group's recovery plans and evaluated other credit enhancements that are integral to the contract terms.
- 就信貸減值的應收款項而言，透過比較按物業所在位置及用途確定的市價與鄰近物業的價格評價管理層對所持任何物業抵押品價值的評估。我們亦評估變現抵押品的時間及方式、評估預測現金流、質疑貴集團收回計劃的可行性及評估其合約條款不可或缺的其他信貸升級措施。
- recalculating the amount of credit loss allowance for 12-month and life time credit losses using the expected credit loss model based on the above parameters and assumptions for receivables and guarantees where the credit risk of receivables and guarantees has not, or has, increased significantly since initial recognition, respectively.
- 採用預期信貸虧損模式按上文應收款項及擔保的參數及假設重新計算12個月的信貸虧損撥備金額及全期信貸虧損金額，惟倘應收款項及擔保的信貸風險各自自初始確認以來並無或已經大幅增加。

Refer to Notes 12, 13, 14, 17 and 24 to the consolidated financial statements and the accounting policies in Notes 1(j) and (r). 請參閱綜合財務報表附註12、13、14、17及24以及附註1(j)及(r)的會計政策。

**The Key Audit Matter**  
**關鍵審計事項**

**How the matter was addressed in our audit**  
**我們審計過程中如何處理該事項**

- assessing the completeness and accuracy of outstanding financial guarantees by inspecting contracts, on a sample basis, and obtaining confirmations from the beneficiaries of all financial guarantees issued.
- 通過一定的抽樣基準檢查合約及對已發出的所有融資擔保的受益人進行函證，評估未償還融資擔保責任的完整性及準確性。
- evaluating whether the disclosures on impairment of receivables and provisions for guarantee losses meet the disclosure requirements in Hong Kong Financial Reporting Standard No. 7 — Financial Instruments: Disclosures (“HKFRS 7”).
- 評估有關應收款項減值及擔保賠償準備金的披露是否符合香港財務報告準則第7號 — 金融工具：披露（「香港財務報告準則第7號」）的披露規定。

## INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The directors are responsible for the other information. The other information comprises all the information included in the annual report, other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The directors are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

## 除了綜合財務報表及其所含的本所核數師報告之外的其他信息

貴集團董事對其他信息負責。其他信息包括年度報告中涵蓋的全部信息，但不包括綜合財務報表和我們的核數師報告。

我們對綜合財務報表發表的審計意見不涵蓋其他信息，我們也不對其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或者我們在審計過程中了解到的情況存在重大不一致或者似乎存在重大錯報。

基於我們已執行的工作，如果我們確定其他信息存在重大錯報，我們應當報告該事實。在這方面，我們無任何事項需要報告。

## 董事對綜合財務報表的責任

貴集團董事負責按照香港會計師公會頒佈的《香港財務報告準則》和香港《公司條例》的披露規定編製綜合財務報表，使其實現真實和公允反映，以及對董事認為必要的內部控制負責，以使綜合財務報表不存在由於舞弊或錯誤而導致的重大錯報。

在編製綜合財務報表時，貴集團董事負責評估貴集團的持續經營能力，披露與持續經營相關的事項（如適用），並運用持續經營假設，除非董事有意將貴集團進行清算、終止運營或別無其他現實的選擇。

審計委員會協助貴集團董事履行監督貴集團的財務報告過程的責任。

## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

## 核數師對綜合財務報表審計的責任

我們的目標是對綜合財務報表整體是否不存在由於舞弊或錯誤導致的重大錯報獲取合理保證，並出具包含審計意見的核數師報告。我們僅向全體股東報告，除此以外，我們的報告不可用作其他用途。我們不就本報告的內容，對任何其他人士負責或承擔任何責任。

合理保證是高水平的保證，但並不能保證按照《香港審計準則》執行的審計在某一重大錯報存在時總能發現。錯報可能由舞弊或錯誤導致，如果合理預期錯報單獨或匯總起來可能影響綜合財務報表使用者作出的經濟決策，則通常認為錯報是重大的。

在按照《香港審計準則》執行審計工作的過程中，我們運用職業判斷，並保持職業懷疑。同時，我們也執行了以下工作：

- 識別和評估由於舞弊或錯誤導致的綜合財務報表重大錯報風險，設計和實施審計程序以應對這些風險，並獲取充分、適當的審計證據，作為發表審計意見的基礎。由於舞弊可能涉及串通、偽造、故意遺漏、虛假陳述或凌駕於內部控制之上，未能發現由於舞弊導致的重大錯報的風險高於未能發現由於錯誤導致的重大錯報的風險。
- 了解與審計相關的內部控制，以設計恰當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事選用會計政策的恰當性和作出會計估計及相關披露的合理性。

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.
- 對董事使用持續經營假設的恰當性得出結論。同時，根據獲取的審計證據，就可能導致對貴集團的持續經營能力產生重大疑慮的事項或情況是否存在重大不確定性得出結論。如果我們得出結論認為存在重大不確定性，審計準則要求我們在核數師報告中提請報表使用者注意綜合財務報表中的相關披露。如果披露不充分，我們應當發表非無保留意見。我們的結論基於截至核數師報告日可獲得的審計證據。然而，未來的事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的總體列報、結構和內容(包括披露)，並評價綜合財務報表是否公允反映相關交易和事項。
- 獲取關於貴集團內實體或業務活動的財務信息的充分、適當的審計證據，以就綜合財務報表發表審計意見。我們負責指導、監督和執行審計。我們僅對本所的審計意見承擔責任。

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

我們與審計委員會就計劃的審計範圍、時間安排和重大審計發現等事項進行溝通，包括溝通我們在審計中識別出的重大內部控制缺陷。

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and, where applicable, actions taken to eliminate threats or safeguards applied.

我們還就已遵守與獨立性相關的職業道德要求向審計委員會提供聲明，並與其溝通可能被合理認為影響我們獨立性的所有關係和其他事項，以及所採取行動以消除威脅或運用的防範措施(如適用)。



From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Lee Lok Man.

*Certified Public Accountants*  
8th Floor, Prince's Building  
10 Chater Road  
Central, Hong Kong

27 March 2023

從與審計委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規禁止公開披露這些事項，或在極少數情形下，如果合理預期在核數師報告中溝通某事項造成的負面後果超過在公眾利益方面產生的益處，我們確定不應在核數師報告中溝通該事項。

負責審計出具本獨立核數師報告的項目合夥人為李樂文。

*執業會計師*  
香港中環  
遮打道十號  
太子大廈八樓

2023年3月27日

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 綜合損益及其他全面收益表

For the year ended 31 December 2022 (Expressed in RMB'000) / 截至2022年12月31日止年度 (以人民幣千元列示)

			2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Guarantee fee income	擔保費收入		207,138	231,420
Guarantee cost	擔保成本		(8,999)	(38,254)
Net guarantee fee income	擔保費收入淨額		198,139	193,166
Interest income	利息收入		118,478	104,901
Interest expenses	利息支出		(24,555)	(26,154)
Net interest income	利息收入淨額		93,923	78,747
Service fee from consulting services	諮詢服務費收入		25,700	38,159
<b>Revenue</b>	<b>收益</b>	2(a)	<b>317,762</b>	310,072
Other revenue	其他收益	3	42,946	8,631
Share of losses of associates	應佔聯營公司虧損		(9,928)	(3,022)
Provisions charged for guarantee losses	計提擔保賠償準備金	24(a)	(24,496)	(10,249)
Impairment losses	資產減值損失	4(a)	(117,549)	(42,937)
Operating expenses	營運開支		(139,453)	(125,245)
<b>Profit before taxation</b>	<b>稅前利潤</b>	4	<b>69,282</b>	137,250
Income tax	所得稅	5	(16,791)	(40,897)
<b>Profit for the year</b>	<b>年內利潤</b>		<b>52,491</b>	96,353

The Notes on pages 195 to 340 form part of these financial statements.

第195頁至340頁的附註構成此等財務報表的一部分。

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (CONTINUED)  
 綜合損益及其他全面收益表(續)

For the year ended 31 December 2022 (Expressed in RMB'000) / 截至2022年12月31日止年度(以人民幣千元列示)

			2022	2021
		Note	2022年	2021年
		附註	RMB'000	RMB'000
			人民幣千元	人民幣千元
<b>Attributable to:</b>	<b>歸屬於：</b>			
Equity shareholders of the Company	本公司股權持有人		42,582	81,987
Non-controlling interests	非控制性權益		9,909	14,366
<b>Profit for the year</b>	<b>年內利潤</b>		<b>52,491</b>	96,353
<b>Earnings per share</b>	<b>每股收益</b>			
Basic and diluted (RMB per share)	基本及稀釋 (人民幣元/股)	9(a)	<b>0.03</b>	0.05

The Notes on pages 195 to 340 form part of these financial statements. Details of dividends payable to equity shareholders of the Company attributable to the profit of the year are set out in Note 31(b).

第195頁至340頁的附註構成此等財務報表的一部分。屬於年內利潤應付本公司股權持有人股息詳情列載於附註31(b)。

For the year ended 31 December 2022 (Expressed in RMB'000) / 截至2022年12月31日止年度(以人民幣千元列示)

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
<b>Profit for the year</b>	<b>年內利潤</b>	<b>52,491</b>	96,353
<b>Other comprehensive income for the year</b>	<b>年內其他全面收益</b>		
Items that will not be reclassified to profit or loss:	不會重新歸類為損益的項目：		
Equity investment at fair value through other comprehensive income-net movement in fair value reserve (non-recycling)	按公允價值計入其他全面收益計量的股本投資 — 公允價值儲備變動淨額(不可回撥)	<b>(3,439)</b>	6,903
Income tax arises from financial assets measured at FVOCI	按公允價值計入其他全面收益計量的金融資產產生的所得稅	<b>860</b>	(1,726)
Other comprehensive income for the year	年內其他全面收益	<b>(2,579)</b>	5,177
<b>Total comprehensive income for the year</b>	<b>年內全面收益總額</b>	<b>49,912</b>	101,530
<b>Attributable to:</b>	<b>歸屬於：</b>		
Equity shareholders of the Company	本公司股權持有人	<b>40,003</b>	87,164
Non-controlling interests	非控制性權益	<b>9,909</b>	14,366
<b>Total comprehensive income for the year</b>	<b>年內全面收益總額</b>	<b>49,912</b>	101,530

The Notes on pages 195 to 340 form part of these financial statements.

第195頁至340頁的附註構成此等財務報表的一部分。

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

As at 31 December 2022 (Expressed in RMB'000) / 於2022年12月31日 (以人民幣千元列示)

			At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元	At 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元
		Note 附註		
<b>Assets</b>	<b>資產</b>			
Cash and bank deposits	現金及銀行存款	10	1,085,492	1,084,457
Pledged deposits	存出保證金	11	329,782	561,557
Trade and other receivables	應收及其他應收款項	12	1,023,217	734,595
Loans and advances to customers	發放貸款及墊款	13	713,145	618,342
Factoring receivables	應收保理款項	14	179,659	174,408
Financial assets measured at FVOCI	按公允價值計入其他 全面收益計量的金融 資產	15	76,163	73,002
Financial assets measured at FVPL	按公允價值計入損益 計量的金融資產	16	40,943	31,094
Receivable investments	應收款項類投資	17	26,151	28,512
Interests in associates	於聯營公司之權益	19	28,719	37,889
Fixed assets	固定資產	20(a)/(b)	26,403	20,866
Investment property	投資性房地產		6,248	6,637
Intangible assets	無形資產	21	5,935	4,238
Goodwill	商譽	22	419	419
Deferred tax assets	遞延所得稅資產	30(c)	128,862	69,049
<b>Total assets</b>	<b>資產總計</b>		<b>3,671,138</b>	<b>3,445,065</b>
<b>Liabilities</b>	<b>負債</b>			
Interest-bearing borrowings	計息借款	23	162,872	69,415
Liabilities from guarantees	擔保負債	24	300,769	240,169
Customer pledged deposits	存入保證金	25(a)	71,260	250,934
Accruals and other payables	應計及其他應付款項	25(b)	140,327	104,215
Debt securities issued	應付債券	26	510,838	268,710
Other financial instruments	其他金融工具	27	113,173	111,332
Financial liabilities measured at FVPL	按公允價值計入損益 計量的金融負債	28	1,818	16,384
Lease liabilities	租賃負債	29	18,965	15,046
Deferred tax liabilities	遞延所得稅負債	30(c)	156	74
<b>Total liabilities</b>	<b>負債總計</b>		<b>1,320,178</b>	<b>1,076,279</b>
<b>NET ASSETS</b>	<b>淨資產</b>		<b>2,350,960</b>	<b>2,368,786</b>

The Notes on pages 195 to 340 form part of these financial statements.

第195頁至340頁的附註構成此等財務報表的一部分。

As at 31 December 2022 (Expressed in RMB'000) / 於2022年12月31日 (以人民幣千元列示)

			At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元	At 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元
<b>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>	<i>31</i>		
Share capital	股本		<b>1,560,793</b>	1,560,793
Reserves	儲備		<b>504,573</b>	540,902
<b>Total equity attributable to equity shareholders of the Company</b>	<b>本公司股權持有人應佔權益合計</b>		<b>2,065,366</b>	2,101,695
<b>Non-controlling interests</b>	<b>非控制性權益</b>		<b>285,594</b>	267,091
<b>TOTAL EQUITY</b>	<b>權益總計</b>		<b>2,350,960</b>	2,368,786

Approved and authorised for issue by the board of directors on 27 March 2023. 董事會於2023年3月27日批准及授權發佈。

**Wu Liejin**  
**吳列進**

*Executive Director and Chairman*  
執行董事兼董事長

**Company Stamp**  
**公司印章**

The Notes on pages 195 to 340 form part of these financial statements.

第195頁至340頁的附註構成此等財務報表的一部分。

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

For the year ended 31 December 2022 (Expressed in RMB'000) / 截至2022年12月31日止年度（以人民幣千元列示）

		Attributable to equity shareholders of the Company 歸屬於本公司股權持有人										
		Share capital	Share premium	Capital reserve	Fair value reserve	Surplus reserve	General reserve	Other financial instrument- equity component	Retained earnings	Total	Non-controlling interests	Total equity
		股本	股本溢價	資本公積	公允價值公積	盈餘公積	一般風險準備	一 權益部分 其他金融工具	留存收益	總計	非控制性權益	權益合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		Note 31(c)	Note 31(d)(i)	Note 31(d)(ii)	Note 31(d)(iii)	Note 31(d)(iv)	Note 31(d)(v)	Note 31(d)(vi)				
		附註31(c)	附註31(d)(i)	附註31(d)(ii)	附註31(d)(iii)	附註31(d)(iv)	附註31(d)(v)	附註31(d)(vi)				
Balance at 31 December 2021	2021年12月31日的餘額	1,560,793	133,773	4,002	1,127	136,113	149,917	—	115,970	2,101,695	267,091	2,368,786
<b>Changes in equity for 2022:</b>	<b>2022年的權益變動：</b>											
Profit for the year	年內利潤	—	—	—	—	—	—	—	42,582	42,582	9,909	52,491
Other comprehensive income	其他全面收益	—	—	—	(2,579)	—	—	—	—	(2,579)	—	(2,579)
Total comprehensive income	全面收益總額	—	—	—	(2,579)	—	—	—	42,582	40,003	9,909	49,912
Purchase equity interest from non-controlling interest	向非控制性權益購買股權	—	—	2,061	—	—	—	—	—	2,061	(16,561)	(14,500)
Capital increase in subsidiaries	向子公司增資	—	—	(352)	—	—	—	—	—	(352)	35,002	34,650
Appropriation to surplus reserve	提取盈餘公積	—	—	—	—	4,799	—	—	(4,799)	—	—	—
Appropriation to general reserve	提取一般風險準備	—	—	—	—	—	6,268	—	(6,268)	—	—	—
Dividends approved in respect of the previous year	上一年度已批准的股息	—	—	—	—	—	—	—	(78,041)	(78,041)	(9,847)	(87,888)
Balance at 31 December 2022	2022年12月31日的餘額	1,560,793	133,773	5,711	(1,452)	140,912	156,185	—	69,444	2,065,366	285,594	2,350,960

The Notes on pages 195 to 340 form part of this financial report.

第195頁至340頁的附註構成此等財務報表的一部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED)  
綜合權益變動表(續)

For the year ended 31 December 2022 (Expressed in RMB'000) / 截至2022年12月31日止年度(以人民幣千元列示)

		Attributable to equity shareholders of the Company 歸屬於本公司股權持有人										
		Share capital	Share premium	Capital reserve	Fair value reserve	Surplus reserve	General reserve	Other financial instrument- equity component- 其他金融工具	Retained earnings	Total	Non-controlling interests	Total equity
		股本	股本溢價	資本公積	公允價值公積	盈餘公積	一般風險準備	一 權益部分	留存收益	總計	非控制性權益	權益合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		Note 31(c)	Note 31(d)(i)	Note 31(d)(ii)	Note 31(d)(iii)	Note 31(d)(iv)	Note 31(d)(v)	Note 31(d)(vi)	Note 31(d)(vii)			
		附註31(c)	附註31(d)(i)	附註31(d)(ii)	附註31(d)(iii)	附註31(d)(iv)	附註31(d)(v)	附註31(d)(vi)	附註31(d)(vii)			
<b>Balance at 31 December 2020</b>	<b>2020年12月31日的餘額</b>	1,560,793	133,773	(1,741)	(4,050)	128,064	139,807	2,370	131,526	2,090,542	323,521	2,414,063
<b>Changes in equity for 2021:</b>	<b>2021年的權益變動:</b>											
Profit for the year	年內利潤	—	—	—	—	—	—	—	81,987	81,987	14,366	96,353
Other comprehensive income	其他全面收益	—	—	—	5,177	—	—	—	—	5,177	—	5,177
<b>Total comprehensive income</b>	<b>全面收益總額</b>	—	—	—	5,177	—	—	—	81,987	87,164	14,366	101,530
Purchase equity interest from non-controlling interest	向非控制性權益購買股權	—	—	1,171	—	—	—	—	—	1,171	(5,571)	(4,400)
Internal transfer of shareholders' equity	內部轉讓股東權益	—	—	4,572	—	—	—	(2,370)	14,446	16,648	(52,518)	(35,870)
Appropriation to surplus reserve	提取盈餘公積	—	—	—	—	8,049	—	—	(8,049)	—	—	—
Appropriation to general reserve	提取一般風險準備	—	—	—	—	—	10,110	—	(10,110)	—	—	—
Dividends approved in respect of the previous year	上一年度已批准的股息	—	—	—	—	—	—	—	(93,830)	(93,830)	(12,707)	(106,537)
<b>Balance at 31 December 2021</b>	<b>2021年12月31日的餘額</b>	1,560,793	133,773	4,002	1,127	136,113	149,917	—	115,970	2,101,695	267,091	2,368,786

The Notes on pages 195 to 340 form part of these financial statements.

第195頁至340頁的附註構成此等財務報表的一部分。



# CONSOLIDATED CASH FLOW STATEMENT

## 綜合現金流量表

For the year ended 31 December 2022 (Expressed in RMB'000) / 截至2022年12月31日止年度 (以人民幣千元列示)

			2022	2021
		Note	2022年	2021年
		附註	RMB'000	RMB'000
			人民幣千元	人民幣千元
<b>Operating activities</b>	<b>經營活動</b>			
Cash used in operations	經營活動所用的現金	10(b)	(2,997)	(114,411)
PRC income tax paid	支付的中國所得稅	30(a)	(34,570)	(41,763)
<b>Net cash used in operating activities</b>	<b>經營活動所用現金淨額</b>		<b>(37,567)</b>	<b>(156,174)</b>
<b>Investing activities</b>	<b>投資活動</b>			
Decrease in term deposits with banks	銀行定期存款減少		71,192	142,389
Proceeds from disposal of financial assets	處置金融資產所產生的現金		2,860	114,971
Investment income	投資收益		16,184	10,245
Proceeds from sales of fixed assets	處置固定資產所產生的現金		10,586	115
Payments for the purchase of fixed assets and other non-current assets	購買固定資產及其他非流動資產支付的現金		(8,386)	(4,698)
Payments for interests in jointly controlled Trust Plan	共同控制信託計劃的利息支付		(21,409)	—
Payments on acquisition of investments	收購投資支付的現金		(15,658)	(42,131)
Prepayments on setting up a subsidiary	成立一家子公司的預付款項		(210,000)	—
<b>Net cash (used in)/generated from investing activities</b>	<b>投資活動(所用)/所產生的現金淨額</b>		<b>(154,631)</b>	<b>220,891</b>

For the year ended 31 December 2022 (Expressed in RMB'000) / 截至2022年12月31日止年度(以人民幣千元列示)

			2022	2021
			2022年	2021年
	Note		RMB'000	RMB'000
	附註		人民幣千元	人民幣千元
<b>Financing activities</b>		<b>融資活動</b>		
Proceeds from minority shareholders for capital increase to subsidiaries		少數股東向子公司增資所產生的現金	34,650	—
Proceeds from disposal of shareholding in a subsidiary		處置一間子公司的股權所產生的現金	—	10,702
Proceeds from other financial instruments		其他金融工具所產生的現金	10,000	—
Proceeds from acquiring new borrowings		獲得新借款所產生的現金	297,400	90,300
Proceeds from issuance of debt securities		發行應付債券所產生的現金	239,040	258,960
Payment of fixed return of other financial instruments		支付其他金融工具的固定收益	(5,780)	(3,960)
Repayment of borrowings		償還借款	(204,000)	(158,500)
Payment of interests of debt securities		支付應付債券的利息	(11,960)	—
Interest paid		已付利息	(6,830)	(7,753)
Dividends paid		已付股息	(87,913)	(108,508)
Purchase equity interests of subsidiaries from non-controlling interests		自非控制性權益收購子公司股權	(14,500)	(4,400)
Payment for leases principle		支付租賃本金	(4,506)	(3,764)
Payment for leases interest		支付租賃利息	(870)	(398)
<b>Net cash generated from financing activities</b>		<b>融資活動所產生的現金淨額</b>	<b>244,731</b>	<b>72,679</b>

CONSOLIDATED CASH FLOW STATEMENT (CONTINUED)  
綜合現金流量表(續)

For the year ended 31 December 2022 (Expressed in RMB'000) / 截至2022年12月31日止年度(以人民幣千元列示)

			2022	2021
		Note	2022年	2021年
		附註	RMB'000	RMB'000
			人民幣千元	人民幣千元
<b>Net increase in cash and cash equivalents</b>	<b>貨幣資金增加淨額</b>		<b>52,533</b>	137,396
<b>Cash and cash equivalents at 1 January</b>	<b>1月1日貨幣資金</b>		<b>782,441</b>	649,365
<b>Effect of foreign exchange rate changes</b>	<b>外匯匯率波動所產生的影響</b>		<b>9,650</b>	(4,320)
<b>Cash and cash equivalents at 31 December</b>	<b>12月31日貨幣資金</b>	<i>10(a)</i>	<b>844,624</b>	782,441

The Notes on pages 195 to 340 form part of these financial statements.

第195頁至340頁的附註構成此等財務報表的一部分。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES

#### (a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (HKFRSs), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (HKASs) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (HKICPA), accounting principles generally accepted in Hong Kong and the applicable disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Significant accounting policies adopted by the Group are disclosed below.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 1(c) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements.

#### (b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2022 comprise the Company and its subsidiaries (together referred to as the "Group") and the Group's interest in associates.

The measurement basis used in the preparation of the financial statements is the historical cost basis except for financial assets measured at fair value through other comprehensive income (FVOCI), financial assets and liabilities measured at fair value through profit or loss (FVPL) (see Note 1(j)) that are stated at their fair value.

### 1 重大會計政策

#### (a) 合規聲明

該等財務報表已根據所有適用香港財務報告準則（「香港財務報告準則」），包括香港會計師公會（「香港會計師公會」）頒佈的所有適用個別香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋、香港公認會計原則及香港公司條例的適用披露規定編製。該等財務報表亦遵循香港聯合交易所有限公司證券上市規則的適用披露條文。本集團採納的重大會計政策披露於下文。

香港會計師公會已頒佈若干新訂及經修訂之香港財務報告準則，有關準則於本集團之當前會計期間首次生效或可提前採納。在與本集團有關之範圍內初始應用該等新訂和經修訂之準則所引致當前及以往會計期間之會計政策變更，已於該等財務報表內反映，有關資料載列於附註1(c)。

#### (b) 財務報表的編製基礎

截至2022年12月31日止年度的綜合財務報表包括本公司及其子公司（統稱「本集團」）以及本集團於聯營公司的權益。

除按公允價值計入其他全面收益（「按公允價值計入其他全面收益」）計量的金融資產、按公允價值計入損益（「按公允價值計入損益」）計量的金融資產及負債（見附註1(j)）外，編製財務報表時乃採用歷史成本法為計量基準。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (b) Basis of preparation of the financial statements (CONTINUED)

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

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in Note 37.

### (c) Changes in accounting policies

The Group has applied the following amendments to HKFRSs issued by the HKICPA to these financial statements for the current accounting period:

- Amendments to HKAS 16, *Property, plant and equipment: Proceeds before intended use*
- Amendments to HKAS 37, *Provisions, contingent liabilities and contingent assets: Onerous contracts — cost of fulfilling a contract*

## 1 重大會計政策(續)

### (b) 財務報表的編製基礎(續)

編製符合香港財務報告準則的財務報表時，管理層須作出判斷、估計及假設，有關判斷、估計及假設會影響政策的應用及資產、負債、收入及費用的列報。該等估計及相關假設乃基於過往經驗及其他於相關情況下被認為合理的因素，從而作為判斷未能從其他來源確定的資產及負債的賬面值的基準。實際結果可能與該等估計不同。

該等估計及相關假設會持續予以審閱。會計估計的修訂如只影響該修訂期間，則於該修訂期間確認；修訂如影響本期間及未來期間，則於修訂期間及未來期間確認。

有關管理層應用香港財務報告準則時所作出對財務報表有重大影響的判斷，以及主要不明朗估計來源的討論載列於附註37。

### (c) 會計政策的變動

本集團已於本會計期間對該等財務報表應用下列由香港會計師公會頒佈之香港財務報告準則修訂：

- 香港會計準則第16號之修訂，物業、廠房及設備：達到預定可使用狀態前所取得的收益
- 香港會計準則第37號之修訂，撥備、或然負債及或然資產：有償合約 — 合同履約成本

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (c) Changes in accounting policies (CONTINUED)

None of these amendments has had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented in this financial report.

The Group has not applied any new standard of interpretation that is not yet effective for the current accounting period.

### (d) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

## 1 重大會計政策(續)

### (c) 會計政策的變動(續)

概無該等修訂對本財務報告內本集團當期或過往期間業績及財務狀況的編製或呈列方式產生重大影響。

本集團並無採納任何於本會計期間尚未生效的新準則或詮釋。

### (d) 子公司及非控制性權益

子公司指本集團控制的實體。本集團對實體有控制權，是指本集團因參與該實體的營運而獲得或有權享有其可變回報，並能夠運用其對實體的權力影響上述回報。評估本集團是否有權力時，僅考慮由本集團及其他方所持有的實質權利。

於子公司的投資自控制權開始日期直至控制權終止日期計入綜合財務報表內。集團內部往來的餘額、交易及現金流量以及集團內部交易所產生的任何未變現收益在編製綜合財務報表時全部抵銷。集團內部交易產生的未實現損失的抵銷方式與未實現收益的抵銷方式相同，但僅限於沒有減值跡像的情況。

非控制性權益指非直接或間接歸屬於本公司的子公司權益，且本集團就此並無與該等權益持有人協定任何額外條款，致使本集團整體須就該等符合金融負債定義的權益承擔合約責任。就各業務合併而言，本集團可選擇按公允價值或按佔子公司可識別淨資產的非控制性權益比例而計量任何非控制性權益。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (d) Subsidiaries and non-controlling interests (CONTINUED)

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see Note 1(j)) or, when appropriate, the cost on initial recognition of an investment in an associate.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see Note 1(n)), unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

## 1 重大會計政策(續)

### (d) 子公司及非控制性權益(續)

非控制性權益於綜合財務狀況表的權益內呈列，獨立於本公司股權持有人應佔的權益。本集團業績的非控制性權益乃於綜合損益表及綜合損益及其他全面收益表列作本公司非控制性權益及權益持有人之間年內的盈利或虧損總額及全面收益總額的分配結果。

倘本集團於子公司的權益變動不會導致喪失控制權，則作為股權交易入賬，而於綜合權益內之控股及非控制性權益金額會作出調整，以反映相關權益變動，惟不會對商譽做出調整及不會確認盈虧。

當本集團喪失對子公司之控制權，將按出售於該子公司的所有權益入賬，而所產生的盈虧於損益中確認。任何在喪失控制權當日仍保留的該前子公司權益按公允價值確認，而此金額被視為初步確認金融資產的公允價值(見附註1(j))，或(如適用)初步確認於聯營公司的投資的成本。

於本公司的財務狀況表中，於子公司的投資按成本減資產減值損失入賬(見附註1(n))，惟倘投資分類為持作出售(或計入分類為持有待售的處置組)則除外。

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## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (e) Associates

An associate is an entity in which the Group or the Company has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

An investment in an associate is accounted for in the consolidated financial statements under the equity method, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). The cost of the investment includes purchase price, other costs directly attributable to the acquisition of the investment, and any direct investment into the associate that forms part of the Group's equity investment. Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment (Note 1(n)). Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated statement of profit or loss, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognised in the consolidated statement of profit or loss and other comprehensive income.

## 1 重大會計政策(續)

### (e) 聯營公司

聯營公司是指本集團或本公司可以對該實體管理層產生相當大的影響，包括參與財務及經營決策，但不是控制或共同控制其管理層的實體。

於聯營公司的投資按權益法計入綜合財務報表，惟分類為持作出售(或計入分類為持有待售的處置組)則除外。根據權益法，投資初步按成本入賬，並按本集團所佔被投資公司於收購當日可識別淨資產的公允價值超過投資成本的部分(如有)作出調整。投資成本包括購買價、收購投資直接應佔其他成本以及屬於本集團股權投資一部分的對聯營公司的任何直接投資。此後，該投資因應本集團於收購後所佔被投資公司淨資產的變動及與投資有關的任何減值損失(附註1(n))作出調整。收購當日起出成本的任何部分、本集團於年內所佔被投資公司收購後的稅後業績以及任何減值損失於綜合損益表確認，而本集團所佔被投資公司其他全面收益的收購後除稅後項目乃於綜合損益及其他全面收益表內確認。



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## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (e) Associates (CONTINUED)

When the Group's share of losses exceeds its interest in the associate, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associate (after applying the ECL model to such other long-term interests where applicable (see Note 1(j)(ii)).

Unrealised profits and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's interest in the investee, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

In all other cases, when the Group ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when significant influence is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see Note 1(j)).

In the Company's statement of financial position, investments in associates are stated at cost less impairment losses (see Note 1(n)), unless classified as held for sale (or included in a disposal group that is classified as held for sale).

## 1 重大會計政策(續)

### (e) 聯營公司(續)

當本集團所佔聯營公司虧損超逾其於該聯營公司的權益，本集團的權益將削減至零，且不再確認其他虧損，惟倘本集團須承擔法定或推定責任，或代被投資公司付款則除外。就此而言，將預期信貸虧損模型應用於其他此類長期權益後(倘適用)，本集團的權益為按照權益法計算的投資賬面值，連同實質上構成本集團於該聯營公司投資淨額一部分的本集團長期權益(見附註1(j)(ii))。

本集團與其聯營公司之間交易的未變現利潤及虧損按本集團於被投資公司的權益撇減，惟倘未變現虧損可證明已轉讓資產出現減值，則即時於損益確認。

在所有其他情況下，如本集團不再對聯營公司擁有重大影響，會被視為出售在該被投資公司的全部權益，其收益或損失將於損益確認。於失去前被投資公司重大影響當日，任何仍然持有該被投資公司的權益將會以公允價值確認，而該金額將被視為金融資產初始確認的公允價值(見附註1(j))。

在本公司的財務狀況表內，於聯營公司的投資按成本扣除資產減值損失列值(見附註1(n))，惟分類為持作出售(或計入分類為持有待售的處置組)則除外。

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## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (f) Goodwill

Goodwill represents the excess of:

- (i) the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the Group's previously held equity interest in the acquiree; over
- (ii) the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

When (ii) is greater than (i), then this excess is recognised immediately in profit or loss as a gain on a bargain purchase.

Goodwill is stated at cost less accumulated impairment losses. Goodwill arising on a business combination is allocated to each cash-generating unit, or groups of cash generating units, that is expected to benefit from the synergies of the combination and is tested annually for impairment (see Note 1(n)).

On disposal of a cash generating unit during the year, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal.

## 1 重大會計政策(續)

### (f) 商譽

商譽指下列兩者的差額：

- (i) 所轉讓代價的公允價值、於被收購者的非控制性權益金額及本集團先前於被收購者持有的權益公允價值的總和；
- (ii) 被收購者的可識別資產及負債於收購當日計量的公允價值淨值。

當(ii)較(i)為大，則該超出數額即時在損益表內確認為廉價收購的收益。

商譽是按成本減累計減值損失列賬。來自業務合併的商譽將分配至預期可受惠於合併協同效益的現金生產單位或現金生產單位組合，並會每年進行減值測試(見附註1(n))。

當於年內出售現金生產單位，任何屬於所涉及的收購商譽的金額將被計入出售項目的收益或虧損的計算之內。

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## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (g) Fixed assets

Fixed assets are stated at cost less accumulated depreciation and impairment losses (see Note 1(n)).

Gains or losses arising from the retirement or disposal of an item of fixed assets are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

Depreciation is calculated to write off the cost of items of fixed assets, less their estimated residual value, if any, using the straight-line method over their estimated useful lives as follows:

	Estimated useful lives 估計可使用年限
Motor vehicles 汽車	5 years 5年
Office and other equipment 辦公室及其他設備	5 years 5年
Leasehold improvements 租賃裝修	1-5 years 1-5年
Buildings held for own use 持作自用樓宇	20 years 20年
Other properties leased for own use 其他自用租賃資產	1-10 years 1-10年

Where parts of an item of fixed assets have different useful lives, the cost is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

## 1 重大會計政策(續)

### (g) 固定資產

固定資產按成本扣減累計折舊及資產減值損失入賬(見附註1(n))。

報廢或處置固定資產所產生的利得或損失為處置所得款項淨額與資產賬面價值之間的差額，並於報廢或處置日在損益中確認。

固定資產項目折舊按估計可使用年限，在扣除預計剩餘價值(如有)後以直線法沖銷成本計算如下：

倘固定資產項目各部分的可用年限不同，則該項目各部分成本將按合理基準分配，每部分分開折舊。資產的可用年期及剩餘價值(如有)每年進行覆核。

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## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (h) Intangible assets (other than goodwill)

Intangible assets that are acquired by the Group are stated at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses (see Note 1(n)). Expenditure on internally generated goodwill and brands is recognised as an expense in the period in which it is incurred.

