



# 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

# 20 21 ANNUAL REPORT

年度報告





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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 Chancheng Join-Share Micro Credit Co., Ltd.\* (佛山禪城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**」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月通過佛山禪城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 and President)

## NON-EXECUTIVE DIRECTORS

Mr. Zhang Minming  
Mr. Li Shen Hua  
Mr. Luo Zhenqing  
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  
Mr. Chen Xin  
Mr. Zhong Jian  
Mr. Huang Shaoxiong  
Ms. Huang Yuzhen

## AUDIT COMMITTEE

Mr. Wu Xiangneng (Chairman)  
Mr. Leung Hon Man  
Mr. Wang Bo  
Mr. Li Shen Hua  
Mr. Luo Zhenqing

## REMUNERATION AND APPRAISAL COMMITTEE

Mr. Leung Hon Man (Chairman)  
Mr. Luo Zhenqing  
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  
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  
陳新先生  
鍾堅先生  
黃少雄先生  
黃瑜珍女士

## 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

## 薪酬與考核委員會

梁漢文先生(主席)  
羅振清先生  
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 Shen Hua  
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. Zheng Zhengqiang

## 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

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

## 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  
鄭正強先生

## 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

## 香港主要營業地點

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

### PRINCIPAL BANKERS

China Construction Bank Corporation  
Guangdong Branch  
No. 509, Dongfeng Middle Road  
Yuexiu District  
Guangzhou, 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  
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

中國建設銀行股份有限公司  
廣東省分行  
中國  
廣東省廣州市  
越秀區  
東風中路509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 2021, the Group's operating results were as follows:

- Total revenue was approximately RMB318.70 million, including revenue of approximately RMB310.07 million and other revenue of approximately RMB8.63 million, representing an increase of approximately 3.92% as compared with last year.
- Profit for the year and net profit margin were approximately RMB96.35 million and 31.07%, respectively.
- Profit before taxation amounted to approximately RMB137.25 million, representing a decrease of approximately 11.04% as compared with last year.
- Profit for the year attributable to equitable shareholders of the Company amounted to approximately RMB81.99 million, representing a decrease of approximately 23.07% as compared with last year.
- The payment of final dividends of RMB0.05 per Share for the year ended 31 December 2021 is recommended by the Board (2020: RMB0.06 per Share).

截至2021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318.70百萬元（包括收益約人民幣310.07百萬元及其他收益約人民幣8.63百萬元），較去年增加約3.92%。
- 年內利潤及淨利潤率分別約為人民幣96.35百萬元及31.07%。
- 稅前利潤約為人民幣137.25百萬元，較去年減少約11.04%。
- 本公司權益股東應佔年內利潤約為人民幣81.99百萬元，較去年減少約23.07%。
- 董事會建議派發截至2021年12月31日止年度末期股息每股人民幣0.05元（2020年：每股人民幣0.06元）。

		Consolidated Accounts 綜合損益表				
		2021 2021年	2020 2020年	2019 2019年	2018 2018年	2017 2017年
(RMB'000)	(人民幣千元)					
<b>Operating Results</b>	<b>經營業績</b>					
Revenue	收益	310,072	284,447	306,001	275,025	264,238
— Net guarantee fee income	— 擔保費收入淨額	193,166	176,562	187,194	164,340	137,912
— Net interest income	— 利息收入淨額	78,747	78,683	87,783	78,235	86,403
— Service fee from consulting services	— 諮詢服務費	38,159	29,202	31,024	32,450	39,923
Other revenue	其他收益	8,631	22,240	60,305	52,560	10,574
Share of (losses)/gains of associates	應佔聯營公司(虧損)/利潤	(3,022)	15,108	12,584	(503)	(528)
Provisions (charged)/written back for guarantee losses	擔保賠償準備金(計提)/回撥	(10,249)	(2,811)	(2,440)	5,064	19,944
Impairment losses	資產減值損失	(42,937)	(50,595)	(58,307)	(17,711)	(20,538)
Operating expenses	營運開支	(125,245)	(114,095)	(123,941)	(120,093)	(105,702)
Profit for the year	年內利潤	96,353	118,077	142,949	144,337	123,204
— Attributable to equity shareholders of the Company	— 本公司股權持有人應佔	81,987	106,577	133,158	125,092	106,069
<b>Key Financial Ratios</b>	<b>主要財務比率</b>					
Return on net assets	淨資產回報率	4.1%	4.9%	6.0%	7.0%	7.1%
Return on assets	資產回報率	2.8%	3.7%	4.6%	5.5%	5.6%
Net profit margin	淨利潤率	31.1%	41.5%	46.7%	52.5%	46.6%
<b>Scale Indicators</b>	<b>規模指標</b>					
Total assets	資產總計	3,445,065	3,188,508	3,191,768	3,034,383	2,238,959
Total liabilities	負債總計	1,076,279	774,445	784,872	672,769	503,204
Net assets	淨資產	2,368,786	2,414,063	2,406,896	2,361,614	1,735,755



# CHAIRMAN'S STATEMENT 董事長致辭

## Dear Shareholders:

On behalf of the Board, I am pleased to present this annual report of the Company for the period from 1 January 2021 to 31 December 2021.

## 各位股東：

本人謹代表董事會，欣然呈報本公司自2021年1月1日截至2021年12月31日年度報告。





The "14th Five-Year Plan" started in 2021, representing a milestone year in the history of the Communist Party of China (the "CPC") and the nation. Under the leadership of the Central Committee of the CPC with Comrade Xi Jinping at core, the entire CPC and the entire Chinese nation were united to fight against poverty as scheduled, successfully achieved a moderately prosperous society as scheduled, and materialised the first centenary goal. Furthermore, the nation started to build a modern socialist country in an all-round way while embarking on the new expedition towards the second centenary goal. Over the past year, facing complicated and dire domestic and foreign challenges and various risks, the entire nation has made joint efforts to achieve a good start of the "14th Five-Year Plan", evidenced by the gross domestic products of RMB114 trillion, representing a year-on-year increase of 8.1%.

The central government actively implemented macroeconomic policies focused on market players, especially the guarantees for maintaining employment, the living standard, and market players, while reform and innovations approaches were introduced to alleviate the difficulties of enterprises and stimulate business vitality. Besides an increase in tax cut and fee reduction of over RMB1 trillion last year, manufacturing SMEs, coal power plants and heating supply enterprises were also permitted to defer their tax payments in stages. In addition, credits were extended to enterprises in industries severely affected by the pandemic, and supportive policies regarding deferred repayment of principal and interest on loans for SMEs and credit loans remained in effect. Furthermore, large commercial banks' inclusive loans to SMEs increased by more than 40%, and enterprises witnessed a stable decline in their comprehensive financing costs.

In the past year, Guangdong Join-share persistently implemented the instructions of leaders at all levels to ensure the improvement of performance and efficiency. 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 "competing for business and delivering excellent management". 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 first tranche of corporate bonds, 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.

2021年作為「十四五」開局之年，是中國共產黨（「黨」）和國家歷史上具有里程碑意義的一年。以習近平同志為核心的黨中央團結帶領全黨全國各族人民，如期打贏脫貧攻堅戰，如期全面建成小康社會、實現第一個百年奮鬥目標，開啟全面建設社會主義現代化國家、向第二個百年奮鬥目標進軍新徵程。一年來，面對複雜嚴峻的國內外挑戰和諸多風險，全國上下共同努力，「十四五」實現良好開局，國內生產總值達到人民幣114萬億元，同比增長8.1%。

中央政府圍繞市場主體積極實施宏觀政策，特別是保就業、保民生、保市場主體上，用改革和創新辦法，助企紓困和激發活力。去年新增減稅降費超過人民幣1萬億元，還對製造業中小微企業、煤電和供熱企業實施階段性緩繳稅費。向受疫情影響嚴重的行業企業發放信貸，繼續執行小微企業貸款延期還本付息支持政策，大型商業銀行普惠小微企業貸款增幅超過40%，企業綜合融資成本穩中有降。

過去一年，廣東中盈盛達堅持不懈地貫徹各級領導的指示要求，確保業績提質增效。公司按照年初制定的計劃部署，圍繞「業務爭先、管理創優」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。

我們成功發行第一期公司債券，充分利用其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。

Due to our clear strategic positioning, innovative business model, efficient corporate governance, and outstanding performance in the pandemic prevention and control, we have been recognised by all parties in the society: according to the Circular in Recognition of Financial Institutions and Financial Industry Associations for Promoting Financial Information, Financial Innovation, and Standardised Operation of "7+4" Financial Institutions issued by the Foshan Municipal Financial Work Bureau in February 2021, Guangdong Join-share was awarded the outstanding performer of "Standardised Operation to Assist SMEs", while Foshan Micro Credit was awarded the outstanding performer of "Standardised Operation to Promote Financial Information". In March 2021, the management of Join-Share and Foshan Micro Credit received the "Innovative A-level Team of Annual Financial Development". In July 2021, the Party Committee of Guangdong Join-Share was awarded the honorary title of "Advanced Grassroots Party Organisation" by Foshan Non-public Party Committee. In September 2021, Guangdong Join-Share was awarded by the Guangdong Provincial Department of Industry and Information Technology the "Guangdong Small and Medium Enterprise Public Service Demonstration Platform". In November 2021, I, being the chairman of the Board, was named "Annual Innovator of Huizhou Merchants".

The industry is witnessing fierce competition. Looking ahead to 2022, we will uphold our role as a service provider in the financial service industry and focused on the work approaches of "compliant development, collaborative development, innovative development and mutually beneficial development", so as to foster innovative business model, optimise group control, improve incentive and constraint mechanism, and enhance cost control, thereby further enhancing the profitability of 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 2022, my operation and management team and I will work diligently to embrace revolutions and victories of the future.

**Mr. Wu Liejin**  
Chairman  
Foshan, the PRC  
25 March 2022

憑藉清晰的戰略定位、創新的業務模式、高效的企業管治，以及在疫情防控工作的出色表現，我們獲得了社會各方的認可：2021年2月，佛山市金融工作局下發了《關於表揚金融機構和金融行業協會金融信息宣傳、金融創新情況以及「7+4」類金融機構規範經營情況的通報》，廣東中盈盛達獲評「規範經營、助力小微企業」表現突出單位，佛山小額貸款獲評「規範經營、金融信息宣傳」表現突出單位；2021年3月，中盈盛達融資擔保、佛山小額貸款管理團隊獲「年度金融發展創新A級團隊」稱號；2021年7月，廣東中盈盛達黨委被佛山市非公黨委授予「先進基層黨組織」榮譽稱號；2021年9月，廣東中盈盛達被廣東省工業和信息化廳授予「廣東省中小企業公共服務示範平台」；2021年11月，本人，作為董事會主席被評為「徽商年度創新人物」。

行業競爭激烈。展望2022，我們將繼續堅守金融服務業的本分，圍繞「合規發展、協同發展、創新發展、共贏發展」的工作思路，促進創新業務模式，優化集團管控，完善激勵約束機制，加強成本管理，進一步提升公司盈利能力。

值此機會，本人謹代表董事會，向長期關心和 support 公司發展的各級政府、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。2022年我和經營管理團隊將勤勉盡職，擁抱變革，創贏未來！

**吳列進先生**  
主席  
中國，佛山  
2022年3月25日



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### OVERVIEW

After being ravaged by the global pandemic in 2020, economic recovery has become the mainstream of global economic development. Under such favorable conditions, in 2021, with the continued scientific implementation of pandemic prevention and control measures, China has ushered in the fast track of development where economic recovery has been achieved. According to the National Bureau of Statistics, in 2021, China's gross domestic product (the "GDP") grew by 8.1% over the previous year, ranking one of leading positions among the world's major economies in terms of economic growth rate; China's total economic volume amounted to RMB114.4 trillion, breaking through RMB110 trillion. The accelerated GDP growth rate indicates that China's high-quality development has achieved results, making a good start for the "14th Five-Year Plan"; it is expected that the momentum for which China's economy achieves stability while pursuing progress, will remain unchanged in 2022, and investment will still have a pulling effect on economic growth. When current global economic landscape undergoes profound changes, China's foreign trade has reached a new record high, becoming a major highlight of economic operation. China's scale of imports and exports and market share increased to a new level with ongoing optimisation on commodity structure. However, due to the resurgence of global pandemic, excessive price of raw materials and other factors, it is difficult and time-consuming for foreign trade to achieve stable growth.

With the implementation of a series of policies to boost economic vitality such as ensuring supply and price stability and easing enterprises' difficulties, China's industrial production continued to pick up with strengthened stability for energy supply, and development of SMEs gradually recovered. In December 2021, small and medium-sized enterprises development index (SMEDI) was 86.4, representing an increase of 0.1 percentage points from the previous month, achieving a rebound for two consecutive months. In addition, China continued to coordinate pandemic prevention and control with ongoing emergence of the resilience of economic development, and improving quality of development. In 2021, the Group's total annual revenue amounted to RMB318.70 million.

### 概覽

在經過2020年全球疫情重創後，經濟復蘇成了全球經濟發展的主旋律。在這種有利條件下，2021年，隨著持續科學實行疫情防控措施，我國在已實現經濟復甦的情況下，進入了發展快車道。國家統計局數據顯示，2021年，中國國內生產總值（「GDP」）比上年增長8.1%，經濟增速在全球主要經濟體中名列前茅；中國的經濟總量達人民幣114.4萬億元，突破人民幣110萬億元大關。GDP增長速度加快表明中國高質量發展取得成效，「十四五」開局良好；預計2022年中國經濟穩中求進的勢頭不變，投資對於經濟增長依然具有拉升作用。在當前全球經濟格局發生深刻轉變的情況下，中國對外貿易再創新高，成為經濟運行中的一大亮點，進出口規模和市場份額再上新台階，商品結構持續優化。但由於全球疫情反復、原材料價格過高等因素影響，實現外貿穩增長道阻且長。

隨著一系列保供穩價和助企紓困等提振經濟活力政策的實施，中國的工業生產持續回升，能源供應穩定性增強，中小微企業發展逐漸恢復。2021年12月中小企業發展指數(SMEDI)為86.4，比上月上升0.1個百分點，實現連續兩個月的回升。另外，我國繼續統籌疫情防控工作，經濟發展的韌性持續顯現，發展質量不斷提升。2021年本集團年度總收益達人民幣318.70百萬元。



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 reviewed, approved and renewed by Guangdong Financial Supervisory Authority. The survival of SMEs is related to economic development and overall social stability. Over the past 18 years, the Group has leveraged the active role played by financing guarantee in stabilising growth and benefiting people's livelihood, making outstanding contributions to the safety and stability of industry chain and supply chain along the Guangzhou-Foshan Economic Circle, as well as the construction of national credit system. Mr. Wu Liejin, the chairman of the Board, represented that the Group is a truly integrated service finance, inclusive finance, grassroots finance, and strives to achieve a mutual survival and win-win situations with SMEs.

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。中小微企業生存狀況關係著經濟發展與社會穩定大局。18年來，本集團發揮融資擔保在穩增長、惠民生中的積極作用，為服務廣佛經濟圈產業鏈供應鏈安全穩定及國家的信用體系建設作出了卓越貢獻。董事長吳列進先生表示，本集團做的是真正的一體化服務金融、普惠金融、草根金融，力求做到與中小微企業共生共贏。

## BUSINESS OVERVIEW

The business of the Group primarily comprises two segments, namely:

- (1) Guarantees: providing guarantees on behalf of SMEs, and individual business proprietors to guarantee their repayment of loans or performance of their contractual obligations. The main products and services include indirect financing guarantees, attachment bonds, direct financing guarantees, construction contract bonds and other contract bonds.

As at 31 December 2021, the balance of the Group's outstanding guarantee was approximately RMB9,967.71 million (31 December 2020: RMB9,333.52 million). For the year ended 31 December 2021, the net guarantee fee income was approximately RMB193.17 million (2020: RMB176.57 million).

- (2) SME lendings: providing entrusted loans to SMEs and individual business proprietors, where the Group deposits its own funds into intermediary banks, which on-lend the funds to ultimate borrowers selected by the Group. In terms of entrusted loan business, the Group provides loans of relatively large amount through banks, usually ranging from approximately RMB1.00 million to approximately RMB8.00 million, and is not subject to geographical restriction. As at 31 December 2021, the balance of the Group's entrusted loans was approximately RMB234.92 million (31 December 2020: RMB158.57 million).

The Group also provides micro-lending to SMEs, individual business proprietors and individuals in Foshan since July 2011 through Foshan Micro Credit, a subsidiary of the Company. Foshan Micro Credit is permitted to conduct its operations in Foshan. Due to limits imposed by certain laws and regulations, the amount of micro-lending that the Group may provide is up to RMB8.00 million. As at 31 December 2021, the balance of the Group's micro-lending was approximately RMB434.65 million (31 December 2020: RMB379.51 million).

For the year ended 31 December 2021, the Group's net interest income was approximately RMB78.75 million (2020: RMB78.68 million).

## 業務概覽

本集團的業務主要包括兩個分部，分別為：

- (1) 擔保：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。主要提供間接融資擔保、訴訟保全擔保、直接融資擔保、工程保函及其他履約保函等產品及服務。

於2021年12月31日，本集團未償還擔保責任餘額為約人民幣9,967.71百萬元（2020年12月31日：人民幣9,333.52百萬元）。截至2021年12月31日止年度，擔保費收入淨額為約人民幣193.17百萬元（2020年：人民幣176.57百萬元）。

- (2) 中小微企業貸款：向中小微企業及個體工商戶提供委託貸款，由本集團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。委託貸款業務方面，本集團通過銀行提供相對大額的貸款，通常介乎約人民幣1.00百萬元至約人民幣8.00百萬元不等，且不受地區限制。於2021年12月31日，本集團的委託貸款餘額為約人民幣234.92百萬元（2020年12月31日：人民幣158.57百萬元）。

本集團自從2011年7月通過本公司的子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。佛山小額貸款獲准於佛山市進行業務。受限於相關法律及法規的要求，本集團可以提供最高金額達人民幣8.00百萬元的小額貸款。於2021年12月31日，本集團的小額貸款餘額約人民幣434.65百萬元（2020年12月31日：人民幣379.51百萬元）。

截至2021年12月31日止年度，本集團的利息收入淨額為約人民幣78.75百萬元（2020年：人民幣78.68百萬元）。

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

During the year ended 31 December 2021, with an aim to strengthen the Group's overall market position, the Group has undertaken the major business activities as follows:

- (1) On 29 January 2021, the completion acceptance works of the "Join-Share International Financing Center (中盈盛達國際金融中心)" project located in the central business district (CBD) of Foshan New Town was successfully completed. With the height of 198 meters and in "tripod (鼎)" shaped, it is a landmark Grade A office building. It has become the first intelligent building system with full coverage of 5G network in the financial center area, and is ancillary with commercial center with 35,000 square meters. The centre was officially opened on 5 November 2021.
- (2) On 18 March 2021, in order to provide financial services with lower cost and better quality to SMEs, the Company issued Tranche 1 of the corporate bonds ("**Tranche 1 Corporate Bond**") with nominal value of RMB260.00 million for a term of five years, which was listed on the Shenzhen Stock Exchange on 24 March 2021. The coupon rate is 4.60% 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 debt securities held at nominal value. As at 31 December 2021, the funds raised have been invested in the support of financing development of SMEs in strict accordance with the utilisation plan. For details, please refer to the circular of the Company dated 7 August 2020, and the announcements of the Company dated 18 June 2020, 28 August 2020, 24 November 2020, 12 March 2021, 15 March 2021, 16 March 2021, 18 March 2021, 23 March 2021, 5 May 2021, 17 June 2021, 30 August 2021 and 11 March 2022.
- (3) On 21 May 2021, the Group injected registered capital of RMB5.00 million in Guangdong Weicheng Network Technology Co., Ltd.\* (廣東衛城網絡科技有限公司), holding an equity interest of 20% after injection.

## 本集團年內進行的主要業務活動

於截至2021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) 2021年1月29日，位於佛山新城中央商務區(CBD)的「中盈盛達國際金融中心」項目竣工驗收工作圓滿完成，高度198米，呈「鼎」形，是地標甲級寫字樓，成為金融中心區域首個5G全覆蓋智能大樓系統，配套3.5萬平方米商務配套商業中心。中心於2021年11月5日正式啟用。
- (2) 為給中小微企業提供成本更低、質量更優的金融服務，於2021年3月18日，本公司發行第一批面值為人民幣260.00百萬元之公司債券(「**公司債券(第一期)**」)，該債券期限為五年並於2021年3月24日在深圳證券交易所上市。票面利率為每年4.60%。本集團有權選擇於第三年末調整剩餘期限的票面利率。於本集團公佈是否調整票面利率後，投資者有權選擇按面值回售所持的全部或部分債券。於2021年12月31日，籌集的資金已嚴格按照使用計劃投資於支持中小微企業融資發展。有關詳情，請參閱本公司日期為2020年8月7日之通函及本公司日期為2020年6月18日、2020年8月28日、2020年11月24日、2021年3月12日、2021年3月15日、2021年3月16日、2021年3月18日、2021年3月23日、2021年5月5日、2021年6月17日、2021年8月30日及2022年3月11日之公告。
- (3) 於2021年5月21日，本集團對廣東衛城網絡科技有限公司注入人民幣5.00百萬元之註冊資本，並於注資後持有其20%權益。



- (4) On 15 December 2020, the Group resolved to increase its capital contribution in Foshan Micro Credit by RMB20.00 million, holding an equity interest of approximately 55.247% after injection. Business registration of such transfer was completed on 23 June 2021.
- (4) 於2020年12月15日，本集團決議增加其於佛山小額貸款的注資人民幣20.00百萬元，並於注資後持有其約55.247%權益。有關轉讓工商登記已於2021年6月23日完成。
- (5) On 1 September 2021, the Group resolved to dispose of 5% equity interest in 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) for a consideration of approximately RMB10.70 million.
- (5) 於2021年9月1日，本集團決議出售中山中盈盛達科技融資擔保投資有限公司5%的股權，代價約為人民幣10.70百萬元。
- (6) On 8 September 2021, the Company (as guarantor) entered into certain guarantee service agreements, pursuant to which the Company agreed to provide guarantees to Foshan Lianyi Construction Materials Co., Ltd.\* (佛山市聯益建築材料有限公司) (“**Lianyi Construction**”), Foshan Gaoji Real Estate Consulting Co., Ltd.\* (佛山市高吉房地產諮詢有限公司) (“**Foshan Gaoji**”), Huizhou Gaoji Network Technology Co., Ltd.\* (惠州高吉網絡科技有限公司) (“**Huizhou Gaoji**”) and Guangzhou Fangjia Network Technology Co., Ltd.\* (廣州市房家網絡科技有限公司) (“**Guangzhou Fangjia**”) (each as a warrantee) in favour of the lender(s) to each warrantee of up to RMB80 million in aggregate (i.e. up to RMB20 million to each of Lianyi Construction, Foshan Gaoji, Huizhou Gaoji and Guangzhou Fangjia) under the relevant facilities. For details, please refer to the announcement of the Company dated 8 September 2021.
- (6) 於2021年9月8日，本公司(作為擔保人)訂立若干擔保服務協議，據此，本公司同意根據相關融資，向佛山市聯益建築材料有限公司(「**聯益建築**」)、佛山市高吉房地產諮詢有限公司(「**佛山高吉**」)、惠州高吉網絡科技有限公司(「**惠州高吉**」)及廣州市房家網絡科技有限公司(「**廣州房家**」)(各自為被擔保人)提供以貸款人為受益人的擔保，各項擔保金額最高合計人民幣80百萬元(即聯益建築、佛山高吉、惠州高吉及廣州房家各自最高為人民幣20百萬元)。有關詳情，請參閱本公司日期為2021年9月8日的公告。
- (7) On 29 October 2021, the Company (as guarantor) entered into a guarantee service agreement with Huanai Construction Materials Co., Ltd.\* (華耐立家建材有限公司) (“**Huanai Construction Materials**”) (as warrantee), pursuant to which the Company agreed to provide guarantee to Huanai Construction Materials in favour of the lender(s) of up to RMB70 million in aggregate under the relevant facilities. For details, please refer to the announcement of the Company dated 29 October 2021.
- (7) 於2021年10月29日，本公司(作為擔保人)與華耐立家建材有限公司(「**華耐建材**」)(作為被擔保人)訂立擔保服務協議，據此，本公司同意根據相關融資向華耐建材提供以貸款人為受益人的合計最高人民幣70百萬元的擔保。有關詳情，請參閱本公司日期為2021年10月29日的公告。

## FINANCIAL REVIEW

### Net Guarantee Fee Income

The Group's total guarantee fee income increased by approximately RMB15.17 million, or approximately 7.02%, from approximately RMB216.25 million for 2020 to approximately RMB231.42 million for 2021. Such increase was mainly because (i) the Group offered a variety of guarantee business product, resulting in an increase for financing guarantee fee income by approximately RMB26.48 million from approximately RMB156.94 million for 2020 to approximately RMB183.42 million for 2021; (ii) the Group's increased efforts in expanding its fund projects (State Financing Guarantee Fund & Foshan Financing Guarantee Fund); and (iii) the increase in total maximum guarantees issued (net of counter-guarantees) increased from RMB2,770.19 million as at 31 December 2020 to RMB4,036.23 million as at 31 December 2021.

### Net Interest Income

The Group's net interest income remained stable at approximately RMB78.75 million for 2021, as compared with approximately RMB78.68 million for 2020, which was a combined effect of factors set out below.

- interest income from entrusted loan business decreased by approximately RMB0.1 million or approximately 0.87% from approximately RMB11.46 million for 2020 to approximately RMB11.36 million for 2021, which was mainly attributable to the decrease in the business volume as a result of the banks tightening their entrusted loan business.
- interest income from micro-lending business decreased by approximately RMB0.81 million or approximately 1.62% from approximately RMB50.07 million in 2020 to approximately RMB49.26 million for 2021.
- interest income from the factoring business increased by approximately RMB3.59 million or approximately 23.53% from approximately RMB15.26 million for 2020 to approximately RMB18.85 million for 2021, 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 RMB14.20 million for 2021, as compared with approximately RMB14.16 million for 2020.