Amortisation of intangible assets with finite useful lives is charged to profit or loss on a straight-line basis over the assets' estimated useful lives. The following intangible assets with finite useful lives are amortised from the date they are available for use and their estimated useful lives are as follows:

	Estimated useful lives 估計可使用年限
Software 電腦軟件	0.5-10 years 0.5-10年

### (i) Leased assets

At inception of a contract, the Group assesses whether the 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. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

## 1 重大會計政策(續)

### (h) 無形資產(商譽除外)

由本集團購入的無形資產按成本減去累計攤銷(如估計可用年期為有限)及資產減值損失(見附註1(n))後列賬。內部產生的商譽及品牌開支乃於產生期內確認為費用。

可用年期有限的無形資產的攤銷乃按資產的估計可用年期以直線法計入損益。以下有限可使用年期的無形資產自可供使用日期起進行攤銷，而估計可使用年期如下：

### (i) 租賃資產

本集團會於合約初始生效時評估該合約是否屬租賃或包含租賃。倘合約為換取代價而給予在一段時間內控制可識別資產使用的權利，則該合約屬租賃或包含租賃。倘客戶有權主導可識別的資產的使用及從該使用中獲取幾乎所有的經濟收益，則表示控制權已轉讓。

倘合約包含租賃部分及非租賃部分，本集團已選擇不區分非租賃部分，並將各租賃部分及任何相關非租賃部分視作為所有租賃的單一租賃部分。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (i) Leased assets (CONTINUED)

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets which, for the Group are primarily laptops and office furniture. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

## 1 重大會計政策(續)

### (i) 租賃資產(續)

於租賃開始日期，本集團確認使用權資產和租賃負債，惟租賃期為12個月或更短的短期租賃和低價值資產(對本集團而言，主要為電腦及辦公設備)的租賃除外。當本集團就低價值資產訂立租賃時，本集團按每項租賃情況決定是否將租賃資本化。與該等不作資本化租賃相關的租賃付款在租賃期內按系統基準確認為開支。

當將租賃資本化時，租賃負債初步按租賃期內應付租賃付款的現值確認，並使用租賃中隱含的利率或(倘該利率不可直接釐定)使用相關的遞增借款利率貼現。初步確認後，租賃負債按攤銷成本計量，而利息開支則採用實際利率法計算。不取決於某一指數或比率的可變租賃付款不包括在租賃負債的計量，因此於其產生的會計期間於損益中支銷。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (i) Leased assets (CONTINUED)

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see Notes 1(g) and 1(n)), except for the following types of right-of-use asset:

- right-of-use assets that meet the definition of investment property are carried at fair value; and
- right-of-use assets related to leasehold land and buildings where the Group is the registered owner of the leasehold interest are carried at fair value in accordance with Note 1(g);
- right-of-use assets related to interests in leasehold land where the interest in the land is held as inventory are carried at the lower of cost and net realisable value.

## 1 重大會計政策(續)

### (i) 租賃資產(續)

於租賃資本化時確認的使用權資產初步按成本計量，包括租賃負債的初始金額加上在開始日期或之前支付的任何租賃付款，以及產生的任何初步直接成本。在適用情況下，使用權資產的成本亦包括拆除及移除相關資產或還原相關資產或該資產所在地而產生的估計成本，該成本須貼現至其現值並扣除任何收取的租賃優惠。使用權資產隨後按成本減去累計折舊及減值虧損列賬（見附註1(g)及1(n)），下列使用權資產類型則除外：

- 符合投資性房地產定義的使用權資產按公允價值列賬；及
- 與租賃土地及建築物有關的使用權資產（本集團為租賃權益的註冊擁有人）根據附註1(g)按公允價值列賬；
- 土地權益持有作庫存的與租賃土地權益有關的使用權資產按成本與可變現淨值的較低者列賬。

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## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (i) Leased assets (CONTINUED)

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The lease liability is also remeasured when there is a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract ("lease modification") that is not accounted for as a separate lease. In this case the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification. The only exceptions are any rent concessions which arose as a direct consequence of the COVID-19 pandemic and which satisfied the conditions set out in paragraph 46B of HKFRS 16 Leases. In such cases, the Group took advantage of the practical expedient set out in paragraph 46A of HKFRS 16 and recognised the change in consideration as if it were not a lease modification.

In the consolidated statement of financial position, the current portion of long-term lease liabilities is determined as the present value of contractual payments that are due to be settled within twelve months after the reporting period.

## 1 重大會計政策(續)

### (i) 租賃資產(續)

倘指數或利率變化引致未來租賃付款出現變動，或本集團預期根據剩餘價值擔保應付的估計金額產生變化，或就本集團是否合理確定將行使購買、續租或終止選擇權的有關重新評估產生變化，則租賃負債將重新計量。倘以此方式重新計量租賃負債，則應當對使用權資產的賬面值進行相應調整，而倘使用權資產的賬面值已調減至零，則應於損益列賬。

當租賃範圍或租賃代價發生變化時，如果租賃合約中最初未規定(「租賃變更」)，且未作為單獨租賃入賬，則租賃負債也應重新計量。在此情況下，根據修改後的租賃付款及租賃期限，使用修改生效日的修改後貼現率重新計量租賃負債。唯一的例外是，任何由於COVID-19疫情直接引起，並滿足香港財務報告準則第16條租賃第46B段所述條件的租金優惠。在此情況下，本集團利用香港財務報告準則第16號第46A段所載的實際權宜之計並認可代價的更改，如同該租賃並未產生修改。

在綜合財務狀況表中，長期租賃負債的當前部分被確定為應在報告期後十二個月內結算的合約付款的現值。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (j) Financial instruments

#### (i) *Recognition and measurement of financial assets and liabilities*

A financial asset or financial liability is recognized in the consolidated statement of financial position when the Group becomes a party to the contractual provisions of a financial instrument. The investments are initially stated at fair value plus directly attributable transaction costs, except for those investments measured at FVPL for which transaction costs are recognised directly in profit or loss. For an explanation of how the Group determines fair value of financial instruments, see Note 32. These investments are subsequently accounted for as follows, depending on their classification.

#### *Investments other than equity investments*

Non-equity investments held by the Group are classified into one of the following measurement categories:

- amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method (see Note 1(t)(ii)).
- fair value through profit or loss (FVPL) if the investment does not meet the criteria for being measured at amortised cost or fair value through other comprehensive income (FVOCI) — recycling. Changes in the fair value of the investment (including interest) are recognised in profit or loss.

## 1 重大會計政策(續)

### (j) 金融工具

#### (i) *金融資產及負債的確認和計量*

金融資產或金融負債在本集團成為金融工具合約條款的一方時，於綜合財務狀況表內確認。投資初始以公允價值加直接應佔交易成本入賬，惟按公允價值計入損益計量的投資除外，其交易成本直接於損益內確認。有關本集團釐定金融工具公允價值方式的說明請參閱附註32。該等投資其後視乎其分類按以下方式入賬。

#### *非股權投資*

本集團持有的非股權投資分類為以下計量類別之一：

- 攤銷成本，倘所持投資用作收回合約現金流（僅代表本金及利息付款）。投資的利息收入按實際利率法計算（見附註1(t)(ii)）。
- 按公允價值計入損益，倘該投資不符合按攤銷成本或按公允價值計入其他全面收益 — 轉入損益計量的標準。該投資的公允價值變動（包括利息）於損益內確認。



(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (j) Financial instruments (CONTINUED)

#### (i) Recognition and measurement of financial assets and liabilities (CONTINUED)

##### Equity investments

An investment in equity securities is classified as FVPL unless the equity investment is not held for trading purposes and on initial recognition of the investment the Group makes an election to designate the investment at FVOCI (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the fair value reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained earnings. It is not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVPL or FVOCI, are recognised in profit or loss.

## 1 重大會計政策(續)

### (j) 金融工具(續)

#### (i) 金融資產及負債的確認和計量(續)

##### 股權投資

於股本證券的投資分類為按公允價值計入損益，除非股本投資並非持作買賣用途，且於初次確認投資時，本集團選擇指定投資為按公允價值計入其他全面收益(不可轉入損益)，以致公允價值的後續變動於其他全面收益確認。有關選擇乃按工具個別基準作出，惟僅當發行人認為投資符合權益定義時方可作出。於作出有關選擇後，於其他全面收益累計的金額繼續保留於公允價值儲備(不可轉入損益)，直至投資被出售為止。出售時，於公允價值儲備(不可轉入損益)累計的金額轉撥至留存收益，而非透過損益賬轉入損益。來自股本證券(不論分類為按公允價值計入損益或按公允價值計入其他全面收益)投資的股息，均於損益內確認。

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## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (j) Financial instruments (CONTINUED)

#### (ii) Credit losses from financial assets

The Group recognises a loss allowance for expected credit losses (ECLs) on the following items:

- financial assets measured at amortised cost (including cash and cash equivalents, loans and advances to customers, factoring receivables and receivable investments, trade receivables and other receivables including loans to associates, which are held for the collection of contractual cash flows which represent solely payments of principal and interest);
- receivables from guarantee customers;
- receivables for default guarantee payments; and
- financial guarantee contracts issued (see Note 1(q)).

Other financial assets measured at fair value, including financial assets measured at FVPL and equity investments designated at FVOCI, are not subject to the ECL assessment.

#### Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

## 1 重大會計政策(續)

### (j) 金融工具(續)

#### (ii) 金融資產信貸虧損

本集團就以下項目確認預期信貸虧損的損失準備：

- 按攤銷成本計量的金融資產(包括貨幣資金、發放貸款及墊款、應收保理款項及應收款項類投資以及貿易應收款項及其他應收款項(包括為收取合約現金流量而持有的聯營公司貸款，而該等現金流量僅由本金及利息構成))；
- 應收擔保客戶款項；
- 應收違約擔保付款；及
- 已發出的融資擔保合約(見附註1(q))。

無須對以公允價值計量的其他金融資產(包括按公允價值計入損益計量的金融資產及指定為按公允價值計入其他全面收益計量的股權投資)進行預期信貸虧損評估。

#### 預期信貸虧損計量

預期信貸虧損為信貸虧損的概率加權估計。信貸虧損以所有預期現金差額的現值(即根據合約應付予本集團的現金流量與本集團預計收取的現金流量之間的差額)計量。

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## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (j) Financial instruments (CONTINUED)

#### (ii) Credit losses from financial assets (CONTINUED)

##### Measurement of ECLs (CONTINUED)

The expected cash shortfalls are discounted using the following discount rates where the effect of discounting is material:

- fixed-rate financial assets, trade and other receivables: effective interest rate determined at initial recognition or an approximation thereof;
- variable-rate financial assets: current effective interest rate;

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

## 1 重大會計政策(續)

### (j) 金融工具(續)

#### (ii) 金融資產信貸虧損(續)

##### 預期信貸虧損計量(續)

倘貼現的影響重大，預期現金短缺金額將使用以下貼現率貼現：

- 固定利率金融資產、應收及其他應收款項：初始確認時釐定之實際利率或其近似值；
- 浮動利率金融資產：當前實際利率；

預計預期信貸虧損所計及的最長期間為本集團面臨信用風險的最長合約期間。

於計量預期信貸虧損時，本集團會考慮在無需付出過多成本及努力的情況下即可獲得的合理可靠資料。此項包括有關過往事件、現時狀況及未來經濟狀況預測的資料。

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## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (j) Financial instruments (CONTINUED)

#### (ii) Credit losses from financial assets (CONTINUED)

##### Measurement of ECLs (CONTINUED)

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

For all other financial instruments, the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

## 1 重大會計政策(續)

### (j) 金融工具(續)

#### (ii) 金融資產信貸虧損(續)

##### 預期信貸虧損計量(續)

預期信貸虧損按以下任一基準計量：

- 12個月預期信貸虧損：指呈報日期後12個月內可能發生的違約事件而導致的預期虧損；及
- 整個存續期的預期信貸虧損：指預期信貸虧損模型適用項目之預計年期內所有可能發生的違約事件所導致的預期虧損。

應收款項之虧損撥備一般按等同於整個存續期的預期信貸虧損的金額計量。於呈報日期，該等金融資產的預期信貸虧損乃根據本集團的歷史信貸虧損經驗使用撥備矩陣進行預估，根據債務人的特定因素及對當前及預計一般經濟狀況的評估進行調整。

就所有其他金融工具而言，本集團會以等同於12個月的預期信貸虧損金額確認虧損撥備，除非自初始確認後該金融工具的信用風險大幅上升，在此情況下，虧損撥備會以等同於整個存續期的預期信貸虧損金額計量。

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## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (j) Financial instruments (CONTINUED)

#### (ii) Credit losses from financial assets (CONTINUED)

##### *Significant increases in credit risk*

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (ii) the micro-lending to customers are over 7 days past due, and entrusted loans and other financial assets are past due. The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

## 1 重大會計政策(續)

### (j) 金融工具(續)

#### (ii) 金融資產信貸虧損(續)

##### *信用風險大幅上升*

評估金融工具的信用風險自初始確認以來有否大幅上升時，本集團會比較於呈報日期及於初始確認日期評估的金融工具發生違約的風險。在重新評估時，本集團認為，倘(i)借款人不大可能在本集團無追索權採取變現抵押(如持有)等行動的情況下向本集團悉數支付其信貸債務；或(ii)發放小額貸款已逾期超過7日及委託貸款、其他金融資產已逾期，則構成違約事件。本集團會考慮合理可靠的定量及定性資料，包括過往經驗及在無需付出過多成本或努力即可獲得的前瞻性資料。

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## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (j) Financial instruments (CONTINUED)

#### (ii) Credit losses from financial assets (CONTINUED)

##### Significant increases in credit risk (CONTINUED)

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- failure to make payments of principal or interest on their contractually due dates;
- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

## 1 重大會計政策(續)

### (j) 金融工具(續)

#### (ii) 金融資產信貸虧損(續)

##### 信用風險大幅上升(續)

具體而言，評估信用風險自初始確認以來有否大幅上升時會考慮以下資料：

- 未能按合約到期日期支付本金或利息；
- 金融工具外部或內部信貸評級的實際或預期顯著惡化(如有)；
- 債務人經營業績的實際或預期顯著惡化；及
- 科技、市場、經濟或法律環境的目前或預期變動對債務人履行其對本集團責任的能力有重大不利影響。

取決於金融工具的性质，信用風險大幅上升的評估乃按個別基準或共同基準進行。倘評估為按共同基準進行，金融工具則按共同的信用風險特徵(如逾期狀況及信用風險評級)進行分組。

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## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (j) Financial instruments (CONTINUED)

#### (ii) Credit losses from financial assets (CONTINUED)

##### *Significant increases in credit risk (CONTINUED)*

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt securities that are measured at FVOCI (recycling), for which the loss allowance is recognised in other comprehensive income and accumulated in the fair value reserve (recycling).

##### *Basis of calculation of interest income*

Interest income recognised in accordance with Note 1(t)(ii) is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

## 1 重大會計政策(續)

### (j) 金融工具(續)

#### (ii) 金融資產信貸虧損(續)

##### *信用風險大幅上升(續)*

預期信貸虧損於各呈報日期進行重新計量以反映金融工具自初始確認以來的信用風險變動。預期信貸虧損金額的任何變動均於損益確認為減值收益或虧損。本集團就所有金融工具確認減值收益或虧損，並通過虧損撥備賬對彼等之賬面值作出相應調整，惟按公允價值計入其他全面收益(轉入損益)的債務證券投資除外，其虧損撥備於其他全面收益確認並累計計入公允價值儲備(轉入損益)。

##### *計算利息收入的基準*

根據附註1(t)(ii)確認的利息收入按金融資產的賬面總值計算，除非該金融資產出現信貸減值，在此情況下，利息收入按金融資產的攤銷成本(即賬面總值減虧損撥備)計算。

於各呈報日期，本集團評估金融資產是否出現信貸減值。當發生一項或多項對金融資產預計未來現金流量有不利影響的事件時，金融資產出現信貸減值。

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## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (j) Financial instruments (CONTINUED)

#### (ii) Credit losses from financial assets (CONTINUED)

##### *Basis of calculation of interest income (CONTINUED)*

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or past due event;
- it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

##### *Write-off policy*

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

## 1 重大會計政策(續)

### (j) 金融工具(續)

#### (ii) 金融資產信貸虧損(續)

##### *計算利息收入的基準(續)*

金融資產存在信貸減值的證據包括以下可觀察事件：

- 債務人發生重大債務困難；
- 違反合約，如發生違約或逾期事件；
- 借款人很可能破產或進行其他財務重組；
- 技術、市場、經濟或法律環境發生重大改變對債務人造成不利影響；或
- 因發行人財務困難，導致證券失去活躍市場。

##### *核銷政策*

若日後實際上不可收回款項，本集團則會核銷(部分或全部)金融資產的總賬面值。該情況通常出現在本集團確定債務人沒有資產或可產生足夠現金流量的收入來源來償還應核銷的金額。

隨後收回先前核銷之資產於收回期間在損益內確認為減值撥回。



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## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (j) Financial instruments (CONTINUED)

#### (iii) Fair value measurement

If there is an active market for a financial asset or financial liability, the quoted price in the active market without adjusting for transaction costs that may be incurred upon future disposal or settlement is used to establish the fair value of the financial asset or financial liability.

If no active market exists for a financial instrument, a valuation technique is used to establish the fair value. Valuation techniques include using recent arm's length market transactions between knowledgeable, willing parties; reference to the current fair value of another instrument that is substantially the same; discounted cash flow analysis and option pricing models. Where discounted cash flow technique is used, future cash flows are estimated based on management's best estimates and the discount rate used is the prevailing market rate applicable for instrument with similar terms and conditions at the end of each reporting period. Where other pricing models are used, inputs are based on market data at the end of each reporting period.

In estimating the fair value of a financial asset and financial liability, the Group considers all factors including, but not limited to, risk-free interest rate, credit risk, foreign exchange rate and market volatility, that are likely to affect the fair value of the financial asset and financial liability.

The Group obtains market data from the same market where the financial instrument was originated or purchased.

## 1 重大會計政策(續)

### (j) 金融工具(續)

#### (iii) 公允價值計量

對存在活躍市場的金融資產或金融負債，用活躍市場中的報價確定其公允價值，且不調整將來出售或處置該金融資產或金融負債時可能發生的交易費用。

對不存在活躍市場的金融工具，採用估值技術確定其公允價值。所採用的估值技術包括參考熟悉情況並自願交易的各方最近進行的市場公平交易的成交價、參照實質上相同的其他金融工具的當前公允價值、現金流量折現分析及期權定價模式。當使用現金流量折現法時，估計未來現金流量乃根據管理層的最佳估計，所使用的折現率乃具有相若條款及條件的工具所適用之各報告期末之市場利率。當使用其他定價模式時，輸入的數據乃根據各報告期末的市場數據計算。

在評估金融資產及金融負債的公允價值時，本集團已考慮所有可能影響金融資產及金融負債的公允價值的因素，包括(但不限於)無風險利率、信貸風險、外匯匯率及市場波動。

本集團獲得的市場數據來自產生或購買該金融工具的同市場。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (j) Financial instruments (CONTINUED)

#### (iv) *Derecognition of financial assets and financial liabilities*

Financial assets (or a part of a financial asset or group of financial assets) are derecognised when the financial assets meet one of the following conditions:

- the contractual rights to the cash flows from the financial asset expire; or
- the Group transfers substantially all the risks and rewards of ownership of the financial assets or where substantially all the risks and rewards of ownership of a financial asset are neither retained nor transferred, the control over that asset is relinquished.

If the Group neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset, but retains control, the Group continues to recognise the financial asset and relevant liability to the extent of its continuing involvement in the financial asset.

The financial liability (or part of it) is derecognised only when the underlying present obligation (or part of it) specified in the contracts is discharged, cancelled or expired. An agreement between the Group and an existing lender to replace the original financial liability with a new financial liability with substantially different terms, or a substantial modification of the terms of an existing financial liability is accounted for as an extinguishment of the original financial liability and recognition of a new financial liability. The difference between the carrying amount of the derecognised financial liability and the consideration paid is recognised in profit or loss. (Except for the modification of the other financial instruments in Note 27).

## 1 重大會計政策(續)

### (j) 金融工具(續)

#### (iv) *終止確認金融資產及金融負債*

當滿足下列條件之一時，金融資產(或金融資產的一部分或某組金融資產的一部分)將被終止確認：

- 收取該金融資產現金流量的合約權利終止；或
- 本集團已轉移與該金融資產所有權有關的幾乎全部的風險和報酬或既沒有保留也未轉移與該金融資產所有權有關的幾乎全部的風險和報酬而放棄對該資產的控制。

倘本集團並未轉移或保留與該金融資產所有權有關的幾乎全部的風險和報酬，但保留控制權，則本集團根據繼續涉入該金融資產的程度確認金融資產及相關負債。

當合約中規定的相關現有義務全部或部分解除、取消或到期時，金融負債或其一部分才能終止確認。倘本集團與現有債權人協定按顯著不同的條款以新的金融負債替代原金融負債，或對當前金融負債的條款作出了重大的修改，則該替代或修改事項將作為原金融負債的終止確認以及一項新金融負債的初始確認處理。終止確認金融負債的賬面價值與已付代價之間的差額於損益確認。(附註27內的其他金融工具修改除外)。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (j) Financial instruments (CONTINUED)

#### (v) *Offsetting*

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position when the Group has a legally enforceable right to set off the recognised amounts and the transactions are intended to be settled on a net basis, or by realizing the asset and settling the liability simultaneously.

#### (vi) *Derivative financial instruments*

Derivative financial instruments are recognised initially at fair value. At the end of each reporting period the fair value is remeasured. The gain or loss on remeasurement to fair value is recognised immediately in profit or loss, except where the derivatives qualify for cash flow hedge accounting or hedges of the net investment in a foreign operation, in which case recognition of any resultant gain or loss depends on the nature of the item being hedged.

#### (vii) *Convertible financial instrument*

Convertible financial instrument that can be converted to ordinary shares at the option of the holder, where the number of shares to be issued is fixed, are accounted for as compound financial instrument, i.e. they contain both a liability component and an equity component.

## 1 重大會計政策(續)

### (j) 金融工具(續)

#### (v) 抵銷

倘本集團具有抵銷確認金額的法定權利，且本集團計劃以淨額結算，或同時變現該金融資產和清償該負債，該金融資產和金融負債將在綜合財務狀況表內互相抵銷並以淨額列示。

#### (vi) 衍生金融工具

衍生金融工具以公允價值進行初始確認。公允價值會在每個報告期末重新計量。重新計量公允價值而產生的利得或損失，即時計入當期損益。然而，如衍生財務工具符合現金流量對沖會計或對沖海外業務淨投資，確認所得盈虧則取決於被對沖項目的性質。

#### (vii) 可兌換金融工具

在持有人選擇時可換成普通股的可兌換金融工具，倘將發行的股份數目固定，則會視作複合金融工具(即含有負債部分及權益部分)入賬。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (j) Financial instruments (CONTINUED)

#### (vii) Convertible financial instrument (CONTINUED)

At initial recognition the liability component of the convertible financial instrument is measured at fair value based on the future interest and principal payments, discounted at the prevailing market rate of interest for similar non-convertible instruments. The equity component is the difference between the initial fair value of the convertible notes as a whole and the initial fair value of the liability component. Transaction costs that relate to the issue of a compound financial instrument are allocated to the liability and equity components in proportion to the allocation of proceeds.

The liability component is subsequently carried at amortised cost. The interest expense recognised in profit or loss on the liability component is calculated using the effective interest method. The equity component is recognised in the capital reserve until either the note is converted or redeemed. If the notes are converted, the capital reserve, together with the carrying amount of the liability component at the time of conversion, is transferred to share capital and share premium as consideration for the shares issued. If the notes are redeemed, the capital reserve is released directly to retained profits.

### (k) Interest-bearing borrowings

Interest-bearing borrowings are measured initially at fair value less transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method. Interest expense is recognised in accordance with the Group's accounting policy for borrowing costs.

## 1 重大會計政策(續)

### (j) 金融工具(續)

#### (vii) 可兌換金融工具(續)

初始確認可兌換金融工具的負債部分時，基於未來利息及本金付款按公允價值計值，並按類似不可兌換工具的現行市場利率貼現。權益部分為全部可換股票據初始公允價值與負債部分初始公允價值的差額。有關發行複合金融工具的交易成本會按所得款項的分配比例分配至負債及權益部分。

負債部分會隨後按攤銷成本記賬。計入損益的負債部分之利息支出，利用實際利率法計算。權益部分則於資本公積中確認，直至該票據得以兌換或贖回為止。兌換票據時，資本公積連同負債部分在換股時的賬面值會轉撥至股本及股份溢價賬作為已發行股份的代價。贖回該票據時，資本公積會直接轉移至留存利潤。

### (k) 計息借款

計息借款於起始時以公允價值減交易成本計值。於初始確認後，計息借款採用實質利率計算法以攤銷成本列賬。利息開支根據本集團借款成本的會計政策確認。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (l) Trade and other payables

Trade and other payables are initially recognised at fair value. Except for financial guarantee liabilities measured in accordance with Note 1(q), trade and other payables are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

### (m) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Cash and cash equivalents are assessed for expected credit losses (ECL) in accordance with the policy set out in Note 1(j)(ii).

### (n) Impairment of non-financial assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or an impairment loss previously recognised no longer exists or may have decreased:

- Fixed assets;
- Intangible assets;
- Goodwill; and
- Investments in subsidiaries and associates in the Group's and the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated.

## 1 重大會計政策(續)

### (l) 應付及其他應付款項

應付及其他應付款項初步按公允價值確認。除按附註1(q)所述方式計量的財務擔保負債外，應付及其他應付款項其後均按攤銷成本列賬，惟倘貼現影響不屬重大，則會按成本列賬。

### (m) 貨幣資金

貨幣資金包括銀行存款及現金、存放於銀行及其他金融機構的活期存款，以及可隨時兌換為已知數額現金、價值變動風險不大，並在認購後三個月內到期的短期高流動性投資。根據附註1(j)(ii)所載政策評估貨幣資金的預期信貸虧損。

### (n) 非金融資產減值

會於各報告期末對內部及外部資料進行審核，以識別顯示如下資產可能出現減值，或先前已確認之資產減值損失不復存在或已有所減少：

- 固定資產；
- 無形資產；
- 商譽；及
- 本集團及本公司財務狀況表內於子公司及聯營公司的投資。

倘存在任何該等跡象，則會對該資產的可收回金額作出估計。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (n) Impairment of non-financial assets (CONTINUED)

#### — Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. 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. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

#### — Recognition of impairment losses

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units (or group of units) are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

## 1 重大會計政策(續)

### (n) 非金融資產減值(續)

#### — 計算可收回金額

資產的可收回金額以其公允價值減處置費用及使用價值兩者中較高金額為準。在評估使用價值時，會使用稅前折讓率將估計未來現金流量折讓至其現值，以反映目前資金時值的市場評估及該資產的獨有風險。倘資產產生的現金流入大部分不獨立於其他資產產生的現金流入，則以可獨立產生現金流入的最小資產類別(即現金產生單位)來釐定可收回金額。

#### — 確認資產減值損失

資產或其所屬的現金產生單位的賬面值超過其可收回金額，應確認減值損失，計入當期損益。與現金產生單位或者現金產生單位組相關的減值損失，先抵減任何分配至現金產生單位或者現金產生單位組的商譽賬面價值，再按現金產生單位或者現金產生單位組中其他各項資產的賬面價值所佔比例，相應抵減其賬面價值，但抵減後的各資產的賬面價值不得低於該資產的個別公允價值減去處置費用(倘可計量)或其使用價值(如可確定)。

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## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (n) Impairment of non-financial assets (CONTINUED)

#### — Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years.

Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

### (o) Employee benefits

Employee benefits include short-term employee benefits and contributions to defined contribution retirement plans.

Salaries, annual bonuses, paid annual leave and contributions to defined contribution retirement plans and the cost of non-monetary benefits (the Group makes pursuant to the relevant laws and regulations of the PRC are accrued) in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

Pursuant to the relevant laws and regulations of the PRC, the Group's subsidiaries in the PRC have joined defined contributions for the employees, such as basic pension scheme, housing fund, basic medical insurance, unemployment insurance, injury insurance and maternity insurance. The Group makes contributions to the above mentioned schemes at the applicable rates based on the amounts stipulated by the government organisation. The contributions are charged to the consolidated statement of profit or loss on an accrual basis.

## 1 重大會計政策(續)

### (n) 非金融資產減值(續)

#### — 資產減值損失的撥回

就非商譽的資產而言，如用於釐定可收回金額的估計發生有利的變化，則資產減值損失將予以撥回。有關商譽之減值損失不會撥回。

撥回的資產減值虧損限於資產在過往年度並未確認減值虧損時原應釐定的賬面價值。

撥回的資產減值損失於確認有關撥回的年度內計入當期損益。

### (o) 職工薪酬

職工薪酬包括短期職工薪酬及界定供款退休計劃的供款。

薪金、年終獎金、帶薪年假及本集團根據中國相關法律及法規作出的應計界定供款退休計劃的供款及非現金福利成本於僱員提供相關服務的年度內計算。如延遲付款或結算並構成重大影響，則此等金額會以現值列賬。

根據相關中國法律及法規，本集團位於中國的子公司為員工加入了界定供款，例如基本養老金計劃、住房公積金、基本醫療保險、失業保險、意外傷害保險及生育險。本集團根據政府組織規定金額按適用比例向上述計劃供款。供款按應計基準於綜合損益表內扣除。

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## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (p) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

## 1 重大會計政策(續)

### (p) 所得稅

年度所得稅包括當期所得稅及遞延所得稅資產和負債的變動。當期所得稅及遞延所得稅資產和負債的變動均於當期損益確認，但與於其他全面收益表或直接於權益內確認的項目有關者，則相關稅額分別於其他全面收益或直接於權益內確認。

當期所得稅包括根據年內應納稅所得額及使用各報告期末已頒佈或實際頒佈的稅率計算的預期應交所得稅和對以前年度應交所得稅的調整。

遞延所得稅資產及負債分別根據可抵扣暫時性差異和應納稅暫時性差異確定。暫時性差異是指用作財務報告用途的資產及負債的賬面價值與其計稅基礎之間的差額。遞延所得稅資產亦產生自未使用稅務損失和未使用稅款抵減。



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## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (p) Income tax (CONTINUED)

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credit, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

## 1 重大會計政策(續)

### (p) 所得稅(續)

除若干有限制的情況外，所有遞延所得稅負債及所有遞延所得稅資產的確認以很可能取得用來抵扣可抵扣暫時性差異的應納稅所得額為限。能支持可確認由可抵扣暫時差異所產生遞延所得稅資產的應納稅所得額包括因轉回現存應納稅暫時性差異而產生的金額，此差額必須與同一稅務機關及同一納稅實體有關，並預期在可抵扣暫時性差異預計轉回的同一期間或遞延所得稅資產產生的稅務虧損可向後期或向前期結轉的期間內轉回。在確定現存應納稅暫時性差異是否支持確認由未使用稅務虧損和稅項抵免產生的遞延所得稅資產時，採用同一準則，即該差額若與同一稅務機關及同一納稅實體有關，並預期在能使用稅務虧損或抵免的同一期間內轉回，則會被考慮。

確認遞延所得稅資產及負債的少數例外情況為產生自商譽而不可用作扣稅的暫時性差異、不影響會計或應課稅利潤的資產或負債的初始確認(前提是不屬於業務合併一部分)，以及與於子公司投資有關的暫時性差異，惟僅限於(就應課稅差異而言)本集團能控制撥回的時機且有關差異在可見將來應該不會撥回，或(就可扣稅差異而言)除非在未來有可能撥回的情況。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (p) Income tax (CONTINUED)

The amount of deferred tax recognised is measured (based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of reporting period.) Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
  - the same taxable entity; or
  - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

## 1 重大會計政策(續)

### (p) 所得稅(續)

本集團根據遞延所得稅資產和負債的預期收回或結算方式，按照報告期末預期收回該資產或清償該負債的已頒佈或實際頒佈的稅率計量該遞延所得稅資產和負債的賬面金額。遞延所得稅資產和負債均不折現。

於各報告期末，本集團對遞延所得稅資產的賬面價值進行覆核。如果未來期間很可能無法獲得足夠的應納稅所得額用以抵扣遞延所得稅資產的利益，則減記遞延所得稅資產的賬面價值。在很可能獲得足夠的應納稅所得額時，減記的金額予以轉回。

當期所得稅餘額及遞延所得稅餘額及其變動額分別列示，不相互抵銷。當本公司及本集團有法定權利以當期所得稅資產抵銷當期所得稅負債並且同時滿足以下條件時，當期所得稅資產及當期所得稅負債，遞延所得稅負債及遞延所得稅資產以抵銷後的淨額列示：

- 就當期所得稅資產和負債而言，本公司或本集團計劃以淨額方式償還或同時變現該資產和清償該負債；或
- 就遞延所得稅資產和負債而言，如指同一個稅務機關就以下方面所徵收之所得稅：
  - 同一納稅實體；或
  - 不同納稅實體，於預期將清償或收回可觀金額的遞延所得稅負債或資產的各個未來期間，計劃以淨額方式或同時變現及償還當期所得稅資產及負債。

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## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (q) Guarantees issued

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the "holder") for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

The Group issues performance guarantee and litigation guarantee contracts, in which the Group agrees to provide guarantees to its customers who entered into contracts with third parties for services to be rendered, goods to be supplied or obligation to fulfil within an agreed time period. The Group is required to compensate the guarantee holder if a specified uncertain future event adversely results in the counterparties' failure to delivery services and goods, or to fulfil the obligation.

Financial guarantees issued are initially recognised as deferred income within "Liabilities from guarantees" at fair value, which is determined by reference to fees charged in an arm's length transaction for similar services, when such information is obtainable, or to interest rate differentials, by comparing the actual rates charged by lenders when the guarantee is made available with the estimated rates that lenders would have charged, had the guarantees not been available, where reliable estimates of such information can be made. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group's policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss.

Subsequent to initial recognition, the amount initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued.

## 1 重大會計政策(續)

### (q) 已發出的擔保

融資擔保乃要求發行人(即擔保人)就擔保受益人(「持有人」)因特定債務人未能根據債務工具的條款於到期時付款而蒙受的損失，而向持有人支付特定款項的合約。

本集團發出履約擔保及訴訟擔保合約，其中，就訂立合約於協定期間由第三方提供服務、供應商品或履行義務的客戶而言，本集團同意為其提供擔保。倘未來發生不確定事件的不利影響導致交易對手無法提供服務、商品或履行義務，則本集團須對擔保持有人進行賠償。

已發出的融資擔保最初按公允價值於「擔保負債」確認為遞延收入，其公允價值乃參照公平交易下提供類似服務收取的費用而釐定，前提是有關費用信息可知，或參照利率差釐定，方式為比較債權人於擔保作出後實際收取的費用或倘擔保未作出債權人可能收取的費用進行估算，得出有關費用的可靠信息。倘在發出該擔保時收取或可收取代價，該代價則根據適用於該類資產的本集團政策而予確認。倘沒有有關尚未收取或應予收取的代價，即於損益確認當期費用。

初始確認後，最初確認為遞延收入的金額按擔保年期於損益內攤銷為發出的融資擔保收入。

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## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (r) Provisions and contingent liabilities

#### (i) *Credit losses from financial guarantees issued*

The Group monitors the risk that the specified debtor will default on the contract and recognises a provision when expected credit losses (ECLs) on the financial guarantees are determined to be higher than the amount carried in "Liabilities from guarantees" in respect of the guarantees. (i.e. the amount initially recognised, less accumulated amortisation).