## 財務回顧

### 擔保費收入淨額

本集團的擔保費收入總額由2020年的約人民幣216.25百萬元增加約人民幣15.17百萬元或約7.02%至2021年的約人民幣231.42百萬元。該增加主要是由於(i)本集團提供各種融資擔保產品，使融資擔保費收入由2020年的約人民幣156.94百萬元增加約人民幣26.48百萬元至2021年的約人民幣183.42百萬元；(ii)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)；及(iii)最大已發行擔保總額(扣除反擔保)由2020年12月31日人民幣2,770.19百萬元增加至2021年12月31日人民幣4,036.23百萬元。

### 利息收入淨額

本集團的利息收入淨額於2021年保持穩定，約人民幣78.75百萬元，而2020年約人民幣78.68百萬元，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2020年的約人民幣11.46百萬元減少約人民幣0.1百萬元或約0.87%至2021年的約人民幣11.36百萬元，主要是由於銀行委託貸款業務收緊，導致業務量下滑所致。
- 小額貸款業務的利息收入由2020年的約人民幣50.07百萬元減少約人民幣0.81百萬元或約1.62%至2021年的約人民幣49.26百萬元。
- 保理業務利息收入由2020年的約人民幣15.26百萬元增加約人民幣3.59百萬元或約23.53%至2021年的約人民幣18.85百萬元，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2021年保持穩定，約人民幣14.20百萬元，而2020年為約人民幣14.16百萬元。

### Service Fee from Consulting Services

The Group's service fee from consulting services increased significantly by approximately RMB8.96 million, or approximately 30.68%, from approximately RMB29.20 million for 2020 to approximately RMB38.16 million for 2021, primarily due to the Group's active focus on consulting business.

### Other Revenue

The Group's other revenue decreased significantly by approximately RMB13.61 million, or approximately 61.20%, from approximately RMB22.24 million for 2020 to approximately RMB8.63 million in 2021, primary because (i) investment income from financial assets measured at FVPL decreased from proximately RMB14.81 million for 2020 to approximately RMB6.55 million for 2021; (ii) investment income of receivable investments decreased from approximately RMB5.13 million for 2020 to approximately RMB3.48 million for 2021.

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

The Group recorded share of losses of associates of approximately RMB3.02 million for 2021 as compared with the share of gains of associates of approximately RMB15.11 million for 2020, which was primarily attributable to net losses recorded by an associate of the Company for its completion of "Join-Share International Financing Center (中盈盛達國際金融中心)" in 2021.

### 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 RMB7.44 million, or approximately 264.77%, from approximately RMB2.81 million for 2020 to approximately RMB10.25 million for 2021, primarily due to an increase of approximately RMB1,266.04 million of the balance of outstanding financing guarantee from approximately RMB2,770.19 million as at 31 December 2020 to approximately RMB4,036.23 million as at 31 December 2021.

### 諮詢服務費

本集團的諮詢服務費由2020年的約人民幣29.20百萬元大幅增加約人民幣8.96百萬元或約30.68%至2021年的約人民幣38.16百萬元，主要由於本集團致力專注諮詢業務。

### 其他收益

本集團的其他收益由2020年的約人民幣22.24百萬元大幅減少約人民幣13.61百萬元或約61.20%至2021年的約人民幣8.63百萬元，主要是由於(i)按公允價值計入損益計量的金融資產投資收益由2020年的約人民幣14.81百萬元減少至2021年的約人民幣6.55百萬元；(ii)應收款項類投資的投資收益由2020年的約人民幣5.13百萬元減少至2021年的約人民幣3.48百萬元。

### 應佔聯營公司(虧損)/收益

與2020年應佔聯營公司收益約人民幣15.11百萬元相比，本集團於2021年錄得應佔聯營公司虧損約人民幣3.02百萬元，主要是由於本公司聯營公司於2021年建成「中盈盛達國際金融中心」錄得淨虧損。

### 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2020年的約人民幣2.81百萬元大幅增加約人民幣7.44百萬元或約264.77%至2021年的約人民幣10.25百萬元，主要是由於未償還融資擔保責任餘額由2020年12月31日的約人民幣2,770.19百萬元增加約人民幣1,266.04百萬元至2021年12月31日的約人民幣4,036.23百萬元。



### 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 decreased by approximately RMB7.66 million, or approximately 15.14%, from approximately RMB50.60 million for 2020 to approximately RMB42.94 million for 2021, primary due to (i) the decrease in the impairment loss of receivables from default guarantee customers from approximately RMB24.33 million in 2020 to approximately RMB22.33 million in 2021; (ii) the write-back of impairment loss of receivables from guarantee customers of approximately RMB2.93 million for 2021, as compared to a impairment loss of approximately RMB1.67 million for 2020; and (iii) the absence of impairment loss on receivable investments of RMB6.08 million for 2021 as compared with 2020.

### Operating Expenses

The Group's operating expenses increased by approximately RMB11.15 million, or approximately 9.77%, from approximately RMB114.10 million for 2020 to approximately RMB125.25 million for 2021, mainly because (i) the social insurance contribution increased from approximately RMB1.23 million for 2020 to approximately RMB7.91 million in 2021 due to the absence of temporary relief policy in 2021; and (ii) the consultancy fee increased from approximately RMB8.83 million for 2020 to approximately RMB13.59 million for 2021.

### Profit before Taxation

As a result of the foregoing, the Group's profit before taxation decreased by approximately RMB17.04 million, or approximately 11.04%, from approximately RMB154.29 million for 2020 to approximately RMB137.25 million for 2021. The Group's profit before taxation accounted for approximately 54.24% and approximately 44.26% of the Group's revenue for 2020 and 2021, respectively.

### 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2020年的約人民幣50.60百萬元減少約人民幣7.66百萬元或約15.14%至2021年的約人民幣42.94百萬元,主要是由於(i)應收違約擔保客戶款項的減值損失由2020年的約人民幣24.33百萬元減少至2021年的約人民幣22.33百萬元;(ii)2021年應收擔保客戶款項減值虧損撥回約人民幣2.93百萬元,而2020年減值虧損約人民幣1.67百萬元;及(iii)與2020年相比,2021年未有錄得應收款項類投資減值虧損人民幣6.08百萬元。

### 營運開支

本集團的營運開支由2020年的約人民幣114.10百萬元增加約人民幣11.15百萬元或約9.77%至2021年的約人民幣125.25百萬元,主要是由於(i)社保費由2020年的約人民幣1.23百萬元增加至2021年的約人民幣7.91百萬元,是由於2021年不再有暫免社保費企業部分政策;及(ii)諮詢顧問費由2020年的約人民幣8.83百萬元增加至2021年的約人民幣13.59百萬元。

### 稅前利潤

因以上種種,本集團的稅前利潤由2020年的約人民幣154.29百萬元減少約人民幣17.04百萬元或約11.04%至2021年的約人民幣137.25百萬元。本集團的稅前利潤分別佔本集團於2020及2021年的收入約54.24%及約44.26%。

### Income Tax

Income tax increased by approximately RMB4.68 million, or approximately 12.92%, from approximately RMB36.22 million for 2020 to approximately RMB40.90 million for 2021.

### Profit for the Year

As a result of the foregoing, the Group's profit for the year decreased by approximately RMB21.73 million, or approximately 18.40%, from approximately RMB118.08 million for 2020 to approximately RMB96.35 million for 2021, and the Group's net profit margin decreased from approximately 41.51% for 2020 to approximately 31.07% for 2021.

### 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 2021, the Group's capital expenditures amounted to approximately RMB4.70 million (2020: RMB2.53 million), which was primarily related to purchase of business operating system. The Group intends to fund its capital expenditure by internal resources.

### Capital Commitments and Contingent Liabilities

As at 31 December 2021, the Group's outstanding capital commitments relating to (i) the total maximum guarantee issued to customers for its guarantee business of approximately RMB9,967.71 million (31 December 2020: RMB9,333.52 million); and (ii) the Group's leases of office premises of approximately RMB15.05 million (31 December 2020: RMB8.15 million).

In October 2021, a group of individual investors initiated an arbitration against the Company in respect of their overdue lending with principals and interests amounted to a total of RMB6.90 million to a third party which was guaranteed by the Company. Such arbitration was still pending as at 31 December 2021. The Directors consider 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 2021.

### Charge on Assets

As at 31 December 2021, the Group did not pledge any of its assets to secure any banking facility or bank loan.

### 所得稅

所得稅由2020年的約人民幣36.22百萬元增加約人民幣4.68百萬元或約12.92%至2021年的約人民幣40.90百萬元。

### 年內利潤

由於上述種種因素，本集團的年內利潤由2020年的約人民幣118.08百萬元下降約人民幣21.73百萬元或約18.40%至2021年的約人民幣96.35百萬元，而本集團的淨利潤率由2020年的約41.51%下降至2021年的約31.07%。

### 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2021年，本集團的資本開支約為人民幣4.70百萬元(2020年：人民幣2.53百萬元)，主要與購置業務運營系統有關。本集團擬以內部資源撥付資本開支。

### 資本承擔及或然負債

於2021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9,967.71百萬元(2020年12月31日：人民幣9,333.52百萬元)；及(ii)本集團辦公室物業租賃約人民幣15.05百萬元(2020年12月31日：人民幣8.15百萬元)。

於2021年10月，一批個人投資者因其涉及本金額及利息達合計人民幣6.90百萬元的第三方逾期借款(由本公司擔保)發起針對本公司的仲裁。於2021年12月31日，上述仲裁仍未判決。董事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2021年12月31日，本集團並無其他或然負債。

### 資產抵押

於2021年12月31日，本集團並無將任何資產抵押以取得銀行信貸或銀行貸款。

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

## 展望及本集團未來業務發展

### (I) Development trend of the industry

### (一) 行業發展趨勢

#### *The People's Bank of China (the "PBOC") plays a market-oriented role in providing financial support to SMEs*

#### **中國人民銀行(「人民銀行」)發揮市場化作用 為中小微企業提供金融支持**

Since SMEs with large number and wide range are an important support for the resilience of real economy, and also the main force of scientific and technological innovation and employment opportunities, their healthy and stable development is crucial. In early 2021, the PBOC and the China Banking and Insurance Regulatory Commission (the "CBIRC") studied and formulated the 14th Five-Year Plan, making inclusive micro and small financial services as one of the development priorities.

量大面廣的中小微企業是實體經濟韌性的重要支撐，也是科技創新和就業機會的主力軍，其健康平穩發展至關重要。2021年初，人民銀行、中國銀行保險監督管理委員會(「銀保監會」)研究制定「十四五規劃」，將普惠小微金融服務作為發展重點之一。

In response, the PBOC lowered the interest rate on the one-year re-loans in support of agriculture and micro and small enterprises by 0.25 percentage points to 2% on 7 December 2021, resulting in a more favourable interest rate for re-loans in support of agriculture and micro and small enterprises. Meanwhile, the PBOC expects that starting from 2022, financial institutions and enterprises will independently negotiate repayment on the principal and interest of loans according to market-based principles. From 2022 to the end of June 2023, the PBOC will provide funding for inclusive small and micro loans granted by eligible local legal person banks at 1% of the remaining incremental amount, so as to encourage them to increase inclusive small and micro loans. With the support of the policy, the loans in the field of inclusive finance maintained a relatively rapid growth. At the end of 2021, the balance of inclusive small and micro loans in the PRC was RMB19.23 trillion, representing a year-on-year increase of 27.3%. Such balance increased by RMB4.13 trillion during the year, representing a year-on-year increase of RMB608.3 billion.

對此，人民銀行於2021年12月7日下調1年期支農支小再貸款利率0.25個百分點至2%，支農支小再貸款利率更加優惠。同時，人民銀行預計自2022年開始，金融機構與企業按市場化原則自主協商貸款還本付息，從2022年起至2023年6月底，人民銀行對符合條件的地方法人銀行發放的普惠小微貸款，按照餘額增量的1%提供資金，鼓勵增加普惠小微貸款。在政策的支持下，普惠金融領域貸款保持了較快增長。2021年末，中國普惠小微貸款餘額人民幣19.23萬億元，同比增長27.3%；全年增加人民幣4.13萬億元，同比多增人民幣6,083億元。

#### *With credit structure optimisation intensified, financing guarantee industry is expected to pursue progress while ensuring stability*

#### **加大信貸結構優化力度 融資擔保行業有望實現穩中求進**

Since 2021, the severe global pandemic has exposed many SMEs to economic risks. In order to increase financial support for SMEs and focus on stabilising and strengthening the real economy, the PBOC has increased its efforts to optimise credit structure. The legal reserve ratio for small and medium-sized financial institutions has been lowered to 9%, representing a 10% decrease as compared with the previous ratio and 3% decrease as compared with that of large financial institutions, which plays a key role in financial support while stabilising the fundamentals of SMEs.

2021年以來，全球疫情形勢嚴峻，許多中小微企業面臨經濟風險。為加大對中小微企業的金融支持、著力穩定壯大實體經濟，人民銀行加大了信貸結構優化力度。中小金融機構法定存款準備金比率已經降至9%，相較於之前下降了10%，較大型金融機構低了3%，在穩住中小微企業基本盤的同時，發揮好金融支持的關鍵作用。



In addition, after the central bank introduced inclusive financial support such as re-loans and re-discounting lines for small and medium-sized banks, the Executive Meeting of the State Council of the PRC proposed the newly-added line of RMB300 billion for support of micro and small enterprises in 2021, which supports local legal person banks to grant loans to micro and small enterprises and individual business proprietors, improves the policy of discount and compensation for loans to enterprises in industries seriously affected by the pandemic, and encourages banks to extend more inclusive small and micro credit loans. In the work conference held by the PBOC in the second half of 2021, it was pointed out that the credit structure will continue to “pursue progress while ensuring stability”, which is well represented by the growing medium and long-term loans to support the manufacturing industry; the inclusive loans to SMEs will increase by quantity and expand by coverage at lower costs; and the green credit growth rate may record a significant increase as driven by and benefiting from carbon emission reduction support tools and other policies. Technology innovation, private enterprises, rural revitalisation and other policy encouragement will also be the focus.

The Board believes that with the flourishing development and widespread application of financial technology, digital transformation has become the consensus among the industry. Under circumstances where China progressively implements favourable policies for SMEs, the financing guarantee industry will further clarify its development requirements and conduct a series of practical explorations in the areas of re-guarantee system development, innovative development, operation and management, and active transformation. This will effectively promote the industry to maintain a positive and healthy operation, while providing solid support for compliant, professional and diversified financing guarantee companies to prevent financial risks and cope with multiple challenges.

China's financing guarantee industry will continue to improve its function of capital service, establish an institutional mechanism adapted to the characteristics of the financial technology industry, and continuously improve its financial innovation and technology application capabilities, so that financial resources can more effectively flow to SMEs, promoting the sustainable development of the real economy.

另外，在央行出台了面向中小銀行的再貸款、再貼現額度等普惠性金融支持後，中國國務院常務會議提出，2021年新增人民幣3,000億元支小再貸款額度，支持地方法人銀行向小微企業和個體工商戶發放貸款，完善對受疫情影響嚴重行業企業貸款貼息及獎補政策，推動銀行更多發放普惠小微信用貸款。在人民銀行召開的2021年下半年工作會議指出，信貸結構仍將延續「穩中有進」特徵，具體體現為中長期貸款加大對製造業支持；普惠小微貸款「量增、面擴、價降」；綠色信貸增速及受益碳減排支持工具等政策驅動而顯著提升，科技創新、民營企業、鄉村振興等政策鼓勵方向也將成為重點。

董事會認為，隨著金融科技的蓬勃發展及廣泛應用，數字化轉型已成為行業共識。在國家逐步推行針對中小微企業利好政策的大環境下，融資擔保行業將進一步明確發展要求，在再擔保體系建設、創新發展、運營管理、積極轉型等方面進行系列實踐探索。這將有效推動行業保持積極健康的運行態勢，同時為合規、專業、多元經營的融資擔保公司防範金融風險、應對多重挑戰提供了堅實支撐。

中國融資擔保行業將繼續完善資本服務功能，建立適應金融科技行業特點的體制機制，不斷提升金融創新能力和科技運用能力，讓金融活水更加有效地流向中小微企業，推動實體經濟可持續發展。

## (II) Development strategies of the Group

In 2021, China made new achievements in its high-quality economic development and realised a good start of the 14th Five-Year Plan. In 2022, China's economy will continue to maintain a stable performance with good momentum of growth. Corporate finance, foreign investment, high-tech investment and digital economy are expected to provide solid support for high-quality development of China's economy. In 2022, the Group intends to adopt the following measures:

1. Formulating strategies to further optimise the Group's management and control model.
2. Innovating business model to create a new profit growth point.
3. Providing active supervision to exercise strict control over risks in adherence to the regulated and stable development.

Founded in May 2003 as the earliest financing guarantee institution in Foshan, the Group pioneered the model of "mixed ownership of financing guarantee", and became the first domestic company listed on the Main Board of Hong Kong with financing guarantee as its main business in 2015. With sound governance structure, stable business model, complete risk control system and excellent corporate culture, the Group 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 the Group amounts to RMB20 billion or RMB30 billion, and over the past 18 years, it has served more than 12,000 enterprises in total with an accumulated service amount of more than RMB120 billion, with branches in Guangzhou, Shenzhen, Dongguan, Zhongshan, Zhaoqing, Yunfu and other regions in the PRC.

## (二) 本集團發展戰略

2021年，中國經濟高質量發展取得新成效，實現了「十四五」良好開局。2022年，中國經濟將持續穩中向好，企業融資、外商投資、高技術投資、數字經濟等預計為中國經濟高質量發展提供堅實支撐。2022年，本集團擬採取以下措施：

1. 制定戰略，進一步優化集團管控模式。
2. 創新業務模式，創造新的盈利增長點。
3. 積極擁抱監管，嚴控風險，堅持規範穩健發展。

本集團成立於2003年5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，本集團形成了立足廣東、輻射全國，擁有自主創新的全國擔保行業品牌。目前，本集團每年業務額有人民幣兩三百億，18年來累積服務企業1.2萬多家，累計服務金額超過人民幣1,200億，分支機構遍布中國廣州、深圳、東莞、中山、肇慶、雲浮等地區。

## 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 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 2021, the Group's cash and bank deposits was approximately RMB1,084.46 million.

## 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2021年12月31日，本集團的現金及銀行存款約為人民幣1,084.46百萬元。



### Indebtedness

As at 31 December 2021, the Group's interest-bearing borrowings amounted to approximately RMB69.42 million which are repayable within one year bearing interest at a range of from 3.92% to 7.50% per annum and are guaranteed.

As at 31 December 2021, the Group has debt securities issued of approximately RMB260.00 million, which was the face value of the Tranche 1 Corporate Bonds with a coupon rate of 4.60%.

In addition, as at 31 December 2021, the Group had other financial instruments of approximately RMB111.33 million, financial liabilities measured at FVPL of approximately RMB16.38 million and lease liabilities of approximately RMB15.05 million.

The gearing ratios of the Group as at 31 December 2021 and 31 December 2020 were 31.24% and 24.29%, 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 2021, the Group's outstanding guarantee totaled approximately RMB9,967.71 million. Save as disclosed above, the Group had no other off-balance-sheet arrangements as at 31 December 2021.

### 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 2021.

### 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 2021.

### 債務

於2021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69.42百萬元，該計息借款按3.92%至7.50%的年利率計息且有擔保。

於2021年12月31日，本集團的應付債券約為人民幣260.00百萬元，其為第一期公司債券的面值，票面利率為4.60%。

此外，於2021年12月31日，本集團持有其他金融工具約人民幣111.33百萬元、按公允價值計入損益計量的金融負債約人民幣16.38百萬元及租賃負債約人民幣15.05百萬元。

本集團於2021年12月31日和2020年12月31日的資產負債率分別為31.24%及24.29%，該資產負債率乃採用總負債除以總資產計算。資產負債比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2021年12月31日，本集團的未償還擔保額合共約為人民幣9,967.71百萬元。除上文所披露者外，於2021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2021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2021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。

### Future Plans for Material Investments or Capital Assets

The Group had no specific plan for material investments or capital assets as at 31 December 2021.

### EVENTS AFTER REPORTING PERIOD

From 31 December 2021 up to the date of this annual report, the Group did not have any other significant events.

### HUMAN RESOURCES

The total number of staff within the Group as at 31 December 2021 was 309 (31 December 2020: 315). As at 31 December 2021, the number of staff holding a bachelor's degree or above was 263, accounting for 85.1% of its total number of staff; and the number of staff holding a junior college degree or below was 46, accounting for 14.9% 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 2021, the Group incurred staff costs (including salaries, wages, bonuses and other benefits and contributions to retirement schemes) of approximately RMB80.13 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 2021.

### 有關重大投資或資本資產的未來計劃

本集團於2021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

自2021年12月31日直至本年報日期，本集團並無任何其他重大事項。

### 人力資源

截至2021年12月31日，本集團的員工總數為309人(2020年12月31日：315人)。截至2021年12月31日，持有本科或以上學歷的員工人數為263人，佔員工總數的85.1%；及持有大專或以下學歷的員工人數為46人，佔員工總數的14.9%。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2021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80.13百萬元。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2021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 60, 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**，60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
Local Finance Association 地方金融協會	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。期間彼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.

As at the date of this annual report, Mr. Wu was beneficially interested in 32,110,351 Domestic Shares.

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」。

截至本年報日期，吳先生實益擁有32,110,351股內資股。

### Non-Executive Directors

**Mr. Zhang Minming (張敏明)**, aged 41, 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 about 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**，41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約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 Shen Hua (李深華)**, aged 64, 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.

As of the date of this annual report, Mr. Li was beneficially interested in 77,720,000 Domestic Shares and 35,000,000 H Shares.

**李深華先生**，64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」。

截至本年報日期，李先生分別實益擁有本公司77,720,000股內資股及35,000,000股H股。

**Mr. Luo Zhenqing (羅振清)**, aged 44, 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 about 25 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**，44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約25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務部經理；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 43, 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 a director of Foshan Innovation Venture Capital Co., Ltd.\* (佛山市創新創業投資有限公司) and a director of Foshan Guangfotong Electronic Toll Operation Co., Ltd.\* (佛山市廣佛通電子收費營運有限公司), 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).

**Mr. Ou Weiming (歐偉明)**, aged 54, was appointed as a non-executive Director on 6 June 2021. Mr. Ou is a vice president of the Group, a director of Foshan Micro Credit, head of office of the Board of the Group and the general manager of the administration 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**，43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創新創業投資有限公司董事及佛山市廣佛通電子收費營運有限公司董事，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。

**歐偉明先生**，54歲，於2021年6月6日獲委任為非執行董事。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，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 46, was appointed as an independent non-executive Director on 7 August 2013.

### 獨立非執行董事

**吳向能先生**，46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約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 55, 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 listed on the Stock Exchange (stock code: 449) 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 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**，55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，該公司於聯交所上市(股份代號：449)，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 60, 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 honorary president of Guangzhou Lawyers Association (廣州市律師協會), 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**，60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。彼現同時兼任廣州市律師協會名譽會長、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周年貢獻獎) by Guangzhou Lawyers Association in 2018.

## SUPERVISORS

**Mr. Li Qi (李琦)**, aged 44, 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周年貢獻獎」。

## 監事

**李琦先生**，44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8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 32, 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 62, 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**，32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**，62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 59, 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**，59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 of Foshan City.

**Mr. Huang Shaoxiong (黃少雄)**, aged 33, 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。

**黃少雄先生**，33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附屬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附屬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 43, 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.

As at the date of this annual report, Ms. Huang was beneficially interested in 50,000 Domestic Shares.

## SENIOR MANAGEMENT

**Mr. Ou Weiming (歐偉明)**, aged 54, 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 54, 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**，43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。

截至本年報日期，黃女士實益擁有本公司50,000股內資股。

## 高級管理層

**歐偉明先生**，54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**，54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公司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 46, 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**，46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。

**Mr. Zheng Zhengqiang (鄭正強)**, aged 44, is the secretary to the Board, general manager of Foshan Micro Credit and director of Foshan Micro Credit and Yunfu Puhui Financing Guarantee, respectively. Mr. Zheng joined the Group on 13 April 2005 with past positions of the assistant general manager of development and planning department, assistant general manager of guarantee department, deputy general manager of Guangzhou Branch, deputy general manager of development and planning department. He is responsible for overall management of the micro-lending business of the Group.

Mr. Zheng has over 20 years of experience in finance, guarantee and corporate management. Prior to joining the Group, he worked as an employee at Guangzhou Municipal Postal Office (廣州市郵政局) from July 1998 to June 2002, where he was primarily responsible for economy operation analysis and business management. From August 2002 to March 2005, Mr. Zheng served as the general manager at Guangzhou Baofu Auto Beauty Co., Ltd.\* (廣州市保夫汽車美容有限公司), a company primarily engaged in automobile beautifying and maintenance service, where he was primarily responsible for overall operational management.

Mr. Zheng received his bachelor's degree of economics from Central University of Finance and Economics (中央財經大學) in the PRC in July 1998, majoring in monetary banking. In November 2007, he obtained an intermediate qualification certificate of financial economy granted by MOP. In March 2014, Mr. Zheng obtained a certificate of senior credit manager (guarantee) granted by the Department of Human Resources and Social Security of Guangdong Province.

**鄭正強先生**，44歲，為本公司董事會秘書、佛山小額貸款的總經理及佛山小額貸款、雲浮市普惠融資擔保董事，於2005年4月13日加入本集團，歷任發展規劃部總經理助理、擔保部總經理助理、廣州分公司副總經理、發展規劃部副總經理，主要負責集團小貸業務統籌管理。

鄭先生於金融、擔保及企業管理方面擁有逾20年經驗。加入本集團前，彼於1998年7月至2002年6月間，於廣州市郵政局任職員工，主要負責經濟運行分析及業務管理。於2002年8月起至2005年3月止期間，鄭先生擔任廣州市保夫汽車美容有限公司總經理，該公司主要從事汽車美容及維修服務，而鄭先生則主要負責整體營運管理。

鄭先生於1998年7月在中國中央財經大學取得經濟學學士學位，主修貨幣銀行學。彼於2007年11月獲中國人事部頒授金融經濟中級專業資格證書。於2014年3月，鄭先生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。



# 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 2021, the Company had complied with the code provisions set out in the CG Code, except for the deviation from the CG Codes provision A.2.1 (which has been renumbered as code provision C.2.1 since 1 January 2022) 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 of the Company (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2021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A.2.1條（其自2022年1月1日起已獲重新編號為守則條文C.2.1）有關主席與行政總裁角色分離（於下文企業管治報告「董事會主席及最高行政人員」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本公司公司章程（「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 D.3.1 (which has been renumbered as code provision A.2.1 since 1 January 2022) 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D.3.1(其自2022年1月1日起已獲重新編號守則條文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 A.2.1 of the CG Code (which has been renumbered as code provision C.2.1 since 1 January 2022) 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 Shen Hua, 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.

Ms. Gu Lidan tendered her resignation as a non-executive Director with effect from 5 January 2021 due to job transfer. Mr. Zhang Deben and Mr. Liu Heng did not offer themselves for re-election as Director due to other work arrangements and retired from office as a non-executive Director and an independent non-executive Director, respectively, on 5 June 2021. Each of Ms. Gu, Mr. Zhang and Mr. Liu confirmed that he/she had no disagreement with the Board and there were no other matters regarding his/her resignation that need to be brought to the attention of the Shareholders or the Stock Exchange.