To determine ECLs, the Group considers changes in the risk of default of the specified debtor since the issuance of the guarantee. A 12-month ECL is measured unless the risk that the specified debtor will default has increased significantly since the guarantee is issued, in which case a lifetime ECL is measured. The same definition of default and the same assessment of significant increase in credit risk as described in Note 1(j)(ii) apply.

As the Group is required to make payments only in the event of a default by the specified debtor in accordance with the terms of the instrument that is guaranteed, an ECL is estimated based on the expected payments to reimburse the holder for a credit loss that it incurs less any amount that the Group expects to receive from the holder of the guarantee, the specified debtor or any other party. The amount is then discounted using the current risk-free rate adjusted for risks specific to the cash flows.

## 1 重大會計政策(續)

### (r) 撥備及或有負債

#### (i) *已發出的融資擔保的信貸虧損*

本集團監察特定債務人違約的風險，並於融資擔保的預期信貸虧損確定為高於擔保的「擔保負債」中的金額(即初始確認金額減累計攤銷)時確認撥備。

於釐定預期信貸虧損時，本集團計及特定債務人自發出擔保以來違約風險的變動。除非特定債務人違約的風險自擔保發出以來顯著增加(在此情況下，將計量整個存續期的預期信貸虧損)，否則計量12個月的預期信貸虧損。附註1(j)(ii)所述之違約的相同定義及信用風險顯著增加的相同評估適用於此。

由於根據擔保工具條款，本集團僅須在特定債務人違約時作出付款，預期信貸虧損乃基於為償還持有人所產生信貸虧損的預計款項減本集團預計自擔保持有人、特定債務人或任何其他方收取的任何金額估計。該金額其後採用就現金流量特定風險作出調整的當前零風險利率貼現。

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## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (r) Provisions and contingent liabilities (CONTINUED)

#### (ii) Provisions and contingent liabilities

Provisions are recognised when the Group has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

### (s) Other investments in debt and equity securities

The Group's policies for investments in debt and equity securities, other than investments in subsidiaries, associates and joint ventures, are set out below.

Investments in debt and equity securities are recognised/derecognised on the date the Group commits to purchase/sell the investment. The investments are initially stated at fair value plus directly attributable transaction costs, except for those investments measured at fair value through profit or loss (FVPL) for which transaction costs are recognised directly in profit or loss. For an explanation of how the Group determines fair value of financial instruments, see Note 32(e). These investments are subsequently accounted for as follows, depending on their classification.

## 1 重大會計政策(續)

### (r) 撥備及或有負債(續)

#### (ii) 撥備及或有負債

倘本集團須就已發生的事件承擔法律或推定責任，並可能須為履行該責任而付出經濟利益，而且能夠作出可靠的估計時，便確認撥備。如果貨幣的時間價值重大，則按預計履行責任所需開支的現值將撥備列賬。

倘不一定須要付出經濟利益，或是無法可靠地估計有關金額，則將有關責任披露為或有負債，惟付出經濟利益的可能極低則除外。如果本集團可能須承擔的責任須視乎某宗或多宗未來事件是否發生才能確定是否存在，則該等責任亦會披露為或有負債，惟付出經濟利益的可能極低則除外。

### (s) 於債務及股本證券之其他投資

本集團於債務及股本證券之投資(於子公司、聯營公司及合營企業之投資除外)政策載列如下。

債務及股本證券投資在本集團承諾購買/出售投資當日確認/終止確認。投資初始以公允價值加直接應佔交易成本入賬，惟按公允價值計入損益計量的投資除外，其交易成本直接於損益內確認。有關本集團釐定金融工具公允價值方式的說明請參閱附註32(e)。該等投資其後視乎其分類按以下方式入賬。

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## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (s) Other investments in debt and equity securities (CONTINUED)

#### (i) Investments other than equity investments

Non-equity investments held by the Group are classified into one of the following measurement categories:

- amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method (see Note 1(t)(ii)).
- fair value through other comprehensive income (FVOCI) — recycling, if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Changes in fair value are recognized in other comprehensive income, except for the recognition in profit or loss of expected credit losses, interest income (calculated using the effective interest method) and foreign exchange gains and losses. When the investment is derecognised, the amount accumulated in other comprehensive income is recycled from equity to profit or loss.
- fair value at profit or loss (FVPL) if the investment does not meet the criteria for being measured at amortised cost or FVOCI (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

## 1 重大會計政策(續)

### (s) 於債務及股本證券之其他投資(續)

#### (i) 股權投資除外的投資

本集團持有的非股權投資分類為以下計量類別之一：

- 攤銷成本，倘所持投資用作收回合約現金流（僅代表本金及利息付款）。投資的利息收入按實際利率法計算（見附註1(t)(ii)）。
- 按公允價值計入其他全面收益 — 轉入損益，倘投資之合約現金流僅包括本金及利息付款，並且投資以目的為同時收回合約現金流及出售的業務模式持有。公允價值變動於其他全面收益內確認，惟預期信貸虧損、利息收入（按實際利率法計算）及匯兌盈虧於損益內確認。當終止確認該投資時，於其他全面收益內累計的金額由權益轉入損益。
- 按公允價值計入損益，倘該投資不符合按攤銷成本或按公允價值計入其他全面收益（轉入損益）計量的標準。該投資的公允價值變動（包括利息）於損益內確認。

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## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (s) Other investments in debt and equity securities (CONTINUED)

#### (ii) Equity investments

An investment in equity securities is classified as FVPL unless the equity investment is not held for trading purposes and on initial recognition of the investment the Group makes an election to designate the investment at FVOCI (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the fair value reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained earnings. It is not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVPL or FVOCI, are recognised in profit or loss as other income in accordance with the policy set out in Note 1(t).

## 1 重大會計政策(續)

### (s) 於債務及股本證券之其他投資 (續)

#### (ii) 股權投資

於股本證券的投資分類為按公允價值計入損益，除非股本投資並非持作買賣用途，且於初次確認投資時，本集團選擇指定投資為按公允價值計入其他全面收益(不可轉入損益)，以致公允價值的後續變動於其他全面收益確認。有關選擇乃按工具個別作出，惟僅當發行人認為投資符合權益定義時方可作出。於作出有關選擇後，於其他全面收益累計的金額繼續保留於公允價值儲備(不可轉入損益)，直至投資被出售為止。出售時，於公允價值儲備(不可轉入損益)累計的金額轉撥至留存收益，而非透過損益賬轉入損益。來自股本證券(不論分類為按公允價值計入損益或按公允價值計入其他全面收益)投資的股息，均根據附註1(t)所載政策於損益內確認為其他收入。

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## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (t) Revenue and other income

Revenue is measured at the fair value of the consideration received or receivable. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in profit or loss as follows:

#### (i) Guarantee fee income

Guarantee fee income is recognised when guarantee contracts have been made whereby the related guarantee obligation has been accepted, the economic benefits associated with the guarantee contracts will probably flow in, and the amount of revenue associated with guarantee contracts can be measured reliably. Guarantee fee income is determined based on the total agreed fee in the guarantee contracts and is recognised in the statement of profit or loss over the period of guarantee. Generally, the Group receives guarantee fee income in full at inception and records it as unearned income before amortising it throughout the period of guarantee.

#### (ii) Interest income

Interest income is recognised as it accrues using the effective interest method. For financial assets measured at amortised cost or FVOCI (recycling) that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset (see Note 1(j)(ii)).

## 1 重大會計政策(續)

### (t) 收益及其他收入

收益按已收取或應收取代價的公允價值計算得出。只當經濟利益可能會流入本集團，而收益及成本(如適用)能夠可靠地計量時，收益才會根據下列方法於損益中確認：

#### (i) 擔保費收入

擔保費收入於擔保合同成立並承擔相應擔保責任，與擔保合同相關的經濟利益很可能流入，且擔保合同相關的收入能夠可靠計量時予以確認。擔保費收入按照擔保合同規定費用總額，並在擔保合同期內在損益表中確認。一般而言，本集團擔保費收入在服務提供前全額預收並確認為未賺取收入，再於擔保期間內攤銷。

#### (ii) 利息收入

利息收入於應計提時採用實際利率法確認。對於無信貸減值的按攤銷成本或按公允價值計入其他全面收益(轉入損益)計量的金融資產，實際利率應用於資產總賬面值。對於存在信貸減值的金融資產而言，實際利率適用於資產的攤銷成本(即扣除損失準備的總賬面值)(見附註1(j)(ii))。



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## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (t) Revenue and other income (CONTINUED)

#### (iii) Rendering of services

When the outcome of a transaction involving the rendering of services can be estimated reliably, revenue from the rendering of services (e.g. financial consulting services) is recognised by reference to the stage of completion of the transaction based on the services performed to date as a percentage of the total services to be performed.

When the outcome of a transaction involving the rendering of services cannot be estimated reliably, revenue is recognised only to extent of the costs incurred that it is probable be recoverable.

#### (iv) Rental income from operating leases

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are earned.

#### (v) Dividends

- Dividend income from unlisted investments is recognised when the shareholder's right to receive payment is established.
- Dividend income from listed investments is recognised when the share price of the investment goes ex-dividend.

## 1 重大會計政策(續)

### (t) 收益及其他收入(續)

#### (iii) 提供服務

當涉及提供服務的交易結果能可靠地估算到時，提供服務(如：融資諮詢服務)所得收益會根據當日已履行的服務按交易完成度，分階段確認為將履行的所有服務的百分比。

當涉及提供服務的交易結果無法可靠地估算到時，確認的收入只限於可能屬可收回的已產生成本。

#### (iv) 經營租賃的租金收入

根據經營租賃應收的租金收入於租賃期內分期按等份在損益中確認，惟倘有其他方法能更清楚反映使用租賃資產所產生之利益模式者則除外。所獲租賃獎勵作為應收租賃付款淨額的一部分，在損益中確認。不取決於指數或利率的可變租賃付款在其產生的會計期間確認為收益。

#### (v) 股息

- 非上市投資的股息收入在股東收取款項的權利確立時確認。
- 上市投資的股息收入在投資項目的股價除息時確認。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (u) Government grants

Government grants are recognised in the consolidated statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for providing guarantee services and SME lending to SMEs under certain criteria are recognised as revenue in profit or loss upon receiving such grants. Grants that compensate the Group for the cost of an asset are deducted from the carrying amount of the assets and consequently are effectively recognised in profit or loss over the useful life of the asset by way of reduced depreciation expense.

### (v) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies and non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

### (w) Repossessed assets

Repossessed assets are physical assets or property rights obtained by the Group from debtors, guarantors or third parties following the enforcement of its creditor's rights. The initial cost of repossessed assets is measured at the lower of the net carrying amount of loans and advances and the fair value of the assets less costs to sell on the acquisition date. Repossessed assets are not depreciated or amortised. The impairment losses of initial measurement and subsequent revaluation are charged to the profit or loss.

## 1 重大會計政策(續)

### (u) 政府補助金

政府補助金在本集團將能夠滿足政府補助金所附條件時，並有合理保證能夠收取政府補助時，初步於綜合財務狀況表中予以確認。補償本集團向某類中小微企業提供擔保服務及中小微企業貸款的補助於收到該等補助時於損益中確認為收益。補償本集團資產成本的補助從資產的賬面金額中減去，其後於該項資產的可用年期以減少折舊費用方式於損益內實際確認。

### (v) 外匯轉換

年內的外幣交易按交易日的匯率換算。以外幣計值的貨幣資產及負債，與以外幣計值及以公允價值列賬的非貨幣資產及負債則按報告期末的匯率換算。匯兌盈虧於損益中確認。

### (w) 抵債資產

抵債資產指本集團於強制執行債權人的權利後向債務人、擔保人或第三方獲取的實物資產或產權。抵債資產的初始成本乃以貸款及墊款的賬面淨值與資產公允價值減去收購日期的處置費用的較低者計算。抵債資產不計提折舊或進行攤銷。初始計量及後續重新評估的減值損失計入損益。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (x) Related parties

- (i) A person, or a close member of that person's family, is related to the Group if that person:
  - (1) Has control or joint control over the Group;
  - (2) Has significant influence over the Group; or
  - (3) Is a member of the key management personnel of the Group or the Group's parent.
- (ii) An entity is related to the Group if any of the following conditions applies:
  - (1) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
  - (2) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
  - (3) Both entities are joint ventures of the same third party;
  - (4) One entity is a joint venture of a third entity and the other entity is an associate of the third entity;
  - (5) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;

## 1 重大會計政策(續)

### (x) 關聯方

- (i) 如下個人或與其關係密切的家庭成員可視為本集團的關聯方：
  - (1) 對本集團實施控制或共同控制；
  - (2) 對本集團施加重大影響；或
  - (3) 本集團及本集團母公司的關鍵管理人員。
- (ii) 倘實體符合下列任何條件，則可視為本集團的關聯方：
  - (1) 實體及本集團同屬同一集團的成員(即集團內所有母公司、子公司及同系子公司之間互為關聯方)；
  - (2) 一個實體為另一實體的聯營公司或合營企業(或另一實體的集團成員公司的聯營公司或合營企業成員)；
  - (3) 實體同為同一第三方的合營企業；
  - (4) 一個實體為第三方實體的合營企業，而另一實體為第三方實體的聯營公司；
  - (5) 實體與本集團或與本集團有關聯的實體就僱員利益設立的退休福利計劃；

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (x) Related parties (CONTINUED)

- (ii) (CONTINUED)
- (6) The entity is controlled or jointly controlled by a person identified in (i);
  - (7) A person identified in (i)(1) 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); or
  - (8) 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 Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

### (y) Investment property

Investment properties are land and/or buildings which are owned or held under a leasehold interest (see Note 1(i)) to earn rental income and/or for capital appreciation. These include land held for a currently undetermined future use and property that is being constructed or developed for future use as investment property.

Investment properties are stated at cost less accumulated depreciation and any impairment losses. Depreciation is calculated on the straight-line basis to write off the cost of investment properties to its residual value over its estimated useful life, i.e. 20 years. Rental income from investment properties is accounted for as described in Note 1(t)(iv).

## 1 重大會計政策(續)

### (x) 關聯方(續)

- (ii) (續)
- (6) 受(i)中個人控制或共同控制的實體；
  - (7) 受(i)(1)中個人重大影響的實體，或(i)(1)中個人為企業(或企業母公司)的關鍵管理人員；或
  - (8) 為本集團或本集團母公司提供關鍵管理人員服務的實體或為本集團任何成員公司成員的實體。

關係密切的家庭成員指在處理與實體的交易時有可能影響某人或受其影響的家庭成員。

### (y) 投資性房地產

投資性房地產是指根據租賃權益(見附註1(i))擁有或持有的土地及/或建築物，以賺取租金收入及/或資本增值。這包括為目前尚未確定的未來用途而持有的土地，以及為未來用作投資性房地產而正在建設或開發的物業。

投資性房地產按成本減去累計折舊及任何減值虧損列值。折舊按直線計算，將投資性房地產的成本在其估計使用年限內，即20年內，撇銷至其剩餘價值。投資性房地產的租金收入如附註1(t)(iv)所述入賬。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (z) Segment reporting

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

## 1 重大會計政策(續)

### (z) 分部報告

經營分部及綜合財務報表所呈列各分部項目的金額，乃從本集團的各項業務及地理位置定期向本集團最高行政管理層提供的、以供分配資源及評估其表現的財務資料當中識別出來。

個別重要的經營分部不會合併以供財務報告之用，但如該等經營分部的產品和服務性質、生產工序性質、客戶類別或階層、分銷產品或提供服務的方法以至監管環境的本質等經濟特性均屬類似，則作別論。個別不重要的經營分部如果符合以上大部分條件，則可以合併為一個報告分部。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 2 REVENUE AND SEGMENT REPORTING

### (a) Revenue

The principal activities of the Group are provision of credit guarantee, loans and advances to customers, provision of factoring services and related consulting services in the PRC. Revenue represents net guarantee fee income, net interest income and service fee from consulting services. The amount of each significant category of net fee and interest income recognised in revenue is as follows:

## 2 收益及分部報告

### (a) 收益

本集團的主要業務是在中國向客戶提供信貸擔保、發放貸款及墊款、提供保理服務及相關諮詢服務。收益包括擔保費淨收入、利息淨收入及諮詢服務費收入。各主要類別下於收益確認的淨費用及利息收入載列如下：

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
<b>Guarantee fee income</b>	<b>擔保費收入</b>		
Financing guarantee fee income	融資擔保費收入	156,949	183,421
Performance guarantee fee income	履約擔保費收入	50,189	47,999
Subtotal	小計	207,138	231,420
<b>Guarantee cost</b>	<b>擔保成本</b>		
Re-guarantee expenses	再擔保開支	(2,330)	(1,207)
Risk management service expense	風險金費用	(6,669)	(37,047)
Subtotal	小計	(8,999)	(38,254)
<b>Net guarantee fee income</b>	<b>擔保費淨收入</b>	198,139	193,166
<b>Interest income</b>	<b>利息收入</b>		
— Loans and advances to customers	— 發放貸款及墊款	73,551	60,619
— Factoring service	— 保理服務	20,480	18,845
— Cash at banks and pledged deposits	— 銀行存款及存出保證金	14,119	14,199
— Trade and other receivables	— 應收及其他應收款項	7,949	11,238
— Interest income on other financial instruments	— 其他金融工具的利息收入	2,379	—
Subtotal	小計	118,478	104,901

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 2 REVENUE AND SEGMENT REPORTING (CONTINUED)

### (a) Revenue (CONTINUED)

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
<b>Interest expenses</b>	<b>利息開支</b>		
— Debt securities issued	— 應付債券	(15,048)	(9,750)
— Interest-bearing borrowings	— 計息借款	(6,887)	(6,070)
— Interest expenses from other financial instruments	— 其他金融工具的利息開支	—	(8,829)
— Others	— 其他	(2,620)	(1,505)
Subtotal	小計	(24,555)	(26,154)
<b>Net interest income</b>	<b>利息淨收入</b>	<b>93,923</b>	78,747
<b>Service fee from consulting services</b>	<b>諮詢服務費收入</b>	<b>25,700</b>	38,159
<b>Revenue</b>	<b>收益</b>	<b>317,762</b>	310,072

The Group's customer base is diversified and has no customer with whom transactions have exceeded 10% of the Group's net guarantee fee, interest income and service fee from consulting services during the years ended 31 December 2022 and 2021. Details of concentrations of credit risk are set out in Note 32(a).

### (b) Segment reporting

The Group manages its business by business lines. Consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group defines reporting segments based on the following operating segments:

## 2 收益及分部報告(續)

### (a) 收益(續)

本集團擁有多元化的客戶基礎，截至2022年及2021年12月31日止年度，未有交易超過本集團淨擔保費用、利息收入及諮詢服務費收入10%的客戶。有關集中信貸風險詳情載列於附註32(a)。

### (b) 分部報告

本集團根據業務鏈進行業務管理。本集團的經營分部已按與內部報送信息一致的方式列報，這些內部報送信息是提供給本集團最高行政管理層以向分部分配資源並評價分部表現，本集團以下列經營分部為基礎，確定了報告分部：

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 2 REVENUE AND SEGMENT REPORTING (CONTINUED)

### (b) Segment reporting (CONTINUED)

#### **Guarantee business**

This segment represents the provision of a range of guarantee services and related consulting service to customers. These guarantee services include financing guarantee, performance guarantee and litigation guarantee. The consulting services include debt financing, internal control and risk management related consulting services to the guarantee customers.

#### **SME lending**

This segment represents the provision of a range of loan and related financing consulting services to the small and medium sized and micro enterprises (“SME enterprises”) or the owners of SME enterprises.

#### **Others**

This segment represents the aggregation of other non-significant business lines and the operational results of the headquarters.

#### (i) Segment results, assets and liabilities

For the purposes of assessing segment performance and allocating resources between segments, the Group’s senior executive management monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

Segment assets include all tangible, intangible assets and current assets with the exception of deferred tax assets. Segment liabilities include all liabilities managed directly by the segments.

Revenue and expenses are allocated to the reportable segments with reference to revenue generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments.

## 2 收益及分部報告(續)

### (b) 分部報告(續)

#### **擔保業務**

該分部向客戶提供一系列的擔保服務及相關諮詢服務。擔保服務包括融資擔保、履約擔保及訴訟擔保。諮詢服務包括提供予擔保客戶的債務融資、內部控制及風險管理相關諮詢服務。

#### **中小微企業貸款業務**

該分部向中小微企業(「中小微企業」)或中小微企業的擁有人提供一系列的貸款及相關融資諮詢服務。

#### **其他**

該分部包括其他非重大業務線及總部之經營業績。

#### (i) 分部利潤、資產及負債

為了評價各個分部的表現及向其配置資源，本集團高級行政管理層會審閱歸屬於各個報告分部的利潤、資產及負債，這些信息的編製基礎如下：

分部資產包括所有有形資產、無形資產及流動資產，但不包括遞延所得稅資產。分部負債包括所有由各分部直接管理的負債。

收益及開支按照各個分部產生的收入，各個分部發生的費用或歸屬於各分部的資產發生的折舊或攤銷費用，以分配至各個報告分部。



(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 2 REVENUE AND SEGMENT REPORTING (CONTINUED)

### (b) Segment reporting (CONTINUED)

#### Others (CONTINUED)

##### (i) Segment results, assets and liabilities (CONTINUED)

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purpose of resource allocation and assessment of segment performance for the years ended 31 December 2022 and 2021 are set out below:

		2022 2022年		Total
		Guarantee business	SME lending and others	
		擔保業務	中小微企業 貸款及其他 業務	合計
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
Guarantee fee income	擔保費收入	207,138	—	207,138
Guarantee cost	擔保成本	(8,999)	—	(8,999)
Interest income	利息收入	33,823	84,655	118,478
Interest expenses	利息開支	(16,234)	(8,321)	(24,555)
Service fee from consulting services	諮詢服務費收入	17,932	7,768	25,700
Reportable segment revenue	可報告分部收益	233,660	84,102	317,762
Other revenue	其他收益	33,485	9,461	42,946
Share of losses of associates	應佔聯營公司 虧損	(8,916)	(1,012)	(9,928)
Provisions charge for guarantees issued	計提擔保賠償 準備金	(24,496)	—	(24,496)
Impairment losses	資產減值損失	(77,020)	(40,529)	(117,549)
Operating expenses	營運開支	(102,462)	(36,991)	(139,453)
Reportable segment profit before taxation	可報告分部稅前 利潤	54,251	15,031	69,282

## 2 收益及分部報告(續)

### (b) 分部報告(續)

#### 其他(續)

##### (i) 分部利潤、資產及負債(續)

針對截至2022年及2021年12月31日止年度分配資源及評價分部表現，提呈予本集團最高行政管理層的可報告分部相關資料載列如下：

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 2 REVENUE AND SEGMENT REPORTING (CONTINUED)

### (b) Segment reporting (CONTINUED)

#### Others (CONTINUED)

(i) Segment results, assets and liabilities (CONTINUED)

		At 31 December 2022 於2022年12月31日		
		Guarantee business 擔保業務 RMB'000 人民幣千元	SME lending and others 中小微企業 貸款及其他 業務 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Segment assets	分部資產	2,588,151	1,584,287	4,172,438
Segment liabilities	分部負債	1,633,038	285,277	1,918,315

  

		2021 2021年		
		Guarantee business 擔保業務 RMB'000 人民幣千元	SME lending and others 中小微企業 貸款及其他 業務 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Guarantee fee income	擔保費收入	231,420	—	231,420
Guarantee cost	擔保成本	(38,254)	—	(38,254)
Interest income	利息收入	10,666	94,235	104,901
Interest expenses	利息開支	(6,690)	(19,464)	(26,154)
Service fee from consulting services	諮詢服務費收入	30,309	7,850	38,159
Reportable segment revenue	可報告分部收益	227,451	82,621	310,072
Other revenue	其他收益	5,460	3,171	8,631
Share of gains/(losses) of associates	應佔聯營公司 收益/(虧損)	3,770	(6,792)	(3,022)
Provisions charge for guarantees issued	計提擔保賠償準 備金	(10,249)	—	(10,249)
Impairment losses	資產減值損失	(34,346)	(8,591)	(42,937)
Operating expenses	營運開支	(91,825)	(33,420)	(125,245)
Reportable segment profit before taxation	可報告分部稅前 利潤	100,261	36,989	137,250

## 2 收益及分部報告(續)

### (b) 分部報告(續)

#### 其他(續)

(i) 分部利潤、資產及負債(續)

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 2 REVENUE AND SEGMENT REPORTING (CONTINUED)

### (b) Segment reporting (CONTINUED)

#### Others (CONTINUED)

##### (i) Segment results, assets and liabilities (CONTINUED)

		At 31 December 2021 於2021年12月31日		
		Guarantee business 擔保業務 RMB'000 人民幣千元	SME lending and others 中小微企業 貸款及其他 業務 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Segment assets	分部資產	2,866,188	1,144,580	4,010,768
Segment liabilities	分部負債	1,180,366	527,977	1,708,343

##### (ii) Reconciliation of reportable segment assets and liabilities

### (b) 分部報告(續)

#### 其他(續)

##### (i) 分部利潤、資產及負債(續)

##### (ii) 可報告分部資產及負債對賬

			At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元	At 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元
<b>Assets</b>	<b>資產</b>			
Reportable segment assets	可報告分部資產		<b>4,172,438</b>	4,010,768
Deferred tax assets	遞延所得稅資產	30(c)	<b>128,862</b>	69,049
Elimination of inter-segment receivables	抵銷分部間應收款		<b>(630,162)</b>	(634,752)
Consolidated total assets	綜合資產合計		<b>3,671,138</b>	3,445,065
<b>Liabilities</b>	<b>負債</b>			
Reportable segment liabilities	可報告分部負債		<b>1,918,315</b>	1,708,343
Deferred tax liabilities	遞延所得稅負債	30(c)	<b>156</b>	74
Elimination of inter-segment payables	抵銷分部間應付款		<b>(598,293)</b>	(632,138)
Consolidated total liabilities	綜合負債合計		<b>1,320,178</b>	1,076,279

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

### 3 OTHER REVENUE

### 3 其他收益

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Government grant	政府補助金	28,192	15,311
Foreign exchange gains/(losses)	匯兌收益/(虧損)	9,650	(4,320)
Investment income from financial assets measured at FVPL	按公允價值計入損益計量的金融資產之投資收入	2,880	6,554
Investment income of receivable investments	應收款項類投資之投資收入	1,459	3,481
Profit and loss from fair value changes	公允價值變動損益	(3,894)	(13,835)
Others	其他	4,659	1,440
Total	合計	42,946	8,631

### 4 PROFIT BEFORE TAXATION

### 4 稅前利潤

Profit before taxation is arrived at after charging/(crediting):

稅前利潤已扣除/(計入):

#### (a) Impairment and provision charged

#### (a) 減值及撥備 — 已扣除

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Receivables for default guarantee payments	應收違約擔保付款	56,615	22,332
Receivables from guarantee customers	應收擔保客戶款項	2,641	(2,928)
Loans and advances to customers	發放貸款及墊款	26,683	20,376
Factoring receivables	應收保理款項	29,935	9,531
Receivable investments	應收款項類投資	1,050	—
Others	其他	625	(6,374)
		117,549	42,937

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

#### 4 PROFIT BEFORE TAXATION (CONTINUED)

##### (b) Staff costs

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Salaries, wages, bonuses and other benefits	薪金、工資、獎金及其他福利	75,716	73,379
Contributions to retirement schemes	退休計劃供款	7,236	6,750
		<b>82,952</b>	80,129

The Group is required to participate in pension schemes organized by the respective local governments of the People's Republic of China (the "PRC") whereby the Group is required to pay annual contributions for PRC based employees at certain rate of the standard wages determined by the relevant authorities in the PRC during the year. The Group has no other material obligation for payment of retirement benefits to the PRC based employees beyond the annual contributions described above.

#### 4 稅前利潤(續)

##### (b) 員工成本

本集團須參與中華人民共和國(「中國」)當地政府組織的養老保險計劃，當中本集團須每年為中國僱員繳付養老保險，養老保險按中國相關部門在年內釐定的標準工資的若干比例繳納。除上述的養老保險外，在為中國僱員支付退休福利方面本集團無其他重大責任。

##### (c) Other items

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Gains on disposal of long-term assets	處置長期資產收益	2,391	33
Depreciation and amortization	折舊及攤銷	11,024	9,751
Auditors' remuneration	核數師酬金		
— annual audit	— 年度審計	2,180	2,130
— others	— 其他	683	683

##### (c) 其他項目

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 5 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS

## 5 綜合損益表中所得稅

### (a) Taxation in the consolidated statement of profit or loss:

### (a) 綜合損益表中稅項：

	Note 附註	2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
<b>Current tax</b>	<b>當期所得稅</b>		
Provision for PRC income tax for the year	年內計提中國所得稅	75,860	50,394
<b>Deferred tax</b>	<b>遞延所得稅</b>		
Origination and reversal of temporary differences	暫時性差異的產生及撥回	(58,871)	(9,497)
<b>Under-provision in previous year</b>	<b>去年不足計提</b>		
Over-provision in previous year	去年超過計提	(198)	—
<b>Income tax expense</b>	<b>所得稅開支</b>	<b>16,791</b>	<b>40,897</b>

### (b) Reconciliation between tax expense and accounting profit at applicable tax rates:

### (b) 按適用稅率計算的所得稅開支與會計利潤的對賬：

	Note 附註	2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Profit before taxation	稅前利潤	69,282	137,250
Notional tax on profit before taxation, calculated at 25%	按照25%稅率計算的稅前利潤的名義所得稅	17,321	34,313
Tax effect of subsidiary using different taxation rate	使用不同稅率的子公司的稅項影響	(637)	323
Tax effect of non-deductible expenses	不可抵扣開支的稅項影響	277	4,295
Over-provision in previous year	去年超過計提	(198)	—
Others	其他	28	1,966
<b>Actual income tax expense</b>	<b>實際所得稅開支</b>	<b>16,791</b>	<b>40,897</b>

(i) According to the PRC Corporate Income Tax ("CIT") Law that took effect on 1 January 2008, the Company and the Group's PRC subsidiaries are subject to PRC income tax at the statutory tax rate of 25%.

(i) 根據於2008年1月1日生效的中國企業所得稅(「企業所得稅」)法，本公司及本集團的中國子公司須按法定稅率25%繳納中國所得稅。

(ii) The provision for Hong Kong Profits Tax for 2022 is calculated at 7.5%. Join-Share Financial Holdings Co., Limited located in Hong Kong, is subject to Hong Kong Profits Tax at the statutory tax rate of 7.5% during 2022 and 2021.

(ii) 2022年香港利得稅撥備按7.5%計算。位於香港的中盈盛達金融控股有限公司於2022年及2021年須按7.5%的法定稅率繳納香港利得稅。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 6 DIRECTORS' AND SUPERVISORS' EMOLUMENTS

Directors' and supervisors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

## 6 董事及監事薪酬

根據香港公司條例第383(1)條及公司(披露董事利益資料)規例第二部分，董事及監事薪酬披露如下：

		2022 2022年				
		Directors' and supervisors' fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement Scheme contributions	Total
		董事及監事袍金	薪酬、津貼及實物福利	酌情獎金	退休計劃供款	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Chairman</b>	<b>董事長</b>					
Wu Liejin	吳列進	88	485	2,580	—	3,153
<b>Non-executive directors</b>	<b>非執行董事</b>					
Zhao Wei	趙偉	—	—	—	—	—
Zhang Minming	張敏明	25	—	—	—	25
Li Shenhua	李深華	25	—	—	—	25
Ou Weiming	歐偉明	52	261	939	41	1,293
Luo Zhenqing (appointed on 13 January 2022)	羅振清(於2022年1月13日獲委任)	—	—	—	—	—
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>					
Wu Xiangneng	吳向能	61	—	—	—	61
Wang Bo	王波	61	—	—	—	61
Leung Hon Man	梁漢文	62	—	—	—	62
<b>Supervisors</b>	<b>監事</b>					
Huang Shaoxiong	黃少雄	20	145	260	41	466
Huang Yuzhen	黃瑜珍	20	150	166	37	373
Li Qi	李琦	17	—	—	—	17
Zhong Jian	鍾堅	25	—	—	—	25
Chen Xin	陳新	25	—	—	—	25
Li Wanmin (appointed on 13 January 2022)	李婉敏(於2022年1月13日獲委任)	16	—	—	—	16
Liu Shu (resigned on 13 January 2022)	劉樹(於2022年1月13日辭任)	1	—	—	—	1
		<b>498</b>	<b>1,041</b>	<b>3,945</b>	<b>119</b>	<b>5,603</b>

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

6 DIRECTORS' AND SUPERVISORS' EMOLUMENTS (CONTINUED)

6 董事及監事薪酬(續)

		2021 2021年				
		Directors' and supervisors' fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement Scheme contributions	Total
		董事及監事袍金	薪酬、津貼及實物福利	酌情獎金	退休計劃供款	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Chairman</b>	<b>董事長</b>					
Wu Liejin	吳列進	95	497	2,280	9	2,881
<b>Non-executive directors</b>	<b>非執行董事</b>					
Ou Weiming (appointed on 6 June 2021)	歐偉明(於2021年6月6日獲委任)	27	261	829	37	1,154
Gu Lidan (resigned on 5 January 2021)	顧李丹(於2021年1月5日辭任)	—	—	—	—	—
Zhang Minming	張敏明	30	—	—	—	30
Luo Zhenqing (resigned on 5 June 2021)	羅振清(於2021年6月5日辭任)	—	—	—	—	—
Zhang Deben (resigned on 5 June 2021)	張德本(於2021年6月5日辭任)	77	300	1,446	31	1,854
Zhao Wei (appointed on 29 January 2021)	趙偉(於2021年1月29日獲委任)	—	—	—	—	—
Li Shenhua (appointed on 29 January 2021)	李深華(於2021年1月29日獲委任)	28	—	—	—	28
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>					
Wu Xiangneng	吳向能	80	—	—	—	80
Leung Hon Man	梁漢文	80	—	—	—	80
Liu Heng (resigned on 5 June 2021)	劉恒(於2021年6月5日辭任)	34	—	—	—	34
Wang Bo (appointed on 6 June 2021)	王波(於2021年6月6日獲委任)	46	—	—	—	46
<b>Supervisors</b>	<b>監事</b>					
Li Qi	李琦	20	—	—	—	20
Feng Qunying (resigned on 5 June 2021)	馮群英(於2021年6月5日辭任)	9	—	—	—	9
Liang Yi (resigned on 20 December 2021)	梁毅(於2021年12月20日辭任)	20	183	192	37	432
Liao Zhenliang (resigned on 5 June 2021)	廖振亮(於2021年6月5日辭任)	13	—	—	—	13
Zhong Jian	鍾堅	30	—	—	—	30
Huang Yuzhen	黃瑜珍	20	155	146	37	358
Liu Shu (appointed on 6 June 2021)	劉樹(於2021年6月6日獲委任)	11	—	—	—	11
Chen Xin (appointed on 6 June 2021)	陳新(於2021年6月6日獲委任)	17	—	—	—	17
Huang Shaoxiong (appointed on 20 December 2021)	黃少雄(於2021年12月20日獲委任)	—	—	—	—	—
		637	1,396	4,893	151	7,077



(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 6 DIRECTORS' AND SUPERVISORS' EMOLUMENTS (CONTINUED)

There were no amounts paid during the years ended 31 December 2022 and 2021 to the directors or supervisors in connection with their retirement from employment or compensation for loss of office with the Group, or inducement to join the Group. During the years ended 31 December 2022 and 2021, except for Gu Lidan and Zhao Wei, there was no arrangement under which a director or supervisor waived or agreed to waive any remuneration. During the years ended 31 December 2022 and 2021, the emolument of Luo Zhenqing, representative of the Company's state-owned shareholder, has been paid by the latter.

## 7 INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, 2022: two (2021: two) are directors of the Company whose emoluments are disclosed in Note 6.

The aggregate of the emoluments in respect of the other 2022: three (2021: three) individuals are as follows:

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Salaries, allowance and benefits in kind	薪酬、津貼及實物福利	686	762
Discretionary bonuses	酌情獎金	2,161	2,340
Retirement scheme contributions	退休計劃供款	82	74
<b>Total</b>	<b>合計</b>	<b>2,929</b>	<b>3,176</b>

The emoluments of the 2022: three (2021: three) individuals with the highest emoluments are all within the following band:

		2022 2022年 Number of Individuals 人數	2021 2021年 Number of Individuals 人數
HKD	港元		
Nil-1,000,000	零至1,000,000	1	1
1,000,001-1,500,000	1,000,001至1,500,000	2	2

## 6 董事及監事薪酬(續)

截至2022年及2021年12月31日止年度，概無就董事或監事於本集團退休或離職賠償或加盟獎勵向彼等支付款項。截至2022年及2021年12月31日止年度，除顧李丹及趙偉外，概無董事或監事放棄或同意放棄任何薪酬的安排。截至2022年及2021年12月31日止年度，本公司國有股東代表羅振清的酬金已由後者支付。

## 7 最高薪酬人士

2022年的五名最高薪酬人士中，其中兩名(2021年：兩名)為本公司董事，彼等的酬金已於附註6披露。

於2022年，其他三名(2021年：三名)個人的薪酬總額分別載列如下：

2022年：三名(2021年：三名)最高薪酬人士的薪酬全屬以下界別：

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 7 INDIVIDUALS WITH HIGHEST EMOLUMENTS (CONTINUED)

There were no amounts paid during the years ended 31 December 2022 and 2021 to the individuals in connection with their retirement from employment or compensation for loss of office with the Group, or inducement to join the Group.

## 7 最高薪酬人士(續)

本集團截至2022年及2021年12月31日止年度未向該等人士支付退休或離職補償或加盟獎勵。

## 8 OTHER COMPREHENSIVE INCOME

### (a) Tax effects relating to each component of other comprehensive income is as follows:

	2022 2022年			2021 2021年			
	Before-tax amount	Tax benefit	Net-of-tax amount	Before-tax amount	Tax expense	Net-of-tax amount	
	稅前數額	稅項利益	扣除稅項數額	稅前數額	稅項開支	扣除稅項數額	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
Net movement in fair value reserve: Financial assets measured at FVOCI	公允價值公積變動淨額：按公允價值計入其他全面收益計量的金融資產	(3,439)	860	(2,579)	6,903	(1,726)	5,177

## 8 其他全面收益

### (a) 其他全面收益各項目之稅務影響如下：

### (b) Components of other comprehensive income, including reclassification adjustments

	2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元	
Changes in fair value recognised during the year: Financial assets measured at FVOCI	於本年度內確認之公允價值變動：按公允價值計入其他全面收益計量的金融資產	(3,439)	6,903
Net deferred tax credited to other comprehensive income	計入其他全面收益的遞延稅項淨額	860	(1,726)
Net movement in the fair value reserve during the year recognised in other comprehensive income	年內於其他全面收益內確認之公允價值公積變動淨額	(2,579)	5,177

### (b) 包括重新分類調整的其他全面收益的組成部分

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 9 EARNINGS PER SHARE

### (a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to ordinary equity shareholders of the Company and the weighted average of ordinary shares in issue during the year, calculated as follows:

		2022 2022年	2021 2021年
Profit attributable to the equity shareholders of the Company (RMB'000)	歸屬於本公司股權持有人的利潤(人民幣千元)	42,582	81,987
Weighted average number of ordinary shares in issue for the purpose of basic earnings per share ('000)	用作計算每股基本收益的已發行普通股加權平均數(千股)	1,560,793	1,560,793
Basic earnings per share (RMB per share)	每股基本收益(每股人民幣元)	0.03	0.05

### (b) Weighted average number of ordinary shares

		2022 2022年	2021 2021年
Issued ordinary shares at 1 January ('000)	於1月1日已發行普通股(千股)	1,560,793	1,560,793
Weighted average number of new issue ('000)	發行新股的加權平均數(千股)	—	—
Weighted average number of ordinary shares at 31 December ('000)	於12月31日普通股的加權平均數(千股)	1,560,793	1,560,793

### (c) Diluted earnings per share

There were no dilutive potential ordinary shares during the years ended 31 December 2022 and 2021, and therefore, diluted earnings per share are the same as the basic earnings per share.

## 9 每股收益

### (a) 每股基本收益

每股基本收益根據年內歸屬於本公司普通股股權持有人的利潤及已發行普通股的加權平均數計算如下：

### (b) 普通股的加權平均數

### (c) 每股稀釋收益

截至2022年及2021年12月31日止年度內，概無潛在稀釋普通股，故每股稀釋收益等同每股基本收益。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 10 CASH AND BANK DEPOSITS

### (a) Cash and cash equivalents comprise:

		At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元	At 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元
Cash in hand	庫存現金	24	24
Cash at banks	銀行存款	844,600	782,417
Cash and cash equivalents in the condensed consolidated cash flow statement	簡明綜合現金流量表的貨幣資金	844,624	782,441
Term deposits with banks	銀行定期存款	11,050	82,242
Restricted bank deposits	使用受限的銀行存款	226,350	217,352
Accrued interest	應計利息	1,082,024 3,468	1,082,035 2,422
		<b>1,085,492</b>	1,084,457

The Group's operation of guarantees and loans to customers services in the PRC are conducted in RMB. RMB is not a freely convertible currency and the remittance of RMB out of the PRC is subject to the relevant rules and regulations of foreign exchange control promulgated by the PRC government. Restricted bank deposits mainly represent certificates of deposit pledged for customers to obtain bank loans. As at 31 December 2022, the Group's demand deposits restricted for use due to judicial freeze amounted to RMB6,902,000 (31 December 2021: RMB6,902,000).

For the purpose of the consolidated cash flow statement, the Group's restricted bank deposits and term deposits with banks have been excluded from cash and cash equivalents.

## 10 現金及銀行存款

### (a) 貨幣資金包括：

本集團在中國經營向客戶提供的擔保及貸款服務以人民幣進行。人民幣並非可自由兌換的貨幣，將人民幣匯出中國境外須受中國政府頒佈的相關外匯管制規則及法規所規限。受限的銀行存款指為客戶取得銀行貸款而質押的存單。於2022年12月31日，因司法凍結，本集團使用受限的活期存款為人民幣6,902,000元（2021年12月31日：人民幣6,902,000元）。

就綜合現金流量表而言，本集團受限的銀行存款及銀行定期存款已自貨幣資金中扣除。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 10 CASH AND BANK DEPOSITS (CONTINUED)

### (b) Reconciliation of profit before taxation to cash generated from operating activities:

## 10 現金及銀行存款(續)

### (b) 稅前利潤與經營活動所產生的現金的對賬：

			2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
<b>Profit before taxation</b>	<b>稅前利潤</b>		<b>69,282</b>	137,250
Adjustments for:	調整：			
Impairment losses	資產減值損失	4(a)	117,549	42,937
Interest expenses	利息支出	2(a)	24,555	26,154
Amortisation of lease rentals	租賃租金攤銷		870	398
Depreciation and amortisation	折舊與攤銷	4(c)	11,024	9,751
Amortisation of guarantee fee expense for debt securities issued	應付債券的發行擔保費支出攤銷		3,339	2,246
Gains on disposal of fixed assets and other non-current assets	出售固定資產及其他非流動資產的收益		(2,391)	(33)
Investment income	投資收益		(4,339)	(10,035)
Profit and loss from fair value changes	公允價值變動損益	3	3,894	13,835
Provisions charged for guarantee losses	計提擔保賠償準備金	24(a)	24,496	10,249
Foreign exchange (gains)/ losses	匯兌(收益)/虧損	3	(9,650)	4,320
Share of losses of associates	應佔聯營公司虧損		9,928	3,022
<b>Changes in working capitals:</b>	<b>營運資金變動：</b>			
Decrease/(increase) from restricted banks deposits and pledged deposits	受限制銀行存款及存出保證金減少/(增加)		222,366	(73,429)
Increase in loans and advances to customers	發放貸款及墊款增加		(120,918)	(133,494)
Increase in trade and other receivables	應收及其他應收款項增加		(186,439)	(135,181)
Decrease in customer pledged deposits	存入保證金減少		(179,674)	(20,791)
Increase in accruals and other payables	應計及其他應付款項增加		13,111	8,390
<b>Cash used in operations</b>	<b>經營活動所用的現金</b>		<b>(2,997)</b>	(114,411)

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 10 CASH AND BANK DEPOSITS (CONTINUED)

### (c) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated cash flow statement as cash flows from financing activities.

## 10 現金及銀行存款(續)

### (c) 融資活動所產生負債的對賬

下表列示本集團融資活動所產生負債變動之詳情，包括現金及非現金變動。融資活動所產生負債之過往及將來之現金流量均作為融資活動所產生現金流量歸類至本集團綜合現金流量表。

		Interest-bearing borrowings	Debt securities issued	Fixed return payable for other financial instruments	Other financial instruments	Lease liabilities	Others	Total
		計息借款	應付債券	應付固定回報	其他金融工具	租賃負債	其他	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		Note 23	Note 26	Note 27	Note 27	Note 29		
		附註23	附註26	附註27	附註27	附註29		
At 1 January 2022	於2022年1月1日	69,300	268,710	5,484	105,848	15,046	15,523	479,911
<b>Changes from financing cash flows:</b>	<b>融資現金流量之變動：</b>							
Proceeds from other financial instruments	其他金融工具所產生的現金	—	—	—	10,000	—	—	10,000
Proceeds from acquiring new borrowings	取得新增借款所產生的現金	297,400	—	—	—	—	—	297,400
Proceeds from issuance of debt securities	發行應付債券所產生的現金	—	239,040	—	—	—	—	239,040
Repayment of borrowings	償還借款	(204,000)	—	—	—	—	—	(204,000)
Payment of interests of debt securities	支付應付債券利息	—	(11,960)	—	—	—	—	(11,960)
Payment of fixed return of other financial instruments	支付其他金融工具的固定回報	—	—	(5,780)	—	—	—	(5,780)
Interest paid	已付利息	(6,887)	—	—	—	—	57	(6,830)
Payment for leases principle	支付租賃本金	—	—	—	—	(4,506)	—	(4,506)
Payment for leases interest	支付租賃利息	—	—	—	—	(870)	—	(870)
<b>Total changes from financing cash flows</b>	<b>融資現金流量之變動總額</b>	<b>86,513</b>	<b>227,080</b>	<b>(5,780)</b>	<b>10,000</b>	<b>(5,376)</b>	<b>57</b>	<b>312,494</b>
<b>Other changes:</b>	<b>其他變動：</b>							
Interest expenses	利息支出	6,887	15,048	—	—	—	2,620	24,555
Interest income	利息收入	—	—	—	(2,379)	—	—	(2,379)
Increase in lease liabilities from entering into new leases during the year	年內訂立新租賃產生的租賃負債增加	—	—	—	—	8,425	—	8,425
Amortisation of lease rentals	租賃租金攤銷	—	—	—	—	870	—	870
<b>Total other changes</b>	<b>其他變動之總額</b>	<b>6,887</b>	<b>15,048</b>	<b>—</b>	<b>(2,379)</b>	<b>9,295</b>	<b>2,620</b>	<b>31,471</b>
At 31 December 2022	於2022年12月31日	162,700	510,838	(296)	113,469	18,965	18,200	823,876

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 10 CASH AND BANK DEPOSITS (CONTINUED)

### (c) Reconciliation of liabilities arising from financing activities (CONTINUED)

## 10 現金及銀行存款(續)

### (c) 融資活動所產生負債的對賬(續)

		Interest-bearing borrowings	Debt securities issued	Fixed return payable for other financial instruments	Other financial instruments	Lease liabilities	Others	Total
		計息借款	應付債券	應付固定回報	其他金融工具	租賃負債	其他	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		Note 23	Note 26	Note 27	Note 27	Note 29		
		附註23	附註26	附註27	附註27	附註29		
<b>At 1 January 2021</b>	<b>於2021年1月1日</b>	137,500	—	3,960	55,404	8,150	4,999	210,013
<b>Changes from financing cash flows:</b>	<b>融資現金流量之變動：</b>							
Proceeds from disposal of shareholding in a subsidiary	處置一間子公司的股權所產生的現金	—	—	—	—	—	10,702	10,702
Proceeds from new acquiring borrowings	新增借款所產生的現金	90,300	—	—	—	—	—	90,300
Proceeds from issuance of debt securities	發行應付債券所產生的現金	—	258,960	—	—	—	—	258,960
Repayment of borrowings	償還借款	(158,500)	—	—	—	—	—	(158,500)
Payment of fixed return of other financial instruments	支付其他金融工具的固定回報	—	—	(3,960)	—	—	—	(3,960)
Interest paid	已付利息	(6,070)	—	—	—	—	(1,683)	(7,753)
Payment for leases principle	支付租賃本金	—	—	—	—	(3,764)	—	(3,764)
Payment for leases interest	支付租賃利息	—	—	—	—	(398)	—	(398)
<b>Total changes from financing cash flows</b>	<b>融資現金流量之變動總額</b>	(74,270)	258,960	(3,960)	—	(4,162)	9,019	185,587
<b>Other changes:</b>	<b>其他變動：</b>							
Interest expenses	利息支出	6,070	9,750	5,484	3,345	—	1,505	26,154
Modification of other financial instrument	修改其他金融工具	—	—	—	47,099	—	—	47,099
Increase in lease liabilities from entering into new leases during the year	年內訂立新租賃產生的租賃負債增加	—	—	—	—	10,660	—	10,660
Amortisation of lease rentals	租賃租金攤銷	—	—	—	—	398	—	398
<b>Total other changes</b>	<b>其他變動之總額</b>	6,070	9,750	5,484	50,444	11,058	1,505	84,311
<b>At 31 December 2021</b>	<b>於2021年12月31日</b>	69,300	268,710	5,484	105,848	15,046	15,523	479,911

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 10 CASH AND BANK DEPOSITS (CONTINUED)

### (d) Total cash outflow for leases

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within financing cash flows	屬於融資現金流量	(5,376)	(4,162)
		(5,376)	(4,162)

## 11 PLEDGED DEPOSITS

All pledged deposits represent the deposits at banks and other financial institutions for the financing guarantees that the Group provides to third parties in respect of their borrowings from banks and other financial institutions.

## 10 現金及銀行存款(續)

### (d) 租賃現金流出總額

## 11 存出保證金

所有存出保證金指本集團就第三方自銀行及其他金融機構獲取的借款向第三方提供融資擔保而須存放於銀行及其他金融機構的保證金。



(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 12 TRADE AND OTHER RECEIVABLES

## 12 應收及其他應收款項

			At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元	At 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元
Receivables for default guarantee payments	應收違約擔保付款	(i)/12(a)(i)	474,459	305,500
Less: Allowance for doubtful debts	減：呆賬撥備	12(b)(i)	(127,754)	(78,491)
			<b>346,705</b>	227,009
Receivables from guarantee customers	應收擔保客戶款項	(ii)/12(a)(ii)	182,742	195,844
Less: Allowance for doubtful debts	減：呆賬撥備	12(b)(ii)	(48,200)	(45,559)
			<b>134,542</b>	150,285
Interest receivables	應收利息		9,375	9,428
Less: Allowance for interest receivables	減：應收利息撥備		(2,473)	(2,280)
			<b>6,902</b>	7,148
Prepayment for investment	用於投資的預付款項	(v)	210,000	—
Prepayment to a related party	向關聯方的預付款項		92,600	79,027
Loan to related parties	授予關聯方的貸款	(iv)/34(d)	67,260	71,060
Trade debtors	貿易應收賬款	12(a)(iii)	47,488	69,085
Receivables from debt purchased	應收已購債項	(iii)	54,574	51,454
Receivables from a related party	應收關聯方款項	34(d)	—	10,000
Other receivables	其他應收款項		5,756	13,547
			<b>477,678</b>	294,173
Repossessed assets	抵債資產	(vi)	29,896	29,268
Deposits and prepayments	按金及預付款項		27,494	26,712
			<b>57,390</b>	55,980
			<b>1,023,217</b>	734,595

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 12 TRADE AND OTHER RECEIVABLES (CONTINUED)

As at 31 December 2022, receivables from other receivables, deposits and prepayments and repossessed assets expected to be recovered or recognized as expense after more than one year is RMB34.4 million (31 December 2021: RMB32.30 million). All of the remaining trade and other receivables are expected to be recovered or recognized as expense within one year.

- (i) During the year ended 31 December 2022, the Group disposed of receivables for default guarantee payments amounted to RMB2,333,000 (2021: RMB2,000,000) with no allowances for doubtful debts (2021: RMB nil), without recourse to other parties at considerations (including considerations of overdue interests and penalty interests) amounted to RMB700,000 (2021: RMB2,200,000).
- (ii) During the year ended 31 December 2022, the Group disposed of receivables from guarantee customers amounted to RMB5,593,000 (2021: RMB6,195,000) with no allowances for doubtful debts (2021: RMB nil), without recourse to other parties at considerations (including considerations of overdue interests and penalty interests) amounted to RMB5,193,000 (2021: RMB6,197,000).
- (iii) On 28 December 2018, the Group entered into a debt purchase contract with Guangdong Join-Share Holding Co., Ltd. such that the Group purchased the creditor's right and relevant interests, amounting to RMB41,874,000, of Foshan Zhongsheng Properties Co., Ltd. at a price of RMB42,094,000. The Group is entitled to receive interest on the principal of RMB26,000,000 at a fixed interest rate of 12% per annum.
- (iv) The interest on the loan to related parties is 8% per annum.

## 12 應收及其他應收款項(續)

於2022年12月31日，預期將於一年多以後獲收回或確認為開支的其他應收款項、按金及預付款項以及抵債資產為人民幣34.4百萬元(2021年12月31日：人民幣32.30百萬元)。所有餘下應收及其他應收款項預期將於一年內獲收回或確認為開支。

- (i) 於截至2022年12月31日止年度內，本集團出售金額為人民幣2,333,000元(2021年：人民幣2,000,000元)的無追索權且無呆賬撥備(2021年：人民幣零元)應收違約擔保付款予其他各方，代價(包括逾期利息及罰息的代價)為人民幣700,000元(2021年：人民幣2,200,000元)。
- (ii) 於截至2022年12月31日止年度內，本集團出售金額為人民幣5,593,000元(2021年：人民幣6,195,000元)的無追索權且無呆賬撥備(2021年：人民幣零元)應收擔保客戶款項予其他各方，代價(包括逾期利息及罰息的代價)為人民幣5,193,000元(2021年：人民幣6,197,000元)。
- (iii) 於2018年12月28日，本集團與廣東中盈盛達控股股份有限公司訂立債務購買合約，因此本集團購入佛山市中盛置業有限公司總值人民幣41,874,000元的債權人權利及相關權益，作價人民幣42,094,000元。本集團有權收取本金人民幣26,000,000元按固定年利率12%計算的利息。
- (iv) 授予關聯方的貸款年利率為8%。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 12 TRADE AND OTHER RECEIVABLES (CONTINUED)

- (v) In 2022, the Group entered into a shareholders' agreement with Guangdong Utrust Financing Guarantee Group Co., Ltd. (Guangdong Utrust) and Foshan High-Tech Industry Investment Development Company Limited, to establish a joint venture, Guangdong Zhongying Shengda Finance Guarantee Company Limited (the "New Company ") with a registered capital of RMB300,000,000. As of 31 December 2022, the Company paid a capital contribution of RMB210,000,000, accounting for 70.00% of the capital contribution of the New Company. The New Company was formally established on 3 February 2023.
- (vi) In 2022, the Group entered into an agreement to transfer a group of repossessed assets amounted to RMB9,004,800 to a third party irrevocably for RMB9,004,800, which has been received in advance. As of the date of this report, the transfer procedures of this group of repossessed assets have not been completed. Please see Note 25(b)(ii).

## 12 應收及其他應收款項(續)

- (v) 於2022年，本集團與廣東粵財融資擔保集團有限公司(「廣東粵財」)和佛山高新技術產業投資發展有限公司訂立股東協議，以成立合資企業廣東中盈盛達融資擔保有限公司(「新公司」)，註冊資本為人民幣300,000,000元。截至2022年12月31日，本公司的出資額為人民幣210,000,000元，佔新公司出資額的70.00%。新公司於2023年2月3日正式成立。
- (vi) 於2022年，本集團訂立協議，以人民幣9,004,800元不可撤銷地將一組已預收抵債資產轉讓予第三方。截至本報告日期，該組抵債資產的過戶手續尚未辦理完畢。請參閱附註25(b)(ii)。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 12 TRADE AND OTHER RECEIVABLES (CONTINUED)

### (a) Ageing analysis:

As of the end of the reporting period, the ageing analysis of receivables for default guarantee payments and receivables from guarantee customers, based on the transaction date and net of allowance for doubtful debts, is as follows:

#### (i) Receivables for default guarantee payments

		At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元	At 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元
Within 1 year	一年以內	188,646	108,262
Over 1 year but less than 2 years	一至二年	103,372	54,320
Over 2 years but less than 3 years	二至三年	52,879	91,117
Over 3 years but less than 5 years	三至五年	87,636	10,573
Over 5 years	五年以上	41,926	41,228
Subtotal	小計	474,459	305,500
Less: Allowance for doubtful debts	減：呆賬撥備	(127,754)	(78,491)
		346,705	227,009

Receivables for default guarantee payments are due from the date of payment. Further details on the Group's credit policy are set out in Note 32(a).

## 12 應收及其他應收款項(續)

### (a) 賬齡分析：

於報告期末，根據交易日期及扣除呆賬撥備後的應收違約擔保付款及應收擔保客戶款項的賬齡分析如下：

#### (i) 應收違約擔保付款

應收違約擔保付款於付款日期到期。本集團信貸政策進一步資料載列於附註32(a)。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 12 TRADE AND OTHER RECEIVABLES (CONTINUED)

### (a) Ageing analysis: (CONTINUED)

#### (ii) Receivables from guarantee customers

		At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元	At 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元
Within 1 year	一年以內	22,841	26,942
Over 1 year but less than 2 years	一至二年	26,391	52,198
Over 2 years but less than 3 years	二至三年	27,198	9,288
Over 3 years but less than 5 years	三至五年	28,498	66,424
Over 5 years	五年以上	77,814	40,992
Subtotal	小計	182,742	195,844
Less: Allowance for doubtful debts	減：呆賬撥備	(48,200)	(45,559)
		134,542	150,285

The ageing of receivables from guarantee customers is from the date of payment. Further details on the Group's credit policy are set out in Note 32(a).

## 12 應收及其他應收款項(續)

### (a) 賬齡分析：(續)

#### (ii) 應收擔保客戶款項

應收擔保客戶款項的賬齡自付款日期起計。本集團信貸政策進一步資料載列於附註32(a)。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

12 TRADE AND OTHER RECEIVABLES (CONTINUED)

12 應收及其他應收款項(續)

(a) Ageing analysis: (CONTINUED)

(a) 賬齡分析：(續)

(iii) Trade debtors

(iii) 應收貿易賬款

		At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元	At 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元
Within 1 year	一年以內	32,829	66,746
Over 1 year but less than 2 years	一至二年	14,769	982
Over 2 years but less than 3 years	二至三年	286	1,357
Over 3 years	三年以上	67	—
Subtotal	小計	47,951	69,085
Less: Allowance for doubtful debts	減：呆賬撥備	(463)	—
		47,488	69,085

The ageing of receivables from guarantee customers is from the date of payment. Further details on the Group's credit policy and credit risk arising from trade debtors and bills receivable are set out in Note 32(a).

應收擔保客戶款項的賬齡自付款日期起計。本集團信貸政策以及應收貿易賬款及應收票據產生的信貸風險的進一步詳情載列於附註32(a)。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 12 TRADE AND OTHER RECEIVABLES (CONTINUED)

- (b) Impairment of receivables for default guarantee payments and receivables from guarantee customers:

Impairment losses in respect of receivables for default guarantee payments and receivables from guarantee customers are recorded using an allowance unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against receivables for default guarantee payments and receivables from guarantee customers (see Note 1(j)(ii))

The movement in the allowance for receivables for default guarantee payments and receivables from guarantee customers during the years ended 31 December 2022 and 2021, are as follows:

### (i) Receivables for default guarantee payments

		At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元	At 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元
As at 1 January	於1月1日	78,491	65,149
Impairment losses recognised in the consolidated statement of profit or loss	於綜合損益表確認的減值虧損	56,615	22,332
Amounts written off	核銷金額	(7,352)	(10,697)
Amounts recovered	收回已核銷金額	—	1,707
As at 31 December	於12月31日	127,754	78,491

## 12 應收及其他應收款項(續)

- (b) 應收違約擔保付款及應收擔保客戶款項的減值：

應收違約擔保付款及應收擔保客戶款項的減值損失以撥備賬記錄，除非本集團認為收回有關款項的機會甚微，在該情況下，減值損失將從應收違約擔保付款及應收擔保客戶款項(見附註1(j)(ii))核銷。

截至2022年及2021年12月31日止年度，應收違約擔保付款及應收擔保客戶款項的準備變動如下：

### (i) 應收違約擔保付款

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 12 TRADE AND OTHER RECEIVABLES (CONTINUED)

(b) Impairment of receivables for default guarantee payments and receivables from guarantee customers:  
(CONTINUED)

### (ii) Receivables from guarantee customers

		2022 2022年			
		12-month ECL 12個月預期 信貸虧損 RMB'000 人民幣千元	Lifetime ECL not credit-impaired 無信貸減值的 生命週期預期 信貸虧損 RMB'000 人民幣千元	Lifetime ECL credit-impaired 存在信貸減值的 生命週期預期 信貸虧損 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
As at 1 January 2022	於2022年1月1日	—	8,267	37,292	45,559
Transfer to lifetime ECL credit-impaired	轉撥至存在信貸減值的生命週期預期信貸虧損	—	(8,267)	8,267	—
Net re-measurement of loss allowance	虧損準備重新計量淨額	—	—	203	203
Receivables from guarantee customers newly originated	來自新發放客戶擔保的應收款項	—	739	1,699	2,438
As at 31 December 2022	於2022年12月31日	—	739	47,461	48,200

## 12 應收及其他應收款項(續)

(b) 應收違約擔保付款及應收擔保客戶款項的減值：(續)

### (ii) 應收擔保客戶款項

		2021 2021年			
		12-month ECL 12個月預期 信貸虧損 RMB'000 人民幣千元	Lifetime ECL not credit-impaired 無信貸減值的 生命週期預期 信貸虧損 RMB'000 人民幣千元	Lifetime ECL credit-impaired 存在信貸減值的 生命週期預期 信貸虧損 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
As at 1 January 2021	於2021年1月1日	—	9,277	46,323	55,600
Transfer to lifetime ECL credit-impaired	轉撥至存在信貸減值的生命週期預期信貸虧損	—	(3,980)	3,980	—
Net re-measurement of loss allowance	虧損準備重新計量淨額	—	(895)	(6,575)	(7,470)
Receivables from guarantee customers newly originated	來自新發放客戶擔保的應收款項	—	3,865	677	4,542
Uncollectible amounts write-off	無法收回的已核銷金額	—	—	(7,113)	(7,113)
As at 31 December 2021	於2021年12月31日	—	8,267	37,292	45,559



(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

### 13 LOANS AND ADVANCES TO CUSTOMERS

#### (a) Analysed by nature

		At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元	At 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元
Entrusted loans	委託貸款	231,418	234,918
Micro-lending	小額貸款	550,739	434,654
Gross loans and advances to customers	發放貸款及墊款總額	782,157	669,572
Accrued interest	應計利息	5,800	5,232
Total allowances for impairment losses	減值損失準備總額	(74,812)	(56,462)
Net loans and advances to customers	發放貸款及墊款淨額	713,145	618,342

### 13 發放貸款及墊款

#### (a) 按性質分析

#### (b) Analysed by industry sector

		At 31 December 2022 於2022年12月31日		At 31 December 2021 於2021年12月31日	
		RMB'000 人民幣千元	%	RMB'000 人民幣千元	%
Service sector	服務業	370,869	48%	296,293	44%
Wholesale and retail	批發和零售業	301,036	38%	267,229	40%
Manufacturing	製造業	110,252	14%	103,050	15%
Others	其他	—	0%	3,000	1%
Gross loans and advances to customers	發放貸款及墊款總額	782,157	100%	669,572	100%

#### (b) 按行業分析

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

### 13 LOANS AND ADVANCES TO CUSTOMERS (CONTINUED)

#### (c) Analysed by type of collateral

		At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元	At 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元
Secured loans	有抵押貸款	434,393	222,902
Unsecured loans	無抵押貸款	35,208	78,112
Others	其他貸款	312,556	368,558
Gross loans and advances to customers	發放貸款及墊款總額	<b>782,157</b>	669,572

- Secured loans: Secured loans refer to the loan and advances which are secured by collateral that meets the following standards: (i) such collateral has been registered with the relevant governmental authorities; (ii) the market value of such collateral can be easily observed; and (iii) the Group has priorities over other beneficiaries on such collateral. Such collateral mainly includes real estates and land use rights.
- Unsecured loans: Unsecured loans refer to the loan and advances which are not secured by collateral or counter-guaranteed.
- Others: Others refer to loans and advances guaranteed by guarantors, or secured by collateral, the market value of which may be subject to depreciation or cannot be easily observed, or on which the Group does not have priorities over other beneficiaries. Such collateral includes unregistrable real properties, land use rights, and registrable account receivables, vehicles, machineries, inventories and equity interests.

### 13 發放貸款及墊款(續)

#### (c) 按擔保方式分析

- 有抵押貸款：有抵押貸款指由符合下列標準的抵押品作抵押的貸款及墊款：(i)該抵押品已向相關政府機關登記；(ii)該抵押品的市場價值可輕易找出；及(iii)本集團相比其他受益人對該抵押品享有優先受償權。該類抵押品主要包括房地產及土地使用權。
- 無抵押貸款：無抵押貸款指並無抵押品或反擔保的貸款及墊款。
- 其他貸款：其他貸款指由擔保人擔保，或由市值可能貶值或不容易獲得或本集團相比其他受益人無優先受償權的抵押品作抵押的貸款及墊款。該類抵押品包括不可登記的房地產、土地使用權，以及可登記的應收賬款、汽車、機器、存貨及股權。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

### 13 LOANS AND ADVANCES TO CUSTOMERS (CONTINUED)

### 13 發放貸款及墊款(續)

#### (d) Overdue loans analysed by overdue period

#### (d) 按逾期分析的已逾期貸款

		At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元	At 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元
Overdue within 3 months (inclusive)	逾期三個月以內 (含三個月)	10,596	8,746
Overdue more than 3 months to 6 months (inclusive)	逾期三個月以上至 六個月(含六個月)	67	—
Overdue more than 6 months to one year (inclusive)	逾期六個月以上至一年 (含一年)	1,268	1,686
Overdue more than one year	逾期一年以上	105,449	114,250
		117,380	124,682

#### (e) Analysed by methods for assessing allowances for impairment losses

#### (e) 按減值損失準備評估方式分析

		At 31 December 2022 於2022年12月31日			
		12-month ECL 12個月預期 信貸虧損 RMB'000 人民幣千元	Lifetime ECL not credit- impaired 無信貸減值的 生命週期預期 信貸虧損 RMB'000 人民幣千元	Lifetime ECL credit- impaired 存在信貸減值的 生命週期預期 信貸虧損 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Entrusted loans	委託貸款	127,000	—	104,418	231,418
Micro-lending	小額貸款	522,411	7,780	20,548	550,739
Gross loans and advances to customers	發放貸款及墊款總額	649,411	7,780	124,966	782,157
Less: Allowances for impairment losses	減：減值損失準備	(26,271)	(1,416)	(47,125)	(74,812)
Net loans and advances to customers (excluding accrued interest)	發放貸款及墊款 淨額(不包括 應計利息)	623,140	6,364	77,841	707,345

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

**13 LOANS AND ADVANCES TO CUSTOMERS  
(CONTINUED)**

**13 發放貸款及墊款(續)**

**(e) Analysed by methods for assessing allowances for impairment losses (CONTINUED)**

**(e) 按減值損失準備評估方式分析(續)**

		At 31 December 2021 於2021年12月31日			
		12-month ECL	Lifetime ECL not credit-impaired	Lifetime ECL credit-impaired	Total
		12個月預期 信貸虧損	無信貸減值的 生命週期預期 信貸虧損	存在信貸減值的 生命週期預期 信貸虧損	合計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Entrusted loans	委託貸款	122,500	—	112,418	234,918
Micro-lending	小額貸款	415,923	—	18,731	434,654
Gross loans and advances to customers	發放貸款及墊款總額	538,423	—	131,149	669,572
Less: Allowances for impairment losses	減：減值損失準備	(19,133)	—	(37,329)	(56,462)
Net loans and advances to customers (excluding accrued interest)	發放貸款及墊款淨額 (不包括應計利息)	519,290	—	93,820	613,110

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

### 13 LOANS AND ADVANCES TO CUSTOMERS (CONTINUED)

#### (f) Movements of allowances for impairment losses

### 13 發放貸款及墊款(續)

#### (f) 減值損失準備變動

		2022 2022年			
		12-month ECL	Lifetime ECL not credit- impaired	Lifetime ECL credit- impaired	Total
		12個月預期 信貸虧損	無信貸減值的 生命週期預期 信貸虧損	存在信貸減值的 生命週期預期 信貸虧損	合計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
As at 1 January 2022	於2022年1月1日	19,133	—	37,329	56,462
Transfer to lifetime ECL not credit-impaired	轉撥至無信貸減值的生命週期預期信貸虧損	(54)	54	—	—
Transfer to lifetime ECL credit-impaired	轉撥至存在信貸減值的生命週期預期信貸虧損	(166)	—	166	—
Net re-measurement of loss allowance	虧損準備重新計量淨額	(18,627)	124	16,164	(2,339)
Loans and advances newly originated	新發放貸款及墊款	25,985	1,238	1,799	29,022
Write-offs	已核銷	—	—	(8,333)	(8,333)
As at 31 December 2022	於2022年12月31日	26,271	1,416	47,125	74,812
		2021 2021年			
		12-month ECL	Lifetime ECL not credit- impaired	Lifetime ECL credit- impaired	Total
		12個月預期 信貸虧損	無信貸減值的 生命週期預期 信貸虧損	存在信貸減值的 生命週期預期 信貸虧損	合計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
As at 1 January 2021	於2021年1月1日	13,755	55	24,276	38,086
Transfer to lifetime ECL credit-impaired	轉撥至存在信貸減值的生命週期預期信貸虧損	(67)	(55)	122	—
Net re-measurement of loss allowance	虧損準備重新計量淨額	(13,248)	—	8,901	(4,347)
Loans and advances newly originated	新發放貸款及墊款	18,693	—	6,030	24,723
Write-offs	已核銷	—	—	(2,000)	(2,000)
As at 31 December 2021	於2021年12月31日	19,133	—	37,329	56,462

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 14 FACTORING RECEIVABLES

## 14 應收保理款項

		At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元	At 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元
Factoring receivables	應收保理款項	222,428	187,242
Less: Allowances for factoring receivables	減：應收保理款項準備	(42,769)	(12,834)
		<b>179,659</b>	<b>174,408</b>

As at 31 December 2022, factoring receivables of RMB20,000,000 is pledged for a bank loan amounting to RMB30,000,000. Please see Note 23.