### 董事會主席及最高行政人員

吳列進先生為董事會主席(「**主席**」)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A.2.1條(其自2022年1月1日起已獲重新編號為守則條文C.2.1)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。

顧李丹女士因工作調動於2021年1月5日辭任非執行董事。由於其他工作安排，張德本先生及劉恒先生不願意連任董事，並分別於2021年6月5日退任非執行董事及獨立非執行董事的職務。顧女士、張先生及劉先生均確認彼與董事會之間並無意見分歧，亦無任何有關其辭任事宜須提請股東或聯交所垂注。

Mr. Li Shen Hua and Mr. Zhao Wei were appointed as non-executive Directors with effect from 29 January 2021. Mr. Ou Weiming and Mr. Wang Bo were appointed as non-executive Director and independent non-executive Director, respectively, with effect from 6 June 2021. 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.

During the year ended 31 December 2021, 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 2021, 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.

李深華先生及趙偉先生自2021年1月29日起獲委任為非執行董事。歐偉明先生及王波先生分別自2021年6月6日起獲委任為非執行董事及獨立非執行董事。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。

於截至2021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2021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。



### 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.

### 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 2021, the Board held 12 meetings in total, with details of the attendance of Directors specified as follows:

截至2021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 Shen Hua (appointed on 29 January 2021) 李深華先生 (於2021年1月29日獲委任)	Non-executive Director 非執行董事	9/9	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	6/6	100%
Mr. Zhao Wei (appointed on 29 January 2021) 趙偉先生 (於2021年1月29日獲委任)	Non-executive Director 非執行董事	9/9	100%
Mr. Ou Weiming (appointed on 6 June 2021) 歐偉明先生 (於2021年6月6日獲委任)	Non-executive Director 非執行董事	6/6	100%
Ms. Gu Lidan (resigned on 5 January 2021) 顧李丹女士(於2021年1月5日辭任)	Non-executive Director 非執行董事	0/0	N/A
Mr. Zhang Deben (retired on 5 June 2021) 張德本先生(於2021年6月5日退任)	Non-executive Director 非執行董事	6/6	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 (appointed on 6 June 2021) 王波先生 (於2021年6月6日獲委任)	Independent non-executive Director 獨立非執行董事	6/6	100%
Mr. Liu Heng (retired on 5 June 2021) 劉恒先生(於2021年6月5日退任)	Independent non-executive Director 獨立非執行董事	6/6	100%

During the year ended 31 December 2021, 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2021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 2021, the Company arranged two 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 A.6.5 (which has been renumbered as code provision C.1.4 since 1 January 2022) of the CG Code. According to the records provided by the Directors, the Directors received the following trainings during the 2021:

- (1) Directors' ongoing responsibilities and obligations and practices
- (2) Management of major transactions, connected transactions and insider trading

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2021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兩項內部培訓，符合企業管治守則第A.6.5(其自2022年1月1日起已獲重新編號為守則條文C.1.4)條。根據董事提供之記錄，董事於2021年間接受了以下培訓：

- (1) 董事的持續責任與義務及執業實操
- (2) 重大交易、關連交易及內幕交易管控

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 Shen Hua (appointed on 29 January 2021)	李深華先生 (於2021年1月29日獲委任)	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)	1/1	100%



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
Mr. Zhao Wei (appointed on 29 January 2021)	趙偉先生 (於2021年1月29日獲委任)	2/2	100%
Mr. Ou Weiming (appointed on 6 June 2021)	歐偉明先生(於2021年6月6日獲委任)	1/1	100%
Ms. Gu Lidan (resigned on 5 January 2021)	顧李丹女士 (於2021年1月5日辭任)	0/0	N/A 不適用
Mr. Zhang Deben (retired on 5 June 2021)	張德本先生 (於2021年6月5日退任)	1/1	100%
<b>Independent non-executive Directors</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 (appointed on 6 June 2021)	王波先生 (於2021年6月6日獲委任)	1/1	100%
Mr. Liu Heng (retired on 5 June 2021)	劉恒先生 (於2021年6月5日退任)	1/1	100%

\* Due to the COVID-19 pandemic, Mr. Leung Hon Man was unable to participant in the on-site training of the Company, but he has read and studied the written materials of the Company's internal training and participated in the following training programs on his own: the training program held by CPA Australia, including (1) Bookkeeping, Audit Planning and SMEFRS Report automation for Small & Medium Practitioners; and (2) 2021 Accounting CPD Carnival, the training program held by the Hong Kong Institute of Certified Public Accountant, namely E-learning webinar: Listing Rules Compliance Series-Session1-4, and the training program held by Deloitte/Yang Chan & Jamison, namely Tips for handling raids by regulators in Hong Kong.

\* 因疫情原因，梁漢文先生無法加入本公司現場培訓，但其已閱讀並學習了本公司內部培訓的書面材料，並且自行參加由澳洲會計師公會舉行的培訓項目，包括：(1) Bookkeeping, Audit Planning and SMEFRS Report automation for Small & Medium Practitioners；及(2) 2021 Accounting CPD Carnival。由香港會計師公會舉行的培訓項目：E-learning webinar: Listing Rules Compliance Series-Session1-4。由德勤／勤信律師事務所舉行的培訓項目：Tips for handling raids by regulators in Hong Kong。

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 Shen Hua 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 2021, the Audit Committee held two meetings. Details of the attendance of the members are as follows:

截至2021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 (appointed on 6 June 2021) 王波先生 (於2021年6月6日獲委任)	Independent non-executive Director 獨立非執行董事	1/1	100%
Mr. Liu Heng (retired on 5 June 2021) 劉恒先生(於2021年6月5日退任)	Independent non-executive Director 獨立非執行董事	1/1	100%
Mr. Li Shen Hua (appointed on 29 January 2021) 李深華先生 (於2021年1月29日獲委任)	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	1/1	100%

During the year ended 31 December 2021, 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2021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 2021 and up to the date of this Corporate Governance Report, the Audit Committee held one 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 2021 as set out in this annual report.

The Audit Committee is of the view that the financial statements for the year ended 31 December 2021 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2021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。這些會議期間，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2021年12月31日止年度綜合財務報表)。

審計委員會認為，截至2021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，其中3名為獨立非執行董事。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 2021, the Remuneration and Appraisal Committee held four meetings. Details of the attendance of the members are as follows:

截至2021年12月31日止年度期間，薪酬與考核委員會召開4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	4/4	100%
Mr. Wu Xiangneng 吳向能先生	Independent non-executive Director 獨立非執行董事	4/4	100%
Mr. Wang Bo (appointed on 6 June 2021) 王 波先生 (於2021年6月6日獲委任)	Independent non-executive Director 獨立非執行董事	1/1	100%
Mr. Liu Heng (retired on 5 June 2021) 劉 恒先生(於2021年6月5日退任)	Independent non-executive Director 獨立非執行董事	3/3	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	3/3	100%
Mr. Zhang Deben (retired on 5 June 2021) 張德本先生(於2021年6月5日退任)	Non-executive Director 非執行董事	3/3	100%

During the year ended 31 December 2021, 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.

During the period after 31 December 2021 and up to the date of this Corporate Governance Report, the Remuneration and Appraisal Committee held one meeting, During such meeting, the Remuneration and Appraisal Committee recommended to the Board the proposed remuneration of the proposed non-executive Director.

Remuneration of the senior management for the year ended 31 December 2021 by band is as follows:

截至2021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。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。

於2021年12月31日後直至本企業管治報告日期期間，薪酬與考核委員會召開1次會議，於該等會議中，薪酬與考核委員會就候選非執行董事的建議薪酬向董事會作出推薦意見。

截至2021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	0

## 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(尤其是董事會主席及行政總裁)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 2021, the Nomination Committee held five meetings. Details of the attendance of the members are as follows:

截至2021年12月31日止年度期間，提名委員會召開5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	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 (appointed on 6 June 2021) 王波先生 (於2021年6月6日獲委任)	Independent non-executive Director 獨立非執行董事	1/1	100%
Mr. Liu Heng (retired on 5 June 2021) 劉恒先生(於2021年6月5日退任)	Independent non-executive Director 獨立非執行董事	4/4	100%
Mr. Zhao Wei (appointed on 29 January 2021) 趙偉先生 (於2021年1月29日獲委任)	Non-executive Director 非執行董事	5/5	100%
Ms. Gu Lidan (resigned on 5 January 2021) 顧李丹女士(於2021年1月5日辭任)	Non-executive Director 非執行董事	0/0	N/A 不適用

During the year ended 31 December 2021, 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2021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 2021 and up to the date of this Corporate Governance Report, the Nomination Committee held one meeting. During such meeting, the structure, size and composition of this session of the Board have been reviewed.

於2021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。於該等會議中，已檢討本次董事會的架構、人數及組成。



### 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 2021, 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 2021, 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，需列明聘任該人士的理由。

### 董事會多元化政策

於截至2021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2021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 four senior management of the Company are females. Having considered the particulars of the Directors, including the newly appointed non-executive Directors and independent non-executive Director, 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 2021, (i) Mr. Li Shen Hua has more than 30 years of experience in corporate management and operation in the PRC and obtained a PhD in business administration from the VU School of Management in Switzerland in November 2017. In light of the recognition of Guangdong Huaxing Glass Co., Ltd. (廣東華興玻璃股份有限公司) under his management as the most influential industry player in Guangdong Province in September 2015; (ii) Mr. Zhao Wei has over 25 years of experience in the finance industry and was appointed by Foshan Financial following re-designation of Ms. Gu Lidan; and (iii) Mr. Ou Weiming has over 28 years of experience in finance and is responsible for day-to-day operational management of Foshan Micro Credit, the Nomination Committee considered that each of Mr. Li, Mr. Zhao and Mr. Ou demonstrated different corporate management and finance skills and would be able to assist the Group in its operation and management after becoming a new Director. For the re-elected existing independent non-executive Directors, namely Mr. Wu Xiangneng and Mr. Leung Hon Man, and the newly elected independent non-executive Director, namely Mr. Wang Bo, the Nomination Committee was of the view that they would bring to the Board various knowledge, skills and experience and contribute to the Board's diversity taking into account their reputation for integrity, accomplishment and experience in the relevant sectors, professional and educational background, and potential time commitments. (i) Mr. Wu Xiangneng is experienced in finance and financial management in the PRC; (ii) Mr. Leung Hon Man is experienced in company management, accounting and secretarial matters and possessed relevant qualification and experience in Hong Kong; and (iii) Mr. Wang Bo is an experienced PRC lawyer who has acted as legal adviser to a number of PRC government authorities and reputable organisations.

The Nomination Committee is well aware of the requirements of gender diversity of the Board under the Listing Rules. It will made 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.

提名委員會知悉於本年報日期，董事會全由男性組成，而本公司四名高級管理層中有兩名女性。經審閱各董事，包括新任非執董事及獨立非執行董事的履歷，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2021年新任的非執行董事而言，(i)李深華先生在中國有逾30年企業管理及經營經驗，同時於2017年11月在瑞士VU School of Management取得工商管理博士學位，且其本人經營管理的廣東華興玻璃股份有限公司於2015年9月被評為廣東省最具行業影響力企業，(ii)趙偉先生於金融行業擁有逾25年經驗，並於顧李丹女士辭任後獲佛山金控委任；及(iii)歐偉明先生擁有逾28年金融經驗及負責佛山小額貸款的日常管理工作，提名委員會認為李先生、趙先生及歐先生擁有不同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。就重選現任獨立非執行董事吳向能先生及梁漢文先生及新任獨立非執行董事王波而言，提名委員會認為，彼等將為董事會帶來多種知識、技能及經驗，並考慮到他們在相關行業的誠信、成就和經驗、專業及教育背景以及潛在的時間承諾，為董事會的多元化做出貢獻。(i)吳向能先生在中國擁有豐富的金融及財務管理經驗；(ii)梁漢文先生在公司管理、會計及秘書事務方面經驗豐富，並在香港擁有相關資歷及經驗；及(iii)王波先生為經驗豐富的中國律師，曾擔任多個中國政府機關及知名機構的法律顧問。

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2024年6月6日)或之前引入至少一名女性董事。

## RISK MANAGEMENT COMMITTEE

The Risk Management Committee consists of five members, being Mr. Zhang Minming and Mr. Li Shen Hua, 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.

## 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到的所有重大風險，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 2021, the Risk Management Committee held two meetings. The details of the attendance of the members are as follows:

截至2021年12月31日止年度期間，風險管理委員會召開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. Zhang Minming 張敏明先生	Non-executive Director 非執行董事	2/2	100%
Mr. Wu Liejin 吳列進先生	Executive Director, Chairman and President 執行董事、主席兼總裁	2/2	100%
Mr. Li Shen Hua (appointed on 29 January 2021) 李深華先生 (於2021年1月29日獲委任)	Non-executive Director 非執行董事	2/2	100%
Mr. Zhang Deben (ceased to act as a member of the Risk Management Committee on 29 January 2021, and retired on 5 June 2021) 張德本先生 (於2021年1月29日不再擔任風險管理委員會成員，及於2021年6月5日退任)	Non-executive Director 非執行董事	0/0	N/A 不適用
Mr. Wu Xiangneng 吳向能先生	Independent non-executive Director 獨立非執行董事	2/2	100%
Mr. Wang Bo (appointed on 6 June 2021) 王波先生 (於2021年6月6日獲委任)	Independent non-executive Director 獨立非執行董事	1/1	100%
Mr. Liu Heng (retired on 5 June 2021) 劉恒先生 (於2021年6月5日退任)	Independent non-executive Director 獨立非執行董事	1/1	100%



During the year ended 31 December 2021, the Risk Management Committee earnestly reviewed the Company's risk management work plan, urged the Company's internal audit function to strictly execute the audit plan, and proposed instructional opinions on the problems identified in internal audit. In 2021, 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2021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，督促本公司內部審計機構嚴格按照審計計劃執行，並對內部審計出現的問題提出了指導性意見。2021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 2021, the Strategy Committee held two meetings. Details of the attendance of the members are as follows:

截至2021年12月31日止年度期間，戰略委員會召開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 Liejin 吳列進先生	Executive Director, Chairman and President 執行董事、主席兼總裁	2/2	100%
Mr. Zhang Minming 張敏明先生	Non-executive Director 非執行董事	2/2	100%
Mr. Zhao Wei (appointed on 29 January 2021) 趙偉先生 (於2021年1月29日獲委任)	Non-executive Director 非執行董事	2/2	100%
Mr. Ou Weiming (appointed on 6 June 2021) 歐偉明先生 (於2021年6月6日獲委任)	Non-executive Director 非執行董事	1/1	100%
Ms. Gu Lidan (resigned on 5 January 2021) 顧李丹女士(於2021年1月5日辭任)	Non-executive Director 非執行董事	0/0	N/A
Mr. Zhang Deben (retired on 5 June 2021) 張德本先生(於2021年6月5日退任)	Non-executive Director 非執行董事	1/1	100%
Mr. Luo Zhenqing (appointed on 7 January 2021 and ceased to act as a member of the Strategy Committee on 29 January 2021) 羅振清先生 (於2021年1月7日獲任並 於2021年1月29日不再擔任 戰略委員會成員)	Non-executive Director 非執行董事	0/0	N/A
Mr. Wang Bo (appointed on 6 June 2021) 王波先生 (於2021年6月6日獲委任)	Independent non-executive Director 獨立非執行董事	1/1	100%
Mr. Liu Heng (retired on 5 June 2021) 劉恒先生(於2021年6月5日退任)	Independent non-executive Director 獨立非執行董事	1/1	100%

During the year ended 31 December 2021, 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 2021, which give a true and fair view of the affairs 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2021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2021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。

## 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 2021.

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 2021, no incidence of non-compliance was noted by the Company.

## JOINT COMPANY SECRETARIES

To maintain good corporate governance practices and compliance with the Listing Rules and applicable laws, the Company has appointed Mr. Zheng Zhengqiang and Mr. Lau Kwok Yin as joint company secretaries. Mr. Lau Kwok Yin, as an external service provider, assists Mr. Zheng Zhengqiang, 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. Zheng Zhengqiang 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 2021.

**Mr. Zheng Zhengqiang (鄭正強)**, aged 44, was appointed as the joint company secretary of the Company on 13 May 2015. For details of the biography of Mr. Zheng, please refer to the section “Directors, Supervisors and Senior Management” in this annual report.

## 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2021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、或附屬公司的任何董事或僱員，彼等可能因在本公司或附屬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2021年12月31日止年度期間，本公司並無知悉任何違規事件。

## 聯席公司秘書

為維持良好的企業管治並確保符合上市規則及適用法律，本公司委聘鄭正強先生及劉國賢先生擔任聯席公司秘書，劉國賢先生(作為外部服務提供商)協助鄭正強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鄭正強先生。鄭正強先生及劉國賢先生已各自確認截至2021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。

**鄭正強先生**，44歲，於2015年5月13日獲任命為本公司聯席公司秘書。有關鄭先生的履歷詳情，請參閱本年報的「董事、監事及高級管理層」一節。



**Mr. Lau Kwok Yin (劉國賢)**, aged 36, 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 12 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.

**劉國賢先生**，36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12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.

## 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非絕對的保證。

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 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.

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。

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.

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. During the year ended 31 December 2021, the Audit 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.

## 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.

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。

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。截至2021年12月31日止年度，審計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。

## 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 2021.

## AUDITOR'S REMUNERATION

For the year ended 31 December 2021, the total remuneration paid or payable to the Company's auditor, KPMG, for audit and audit related services amounted to a total of RMB2.81 million. There were no non-audit related services provided by KPMG during 2021.

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

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：	
2021 interim reviewing service	2021年中期審閱服務	682,500
2021 annual auditing service	2021年年度審計服務	2,130,000
Total	總計	2,812,500

## 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2021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2021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2.81百萬元。於2021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：

## GENERAL MEETINGS

During the year ended 31 December 2021, the Company held three general meetings. The details of the attendance of the Directors are as follows:

## 股東大會

截至2021年12月31日止年度期間，本公司召開三次股東大會，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	3/3	100%
Mr. Zhang Minming 張敏明先生	Non-executive Director 非執行董事	3/3	100%
Mr. Li Shen Hua (appointed on 29 January 2021) 李深華先生 (於2021年1月29日獲委任)	Non-executive Director 非執行董事	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日獲委任)	Non-executive Director 非執行董事	3/3	100%
Mr. Zhao Wei (appointed on 29 January 2021) 趙偉先生 (於2021年1月29日獲委任)	Non-executive Director 非執行董事	2/2	100%
Mr. Ou Weiming (appointed on 6 June 2021) 歐偉明先生 (於2021年6月6日獲委任)	Non-executive Director 非執行董事	0/0	N/A
Ms. Gu Lidan (resigned on 5 January 2021) 顧李丹女士(於2021年1月5日辭任)	Non-executive Director 非執行董事	0/0	N/A
Mr. Zhang Deben (retired on 5 June 2021) 張德本先生(於2021年6月5日退任)	Non-executive Director 非執行董事	3/3	100%
Mr. Wu Xiangneng 吳向能先生	Independent non-executive Director 獨立非執行董事	3/3	100%
Mr. Leung Hon Man 梁漢文先生	Independent non-executive Director 獨立非執行董事	3/3	100%
Mr. Wang Bo (appointed on 6 June 2021) 王波先生 (於2021年6月6日獲委任)	Independent non-executive Director 獨立非執行董事	0/0	N/A
Mr. Liu Heng (retired on 5 June 2021) 劉恒先生(於2021年6月5日退任)	Independent non-executive Director 獨立非執行董事	3/3	100%



## Annual General Meeting

The 2020 annual general meeting of the Company was held at Training Room, 5/F, Building D, Sino-European Service Center, No. 2 South of Lingnan Road, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC on 4 June 2021 at 3:00 p.m. (the "2020 AGM").

At the 2020 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

本公司2020年度股東週年大會於2021年6月4日下午三時正假座中國廣東省佛山市順德區樂從鎮嶺南大道南2號中歐中心D棟5樓培訓室舉行(「2020年度股東週年大會」)。

於2020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 2020 AGM (%) 票數及佔2020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 of directors of the Company for the year ended 31 December 2020. 審議及批准截至2020年12月31日止年度本公司董事會報告。	1,158,216,353 (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 2020. 審議及批准截至2020年12月31日止年度本公司監事會報告。	1,158,216,353 (100.000000%)	0 (0.000000%)	0 —
3. To consider and approve the audited financial statements and the report of the auditors of the Company for the year ended 31 December 2020. 審議及批准截至2020年12月31日止年度本公司經審核財務報表及核數師報告。	1,158,216,353 (100.000000%)	0 (0.000000%)	0 —
4. To consider and approve the profit distribution plan and the dividend distribution plan for the year ended 31 December 2020. 審議及批准截至2020年12月31日止年度利潤分配方案及股息分配方案。	1,158,216,353 (100.000000%)	0 (0.000000%)	0 —
5. To consider and approve the proposal for the budget of the Company for the year ending 31 December 2021. 審議及批准本公司截至2021年12月31日止年度的預算方案。	1,158,216,353 (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 of directors of the Company to fix its remuneration for the year ending 31 December 2021. 審議及批准續聘畢馬威會計師事務所為截至2021年12月31日止年度本公司核數師並授權本公司董事會釐定其酬金。	1,158,216,353 (100.000000%)	0 (0.000000%)	0 —

## Extraordinary General Meetings

An extraordinary general meeting was held on 29 January 2021 (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2021年1月29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 appointment of Mr. Li Shen Hua (李深華) as a non-executive director of the Company for a term commencing on the date of passing of this resolution until the date of expiry of the fourth session of the board of directors of the Company. 審議及批准委任李深華先生為本公司非執行董事，任期自本決議案獲通過當日起至本公司第四屆董事會任期屆滿之日止。	1,157,427,681 (100.000000%)	0 (0.000000%)	0 —
2. To consider and approve the appointment of Mr. Zhao Wei (趙偉) as a non-executive director of the Company for a term commencing on the date of passing of this resolution until the date of expiry of the fourth session of the board of directors of the Company. 審議及批准委任趙偉先生為本公司非執行董事，任期自本決議案獲通過當日起至本公司第四屆董事會任期屆滿之日止。	1,157,427,681 (100.000000%)	0 (0.000000%)	0 —
3. To consider and approve the amendments to the Directors and Supervisors' Allowance Policy of the Company as described in the circular of the Company dated 12 January 2021. 審議及批准本公司日期為2021年1月12日的通函所述的修訂《董事、監事津貼制度》。	1,157,427,681 (100.000000%)	0 (0.000000%)	0 —

An extraordinary general meeting was held on 4 June 2021 (the "2nd EGM").

臨時股東大會(「第二次臨時股東大會」)於2021年6月4日舉行。

At the 2nd EGM, the following resolutions (save for resolutions 1(d) and 3(d)) 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(除決議案1(d)及3(d)外)。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 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. To consider and approve the re-election and the election (where applicable) of each of the following candidates as a director of the Company (the "Director(s)") for a term of three years commencing on 6 June 2021 till the date of the expiry of the 5th session of the board of Directors, which is expected to be 5 June 2024 (each of which resolutions set out below shall be considered and passed as a separate resolution): 審議及批准重選及選舉(如適用)下列各候選人擔任本公司董事(「董事」)，任期自2021年6月6日起為期三年，直至第五屆董事會任期屆滿之日止，預計為2024年6月5日(下文各項決議案應作為獨立決議案審議及通過)：			
(a) To elect and appoint Mr. Wu Liejin (吳列進) as an executive Director; (a) 選舉及委任吳列進先生為執行董事；	1,151,832,041 (100.000000%)	0 (0.000000%)	0 —
(b) To elect and appoint Mr. Zhang Minming (張敏明) as a non-executive Director; (b) 選舉及委任張敏明先生為非執行董事；	1,151,832,041 (100.000000%)	0 (0.000000%)	0 —
(c) To elect and appoint Mr. Li Shen Hua (李深華) as a non-executive Director; (c) 選舉及委任李深華先生為非執行董事；	1,151,832,041 (100.000000%)	0 (0.000000%)	0 —
(d) To elect and appoint Mr. Luo Zhenqing (羅振清) as a non-executive Director; (d) 選舉及委任羅振清先生為非執行董事；	526,831,172 (45.738541%)	625,000,869 (54.261459%)	0 —
(e) To elect and appoint Mr. Zhao Wei (趙偉) as a non-executive Director; (e) 選舉及委任趙偉先生為非執行董事；	1,151,832,041 (100.000000%)	0 (0.000000%)	0 —

Ordinary Resolutions 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
(f)	To elect and appoint Mr. Ou Weiming (歐偉明) as a non-executive Director;	1,151,832,041 (100.000000%)	0 (0.000000%)	0 —
(f)	選舉及委任歐偉明先生為非執行董事；			
(g)	To elect and appoint Mr. Wu Xiangneng (吳向能) as an independent non-executive Director;	1,151,832,041 (100.000000%)	0 (0.000000%)	0 —
(g)	選舉及委任吳向能先生為獨立非執行董事；			
(h)	To elect and appoint Mr. Leung Hon Man (梁漢文) as an independent non-executive Director;	1,151,832,041 (100.000000%)	0 (0.000000%)	0 —
(h)	選舉及委任梁漢文先生為獨立非執行董事；			
(i)	To elect and appoint Mr. Wang Bo (王波) as an independent non-executive Director;	1,151,832,041 (100.000000%)	0 (0.000000%)	0 —
(i)	選舉及委任王波先生為獨立非執行董事；			
2.	To consider and approve the re-election and the election (where applicable) of each of the following candidates as a supervisor of the Company (the “Supervisor(s)”) for a term of three years commencing on 6 June 2021 till the date of the expiry of the 5th session of the board of Supervisors, which is expected to be 5 June 2024 (each of which resolutions set out below shall be considered and passed as a separate resolution): 審議及批准重選及選舉(如適用)下列各候選人為本公司監事(「監事」)，任期自2021年6月6日起為期三年，直至第五屆監事會任期屆滿之日止，預計為2024年6月5日(下文各項決議案應作為獨立決議案審議及通過)：			
(a)	To elect and appoint Mr. Li Qi (李琦) as a Supervisor;	1,151,832,041 (100.000000%)	0 (0.000000%)	0 —
(a)	選舉及委任李琦先生為監事；			
(b)	To elect and appoint Mr. Liu Shu (劉樹) as a Supervisor;	1,151,832,041 (100.000000%)	0 (0.000000%)	0 —
(b)	選舉及委任劉樹先生為監事；			
(c)	To elect and appoint Mr. Chen Xin (陳新) as an independent Supervisor;	1,151,832,041 (100.000000%)	0 (0.000000%)	0 —
(c)	選舉及委任陳新先生為獨立監事；			
(d)	To elect and appoint Mr. Zhong Jian (鍾堅) as an independent Supervisor;	1,151,832,041 (100.000000%)	0 (0.000000%)	0 —
(d)	選舉及委任鍾堅先生為獨立監事；			



Ordinary Resolutions 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
3. To consider and approve the allowance proposal for the fifth session of Directors and the fifth session of Supervisors as described in the circular of the Company dated 14 May 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5月14日的通函所述第五屆董事和第五屆監事的津貼(下文各項決議案應作為獨立決議案審議及通過):			
(a) Wu Liejin (a) 吳列進	1,151,832,041 (100.000000%)	0 (0.000000%)	0 —
(b) Zhang Minming (b) 張敏明	1,151,832,041 (100.000000%)	0 (0.000000%)	0 —
(c) Li Shen Hua (c) 李深華	1,151,832,041 (100.000000%)	0 (0.000000%)	0 —
(d) Luo Zhenqing (d) 羅振清	526,831,172 (45.738541%)	625,000,869 (54.261459%)	0 —
(e) Zhao Wei (e) 趙偉	1,151,832,041 (100.000000%)	0 (0.000000%)	0 —
(f) Ou Weiming (f) 歐偉明	1,151,832,041 (100.000000%)	0 (0.000000%)	0 —
(g) Wu Xiangneng (g) 吳向能	1,151,832,041 (100.000000%)	0 (0.000000%)	0 —
(h) Leung Hon Man (h) 梁漢文	1,151,832,041 (100.000000%)	0 (0.000000%)	0 —
(i) Wang Bo (i) 王波	1,151,832,041 (100.000000%)	0 (0.000000%)	0 —
(j) Li Qi (j) 李琦	1,151,832,041 (100.000000%)	0 (0.000000%)	0 —
(k) Liu Shu (k) 劉樹	1,151,832,041 (100.000000%)	0 (0.000000%)	0 —

Ordinary Resolutions 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
(l)	Chen Xin	1,151,832,041	0	0
(l)	陳新	(100.000000%)	(0.000000%)	—
(m)	Zhong Jian	1,151,832,041	0	0
(m)	鍾堅	(100.000000%)	(0.000000%)	—
(n)	Liang Yi	1,151,832,041	0	0
(n)	梁毅	(100.000000%)	(0.000000%)	—
(o)	Huang Yuzhen	1,151,832,041	0	0
(o)	黃瑜珍	(100.000000%)	(0.000000%)	—
4.	To consider and approve the change of registered office of the Company to 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. 審議及批准本公司註冊辦事處變更至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。	1,151,832,041 (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
5.	To consider and approve the proposed amendments of the articles of association of the Company as described in the circular of the Company dated 14 May 2021. 審議及批准本公司日期為2021年5月14日的通函所述建議修訂本公司的公司章程。	1,151,832,041 (100.000000%)	0 (0.000000%)	0 —

During the period after 31 December 2021 and up to the date of this Corporate Governance Report, one extraordinary general were held on 13 January 2022, where Mr. Luo Zhenqing was elected as a non-executive Director and Ms. Li Wanmin was newly elected as a Supervisor, each with effect from 13 January 2022.

於2021年12月31日後直至本企業管治報告日期止期間，於2022年1月13日召開臨時股東大會，選舉羅振清先生為非執行董事及選舉李婉敏女士為新監事，均自2022年1月13日起生效。

## 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.

## 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。

## 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 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

In light of the abrogation of the Interim Measures for the Post-holding Qualifications of Directors, Supervisors, and Senior Management of Financing Guarantee Companies\* 《(融資性擔保公司董事、監事、高級管理人員任職資格管理暫行辦法)》 and other regulations, as well as in accordance with the provisions under the relevant laws, the Articles of Association was amended and approved by the Shareholders at the 2nd EGM. For details, please refer to the circular of the Company dated 14 May 2021.

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

鑑於《(融資性擔保公司董事、監事、高級管理人員任職資格管理暫行辦法)》及其他規例的廢除，以及根據相關法律的條文，股東於第二次臨時股東大會上批准修訂公司章程。有關詳情，請參閱本公司日期為2021年5月14日的通函。



# 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 sixth Environmental, Social and Governance Report (hereinafter referred to as the “ESG Report”) published by the Group. This ESG Report outlines the principles and sustainability philosophy and practices upheld by the Group in fulfilling its corporate social responsibility for the year ended 31 December 2021 (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六份環境、社會及管治報告(下稱「ESG報告」)。本ESG報告概述本集團就截至2021年12月31日止年度(「本年度」)履行企業社會責任所秉持的可持續發展理念及實踐。

#### 1.1 報告標準

本ESG報告遵循《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，涵蓋的內容已符合《指引》中「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 ESG Report has disclosed the stakeholders communication and the identification of material issues. 本ESG報告中披露了與持份者的溝通以及識別重大議題的事宜。
Quantitative 量化	The statistical criteria, methods, assumptions and/or calculation tools used in this ESG Report for reporting emissions/energy consumption (where applicable), as well as the sources of conversion factors, are described in the explanatory notes of this ESG Report. 本ESG報告中有關匯報排放量/能源耗用(如適用)所用的統計標準、方法、假設及/或計算工具，以及轉換因素的來源，均在報告釋義中進行說明。
Balance 平衡	This ESG Report presents the Company’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公司本年度的表現，避免可能會不恰當地影響讀者決策或判斷的選擇、遺漏或呈報格式。
Consistency 一致性	The statistical methodologies applied to the data disclosed in this ESG Report shall be consistent. If there are any changes, a clear explanation will be made. 本ESG報告披露數據所使用的統計方法均保持一致。如有變更，將於報告中清楚說明。

## 1.2 Reporting Scope

This ESG Report mainly focuses on the overall performance of the Group's core business in respect of practicing sustainable development and fulfilling corporate social responsibility for the Year. 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 Company gained a better understanding of the Group's 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 management on 25 March 2022 upon confirmation by the management.

## 1.5 Feedback

For further details about the Group's corporate governance, please refer to the section headed "Corporate Governance Report" in this annual report and the official website of the Company at ([www.join-share.com](http://www.join-share.com)). Your comments on this ESG Report are welcome and appreciated. If you have any enquiries or suggestions, please feel free to contact the Company at ([zysd@join-share.com](mailto:zysd@join-share.com)).

## 1.2 報告範圍

本ESG報告內容主要集中於本集團的核心業務，於本年度實踐可持續發展，並履行企業社會責任的整體表現。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

通過和持份者溝通，本公司更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2022年3月25日獲董事會通過。

## 1.5 報告反饋

有關本集團企業管治的詳細信息，請參閱本年報「企業管治報告」之章節及本公司官方網站([www.join-share.com](http://www.join-share.com))。我們非常重視您對此報告的看法，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](mailto:zysd@join-share.com))。

## 2. SUSTAINABLE DEVELOPMENT STRATEGY

The Group adheres to the concept of “Green” throughout its business operations. As a result, the Group is determined to keep off those enterprises which adopt the extensive economic growth pattern featuring great investment, high energy consumption and pollution, and low efficiency, and invest in environmental-friendly high-tech businesses. Under its innovative business pattern that integrates investments with loans, it will direct the “Financial Liquidity” (金融活水) to strategic emerging industries, achieving a win-win situation of efficiency growth and environmental protection. While continuing to make progress in a stable manner, the Group will also continue to optimise its risk prevention and control system, and strive to achieve quality, effective and sustainable development, so as to make due contribution to the development of SMEs, effectively fulfill its social responsibilities, and persist in being a systematic provider of investment and financing services with the highest systematic value for SMEs.

### 2.1 Board Statement

The Group has established an environmental, social and governance (“ESG”) management structure to strengthen our ESG management efforts. The Board is responsible for leading and overseeing ESG issues, which includes steering the corporate in grasping opportunities and coping with risks arising from sustainable development. The Board regularly reviews and oversees ESG policies and strategies, including approving and determining ESG-related goals, reviewing progress towards goals, evaluating, prioritising and managing material ESG issues. The Company has set directional goals related to the environment and will review progress towards the Group’s ESG-related goals in the future to oversee and improve our sustainability.

## 2. 可持續發展策略

本集團堅持把「綠色」的理念貫穿在各項業務當中，對於高投入、高能耗、高污染、低效益的粗放型經濟增長方式的企業堅決摒棄；在投資業務上，選擇的都是科技型、環保型的企業，而且創新投貸聯動的業務模式，將「金融活水」引向戰略性新興產業，實現效益增長和環保的雙贏。本集團將繼續堅持穩中求進，不斷優化風險防控體系，實現公司有質量、有效益、可持續的發展，為中小微企業發展做出應有貢獻，切實履行社會責任，堅持做最具協同價值的系統化中小微企業投融資服務供應商。

### 2.1 董事會聲明

本集團已建立ESG環境、社會及管治(下稱「ESG」)管治架構，以加強我們對ESG管理工作。董事會肩負領導及監管ESG工作事宜的責任，負責帶領我們應對可持續發展帶來的機遇和風險。董事會會定期議決及監督ESG方針和策略，包括審批和確認ESG相關目標設定、檢討目標進度、評估、優次排列及管理ESG重要事宜等工作內容。我們已訂立環境相關的方向性目標，未來，本公司會根據本集團的ESG相關目標進行進度檢討，以監管及完善可持續發展的工作。

## 2.2 Environmental, Social and Governance Committee

In order to fully integrate sustainable development into the Group's overall development strategy and actively fulfill its corporate social responsibility, the Group has established a governance structure to strengthen ESG management. The Board assumes full responsibility for ESG strategy and reporting, supervises ESG-related matters, and formulates ESG-related policy and strategy. The Company has established the ESG Committee, which, under the leadership of the secretary to the Board, cooperates with department heads to implement the Group's sustainability strategies and reports regularly to the Board so that the Group can continue to improve its ESG performance.

## 2.2 環境、社會及管治委員會

為了將可持續發展全面融入到本集團的整體發展戰略中，積極履行企業社會責任，本集團已建立管治架構以加強ESG管理。董事會對ESG策略及匯報承擔全部責任，監管ESG相關事宜，制定ESG相關的方針策略。本公司已成立ESG委員會，該委員會在董事會秘書的帶領下，與各個部門主管共同努力，落實本集團的可持續發展策略的執行，並定期向董事會匯報，以持續提升本集團在ESG方面的表現。

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>Reviewing and monitoring the Group's ESG policy and practices, and ensuring 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 各部門及附屬公司代表	<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 Stakeholder Engagement

The Group maintains close communication with its stakeholders through various communication channels and listen to their opinions and suggestions extensively so that it can keep abreast of their opinions and expectations for the Group. Meanwhile, the Group continues to improve its sustainable development strategies and plans based on the opinions of its stakeholders, so as to jointly realise its sustainable development plans and create a future with the coexistence of sustainable economic growth, environmental friendliness and social development.

## 2.3 持份者參與

本集團通過多種溝通管道與持份者保持密切溝通，廣泛聽取了他們的意見及建議，以及時了解他們對本集團的意願和期望，並按其利益相關者的意見繼續改善本集團的可持續發展策略及計劃，共同實現其可持續發展計劃，創造可持續經濟增長、環境友善及社會發展並存的未來。

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>• 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>
Employees 員工	<ul style="list-style-type: none"> <li>• Employee opinion survey</li> <li>• 員工意見調查</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>• Advisory committee/panel discussions</li> <li>• 特別諮詢委員會／專題討論小組</li> <li>• Seminars/workshops/lectures</li> <li>• 研討會／工作坊／講座</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> </ul>

Major stakeholders 主要持份者	Methods of engagement 主要參與方式
Investors 投資者	<ul style="list-style-type: none"> <li>• Results announcement</li> <li>• 業績公佈</li> <li>• Senior management meetings</li> <li>• 高級管理人員會議</li> <li>• Interviews</li> <li>• 會議面談</li> </ul>
Business partner 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>
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>

Major stakeholders 主要持份者	Methods of engagement 主要參與方式
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>
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 investment plans</li> <li>• 社區投資計劃</li> <li>• Community activities</li> <li>• 社區活動</li> <li>• Seminars/lectures/workshops</li> <li>• 研討會／講座／工作坊</li> <li>• Meetings</li> <li>• 會議</li> </ul>

## 2.4 Material Issues

During the Year, the ESG Committee and the management confirmed that the results of the materiality matrix continued to apply as there were no significant changes in the business and operating environment during the Year and the results of the materiality assessment for the prior year still responded to the expectations of stakeholders. In addition, the Group will manage related risks, explore related opportunities, and expand business opportunities based on the results of identified material issues.

## 2.4 重要性議題

本年度，ESG委員會及管理層確認重要性矩陣的結果仍然適用於本年度的情況，因本年度的業務和經營環境沒有產生重大變化及上年度的重要性評估結果仍能響應持份者的期望。除此之外，本集團亦會根據重要性議題識別結果，管理相關風險，挖掘相關機遇，擴大商機。

Governance 管治	Environmental 環境	Social 社會
1. Responsibility Governance 責任管治	4. Energy Management 能源管理	10. Employee Health and Safety 員工健康與安全
2. Compliant Operations 合規經營	5. Water Resource Management 水資源管理	11. Employee Remuneration and Benefits 員工薪酬與福利
3. Risk Management 風險管理	6. Climate Change 氣候變化	12. Employee Training and Development 員工培訓與發展
	7. Emissions Management 排放物管理	13. Prohibition of Child and Forced Labour 禁止童工及強制勞工
	8. Waste Management 廢棄物管理	14. Employment Management 僱傭管理
	9. Greenhouse Gas Management 溫室氣體管理	15. Supply Chain Management 供應鏈管理
		16. Customer Satisfaction 客戶滿意度
		17. Protecting Customer Privacy 客戶隱私保護
		18. Protection of Intellectual Property Rights 知識產權保護
		19. Product and Service Quality 產品及服務質量
		20. Investor Relations 投資者關係
		21. Information Security 信息安全
		22. Integrity Operation 廉政建設
		23. Supporting Social Welfare 支持社會公益



### 3. 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》), 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 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 a series of measures to ensure the compliant operation of the Group.

#### 3.1 Risk Management

To further standardise and strengthen the Group's risk management, the Group strictly complies with relevant national laws and regulations and industry regulatory requirements. It implements a comprehensive risk management system based on "Double responsibilities, Double reviews, One meeting" and establishes various risk control models suitable for the Company's business features on the "Identifiable, Measurable, Controllable, Disposable" basis for the implementation of "Three-All Risk Management" mechanism. The Group has formulated business guidelines and industry risk classification guidance from time to time for promoting healthy business development and risk control. In addition to conducting risk assessments and adopting stricter and higher standards, it has strengthened specific risk regulations over or conducted specific risk investigations into higher-risk industries, industries that may involve money laundering, companies vulnerable to macroeconomic impacts, or projects where major counter-guarantee measures are in abnormal conditions. In order to assess and improve the existing risk management system in a timely manner, it has also prepared a Risk Management Report. To conduct the full coverage of management of the financial guarantee business, the Group has formulated the "Operation Manual on Financing Guarantee Business" (《融資擔保業務操作手冊》), the "Measures for Project Risk Classification" (《項目風險分類管理辦法》), the "Guidelines for Project Supervision" (《項目監管操作指引》), 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》), thereby reducing risks of money laundering and default.

### 3. 合規運營

本集團嚴格遵循《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，並制定了一系列措施以保障本集團的合規運營。

#### 3.1 風險管理

為進一步規範和加強本集團的風險管理，本集團嚴格遵守國家相關法律法規及行業監管要求，實行以「雙責、雙審、一會」為基礎的全面風險管理體系，按照「可識別、可計量、可控制、可處置」的原則，建立適合公司業務特點的各種風險控制模式，實行「三全」管理。本集團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。我們對較高風險行業、可能涉及洗錢的行業、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。為了適時評估和完善現有的風險管理體系，其亦會製作《風險管理報告》。本集團制定《融資擔保業務操作手冊》、《項目風險分類管理辦法》、《項目監管操作指引》、《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，對融資擔保業務操作的全覆蓋管理，從而降低洗錢和違約等風險。

**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>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>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 Risk Management Committee, contracts concluded and witnessed by two persons, post-transaction supervision and auditing supervision in the management system.</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>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>
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The Group also regularly organises professional team building activities for its risk control officers to improve the comprehensive level of the risk control team by means of system promotion, salon sharing, product training and skill learning.

本集團亦定期組織開展風控人員團隊建設活動，以制度宣貫、沙龍分享、產品培訓、技能學習等方面提高風控團隊的綜合水平。

### 3.2 Upholding Anti-corruption and Integrity

With integrity operation as the cornerstone of its business, the Group strictly complies 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 Risk Assessment of Money Laundering and Terrorist Financing and for Client Classification Management in 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”) and the United Nations (Anti-Terrorism Measures) Ordinance (《聯合國 (反恐怖主義措施) 條例》). To this end, the Group has adopted a series of measures to continuously strengthen the implementation of anti-corruption efforts. It 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 further prevent the occurrence of fraud and strengthen governance and internal controls. The system specifies the prevention and control, whistle-blowing, investigation and reporting, guidance and supervision of anti-fraud work, as well as the handling and reporting of fraud cases and anti-fraud work discipline, including, among other things, whistleblowing channels and protection of whistle-blowers, to ensure that the Group is operated in a proper and orderly manner. In order to promote an atmosphere of integrity in the Group, 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 秉持反腐倡廉

本集團將誠信經營作為立業之本，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》、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。為此，本集團採取了一系列的措施，不斷加強落實反腐敗工作。其制定《反洗錢管理辦法》和《反舞弊管理辦法》，以進一步防範舞弊行為的發生，加強治理和內部控制。該制度明確了反舞弊工作的預防和控制、舉報、調查和報告、指導和監督，以及舞弊案件的處理和報告以及反舞弊的工作紀律等相關內容，其中包括了舉報途徑和對舉報者的保護，從而確保集團營運的各方面恰當有序。為推動本集團廉潔氛圍，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 Protection of Information Security

The Group places great importance on the protection of personal data to safeguard business and customer privacy. It strictly complies with related laws and regulations, including 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》), the Provisions on the Technical Measures for the Protection of the Security of the Internet (《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. To safeguard the security of information assets, as well as the continuous and stable operation of information systems and services, the Group has formulated the "Information Security Management Rules" (《信息保密管理制度》), the "Manual on Employee Information Security" (《員工信息安全手冊》), the "Measures for Server Room and Network Security" (《機房及網絡安全管理辦法》) and the "Implementation Rules for Backup and Recovery Management" (Level 3) (《備份與恢復管理實施細則(三級)》) to reduce the risk of data leakage and protect information security.

In order to make its employees fully understand the importance of information security in the financial industry, the Group provides relevant training for employees to clarify their knowledge and responsibilities for information security related to their positions. It requires employees to immediately lock the computer screen or log out of the information system page they currently logged in to prevent information from being stolen or unintentionally damaged when they leave the computer. Employees must ensure that the Company's unified security software has been installed on the computers they use, while keeping an eye on whether virus signatures are up-to-date. The Group's network administrators should review the firewall access control policy every three months to optimise overdue and over-privileged strategies.

### 3.3 保障信息安全

本集團非常重視保護個人資料以保障業務及客戶私隱。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》和香港特別行政區的《個人資料(私隱)條例》等相關法律法規。本集團制定《信息保密管理制度》、《員工信息安全手冊》、《機房及網絡安全管理辦法》以及《備份與恢復管理實施細則(三級)》，以減低數據洩漏的風險及保障信息安全。

為了充分了解金融業信息安全的重要性，本集團為員工提供相關培訓，讓員工明確與本職工作有關的信息安全知識和責任。其規定員工離開計算機時，必須立即鎖定計算機屏幕，或退出目前已登錄的信息系統頁面，以防止信息資產被竊取或遭到無意破壞。員工必須確保自己所使用的計算機安裝了公司統一的安全防護軟件，同時留意病毒特徵碼是否處於最新狀態。本集團的網絡管理員每三個月應進行一次防火牆訪問控制策略審查工作，對過期和權限過大的策略進行優化。



The Group configures strict settings to restrict access to customer data, the server room and data service center, and any employee who requires authorised access to perform his/her job tasks must seek approval from the relevant competent officer. Confidential files must be encrypted before outbound transmission, and file passwords and outgoing documents must be sent separately.

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

### 3.4 Satisfying Customer Demands

The Group values its customers' opinions and suggestions as the cornerstone of its continuous improvement. It gains trust of its customer base by providing considerate customer services, which cultivates a clear, transparent and positive relationship with its customers. Its multiple customer communication channels, including online messages, hotlines and emails, are designed to collect and respond to customers' opinions and suggestions in a timely manner, so that the issues facing its customers will be effectively resolved. It also introduces financial related knowledge and ideas to the public through forums and lectures to raise public awareness of preventing financial risks. During the Year, the Group did not receive complaints from customers, and customer recognition was 100%.

本集團為客戶數據的查閱以及出入機房、數據服務中心設置嚴格的訪問權限，確因工作需要進行上述活動，必須經過相關負責人的審批同意。機密文件必須進行加密處理才可以外發，文件密碼和外發文件必須分開發送。

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 滿足客戶需求

本集團重視客戶的意見和建議，並視之為企業持續進步的基石。其透過提供貼心的客戶服務獲得廣大客戶群之信任，與客戶的關係清晰、透明、陽光。其建立了多種客戶溝通的管道，包括在線留言、熱線和電郵等，及時傾聽客戶的意見和建議，並適時對客戶做出相應響應，竭力為客戶排憂解難。其亦通過論壇、講座等形式，向大眾傳遞金融相關的知識和理念，提高大眾的金融風險防範意識。本年度，本集團沒有接獲投訴，客戶好評度為100%。

### 3.5 Protection of Intellectual Property Rights

The Group attaches great 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》), Patent Law of the PRC (《中華人民共和國專利法》), 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 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, it adheres to the competitive concept of “Competition in the Sun (陽光下的競跑)” and strives to deliver true and accurate information to the public through various legal channels.

The Group has registered its trademarks and names to protect its reputation against infringement, and its software systems are developed by independent teams for internal use in full compliance with local laws and regulations. The Group purchases genuine hardware through long-term cooperation with regular vendors, which ensures that its employees’ computer systems are installed with safe genuine computer software, office software and database system of the Company, and prohibits any illegal use of third-party intellectual property.

### 3.5 維護知識產權

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》、香港特別行政區的《專利條例》及《版權條例》等法律法規，堅持「陽光下的競跑」的競爭理念，通過多種合法管道，力求向公眾傳遞真實準確的信息。

本集團已對集團的商標和名字進行了註冊，以保障信譽不受侵害，其軟件均為自主團隊研發，供公司內部使用，完全遵守各地法律法規。本集團通過與正規供應商長期合作進行正版的硬件採購，並確保員工的計算機系統均安裝了安全及正版的公司計算機系統、辦公軟件及數據庫系統，決不非法使用第三方的知識產權。

### 3.6 Supply Chain Management

The Group is committed to managing its supply chain in a responsible manner and regulating the selection, evaluation and monitoring procedures of its vendors in a fair, open and equitable manner. The Group values the mutually beneficial and long-term cooperative relations established with its vendors. Before selecting vendors, it would conduct market research, quality comparison, and double procurement to ensure fairness and impartiality. In selecting vendors, apart from product or service quality, goodwill, cost and other factors, it would also take into account of vendors' ethical standards in the environmental and social aspects, as well as environmental standards and labour conditions. It would give priority to those vendors who meet the ethical standards and have commitments to corporate social responsibility. It also reviews its vendors' code of conduct regularly and strive to build strong business relationships with high-quality vendors' who are committed to maintaining the ethical standards. It also promotes green purchasing, such as purchasing products and services that have a low impact on the environment.

During the Year, the Group's procurement was mainly computers, stationery, office equipment, food and beverage, etc., with a total of 25 vendors' from Guangdong province.

### 3.6 供應鏈管理

本集團致力以負責任的方式進行賣方管理，以公平、公開、公正地規範賣方的篩選、評估及監察程序。在選用賣方前，我們會進行市場調查、比質比價、雙人採購，從而做到公平公正。在選擇賣方時，除了根據評估其產品或服務質素、商譽、成本等因素外，我們還會考慮賣方的環境及社會方面的道德標準、環保標準、勞動狀況等表現，若該賣方符合道德標準及對社會企業責任有承擔，我們會優先考慮。我們亦定期檢視賣方的行為準則，致力與承諾奉行道德標準的優質賣方建立牢固的業務關係。我們亦提倡綠色採購，如採購對環境影響較小的產品及服務。

本年度本集團的採購類別主要為電腦、文書用品、辦公室設備、餐飲等，總共有25個賣方，均來自廣東省。

#### 4. EMPLOYEE CARE

The Group is well aware that employees are an important cornerstone of its business success. It is committed to protecting the legal rights and interests of its employees, enhancing training to build an excellent team, and protecting the health and safety of employees to create a working environment of equality, diversity, care and mutual growth for employees. 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. It formulated the “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 and Management (《員工晉升管理操作細則》)”, which describe the relevant policies, standards, procedures, working hours, remuneration, welfare benefits and training programs.

During the recruitment process and the employees’ enrollment, the Group strictly verifies the information presented on the identity card such as the applicant’s age, so as to resolutely refuse to hire child labour. The Group will sign a labour contract with the new employee on the date of enrollment to clarify the labour relations as well as the rights and responsibilities of both parties for the purpose of preventing forced labour. During the Year, the Group did not discover any cases of employing child labour or forced labour.

#### 4. 關愛員工為本

本集團深知員工是我們業務成功的重要基石，其致力保障員工的合法權益，建設平等和多元化的工作環境，加強培訓打造優秀團隊，保護員工健康安全，為員工營造一個關愛和共同成長的工作環境。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，列明招聘相關制度、標準、流程，工作時數，員工待遇福利，及員工培訓計劃等內容。

在招聘過程以及入職辦理時，本集團嚴格核查應聘者的年齡等身份證信息，嚴防僱傭童工。本集團與新僱員在入職當日簽訂勞動合同，確立勞動關係及雙方的權利和義務，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 Promoting Talent Development

The Group has always attached great importance to the development of a talent team and continues to invest in training resources. It believes that outstanding talents are the driving force for the sustainable development of the enterprise and the key to building the core competitiveness of the enterprise. It is committed to providing employees with sufficient training resources to achieve the common growth and development of employees and the Group. It makes estimates and develops recruitment plans based on its business requirements and analysis. The selection and recruitment will be carried out in accordance with an equal and unified criteria through open and transparent channels. The Group is dedicated to creating a harmonious and inclusive workplace by providing equal opportunities and prohibiting discrimination or harassment of any person on the basis of gender, age, nationality, race, color, etc. For the selection of candidates for any position, it focuses on academic background, professional qualifications, working experience and related job performance of the candidates, and conducts a comprehensive assessment of candidates through various process, including resume screening, first interview, assessment and second interview to select the candidates that best suit our positions.

The Group and its employees are equally entitled to terminate the employment relationship. If an employee violates work discipline, the Group will carefully review the situation and consider dismissal only if there is a valid reason for doing so. At the same time, employees may voluntarily terminate their labour contracts. Employees who voluntarily leave the Company are required to complete the work handover and resignation procedures.