於2022年12月31日，其中人民幣20,000,000元應收保理款項為人民幣30,000,000元銀行貸款作抵押。請參閱附註23。

### (a) Ageing analysis

As at 31 December, the ageing analysis of receivables for factoring business, based on the invoices date and net of allowance for doubtful debts, is as follows:

### (a) 賬齡分析

於12月31日，保理業務應收款項（扣除呆賬撥備）按發票日期的賬齡分析如下：

		At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元	At 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元
Within 1 year	一年內	110,409	122,292
Over 1 year but less than 2 years	一至二年	47,101	27,000
Over 2 years but less than 3 years	二至三年	27,000	37,950
Overdue more than 3 years	三年以上	37,918	—
Less: Allowances for factoring receivables	減：應收保理款項撥備	(42,769)	(12,834)
		<b>179,659</b>	<b>174,408</b>

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 14 FACTORING RECEIVABLES (CONTINUED)

### (b) Impairment of factoring receivables

Impairment losses in respects of receivables for factoring business are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against receivables for factoring business directly.

The movement in the allowance for doubtful debts during the year ended 31 December 2022 and 2021 is as follows:

## 14 應收保理款項(續)

### (b) 應收保理款項減值

保理業務應收款項的減值損失使用撥備賬入賬，除非本集團信納收回有關款項的可能性極低，在此情況下，減值損失直接從保理業務應收款項中核銷。

以下為截至2022年及2021年12月31日止年度的呆賬撥備變動：

		2022 2022年			
		12-month ECL	Lifetime ECL not credit- impaired	Lifetime ECL credit- impaired	Total
		12個月預期 信貸虧損	無信貸減值的 生命週期預期 信貸虧損	存在信貸減值的 生命週期預期 信貸虧損	合計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
As at 1 January 2022	於2022年1月1日	1,427	64	11,343	12,834
Transfer to lifetime ECL not credit-impaired	轉撥至無信貸減值的生命週期預期信貸虧損	(360)	360	—	—
Transfer to lifetime ECL credit-impaired	轉撥至存在信貸減值的生命週期預期信貸虧損	(383)	(65)	448	—
Net re-measurement of loss allowance	虧損準備重新計量淨額	(683)	3,010	15,329	17,656
Factoring receivables newly originated	新產生的應收保理款項	598	—	11,681	12,279
As at 31 December 2022	於2022年12月31日	599	3,369	38,801	42,769

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 14 FACTORING RECEIVABLES (CONTINUED)

### (b) Impairment of factoring receivables (CONTINUED)

		2021 2021年			
		12-month ECL	Lifetime ECL not credit- impaired	Lifetime ECL credit- impaired	Total
		12個月預期 信貸虧損	無信貸減值的 生命週期預期 信貸虧損	存在信貸減值的 生命週期預期 信貸虧損	合計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
As at 1 January 2021	於2021年1月1日	1,397	1,903	3	3,303
Transfer to lifetime ECL not credit-impaired	轉撥至無信貸減值的 生命週期預期信貸 虧損	(219)	(1,894)	2,113	—
Net re-measurement of loss allowance	虧損準備重新計量 淨額	(905)	(10)	8,069	7,154
Factoring receivables newly originated	新產生的應收保理 款項	1,154	65	1,158	2,377
As at 31 December 2021	於2021年12月31日	1,427	64	11,343	12,834

## 15 FINANCIAL ASSETS MEASURED AT FVOCI

## 15 按公允價值計入其他全面收益計量的金融資產

		At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元	At 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元
Unlisted equity investments	非上市股權投資	76,163	73,002



(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 16 FINANCIAL ASSETS MEASURED AT FVPL

## 16 按公允價值計入損益計量的金融資產

			At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元	At 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元
Convertible bonds	可轉換債券	(i)	24,928	25,024
Unlisted equity investments	非上市股權投資		12,975	6,070
Redemption option arising from unlisted equity investments	非上市股權投資產生的 回購權	(ii)	3,040	—
			<b>40,943</b>	31,094

(i) The Group has waived its rights to convert the above bonds for common stocks in the issuing companies.

(i) 本集團已放棄將上述債券轉換為發行公司普通股的權利。

(ii) The Group has redemption option for part of the unlisted equity investments. Such redemption option is usually provided by the beneficial shareholders of the investees ("repurchase obligor"). Under certain conditions, the Group has the right to require the repurchase obligor to repurchase the Group's interest in investees. The repurchase value is the aggregate amount of the Group's initial investment cost and the agreed gain over the investment period. The Group measures the financial assets arising from this repurchase right at fair value.

(ii) 本集團對部分非上市股權投資擁有回購權。該回購權通常由被投資方的實益股東(「回購義務人」)提供。在若干條件下，本集團有權要求回購義務人回購本集團於被投資方的權益。回購價值為本集團初始投資成本及投資期間協定收益的總額。本集團按公允價值計量該回購權產生的金融資產。

## 17 RECEIVABLE INVESTMENTS

## 17 應收款項類投資

			At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元	At 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元
Bonds	債券		25,000	25,000
Trust products	信託產品		7,000	7,000
Wealth management products	理財產品		—	1,460
Subtotal	小計		<b>32,000</b>	33,460
Accrued interest	應計利息		1,364	1,215
Less: Allowances for impairment losses	減：減值損失準備		<b>(7,213)</b>	(6,163)
			<b>26,151</b>	28,512

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 18 INVESTMENTS IN SUBSIDIARIES

The following list contains only the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary unless otherwise stated:

## 18 於子公司投資

下表僅載列主要影響本集團業績、資產或債務的子公司詳情。除另有註明外，所持有之股份均為普通股：

Names of companies 公司名稱	Place of business 營業地點	Date and place of incorporation/ establishment/ 註冊成立/ 成立日期及地點	Proportion of ownership interest As at 31 December 2022 所有權權益比例於2022年12月31日					Principal activities 主要業務
			Registered capital 註冊資本	Paid-in capital 實繳資本	Group's effective interest 本集團 實際權益	Held by the Company 本公司持有	Held by a subsidiary 子公司持有	
Foshan Join-Share Investment and Financing Consultancy Co., Ltd. ("Foshan Consultancy") (佛山中盈盛達投融資諮詢服務有限公司)	Foshan	11 November 2005 the PRC	RMB 10,000,000	RMB 10,000,000	100%	—	100%	Investment and Consulting
佛山中盈盛達投融資諮詢服務有限公司 (「佛山投融資」)	佛山	2005年11月11日 中國	人民幣 10,000,000元	人民幣 10,000,000元	100%	—	100%	投資及諮詢
Foshan Join-Share Industrial Investment Co., Ltd. ("Foshan Industrial Investment") (佛山中盈興業投資有限公司)	Foshan	29 September 2007 the PRC	RMB 5,100,000	RMB 5,100,000	100%	—	100%	Investment and Consulting
佛山中盈興業投資有限公司(「佛山中盈興業」)	佛山	2007年9月29日 中國	人民幣 5,100,000元	人民幣 5,100,000元	100%	—	100%	投資及諮詢
Anhui Join-Share Financing Guarantee Co., Ltd. ("Anhui Join-Share") (安徽中盈盛達融資擔保有限公司)	Hefei	31 August 2009 the PRC	RMB 200,000,000	RMB 200,000,000	63.05%	63.05%	—	Guarantee
安徽中盈盛達融資擔保有限公司 (「安徽中盈盛達」)	合肥	2009年8月31日 中國	人民幣 200,000,000元	人民幣 200,000,000元	63.05%	63.05%	—	擔保
Hefei Join-Share Consultancy Service Co., Ltd. ("Hefei Consultancy") (合肥中盈盛達諮詢服務有限公司)	Hefei	8 May 2010 the PRC	RMB 1,000,000	RMB 1,000,000	63.05%	—	100%	Consulting
合肥中盈盛達諮詢服務有限公司 (「合肥中盈盛達」)	合肥	2010年5月8日 中國	人民幣 1,000,000元	人民幣 1,000,000元	63.05%	—	100%	諮詢
Foshan Join-Share Micro Credit Co., Ltd. ("Foshan Micro Credit") (佛山中盈盛達小額貸款有限公司)	Foshan	30 May 2011 the PRC	RMB 300,000,000	RMB 300,000,000	58.00%	—	58.00%	Microcredit
佛山中盈盛達小額貸款有限公司 (「佛山小額貸款」)	佛山	2011年5月30日 中國	人民幣 300,000,000元	人民幣 300,000,000元	58.00%	—	58.00%	小額貸款
Zhongshan Join-Share Technology Financing Guarantee Investment Co., Ltd. ("Zhongshan Join-Share") (中山中盈盛達科技融資擔保投資有限公司)	Zhongshan	8 July 2014 the PRC	RMB 200,000,000	RMB 200,000,000	100%	47%	—	Guarantee
中山中盈盛達科技融資擔保投資有限公司 (「中山中盈盛達」)	中山	2014年7月8日 中國	人民幣 200,000,000元	人民幣 200,000,000元	100%	47%	—	擔保
Guangdong Join-Share Capital Investment Co., Ltd. ("Guangdong Capital Investment") (廣東中盈盛達資本管理有限公司)	Foshan	27 April 2016 the PRC	RMB 212,000,000	RMB 212,000,000	100%	100%	—	Investment and Consulting
廣東中盈盛達資本管理有限公司 (「廣東資本管理」)	佛山	2016年4月27日 中國	人民幣 212,000,000元	人民幣 212,000,000元	100%	100%	—	投資及諮詢

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 18 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

## 18 於子公司投資(續)

Names of companies 公司名稱	Place of business 營業地點	Date and place of incorporation/ establishment 註冊成立/ 成立日期及地點	Registered capital 註冊資本	Paid-in capital 實繳資本	Proportion of ownership interest As at 31 December 2022 所有權權益比例於2022年12月31日			Principal activities 主要業務
					Group's effective interest 本集團 實際權益	Held by the Company 本公司持有	Held by a subsidiary 子公司持有	
Guangdong Join-Share Supply Chain Services Co., Ltd. ("Guangdong Supply Chain") (廣東中盈盛達供應鏈管理有限公司)	Foshan	14 April 2017 the PRC	RMB 50,000,000	RMB 50,000,000	85%	—	85%	Supply Chain Services
廣東中盈盛達供應鏈管理有限公司 (「廣東供應鏈」)	佛山	2017年4月14日 中國	人民幣 50,000,000元	人民幣 50,000,000元	85%	—	85%	供應鏈服務
Guangdong Join-Share Commercial Factoring Co., Ltd. ("Guangdong Commercial Factoring") (廣東中盈盛達商業保理有限公司)	Foshan	17 November 2017 the PRC	RMB 50,000,000	RMB 50,000,000	100%	—	100%	Factoring
廣東中盈盛達商業保理有限公司 (「廣東商業保理」)	佛山	2017年11月17日 中國	人民幣 50,000,000元	人民幣 50,000,000元	100%	—	100%	保理
Shenzhen Join-Share Engineering Guarantee Co., Ltd. ("Shenzhen Engineering Guarantee") (深圳市中盈盛達工程擔保有限公司)	Shenzhen	31 May 2018 the PRC	RMB 200,000	RMB 200,000	100%	100%	—	Guarantee
深圳市中盈盛達工程擔保有限公司 (「深圳工程擔保」)	深圳	2018年5月31日 中國	人民幣 200,000元	人民幣 200,000元	100%	100%	—	擔保
Yunfu Puhui Financing Guarantee Co., Ltd. ("Yunfu Guarantee") (雲浮市普惠融資擔保股份有限公司)	Yunfu	4 February 2016 the PRC	RMB 140,000,000	RMB 140,000,000	53.85%	50.00%	—	Guarantee
雲浮市普惠融資擔保股份有限公司 (「雲浮擔保」)	雲浮	2016年2月4日 中國	人民幣 140,000,000元	人民幣 140,000,000元	53.85%	50.00%	—	擔保
Joint-Share Financial Holdings Co., Ltd. ("Financial Holdings") (中盈盛達金融控股有限公司)	Hong Kong	12 November 2018 Hong Kong the PRC	HKD 45,000,000	HKD 45,000,000	100%	100%	—	Investment
中盈盛達金融控股有限公司(「金融控股」)	香港	2018年11月12日 中國香港	45,000,000 港元	45,000,000 港元	100%	100%	—	投資
Guangdong Join-Share Digital Technology Co., Ltd. ("Digital Technology") (廣東中盈盛達數字科技有限公司)	Foshan	14 May 2020 the PRC	RMB 20,000,000	RMB 10,000,000	90%	—	90%	Digital technology
廣東中盈盛達數字科技有限公司(「數字科技」)	佛山	2020年5月14日 中國	人民幣 20,000,000元	人民幣 10,000,000元	90%	—	90%	數字科技

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 18 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

All of the above subsidiaries are limited liability companies incorporated and operated in the PRC, except that Financial Holdings was registered and operated in Hong Kong, PRC.

### (a) Establishment/acquisition of subsidiaries

- (i) By the end of 2020, Guangdong Capital Investment purchased additional 2.053% share of Foshan Micro Credit from a minority shareholder at a cash consideration of RMB4,400,000. On 23 June 2021, Foshan Micro Credit completed the registration of its registered capital change. After the capital purchased, the capital contribution of Guangdong Capital Investment increased from RMB145,606,800 to RMB150,006,800, and the percentage of share held by Guangdong Capital Investment increased from 53.194% to 55.247%. In June 2022, Guangdong Capital Investment purchased additional 5.953% share of Foshan Micro Credit from a minority shareholder at a cash consideration of RMB14,500,000. After the capital purchased, the capital contribution of Guangdong Capital Investment increased from RMB150,006,800 to RMB164,506,800, and the percentage of share held by Guangdong Capital Investment increased from 55.247% to 61.201%. In August 2022, three shareholders of Foshan Micro Credit (including Guangdong Capital Investment) increased their capital amounting to a total of RMB62,084,000. The capital contribution of Guangdong Capital Investment increased from RMB164,506,800 to RMB191,940,800, and the capital contribution of the other two shareholders increased from RMB94,500,000 to RMB129,150,000. On 2 August 2022, Foshan Micro Credit completed the registration of its registered capital change. After the registered changed, the percentage of share held by Guangdong Capital Investment decreased from 61.201% to 58.0%.

## 18 於子公司投資(續)

除金融控股於中國香港註冊及經營外，所有上述子公司均為於中國註冊成立及經營的有限責任公司。

### (a) 成立／收購子公司

- (i) 2020年底，廣東資本管理以現金代價人民幣4,400,000元自少數股東購買佛山小額貸款額外2.053%的股份。於2021年6月23日，佛山小額貸款完成其註冊資本變更登記。購股後，廣東資本管理的出資額由人民幣145,606,800元增至人民幣150,006,800元，而廣東資本管理持有的股份百分比由53.194%增至55.247%。於2022年6月，廣東資本管理以現金代價人民幣14,500,000元自少數股東購買佛山小額貸款額外5.953%的股份。購股後，廣東資本管理的出資額由人民幣150,006,800元增至人民幣164,506,800元，而廣東資本管理持有的股份百分比由55.247%增至61.201%。於2022年8月，佛山小額貸款(包括廣東資本管理)的三名股東增資總計人民幣62,084,000元。廣東資本管理的出資額由人民幣164,506,800元增至人民幣191,940,800元，而其他兩名股東的出資額由人民幣94,500,000元增至人民幣129,150,000元。於2022年8月2日，佛山小額貸款完成其註冊資本變更登記。註冊變更後，廣東資本管理持有的股份百分比由61.201%減至58.0%。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 18 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

### (a) Establishment/acquisition of subsidiaries (CONTINUED)

- (ii) In September 2021, the Company entered into a series of shareholders' agreements with the nominal shareholders of Zhongshan Join-Share ("2021 Shareholders' Agreements"), which stipulated equity transactions among the nominal shareholders and enabled one of the non-controlling nominal shareholders, i.e. Zhongshan Health Science and Technology Industrial Base Development Co., Ltd. ("Zhongshan Health"), to enjoy preferential rights related to its capital contribution. Upon the completion of the equity transactions, the Company holds 47% equity interest of Zhongshan Join-Share. In the meantime, the Company entered into a concert party agreement with Zhongshan Health, who holds 43% equity interest of Zhongshan Join-Share. Pursuant to the concert party agreement, Zhongshan Health agrees to follow the instructions of the Company to act in concert when casting their votes in the shareholders meeting of Zhongshan Join-Share. As a result, the Company retains power over Zhongshan Join-Share such as appointment of directors and senior management, making decisions about material matters in daily operation, distribution of dividends, business operation and asset disposal.

According to the 2021 Shareholders' Agreements, the capital contributions made by the other nominal shareholders are regarded as other financial instrument measured at amortised cost, and the Company's effective equity interest in Zhongshan Join-Share increased to 100%. Details are set out in Note 27.

## 18 於子公司投資(續)

### (a) 成立／收購子公司(續)

- (ii) 於2021年9月，本公司與中山中盈盛達的名義股東訂立一系列股東協議(「2021年股東協議」)，當中約定名義股東間的股權交易，並使其中一名非控股名義股東(即中山市健康科技產業基地發展有限公司(「中山健康」))享有與其注資有關的優先權利。於完成股權交易後，本公司持有中山中盈盛達的47%股權。同時，本公司與中山健康(其持有中山中盈盛達的43%股權)訂立一致行動協議。根據一致行動協議，中山健康同意遵循本公司的指示於中山中盈盛達的股東大會投票時一致行動。因此，本公司保留對中山中盈盛達的權力，如委任董事及高級管理層，對日常運營中的重大事項、股息分配、業務運營及資產處置做出決策。

根據2021年股東協議，其他名義股東的出資被視為按攤銷成本計量的其他金融工具，本公司於中山中盈盛達的實際股權增至100%。詳情載於附註27。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 18 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

### (a) Establishment/acquisition of subsidiaries (CONTINUED)

- (iii) In June 2022, the Company increased its capital to Guangdong Capital Management by a total of RMB42,000,000 on two occasions, which were completed on 7 June 2022 and 23 June 2022 respectively. On 23 June 2022, Guangdong Capital Management completed the registration of the change of capital increase and upon completion, the registered capital of Guangdong Capital Investment increased from RMB170,000,000 to RMB212,000,000.
- (iv) In September 2022, Guangdong Utrust Financing Guarantee Group Co., Ltd. (Guangdong Utrust) invested RMB10,000,000 capital to Yunfu Guarantee. After the capital increase, the registered capital of Yunfu Guarantee increased from RMB130,000,000 to RMB140,000,000. On 3 November 2022, Yunfu Guarantee completed the registration of its registered capital change.

In 2022, the Company entered into a new shareholders' agreement with the nominal shareholders of Yunfu Guarantee ("2022 Shareholders' Agreements"). In this agreement, Yunfu Rongda Asset Management Co., Ltd ("Rongda Asset Management") who holds 50% equity interest of Yunfu Guarantee, agrees to follow the instructions of the Company to act in concert when casting their votes in the shareholders meeting of Yunfu Guarantee. As a result, the Company retains power over Yunfu Guarantee such as appointment of directors and senior management, making decisions about material matters in daily operation, distribution of dividends, business operation and asset disposal. In the meanwhile, according to the 2022 Shareholders' Agreements, the capital contributions made by Guangdong Utrust regarded as other financial instrument measured at amortised cost. Details are set out in Note 27.

In conclusion, the Company's effective interest in Yunfu Guarantee is 53.85%.

## 18 於子公司投資(續)

### (a) 成立/收購子公司(續)

- (iii) 於2022年6月，本公司分兩次向廣東資本管理增資共計人民幣42,000,000元，分別於2022年6月7日及2022年6月23日完成。於2022年6月23日，廣東資本管理完成增資變更登記，完成後，廣東資本管理的註冊資本由人民幣170,000,000元增加到人民幣212,000,000元。
- (iv) 於2022年9月，廣東粵財融資擔保集團有限公司(「廣東粵財」)向雲浮擔保出資人民幣10,000,000元。於增資後，雲浮擔保註冊資本由人民幣130,000,000元增加到人民幣140,000,000元。於2022年11月3日，雲浮擔保完成註冊資本的變更登記。

於2022年，本公司與雲浮擔保的名義股東訂立新的股東協議(「2022年股東協議」)。於該協議中，持有雲浮擔保50%股權的雲浮市融達資產經營有限公司(「融達資產經營」)同意於雲浮擔保的股東大會上投票時遵循本公司指示採取一致行動。因此，本公司保留對雲浮擔保的權力，如任命董事及高級管理人員、決策日常營運中的重大事項、分配股息、業務經營及資產處置。同時，根據2022年股東協議，廣東粵財的出資被視為按攤銷成本計量的其他金融工具。詳情載於附註27。

綜上，本公司於雲浮擔保的實際權益為53.85%。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 18 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

### (b) Carrying amount of investments in subsidiaries in the company-level statement of financial position

		31 December 2022 2022年 12月31日 RMB'000 人民幣千元	31 December 2021 2021年 12月31日 RMB'000 人民幣千元
Anhui Join-Share	安徽中盈盛達	126,800	126,800
Zhongshan Join-Share	中山中盈盛達	94,000	94,000
Yunfu Guarantee	雲浮擔保	70,634	70,634
Guangdong Capital Investment	廣東資本管理	212,000	170,000
Financial Holdings	金融控股	39,638	39,638
Shenzhen Engineering Guarantee	深圳工程擔保	200	200
		<b>543,272</b>	501,272

### (c) Material non-controlling interests

The following table lists out the information relating to Anhui Join-Share, Foshan Micro Credit and Yunfu Guarantee, the three subsidiaries of the Group which have material non-controlling interests. The summarised financial statements presented below represents the amounts before any inter-company elimination.

## 18 於子公司投資(續)

### (b) 公司層面的財務狀況表中於子公司投資之賬面價值

### (c) 重大非控制性權益

下表載列有關安徽中盈盛達、佛山小額貸款及雲浮擔保三間本集團擁有重大非控制性權益之子公司之資料。下文呈列之財務報表摘要為未計集團內公司間抵銷之金額。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

18 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

18 於子公司投資(續)

(c) Material non-controlling interests (CONTINUED)

(c) 重大非控制性權益(續)

(i) Anhui Join-Share

(i) 安徽中盈盛達

		31 December 2022 2022年 12月31日 RMB'000 人民幣千元	31 December 2021 2021年 12月31日 RMB'000 人民幣千元
NCI percentage	非控制性權益百分比	36.95%	36.95%
Gross amounts of the subsidiary:	子公司總額：		
— Non-current assets	— 非流動資產	40,078	30,272
— Current assets	— 流動資產	186,030	180,407
— Non-current liabilities	— 非流動負債	(19)	(30)
— Current liabilities	— 流動負債	(38,790)	(22,454)
Net assets	淨資產	187,299	188,195
<b>Carrying amount of NCI</b>	<b>非控制性權益賬面價值</b>	<b>69,207</b>	70,227
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Gross amounts of the subsidiary:	子公司總額：		
— Revenue	— 收益	10,364	15,695
— Profit for the year	— 年內利潤	5,103	8,575
— Total comprehensive income	— 全面收益總額	5,103	8,575
<b>Profit allocated to NCI</b>	<b>分配至非控制性權益的利潤</b>	<b>1,886</b>	3,168
Cash flow from operating activities	經營活動所產生的現金流量	10,618	10,329
Cash flow from investment activities	投資活動所產生的現金流量	(279)	(228)
Cash flow from financing activities	融資活動所產生的現金流量	(5,604)	(5,555)
Net increase in cash and cash equivalents	貨幣資金增加淨額	4,735	4,546



(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 18 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

### (c) Material non-controlling interests (CONTINUED)

#### (ii) Foshan Micro Credit

		31 December 2022 2022年 12月31日 RMB'000 人民幣千元	31 December 2021 2021年 12月31日 RMB'000 人民幣千元
NCI percentage	非控制性權益百分比	42.00%	44.75%
Gross amounts of the subsidiary:	子公司總額：		
— Non-current assets	— 非流動資產	9,710	6,857
— Current assets	— 流動資產	546,003	429,860
— Non-current liabilities	— 非流動負債	(82,536)	(90,001)
— Current liabilities	— 流動負債	(130,719)	(65,994)
Net assets	淨資產	342,458	280,722
<b>Carrying amount of NCI</b>	<b>非控制性權益賬面價值</b>	<b>143,832</b>	125,803
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Gross amounts of the subsidiary:	子公司總額：		
— Revenue	— 收益	59,799	49,512
— Profit for the year	— 年內利潤	16,702	18,055
— Total comprehensive income	— 全面收益總額	16,702	18,055
<b>Profit allocated to NCI</b>	<b>分配至非控制性權益的利潤</b>	<b>7,015</b>	8,080
Cash flow from operating activities	經營活動所產生的現金流量	(78,825)	(17,312)
Cash flow from investment activities	投資活動所產生的現金流量	(518)	(927)
Cash flow from financing activities	融資活動所產生的現金流量	87,703	1,967
Net increase/(decrease) in cash and cash equivalents	貨幣資金增加／(減少)淨額	8,360	(16,272)

## 18 於子公司投資(續)

### (c) 重大非控制性權益(續)

#### (ii) 佛山小額貸款

		31 December 2022 2022年 12月31日 RMB'000 人民幣千元	31 December 2021 2021年 12月31日 RMB'000 人民幣千元
NCI percentage	非控制性權益百分比	42.00%	44.75%
Gross amounts of the subsidiary:	子公司總額：		
— Non-current assets	— 非流動資產	9,710	6,857
— Current assets	— 流動資產	546,003	429,860
— Non-current liabilities	— 非流動負債	(82,536)	(90,001)
— Current liabilities	— 流動負債	(130,719)	(65,994)
Net assets	淨資產	342,458	280,722
<b>Carrying amount of NCI</b>	<b>非控制性權益賬面價值</b>	<b>143,832</b>	125,803
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Gross amounts of the subsidiary:	子公司總額：		
— Revenue	— 收益	59,799	49,512
— Profit for the year	— 年內利潤	16,702	18,055
— Total comprehensive income	— 全面收益總額	16,702	18,055
<b>Profit allocated to NCI</b>	<b>分配至非控制性權益的利潤</b>	<b>7,015</b>	8,080
Cash flow from operating activities	經營活動所產生的現金流量	(78,825)	(17,312)
Cash flow from investment activities	投資活動所產生的現金流量	(518)	(927)
Cash flow from financing activities	融資活動所產生的現金流量	87,703	1,967
Net increase/(decrease) in cash and cash equivalents	貨幣資金增加／(減少)淨額	8,360	(16,272)

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

18 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

18 於子公司投資(續)

(c) Material non-controlling interests (CONTINUED)

(c) 重大非控制性權益(續)

(iii) Yunfu Guarantee

(iii) 雲浮擔保

		31 December 2022 2022年 12月31日 RMB'000 人民幣千元	31 December 2021 2021年 12月31日 RMB'000 人民幣千元
NCI percentage	非控制性權益 百分比	46.15%	46.15%
Gross amounts of the subsidiary:	子公司總額：		
— Non-current assets	— 非流動資產	3,454	695
— Current assets	— 流動資產	170,910	148,930
— Non-current liabilities	— 非流動負債	(2,150)	(75)
— Current liabilities	— 流動負債	(17,520)	(12,229)
Net assets	淨資產	154,694	137,321
<b>Carrying amount of NCI</b>	<b>非控制性權益賬 面價值</b>	<b>71,391</b>	65,291
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Gross amounts of the subsidiary:	子公司總額：		
— Revenue	— 收益	14,445	10,903
— Profit for the year	— 年內利潤	7,373	4,688
— Total comprehensive income	— 全面收益 總額	7,373	4,688
<b>Profit allocated to NCI</b>	<b>分配至非控制性 權益的利潤</b>	<b>3,403</b>	2,164
Cash flow from operating activities	經營活動所產生 的現金流量	12,122	4,823
Cash flow from investment activities	投資活動所產生 的現金流量	(1,021)	1,620
Cash flow from financing activities	融資活動所產生 的現金流量	10,000	(5,700)
Net increase in cash and cash equivalents	現金及現金等價 物增加淨額	21,101	743

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 19 INTERESTS IN ASSOCIATES

The Group's interests in associates are as follows:

		At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元	At 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元
		Note 附註	
Shenzhen Bangli	深圳邦利	12,744	12,422
Kuiniudingsheng Company Management	夔牛鼎盛企業 管理	5,661	5,661
Weicheng Network Technology	衛城網絡科技	3,566	4,307
Foshan Zhongsheng	佛山中盛	2,744	11,505
Yiliantong Supply Chain	壹鏈通供應鏈	2,319	2,170
Yingan Medical Examination	盈安醫學檢驗	1,562	1,724
Tongchuangzhiyuan Business Management	同創致遠商業 管理	123	100
Chuangyuan Supply Chain	佛山創元供應鏈	—	—
		<b>28,719</b>	<b>37,889</b>

## 19 於聯營公司的權益

本集團於聯營公司的權益如下：

### Establishment/acquisition of associates

- (i) In April 2019, Guangdong Supply Chain subscribed for 46% equity interests investment in Yingan Medical Examination whose registered capital is RMB10,000,000. As at 31 December 2022, Guangdong Supply Chain had paid RMB2,300,000 (2021: RMB2,042,500).
- (ii) In January 2021, Foshan Consultancy subscribed for 20% equity interests investment in Tongchuangzhiyuan Business Management whose registered capital is RMB3,000,000. As at 31 December 2022, Foshan Consultancy had paid RMB600,000 (2021: RMB100,000).
- (iii) As at 31 December 2022, the equity of Chuangyuan Supply Chain Technology has been reduced to nil after making the adjustments necessary in applying the equity method (year ended 31 December 2021: nil).

### 成立／收購聯營公司

- (i) 於2019年4月，廣東供應鏈認購盈安醫學檢驗46%的股權投資，盈安醫學檢驗的註冊資本為人民幣10,000,000元。於2022年12月31日，廣東供應鏈已支付人民幣2,300,000元（2021年：人民幣2,042,500元）。
- (ii) 於2021年1月，佛山投融資認購同創致遠商業管理20%股權投資，同創致遠商業管理的註冊資本為人民幣3,000,000元。於2022年12月31日，佛山投融資已支付人民幣600,000元（2021年：人民幣100,000元）。
- (iii) 於2022年12月31日，佛山創元供應鏈的股權於使用權益法作出必要調整後已削減至零（截至2021年12月31日止年度：零）。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 19 INTERESTS IN ASSOCIATES (CONTINUED)

### Establishment/acquisition of associates (CONTINUED)

The following list contains the particulars of the associates, which are unlisted corporate entity whose quoted market price are not available. The class of shares held is ordinary unless otherwise stated:

## 19 於聯營公司的權益(續)

### 成立/收購聯營公司(續)

下表載列聯營公司(為無法獲得市場報價的非上市公司實體)的詳情。除另有註明外，所持有之股份均為普通股：

Name of companies 公司名稱	Place of business 營業地點	Date and place of incorporation/ establishment/ 註冊成立/ 成立日期及地點	Proportion of ownership interest As at 31 December 2022 所有權權益比例於2022年12月31日					Principal activities 主要業務
			Registered capital 註冊資本	Paid-in capital 實收資本	Group's effective interest 本集團實際權益	Held by the Company 本公司持有	Held by a subsidiary 子公司持有	
Foshan Zhongsheng Properties Co., Ltd. ("Foshan Zhongsheng") (佛山市中盛置業有限公司)	Foshan	1 June 2012 the PRC	RMB 30,000,000	RMB 30,000,000	20%	—	20%	Real estate
佛山市中盛置業有限公司(「佛山中盛」)	佛山	2012年6月1日 中國	人民幣 30,000,000元	人民幣 30,000,000元	20%	—	20%	房地產
Shenzhen Bangli Internet Financial Services Co., Ltd. ("Shenzhen Bangli") (深圳邦利互聯網金融服務有限公司)	Shenzhen	5 May 2015 the PRC	RMB 100,000,000	RMB 30,050,000	25%	—	25%	Financial services
深圳邦利互聯網金融服務有限公司(「深圳邦利」)	深圳	2015年5月5日 中國	人民幣 100,000,000元	人民幣 30,050,000元	25%	—	25%	金融服務
Guangzhou Yiliantong Supply Chain Management Co., Ltd. ("Yiliantong Supply Chain") (廣州壹鏈通供應鏈管理有限公司)	Guangzhou	27 November 2018 the PRC	RMB 10,000,000	RMB 2,280,000	48%	—	48%	Supply chain services
廣州壹鏈通供應鏈管理有限公司(「壹鏈通供應鏈」)	廣州	2018年11月27日 中國	人民幣 10,000,000元	人民幣 2,280,000元	48%	—	48%	供應鏈服務
Guangzhou Yingan Medical Examination Co., Ltd. ("Yingan Medical Examination") (廣州盈安醫學檢驗有限公司)	Guangzhou	25 July 2016 the PRC	RMB 5,000,000	RMB 3,250,000	46%	—	46%	Supply chain services
廣州盈安醫學檢驗有限公司(「盈安醫學檢驗」)	廣州	2016年7月25日 中國	人民幣 5,000,000元	人民幣 3,250,000元	46%	—	46%	供應鏈服務
Foshan Chuangyuan Supply Chain Technology Co., Ltd. ("Chuangyuan Supply Chain") (佛山市創元供應鏈科技有限公司)	Foshan	20 December 2018 the PRC	RMB 20,000,000	RMB 2,700,000	46%	—	46%	Supply chain services
佛山市創元供應鏈科技有限公司(「佛山創元供應鏈」)	佛山	2018年12月20日 中國	人民幣 20,000,000元	人民幣 2,700,000元	46%	—	46%	供應鏈服務
Guangdong Weicheng Network Technology Co., Ltd. ("Weicheng Network Technology") (廣東衛城網絡科技有限公司)	Foshan	20 November 2018 the PRC	RMB 25,000,000	RMB 23,115,000	20%	—	20%	Supply chain services
廣東衛城網絡科技有限公司(「衛城網絡科技」)	佛山	2018年11月20日 中國	人民幣 25,000,000元	人民幣 23,115,000元	20%	—	20%	供應鏈服務

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 19 INTERESTS IN ASSOCIATES (CONTINUED)

### Establishment/acquisition of associates (CONTINUED)

Name of companies 公司名稱	Place of business 營業地點	Date and place of incorporation/ establishment 註冊成立/ 成立日期及地點	Proportion of ownership interest As at 31 December 2022 所有權益比例於2022年12月31日					Principal activities 主要業務
			Registered capital 註冊資本	Paid-in capital 實繳資本	Group's effective interest 本集團實際權益	Held by the Company 本公司持有	Held by a subsidiary 子公司持有	
Shenzhen Kuiniudingsheng Company Management LLP ("Kuiniudingsheng Company Management") (深圳龔牛鼎盛企業管理合夥企業 (有限合夥))	Shenzhen	29 January 2018 the PRC	RMB 1,000,000	RMB 1,000,000	38%	—	38%	Business services
(深圳龔牛鼎盛企業管理合夥企業(有限合夥)) (龔牛鼎盛企業管理)	深圳	2018年1月29日 中國	人民幣 1,000,000元	人民幣 1,000,000元	38%	—	38%	商業服務
Foshan Tongchuangzhiyuan Business Management Co., Ltd. ("Tongchuangzhiyuan Business Management") (佛山市同創致遠商業管理有限公司)	Foshan	28 January 2021 the PRC	RMB 3,000,000	RMB 3,000,000	20%	—	20%	Business services
佛山市同創致遠商業管理有限公司 (同創致遠商業管理)	佛山	2021年1月28日 中國	人民幣 3,000,000元	人民幣 3,000,000元	20%	—	20%	商業服務

\* The English translation of the names of these companies is for reference only. The official names of these companies are in Chinese.