#### 4.1 促進人才發展

本集團一直高度重視人才隊伍建設，持續投放培訓資源，相信優秀人才是企業可持續發展的動力和打造企業核心競爭力的關鍵，致力為僱員提供充足的培訓資源，實現僱員與本集團共同成長發展。其根據業務所需和分析作出預估，並制定招聘計劃。我們通過公開透明的多種渠道進行統一公平的甄選及招聘。本集團提供平等機會，並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，致力創造一個和諧、共融的工作環境。任何職位的人員篩選僅根據應聘人員的學歷背景、職業資格、職業經歷和相關工作業績等條件，並經過建立篩選、首輪面試、測評、第二輪面試等方面進行全面考核，以篩選出最適合我們崗位的人選。

本集團與員工雙方均有終止僱傭關係的權利。如員工違反工作紀律，本集團會認真審視情況，只有在合理原因的情況下才考慮以辭退處分的方式處理。與此同時，員工亦可自願解除勞動合同。員工自願離職時需處理好工作交接及完成離職手續。

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	2021 2021年度
Total number of employees 員工總數	309
<b>Number of employees by gender 按性別劃分的員工人數</b>	
Female 女性	132
Male 男性	177
<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	226
Full-time middle management 全職中級管理層	78
Full-time senior management 全職高級管理層	5
<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	64
30-50 years old 30-50歲	227
Above 50 years old 50歲以上	18
<b>Number of employees by geographical region 按地區劃分的員工人數</b>	
Employees in Eastern China 華東區域僱員	24
Employees in Southern China 南方區域僱員	285

## 4.2 Employee Benefits

In order to attract and retain outstanding talents, the Group upholds the principles of fairness, justice, openness and transparency in remuneration management. The Group endeavors to provide its employees with market-competitive remuneration and all-round welfare packages. The Group formulates and implements the “Remuneration Standards of Join-Share (《中盈盛達薪酬標準表》)”, stating that employees’ remuneration package shall follow the strategies of internal fairness and controllability after taking into account the level of peers and market competition, which constitutes a holistic remuneration incentive system comprising fixed salary, performance commission, performance bonus, and welfare subsidy.

In addition to paid annual leave, statutory paid sick leave, personal leave and maternity leave provided clearly by the Group, employees also enjoy marriage leave, paternity leave, personal leave and bereavement leave. In terms of allowances, in addition to pension insurance, unemployment insurance, employment injury insurance, medical insurance and maternity insurance as well as housing provident fund, employees are also entitled to a variety of allowances for meals and missed meals, refreshing drink allowances, accidental injury insurance and festival grants. The Group also offers a wide range of corporate activities, such as staff meetings, birthday parties, traditional festival celebration, Lantern Festival, Women’s Day, etc., to get together and have a better relationship with each other.

In November 2021, Guangdong Join-Share moved to a new workplace, where air quality fully meets the standards. However, in order to take care of the needs of pregnant female employees, the Company took special care measures, including allowing pregnant female employees to apply to work from home and work online in the early stage; setting up a sunroom in the Company’s sky garden as a temporary office for pregnant female employees. In addition, the labour union established a “pregnant mother’s home” group to care for pregnant female employees and follow up on the situation, reflecting the Company’s humanistic care.

## 4.2 員工福利關愛

為吸引及留住優秀人才，本集團秉持公平、公正、公開、透明的薪酬管理原則。本集團致力為僱員提供具市場競爭力的薪酬及全面的福利待遇，制定並實施《中盈盛達薪酬標準表》，僱員薪酬待遇應遵循內部公平性、可控性的策略及考慮同行水平、市場競爭等因素以固定工資、績效提成、績效獎金、福利補貼構成全面薪酬激勵體系。

本集團明確規定員工享有帶薪年假、法定有薪病假、事假、生育假外，我們的員工亦享有婚假、生育陪護假、事假、喪假等。補貼方面，除了「五險一金」，我們的員工還享有如午／誤餐補貼、高溫補貼、意外傷害保險、過節費等補貼。本集團亦提供了多元化的公司活動，如員工大會、生日會、傳統節日慶祝活動、元宵節、婦女節等，歡聚一起，彼此之間的關係更為融洽。

今年11月，廣東中盈盛達進行新職場搬遷，在新職場空氣質量全面達標的情況下，為了照顧孕期女員工的需求，公司採取了特殊的關愛措施，包括前期允許孕期女員工申請在家上班、線上辦公；在公司空中花園設置陽光房，作為孕期女員工在公司的臨時辦公場所；另外，工會建立了「孕媽媽之家」關愛群，對孕期女員工進行關愛、跟進相關情況，體現了公司的人文關懷。

In order to enrich the cultural life of employees and enhance the cohesion of employees, Guangdong Join-Share held a “Word Game on Lantern Festival” event at the headquarters on 26 February 2021, which made the employees feel the warmth of “home” and the happiness of the festival. Employees started to guess the riddle while tasting the dumplings. With beautiful decoration of colorful balloons and abundant prizes, the event was filled with festive atmosphere. The event was both knowledgeable and entertaining, with employees racing to guess the riddles.

廣東中盈盛達於2021年2月26日為豐富員工文化生活，增強員工凝聚力，在總部舉辦了「鬧元宵猜燈謎」活動，讓員工感受到「家」的溫暖和節日的快樂。員工一邊品嚐湯圓，一邊開始猜燈謎。彩色氣球及豐富獎品把現場點綴得分外漂亮，充滿了節日的氣氛。活動既具知識性，又具娛樂性，員工們競相踴躍猜謎。



8 March 2021 marked the 111st International Women’s Day. Guangdong 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. In order to create a healthy, happy and positive corporate culture, its Administration Department organised a themed celebration for all female employees. All female employees gathered together to enjoy a delicious afternoon tea followed by a “Talent Show — Creative Fruit Platter(才藝展示—創意水果拼盤)” competition. With delicious afternoon tea, thoughtful greetings and interesting competition, female employees were immersed in a happy and joyful festive atmosphere. The Group also prepared holiday benefits such as grain and oil cards and buffet coupons for all female employees.

2021年3月8日是第111個國際三八婦女節，廣東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。為營造健康快樂、積極向上的公司文化氛圍，行政管理部組織全體女員工開展了主題慶祝活動。大家齊聚一堂，在享用美味下午茶後，開展「才藝展示—創意水果拼盤」比賽。美味的下午茶、貼心的祝福、開心的比賽，女員工們沉浸在快樂、幸福的節日氛圍中。本集團亦為所有女員工準備了糧油票、自助餐券等節日福利。





In order to celebrate the 100th anniversary of the founding of the Communist Party of China, to further activate the party building culture for the Non-Public Sectors of the Economy, and to inspire all the party members and cadres to love the country and the party, cherish posts and devote wholeheartedly to work, the non-public party committee of Foshan City held a poetry recitation and red song singing activity of "Following the Party forever", in which the chorus of "Never forget why you started (不忘初心)" performed by Join-share CCP Committee was announced to win the second prize after the evaluation.

為慶祝中國共產黨成立100周年，進一步活躍非公經濟黨建文化，激發廣大黨員幹部愛國愛黨、愛崗敬業的熱情，佛山市非公黨委舉辦了「永遠跟黨走」詩歌朗誦暨紅歌演唱活動。演唱活動評選結果公佈，中盈盛達黨委報送的作品合唱《不忘初心》榮獲二等獎！



Quarterly birthday party has always been a corporate cultural activity of Guangdong Join-Share. Every warm birthday party represents the recognition of the long-time hard work of every employee and the Company's deep blessings and wishes to employees, which will inspire employees to continuously uphold the excellent style of diligence and pragmatism and striving for excellence and devote themselves to various tasks with full enthusiasm.

Guangdong Join-Share held unique birthday parties for employees, including fun and exciting games and a variety of carefully packaged gifts, so that the birthday stars could enjoy a pleasant and memorable day.

季度生日會是廣東中盈盛達歷來的企業文化活動，每一場溫馨的生日會，都是對每一位員工長期以來辛勤工作的肯定，凝聚的是公司對員工深深的祝福和期許。這份溫暖將激勵著員工繼續秉承勤奮務實、爭先創優的優秀作風，以飽滿的熱情投入到各項工作中。

廣東中盈盛達為員工精心舉辦了別致的生日會，包括好玩又刺激的遊戲及準備了豐富多樣的獎品，所有獎品經過精心包裝，壽星們在歡聲笑語中度過一個又一個專屬他們特別的日子。



### 4.3 Occupational Health and Safety

To safeguard the health of its employees, the Group is committed to providing them with a healthy and safe workplace 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》), the Provisions on the Supervision and Administration of Occupational Health at Work Sites (《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 and other relevant laws and regulations.

To safeguard the health and safety of its employees, the Group formulated 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工作應急預案》), and “Join Share Work Resumption Guidelines during the Pandemic” (《中盈盛達復工防疫指南》), and established the Leading Group for COVID-19 Pandemic Prevention and Control (“**Leading Group**”), whose main responsibilities are as follows:

- Organising and coordinating the publication information related to the COVID-19 pandemic and promotions, as well as carrying out health education;
- Collecting employee health status for statistical purposes, and timely preparing and submitting follow-up reports;
- Procuring personal protective equipment and cleaning supplies at the Group’s headquarters for stable supplies, as well as assisting the relevant subsidiaries to purchase the relevant personal protective equipment.

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

### 4.3 職業健康安全

為守護員工的健康，本集團致力為員工提供健康安全的工作環境，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》及香港特別行政區的《職業安全及健康條例》等相關法律法規。

為了保障員工身體健康和生命安全，本集團已制定《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工作應急預案》和《中盈盛達復工防疫指南》，並成立了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**」)。領導小組主要職責如下：

- 組織協調新型冠狀病毒感染肺炎的消息發佈、宣傳工作，開展健康教育；
- 做好員工健康動態信息收集、統計，並做好跟進及上報工作；
- 本集團總部防護用品、清潔用品等的採購保障工作，並協助各分子公司購置相關防護用品。

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 Promoting Talent Development

The Group promotes the common growth and development of employees and itself under the core values of “Co-creation, Sharing and Joint Growth”. In line with its corporate culture, the Human Resources Department has set up the training programs, pursuant to which its employees will be provided with training session commensurate with their job requirements to broaden their knowledge and build up their skills, thus maintaining the competitiveness of the Group.

Furthermore, the Group has on multiple occasions organised CCP seminars for its employees who are CCP members, including learning and education of the history of the CCP, which is aimed at encouraging them deeply study the CCP’s ideological might, historical experience, revolutionary ethos, and historical trends and to draw wisdom and strength from practice. It also organised an activity with the theme of “learning and implementing the guiding principles from a series of important speeches by General Secretary Xi Jinping, stepping up the high-quality development of the Company’s business”, in the hope that all CCP members will strengthen their beliefs and excel at their work based on their posts by learning the spirit, the ideas and the strength from General Secretary Xi Jinping’s important speeches, as well as promoting the high-quality development of the Company’s business while effectively putting the responsibilities of the CCP member into actual action and practice. Besides watching movies featuring patriotism, the Group’s CCP member also watched the important speech delivered at the fourth session of the 13th National People’s Congress, which fully embodied the concept of People First, during which they were expected to take the initiative to deepen their understanding of the important address by General Secretary Xi Jinping and to CCP members will play a leading role for the Group’s employees to commit themselves to the work and strive for composing new chapters. In addition, Mr. Wu Liejin, Chairman of the Board, also shared his personal views on hot issues such as the “Agriculture-Related Development” (i.e., development of agriculture, rural areas and farmers), independent innovation, carbon peak and carbon neutrality.

#### 4.4 促進人才發展

本集團以「共創共享共成長」為核心價值觀，促進員工與我們共同發展。人力資源部創建了符合公司文化的培訓計劃，針對不同崗位的需求為員工提供相應的培訓，充實其知識技能，維持集團的競爭力。

本集團亦多次組織全體黨員進行黨課學習，包括黨史學習教育，以鼓勵大家深入學習黨的思想偉力、歷史經驗、革命精神、歷史大勢並從中汲取實踐的智慧和力量；其組織以「學習貫徹習近平總書記系列重要講話精神，推動公司事業高質量發展」為主題，希望全體黨員要從習近平總書記的重要講話中汲取精神營養、感悟思想偉力、匯聚磅礴力量，堅定理想信念，立足崗位做好本職工作，推動公司事業高質量發展。全體黨員要以實際行動回答好、踐行好黨員的職責；組織開展愛國主義題材電影觀影活動，以及本集團黨員收看十三屆全國人大四次會議發表的重要講話，充分體現了人民至上的理念，希望大家要積極深入學習貫徹習近平總書記的重要講話精神，充分發揮黨員先鋒模範帶頭作用，努力投入到工作中，奮力書寫各項事業新篇章。此外，中盈盛達董事長吳列進還分享了個人對「三農」建設、自主創新、碳達峰碳中和等熱點問題的看法。





## 5. PROMOTING ENVIRONMENTAL OPERATIONS

The Group attaches great importance to environmental management. With its major business operations concentrated in offices, the impact on the environment and natural resources is minimal. However, the Group is aware of the urgency of climate change and future environmental challenges. In compliance with the relevant laws and regulations, such as the Environmental Protection Law of the PRC (《中華人民共和國環境保護法》) and the Energy Conservation Law of the PRC (《中華人民共和國節約能源法》), the Group encourages its employees to protect the environment and enhance their environmental awareness. The Group has formulated the "Corporate Environmental Policy" so that relevant environmental measures are in place to reduce the environmental impact caused by the Group's operations. 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. 推行環保運營

本集團重視環境保護管理，我們的主要業務營運集中在辦公室，對環境及天然資源所造成的影響甚微。然而，本集團意識到氣候變化和未來環境挑戰的迫切性。本集團遵守《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》等相關法律法規，並鼓勵員工保護環境，提高自身的環保意識。本集團已制定《企業環境政策》，以採取相關的環保措施，以降低本集團運營時帶來的環境影響。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 Greenhouse Gas Management

Climate change is an environmental issue that is highly concerned by the world. In coordinating with the national strategy to address climate change, as a responsible enterprise in compliance with the policies and measures adopted by the government, the Group will proactively reduce greenhouse gas emissions, and make regular disclosures as to its carbon emissions in order to keep a good track of its performance in emission reduction. 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	2019 2019年度	2020 2020年度	2021 2021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	12.50	8.85	8.29
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	25.67	22.08	23.75
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	38.17	30.93	32.04
<b>GHG emission intensity 溫室氣體排放密度</b>				
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	0.02	0.01	0.004

## 5.2 Emissions Management

In order to reduce the emissions, the Group performs regular maintenance on its vehicle fleet to maintain their efficiency, inspect the conditions of tire wear, and keep the tires inflated. Furthermore, it ensures that the engines run without idling by providing drivers with low-carbon driving training.

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

## 5.1 溫室氣體管理

氣候變化是全球高度重視的環保議題。為配合國家應對氣候變化戰略，我們作為有責任的企業，本集團積極配合國家各項政策措施，以減少溫室氣體的排放，定期進行碳排放量的披露，以更好追蹤我們的減排成效。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如下<sup>1</sup>：

## 5.2 排放物管理

為減少排放物的產生，本集團定期為車隊進行保養從而保持車輛效能，檢查輪胎磨損情況並保持輪胎充氣，確保無空轉車輛運行引擎，為司機提供低碳駕駛培訓等方式。

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 Energy Conservation and Consumption Reduction

Energy represents a major consumption in offices, and a series of energy-efficient measures are taken at workplaces. The Group regularly monitors its energy consumption efficiency to adjust its energy-saving measures in a timely manner. During the Year, the Group's headquarters in Foshan had a total electricity consumption of 38,923 kWh during its operation and a total electricity consumption intensity of 5.17 kWh per square meter.

The Group's major energy consumption is derived from the lighting and air-conditioning system of its offices, and it has implemented various measures to conserve energy and reduce consumption as follows:

### 5.3 節能降耗

能源是辦公室主要的消耗，在辦公間採取了一系列節能措施。本集團定期監控能源使用效益，以適時調整節能措施。本年度，本集團位於佛山總部辦公室在運營過程中的總耗電量為38,923千瓦時，而總耗電密度則為每平方米5.17千瓦時。

本集團主要的能源消耗來自辦公室的照明和空調系統。我們以有效落實各項節能降耗措施：

<p>Illumination system 照明系統</p>	<ul style="list-style-type: none"> <li>• Natural lighting is fully utilised to reduce power consumption;</li> <li>• 利用自然光照明，減少耗電；</li> <li>• Lighting fixtures are regularly cleaned;</li> <li>• 定期清潔燈具；</li> <li>• Separate two-way switches are installed in the conference rooms to keep the lights off when lighting is not required;</li> <li>• 在會議室安裝獨立的開關，避免長期開啟不必要的照明區域的燈；</li> <li>• Energy efficient lamps are installed;</li> <li>• 安裝高能源效益的燈具；</li> <li>• The lights shall be turned off before leaving the office.</li> <li>• 養成離開辦公室前關燈的習慣。</li> </ul>
<p>Air-conditioning system 空調系統</p>	<ul style="list-style-type: none"> <li>• Filters are regularly cleaned;</li> <li>• 定期清潔過濾網；</li> <li>• The air conditioning system shall not be installed to a place under direct sunlight;</li> <li>• 避免將空調系統安裝在光線直接照射的位置；</li> <li>• A proper temperature shall be set for the system;</li> <li>• 為系統設置合適的溫度；</li> <li>• Casual wear for employees is permitted in hot weather and each Friday.</li> <li>• 容許員工在炎熱天氣及每星期五穿著輕便服飾上班。</li> </ul>

The Group used 2017 as the base year to maintain a certain level of or gradually reduce greenhouse gas emissions, electricity and water consumption, and waste generation.

本集團以2017年為基準年，將溫室氣體排放、用電量、用水量及廢棄物產生量達到維持或逐步減少的水準。

#### 5.4 Water Resource Management

The Group's water is mainly sourced from the municipal water supply and therefore there is no water extraction problem. In order to raise the awareness of water conservation among our employees and reduce our own water consumption, including placing water-saving labels in each restroom, and regularly checking water meter readings, and regularly carrying out the leak test of concealed pipelines. During the Year, the Group's total water consumption amounted to 122 tonnes, equivalent to 0.02 tonnes per square meter.

#### 5.5 Reduction of Resource Waste

The Group is committed to reducing resource consumption, and establishing the awareness of conservation among its employees. It encourages its employees to use recyclable items, while toner cartridges, ink cartridges, end-of-life computers, and other electronic devices are recycled. The Group also collects data on non-hazardous waste generated by its offices. During the Year, the amount of hazardous waste and non-hazardous waste generation incorporated to this ESG Report was 0.80 metric ton and 1.60 metric tons, respectively, and the amount of hazardous waste and non-hazardous waste generated per employee was 0.003 metric ton and 0.006 metric ton, respectively. In addition, no packaging materials were produced during operations.

With effect from 1 June 2020, new submissions of the credit extension business at the headquarters proceed with paper-free approval procedures, and the offline paper form of approval is no longer accepted in terms of the paper-free approval for lending, returning and cancellation of financial guarantee business. Furthermore, the offline paper form of the "Approval of the Credit Extension Business (《授信單項業務審批表》)" is replaced by the information system online approval, thereby minimising the consumption of paper.

#### 5.4 水資源管理

本集團的取水主要來自市政供水，因此並無出現取水問題。為了培養員工節約用水的意識，降低集團的耗水量，包括在各洗手間內張貼節水標籤，定期檢查水表讀數、定期進行隱蔽水管滲漏測試等。本年度，本集團的總耗水量為122噸，每平方米耗水量為0.02噸。

#### 5.5 減少資源浪費

本集團致力減少資源消耗，樹立員工節約意識。鼓勵員工盡量使用可循環使用物品，並回收碳粉盒、墨盒、報廢電腦及其他電子設備等。本集團亦收集辦公室產生的無害廢棄物數據。本年度，本ESG報告匯報範圍內的有害廢棄物產生量及無害廢棄物產生量分別為0.80公噸及1.60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0.003公噸及0.006公噸。此外，我們在運營過程中並無生產任何包裝材料。

從2020年6月1日起，新上報的總部授信單項業務正式推行無紙化審批，對融資擔保業務權證的借出、歸還、註銷推行無紙化審批，不再接受線下紙質審批，取消《授信單項業務審批表》線下紙質審批，啟用信息系統在線審批，以減少用紙的消耗。



## 5.6 Climate Changes

Considering climate actions prevail across the globe, the Group has taken energy-efficient measures to reduce greenhouse gas emissions. During the Year, the Group identified risks associated with climate changes, including physical risks such as flooding, super typhoons, and more. Generally speaking, climate changes will rarely have any significant impact on the Group's operations.

## 5.6 氣候變化

在全球氣候行動盛行的情況下，本集團已採取措施節約能源，以減少溫室氣體排放。本年度，本集團識別與氣候變化相關的風險，包括實體風險，如水浸、超級台風等。一般而言，氣候變化很少程度上對本集團的經營造成重大影響。

Climate-related risks 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	<p>Extreme weather conditions, such as rainstorms and floods, are likely to cause temporary closure of office premises</p> <p>極端天氣，如暴雨、洪水，有機會導致辦公地點可能需要暫時關閉</p> <p>Extreme weather conditions create safety concerns for employees</p> <p>極端天氣造成員工安全問題</p>	<ul style="list-style-type: none"> <li>When the government department releases relevant extreme weather conditions, the Group will implement measures to ensure the safety of our employees based on the situation, including early leave at workplace or remote work;</li> <li>當政府部門發佈相關極端天氣時，本集團會根據情況實施保障員工安全的措施，比如調整提前下班或居家辦公等；</li> <li>The Group's environmental protection measures will be reviewed, the effectiveness of which will be reviewed.</li> <li>檢討集團的環保舉措，並審視其成效。</li> </ul>
Transition risk  過渡風險	<p>If the Group fails to meet the ESG expectation from society, our reputation will suffer from negative impacts</p> <p>倘未能符合社會對本集團ESG的期望，可能會對我們聲譽產生負面影響</p>	<ul style="list-style-type: none"> <li>ESG matters are disclosed in an annual ESG report</li> <li>透過年度ESG報告披露ESG事宜</li> </ul>

## 6. GIVING BACK TO THE COMMUNITY

The Group is committed to creating a positive impact and building the communities in which it operates, and is committed to creating a sustainable future for the local people and society. During the Year, the Group's community investment amounted to RMB116,320, which focused on two aspects: party building and co-building, and joint pandemic fight.

### 6.1 Fighting Against Pandemic with United Efforts

On 1 June 2021, the members of the Communist party Committee (the "CPC") of Guangdong Join-Share actively participated in the "I Do Practical Things for the Public" volunteering campaign at Ligui Community, Dali Town, Nanhai District. Despite the high-temperature conditions on site, the CPC members withstood the heat, wore protective suits and goggles, and assisted the on-site medical staff to their best ability in the nucleic acid testing in an orderly manner. The CPC members delivered their original mission through their practical actions, and brought the honour to the party flag by fulfilling their responsibility, which would help people resolutely win the pandemic battle in Foshan and even across the country.



## 6. 回饋社會

本集團致力於創造正面的影響並建設其營運所在小區，並致力於為當地人民和社會創造可持續的未來。本年度本集團的社區投資額達人民幣116,320元，集中在兩方面：黨建共建及齊心抗疫。

### 6.1 齊心抗疫

2021年6月1日，廣東中盈盛達共產黨（「黨」）員又奔赴南海區大瀝鎮瀝桂社區，積極參與「我為群眾辦實事」志願實踐活動。儘管現場高溫炎熱，但黨員們不畏酷暑，身穿防護服，帶著護目鏡，盡心盡力協助現場醫務人員有序開展核酸檢測工作。黨員們將以實際行動踐行初心使命，以擔當作為給黨旗增輝添彩，助力佛山、全國堅決打贏疫情防控阻擊戰。

During the period of the epidemic prevention and control, the Group actively responded to the government's call and devoted itself to fighting against the COVID-19 pandemic together. On 28 June 2021, the Company's CPC Branch was notified by the Youth League Committee of Shiwan Sub-district Office of urgent assistance and support for a third mass nucleic acid testing in the community. Upon such a short notice, the CPC Branch took swift actions to rally a team as soon as practicable. The CPC members of the Group were the first to join the team, encouraging other employees to sign up. As a result, a volunteer team of 20 persons was instantly built.

在疫情防控期間，本集團積極響應國家號召，積極奉獻，匯聚愛心力量，共同抗擊疫情。我們黨支部2021年6月28日接到石灣街道辦團委的「求援」，急需志願者支援社區第三輪大規模核酸檢測工作。黨支部聞訊後立即響應，以最快速度完成隊伍集結：黨員員工沖在前，本集團爭先恐後報名參加，瞬間完成20人的志願者隊伍組建。



Mr. Ou Weiming, Managing Director of Foshan Micro Credit, together with Deputy General Managers Mr. Ouyang Yuan and Xia Yufeng and Deputy General Manager Mr. Chen Lin of General Management Department, donated pandemic materials as expression of solicitude to Shiwan Sub-district Office on behalf of the Company, which would help the front-line pandemic prevention in the streets and communities. At the same time, the Group's donation was meant to express its gratitude to the sub-district leaders and staff for their hard and high-intensity work for communities, enterprises and the public. Guangdong Join-share wishes this modest effort would serve as a message of respect to the front-line workers in the pandemic fight. To support the COVID-19 pandemic prevention and control, it gathers the positive energy of love and unity to overcome the difficulties together at times of challenges.

佛山小額貸款董事總經理歐偉明攜副總經理歐陽原、夏雨峰和綜合管理部副總經理陳林，代表公司向石灣街道捐贈一批防疫慰問物資，助力街道和社區一線防疫工作的開展，同時感謝街道領導和工作人員為社區企業、群眾防疫高強度工作的辛苦付出，廣東中盈盛達希望通過這份綿薄之力，向抗疫一線工作者致敬！我們支持新冠肺炎疫情防控工作，凝聚起眾志成城、共克時艱的愛心正能量。



## 6.2 Party building and Co-building

On the afternoon of 22 March 2021, Mr. Wu Liejin, Chairman of the Board, was invited to introduce the major takeaways at the National People's Congress and Chinese People's Political Consultative Conference to all officers at the People's Procuratorate of Shunde. Mr. Wu Liejin introduced in depth General Secretary Xi Jinping's important speech, the government work report, the work report of the Supreme People's Court, the work report of the Supreme People's Procuratorate, and the decision on improving the electoral system of the HKSAR, and shared his own interpretation based on his own work practice and personal experience. This learning experience enabled everyone to develop a deeper and clearer understanding and impression of the National People's Congress and Chinese People's Political Consultative Conference, which is conducive to improving the political judgment, political comprehension and political execution of CPC members and cadres and procuratorial officers, as well as to integrating the education and rectification of the procuratorial team with our business and work, and promoting such integration. This provides a solid theoretical foundation for presenting the centenary gift to the founding of the CCP with outstanding procuratorial achievements.