\* 各公司的英文譯文僅供參考。正式名稱以中文為準。

The associates are accounted for using the equity method in the consolidated financial statements.

該等聯營公司採用權益法於綜合財務報表內入賬。

Aggregate information of individually immaterial associates:

個別非重大聯營公司的綜合資料：

		31 December 2022 2022年 12月31日 RMB'000 人民幣千元	31 December 2021 2021年 12月31日 RMB'000 人民幣千元
Aggregate carrying amount of individually immaterial associates in the consolidated financial statements	綜合財務報表中個別 非重大聯營公司的 總賬面值	28,719	37,889
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Aggregate amounts of the Group's share of profit of these associates: Loss from operation and total comprehensive income	本集團應佔該等聯營 公司的溢利總額： 經營虧損及全面收入 總額	(9,928)	(3,022)

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 20 FIXED ASSETS

### (a) Reconciliation of carrying amount

## 20 固定資產

### (a) 賬面價值對賬

		Motor vehicles	Buildings held for own use	Office and other equipment	Leasehold improvements	Right-of-use assets	Total fixed assets
		汽車	自用建築	辦公室及 其他設備	租賃裝修	使用權資產	總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
						Note 20(c) 附註20(c)	
<b>Cost:</b>	<b>成本：</b>						
At 1 January 2021	於2021年1月1日	2,021	5,013	6,359	12,554	18,340	44,287
Additions	增加	—	—	512	—	11,348	11,860
Transfer in	轉撥	—	947	—	—	—	947
Disposals	處置	—	—	(1,725)	—	(9,871)	(11,596)
At 31 December 2021 and 1 January 2022	於2021年12月31日及 2022年1月1日	2,021	5,960	5,146	12,554	19,817	45,498
Additions	增加	—	—	579	3,006	12,909	16,494
Disposals	處置	—	—	(579)	—	(6,249)	(6,828)
At 31 December 2022	於2022年12月31日	2,021	5,960	5,146	15,560	26,477	55,164
<b>Accumulated depreciation:</b>	<b>累計折舊：</b>						
At 1 January 2021	於2021年1月1日	(1,394)	(1,081)	(4,276)	(11,826)	(10,232)	(28,809)
Charge for the year	年內計提	(253)	(272)	(885)	(577)	(4,445)	(6,432)
Transfer in	轉撥	—	(217)	—	—	—	(217)
Written back on disposals	處置撥回	—	—	1,526	—	9,300	10,826
At 31 December 2021 and 1 January 2022	於2021年12月31日及 2022年1月1日	(1,647)	(1,570)	(3,635)	(12,403)	(5,377)	(24,632)
Charge for the year	年內計提	(104)	(283)	(823)	(708)	(5,326)	(7,244)
Written back on disposals	處置撥回	—	—	538	—	2,577	3,115
At 31 December 2022	於2022年12月31日	(1,751)	(1,853)	(3,920)	(13,111)	(8,126)	(28,761)
<b>Net book value:</b>	<b>賬面淨值：</b>						
At 31 December 2021	於2021年12月31日	374	4,390	1,511	151	14,440	20,866
At 31 December 2022	於2022年12月31日	270	4,107	1,226	2,449	18,351	26,403

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 20 FIXED ASSETS (CONTINUED)

### (b) Impairment losses

During the year ended 31 December 2022, no impairment loss of equipment was recognised (2021: RMB nil).

### (c) Right-of-use assets

The analysis of the net book value of right-of-use assets by class of underlying asset is as follows:

## 20 固定資產(續)

### (b) 減值損失

截至2022年12月31日止年度，並無確認任何設備減值損失(2021年：人民幣零元)。

### (c) 使用權資產

按相關資產類別劃分的使用權資產賬面淨值分析如下：

	31 December 2022 2022年 12月31日 RMB'000 人民幣千元	31 December 2021 2021年 12月31日 RMB'000 人民幣千元
Included in "fixed assets":		
Ownership interests in leasehold land and buildings held for own use, carried at depreciated cost, with remaining lease term of:		
— Under 10 years	18,072	14,135
Motor vehicles, carried at depreciated cost	204	131
Office and other equipment, carried at depreciated cost	75	174
	<b>18,351</b>	14,440

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 20 FIXED ASSETS (CONTINUED)

### (c) Right-of-use assets (CONTINUED)

The analysis of expense items in relation to leases recognised in profit or loss is as follows:

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Depreciation charge of right-of-use assets by class of underlying asset:	按相關資產類別劃分的 使用權資產之折舊 開支：		
Ownership interests in leasehold land and buildings held for own use	租賃土地和自用樓宇的 所有權權益	5,078	4,308
Motor vehicles	汽車	149	76
Office and other equipment	辦公室及其他設備	99	61
		<b>5,326</b>	<b>4,445</b>
Interest on lease liabilities	租賃負債利息	870	398

During the year, the Group entered into a number of lease agreements for use of offices, and therefore recognized the additions to right-of-use assets of RMB12,909,000 (2021: RMB11,348,000).

Details of total cash outflow for leases and the maturity analysis of lease liabilities together the future cash outflows arising from leases are set out in Notes 10(d) and 29, respectively.

The Group leases production plant, machinery and office equipment under leases expiring from 1 to 5 years. Some leases include an option to renew the lease when all terms are renegotiated, while some include an option to purchase the leased equipment at the end of the lease term at a price deemed to be a bargain purchase option. None of the leases includes variable lease payments.

## 20 固定資產(續)

### (c) 使用權資產(續)

於損益中確認的有關租賃之開支分析如下：

於年內，本集團就辦公室的使用訂立多項租賃協議，因此確認使用權資產增加人民幣12,909,000元(2021年：人民幣11,348,000元)。

有關租賃的總現金流出及租賃負債的到期日分析連同租賃產生的未來現金流出之詳情分別載於附註10(d)及29。

本集團租賃生產廠房、機器及辦公設備，租賃期為1至5年。若干租賃包含在重新協商所有條款後繼續簽租賃的選擇權，而若干租賃包含於租賃期末以被視為議價購買權的價格購買租賃設備的選擇權。所有租賃均不包含可變租賃付款。



(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 21 INTANGIBLE ASSETS

### (a) Reconciliation of carrying amount

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<b>Cost:</b>	<b>成本：</b>		
At the beginning of the year	於年初	17,214	13,028
Additions	增加	4,801	4,186
At the end of the year	於年末	22,015	17,214
<b>Accumulated amortisation:</b>	<b>累計攤銷：</b>		
At the beginning of the year	於年初	(12,976)	(10,625)
Charge for the year	年內計提	(3,104)	(2,351)
At the end of the year	於年末	(16,080)	(12,976)
<b>Net book value:</b>	<b>賬面淨值：</b>		
At the end of the year	於年末	5,935	4,238
At the beginning of the year	於年初	4,238	2,403

### (b) Impairment losses

During the year 2022, no impairment loss of intangible assets was recognized (2021: nil).

## 21 無形資產

### (a) 賬面價值對賬

### (b) 減值損失

於2022年，並無確認任何無形資產減值損失(2021年：無)。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 22 GOODWILL

### Impairment tests for cash-generating units containing goodwill

Goodwill is allocated to the Group's cash-generating units (CGU) identified according to operating segment as follows:

			2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Foshan Micro Credit	佛山小額貸款	(i)	419	419

(i) The recoverable amount of the CGU is determined based on value-in-use calculations. The calculations use cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using an estimated weighted average growth rate of 3% (2021: 3%) which is consistent with the forecasts included in industry reports. The growth rates used do not exceed the long-term average growth rates for the business in which the CGU operates. The cash flows are discounted using a discount rate of 10.56% (2021: 10.56%). The discount rates used are pre-tax and reflect specific risks relating to the relevant segments.

## 23 INTEREST-BEARING BORROWINGS

The interest-bearing borrowings were due for repayment as follows:

		At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元	At 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元
Interest-bearing borrowings	計息借款		
— Due for repayment within 1 year	— 一年內到期償還	162,872	69,415
Total	總額	162,872	69,415

## 22 商譽

### 包含商譽之現金產生單位之減值測試

商譽分配至以下根據經營分部識別的本集團現金產生單位(「現金產生單位」):

(i) 現金產生單位之可收回金額乃根據使用價值之計算而釐定。計算使用價值乃使用根據經管理層批准之五年財務預算編製之現金流量預測。超過五年之現金流量按估計加權平均增長率3%推算(2021年: 3%)，與行業報告所包含預測一致。所用之增長率不超過現金產生單位經營業務之長期平均增長率。現金流量以貼現率10.56%(2021年: 10.56%)貼現。所用貼現率為稅前貼現率，並反映與相關分部有關之特定風險。

## 23 計息借款

計息借款到期償還如下:

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 23 INTEREST-BEARING BORROWINGS (CONTINUED)

The Group's interest-bearing borrowings are analysed as follows:

## 23 計息借款(續)

本集團的計息借款分析如下：

		At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元	At 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元
	Note 附註		
Bank loans	銀行貸款		
— Unsecured	— 無抵押	102,700	69,300
— Pledged	— 有抵押	30,000	—
Other loans	其他貸款	30,000	—
		<b>162,700</b>	69,300
Accrued interest payable	應計應付利息	172	115
		<b>162,872</b>	69,415

(i) The pledged loan is secured by factoring receivables of the Group amounting to RMB20,000,000. Please see Note 14.

(ii) At 31 December 2022, loans bear interest at a range from 3.80% to 11.00% (2021: 3.92% to 7.50%) per annum and are guaranteed.

(i) 有抵押貸款由本集團持有的金額為人民幣20,000,000元的應收保理款提供擔保。請參閱附註14。

(ii) 於2022年12月31日，計息貸款按3.80%至11.00%（2021年：3.92%至7.50%）的年利率計息且有擔保。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 24 LIABILITIES FROM GUARANTEES

## 24 擔保負債

			At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元	At 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元
Deferred income	遞延收益		200,979	164,875
Provisions for guarantee issued	擔保賠償準備金	(a)	99,790	75,294
			<b>300,769</b>	<b>240,169</b>

### (a) Provisions for guarantee issued

### (a) 擔保賠償準備金

			At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元	At 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元
As at 1 January	於1月1日		75,294	65,045
Charge for the year	年內扣除		24,496	10,249
As at 31 December	於12月31日		<b>99,790</b>	<b>75,294</b>

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 25 CUSTOMER PLEDGED DEPOSITS AND ACCRUALS AND OTHER PAYABLES

### (a) Customer pledged deposits

Customer pledged deposits refer to deposits received from customers as collateral security for the credit guarantee issued by the Group. These deposits are interest-free, and will be returned to customers after the guarantee contracts expire.

According to Interim Measures for the Administration of Financing Guarantee Companies (《融資性擔保公司管理暫行辦法》), jointly formulated and issued by China Banking Regulatory Commission (currently known as China Banking and Insurance Regulatory Commission), the National Development and Reform Commission, the Ministry of Industry and Information Technology, the Ministry of Finance, the Ministry of Commerce, the People's Bank of China and the State Administration for Industry and Commerce (currently known as State Administration for Market Regulation) on 8 March 2010, and the Notice of Inter-ministries Joint Meeting of Financing Guarantee Business Supervision Concerning the Regulation of the Management of Customer Deposits by Financing Guarantee Institutions (《融資性擔保業務監管部際聯席會議關於規範融資性擔保機構客戶擔保保證金管理的通知》) promulgated by the Inter-ministerial Joint Meeting of Financing Guarantee Business Supervision on 15 April 2012, if a financing guarantee company accepts customer pledged deposits from its guarantee customers, the outstanding customer pledged deposits should be kept in a restricted account under tripartite custody. For those cooperated banks agreeing to coordinate, the Group has kept part of the received customer pledged deposits in a restricted bank account under tripartite custody.

## 25 存入保證金以及應計及其他應付款項

### (a) 存入保證金

存入保證金指向客戶所收的保證金，以作為本集團提供信貸擔保的擔保抵押。此等保證金為無息，並將於擔保合約屆滿時退還客戶。

根據由中國銀行業監督管理委員會（現稱中國銀行保險監督管理委員會）、國家發展及改革委員會、工業和信息化部、財政部、商務部、中國人民銀行及國家工商行政管理總局（現稱國家市場監督管理總局）於2010年3月8日共同制定並發佈的《融資性擔保公司管理暫行辦法》，以及融資性擔保業務監管部際聯席會議於2012年4月15日頒佈的《融資性擔保業務監管部際聯席會議關於規範融資性擔保機構客戶擔保保證金管理的通知》，倘融資擔保公司收取擔保客戶的存入保證金，未償還存入保證金應以三方託管形式存於受限制賬戶。就該等願意配合的合作銀行，本集團以三方託管形式將部分已收取的存入保證金存於受限制銀行賬戶。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 25 CUSTOMER PLEDGED DEPOSITS AND ACCRUALS AND OTHER PAYABLES (CONTINUED)

### (b) Accruals and other payables

			At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元	At 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元
Accrued staff cost	應付職工薪酬		38,330	35,842
Income tax payable	應付所得稅	30(a)	51,684	10,394
Accounts payable	應付款項	(i)	10,606	9,058
Advance receipts for transferring repossessed assets	轉讓抵債資產的 預收款項	(ii)	9,005	—
Payable to customers	應付客戶款項		8,870	3,677
Contract liabilities	合約負債	(iii)	4,213	9,928
Dividends payable	應付股息		4,018	4,043
Withholding income tax	預扣所得稅		3,543	446
Consulting service expense payable	應付諮詢服務費		2,907	6,463
Notes payable	應付票據		—	6,000
Others	其他		7,151	18,364
<b>Total</b>	<b>合計</b>		<b>140,327</b>	<b>104,215</b>

(i) As of 31 December 2022, the ageing of accounts payable (based on the invoice date) amounting to RMB4.98 million (31 December 2021: RMB4.52 million) was within 1 year (inclusive), RMB5.20 million (31 December 2021: RMB3.46 million) were over 1 year but within 3 years and the rest were over 3 years.

(ii) In 2022, the Group entered into an agreement to transfer a group of repossessed assets amounted to RMB9,004,800 to a third party irrevocably for RMB9,004,800, which has been received in advance. As of the date of this report, the transfer procedures of this group of repossessed assets have not been completed. Please see Note 12(vi).

## 25 存入保證金以及應計及其他應付款項(續)

### (b) 應計及其他應付款項

(i) 截至2022年12月31日，人民幣4.98百萬元(2021年12月31日：人民幣4.52百萬元)應付賬款的賬齡(按發票日期計算)在一年內(含一年)，人民幣5.20百萬元(2021年12月31日：人民幣3.46百萬元)應付賬款的賬齡(按發票日期計算)為1年以上但在3年內，其餘為3年以上。

(ii) 於2022年，本集團訂立協議，以人民幣9,004,800元不可撤銷地將一組已預收抵債資產轉讓予第三方。截至本報告日期，該組抵債資產的過戶手續尚未辦理完畢。請見附註12(vi)。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 25 CUSTOMER PLEDGED DEPOSITS AND ACCRUALS AND OTHER PAYABLES (CONTINUED)

### (b) Accruals and other payables (CONTINUED)

#### (iii) Contract liabilities

	At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元	At 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元
Guarantee service and financing consultation service 擔保服務及融資諮詢服務	4,213	9,928

Payment terms which impact on the amount of contract liabilities recognised are as follows:

When the Group receives a prepayment before the render of services of consulting service, this will give rise to contract liabilities at the start of a contract, until the revenue recognised on the project exceeds the amount of the prepayment. The amount of the prepayment, if any, was negotiated on a case by case basis with customers, where the Group generally receives a 100% prepayment on the acceptance of financing related consultation requests before work commences.

All contract liabilities are expected to be recognised as income within one year.

## 25 存入保證金以及應計及其他應付款項(續)

### (b) 應計及其他應付款項(續)

#### (iii) 合約負債

影響確認的合約負債金額的付款條件如下：

當本集團在提供諮詢服務前收到預付款時，這將在合約開始時產生合約負債，直至就項目確認的收入超過預付款金額。預付款金額(如有)乃按個別情況與客戶磋商，而本集團一般於工作開始前接受與融資有關的諮詢要求時收取100%預付款。

所有合約負債預期於一年內確認為收入。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 26 DEBT SECURITIES ISSUED

## 26 應付債券

		At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元	At 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元
Corporate Bonds — Par Value	公司債券 — 面值	500,000	260,000
Corporate Bonds — Interest Adjustment	公司債券 — 利息調整	(1,597)	(891)
Corporate Bonds — Accrued Interest	公司債券 — 應計利息	12,435	9,601
		<b>510,838</b>	<b>268,710</b>

Fixed rate corporate bonds with nominal value RMB260,000,000 and a term of five years were issued on 18 March 2021, whose coupon rate is 4.60% per annum. Fixed rate corporate bonds with nominal value RMB240,000,000 and a term of five years were issued on 22 August 2022, whose coupon rate is 3.50% per annum. The Group has an option to adjust the coupon rate for the remaining duration at the end of the third year. After the Group announces whether to adjust the coupon rate, the investors have an option to redeem all or part of the debts held at the nominal amounts.

As of 31 December 2022, the fair value of corporate bonds amounted to RMB497,860,000 (31 December 2021: RMB264,485,000).

固息公司債券於2021年3月18日發行，面值為人民幣260,000,000元，為期五年，票面年利率為4.60%。固息公司債券於2022年8月22日發行，面值為人民幣240,000,000元，為期五年，票面年利率為3.50%。本集團有權於第三年末調整餘下期間的票面利率。於本集團宣佈是否調整票面利率後，投資者有權贖回按面值持有的全部或部分債務。

截至2022年12月31日，公司債券的公允價值為人民幣497,860,000元(2021年12月31日：人民幣264,485,000元)。



(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 27 OTHER FINANCIAL INSTRUMENTS

## 27 其他金融工具

	At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元	At 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元
Other financial instruments	113,173	111,332

In September 2021, the Company entered into additional shareholders' agreements with the nominal shareholders of Zhongshan Join-Share ("2021 Shareholders' Agreements"). According to the 2021 Shareholders' Agreements, Zhongshan Health acquired 5% equity interests of Zhongshan Join-Share each from the Company and one of the other nominal shareholders at a consideration of RMB10,702,000 for each of them, respectively. Subsequent to the above share acquisitions, Zhongshan Health holds 43% equity interest of Zhongshan Join-Share and enjoys a disproportionate return of its capital contribution with a minimum of 6% per annum depending on the level of Zhongshan Join-Share's actual profitability each year. Zhongshan Join-Share is obligated to distribute all of its distributable profits to its shareholders each year, whereas if it does not generate sufficient profits to distribute the minimum return to Zhongshan Health, the Company shall complement the difference to Zhongshan Health. However, Zhongshan Health's capital contribution is redeemable in full or by part by the Company upon occurrence of contingent events which result in Zhongshan Join-Share's guarantee default rate over 5% in three consecutive years or Zhongshan Join-Share's net asset balance as at any balance sheet date falling below 80% of its paid-in capital. The redemption price shall equal Zhongshan Join-Share's net asset per share on the date of redemption. In the event the Company does not exercise the repurchase upon the occurrence of the relevant contingent events, Zhongshan Health has a right to liquidate Zhongshan Join-Share, where the Group shall inevitably deliver cash or financial assets to all other nominal shareholders of Zhongshan Join-Share at a price equal to Zhongshan Join-Share's net asset available for distribution per share on the date of its liquidation.

於2021年9月，本公司與中山中盈盛達名義股東另行訂立股東協議（「2021年股東協議」）。根據2021年股東協議，中山健康分別向本公司及另一位名義股東收購中山中盈盛達5%的股權，對價均為人民幣10,702,000元。於上述股份收購後，中山健康持有中山中盈盛達43%的股權，並根據中山中盈盛達每年的實際盈利水平，每年不按比例地享有最低6%的出資回報。中山中盈盛達有義務每年向其股東分派其全部可分派利潤，而倘並無產生足夠的利潤將最低回報分派予中山健康，則本公司應向中山健康補足差額。然而，當中山中盈盛達的擔保違約率連續三年超過5%或中山中盈盛達於任何資產負債表日期的資產結餘淨額降至其實繳資本的80%以下的或然事項時，本公司可全部或部分贖回中山健康的出資。贖回價格應相等於中山中盈盛達於贖回日期的每股淨資產。倘本公司於相關或然事項發生時未行使回購，則中山健康有權對中山中盈盛達進行清算，而本集團將不可避免地按相等於中山中盈盛達於其清算日期的每股可供分配淨資產的價格向中山中盈盛達的所有其他名義股東交付現金或金融資產。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 27 OTHER FINANCIAL INSTRUMENTS (CONTINUED)

In September 2022, the Company entered into a new shareholders' agreements with the nominal shareholders of Yunfu Guarantee ("2022 Shareholders' Agreements"). According to the 2022 Shareholders' Agreements, Guangdong Utrust invested RMB10,000,000 in Yunfu Guarantee as a new nominal shareholder and enjoyed a capital contribution return of 2% per annum. If the profits distributed by Yunfu Guarantee cannot meet the 2% capital contribution return requirements of Guangdong Utrust, the Company shall complement the difference to Guangdong Utrust. At the same time, if the operating conditions of Yunfu Guarantee do not meet certain criteria mentioned in 2022 Shareholders' Agreement, Guangdong Utrust has the right to require the Company to repurchase all of its capital contribution at a redemption price of RMB10,000,000. Therefore, if the repurchase event arises, the Company shall inevitably deliver cash or financial assets to Guangdong Utrust.

In conclusion, the above two obligations recognized financial liabilities in the consolidated financial statements of the Group, which are accounted as other financial instruments.

## 27 其他金融工具(續)

於2022年9月，本公司與雲浮擔保的名義股東訂立新股東協議(「2022年股東協議」)。根據2022年股東協議，廣東粵財作為新名義股東於雲浮擔保投資人民幣10,000,000元，並享受每年2%出資的回報。倘雲浮擔保分配的溢利不能達到廣東粵財要求的2%出資回報，本公司應向廣東粵財補足差額。同時，倘雲浮擔保的經營狀況不符合2022年股東協議中所述的若干標準，廣東粵財有權要求本公司回購其所有出資，贖回價格為人民幣10,000,000元。因此，倘發生回購事件，本公司將不可避免向廣東粵財交付現金或金融資產。

綜上所述，上述兩項義務於本集團綜合財務報表確認為金融負債，作為其他金融工具入賬。

## 28 FINANCIAL LIABILITIES MEASURED AT FVPL

## 28 按公允價值計入損益計量的金融負債

		At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元	At 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元
Financial liabilities arising from interests in jointly controlled Trust Plans	共同控制信託計劃權益所產生的金融負債	1,818	16,384

During the year ended 31 December 2021, the Company and a third party group ("Third Party") entered into a series of contractual agreements related to certain designated collective fund trust plans ("Trust Plans"). Under these arrangements, the Company participates in the results with respect to the underlying investments and guarantees losses in excess of those absorbed by the Third Party. The Trust Plans are funded by designated investors. The underlying investments in the Trust Plans mainly include debts to corporate borrowers with pledged notes receivables.

截至2021年12月31日止年度，本公司與第三方集團(「第三方」)就若干指定集合資金信託計劃(「信託計劃」)訂立一系列合約協議。根據該等安排，本公司參與與相關投資有關的結果，並對超出第三方所承擔者的虧損作出擔保。信託計劃由指定投資者提供資金。信託計劃的相關投資主要包括向已抵押應收票據的企業借款人借出的債務。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 28 FINANCIAL LIABILITIES MEASURED AT FVPL (CONTINUED)

The Company has determined that it shares joint control with the Third Party over the Trust Plans in relation to such matters as review and approval of the underlying investments, and management of defaults. In addition, the Company has determined that its returns from the interests in these Trust Plans are not substantially the same as an ordinary share interest and as such has accounted for these interests as financial liabilities.

Details of the Group's interest in the Trust Plans, which is accounted for as financial liabilities in the consolidated financial statements, are as follows:

## 28 按公允價值計入損益計量的金融負債(續)

由於本公司與第三方共同對信託計劃底層投資進行審核、批准及違約風險管理，本公司與第三方共同控制上述信託計劃。此外，本公司已確定其於該等信託計劃的權益回報與普通股權益大致上並不相同，因此將該等權益入賬列作金融負債。

本集團於信託計劃中的權益在綜合財務報表中列為金融負債，詳情如下：

Names of ventures 企業名稱	Note 附註	Form of business structure 企業結構形式	Date and place of incorporation/ establishment/ 註冊成立/成立的日期及地點	Proportion of ownership interest As at 31 December 2022 所有權權益比例於2022年12月31日					
				Registered capital Paid-in capital 註冊資本 未經審核	Paid-in capital 未繳股本 未經審核	Group's effective interest 本集團的實際權益	Held by the Company 由本公司持有	Held by a subsidiary 由子公司持有	Principal activities 主要業務
Yuecai Trust • Huijinkeji 129-1 Collective Fund Trust Plan ("Yuecai Trust Huijinkeji 129-1") 粵財信託•慧金科技129-1號集合資金信託計劃 (「粵財信託•慧金科技129-1號」)	(i)	Trust plan 信託計劃	June 2021 the PRC 2021年6月 中國	RMB 134,100,000 人民幣 134,100,000元	RMB 134,100,000 人民幣 134,100,000元	50%	50%	0%	Investment 投資
Yunnan Trust Qingquan 48 Collective Fund Trust Plan ("Yunnan Trust Qingquan 48") 雲南信託—清泉48號單一資金信託計劃 (「雲南信託—清泉48號」)	(ii)	Trust plan 信託計劃	January 2021 the PRC 2021年1月 中國	RMB 50,000,000 人民幣 50,000,000元	RMB 50,000,000 人民幣 50,000,000元	50%	50%	0%	Investment 投資
Yunnan Trust Qingquan 37 Collective Fund Trust Plan ("Yunnan Trust Qingquan 37") 雲南信託—清泉37號單一資金信託計劃(「雲南信託—清泉37號」)	(iii)	Trust plan 信託計劃	March 2021 the PRC 2021年3月 中國	RMB 161,000,000 人民幣 161,000,000元	RMB 161,000,000 人民幣 161,000,000元	50%	50%	0%	Investment 投資

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 28 FINANCIAL LIABILITIES MEASURED AT FVPL (CONTINUED)

- (i) The underlying loans of Yuecai Trust • Huijinkeji 129-1 Collective Fund matured in June 2022. After negotiation with the trust investors, the Group is not required to perform the guarantee obligation for a certain grace period.
- (ii) The underlying loans of the Yunnan Trust Qingquan 48 Collective Fund Trust Plan matured in January 2022. After negotiation with the trust investors, the Group is not required to perform the guarantee obligation for a certain grace period.
- (iii) Part of the underlying loan of the Yunnan Trust Qingquan 37 Collective Fund Trust Plan matured in September 2022, which is amounted to RMB58,139,000. As the borrowers of the underlying loans were unable to repay the principal and interest as expected, the Group fulfilled its obligation of default guarantee payments to the Trust Plan in September 2022 according to the relevant guarantee contract. Subsequently, the Group irrevocably assigned part of defaulted guarantee payments amounted to RMB37,289,000 arising from the above matter to Foshan Properties Management Co., Ltd. for a total consideration of RMB32,000,000. As at 31 December 2022, the Group recovered part of the amount from the debtors, and the balance of the default guarantee payment arising from the above matter was RMB16,048,000.

## 28 按公允價值計入損益計量的金融 負債(續)

- (i) 粵財信託 • 慧金科技129-1號集合基金相關貸款於2022年6月到期。經與信託投資者協商，本集團毋須於若干寬限期內履行擔保責任。
- (ii) 雲南信託 — 清泉48號集合資金信託計劃的相關貸款於2022年1月到期。經與信託投資者協商，本集團毋須於若干寬限期內履行擔保責任。
- (iii) 雲南信託 — 清泉37號集合資金信託計劃的部分相關貸款於2022年9月到期，金額為人民幣58,139,000元。由於相關貸款的借款人未能如期償還本金及利息，本集團根據相關擔保合同於2022年9月向信託計劃履行違約擔保付款責任。隨後，本集團不可撤回地將上述事項產生的部分違約擔保付款人民幣37,289,000元轉讓予佛山頤和物業管理有限公司，總代價為人民幣32,000,000元。於2022年12月31日，本集團向債務人收回部分款項，因上述事項產生的違約擔保付款結餘為人民幣16,048,000元。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 28 FINANCIAL LIABILITIES MEASURED AT FVPL (CONTINUED)

Summarised financial information of the Trust Plans, adjusted for any differences in accounting policies, and a reconciliation to the carrying amount in the consolidated financial statements, are disclosed below:

Aggregate information of individually immaterial jointly controlled Trust Plans:

## 28 按公允價值計入損益計量的金融 負債(續)

根據會計政策差異調整的信託計劃概要財務資料，以及綜合財務報表中賬面金額的調整，披露如下：

個別非重要共同控制信託計劃的匯總資料：

		31 December 2022 於2022年 12月31日 RMB'000 人民幣千元	31 December 2021 於2021年 12月31日 RMB'000 人民幣千元
Aggregate carrying amount of individually immaterial jointly controlled Trust Plans in the consolidated financial statements	於綜合財務報表中個別非重要共同控制信託計劃的總面值	1,818	16,384
Aggregate amounts of the Group's share of profit of these controlled Trust Plans in the consolidated financial statements:	本集團於綜合財務報表應佔該等受控制信託計劃的溢利總額：		
Loss from operation and total comprehensive income	經營虧損及全面收入總額	6,843	16,384

As of 31 December 2022, the Company's maximum potential loss in relation to the financial guarantees issued the Trust Plans amounted to RMB109,057,000 (31 December 2021: RMB338,427,000), which would be recognised if the underlying investments of the Trust Plans default completely.