## 6.2 黨建共建

2021年3月22日下午，董事長吳列進應邀到順德區檢察院為全體干警傳達宣講全國兩會精神。吳列進圍繞習近平總書記重要講話精神、政府工作報告、最高人民法院工作報告、最高人民檢察院工作報告、關於完善香港特區選舉制度的決定等內容進行了深入宣講，並結合了工作實踐和切身體會分享了自身的感受。此次學習讓大家對全國兩會精神有了更加深刻、明晰的認識和感受，有利於提高黨員幹部、檢察干警的政治判斷力、政治領悟力、政治執行力，有利於檢察隊伍教育整頓與業務工作相結合、相促進，為以優異的檢察成績向建黨百年獻禮提供了扎實的理論基礎。





On 1 July 2021, the 100th anniversary of the Communist Party of China was celebrated in Tiananmen Square in Beijing, where Comrade Xi Jinping, General Secretary of the CPC, President of the PRC, and Chairman of the Central Military Commission, delivered a keynote speech. The CPC of Guangdong Join-Share conscientiously implemented the work arranged by the higher-level Communist Party Committee, and organised approximately 400 people including all CPC members and employees of the Company to observe the live broadcast of the celebration. Taking into account the fact that branches and subsidiaries are scattered in various places, in addition to setting up the main venue in the Sino-European Service Center of the headquarters, all branches and subsidiaries of Guangdong Join-Share also set up branch venues for simultaneous reception of the live broadcast to ensure that the spirit of the celebration is conveyed to each CPC member and employee.

在2021年7月1日，慶祝中國共產黨成立100周年大會在北京天安門廣場隆重舉行，中共中央總書記、國家主席、中央軍委主席習近平發表重要講話。廣東中盈盛達黨委認真貫徹上級黨委工作部署，組織了公司全體黨員、職工共約400人收聽收看了大會直播。結合分、子公司分佈在各地的實際，廣東中盈盛達除了在總部中歐中心設置主會場外，各地分、子公司同樣設立分會場同步收看，確保會議精神傳達到每一名黨員、職工。



In order to conscientiously implement Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era and the spirit of the 19th National Congress of the Communist Party of China, with the party building and co-building of the CPC branch as the driving force, the Group further promotes the normalisation and institutionalisation of “two learning and one doing” program, strengthen the development of the ideological style, and improve the overall level of party building. On 3 December 2021, the Second CPC Branch Committee of Guangdong Join-Share, the CPC Branch Committee of the Foshan Lingnan Notary Office, and the CPC Branch Committee of Guangdong Kedong Law Firm held a party building and co-building activity.

First of all, Huang Yuzhen, Secretary of the Second CPC Branch Committee of Join-Share, accompanied the guests to the Company’s exhibition hall, development and history wall, and workplaces, and explained our development history, business segments and the essence of corporate culture and the “shared” culture. Through this party building and co-building activity, the three CPC Branches were paired as the joint CPC branch building unit on the basis of equal cooperation, mutual benefit, and pursuit of mutually beneficial results. By taking advantage of the co-building of the CPC branch, as well as in combination with our own business features, parties realised the advancement of the party building and the business development, creating the effect of the party building brand activity.

為認真貫徹落實習近平新時代中國特色社會主義思想和黨的十九大精神，以支部黨建共建為動力，本集團深入推進「兩學一做」學習教育常態化制度化，加強思想作風建設，提升黨建工作整體水平，2021年12月3日，中共廣東中盈盛達第二支部委員會與中共佛山市嶺南公證處支部委員會、中共廣東科東律師事務所支部委員會舉行黨建共建活動。

首先，中盈盛達第二黨支部書記黃瑜珍陪同來賓參觀公司展廳、發展歷程牆及辦公職場，講解公司發展歷程、業務板塊及企業文化思想精髓「共」文化。通過此次黨建共建活動，三方黨支部在平等合作、互惠互利、追求共贏的基礎上結對為支部黨建共建單位。以支部共建為契機，結合自身業務特色，實現黨建共進步與業務同發展，形成黨建品牌活動效應。



In order to actively implement the Company's CPC's arrangement of strengthening the learning of the CPC history, and improve CPC members' enthusiasm for learning and their understanding of the CPC history, the third CPC branch of Guangdong Join-Share played a movie headed "Remember History and Inherit the Red Gene" on 26 November. All CPC members and prospective applicants watched the movie "The Battle at Lake Changjin", a major epic war movie. The CPC members relived the magnificent history together over the movie, and deeply appreciated the great spirit of the war to resist US aggression and aid Korea. After the movie, a meeting focused on performance criticism was organised, wherein the CPC members shared their impression of the movie, and discussed how to hold firm in their own position and play better their vanguard and exemplary role as a CPC members based on their work and their own life experiences.

為積極貫徹落實公司黨委關於加強黨史學習的工作部署，提高黨員學習積極性及黨史修養。11月26日，廣東中盈盛達第三黨支部組織開展了「銘記歷史、傳承紅色基因」觀影活動，全體黨員及積極分子集中觀看了重大歷史題材影片《長津湖》。黨員們在影片中一起重溫了那段波瀾壯闊的歷史，深刻感悟偉大的抗美援朝精神。觀影後組織召開了支部民主生活會。會上，黨員們紛紛發表觀影感受，並結合工作及自身生活經歷談如何立足崗位、更好地發揮黨員先鋒模範作用。



**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: 以下是本年度的環境範疇可持續發展資料摘要：

Environmental 環境範疇	Unit 單位	2021 2021年度
<b>Air emission<sup>2</sup></b> <b>空氣排放物<sup>2</sup></b>		
Nitrogen oxide (NO <sub>x</sub> ) 氮氧化物(NO <sub>x</sub> )	kilogram (kg) 千克	2.21
Sulfur dioxide (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	0.16
<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	8.29
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	23.75
Total GHG emissions (Scope 1, & 2) 溫室氣體排放總量(範圍1及2)	tCO <sub>2</sub> e 公噸二氧化碳當量	32.04
GHG emission intensity per square meter (Scope 1 & 2) 每平方米的溫室氣體排放密度(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	0.004
<b>Waste generation</b> <b>廢棄物產生</b>		
Hazardous waste 有害廢棄物	tonne 公噸	0.80
Hazardous waste intensity (per employee) 有害廢棄物密度(每名員工)	tonne/employee 公噸/員工	0.003
Scrapped computers 廢棄電腦	unit 台	20
Total non-hazardous waste 無害廢棄物總量	tonne 公噸	1.6
Non-hazardous waste intensity (per employee) 無害廢棄物密度(每名員工)	tonne/employee 公噸/員工	0.006

2. Vehicle emissions

2. 車輛排放物



Environmental 環境範疇	Unit 單位	2021 2021年度
<b>Paper consumption</b> <b>紙張消耗</b>		
Total paper consumption (A4) 紙張用量(A4)	pcs 張	398,967.00
Total paper consumption (A3) 紙張用量(A3)	pcs 張	1,936.00
<b>Energy consumption</b> <b>能源消耗</b>		
Total electricity consumption 總耗電量	kWh 千瓦時	38,923.00
Total electricity consumption intensity (per square meter) 總耗電密度(每平方米)	kWh/m <sup>2</sup> 千瓦時/平方米	5.17
Total electricity consumption intensity (per employee) 總耗電密度(每名員工)	kWh/employee 千瓦時/員工	136.57
Vehicle gasoline 車輛汽油量	liter 公升	3,062
<b>Water Consumption</b> <b>水資源消耗</b>		
Total water consumption 總耗水量	tonne 噸	122
Total water consumption intensity (per m <sup>2</sup> ) 總耗水密度(每平方米)	tonne/square meter 噸/平方米	0.02

The summary of the social sustainability data of the Group for the Year is as follow:

以下是本年度本集團的社會範疇可持續發展資料摘要：

Social 社會範疇	Unit 單位	2021 2021年度
<b>Number of employees 員工人數</b>		
Total number of employees 員工總數	Number of people 人數	309
<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	132
Male 男性	Number of people 人數	177
<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	226
Full-time middle management 全職中級管理層	Number of people 人數	78
Full time senior management 全職高級管理層	Number of people 人數	5
<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	64
30-50 years old 30-50歲	Number of people 人數	227
Above 50 years old 50歲以上	Number of people 人數	18
<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	24
Southern China 南方區域	Number of people 人數	285
<b>Employee turnover rate 員工流失比率</b>		
Total number of employees 員工總數	% %	12.30

Social 社會範疇	Unit 單位	2021 2021年度
<b>Employee turnover rate (by gender)</b> <b>員工流失率(按性別劃分)</b>		
Female 女性	% %	15.90
Male 男性	% %	9.60
<b>Employee turnover rate (by age groups)</b> <b>員工流失率(按年齡組別劃分)</b>		
Below 30 years old 30歲以下	% %	26.60%
30–50 years old 30–50歲	% %	7.50%
Above 50 years old 50歲以上	% %	22.20%
<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	% %	8.30
Southern China 南方區域	% %	12.60
<b>Occupational health and safety</b> <b>職業健康與安全</b>		
Number of work-related fatalities (2019, 2020 and 2021) 因工死亡人數(2019、2020及2021年度)	Number of people 人數	0
Lost days due to work injury 因工傷損失工作日數	Day 日數	0
<b>Development and training</b> <b>發展與培訓</b>		
<b>Percentage of employees trained by gender</b> <b>按性別劃分的受訓僱員百分比</b>		
Female 女性	% %	100
Male 男性	% %	100

Social 社會範疇	Unit 單位	2021 2021年度
<b>Percentage of employees trained by employee category</b> <b>按員工類別劃分的受訓僱員百分比</b>		
General staff 普通員工	% %	100
Management member 管理人員	% %	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	32
Male 男性	Hour 小時	38
<b>Training hours received by employees by employment category</b> <b>按僱傭類別劃分的員工培訓時數</b>		
General staff 普通員工	Hour 小時	29
Management member 管理人員	Hour 小時	36



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

**附錄二：香港聯合交易所《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	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.	Promoting Environmental Operations
A1: 排放物	一般披露	有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢物的產生等的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。	推行環保運營
	A1.1	The types of emissions and respective emissions data.	Appendix I: Sustainability Data Statement
	A1.1	排放物種類及相關排放數據。	附錄一：可持續發展數據摘要
	A1.2	Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions and intensity.	Greenhouse Gas Management Appendix I: Sustainability Data Statement
	A1.2	直接(範圍1)及能源間接(範圍2)溫室氣體總排放量及密度。	溫室氣體管理 附錄一：可持續發展數據摘要
	A1.3	Total hazardous waste produced and intensity.	Appendix I: Sustainability Data Statement
	A1.3	所產生有害廢棄物總量及密度。	附錄一：可持續發展數據摘要
	A1.4	Total non-hazardous waste produced and intensity.	Appendix I: Sustainability Data Statement
	A1.4	所產生無害廢棄物總量及密度。	附錄一：可持續發展數據摘要
	A1.5	Description of emissions target(s) set and steps taken to achieve them.	Energy Conservation and Consumption Reduction
	A1.5	描述所訂立的排放量目標及為達到這些目標所採取的步驟。	節能降耗
	A1.6	Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them.	Energy Conservation and Consumption Reduction Reduction of Resource Waste
	A1.6	描述處理有害及無害廢棄物的方法，及描述所訂立的減廢目標及為達到這些目標所採取的步驟。	節能降耗 減少資源浪費

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。	Promoting Environmental Operations 推行環保運營
	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。	Energy Conservation and Consumption Reduction Appendix I: Sustainability Data Statement 節能降耗 附錄一：可持續發展數據摘要
	A2.2	Water consumption in total and intensity. 總耗水量及密度。	Water Resource Management Appendix I: Sustainability Data Statement 水資源管理 附錄一：可持續發展數據摘要
	A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them. 描述所訂立的能源使用效益目標及為達到這些目標所採取的步驟。	Energy Conservation and Consumption Reduction 節能降耗
	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。	Energy Conservation and Consumption Reduction Water Resource Management 節能降耗 水資源管理
	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。	Not applicable as the Group's business does not involve packaging materials 不適用，本集團業務不涉及包裝材料

Index 指標內容			Relevant section 相關章節
A3: The Environment and Natural Resources A3: 環境及天然資源	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。	Promoting Environmental Operations 推行環保運營
	A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.	Promoting Environmental Operations
	A3.1	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。	推行環保運營
A4: Climate Change A4: 氣候變化	General Disclosure 一般披露	Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer. 識別及應對已經及可能會對發行人產生影響的重大氣候相關事宜的政策。	Climate Change 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.	Climate change
	A4.1	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。	氣候變化
<b>B. Social</b> <b>B. 社會範疇</b>			
B1: Employment B1: 僱傭	General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。	Employee Care 關愛員工為本
	B1.1	Total workforce by gender, employment type, age group and geographical region.	Promoting Talent Development Appendix I: Sustainability Data Statements
	B1.1	按性別、僱傭類型、年齡組別及地區劃分的僱員總數。	促進人才發展 附錄一：可持續發展數據摘要
	B1.2	Employee turnover rate by gender, age group and geographical region.	Appendix I: Sustainability Data Statements
B1.2	按性別、年齡組別及地區劃分的僱員流失比率。	附錄一：可持續發展數據摘要	

Index 指標內容			Relevant section 相關章節
B2 : Health and Safety	General Disclosure	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.	Occupational Health and Safety
B2 : 健康與安全	一般披露	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。	職業健康安全
	B2.1	Number and rate of work-related fatalities occurred in each of the past three years including the reporting year.	Appendix I: Sustainability Data Statements
	B2.1	過去三年(包括匯報年度)每年因工亡故的人數及比率。	附錄一：可持續發展數據摘要
	B2.2	Lost days due to work injury.	Appendix I: Sustainability Data Statements
	B2.2	因工傷損失工作日數。	附錄一：可持續發展數據摘要
	B2.3	Description of occupational health and safety measures adopted, and how they are implemented and monitored.	Occupational Health and Safety
	B2.3	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。	職業健康安全



Index 指標內容			Relevant section 相關章節
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。	Promoting Talent Development 促進人才發展
	B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management).	Appendix I: Sustainability Data Statements
	B3.1	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。	附錄一：可持續發展數據摘要
	B3.2	The average training hours completed per employee by gender and employee category.	Appendix I: Sustainability Data Statements
B3.2	按性別及僱員類別劃分，每名僱員完成受訓的平均時數。	附錄一：可持續發展數據摘要	
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。	Employee Care 關愛員工為本
	B4.1	Description of measures to review employment practices to avoid child and forced labour.	Employee Care
	B4.1	描述檢討招聘慣例的措施以避免童工及強制勞工。	關愛員工為本
	B4.2	Description of steps taken to eliminate such practices when discovered.	Employee Care
B4.2	描述在發現違規情況時消除有關情況所採取的步驟。	關愛員工為本	

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。	Supply Chain Management 供應鏈管理
	B5.1	Number of suppliers by geographical region.	Supply Chain Management
	B5.1	按地區劃分的供應商數目。	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.	Supply Chain Management
	B5.2	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。	供應鏈管理
	B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.	Supply Chain Management
	B5.3	描述有關識別供應鏈每個環節的環境及社會風險的慣例，以及相關執行及監察方法。	供應鏈管理
B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored.	Supply Chain Management	
B5.4	描述在揀選供應商時促使多用環保產品及服務的慣例，以及相關執行及監察方法。	供應鏈管理	

Index 指標內容			Relevant section 相關章節
B6: Product Responsibility B6: 產品責任	General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress. 有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。	Compliant Operations 合規運營
	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。	Satisfying Customer Demands 滿足客戶需求
	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。	Protection of Intellectual Property Rights 維護知識產權
	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。	Protection of Information Security 保障信息安全

Index 指標內容			Relevant section 相關章節
B7 : Anti-corruption	General Disclosure	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.	Upholding Anti-corruption and Integrity
B7 : 反貪腐	一般披露	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。	秉持反腐倡廉
	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.	Upholding Anti-corruption and Integrity
	B7.1	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。	秉持反腐倡廉
	B7.2	Description of preventive measures and whistle-blowing procedures, and how they are implemented and monitored.	Upholding Anti-corruption and Integrity
	B7.2	描述防範措施及舉報程序，以及相關執行及監察方法。	秉持反腐倡廉
	B7.3	Description of anti-corruption training provided to directors and staff.	Upholding Anti-corruption and Integrity
	B7.3	描述向董事及員工提供的反貪污培訓。	秉持反腐倡廉
B8 : Community Investment	General Disclosure	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.	Giving Back to The Community
B8 : 社區投資	一般披露	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。	回饋社會
	B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport).	Giving Back to The Community
	B8.1	專注貢獻範疇(如教育、環境事宜、勞工需求、健康、文化、體育)。	回饋社會
	B8.2	Resources contributed to the focus area.	Giving Back to The Community
	B8.2	在專注範疇所動用資源。	回饋社會



# 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 2021.

### 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 2021 are set out on pages 163 to 320 of this annual report.

### BUSINESS REVIEW

A review of the business of the Group for the year ended 31 December 2021, 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 151. An analysis of the Group's performance during the year ended 31 December 2021 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2021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2021年12月31日止年度的業績載於本年報第163頁至320頁。

### 業務回顧

截至2021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151頁。截至2021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 of the Company (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 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。

根據本公司的公司章程(「**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 RMB0.05 (before considering any tax effect) per each Domestic Share and H Share for the year ended 31 December 2021, amounting to, in aggregate, RMB78,039,634.35 (the “**2021 Final Dividend**”). No Shareholder has waived or agreed to waive the 2021 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 2021 Final Dividend will be subject to approval by Shareholders at the forthcoming 2021 annual general meeting (the “**AGM**”) and is expected to be paid on or about Thursday, 28 July 2022.

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 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2021年12月31日止年度末期股息每股內資股及H股人民幣0.05元(未考慮任何稅務影響), 合計人民幣78,039,634.35元(「**2021年末期股息**」)。概無股東放棄或同意放棄2021年末期股息。

根據公司章程, 應付予內資股持有人的股息將以人民幣派付, 而應付H股持有人的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。2021年末期股息須待即將召開的2021年股東週年大會(「**股東週年大會**」)批准並預計將於2022年7月28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 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、香港及其他國家(地區)稅務影響的意見。

對於H股個人持有人的納稅身份或稅收待遇、因任何該等H股個人持有人的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, 22 June 2022, the register of members of the Company will be closed from Friday, 17 June 2022 to Wednesday, 22 June 2022, 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, 22 June 2022 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 (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 Thursday, 16 June 2022.

In order to determine the Shareholders entitled to the 2021 Final Dividend, the register of members of the Company will be closed from Tuesday, 28 June 2022 to Sunday, 3 July 2022, 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 Sunday, 3 July 2022 are entitled to the 2021 Final Dividend. In order to qualify for receiving the 2021 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 (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, 27 June 2022.

## 暫停辦理股份過戶登記手續

為釐定將於2022年6月22日(星期三)舉行的股東週年大會的出席資格,本公司將於2022年6月17日(星期五)至2022年6月22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2022年6月22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2022年6月16日(星期四)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2021年末期股息的資格,本公司將於2022年6月28日(星期二)至2022年7月3日(星期日)(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2022年7月3日(星期日)名列本公司股東名冊之股東,方有權領取2021年末期股息。凡擬領取2021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2022年6月27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 and 8 February 2021 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日及2021年2月8日的公告以及下文「(III)進一步變更所得款項之預期使用時間」分段。

As at 31 December 2021, details of use of proceeds from the Listing are as follows:

於2021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 2021	Amount of proceeds brought forward to the current financial year 結轉至本財政年度的所得款項金額	Amount of the remaining proceeds as at 31 December 2021 於2021年12月31日之剩餘所得款項金額	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2021年12月31日所得款項的實際用途			預期使用時間
(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) 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 Financing Guarantee Co., Ltd. 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 Financing Guarantee Co., Ltd. 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%. <sup>(Note 1)</sup>	Nil	Nil	N/A
(i) 120.00 百萬港元	推廣融資擔保業務，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)，並於廣東省融資再擔保有限公司不再為其股東後，用於增加雲浮市普惠融資擔保股份有限公司的註冊資本。於注資完成後，本集團於雲浮市普惠融資擔保股份有限公司的持股比例增加至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%。 <sup>(註1)</sup>	無	無	不適用
(ii) HK\$74.90 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 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 55.24%. <sup>(Note 2)</sup>	Approximately HK\$13.72 million	Approximately HK\$13.72 million	30-06-2022
(ii) 74.90 百萬港元	推廣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55.24%。 <sup>(註2)</sup>	約13.72百萬港元	約13.72百萬港元	2022年6月30日

Net proceeds allocation	Intended use of the proceeds	Actual use of the proceeds as at 31 December 2021	Amount of proceeds brought forward to the current financial year 結轉至本財政年度的所得款項金額	Amount of the remaining proceeds as at 31 December 2021 於2021年12月31日之剩餘所得款項金額	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2021年12月31日所得款項的實際用途			
(iii) HK\$57.90 million	Develop finance lease business, establish new finance lease subsidiaries and explore and optimise related industries and establish a finance lease company in 2016.	Nil	Approximately HK\$57.90 million	Approximately HK\$57.90 million	31-12-2022
(iii) 57.90 百萬港元	開展融資租賃業務，成立新的融資租賃子公司，開拓並完善相關產業鏈並於2016年成立一家融資租賃公司。	無	約57.90百萬港元	約57.90百萬港元	2022年12月31日
(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\$23.80 million	Supplement operating capital and other business expenses.	Approximately HK\$23.80 million had been utilised for supplementing operating capital and other business expenses.	Nil	Nil	N/A
(v) 23.80 百萬港元	補充營運資金和其他業務開支。	約23.80百萬港元用於補充營運資金和其他業務開支。	無	無	不適用

Notes:

- On 14 September 2018, the Group resolved to acquire further shares of Anhui Join-Share in an amount of approximately RMB5.76 million. Following completion of the equity transfer, the equity interest held by the Group increased from 60.55% to 63.05%.
- On 15 December 2020, Guangdong Capital Investment resolved to increase its capital contribution in Foshan Micro Credit by RMB20.00 million, and the equity interest held by the Group increased from approximately 50.4% to approximately 55.247%.

註：

- 於2018年9月14日，本集團決定以約人民幣5.76百萬元進一步收購安徽中盈盛達的股權。完成股權轉讓後，本集團持有股權由60.55%增加到63.05%。
- 於2020年12月15日，廣東資本管理決定向佛山小額貸款增資人民幣20.00百萬元，而本集團持有的股權由約50.4%增加至約55.247%。

## (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 and 8 February 2021, respectively; the circulars of the Company dated 30 September 2017 (the “**2017 Circular**”), 9 May 2019 and 15 May 2020 (the “**2020 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.

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日及2021年2月8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**」,認購人之全資附屬公司)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 2021, details of the use of proceeds from the Investors Subscription are as follows:

於2021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 2021	Amount of proceeds brought forward to the current financial year 結轉至本財政年度的所得款項金額	Amount of the remaining proceeds as at 31 December 2021 於2021年12月31日之剩餘所得款項金額	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2021年12月31日所得款項的實際用途			
(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) 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.			
(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三角地區的市場地位，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%)。			
	(a) Approximately RMB50.00 million (equivalent to approximately HK\$56.49 million) will be used for establishing a new micro-finance company in Zhongshan, PRC.	無	Approximately RMB50.00 million	Approximately RMB50.00 million (equivalent to approximately HK\$56.49 million)	31-12-2022
	(a) 約人民幣50.00百萬元(相當於約56.49百萬港元)將用於在中國中山成立新的小額信貸公司。	無	約人民幣50.00百萬元	約人民幣50.00百萬元(相當於約56.49百萬港元)	2022年12月31日
	(b) Approximately RMB40.27 million (equivalent to approximately HK\$45.50 million) will be used for capital injection in Zhongshan Join-Share.	Nil	Approximately RMB40.27 million	Approximately RMB40.27 million (equivalent to approximately HK\$45.50 million)	31-12-2022
	(b) 約人民幣40.27百萬元(相當於約45.50百萬港元)將用於向中山中盈盛達注資。	無	約人民幣40.27百萬元	約人民幣40.27百萬元(相當於約45.50百萬港元)	2022年12月31日
(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.			
(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。			
	(a) Following disposal of Guangdong Yaoda, approximately RMB37.61 million (equivalent to approximately HK\$36.84 million) will be used to establish a new finance leasing company which will be a subsidiary of the Company. <sup>(Note 2)</sup>	Nil	Approximately RMB37.61 million	Approximately RMB37.61 million	31-12-2022
	(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)將用於成立新融資租賃公司，該公司將成為本公司的子公司。 <sup>(註2)</sup>	無	約人民幣37.61百萬元	約人民幣37.61百萬元	2022年12月31日

Notes:

- 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.
- The disposal of Guangdong Yaoda was completed on 9 December 2020.

註：

- 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。
- 本集團已於2020年12月9日完成出售廣東耀達事宜。



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 2021, actual use of proceeds from Placing are as follows:

於2021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 2021	Amount of proceeds brought forward to the current financial year 綜轉至本財政年度的所得款項金額	Amount of the remaining proceeds as at 31 December 2021 於2021年12月31日之剩餘所得款項金額	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2021年12月31日所得款項的實際用途			
(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.	(a) 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。	(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。	無	無	不適用
	(b) Approximately RMB50.00 million (equivalent to approximately HK\$56.49 million) will be used to establish a new asset management company.	Nil	Approximately HK\$56.49 million	Approximately RMB50.00 million (equivalent to approximately HK\$56.49 million)	31-12-2022
	(b) 約人民幣50.00百萬元(相當於約56.49百萬港元)將用於成立新的資產管理公司。	無	約56.49百萬港元	約人民幣50.00百萬元(相當於約56.49百萬港元)	2022年12月31日
	(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.	(c) Approximately RMB17.73 million (equivalent to 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。	(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。	無	無	不適用
(ii) Approximately 35% (i.e. approximately HK\$91.84 million of the proceeds)	Funding the geographical expansion of the Group's financing guarantee business to Guangzhou city of Guangdong Province, which is planned to be achieved through establishing a new subsidiary or (if desirable) acquiring an equity interest in an entity which is providing financing guarantee services in that district.	Nil	Approximately HK\$91.84 million	Approximately HK\$91.84 million	30-06-2022
(ii) 約35% (即所得款項約91.84百萬港元)	撥付本集團的融資擔保業務向廣東省廣州市的地域擴展，計劃透過設立一間新子公司或(如有需要)收購一間在該地區提供融資擔保服務的實體的股權而實現。	無	約91.84百萬港元	約91.84百萬港元	2022年6月30日
(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

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.

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 2021, 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.