截至2022年12月31日，本公司與發行信託計劃的財務擔保金額有關的最大的潛在虧損為人民幣109,057,000元(2021年12月31日：人民幣338,427,000元)，前提是信託計劃的有關投資完全違約，該虧損將被確認。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 29 LEASE LIABILITIES

The following table shows the remaining contractual maturities of the Group's lease liabilities at the end of 31 December 2022:

## 29 租賃負債

下表顯示於2022年12月31日結束時本集團租賃負債之剩餘合約到期日：

		31 December 2022 2022年12月31日		31 December 2021 2021年12月31日	
		Present value of the minimum lease payments 最低租賃 付款現值 RMB'000 人民幣千元	Total minimum lease payments 最低租賃 付款總額 RMB'000 人民幣千元	Present value of the minimum lease payments 最低租賃 付款現值 RMB'000 人民幣千元	Total minimum lease payments 最低租賃 付款總額 RMB'000 人民幣千元
Within 1 year	一年內	6,088	6,229	5,327	5,966
After 1 year but within 2 years	一年後但於兩年內	5,024	5,354	5,467	5,818
After 2 years but within 5 years	兩年後但於五年內	4,061	4,851	4,252	4,466
After 5 years	五年後	3,792	5,527	—	—
		12,877	15,732	9,719	10,284
		18,965	21,961	15,046	16,250
Less: total future interest expenses	減：未來利息開支 總額		(2,996)		(1,204)
Present value of lease liabilities	租賃負債現值		18,965		15,046

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

### 30 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(a) Movements in current taxation in the consolidated statement of financial position are as follows:

		At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元	At 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元
Balance of income tax payable at the beginning of the year	年初應付所得稅餘額	10,394	1,763
Provision for income tax on the estimated taxable profit for the year	年內按估計應納稅利潤計提的所得稅費用	75,860	50,394
Income tax paid during the year	年內已繳納所得稅	(34,570)	(41,763)
Balance of income tax payable at the end of the year	年末應付所得稅餘額	51,684	10,394

### 30 綜合財務狀況表的所得稅

(a) 當期稅項於綜合財務狀況表的變動如下：

(b) Deferred tax assets and liabilities recognised:

The components of deferred tax (liabilities)/assets recognised in the consolidated statement of financial position and the movements during the years ended 31 December 2022 and 2021 are as follows:

(b) 已確認遞延所得稅資產及負債：

於綜合財務狀況表確認的遞延所得稅(負債)/資產項目及於截至2022年及2021年12月31日止年度的變動如下：

		Deferred tax assets 遞延所得稅資產						Deferred tax liabilities 遞延所得稅負債				Net 淨額	
		Liabilities from guarantees		Salaries payable	Financial instrument	Deductible losses	Interest in associates 於聯營公司 的權益	Total 於聯營公司 的權益	Re- guarantee fee	Total			
		Impairment loss											
		Note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	
At 1 January 2022	於2022年 1月1日		5,894	41,290	8,882	2,712	7,522	2,710	69,010	(159)	124	(35)	68,975
Recognised to the consolidated statement of profit or loss	於綜合損益表 確認	5(a)	17,096	33,697	515	2,498	3,141	2,482	59,429	—	(558)	(558)	58,871
Charged to reserves	計入公積		—	—	—	860	—	—	860	—	—	—	860
At 31 December 2022	於2022年 12月31日		22,990	74,987	9,397	6,070	10,663	5,192	129,299	(159)	(434)	(593)	128,706

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

### 30 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

### 30 綜合財務狀況表的所得稅(續)

#### (b) Deferred tax assets and liabilities recognised: (CONTINUED)

#### (b) 已確認遞延所得稅資產及負債：(續)

		Deferred tax assets								Deferred tax liabilities		Net
		遞延所得稅資產								遞延所得稅負債		
		Liabilities from guarantees	Impairment loss	Salaries payable	Financial instrument	Deductible losses	Re-guarantee fee	Interest in associates	Total	Interest in associates		
Note	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	
At 1 January 2021	於2021年1月1日	(481)	43,635	9,018	2,217	5,525	892	574	61,380	(176)	61,204	
Recognised to the consolidated statement of profit or loss	於綜合損益表確認	5(a)	6,375	(2,345)	(136)	2,221	1,997	(768)	2,136	9,480	17	9,497
Charged to reserves	計入公積		—	—	—	(1,726)	—	—	—	(1,726)	—	(1,726)
At 31 December 2021	於2021年12月31日		5,894	41,290	8,882	2,712	7,522	124	2,710	69,134	(159)	68,975

#### (c) Reconciliation to the consolidated statement of financial position:

#### (c) 綜合財務狀況表對賬：

		At 31 December 2022 於2022年12月31日 RMB'000 人民幣千元	At 31 December 2021 於2021年12月31日 RMB'000 人民幣千元
Net deferred tax assets recognised in the consolidated statement of financial position	於綜合財務狀況表確認的遞延所得稅資產淨值	128,862	69,049
Net deferred tax liabilities recognised in the consolidated statement of financial position	於綜合財務狀況表確認的遞延所得稅負債淨額	(156)	(74)
		128,706	68,975



(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

### 31 CAPITAL, RESERVES AND DIVIDENDS

#### (a) Movements in components of equity

The reconciliation between the opening and closing of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

### 31 資本、儲備及股息

#### (a) 權益項目變動

本集團綜合權益的年初及年末各項目的對賬載列於綜合權益變動表。本公司權益的個別項目由年初至年末的變動詳情載列如下：

		Share capital	Share premium	Surplus reserve	General reserve	Retained earnings	Total
		股本	股本溢價	盈餘公積	一般風險準備	留存收益	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		Note 31(c)	Note 31(d)(i)	Note 31(d)(iv)	Note 31(d)(v)		
		附註31(c)	附註31(d)(i)	附註31(d)(iv)	附註31(d)(v)		
Balance at 31 December 2020	於2020年12月31日的餘額	1,560,793	133,773	127,936	128,070	136,762	2,087,334
<b>Changes in equity for 2021:</b>	<b>2021年的權益變動：</b>						
Profit for the year	年內利潤	—	—	—	—	80,492	80,492
Total comprehensive income	全面收益總額	—	—	—	—	80,492	80,492
Issue of ordinary shares	發行普通股	—	—	—	—	—	—
Appropriation to surplus reserve	提取盈餘公積	—	—	8,049	—	(8,049)	—
Appropriation to general reserve	提取一般風險準備	—	—	—	8,049	(8,049)	—
Dividends approved in respect of the previous year	上一年度已批准的股息	—	—	—	—	(93,830)	(93,830)
Balance at 31 December 2021	於2021年12月31日的餘額	1,560,793	133,773	135,985	136,119	107,326	2,073,996

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

### 31 CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

### 31 資本、儲備及股息(續)

#### (a) Movements in components of equity (CONTINUED)

#### (a) 權益項目變動(續)

	Share capital	Share premium	Surplus reserve	General reserve 一般風險準備	Retained earnings	Total	
	股本	股本溢價	盈餘公積	準備	留存收益	合計	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
	Note 31(c)	Note 31(d)(i)	Note 31(d)(iv)	Note 31(d)(v)			
	附註31(c)	附註31(d)(i)	附註31(d)(iv)	附註31(d)(v)			
<b>Balance at 31 December 2021</b>	<b>於2021年12月31日的餘額</b>	1,560,793	133,773	135,985	136,119	107,326	2,073,996
<b>Changes in equity for 2022:</b>	<b>2022年的權益變動：</b>						
Profit for the year	年內利潤	—	—	—	—	47,990	47,990
Total comprehensive income	全面收益總額	—	—	—	—	47,990	47,990
Issue of ordinary shares	發行普通股	—	—	—	—	—	—
Appropriation to surplus reserve	提取盈餘公積	—	—	4,799	—	(4,799)	—
Appropriation to general reserve	提取一般風險準備	—	—	—	4,799	(4,799)	—
Dividends approved in respect of the previous year	上一年度已批准的股息	—	—	—	—	(78,041)	(78,041)
<b>Balance at 31 December 2022</b>	<b>於2022年12月31日的餘額</b>	1,560,793	133,773	140,784	140,918	67,677	2,043,945

#### (b) Dividends

#### (b) 股息

In accordance with the resolution of the Company's board of directors' meeting on 27 March 2023, the proposed dividends appropriations for the year ended 31 December 2022 are as follows:

根據本公司於2023年3月27日之董事會決議案，截至2022年12月31日止年度建議派付股息如下：

- Cash dividends of RMB54,627,744.05 (2021: RMB78,039,634) to all shareholders representing RMB0.035 (2021: RMB0.050) per share before tax.

- 向所有股東宣派現金股息人民幣54,627,744.05元(2021年：人民幣78,039,634元)，即每股稅前人民幣0.035元(2021年：人民幣0.050元)。

The profit appropriation resolution mentioned above has yet to be approved by the Company's shareholders.

上文所述利潤分派決議案須待本公司股東批准。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

### 31 CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

#### (c) Share capital

The share capital of the Company as at 31 December 2022 and 2021 are as below:

		31 December 2022 2022年12月31日		31 December 2021 2021年12月31日	
		No. of shares (‘000) 股份數目 (千股)	RMB’000 人民幣千元	No. of shares (‘000) 股份數目 (千股)	RMB’000 人民幣千元
Ordinary shares, issued and fully paid:	已發行及繳足的普通股：				
As at 1 January	於1月1日	1,560,793	1,560,793	1,560,793	1,560,793
Issuance of new shares	發行新股	—	—	—	—
As at 31 December	於12月31日	1,560,793	1,560,793	1,560,793	1,560,793

### 31 資本、儲備及股息(續)

#### (c) 股本

本公司於2022年及2021年12月31日的股本如下：

#### (d) Nature and purpose of reserves

##### (i) Share premium

The share premium represents the difference between the share capital/par value of the shares of the Company and capital injection/proceeds received from the issuance of the shares of the Company.

##### (ii) Capital reserve

The capital reserve represented the contribution from equity shareholders for purchase of shares from subsidiaries.

#### (d) 儲備性質及目的

##### (i) 股本溢價

股本溢價指本公司股本／股份面值與注資／發行本公司股份所得款項之間的差額。

##### (ii) 資本公積

資本公積指股權持有人就購買子公司股份的出資。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

### 31 CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

#### (d) Nature and purpose of reserves (CONTINUED)

##### (iii) Fair value reserve

The fair value reserve comprises the cumulative net change in the fair value of financial assets (FVOCI) measured at fair value held at the end of the reporting period and is dealt with in accordance with the accounting policies in Note 1(j)(i).

##### (iv) Surplus reserve

Surplus reserve comprises statutory surplus reserve and discretionary surplus reserve.

The entities established in the PRC are required to appropriate 10% of its net profit, as determined under the China Accounting Standards for Business Enterprises and other relevant regulations issued by the Ministry of Finance of the PRC ("MOF"), to the statutory surplus reserve until the balance reaches 50% of the registered capital.

Subject to the approval of equity holders of the entities established in the PRC, statutory surplus reserves may be used to net off with accumulated losses, if any, and may be converted into capital, provided that the balance of statutory surplus reserve after such capitalization is not less than 25% of the registered capital before capitalization.

After making the appropriation to the statutory surplus reserve, the Group may also appropriate its net profit to the discretionary surplus reserve upon approval by shareholders.

### 31 資本、儲備及股息(續)

#### (d) 儲備性質及目的(續)

##### (iii) 公允價值公積

公允價值公積包括於報告期末所持按公允價值計量的金融資產(按公允價值計入其他全面收益)的公允價值的累積淨變動，並已根據附註1(j)(i)所載的會計政策處理。

##### (iv) 盈餘公積

盈餘公積包括法定盈餘公積及任意盈餘公積。

於中國成立的實體須將其純利的10%(根據中國財政部(「財政部」)頒佈的中國企業會計準則及其他相關規例釐定)劃撥至法定盈餘公積，直至餘額達到註冊資本的50%。

在獲於中國成立的實體的權益持有人批准的情況下，法定盈餘公積可用於彌補累計虧損(如有)，亦可轉撥至資本，惟於該資本化完成後法定盈餘公積的餘額不得低於資本化完成前註冊資本的25%。

在劃撥至法定盈餘公積後，本集團亦可於獲股東批准後劃撥純利至任意盈餘公積。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

### 31 CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

#### (d) Nature and purpose of reserves (CONTINUED)

##### (v) *General reserve*

Pursuant to relevant regulations, the Company and its subsidiaries engaged in credit guarantee business are required to set aside a general reserve through appropriations of profit after tax according to 10% of its net profit as determined under the Accounting Standards for Business Enterprises and other relevant requirements issued by MOF after making good prior year's accumulated loss to cover potential losses against their assets.

Pursuant to relevant MOF notices, Foshan Micro Credit is required to set aside a general reserve to cover potential losses against its assets, and the minimum general reserve balance should be 1.5% of the ending balance of gross risk-bearing assets.

##### (vi) *Other financial instruments*

Other financial instrument-equity component is the equity component of the compound financial instrument (Note 27) issued by the Group.

### 31 資本、儲備及股息(續)

#### (d) 儲備性質及目的(續)

##### (v) *一般風險準備*

根據相關規定，從事信貸擔保業務之本公司及其子公司須從稅後利潤中提取一定金額為一般風險準備，金額為彌補以前年度累計虧損後的淨利潤的10%（根據財政部頒發的企業會計準則及其他相關規例而釐定），以彌補其資產可能出現的虧損。

根據相關的財政部通告，佛山小額貸款須預留一般風險準備以彌補資產可能發生的損失，而一般風險準備的最小餘額須為附有風險資產總額年結餘額的1.5%。

##### (vi) *其他金融工具*

其他金融工具權益部分為本集團發行的複合金融工具的權益部分（見附註27）。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

### 31 CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

#### (e) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for equity shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher equity holder/shareholders returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

There were no changes in the Group's approach to capital management during the years ended 31 December 2022 and 2021.

Particularly for guarantee and credit loan operation, the Group monitors regularly the residual balance of outstanding guarantees or/and credit loans for single customers and multiples of the total outstanding guarantees or/and credit loans in relation to share capital of companies in the Group engaging guarantee or/and credit loan business respectively, so as to keep the capital risk within an acceptable limit. The decision to manage the share capital of companies in the Group to meet the needs of developing guarantee or/and credit loans business rests with the directors.

### 31 資本、儲備及股息(續)

#### (e) 資本管理

本集團在資本管理上的首要目的是保障本集團能夠持續經營，從而通過與風險水平相應的產品及服務定價以及獲得合理成本的融資繼續為股權持有人提供回報及為其他利益相關者謀求利益。

本集團積極地定期覆核並管理其資本架構，以在較高股權持有人／股東回報情況下可能伴隨的較高借貸水平，以及良好的資本狀況帶來的好處與保證之間取得平衡，並依據經濟狀況的變動調整資本架構。

截至2022年及2021年12月31日止年度內，本集團資本管理的方法並無改變。

針對擔保及信用貸款業務，本集團定期監察單一客戶的未償還擔保餘額或／及信用貸款餘額及本集團旗下從事擔保或／及信用貸款業務公司各自的未償還擔保或／及信用貸款總額與股本的倍數，以保持資本風險處於可接受的範圍內。有關管理本集團旗下公司的股本以符合發展擔保或／及信用貸款業務的需要的決策由董事作出。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

Exposure to credit, interest rate, liquidity and currency risks arises in the normal course of the Group's business. The Group's exposure to these risks and the financial risk management policies and practice used by the Group to manage these risks are described below.

### (a) Credit risk

Credit risk arises from a customer's inability or unwillingness to meet its financial obligations to make timely payments under loans the Group guaranteed or provided. Credit risk is primarily attributable to unexpired guarantees issued by the Group, loans and advances to customers and trade and other receivables provided by the Group.

The maximum exposure to credit risk is represented by the net carrying amount of each type of financial assets as of the end of the reporting periods. In addition to guarantees issued as disclosed below, the Group has no credit risk arising from any other guarantee.

#### ***Credit risk arising from guarantees issued operations:***

The Group has taken measures to identify credit risks arising from guarantees issued operations. The Group manages credit risk at every stage of the risk management system, including pre-approval, review and credit approval and post-transaction monitoring processes. The Group conducts customer acceptance and due diligence by business department and risk management department during the pre-approval process. A transaction may be subject to the review and approval of credit approval officer, regional risk committee, or chairman depending on the transaction size.

## 32 財務風險管理及金融工具的公允價值

本集團的日常業務過程中面臨信用、利率、流動性及貨幣風險。就該等風險而言，本集團面臨的風險敞口、實行的財務風險管理政策及本集團管理該等風險的慣例如下所述。

### (a) 信用風險

信用風險來自本集團所提供擔保或提供貸款的客戶無力或不願履行其財務責任。信用風險主要來自本集團發出的未到期擔保、本集團提供的發放貸款及墊款和應收及其他應收款項。

所面對的最大信用風險指於報告期末各種金融資產的淨賬面值。除下列所披露的發出的擔保外，本集團概無產生信用風險的任何其他擔保。

#### ***發出的擔保業務產生的信用風險：***

本集團已採取措施識別發出的擔保業務產生的信用風險。本集團通過風險管理系統管理每個階段的信用風險，包括事前審批、審查、信用審批及擔保後回訪。於審批前，本集團委派業務部及風險管理部進行客戶接納及盡職審查。根據交易的規模而定，交易可能交由信用審批人、地區風險委員會或主席審查及審批。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### (a) Credit risk (CONTINUED)

#### ***Credit risk arising from guarantees issued operations: (CONTINUED)***

During the post-transaction monitoring process, the Group conducts on-site inspection and ongoing post-transaction reviews focus on various aspects, including but not limited to customers' product markets, operating income, assets and liabilities, cash flows from operating activities to detect potential risks. The Group takes proactive preventive actions based on the risk analysis and designs contingency plans accordingly.

When a certain number of clients undertake the same business activities, stay in the same geographical locations, or bear similar economic features for their industries, their ability to fulfil contracts will be affected by the same economic changes. Concentration of credit risk reflects the sensitivity of the Group's operating results to specific industries or geographical locations. As the Group mainly operates its businesses in the PRC, there exists a certain level of geographical concentration risk for its guarantee and loan portfolios in that it might be affected by changes in the PRC economic conditions.

## 32 財務風險管理及金融工具的公允價值(續)

### (a) 信用風險(續)

#### **發出的擔保業務產生的信用風險：** **(續)**

擔保後回訪中，本集團就(包括但不限於)客戶產品市場、經營收入、資產負債情況、經營活動的現金流量等多個方面進行實地檢查及持續擔保後回訪，以偵測潛在風險。本集團根據風險分析作出積極的防範措施並設計相應的應變計劃。

當若干數量的客戶進行相同的業務活動，處於相同的地理位置或其行業具有相似的經濟特性，彼等的履約能力將受到同一經濟變化的影響。信用風險的集中程度反映了本集團業績對某一特定行業或地理位置的敏感程度。由於本集團主要在中國經營業務，其擔保及貸款組合因此承擔一定的地理集中風險，並可能因中國經濟狀況的變化而受到影響。



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## 32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### (a) Credit risk (CONTINUED)

#### *Credit risk arising from guarantees issued operations: (CONTINUED)*

Guarantees issued: at the end of each reporting period, the total maximum guarantees issued (net of counter-guarantees) are as follows:

		31 December 2022 2022年 12月31日 RMB'000 人民幣千元	31 December 2021 2021年 12月31日 RMB'000 人民幣千元
Performance guarantee	履約擔保	5,893,316	6,171,385
Financing guarantee	融資擔保	4,356,958	4,036,231
Litigation guarantee	訴訟擔保	31,411	13,092
Subtotal	小計	10,281,685	10,220,708
Less: Customer pledged deposits	減：存入保證金	(73,328)	(253,002)
Total	合計	10,208,357	9,967,706

The total maximum guarantees issued represent the maximum potential loss that would be recognised if counterparties failed completely to perform as contracted.

## 32 財務風險管理及金融工具的公允價值(續)

### (a) 信用風險(續)

#### *發出的擔保業務產生的信用風險：(續)*

已發出的擔保：於各報告期末，已發出的最高擔保總額(扣除反擔保)如下：

已發出擔保最高總額為倘對手方完全不能按合約履行將確認的最大潛在損失。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### (a) Credit risk (CONTINUED)

#### *Credit risk arising from guarantees issued operations: (CONTINUED)*

The maximum exposure to credit risk in respect of guarantees issued (net of counter-guarantees) by industry at 31 December 2022 and 2021 are as follows:

		31 December 2022		31 December 2021	
		2022年12月31日		2021年12月31日	
		RMB'000	%	RMB'000	%
		人民幣千元	%	人民幣千元	%
Construction	建造業	3,909,929	38%	4,349,223	43%
Real estate	房地產	2,094,321	20%	1,482,638	14%
Manufacturing	製造業	1,744,331	17%	1,163,877	11%
Wholesale	批發	924,861	8%	688,249	7%
Leasing and commercial services	租賃及商業服務	463,035	5%	286,451	3%
Retail	零售業	381,773	3%	382,678	4%
Technology services	技術服務業	252,519	2%	201,298	2%
Transportation warehousing and postal service	交通運輸、倉庫業及郵政服務	62,831	1%	53,538	1%
Agriculture	農業	44,579	1%	38,371	1%
Service industry	服務業	28,578	1%	47,921	1%
Finance	金融	24,910	1%	305,592	3%
Others	其他	350,018	3%	1,220,872	10%
Total of guarantees issued	已發出的擔保合計	10,281,685	100%	10,220,708	100%

## 32 財務風險管理及金融工具的公允價值(續)

### (a) 信用風險(續)

#### *發出的擔保業務產生的信用風險：(續)*

於2022年及2021年12月31日按行業劃分的已發出擔保的信用風險最高承擔額(扣除反擔保)如下：

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### (a) Credit risk (CONTINUED)

#### ***Credit risk arising from financial assets measured at amortized cost:***

The Group adopts similar pre-approval, review and credit approval risk management system for credit risk arising from financial assets measured at amortized cost. During the post-transaction monitoring process, the Group conducts a visit of customers regularly after disbursement of loans and receivables, and conducts on-site inspection on a regular basis. The review focuses on the use of loans and receivables, the financial and operational conditions of the borrowers or the progress of projects and status of the collateral.

The Group classifies financial assets measured at amortized cost into three stages and makes provisions for expected credit losses accordingly, depending on whether credit risk on that financial instrument has increased significantly since initial recognition.

## 32 財務風險管理及金融工具的公允價值(續)

### (a) 信用風險(續)

#### ***按攤銷成本計量的金融資產的信用風險：***

本集團就按攤銷成本計量的金融資產的信用風險採取類似的事前審批、審查及信用審批風險管理系統。貸後回訪中，本集團於發放貸款及應收款項後定期回訪客戶，並定期進行實地檢查。審查主要集中於貸款及應收款項用途、借款人的財務及經營狀況或項目進度及抵質押品的狀況。

本集團視乎金融工具的信用風險自初始確認後是否出現大幅提高而將以攤銷成本計量的金融資產劃分為三個階段，並據此計提預期信貸虧損。

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## 32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(CONTINUED)

### (a) Credit risk (CONTINUED)

#### *Significant increase in credit risk*

The assessment of significant increase since initial recognition in the credit risk is performed at least on a quarterly basis for financial assets held by the Group. The Group takes into consideration all reasonable and supportable information (including forward-looking information) that reflects significantly change in credit risk for the purposes of classifying financial assets. The main considerations are regulatory and operating environment, internal and external credit risk gradings, debt-servicing capacity, operating capabilities, contractual terms, and repayment records. The Group compares the risk of default of a single financial asset or a portfolio of financial assets with similar credit risk characteristics as at statement of financial position date and its risk of default at the date of initial application to determine changes in the risk of default during the lifetime of a financial asset or a portfolio of financial assets. In determining whether credit risk of a financial asset has increased significantly since initial recognition, the Group considers factors indicating whether the probability of default has risen sharply, whether the financial asset has been past due (except micro-lending, which is past due within 7 days), whether the market price has been falling to assess deterioration.

#### *Impairment assessment*

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation;

## 32 財務風險管理及金融工具的公允價值(續)

### (a) 信用風險(續)

#### *信用風險顯著增加*

本集團至少於每季度評估金融資產的信用風險自初始確認後是否發生顯著增加。本集團進行金融資產分類時充分考慮反映其信用風險是否出現顯著變化的各種合理且有依據的資料，包括前瞻性資料。主要考慮因素有監管及經營環境、內外部信用風險評級、償債能力、經營能力、合約條款、還款記錄等。本集團以單項金融資產或者具有相似信用風險特徵的金融資產組合為基礎，通過比較金融資產在財務狀況表日發生違約的風險與在初始應用日發生違約的風險，以確定金融資產或金融資產組合於存續期內發生違約風險的變化情況。本集團通過考慮違約概率是否大幅上升、金融資產是否逾期(不包括逾期7日內的小額貸款)、市場價格是否下跌等因素，判斷金融資產的信用風險自初始確認後是否發生顯著增加。

#### *減值評估*

- 債務人發生重大債務困難；
- 違反合約，如逾期或拖欠償還利息或本金；
- 借款人很可能破產或進行其他財務重組；

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## 32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### (a) Credit risk (CONTINUED)

#### *Impairment assessment (CONTINUED)*

- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

#### *Description of parameters, assumptions, and estimation techniques*

Expect for the credit-impaired financial assets, expected credit losses (“ECL”) is measured at an amount equal to 12-month ECL or lifetime ECL depending on whether a significant increase in credit risk has occurred since initial recognition or whether an asset is considered to be credit-impaired. ECL is the product of the Probability of Default (“PD”), Loss Given Default (“LGD”), and Exposure at Default (“EAD”), considering the time value of money. Related definitions are as follows:

PD is the possibility that a customer will default on its obligation within a certain period of time in light of forward-looking information.

LGD is the magnitude of the likely loss if there is a default in light of forward-looking information.

EAD refers to the total amount of on- and off-balance sheet exposures in the event of default and is determined based on the historical repayment records.

## 32 財務風險管理及金融工具的公允價值(續)

### (a) 信用風險(續)

#### *減值評估(續)*

- 技術、市場、經濟或法律環境發生重大改變對債務人造成不利影響；或
- 因發行人財務困難，導致證券失去活躍市場。

#### *對參數、假設及估計技術的說明*

對於預計信用減值的金融資產，預期信貸虧損(「預期信貸虧損」)按等於12個月預期信貸虧損或生命週期預期信貸虧損的金額計量，具體要取決於自初始確認後信用風險是否發生顯著提高或資產是否被認為是信用減損。預期信貸虧損是違約概率(「違約概率」)、違約損失率(「違約損失率」)及違約風險敞口(「違約風險敞口」)三者的乘積，並考慮了貨幣的時間價值。相關定義如下：

違約概率是指考慮前瞻性信息後，客戶在未來一定時期內發生違約的可能性。

違約損失率是指考慮前瞻性信息後，預計違約可能導致的損失金額。

違約風險敞口是指預期違約時的表內和表外風險暴露總額，違約風險敞口根據歷史還款情況統計結果進行確認。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### (a) Credit risk (CONTINUED)

#### *Description of parameters, assumptions, and estimation techniques (CONTINUED)*

The assumptions underlying the ECL calculation, such as how the PDs and LGDs of different maturity profiles change are monitored and reviewed on a quarterly basis by the Group.

There have been no significant changes in estimation techniques or significant assumptions made during the year.

The impairment loss on credit-impaired assets applied cash flow discount method, if there is objective evidence that an impairment loss has incurred, the amount of the loss is measured as the difference between the asset's gross carrying amount and the present value of estimated future cash flows discounted at the asset's original effective interest rate. The allowance for impairment loss is deducted in the carrying amount. The impairment loss is recognised in the statement of profit or loss.

It may not be possible to identify a single, or discrete events that result in the impairment, but it may be possible to identify impairment through the combined effect of several events. The impairment losses are evaluated at the end of each reporting period, unless unforeseen circumstances require more careful attention.

#### *Write-off policy*

The Group writes off financial assets when it has exhausted practical recovery efforts and has concluded there is no reasonable expectation of recovery.

## 32 財務風險管理及金融工具的公允價值(續)

### (a) 信用風險(續)

#### *對參數、假設及估計技術的說明(續)*

本集團每季度監控並覆核預期信貸虧損計算相關的假設，包括各期限下的違約概率及違約損失率的變動情況。

本年度，估計技術或關鍵假設未發生重大變化。

已發生信用減值的資產減值損失採用貼現現金流法，如果有客觀證據顯示出現減值損失，虧損金額以資產賬面總額與按資產原實際利率折現的預計未來現金流量的現值之間的差額計量。通過減值損失準備相應調低資產的賬面金額。減值損失金額於損益表內確認。

本集團可能無法確定導致減值的單一的或分散的事件，但是可以通過若干事件所產生的綜合影響確定減值。除非有其他不可預測的情況存在，本集團在各報告期末對減值損失進行評估。

#### *核銷政策*

當本集團執行了相關必要的程序後，金融資產仍然未能收回時，則將其進行核銷。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### (b) Interest rate risk

The Group is principally engaged in the provision of credit guarantee, lending and related consulting services to SME enterprises in the PRC. Its interest rate risk arises primarily from deposits with banks, receivable investments and interest-bearing borrowings.

The Group has adopted a series of core indicators for interest rate risk management, standards for interest rate sensitivity gap analysis and guidelines for its interest rate risk management. The analysis of the Group's interest rate risk includes an assessment of the incremental gaps between interest-sensitive assets and liabilities as a result of an interest rate change. The Group manages its interest rate risk exposure by adjusting the structure of its assets and liabilities based on an assessment of potential changes in interest rate using gap analysis, which provides a measure of repricing characteristics of the Group's assets and liabilities.

## 32 財務風險管理及金融工具的公允價值(續)

### (b) 利率風險

本集團主要於中國從事向中小微企業提供信用擔保、貸款及提供相關顧問服務。本集團的利率風險主要源自銀行存款、應收款項類投資及計息借款。

本集團已採納一系列利率風險管理的核心指標、利率敏感度缺口分析標準及利率風險管理指引。本集團的利率風險分析包括評核利息敏感資產及負債因利率變動而產生的增量缺口。本集團透過基於以缺口分析(計量本集團資產及負債的重新定價特徵)評核利率的潛在變動，調整其資產及負債架構的方法，管理利率風險。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

**32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)**

**32 財務風險管理及金融工具的公允價值(續)**

**(b) Interest rate risk (CONTINUED)**

**(b) 利率風險(續)**

**(i) Interest rate profile**

**(i) 利率概況**

		31 December 2022 2022年 12月31日 RMB'000 人民幣千元	31 December 2021 2021年 12月31日 RMB'000 人民幣千元
Fixed interest rate Financial assets	固定利率金融資產		
— Term deposits with banks and restricted bank deposits	— 銀行定期存款及受限制銀行存款	237,401	299,594
— Pledged deposits	— 存出保證金	298,157	483,179
— Trade and other receivables	— 應收及其他應收款項	226,542	159,865
— Loans and advances to customers	— 發放貸款及墊款	707,345	613,110
— Factoring receivables	— 應收保理款項	179,659	174,408
— Receivable investments	— 應收款項類投資	24,787	25,837
— Financial assets measured at FVPL	— 按公允價值計入損益計量的金融資產	24,928	25,024
		<b>1,698,819</b>	1,781,017
Financial liabilities	金融負債		
— Interest-bearing borrowings	— 計息借款	(162,700)	(69,300)
— Other financial instruments	— 其他金融工具	(10,000)	—
— Notes payable	— 應付票據	—	(6,000)
— Debt securities issued	— 應付債券	(498,403)	(259,109)
		<b>(671,103)</b>	(334,409)
Net	淨值	<b>1,027,716</b>	1,446,608
Variable interest rate Financial assets	浮動利率金融資產		
— Cash at banks	— 銀行存款	844,599	782,416
— Pledged deposits	— 存出保證金	30,055	76,397
— Receivable investments	— 應收款項類投資	—	1,460
		<b>874,654</b>	860,273
Financial liabilities	金融負債		
— Other financial instruments	— 其他金融工具	(103,173)	(111,332)
Net	淨值	<b>(103,173)</b>	(111,332)
		<b>771,481</b>	748,941
Total net financial assets	淨金融資產總額	<b>1,799,197</b>	2,195,549
Net fixed rate financial assets as a percentage of total net financial assets	固定利率金融資產淨額佔淨金融資產總額的百分比	<b>57%</b>	66%



(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### (b) Interest rate risk (CONTINUED)

#### (ii) Sensitivity analysis

At 31 December 2022, it is estimated that a general increase of 50 basis points in interest rates, with all other variables held constant, would increase the Group's profit after taxation and retained profits for the next 12 months by approximately RMB2,986,530 (2021: RMB2,902,370).

The sensitivity analysis above indicates the exposure to interest rate risk arising from floating rate non-derivative instruments and fixed rate interest-bearing financial assets measured at FVPL held by the Group at the end of the reporting period.

### (c) Liquidity risk

Liquidity risk is the risk that the Group fails to meet the demands associated with its payables due, new borrowings and reasonable financing activities, or encounter difficulties in meeting these demands with reasonable costs.

The major liquidity management approaches of the Group include forecasting the fund inflows and outflows according to the market trend to maintain an adequate funding base; improving credit risk management; establishing the liquidity risk early warning system and business continuity plan; etc.

Management regularly monitors the Group's liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and long term.

## 32 財務風險管理及金融工具的公允價值(續)

### (b) 利率風險(續)

#### (ii) 敏感性分析

於2022年12月31日，在所有其他變量不變的情況下，假定利率整體上浮50個基點，估計將會導致本集團於未來12個月的稅後利潤及留存利潤上升約人民幣2,986,530元(2021年：人民幣2,902,370元)。

上述的敏感性分析列出本集團於報告期末持有的浮動利率非衍生工具及按公允價值計入損益計量的固定利率金融資產所產生的利率風險。

### (c) 流動性風險

流動性風險即本集團未能滿足與其到期應付款項、新增借款及合理融資活動有關的需求，或難以以合理成本滿足該等需求的風險。

本集團管理流動性的主要方法包括根據市場趨勢預測資金流入及流出，以維持充足的資金基礎、改善信用風險管理、設立流動性風險的提前警示系統，以及業務持續性規劃等。

管理層定期監控本集團的流動資金需求，以確保本集團維持足夠的現金儲備以應對短期及長期的流動性需求。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### (c) Liquidity risk (CONTINUED)

#### (i) Contractual undiscounted cash flow

The following tables provide an analysis of the contractual undiscounted cash flow of the customer pledged deposits and liabilities of the Group at the end of the years. The Group expected cash flows on these items may vary significantly from this analysis.

## 32 財務風險管理及金融工具的公允價值(續)

### (c) 流動性風險(續)

#### (i) 未折現合同現金流量

於年末，本集團存入保證金及負債的未折現合同現金流量分析如下。本集團預期該等項目的現金流量或會與本分析有重大不同。

		31 December 2022 2022年12月31日							
		Contractual undiscounted cash		Repayable	Within	Between	Between		
		Carrying amount	outflows	on	three	three	and one	and five	More than
		未折現合同	現金流出	demand	months	months	year	years	five years
		賬面價值	現金流出	無期限	實時償還	三個月內	至一年	一年至五年	五年以上
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Liabilities</b>	<b>負債</b>								
Customer pledged deposits	存入保證金	71,260	71,260	825	—	11,117	26,434	32,884	—
Other financial instruments	其他金融工具	113,173	113,173	113,173	—	—	—	—	—
Interest-bearing borrowings	計息借款	162,872	180,950	—	—	9,724	171,226	—	—
Lease liabilities	租賃負債	18,965	21,961	—	—	1,573	4,656	10,205	5,527
Other financial liabilities	其他金融負債	33,334	33,334	—	—	15,596	11,488	6,212	38
Debt securities issued	應付債券	510,838	587,862	—	—	—	—	587,862	—
Financial liabilities measured at FVPL	按公允價值計入損益計量的金融負債	1,818	1,818	—	622	—	1,196	—	—
<b>Total</b>	<b>合計</b>	<b>912,260</b>	<b>1,010,358</b>	<b>113,998</b>	<b>622</b>	<b>38,010</b>	<b>215,000</b>	<b>637,163</b>	<b>5,565</b>
Guarantee issued	已發行的擔保								
Maximum amount	擔保上限金額*								
guaranteed*			10,281,685	118,999	—	1,604,015	3,814,055	4,744,616	—

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### (c) Liquidity risk (CONTINUED)

#### (i) Contractual undiscounted cash flow (CONTINUED)

		31 December 2021 2021年12月31日							
		Carrying amount	Contractual undiscounted cash outflows	Indefinite	Repayable on demand	Within three months	Between three months and one year	Between one year and five years	More than five years
		賬面價值	現金流出	無期限	實時償還	三個月內	三個月至一年	一年至五年	五年以上
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Liabilities</b>	<b>負債</b>								
Customer pledged deposits	存入保證金	250,934	250,934	20,450	—	27,052	86,656	116,775	—
Other financial instruments	其他金融工具	111,332	111,332	111,332	—	—	—	—	—
Interest-bearing borrowings	計息借款	69,415	70,820	—	—	75	70,745	—	—
Lease liabilities	租賃負債	15,046	16,250	—	—	1,190	4,776	10,284	—
Other financial liabilities	其他金融負債	51,533	51,533	—	2,356	14,718	31,037	3,422	—
Notes payable	應付票據	6,000	6,000	—	—	6,000	—	—	—
Debt securities issued	應付債券	268,710	309,056	—	—	—	—	309,056	—
Financial liabilities measured at FVPL	按公允價值計入損益計量的金融負債	16,384	17,465	—	—	—	7,908	9,557	—
<b>Total</b>	<b>合計</b>	<b>789,354</b>	<b>833,390</b>	<b>131,782</b>	<b>2,356</b>	<b>49,035</b>	<b>201,122</b>	<b>449,095</b>	<b>—</b>
Guarantee issued	已發行的擔保								
Maximum amount guaranteed*	擔保上限金額*			10,220,708	832,942	—	1,101,859	3,529,568	4,756,339

\* The maximum amount guaranteed represents the total amount of liability should all customers default. Since a significant portion of guarantee is expected to expire without being called upon, the maximum liabilities do not represent expected future cash outflows.