### (III) 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的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持續嚴謹，以預防系統性金融風險，而投資金融業的審批程式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。行業目前正處於監管合規優化及整頓的階段，令若干審批程式推遲或暫停。因此，於2021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 2021, the five largest cooperative banks of the Group accounted for approximately 47.38% of its outstanding guarantees, while the largest cooperative bank accounted for approximately 16.76% of its outstanding guarantees. As of 31 December 2021, the Group guaranteed a total financing of approximately RMB1,912.45 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。2021年，本集團的五大合作銀行約佔其未償還擔保責任餘額的47.38%，最大合作銀行約佔未償還融資擔保責任餘額的16.76%。於2021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1,912.45百萬元提供擔保。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 2021, revenue derived from the Group's five largest customers accounted for approximately 10.92% of its total income and revenue derived from the Group's largest customer accounted for approximately 8.28% 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 2021.

## PROPERTY AND EQUIPMENT

Details of movements in the property, plant and equipment of the Company and the Group during the year ended 31 December 2021 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 2021 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 2021 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 2021 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2021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 10.92%，來自本集團的最大客戶的收入佔本集團總收入的約 8.28%。

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2021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擁有任何權益。

## 物業及設備

於截至2021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2021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260百萬元的公司債券(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2021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2021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 2021, the Company's reserves available for distribution, calculated in accordance with the provisions of Companies Law of the PRC, amounted to approximately RMB107.33 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 2021 are set out in note 23 to audited consolidated financial statements in this annual report.

## CONNECTED TRANSACTIONS

The Company has entered into several guarantee service agreements with connected persons during the year ended 31 December 2021 which constituted connected transactions of the Company under Chapter 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"):

- (1) the guarantee service agreement with Foshan Lianyi Construction Materials Co., Ltd.\* (佛山市聯益建築材料有限公司) ("Lianyi Construction") (as warrantee) dated 8 September 2021, pursuant to which the Company agreed to provide guarantee (the "Lianyi Construction Guarantee") in favour of the various entities and financial institutions from which Lianyi Construction obtained or intend to obtain facilities of up to RMB20 million. The term of guarantee service is 11 August 2021 to 10 August 2024. Lianyi Construction shall pay an annual service fee to the Company calculated at 4% per annum based on the actual principal of the facilities obtained by it. In respect of the Lianyi Construction Guarantee, Mr. Zhang Minming, a non-executive Director of the Company ("Mr. Zhang"), Guangdong Formanda Group Co., Ltd.\* (廣東科明達集團有限公司) ("Formanda") and its two subsidiaries have jointly provided counter-guarantee to the Company. Lianyi Construction is held as to 96% by Formanda and 4% by Ms. Liang Wangkai, mother of Mr. Zhang ("Ms. Liang"). Formanda is held as to 95% by Mr. Zhang and 5% by Ms. Liang;

於2021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107.33百萬元。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2021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2021年12月31日止年度與關連人士訂立若干份擔保服務協議，該等交易根據香港聯合交易所有限公司證券上市規則(「上市規則」)第14A章構成本公司的關連交易：

- (1) 與佛山市聯益建築材料有限公司(「聯益建築」)(作為被擔保人)訂立日期為2021年9月8日的擔保服務協議，據此，本公司同意以聯益建築取得融資或擬取得融資的有關實體及金融機構為受益人提供金額最高為人民幣20百萬元之擔保(「聯益建築擔保」)。擔保服務的期限為2021年8月11日至2024年8月10日。聯益建築須向本公司支付按其獲得的融資的實際本金金額每年4%計算的年度服務費。就聯益建築擔保而言，本公司非執行董事張敏明先生(「張先生」)、廣東科明達集團有限公司(「科明達」)及其兩家附屬公司已共同向本公司提供反擔保。聯益建築由科明達及梁旺開女士(「梁女士」，張先生的母親)擁有96%及4%。科明達由張先生及梁女士擁有95%及5%；

- (2) the guarantee service agreement with Foshan Gaoji Real Estate Consulting Co., Ltd.\* (佛山市高吉房地產諮詢有限公司) (“**Foshan Gaoji**”) (as warrantee) dated 8 September 2021, pursuant to which the Company agreed to provide guarantee (the “**Foshan Gaoji Guarantee**”) in favour of the various entities and financial institutions from which Foshan Gaoji obtained or intend to obtain facilities of up to RMB20 million. The term of guarantee service is 20 August 2021 to 19 August 2024. Foshan Gaoji shall pay an annual service fee to the Company calculated at 4% per annum based on the actual principal of the facilities obtained by it. In respect of the Foshan Gaoji Guarantee, Mr. Zhang, Mr. He Qiwen (“**Mr. He**”), Mr. Liang Wei (“**Mr. Liang**”), Formanda, Guangdong Gaoji Enterprise Management Co., Ltd.\* (廣東高吉企業管理有限公司) (“**Guangdong Gaoji**”), Huizhou Gaoji (defined below) and Guangzhou Fangjia (defined below) have jointly provided counter-guarantee to the Company. Foshan Gaoji is wholly-owned by Guangdong Gaoji, which is in turn held as to 60% by Mr. Zhang, 39% by Mr. He and 1% by Foshan Gaoji;
- (2) 與佛山市高吉房地產諮詢有限公司(「**佛山高吉**」)(作為被擔保人)訂立日期為2021年9月8日的擔保服務協議，據此，本公司同意以佛山高吉取得融資或擬取得融資的有關實體及金融機構為受益人提供金額最高為人民幣20百萬元的擔保(「**佛山高吉擔保**」)。擔保服務的期限為2021年8月20日至2024年8月19日。佛山高吉須向本公司支付按其獲得的融資的實際本金金額每年4%計算的年度服務費。就佛山高吉擔保而言，張先生、何啟文先生(「**何先生**」)、梁煒先生(「**梁先生**」)、科明達、廣東高吉企業管理有限公司(「**廣東高吉**」)、惠州高吉(定義見下文)及廣州居家(定義見下文)已共同向本公司提供反擔保。佛山高吉由廣東高吉全資擁有，而廣東高吉分別由張先生、何先生及佛山高吉擁有60%、39%及1%；
- (3) the guarantee service agreement with Huizhou Gaoji Network Technology Co., Ltd.\* (惠州高吉網絡科技有限公司) (“**Huizhou Gaoji**”) (as warrantee) dated 8 September 2021, pursuant to which the Company agreed to provide guarantee (the “**Huizhou Gaoji Guarantee**”) in favour of the various entities and financial institutions from which Huizhou Gaoji obtained or intend to obtain facilities of up to RMB20 million. The term of guarantee service is 20 August 2021 to 19 August 2024. Huizhou Gaoji shall pay an annual service fee to the Company calculated at 4% per annum based on the actual principal of the facilities obtained by it. In respect of the Huizhou Gaoji Guarantee, Mr. Zhang, Mr. He, Mr. Liang, Formanda, Guangdong Gaoji, Foshan Gaoji and Guangzhou Fangjia have jointly provided counter-guarantee to the Company. Huizhou Gaoji is held as to 60% by Guangdong Gaoji and 40% by Mr. Han Yonggang;
- (3) 與惠州高吉網絡科技有限公司(「**惠州高吉**」)(作為被擔保人)訂立日期為2021年9月8日的擔保服務協議，據此，本公司同意以惠州高吉取得融資或擬取得融資的有關實體及金融機構為受益人提供金額最高為人民幣20百萬元的擔保(「**惠州高吉擔保**」)。擔保服務的期限為2021年8月20日至2024年8月19日。惠州高吉須向本公司支付按其獲得的融資的實際本金金額每年4%計算的年度服務費。就惠州高吉擔保而言，張先生、何先生、梁煒先生、科明達、廣東高吉、佛山高吉及廣州房家已共同向本公司提供反擔保。惠州高吉由廣東高吉及韓永剛先生擁有60%及40%；

(4) the guarantee service agreement with Guangzhou Fangjia Network Technology Co., Ltd.\* (廣州市房家網絡科技有限公司) (“**Guangzhou Fangjia**”) (as warrantee) dated 8 September 2021, pursuant to which the Company agreed to provide guarantee (the “**Guangzhou Fangjia Guarantee**”) in favour of the various entities and financial institutions from which Guangzhou Fangjia obtained or intend to obtain facilities of up to RMB20 million. The term of guarantee service is 20 August 2021 to 19 August 2024. Guangzhou Fangjia shall pay an annual service fee to the Company calculated at 4% per annum based on the actual principal of the facilities obtained by it. In respect of the Guangzhou Fangjia Guarantee, Mr. Zhang, Mr. He, Mr. Liang, Formanda, Guangdong Gaoji, Huizhou Gaoji and Foshan Gaoji have jointly provided counter-guarantee to the Company. Guangzhou Fangjia is wholly-owned by Guangdong Gaoji; and

(the Lianyi Construction Guarantee, the Foshan Gaoji Guarantee, the Huizhou Gaoji Guarantee and the Guangzhou Fangjia Guarantee are collectively referred to as the “**2021 September Guarantees**”)

(5) the guarantee service agreement with Huanai Construction Materials Co., Ltd.\* (華耐立家建材有限公司) (“**Huanai Construction Materials**”) (as warrantee) dated 29 October 2021, pursuant to which the Company agreed to provide guarantee (the “**Huanai Construction Materials Guarantee**”) in favour of the various entities and financial institutions from which Huanai Construction Materials obtained or intend to obtain facilities of up to RMB70 million. The term of guarantee service is 29 September 2021 to 28 September 2024. Huanai Construction Materials shall pay an annual service fee to the Company calculated at 4% per annum based on the actual principal of the facilities obtained by it. In respect of the Huanai Construction Materials Guarantee, six individuals including Mr. Jia Feng and his wife, Mr. Li Qi (“**Mr. Li**”), a Supervisor and his wife and two other indirect shareholders of Huanai Construction Materials and four companies including Huanai Home Furnishing Co., Ltd.\* (華耐家居有限公司), Huanai Home Furnishing Investment Group Co., Ltd.\* (華耐家居投資集團有限公司) and two other companies have provided counter-guarantees to the Company. Huanai Construction Materials has only appointed one executive Director who is Mr. Li.

(4) 與廣州市房家網絡科技有限公司(「**廣州房家**」)(作為被擔保人)訂立日期為2021年9月8日的擔保服務協議, 據此, 本公司同意以廣州房家取得融資或擬取得融資的有關實體及金融機構為受益人提供金額最高為人民幣20百萬元的擔保(「**廣州房家擔保**」)。擔保服務的期限為2021年8月20日至2024年8月19日。廣州房家須向本公司支付按其獲得的融資的實際本金金額每年4%計算的年度服務費。就廣州房家擔保而言, 張先生、何先生、梁先生、科明達、廣東高吉、惠州高吉及佛山高吉已共同向本公司提供反擔保。廣州房家由廣東高吉全資擁有; 及

(聯益建築擔保、佛山高吉擔保、惠州高吉擔保及廣州房家擔保統稱為「**2021年9月擔保**」)

(5) 與華耐立家建材有限公司(「**華耐建材**」)(作為被擔保人)訂立日期為2021年10月29日的擔保服務協議, 據此, 本公司同意以華耐建材取得或擬得融資的有關實體及金融機構為受益人提供金額最高為人民幣70百萬元的擔保(「**華耐建材擔保**」)。擔保服務的期限由2021年9月29日至2024年9月28日。華耐建材須向本公司支付按其獲得的融資的實際本金金額每年4%計算的年度服務費。就華耐建材擔保而言, 包括賈鋒先生及其妻子、監事李琦先生(「**李先生**」)及其妻子及華耐建材其他兩名間接股東在內的六名個人及四家公司(包括華耐家居有限公司、華耐家居投資集團有限公司及兩間其他公司)已向本公司提供反擔保。華耐建材僅委任一名執行董事(即李先生)。

The provision of the 2021 September Guarantees and the Huanai Construction Materials Guarantee fell within the scope of the Group's primary business which will generate operating revenue to the Group, as well as provide continuous support to the business development of the respective warrantees.

Mr. Zhang is a non-executive Director and accordingly a connected person of the Company under Rule 14A.07(1) of the Listing Rules. Each of Formanda and Guangdong Gaoji is an associate of Mr. Zhang. Lianyi Construction, being a subsidiary of Formanda, as well as Foshan Gaoji, Huizhou Gaoji and Guangzhou Fangjia, each being a subsidiary of Guangdong Gaoji, are also associates of Mr. Zhang under Rules 14A.07(4) and 14A.12(1)(c) of the Listing Rules. Hence, each of Lianyi Construction, Formanda, Foshan Gaoji, Huizhou Gaoji, Guangzhou Fangjia and Guangdong Gaoji is a connected person of the Company. Therefore, the provision of the 2021 September Guarantees constitutes a financial assistance and is a connected transaction of the Company under Chapter 14A of the Listing Rules. Pursuant to Rule 14A.81 of the Listing Rules, the 2021 September Guarantees shall be aggregated given the corresponding guarantee service agreements are (i) entered into by associates of Mr. Zhang and (ii) entered into within a 12-month period. As all the applicable ratios (as defined in Rule 14.07 of the Listing Rules) of the provision of the 2021 September Guarantees are below 5%, such connected transaction is subject to reporting and announcement requirements only but exempted from circular and Shareholders' approval requirements under Rule 14A.76(2)(a) of the Listing Rules.

Mr. Li is a Supervisor and accordingly a connected person of the Company. Huanai Construction Materials is an associate of Mr. Li and hence a connected person of the Company pursuant to Chapter 14A of the Listing Rules. Accordingly, the provision of the Huanai Construction Materials Guarantee constitutes a financial assistance and is a connected transaction of the Company under Chapter 14A of the Listing Rules. As all the applicable ratios (as defined in Rule 14.07 of the Listing Rules) of the provision of the Huanai Construction Materials Guarantee are below 5%, such connected transaction is subject to reporting and announcement requirements but exempted from circular and independent Shareholders' approval requirements under Rule 14A.76(2)(a) of the Listing Rules.

For details, please refer to the announcements of the Company dated 8 September 2021 and 29 October 2021.

提供2021年9月擔保及華耐建材擔保均屬於本集團的主要業務範圍，其為本集團產生營運收入以及為有關被擔保人的業務發展提供持續的支持。

張先生為非執行董事及因此根據上市規則第14A.07(1)條為本公司的關連人士。科明達及廣東高吉均為張先生的聯繫人。聯益建築(即科明達的附屬公司)以及佛山高吉、惠州高吉及廣州房家(均為廣東高吉的附屬公司)根據上市規則14A.07(4)及14A.12(1)(c)條亦為張先生的聯繫人。因此，聯益建築、科明達、佛山高吉、惠州高吉及廣州房家以及廣東高吉均為本公司的關連人士。因此，根據上市規則第14A章，2021年9月擔保構成財務資助及本公司的一項關連交易。根據上市規則第14A.81章，2021年9月擔保須合併計算，原因是相應的擔保服務協議(i)由張先生的聯繫人訂立及(ii)於十二個月期間內訂立。由於提供2021年9月擔保的所有適用比率(定義見上市規則第14.07條)均低於5%，該關連交易須遵守根據上市規則第14A.76(2)(a)條的申報及公告規定，惟獲豁免遵守通函及股東批准規定。

李先生為監事及因此為本公司的關連人士。華耐建材為李先生的聯繫人，故根據上市規則第14A章為本公司的一名關連人士。因此，根據上市規則第14A章，提供華耐建材擔保構成財務資助及為本公司的一項關連交易。由於提供華耐建材擔保的所有適用比率(定義見上市規則第14.07條)均低於5%，該關連交易僅須遵守根據上市規則第14A.76(2)(a)條的申報及公告規定，惟獲豁免遵守通函及股東批准規定。

有關詳情，請參閱本公司日期為2021年9月8日及2021年10月29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 2021 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 Shen Hua (appointed on 29 January 2021)  
Mr. Luo Zhenqing (retired on 5 June 2021 and re-elected on 13 January 2022)  
Mr. Zhao Wei (appointed on 29 January 2021)  
Mr. Ou Weiming (appointed on 6 June 2021)  
Ms. Gu Lidan (resigned on 5 January 2021)  
Mr. Zhang Deben (retired on 5 June 2021)

### Independent non-executive Directors

Mr. Wu Xiangneng  
Mr. Leung Hon Man  
Mr. Wang Bo (appointed on 6 June 2021)  
Mr. Liu Heng (retired on 5 June 2021)

### 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 (appointed on 6 June 2021)  
Ms. Feng Qunying (retired on 5 June 2021)  
Mr. Liao Zhenliang (retired on 5 June 2021)  
Mr. Zhong Jian  
Mr. Huang Shaoxiong (appointed on 20 December 2021)  
Mr. Liang Yi (resigned on 20 December 2021)  
Ms. Huang Yuzhen

## 關聯方交易

本公司訂立的重大的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2021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 (於2021年1月29日獲委任)  
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 (於2021年1月29日獲委任)  
歐偉明先生 (於2021年6月6日獲委任)  
顧李丹女士 (於2021年1月5日辭任)  
張德本先生 (於2021年6月5日退任)

### 獨立非執行董事

吳向能先生  
梁漢文先生  
王波先生 (於2021年6月6日獲委任)  
劉恒先生 (於2021年6月5日退任)

### 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 (於2021年6月6日獲委任)  
馮群英女士 (於2021年6月5日退任)  
廖振亮先生 (於2021年6月5日退任)  
鍾堅先生  
黃少雄先生 (於2021年12月20日獲委任)  
梁毅先生 (於2021年12月20日辭任)  
黃瑜珍女士



Ms. Gu Lidan tendered her resignation as a non-executive Director with effect from 5 January 2021 due to job transfer. Mr. Zhang Deben and Mr. Liu Heng did not offer himself for re-election as Director due to other work arrangements and retired from office as a non-executive Director and an independent non-executive Director, respectively on 5 June 2021. Each of Ms. Gu, Mr. Zhang and Mr. Liu confirmed that they have no disagreement with the Board and there are no other matters regarding their resignation that need to be brought to the attention of the Shareholders or the Stock Exchange.

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).

顧李丹女士因工作調動於2021年1月5日辭任非執行董事。張德本先生及劉恒先生因其他工作安排分別不願意重選連任，並於2021年6月5日退任非執行董事及獨立非執行董事。顧女士、張先生及劉先生確認，彼等與董事會之間並無意見分歧，亦無任何有關其辭任事宜須提請股東或聯交所垂注。

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。

## 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 2021.

## DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year ended 31 December 2021, 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 2021.

## 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.

## 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2021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。

## 董事於競爭業務的權益

截至2021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2021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等。

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。

## 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.

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 2021, 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.

## 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。

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2021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 2021, 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 2021.

## 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2021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2021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 2021, 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2021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 Shen Hua	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)		
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)		

Notes:

附註：

- |  |  |
|--|--|
| <p>(1) The letter "L" denotes the person's long position in the Shares.</p> <p>(2) As at 31 December 2021, the issued Domestic Shares and the H Shares of the Company were 1,006,429,353 Shares and 554,363,334 Shares, respectively.</p> <p>(3) As at 31 December 2021, there were a total of 1,560,792,687 Shares of the Company in issue.</p> | <p>(1) 字母「L」指該人士於股份的好倉。</p> <p>(2) 於2021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。</p> <p>(3) 於2021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。</p> |
|--|--|

Save as disclosed above, as at 31 December 2021, 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2021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)根據上市規則所載的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 2021, 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2021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	87,872,000 H Shares (L) 87,872,000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	94,066,000 H Shares (L) 94,066,000股H股(L)	16.97%	6.03%

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>
Wu Zhi Jian <sup>(7)</sup> 吳志堅 <sup>(7)</sup>	Interest of controlled corporation 於受控法團權益	110,712,000 H Shares (L) 110,712,000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%
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 2021, 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 2021, 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2021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2021年12月31日，本公司發行在外的股份數目為1,560,792,687股。

- |   |  |
|---|--|
| <p>(4) Based on the disclosure of interests form submitted by Mr. Lo Kai Bong on 24 December 2021, Mr. Lo Kai Bong held 30,368,000 H Shares as beneficial owner.</p>  | <p>(4) 根據盧啟邦先生於2021年12月24日提交的權益披露表格，盧啟邦先生作為實益擁有人持有30,368,000股H股的權益。</p>  |
| <p>(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.</p>  | <p>(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。</p>  |
| <p>(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.</p>  | <p>(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股內資股擁有權益。</p>   |
| <p>(7) Based on the disclosure of interests form submitted by Hong Kong Wellknown on 9 November 2021, Hong Kong Wellknown, which is wholly owned by Dragon Pearl and in turn wholly owned by Mr. Wu Zhi Jian, was interested in 87,872,000 H Shares. Based on the disclosure of interests form submitted by Dragon Pearl on 9 November 2021, Dragon Pearl, which is wholly owned by Mr. Wu Zhi Jian, was interested in 94,066,000 H Shares. Based on the disclosure of interests form submitted by Mr. Wu Zhi Jian on 9 November 2021, Mr. Wu Zhi Jian was interested in 110,712,000 H Shares in aggregate through corporations controlled by him</p> | <p>(7) 根據香港華樂於2021年11月9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87,872,000股H股中擁有權益。根據龍珠於2021年11月9日提交的權益披露表格，龍珠(由吳志堅先生全資擁有)於94,066,000股H股中擁有權益。根據吳志堅先生於2021年11月9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110,712,000股H股中擁有權益。</p> |
| <p>(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.</p>   | <p>(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。</p>   |

Save as disclosed above, as at 31 December 2021, 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.

## PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

During the year ended 31 December 2021, there was no purchase, sale or redemption of any listed securities of the Company by the Company or any of its subsidiaries.

除上文所披露者外，於2021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。

## 購入、出售或贖回本公司上市證券

於截至2021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。



### 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 two meetings during the year ended 31 December 2021. 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.

### 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2021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」一節。

## 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, 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 2021, except that Mr. Wu Liejin, an executive Director, has been performing the roles as the Chairman and the President, which deviates from provision A.2.1 of the CG Code (which has been renumbered as code provision C.2.1 since 1 January 2022), 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 2021 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2021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A.2.1條（自2022年1月1日起已重新編號為守則條文第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2021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 2021 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 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*  
25 March 2022

\* For identification purposes only

## 核數師

畢馬威會計師事務所已審核截至2021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*  
2022年3月25日

# 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 2021, 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 2021 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*  
 25 March 2022

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2021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2021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*  
 2022年3月25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 174 to 320, which comprise the consolidated statement of financial position as at 31 December 2021, 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 2021 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174頁至320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2021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2021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 (“HKSA”) 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 and 17 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及17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本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 and 17 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及17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、選取樣本及比較個別應收款項及將擔保資料與相關應收款項及擔保協議以及其他相關文件，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 and 17 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及17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 and 17 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及17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 and 17 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及17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.

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。

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 Choi Ching Hin.

*Certified Public Accountants*  
8th Floor, Prince's Building  
10 Chater Road  
Central, Hong Kong

25 March 2022

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蔡正軒。

執業會計師  
香港中環  
遮打道十號  
太子大廈八樓

2022年3月25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 2021 (Expressed in RMB'000) / 截至2021年12月31日止年度 (以人民幣千元列示)

			2021	2020
		Note	2021年	2020年
		附註	RMB'000	RMB'000
			人民幣千元	人民幣千元
Guarantee fee income	擔保費收入		231,420	216,246
Guarantee cost	擔保成本		(38,254)	(39,684)
Net guarantee fee income	擔保費收入淨額		193,166	176,562
Interest income	利息收入		104,901	95,300
Interest expenses	利息支出		(26,154)	(16,617)
Net interest income	利息收入淨額		78,747	78,683
Service fee from consulting services	諮詢服務費		38,159	29,202
<b>Revenue</b>	<b>收益</b>	2(a)	<b>310,072</b>	284,447
Other revenue	其他收益	3	8,631	22,240
Share of (losses)/gains of associates	應佔聯營公司(虧損)/ 收益		(3,022)	15,108
Provisions charged for guarantee losses	計提擔保賠償準備金	24(a)	(10,249)	(2,811)
Impairment losses	資產減值損失	4(a)	(42,937)	(50,595)
Operating expenses	營運開支	4(b)/(c)	(125,245)	(114,095)
<b>Profit before taxation</b>	<b>稅前利潤</b>	4	<b>137,250</b>	154,294
Income tax	所得稅	5	(40,897)	(36,217)
<b>Profit for the year</b>	<b>年內利潤</b>		<b>96,353</b>	118,077

The notes on pages 183 to 320 form part of these financial statements.

第183頁至320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 2021 (Expressed in RMB'000) / 截至2021年12月31日止年度(以人民幣千元列示)

			2021	2020
		<i>Note</i>	2021年	2020年
		<i>附註</i>	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		<b>81,987</b>	106,577
Non-controlling interests	非控制性權益		<b>14,366</b>	11,500
<b>Profit for the year</b>	<b>年內利潤</b>		<b>96,353</b>	118,077
<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)	<i>9(a)</i>	<b>0.05</b>	0.07

The notes on pages 183 to 320 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183頁至320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的詳情列載於附註31(b)。

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 2021 (Expressed in RMB'000) / 截至2021年12月31日止年度(以人民幣千元列示)

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
<b>Profit for the year</b>	<b>年內利潤</b>	<b>96,353</b>	118,077
<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>6,903</b>	(19,960)
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>(1,726)</b>	4,990
Other comprehensive income for the year	年內其他全面收益	<b>5,177</b>	(14,970)
<b>Total comprehensive income for the year</b>	<b>年內全面收益總額</b>	<b>101,530</b>	103,107
<b>Attributable to:</b>	<b>歸屬於：</b>		
Equity shareholders of the Company	本公司股權持有人	<b>87,164</b>	91,607
Non-controlling interests	非控制性權益	<b>14,366</b>	11,500
<b>Total comprehensive income for the year</b>	<b>年內全面收益總額</b>	<b>101,530</b>	103,107

The notes on pages 183 to 320 form part of these financial statements.