\* 擔保上限金額等於倘所有客戶違約情況下之負債總額。由於絕大部分的擔保預期在不會被要求履行償還義務的情況下到期，故負債的上限金額並不表示預期未來現金流出。

### (d) Currency risk

The Group's businesses are principally conducted in RMB, while most of the Group's monetary assets and liabilities are denominated in USD, HKD and RMB. At the end of the reporting period, the recognised assets or liabilities are mainly denominated in the functional currency of the Group entity to which they relate. The Group's currency risk mainly arises from foreign currency banks deposits. Management closely monitors foreign currency exposure and will consider hedging significant foreign currency exposure should the need arise.

## 32 財務風險管理及金融工具的公允價值(續)

### (c) 流動性風險(續)

#### (i) 未折現合同現金流量(續)

### (d) 貨幣風險

本集團的業務主要以人民幣進行，而本集團的大部分貨幣資產及負債乃以美元、港元及人民幣計值。於報告期末，已確認資產或負債主要以與其相關的本集團實體的功能貨幣計值。本集團貨幣風險主要源於外幣銀行存款。管理層密切監控外幣風險，並將於需要時考慮對沖重大外幣風險。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(CONTINUED)

### (d) Currency risk (CONTINUED)

On the other hand, RMB is not a freely convertible currency and the PRC government may at its discretion restrict to foreign currencies for current account transactions in the future. Changes in the foreign exchange control system may prevent the Group from satisfying sufficient foreign currency demands and the Group may not be able to pay dividend in foreign currencies to its equity shareholders.

### (e) Fair values

#### (i) *Financial assets and liabilities measured at fair value*

The following table presents the carrying value of financial instruments measured at fair value at the end of the reporting period across the three levels of the fair value hierarchy defined in HKFRS 13, Fair Value Measurement, with the fair value of each financial instrument categorised in its entirety based on the lowest level of input that is significant to that fair value measurement. The levels are defined as follows:

Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.

Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.

Level 3 valuations: Fair value measured using significant unobservable inputs.

## 32 財務風險管理及金融工具的公允價值(續)

### (d) 貨幣風險(續)

另一方面，人民幣並非可自由兌換的貨幣，中國政府日後可能酌情限制使用外幣進行往來賬目交易。外匯管制制度的變動或會阻礙本集團應付充分的外幣需求，而本集團亦未必能夠以外幣向其權益股東支付股息。

### (e) 公允價值

#### (i) *以公允價值計量的金融資產及負債*

下表按香港財務報告準則第13號「公允價值計量」所界定的公允價值三個層級列示了本集團以公允價值計量的金融工具於報告期末的賬面價值，各金融工具的公允價值以對公允價值計量而言關係重大的最低層級輸入數據為依據進行整體分類。三個層次定義如下：

第一層次估值：僅使用第一層次輸入數據計量的公允價值，即於計量日在活躍市場對相同資產或負債未經調整的報價。

第二層次估值：使用第二層次輸入數據計量的公允價值，即不符合第一層次的可觀察輸入數據及未有採用不可觀察的重要輸入數據。不可觀察輸入數據乃指無法取得市場資料的數據。

第三層次估值：使用不可觀察的重要輸入數據計量的公允價值。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### (e) Fair values (CONTINUED)

#### (i) Financial assets and liabilities measured at fair value (CONTINUED)

The Group has a team performing valuations for the financial instruments, including unlisted equity securities and redemption options which are categorised into Level 3 of the fair value hierarchy. The team reports directly to the chief financial officer. Valuation reports with analysis of changes in fair value measurement are prepared by the team at each reporting date, and is reviewed and approved by the chief financial officer. The Group also reassess the valuation process and results regularly.

## 32 財務風險管理及金融工具的公允價值(續)

### (e) 公允價值(續)

#### (i) 以公允價值計量的金融資產及負債(續)

本集團擁有一支團隊為金融工具進行估值，包括分類為公允價值層級第三層次的非上市權益證券及贖回權。該團隊直接向財務總監匯報。於各報告日，該團隊編製載有公允價值計量變動分析的估值報告，並由財務總監審批。本集團亦定期重新評估估值過程及結果。

		31 December 2022 2022年12月31日			
		Level 1 第一層次 RMB'000 人民幣千元	Level 2 第二層次 RMB'000 人民幣千元	Level 3 第三層次 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Recurring fair value measurements	經常性公允價值計量				
Assets:	資產：				
Financial assets measured at FVOCI	按公允價值計入其他全面收益計量的金融資產	—	—	76,163	76,163
Financial assets measured at FVPL	按公允價值計入損益計量的金融資產	—	—	40,943	40,943
Total assets measured at recurring fair value	按經常性公允價值計量的資產總計	—	—	117,106	117,106
Liabilities:	負債：				
Financial liabilities measured at FVPL	按公允價值計入損益計量的金融負債	—	—	(1,818)	(1,818)
Total liabilities measured at recurring fair value	按經常性公允價值計量的負債總計	—	—	(1,818)	(1,818)

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

### 32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(CONTINUED)

#### (e) Fair values (CONTINUED)

##### (i) Financial assets and liabilities measured at fair value (CONTINUED)

		31 December 2021 2021年12月31日			
		Level 1 第一層次	Level 2 第二層次	Level 3 第三層次	Total 合計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Recurring fair value measurements	經常性公允價值計量				
Assets:	資產：				
Financial assets measured at FVOCI	按公允價值計入其他全面收益計量的金融資產	—	—	73,002	73,002
Financial assets measured at FVPL	按公允價值計入損益計量的金融資產	—	—	31,094	31,094
Total assets measured at recurring fair value	按經常性公允價值計量的資產總計	—	—	104,096	104,096
Liabilities	負債				
Financial liabilities measured at FVPL	按公允價值計入損益計量的金融負債	—	—	(16,384)	(16,384)
Total liabilities measured at recurring fair value	按經常性公允價值計量的負債總計	—	—	(16,384)	(16,384)

### 32 財務風險管理及金融工具的公允價值(續)

#### (e) 公允價值(續)

##### (i) 以公允價值計量的金融資產及負債(續)

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### (e) Fair values (CONTINUED)

#### (i) Financial assets and liabilities measured at fair value (CONTINUED)

Information about Level 3 fair value measurements

The valuation techniques used and the qualitative and quantitative information of key parameters for recurring fair value measurements categorized within Level 3. Quantitative information of Level 3 fair value measurement is as below:

	Fair value as at 31 December 2022 於2022年12月31日 的公允價值	Fair value as at 31 December 2021 於2021年12月31日 的公允價值	Valuation techniques 估值技術	Significant unobservable input 重大不可觀察 輸入數據
Unlisted equity instruments 非上市權益工具	89,138	79,072	Comparable transactions, Asset-based, Transaction case comparison 可資比較交易、資產基礎、交易案例比較	Discount for lack of marketability 缺乏流通性折價
Convertible bonds 可轉換債券	24,928	25,024	Discounted cash flow 折現現金流量	Risk-adjusted discount rate 風險調整折現率
Redemption option arising from unlisted equity instruments 非上市權益工具產生的贖回權	3,040	—	B-S Model B-S模型	Risk-adjusted discount rate & Discount for lack of marketability 風險調整折現率及缺乏流通性折價
Financial liabilities arising from interests in joint ventures 於合營企業的權益產生的金融負債	(1,818)	(16,384)	Discounted cash flow 折現現金流量	Risk-adjusted discount rate & Future cashflow 風險調整折現率及未來現金流量

## 32 財務風險管理及金融工具的公允價值(續)

### (e) 公允價值(續)

#### (i) 以公允價值計量的金融資產及負債(續)

第三層次公允價值計量資料

經常性公允價值計量所採用的估值技術及主要參數的定性及定量資料分類為第三層次。第三層次公允價值計量的定量資料如下：

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### (e) Fair values (CONTINUED)

#### (i) *Financial assets and liabilities measured at fair value (CONTINUED)*

##### *Information about Level 3 fair value measurements (CONTINUED)*

As at 31 December 2022 and 2021, unobservable inputs such as risk-adjusted discount rate was used in the valuation of financial assets at fair value classified as Level 3, which were mainly equity instruments and convertible bonds. As at 31 December 2022, unobservable inputs such as future cashflows and risk-adjusted discount rate were used in the valuation of financial liabilities measured at FVPL classified as Level 3, which were mainly interests in jointly controlled Trust Plans. The fair value of these financial investments fluctuates according to the changes in the unobservable inputs.

The sensitivity of the fair value measurement on changes in unobservable inputs for Level 3 financial instruments measured at fair value on an ongoing basis.

## 32 財務風險管理及金融工具的公允價值(續)

### (e) 公允價值(續)

#### (i) *以公允價值計量的金融資產及負債(續)*

##### *第三層次公允價值計量資料(續)*

於2022年及2021年12月31日，對按分類為第三層次公允價值計量的金融資產(主要為權益工具及可轉換債券)進行估值時，採用風險調整折現率等不可觀察輸入數據。於2022年12月31日，未來現金流量及風險調整折現率等不可觀察輸入數據用於對按分類為第三層次公允價值計量的金融負債(主要是共同控制信託計劃中的權益)估值。該等金融投資的公允價值隨著不可觀察輸入數據的變動而波動。

第三層次金融工具的不可觀察輸入數據變動的公允價值敏感度按公允價值持續計量。



(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### (e) Fair values (CONTINUED)

#### (i) Financial assets and liabilities measured at fair value (CONTINUED)

Information about Level 3 fair value measurements (CONTINUED)

The movement during the year in the balance of Level 3 fair value measurements is as follows:

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Financial assets measured at FVOCI:	按公允價值計入其他全面收益計量的金融資產		
As at 1 January	於1月1日	73,002	41,050
Payment for purchases	購買付款	8,000	25,300
Proceeds from sales	銷售所得	(1,400)	(251)
Net unrealised gains or losses recognised in other comprehensive income during the year	本年度於其他全面收益確認的未變現收益或虧損淨額	(3,439)	6,903
As at 31 December	於12月31日	76,163	73,002
Financial assets measured at FVPL:	按公允價值計入損益計量的金融資產：		
As at 1 January	於1月1日	31,094	90,905
Payment for purchases	購買付款	6,900	6,070
Proceeds from sales	銷售所得	—	(65,500)
Changes in fair value recognised in profit or loss during the year	本年度於損益確認的公允價值變動	2,949	(381)
As at 31 December	於12月31日	40,943	31,094
Financial liabilities measured at FVPL:	按公允價值計入損益計量的金融負債：		
As at 1 January	於1月1日	(16,384)	—
Payment for purchases	購買付款	—	(2,930)
Proceeds from sales	銷售所得	21,409	—
Changes in fair value recognised in profit or loss during the year	本年度於損益確認的公允價值變動	(6,843)	(13,454)
As at 31 December	於12月31日	(1,818)	(16,384)
Total gains or losses for the period included in profit or loss for assets and liabilities held at the end of the reporting period	於報告期末所持資產及負債的已計入損益之期間收益或虧損總額	(3,984)	(13,406)

## 32 財務風險管理及金融工具的公允價值(續)

### (e) 公允價值(續)

#### (i) 以公允價值計量的金融資產及負債(續)

第三層次公允價值計量資料(續)

年內，第三層次公允價值計量的結餘變動如下：

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### (e) Fair values (CONTINUED)

#### (i) Financial assets and liabilities measured at fair value (CONTINUED)

##### Information about Level 3 fair value measurements (CONTINUED)

During the year ended 31 December 2022 and 2021, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3.

The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

#### (ii) Fair value of financial assets and liabilities carried at other than fair value

The carrying amounts of the Group's financial instruments carried at amortised cost were not materially different from their fair values as at 31 December 2022 and 2021.

## 33 COMMITMENTS AND CONTINGENT LIABILITIES

### Litigations and disputes

Since 2021, a group of individual investors initiated arbitrations against the Company in respect of their overdue lendings which were guaranteed by the Company. As at the date of this report, except for one arbitration requesting the Company to fulfill its guarantee obligation of RMB4,106,000 was pending ruling outcome, the other arbitrations have been ruled and the claimants have applied for the enforcement of arbitral awards via the Foshan Intermediate People's Court requesting the Company to fulfill its guarantee obligations with an aggregate amount of RMB4,929,000. The Company's guarantee obligations mentioned above cover the principals and interests related to the investors' overdue lendings.

Based on legal advice, the Company denies any liabilities in relation to the above-mentioned arbitrations and has applied to the court to set aside the arbitration awards. The Board of Directors does not believe it is probable that the court will find against them. Accordingly, as at 31 December 2022 and 2021, no provision has been made in respect of these claims.

## 32 財務風險管理及金融工具的公允價值(續)

### (e) 公允價值(續)

#### (i) 以公允價值計量的金融資產及負債(續)

##### 第三層次公允價值計量資料(續)

截至2022年及2021年12月31日止年度，在第一層次與第二層次之間並無出現任何公允價值轉移，亦無任何公允價值轉入第三層次或自第三層次轉出。

本集團的政策乃於發生轉讓的報告期末確認公允價值各層級之間的轉換。

#### (ii) 以非公允價值計量的金融資產及負債的公允價值

於2022年及2021年12月31日，本集團按攤銷成本計量的金融工具的賬面價值與其公允價值相若。

## 33 承擔及或有負債

### 訴訟及糾紛

自2021年起，一群個人投資者就其逾期貸款(由本公司擔保)向本公司提起仲裁。截至本報告日期，除一項要求本公司履行人民幣4,106,000元擔保責任的仲裁尚未裁決外，其餘仲裁均已裁決，且原告已通過佛山市中級人民法院申請執行仲裁裁決，要求本公司履行總額為人民幣4,929,000元的擔保責任。本公司的上述擔保責任包括對投資者逾期借款本金及利息的擔保。

根據法律意見，本公司否認與上述仲裁有關的任何責任，並已向法院申請撤銷仲裁裁決。董事會認為法院不會作出對彼等不利的裁決。因此，於2022年及2021年12月31日，並無就該等索賠作出撥備。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

### 34 MATERIAL RELATED PARTY TRANSACTIONS

#### (a) Parent and ultimate controlling party

The Company does not have a majority shareholder or an ultimate controlling party.

As at 30 June 2019, Foshan Financial Investment Holding Co., Ltd. ("Foshan Financial Investment Holding", 佛山市金融投資控股有限公司, a government entity) obtained 28% of the Company's equity interests via acquisition and contributing additional share capital to the Company. As a result, Foshan Financial Investment Holding is the top shareholder of the Company.

#### (b) Key management personnel remuneration

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Key management personnel remuneration	關鍵管理人員 薪酬	(i)	9,918

- (i) Remuneration for key management personnel of the Group includes amounts paid to the Company's directors as disclosed in Note 6 and the highest paid employees as disclosed in Note 7.
- (ii) All the balances with key management personnel are disclosed in Note 6 and Note 7.

### 34 重大關聯方交易

#### (a) 母公司及最終控制方

本公司並無主要股東或最終控制方。

於2019年6月30日，佛山市金融投資控股有限公司（「佛山金控」，一間政府實體）通過收購及向本公司增資取得本公司28%的股權。因此，佛山金控為本公司的最大股東。

#### (b) 關鍵管理人員薪酬

- (i) 本集團的關鍵管理人員薪酬包括於附註6披露的支付予本公司董事的金額及於附註7披露的支付予最高薪酬僱員的金額。
- (ii) 所有與關鍵管理人員之間的餘額於附註6及附註7中披露。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

**34 MATERIAL RELATED PARTY TRANSACTIONS  
(CONTINUED)**

**34 重大關聯方交易(續)**

**(c) Related parties transactions**

**(c) 關聯方交易**

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Additions of interest-bearing borrowings	新增計息借款	18,799	90,865
Decrease of interest-bearing borrowings	計息借款減少	(11,100)	(106,305)
Additions of other receivables	新增其他應收款項	32,914	14,219
Decrease of other receivables	其他應收款項減少	(51,293)	(12,705)
Additions of prepayment	新增預付款項	13,573	56,427
Additions of other payables	新增其他應付款項	6,956	17,580
Decrease of other payables	其他應付款項減少	(16,105)	(7,580)
Pledged deposits	存出保證金	86,300	121,566
Settlement of pledged deposits	結算存出保證金	(121,368)	(64,998)
Additions of customer pledged deposits	新增存入保證金	910	—
Interest income	利息收入	8,218	11,007
Guarantee fee income	擔保費收入	2,715	1,001
Consulting fee income	諮詢費收入	3,492	1,911
Acquisition of intangible assets	收購無形資產	—	3,927
Additions of lease liabilities	新增租賃負債	1,706	4,433
Additions of financial liabilities measured at FVPL	增加按公允價值計入損益計量的金融負債	—	16,384
Decrease of financial liabilities measured at FVPL	減少按公允價值計入損益計量的金融負債	(14,566)	—
Providing guarantee	提供擔保	136,200	390,211
Releasing guarantee	解除擔保	(314,534)	(30,789)

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

**34 MATERIAL RELATED PARTY TRANSACTIONS  
(CONTINUED)**

**34 重大關聯方交易(續)**

**(d) Balances with related parties**

**(d) 與關聯方之間的餘額**

		At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元	At 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元
Pledged deposits	存出保證金	49,500	84,568
Trade and other receivables	應收及其他應收款項	214,434	211,541
Accruals and other payables	應計及其他應付款項	851	10,000
Customer pledged deposits	存入保證金	910	—
Lease liabilities	租賃負債	6,139	4,433
Financial liabilities measured at FVPL	按公允價值計入損益計 量的金融負債	1,818	16,384
Guarantee issued	已發行的擔保	241,877	420,211

Apart from the above information, the Group had an outstanding guarantee obligation for Foshan Zhongsheng Properties Co., Ltd. bank loan with a balance of RMB139,500,000 as of 31 December 2022 and 2021.

除上述資料外，截至2022年及2021年12月31日，本集團就佛山市中盛置業有限公司的銀行貸款結餘人民幣139,500,000元承擔尚未履行的擔保責任。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

### 35 COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION 35 公司層面財務狀況表

		31 December 2022 2022年 12月31日 RMB'000 人民幣千元	31 December 2021 2021年 12月31日 RMB'000 人民幣千元
	<i>Note</i> 附註		
<b>Assets</b>	<b>資產</b>		
Cash and cash equivalents	現金及現金等價物	691,639	749,079
Pledged deposits	存出保證金	248,225	457,314
Trade and other receivables	應收及其他應收款項	930,753	623,923
Loans and advances to customers	發放貸款及墊款	184,806	198,545
Financial assets measured at FVTPL	按公允價值計入損益計量的金融資產	249,054	248,876
Receivable investments	應收款項類投資	26,151	27,052
Investments in subsidiaries	於子公司之投資	543,272	501,272
Fixed assets	固定資產	9,873	10,645
Investment property	投資性房地產	6,248	6,637
Intangible assets	無形資產	3,386	1,587
Deferred tax assets	遞延所得稅資產	67,617	30,013
<b>Total assets</b>	<b>資產總計</b>	<b>2,961,024</b>	2,854,943
<b>Liabilities</b>	<b>負債</b>		
Liabilities from guarantees	擔保負債	250,352	190,834
Customer pledged deposits	存入保證金	63,112	240,435
Lease liabilities	租賃負債	9,432	11,005
Accruals and other payables	應計及其他應付款項	81,527	53,579
Financial institutions bonds	金融機構債券	510,838	268,710
Financial liabilities measured at FVTPL	按公允價值計入損益計量的金融負債	1,818	16,384
<b>Total liabilities</b>	<b>負債總計</b>	<b>917,079</b>	780,947
<b>NET ASSETS</b>	<b>淨資產</b>	<b>2,043,945</b>	2,073,996
<b>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>		
Share capital	股本	1,560,793	1,560,793
Reserves	儲備	483,152	513,203
<b>Total equity attributable to equity shareholders of the Company</b>	<b>本公司股權持有人應佔權益合計</b>	<b>2,043,945</b>	2,073,996
<b>TOTAL EQUITY</b>	<b>權益總計</b>	<b>2,043,945</b>	2,073,996

Approved and authorised for issue by the board of directors on 27 March 2023.

董事會於2023年3月27日批准及授權發佈。

**Wu Liejin**  
吳列進

Executive Director and Chairman  
執行董事兼董事長

**Company Stamp**  
公司印章

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

### 36 INTERESTS IN UNCONSOLIDATED STRUCTURED ENTITIES

The Group is involved with structured entities through the provision of financial guarantees. These structured entities generally finance the purchase of assets by issuing securities or by other means, and are sponsored by other institutions. The Group determines whether or not to consolidate these structured entities depending on whether the Group has control over them.

As at 31 December 2022 and 2021, the interests held by the Group in unconsolidated structured entities sponsored by the Group through its provision of financial guarantees are set out as below, representing its interest in collective fund trust plans as disclosed in Note 28:

		At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元	At 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元
	Note 附註		
Financial liabilities arising from interest in jointly controlled Trust Plans	共同控制信託計劃的權益所產生的金融負債 32(e)(i)	1,818	16,384

### 37 ACCOUNTING JUDGEMENTS AND ESTIMATES

#### (a) Critical accounting judgements in applying the Group's accounting policies

In the process of applying the Group's accounting policies, management has made the following accounting judgement:

Note 18 — Consolidation: whether the Group has de facto control over an investee.

Note 20 — Fixed assets: determining the lease term.

### 36 於未合併的結構化主體中的權益

本集團通過提供財務擔保參與結構化主體。該等結構化主體通常通過發行證券或其他方式為購買資產提供資金，並由其他機構提供資金。本集團視乎是否對其擁有控制權決定是否合併這些結構化主體。

於2022年及2021年12月31日，本集團透過提供財務擔保而由本集團贊助的未合併結構化主體所持有的權益如下，代表本集團於附註28所披露的集合資金信託計劃的權益：

### 37 會計判斷及估計

#### (a) 應用本集團會計政策時之關鍵會計判斷

於應用本集團會計政策的過程中，管理層作出以下會計判斷：

附註18 — 綜合：本集團是否對承資公司擁有實質控制權。

附註20 — 固定資產：釐定租期。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

### 37 ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

#### (b) Sources of estimation uncertainty

Note 32 contains information about the assumptions and their risk factors relating to fair value of financial instruments. Other key sources of estimation uncertainty are as follows:

**(i) Impairment of trade and other receivables, loans and advances to customers, factoring receivables, receivable investments and financial assets measured at FVOCI (debt)**

The Group reviews portfolios of trade and other receivables, loans and advances to customers, factoring receivables, receivable investments and financial assets measured at FVOCI(debt) periodically to assess whether any impairment losses exist and the amount of impairment losses if there is any indication of impairment. Objective evidence for impairment includes observable data indicating that there is a measurable decrease in the estimated future cash flows for trade and other receivables, loans and advances to customers, factoring receivables, receivable investments and financial assets measured at FVOCI(debt). It also includes observable data indicating adverse changes in the repayment status of the debtors, or change in national or local economic conditions that causes the default in payment.

### 37 會計判斷及估計(續)

#### (b) 估計不確定性的來源

附註32載有關於金融工具公允價值相關假設及其風險因素的資料。其他估計不確定性的主要來源如下：

**(i) 應收及其他應收款項、發放貸款及墊款、應收保理款項、應收款項類投資及按公允價值計入其他全面收益計量的金融資產(債務)**

本集團定期覆核應收及其他應收款項、發放貸款及墊款、應收保理款項、應收款項類投資及按公允價值計入其他全面收益計量的金融資產(債務)的組合，以評估是否存在減值損失，並在出現任何減值跡象時評估有關減值損失金額。減值客觀證據包括可觀察數據顯示應收及其他應收款項、發放貸款及墊款、應收保理款項、應收款項類投資及按公允價值計入其他全面收益計量的金融資產(債務)的預計未來現金流出現可衡量的減幅。其亦包括可觀察數據顯示債務人的還款狀況出現不利變動、或國家或地方經濟狀況出現變動而導致拖欠還款。



(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

### 37 ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

#### (b) Sources of estimation uncertainty (CONTINUED)

**(i) Impairment of trade and other receivables, loans and advances to customers, factoring receivables, receivable investments and financial assets measured at FVOCI (debt) (CONTINUED)**

The impairment loss for trade and other receivables, loans and advances to customers, factoring receivables, receivable investments and financial assets measured at FVOCI (debt) using the expected credit loss model is subject to a number of key parameters and assumptions, including the identification of credit-impaired stages, estimates of probability of default, loss given default, exposures at default and discount rate, adjustments for forward-looking information and other adjustment factors. The expected credit losses for trade and other receivables, loans and advances to customers, factoring receivables, receivable investments and financial assets measured at FVOCI (debt) are derived from estimates whereby management takes into consideration historical data, the historical loss experience and other adjustment factors. Historical loss experience is adjusted on the basis of the relevant observable data that reflect current economic conditions and the judgment based on management's historical experience. Management reviews the selection of those parameters and the application of the assumptions regularly to reduce any difference between loss estimates and actual loss.

No impairment loss is recognised on equity investments.

### 37 會計判斷及估計(續)

#### (b) 估計不確定性的來源(續)

**(i) 應收及其他應收款項、發放貸款及墊款、應收保理款項、應收款項類投資及按公允價值計入其他全面收益計量的金融資產(債務)(續)**

使用預期信貸虧損模式的應收及其他應收款項、發放貸款及墊款、應收保理款項、應收款項類投資及按公允價值計入其他全面收益計量的金融資產(債務)的減值損失須受到多項主要參數及假設的影響，包括確定信貸減值階段、估計拖欠可能性、違責損失率、違責風險承擔及貼現率，就前瞻性資料及其他調整因素作出調整。應收及其他應收款項、發放貸款及墊款、應收保理款項、應收款項類投資及按公允價值計入其他全面收益計量的金融資產(債務)的預期信貸虧損乃源自估計，而管理層考慮歷史數據、過往虧損經驗及其他調整因素。過往虧損經驗根據可反映現時經濟狀況的相關可觀察數據及管理層憑過往經驗作出的判斷而調整。管理層會定期覆核該等參數的選擇及假設的應用，以減低預計虧損及實際虧損之間的任何差額。

股權投資確認並無任何減值虧損。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

### 37 ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

#### (b) Sources of estimation uncertainty (CONTINUED)

##### (ii) Impairment of non-financial assets

If circumstances indicate that the carrying amount of a non-financial asset may not be recoverable, the asset may be considered “impaired”, and an impairment loss may be recognised in accordance with accounting policy for impairment of non-financial assets as described in Note 1(n). The carrying amounts of non-financial assets are reviewed periodically in order to assess whether the recoverable amounts have declined below the carrying amounts. When such a decline has occurred, the carrying amount is reduced to recoverable amount. The recoverable amount is the greater of the fair value less costs to sell and the value in use. In determining the value in use, expected future cash flows generated by the asset are discounted to their present value, which requires significant judgement relating to the level of revenue and amount of operating costs. The Group uses all readily available information in determining an amount that is a reasonable approximation of the recoverable amount, including estimates based on reasonable and supportable assumptions and projections of the level of revenue and amount of operating costs. Changes in these estimates could have a significant impact on the carrying value of the assets and could result in additional impairment charge or reversal of impairment in future periods.

### 37 會計判斷及估計(續)

#### (b) 估計不確定性的來源(續)

##### (ii) 非金融資產減值

如附註1(n)所述，倘若有跡象顯示非金融資產的賬面值不能收回，則該資產可能被視為「減值」，並根據有關非金融資產減值的會計政策確認減值損失。非金融資產的賬面值會定期覆核，以評估可收回金額是否低於賬面價值。倘可收回金額低於賬面價值，則賬面價值會減至可收回金額。可收回金額為公允價值減處置費用與使用價值的較高者。在釐定使用價值時，資產產生的預計未來現金流量貼現至現值，並需就收益水平及營運成本作出重要判斷。本集團利用所有現時可用的資料，包括基於合理及已證實的假設作出的估計與對收益級別及營運成本的估計，以釐定可收回金額的合理概約金額。該等估計的變化將對資產賬面價值有重大影響，並導致未來期間減值支出或減值撥回增加。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

### 37 ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

#### (c) Depreciation and amortisation

Fixed assets and intangible assets are depreciated and amortised using the straight-line method over their useful lives after taking into account estimated residual value. The useful lives and residual value are regularly reviewed to determine the depreciation and amortisation costs charged in each reporting period. The useful lives are determined based on historical experience of similar assets and the estimated technical changes. If there is an indication that there has been a change in the factors used to determine the depreciation, the rate of depreciation is revised.

#### (d) Provisions for guarantee losses

The Group makes reasonable estimate on costs required to fulfil the relevant obligation of guarantee contracts when the Group computes the provisions of guarantee losses. Such estimation is made based on the available information as of the balance sheet date and is determined by the Group's practical experience, default history of the business, taking into consideration of industry information and market data.

#### (e) Deferred tax assets

Deferred tax assets arising from deductible temporary differences are recognised to the extent that it is probable that future taxable income will be available against which deductible temporary differences and tax losses can be utilised. The outcome of their actual utilisation may be different.

### 37 會計判斷及估計(續)

#### (c) 折舊及攤銷

本集團在考慮固定資產及無形資產的估計殘值後，在可使用年期按直線法計提折舊和攤銷。本集團定期審閱可使用年期及殘值，以決定將計入每個報告期的折舊和攤銷成本。可使用年期是本集團根據對同類資產的過往經驗及估計的技術改變而釐定。倘有證據表明用以釐定折舊的因素發生變化，則對折舊比率進行修訂。

#### (d) 擔保賠償準備金

本集團於計算擔保賠償準備金時，本集團對履行擔保合同相關責任的成本作出合理估計。有關估計乃根據於結算日的可得資料，並按本集團的實際經驗、業務違約記錄並考慮行業信息及市場數據後釐定。

#### (e) 遞延所得稅資產

可抵扣暫時性差異所產生遞延所得稅資產的確認以很可能取得用來抵扣可抵扣暫時性差異及稅務損失的未來應納稅所得額為限。彼等的實際使用結果或會不同。

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## 37 ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

### (f) Measurement of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values for financial assets and liabilities.

The Group has an established control framework with respect to the measurement of fair values. This includes a valuation team that has overall responsibility for overseeing all significant fair value measurements, including 3 fair values and reports directly to financial officer (Note 32 (e)).

### (g) Judgement on the degree of control of investment

Control means that the Group has the power over an entity, and enjoys the variable returns by participating in relative activities of the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

Where the Group acts as a service provider of or investor in structured entities, the Group makes significant judgement on whether the Group controls and should consolidate these structured entities. When performing this assessment, the Group assesses the Group's contractual rights and obligations in light of the transaction structures, and evaluates the Group's power over the structured entities, performs analysis and tests on the variable returns from the structured entities, including but not limited to direct investment income or loss and service fees earned as the asset service agency, the retention of residual income, and, if any, the liquidity and other support provided to the structured entities. The Group also assesses whether it acts as a principal or an agent through analysis of the scope of its decision-making authority over the structured entities, the remuneration to which it is entitled for asset services, the Group's exposure to variability of returns from its other interests in the structured entities, and the rights held by other parties in the structured entities.

## 37 會計判斷及估計(續)

### (f) 公允價值計量

本集團若干會計政策及披露需要計量金融資產及負債的公允價值。

本集團已就公允價值計量設立了監控機制。此包括一支估值團隊，全權負責監督所有重大公允價值計量，包括公允價值三層次評估及直接向財務負責人呈交報告(附註32(e))。

### (g) 對投資對象控制程度的判斷

控制，是指本集團擁有對被投資方的權力，通過參與被投資方的相關活動而享有可變回報。在判斷本集團是否擁有對被投資方的權力時，本集團僅考慮由本集團及其他方所持有的實質性權利。

倘本集團作為結構性實體的服務提供者或投資者，本集團對本集團是否控制並應合併該等結構化主體做出重大判斷。於進行此項評估時，本集團根據交易結構評估本集團的合約權利及義務，並評估本集團對結構性實體的權力，對結構性實體的可變回報進行分析及測試，包括但不限於作為資產服務機構賺取的直接投資收入或虧損及服務費、留存的剩餘收入以及向結構性實體提供的流動資金及其他支持(如有)。本集團亦透過分析其對結構性實體的決策權範圍、其有權收取的資產服務酬金、本集團於結構性實體的其他權益所帶來的回報變動風險以及其他各方於結構性實體中持有的權利，評估其是否作為委託人或代理人。

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### 38 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2022

### 38 於截至2022年12月31日止年度已頒佈但尚未生效的修訂、新準則及解釋的潛在影響

		Effective for accounting periods beginning on or after 於以下日期或以後開始的會計期間生效
HKFRS 17, Insurance contracts	香港財務報告準則第17號，保險合約	1 January 2023 2023年1月1日
Amendments to HKAS 1, Presentation of financial statements: Classification of liabilities as current or non-current	香港會計準則第1號的修訂本，呈列財務報表：負債分類為流動或非流動	1 January 2023 2023年1月1日
Amendments to HKAS 1, Presentation of financial statements and HKFRS Practice Statement 2, Making materiality judgements: Disclosure of accounting policies	香港會計準則第1號的修訂本，呈列財務報表及香港財務報告準則實務聲明第2號，作出重要性判斷：披露會計政策	1 January 2023 2023年1月1日
Amendments to HKAS 8, Accounting policies, changes in accounting estimates and errors: Definition of accounting estimates	香港會計準則第8號的修訂本，會計政策、會計估計變動及錯誤：會計估計的定義	1 January 2023 2023年1月1日
Amendments to HKAS 12, Income taxes: Deferred tax related to assets and liabilities arising from a single transaction	香港會計準則第12號的修訂本，所得稅：單一交易產生的資產及負債相關遞延稅項	1 January 2023 2023年1月1日

### 39 NON-ADJUSTING EVENTS AFTER THE REPORTING PERIOD

### 39 報告期後非調整事件

According to the resolution of the Company's board of directors meeting on 27 March 2023, the details of dividends appropriation is set out in Note 31(b).

根據本公司於2023年3月27日的董事會會議的決議案，股息分配詳情載於附註31(b)。

In 2022, the Group entered into a shareholders' agreement with Guangdong Utrust and Foshan High-Tech Industry Investment Development Company Limited ("Foshan High-Tech"), to establish a joint venture, i.e. Guangdong Zhongying Shengda Finance Guarantee Company Limited (the "New Company"). On 3 February 2023, the New Company was established with a registered capital of RMB300,000,000, of which the Company contributed RMB210,000,000 (70.00%), Guangdong Utrust contributed RMB30,000,000 (10.00%) and Foshan High-Tech contributed RMB60,000,000 (20.00%).

於2022年，本集團與廣東粵財及佛山高新技術產業投資發展有限公司(「佛山高新技術」)訂立股東協議以成立合營企業，即廣東中盈盛達融資擔保有限公司(「新公司」)。於2023年2月3日，新公司成立的註冊資本為人民幣300,000,000元，其中，本公司注資人民幣210,000,000元(70.00%)，廣東粵財注資人民幣30,000,000元(10.00%)及佛山高新技術注資人民幣60,000,000元(20.00%)。



**Join-Share 中盈盛达**

共创 共享 共成长

Guangdong Join-Share Financing Guarantee Investment Co., Ltd.\*

廣東中盈盛達融資擔保投資股份有限公司