第183頁至320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 2021 (Expressed in RMB'000) / 於2021年12月31日 (以人民幣千元列示)

			At 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元	At 31 December 2020 於2020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	1,084,457	1,058,266
Pledged deposits	存出保證金	11	561,557	524,130
Trade and other receivables	應收及其他應收款項	12	734,595	589,114
Loans and advances to customers	發放貸款及墊款	13	618,342	504,937
Factoring receivables	應收保理款項	14	174,408	180,700
Financial assets measured at FVOC	按公允價值計入其他 全面收益計量的金融 資產	15	73,002	41,050
Financial assets measured at FVPL	按公允價值計入損益 計量的金融資產	16	31,094	90,905
Receivable investments	應收款項類投資	17	28,512	77,972
Interests in associates	於聯營公司之權益	19	37,889	34,023
Fixed assets	固定資產	20(a)/(b)	20,866	15,478
Investment property	投資性房地產		6,637	7,767
Intangible assets	無形資產	21	4,238	2,403
Goodwill	商譽	22	419	419
Deferred tax assets	遞延所得稅資產	30(c)	69,049	61,344
<b>Total assets</b>	<b>資產總計</b>		<b>3,445,065</b>	<b>3,188,508</b>
<b>Liabilities</b>	<b>負債</b>			
Interest-bearing borrowings	計息借款	23	69,415	137,793
Liabilities from guarantees	擔保負債	24	240,169	194,822
Customer pledged deposits	存入保證金	25(a)	250,934	271,725
Accruals and other payables	應計及其他應付款項	25(b)	104,215	102,451
Debt securities issued	應付債券	26	268,710	—
Other financial instruments	其他金融工具	27	111,332	59,364
Financial liabilities measured at FVPL	按公允價值計入損益 計量的金融負債	28	16,384	—
Lease liabilities	租賃負債	29	15,046	8,150
Deferred tax liabilities	遞延所得稅負債	30(c)	74	140
<b>Total liabilities</b>	<b>負債總計</b>		<b>1,076,279</b>	<b>774,445</b>
<b>NET ASSETS</b>	<b>淨資產</b>		<b>2,368,786</b>	<b>2,414,063</b>

The notes on pages 183 to 320 form part of these financial statements.

第183頁至320頁的附註構成此等財務報表的一部分。

As at 31 December 2021 (Expressed in RMB'000) / 於2021年12月31日(以人民幣千元列示)

			At 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元	At 31 December 2020 於2020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>540,902</b>	529,749
<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>2,101,695</b>	2,090,542
<b>Non-controlling interests</b>	<b>非控制性權益</b>		<b>267,091</b>	323,521
<b>TOTAL EQUITY</b>	<b>權益總計</b>		<b>2,368,786</b>	2,414,063

Approved and authorised for issue by the board of directors on 25 March 2022.

董事會於2022年3月25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 183 to 320 form part of these financial statements.

第183頁至320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 2021 (Expressed in RMB'000) / 截至2021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)	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)
Modification of other financial instrument related to Zhongshan Join-Share	修改與中山中盈盛達有關的其他金融工具	—	—	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)	(106,037)
<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 183 to 320 form part of this financial report.

第183頁至320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 2021 (Expressed in RMB'000) / 截至2021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)	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 2019</b>	<b>2019年12月31日的餘額</b>	1,560,793	133,773	(1,741)	10,920	118,607	130,590	2,370	132,961	2,088,273	318,623	2,406,896
<b>Changes in equity for 2020:</b>	<b>2020年的權益變動:</b>											
Profit for the year	年內利潤	—	—	—	—	—	—	—	106,577	106,577	11,500	118,077
Other comprehensive income	其他全面收益	—	—	—	(14,970)	—	—	—	—	(14,970)	—	(14,970)
<b>Total comprehensive income</b>	<b>全面收益總額</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>(14,970)</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>106,577</b>	<b>91,607</b>	<b>11,500</b>	<b>103,107</b>
Appropriation to surplus reserve	提取盈餘公積	—	—	—	—	9,457	—	—	(9,457)	—	—	—
Appropriation to general reserve	提取一般風險準備	—	—	—	—	—	9,217	—	(9,217)	—	—	—
Dividends approved in respect of the previous year	上一年度已批准的股息	—	—	—	—	—	—	—	(93,660)	(93,660)	(6,602)	(100,262)
Others	其他	—	—	—	—	—	—	—	4,322	4,322	—	4,322
<b>Balance at 31 December 2020</b>	<b>2020年12月31日的餘額</b>	<b>1,560,793</b>	<b>133,773</b>	<b>(1,741)</b>	<b>(4,050)</b>	<b>128,064</b>	<b>139,807</b>	<b>2,370</b>	<b>131,526</b>	<b>2,090,542</b>	<b>323,521</b>	<b>2,414,063</b>

The notes on pages 183 to 320 form part of these financial statements.

第183頁至320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 2021 (Expressed in RMB'000) / 截至2021年12月31日止年度 (以人民幣千元列示)

	Note 附註	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元	
<b>Operating activities</b>	<b>經營活動</b>			
Cash (used in)/generated from operations	經營活動(所用)/所產生的現金			
PRC income tax paid	支付的中國所得稅	10(b) 30(a)	(114,411) (41,763)	24,980 (47,614)
<b>Net cash used in operating activities</b>	<b>經營活動所用現金淨額</b>			
		(156,174)	(22,634)	
<b>Investing activities</b>	<b>投資活動</b>			
Decrease/(increase) in term deposits with banks	銀行定期存款減少/(增加)		142,389	(121,350)
Proceeds from disposal of financial assets	處置金融資產所產生的現金		114,971	156,187
Investment income	投資收益		10,245	20,412
Proceeds from sales of fixed assets	處置固定資產所產生的現金		155	—
Proceeds from disposal of associates	處置聯營公司所產生的現金		—	114,341
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		(4,698)	(2,527)
Payments on acquisition of investments	收購投資支付的現金		(42,131)	(80,000)
<b>Net cash generated from investing activities</b>	<b>投資活動所產生的現金淨額</b>			
		220,891	87,063	
<b>Financing activities</b>	<b>融資活動</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	—
Proceeds from new borrowings	取得新借款所產生的現金	10(c)	90,300	171,500
Proceeds from issuance of debt securities issued	發行應付債券所產生的現金	10(c)	258,960	—
Fixed return of other financial instruments	其他金融工具固定收益	10(c)	(3,960)	(3,960)
Repayment of borrowings	償還借款	10(c)	(158,500)	(208,800)
Interest paid	已付利息	10(c)	(7,753)	(9,204)
Dividends paid	已付股息		(108,508)	(98,692)
Purchase of equity interests of a subsidiary from non-controlling interests	自非控制性權益收購子公司股權		(4,400)	—
Capital element of lease rentals paid	已付租賃租金之資本部分	10(d)	(3,764)	(5,333)
Interest element of lease rentals paid	已付租賃租金之利息部分	10(d)	(398)	(498)

CONSOLIDATED CASH FLOW STATEMENT (CONTINUED)  
綜合現金流量表(續)

For the year ended 31 December 2021 (Expressed in RMB'000) / 截至2021年12月31日止年度(以人民幣千元列示)

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
<b>Net cash generated from/(used in) financing activities</b>	<b>融資活動所產生/(所用)的現金淨額</b>	<b>72,679</b>	<b>(154,987)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>貨幣資金增加/(減少)淨額</b>	<b>137,396</b>	<b>(90,558)</b>
<b>Cash and cash equivalents at 1 January</b>	<b>1月1日貨幣資金</b>	<b>649,365</b>	<b>744,996</b>
<b>Effect of foreign exchange rate changes</b>	<b>外匯匯率波動所產生的影響</b>	<b>(4,320)</b>	<b>(5,073)</b>
<b>Cash and cash equivalents at 31 December</b>	<b>12月31日貨幣資金</b>	<b>782,441</b>	<b>649,365</b>

The notes on pages 183 to 320 form part of these financial statements.

第183頁至320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 2021 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2021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:

- Amendment to HKFRS 16, Covid-19-Related Rent Concessions
- Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16, Interest rate benchmark reform — phase 2

## 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：

- 香港財務報告準則第16號之修訂「Covid-19相關租金減免」
- 香港財務報告準則第9號、香港會計準則第39號、香港財務報告準則第7號、香港財務報告準則第4號及香港財務報告準則第16號之修訂本「利率基準改革 — 第二階段」

(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.

Other than the amendment to HKFRS 16, The Group has not applied any new standard of interpretation that is not yet effective for the current accounting period. Impacts of the adoption of the amended HKFRSs are discussed below:

#### ***Amendment to HKFRS 16, Covid-19-Related Rent Concessions***

The amendment provides a practical expedient that allows a lessee to by-pass the need to evaluate whether certain qualifying rent concessions occurring as a direct consequence of the COVID-19 pandemic ("COVID-19-related rent concessions") are lease modifications and, instead, account for those rent concessions as if they were not lease modifications.

The Group elected to early adopt the amendments and applies the practical expedient to all qualifying COVID-19-related rent concessions granted to the Group during the year ending 31 December 2020. Consequently, rent concessions received have been accounted for as negative variable lease payments recognised in profit or loss in the period in which the event or condition that triggers those payments occurred (see Note 20(b)).

## 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。

除香港財務報告準則第16號之修訂外，本集團並無應用任何於本會計期間尚未生效之新準則或詮釋。採納經修訂香港財務報告準則的影響討論如下：

#### ***香港財務報告準則第16號之修訂，Covid-19相關租金減免***

該修訂提供一項權宜方法，允許承租人就COVID-19疫情而直接發生的某些符合要求的租金減免(「COVID-19相關租金減免」)不再評估是否為租賃修改，並將該等租金減免視同非租賃修改之方式入賬。

本集團已選擇提早採納該等修訂並於截至2020年12月31日止年度對授予本集團的所有符合要求的COVID-19相關租金減免應用實際權宜方法。因此，已獲取的租金減免在觸發這些付款的事情或條件發生之期間確認為一項負值的可變租賃付款額並計入損益(參閱附註20(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)

## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (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.

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.

## 1 重大會計政策(續)

### (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消方式與未實現收益的抵消方式相同，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。

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。

(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)

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).

### (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.

## 1 重大會計政策(續)

### (d) 子公司及非控制性權益(續)

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(或計入分類為持作出售的出售集團)則除外。

### (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。

(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)

### (e) Associates (CONTINUED)

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.

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)).

## 1 重大會計政策(續)

### (e) 聯營公司(續)

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(或計入分類為持作出售的出售集團)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逾投資成本的部分(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。收購當日出出成本的任何部分、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。

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))。



(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)

### (e) Associates (CONTINUED)

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).

### (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.

## 1 重大會計政策(續)

### (e) 聯營公司(續)

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(或計入分類為持作出售的出售集團)則除外。

### (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。

(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)

### (f) Goodwill (CONTINUED)

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.

### (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	1-5 years 1-5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)

### (f) 商譽(續)

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。

### (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。

(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)

### (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。

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## 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.

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.

## 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。

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。



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## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (i) Leased assets (CONTINUED)

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.

### (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.

## 1 重大會計政策(續)

### (i) 租賃資產(續)

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。

### (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。

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## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (j) Financial instruments (CONTINUED)

#### (i) Recognition and measurement of financial assets and liabilities (CONTINUED)

##### *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.

##### *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 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)

##### *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。

##### *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。

(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)

#### (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.

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.

## 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。

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。

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## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (j) Financial instruments (CONTINUED)

#### (ii) Credit losses from financial assets (CONTINUED)

##### *Measurement of ECLs (CONTINUED)*

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.

##### *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)

##### *預期信貸虧損計量(續)*

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。

##### *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。



(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)

#### (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測評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。

(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)

#### (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。

(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)

#### (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。所採用的估值技巧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。

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## 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。終止確認金融資產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)。



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## 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.

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.

## 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。因公允價值變動而產生的利得或損失，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。

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。

(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)

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.

### (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).

## 1 重大會計政策(續)

### (j) 金融工具(續)

#### (vii) 可兌換金融工具(續)

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。

### (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。

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## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (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.

#### — *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).

## 1 重大會計政策(續)

### (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。

#### — *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。

(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)

#### — 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).

#### — 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.

## 1 重大會計政策(續)

### (n) 非金融資產減值(續)

#### — 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)。

#### — 資產減值損失的轉回

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轉回。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。

(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)

### (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.

### (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.

## 1 重大會計政策(續)

### (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、意外傷害保險及產險。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。

### (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。



(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)

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.

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)

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。

除若干有限制的情况外，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性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年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年間內轉回，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。

(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)

### (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貨虧損

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、聯營公司及共同控制實體之投資除外)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。

(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)

### (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。

(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)

### (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))。

(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)

### (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:

		2021 2021年 RMB'000 人民幣千元	2020 2020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	183,421	156,936
Performance guarantee fee income	履約擔保費收入	47,999	59,310
Subtotal	小計	231,420	216,246
<b>Guarantee cost</b>	<b>擔保成本</b>		
Re-guarantee expenses	再擔保開支	(1,207)	(1,045)
Risk management service expense	風險金費用	(37,047)	(38,639)
Subtotal	小計	(38,254)	(39,684)
<b>Net guarantee fee income</b>	<b>擔保費淨收入</b>	193,166	176,562
<b>Interest income</b>	<b>利息收入</b>		
— Loans and advances to customers	— 發放貸款及墊款	60,619	61,526
— Factoring service	— 保理服務	18,845	15,263
— Cash at banks and pledged bank deposits	— 銀行存款及存出擔保保證金	14,199	14,157
— Trade and other receivables	— 應收及其他應收款項	11,238	4,354
Subtotal	小計	104,901	95,300
<b>Interest expenses</b>	<b>利息開支</b>		
— Debt securities issued	— 應付債券	(9,750)	—
— Interest-bearing borrowings	— 計息借款	(6,070)	(12,283)
— Interest expenses from other financial instruments	— 其他金融工具的利息開支	(8,829)	(3,158)
— Others	— 其他	(1,505)	(1,176)
Subtotal	小計	(26,154)	(16,617)
<b>Net interest income</b>	<b>利息淨收入</b>	78,747	78,683
<b>Service fee from consulting services</b>	<b>諮詢服務費收入</b>	38,159	29,202
<b>Revenue</b>	<b>收益</b>	310,072	284,447

## 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：

(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)

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 2021 and 2020. 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:

#### ***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.

## 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2021年及2020年12月31日止年度，未有交易超過本集團淨擔保費用、利息收入及來自諮詢服務的服務費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：

#### ***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條線及總部之經營業績。



(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*

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)

#### *其他(續)*

#### (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業績、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淨額，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 2021 and 2020 are set out below:

## 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2021年及2020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：

		2021 2021年		Total 合計
		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	
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

(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	SME lending and others	Total
		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
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

  

		2020 2020年		
		Guarantee business	SME lending and others	Total
		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	216,246	—	216,246
Guarantee cost	擔保成本	(39,684)	—	(39,684)
Interest income	利息收入	14,576	80,724	95,300
Interest expenses	利息開支	(157)	(16,460)	(16,617)
Service fee from consulting services	諮詢服務費收入	16,865	12,337	29,202
Reportable segment revenue	可報告分部收益	207,846	76,601	284,447
Other revenue	其他收益	14,958	7,282	22,240
Share of gains of associates	應佔聯營公司收益	15,108	—	15,108
Provisions charge for guarantees issued	計提擔保賠償 準備金	(2,811)	—	(2,811)
Impairment losses	資產減值損失	(26,001)	(24,594)	(50,595)
Operating expenses	營運開支	(84,749)	(29,346)	(114,095)
Reportable segment profit before taxation	可報告分部稅前 利潤	124,351	29,943	154,294

## 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 2020 於2020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	2,604,806	1,045,851	3,650,657
Segment liabilities	分部負債	849,704	451,306	1,301,010

#### (ii) Reconciliation of reportable segment assets and liabilities

## 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)

#### (ii) 可報告分部資產及負債對賬

			At 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元	At 31 December 2020 於2020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>4,010,768</b>	3,650,657
Deferred tax assets	遞延所得稅資產	30(c)	<b>69,049</b>	61,344
Elimination of inter-segment receivables	抵銷分部間應收款		<b>(634,752)</b>	(523,493)
Consolidated total assets	綜合資產合計		<b>3,445,065</b>	3,188,508
<b>Liabilities</b>	<b>負債</b>			
Reportable segment liabilities	可報告分部負債		<b>1,708,343</b>	1,301,010
Deferred tax liabilities	遞延所得稅負債	30(c)	<b>74</b>	140
Elimination of inter-segment payables	抵銷分部間應付款		<b>(632,138)</b>	(526,705)
Consolidated total liabilities	綜合負債合計		<b>1,076,279</b>	774,445

(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

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Government grant	政府補助金	15,311	19,006
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	6,554	14,808
Investment income of receivable investments	應收款項類投資之投資收入	3,481	5,132
Foreign exchange losses	匯兌虧損	(4,320)	(5,073)
Profit and loss from fair value changes	公允價值變動損益	(13,835)	(1,103)
Investment income 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之投資收入	—	472
Investment losses from disposal of associates	處置聯營公司投資虧損	—	(15,624)
Others	其他	1,440	4,622
<b>Total</b>	<b>合計</b>	<b>8,631</b>	<b>22,240</b>

### 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

		Note 附註	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Receivables for default guarantee payments	應收違約擔保付款	12(b)(i)	22,332	24,326
Receivables from guarantee customers	應收擔保客戶款項	12(b)(ii)	(2,928)	1,674
Loans and advances to customers	發放貸款及墊款	13(f)	20,376	13,445
Factoring receivables	應收保理款項	14(b)	9,531	1,326
Receivable investments	應收款項類投資		—	6,076
Others	其他		(6,374)	3,748
			<b>42,937</b>	<b>50,595</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)

#### 4 PROFIT BEFORE TAXATION (CONTINUED)

##### (b) Staff costs

		2021	2020
		2021年	2020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	73,379	70,186
Contributions to retirement schemes	退休計劃供款	6,750	264
		<b>80,129</b>	<b>70,450</b>

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.

For the year ended 31 December 2020, the Group was entitled to the policies of Temporary Relief of Social Insurance Contributions for enterprises issued by the Ministry of Human Resources and Social Security, which expired from 1 January 2021.

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，在中國僱員支付退休福利方面本集團無其他重大責任。

截至2020年12月31日止年度，本集團享有人力資源及社會保障部頒發的企業社會保險繳費臨時減免政策，該政策於2021年1月1日到期。

##### (c) Other items

		2021	2020
		2021年	2020年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Depreciation and amortization	折舊及攤銷	9,751	10,991
Auditors' remuneration	核數師酬金		
— annual audit	— 年度審計	2,130	1,900
— others	— 其他	683	650

##### (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

### (a) Taxation in the consolidated statement of profit or loss:

			2021 2021年 RMB'000 人民幣千元	2020 2020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	30(a)	50,394	62,254
<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	30(b)	(9,497)	(26,037)
<b>Income tax expense</b>	<b>所得稅開支</b>		<b>40,897</b>	36,217

### (b) Reconciliation between tax expense and accounting profit at applicable tax rates:

			2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Profit before taxation	稅前利潤		137,250	154,294
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	(i)/(ii)	34,313	38,574
Tax effect of non-deductible expenses	不可抵扣開支的稅項影響		4,295	5,127
Tax effect of unused tax losses not recognised	未確認的未動用稅項虧損稅項影響		—	(2,800)
Others	其他		2,289	(4,684)
<b>Actual income tax expense</b>	<b>所得稅開支合計</b>		<b>40,897</b>	36,217

(i) No provision for Hong Kong Profits Tax has been made for Join-Share (Hong Kong) Supply-Chain Service Co., Limited and Join-Share Financial Holdings Co., Limited located in Hong Kong as they had not derived any income subject to Hong Kong Profits Tax during the year.

(ii) According to the PRC Corporate Income Tax ("CIT") Law that took effect on 1 January 2008, the Group's PRC subsidiaries are subject to PRC income tax at the statutory tax rate of 25% during 2021.

## 5 綜合損益表中所得稅

### (a) 綜合損益表中稅項：

			2021 2021年 RMB'000 人民幣千元	2020 2020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	30(a)	50,394	62,254
<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	30(b)	(9,497)	(26,037)
<b>Income tax expense</b>	<b>所得稅開支</b>		<b>40,897</b>	36,217

### (b) 按適用稅率計算的所得稅開支與會計利潤的對賬：

			2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Profit before taxation	稅前利潤		137,250	154,294
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	(i)/(ii)	34,313	38,574
Tax effect of non-deductible expenses	不可抵扣開支的稅項影響		4,295	5,127
Tax effect of unused tax losses not recognised	未確認的未動用稅項虧損稅項影響		—	(2,800)
Others	其他		2,289	(4,684)
<b>Actual income tax expense</b>	<b>所得稅開支合計</b>		<b>40,897</b>	36,217

(i) 位於香港的中盈盛達(香港)供應鏈服務有限公司及中盈盛達金融控股有限公司未就香港利得稅計提撥備，因其年內並無產生任何須繳納香港利得稅的收入。

(ii) 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，2021年本集團的中國附屬公司須按法定稅率25%繳納中國所得稅。

(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：

		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>Supervisor</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)

6 董事及監事薪酬(續)

		2020 2020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	93	515	2,055	3	2,666
<b>Non-executive directors</b>	<b>非執行董事</b>					
Huang Guoshen (resigned on 17 August 2020)	黃國深 (於2020年8月17日辭職)	20	—	—	—	20
Gu Lidan	顧李丹	—	—	—	—	—
Zhang Minming	張敏明	27	—	—	—	27
Luo Zhenqing	羅振清	—	—	—	—	—
Zhang Deben	張德本	73	300	1,402	3	1,778
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>					
Wu Xiangneng	吳向能	66	—	—	—	66
Leung Hon Man	梁漢文	57	—	—	—	57
Liu Heng	劉恒	66	—	—	—	66
<b>Supervisors</b>	<b>監事</b>					
Li Qi	李琦	17	—	—	—	17
Feng Qunying	馮群英	18	—	—	—	18
Liang Yi	梁毅	20	179	180	3	382
Liao Zhenliang	廖振亮	27	—	—	—	27
Zhong Jian	鍾堅	27	—	—	—	27
Huang Yuzhen	黃瑜珍	20	150	132	2	304
		531	1,144	3,769	11	5,455

There were no amounts paid during the years ended 31 December 2021 and 2020 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 2021 and 2020, 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 2021 and 2020, the emolument of Luo Zhenqing, representative of the Company's state-owned shareholder, has been paid by the latter.

截至2021年及2020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2021年及2020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2021年及2020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。

(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

Of the five individuals with the highest emoluments, 2021: two (2020: two) are directors of the Company whose emoluments are disclosed in Note 6.

The aggregate of the emoluments in respect of the other 2021: three (2020: three) individuals are as follows:

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Salaries, allowance and benefits in kind	薪酬、津貼及實物福利	762	748
Discretionary bonuses	酌情獎金	2,340	1,987
Retirement scheme contributions	退休計劃供款	74	5
<b>Total</b>	<b>合計</b>	<b>3,176</b>	<b>2,740</b>

The emoluments of the 2021: three (2020: three) individuals with the highest emoluments are all within the following band:

		2021 2021年 Number of Individuals 人數	2020 2020年 Number of Individuals 人數
HKD	港元		
Nil — 1,000,000	零至1,000,000	1	3
1,000,001–1,500,000	1,000,001–1,500,000	2	—

There were no amounts paid during the years ended 31 December 2021 and 2020 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

2021年的五名最高薪酬人士中，其中兩名(2020年：兩名)為本公司董事，彼等的酬金已於附註6披露。

於2021年，其他三名(2020年：三名)個人的薪酬總額分別如下：

2021年：三名(2020年：三名)最高薪酬人士的薪酬全屬以下界別：

本集團截至2021年及2020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。



(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 8 OTHER COMPREHENSIVE INCOME

### (a) Tax effects relating to each component of other comprehensive income is as follows:

	2021 2021年			2020 2020年			
	Before-tax amount 稅前數額 RMB'000 人民幣千元	Tax expense 稅項開支 RMB'000 人民幣千元	Net-of-tax amount 扣除稅項數額 RMB'000 人民幣千元	Before-tax amount 稅前數額 RMB'000 人民幣千元	Tax expense 稅項開支 RMB'000 人民幣千元	Net-of-tax amount 扣除稅項數額 RMB'000 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	6,903	(1,726)	5,177	(19,960)	4,990	(14,970)

### (b) Components of other comprehensive income, including reclassification adjustments

		2021 2021年 RMB'000 人民幣千元	2020 2020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	6,903	(19,960)
Net deferred tax credited to other comprehensive income	計入其他全面收益的遞延稅項淨額	(1,726)	4,990
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	5,177	(14,970)

## 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) 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:

		2021 2021年	2020 2020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)	81,987	106,577
Weighted average number of ordinary shares in issue for the purpose of basic earnings per share ('000)	用作計算基本每股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)	基本每股收益(每股人民幣元)	0.05	0.07

## 9 每股收益

### (a) 基本每股收益

基本每股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) Weighted average number of ordinary shares

		2021 2021年	2020 2020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

### (b) 普通股的加權平均數

### (c) Diluted earnings per share

There were no dilutive potential ordinary shares during the years ended 31 December 2021 and 2020, and therefore, diluted earnings per share are the same as the basic earnings per share.

### (c) 每股稀釋收益

截至2021年及2020年12月31日止年度內，概無潛在稀釋普通股，故稀釋每股收益等同基本每股收益。

(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 2021 於2021年 12月31日 RMB'000 人民幣千元	At 31 December 2020 於2020年 12月31日 RMB'000 人民幣千元
Cash in hand	庫存現金	24	31
Cash at banks	銀行存款	782,417	649,334
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	782,441	649,365
Term deposits with banks	銀行定期存款	82,242	224,631
Restricted bank deposits	使用受限的銀行存款	217,352	180,412
		<b>1,082,035</b>	1,054,408
Accrued interest	應計利息	2,422	3,858
		<b>1,084,457</b>	1,058,266

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 secured deposits received for loans to customers through deposit certificate pledge.

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。使用受限的銀行存款指已收通過存單質押向客戶提供貸款的有抵押存款。

就綜合現金流量表而言，本集團的使用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)

10 現金及銀行存款(續)

(b) Reconciliation of profit before taxation to cash generated from operating activities:

(b) 稅前利潤與經營活動所產生的現金的對賬：

			2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
<b>Profit before taxation</b>	<b>稅前利潤</b>		<b>137,250</b>	154,294
Adjustments for:	調整：			
Impairment losses	資產減值損失		42,937	50,595
Interest expenses	利息支出		26,154	16,617
Amortisation of lease rentals	租賃租金攤銷		398	498
Depreciation and amortisation	折舊與攤銷	4(c)	9,751	10,991
Amortisation of guarantee fee expense for debt securities issued	應付債券的發行擔保費支出攤銷		2,246	—
(Gains)/losses 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)/損失		(33)	3
Investment income	投資收益	3	(10,035)	(4,788)
Profit and loss from fair value changes	公允價值變動損益	3	13,835	1,103
Provisions charged for guarantee losses	計提擔保賠償準備金	24(a)	10,249	2,811
Foreign exchange losses	匯兌虧損	3	4,320	5,073
Share of losses/(gains) of associates	應佔聯營公司虧損/(收益)		3,022	(15,108)
<b>Changes in working capitals:</b>	<b>營運資金變動：</b>			
Increase from restricted banks deposits and pledged bank deposits	受限制銀行存款及存出擔保保證金增加		(73,429)	(140,101)
(Increase)/decrease in loans and advances to customers	發放貸款及墊款(增加)/減少		(133,494)	37,795
Increase in trade and other receivables	應收及其他應收款項增加		(135,181)	(116,178)
(Decrease)/increase in customer pledged deposits	存入保證金(減少)/增加		(20,791)	16,219
Increase in accruals and other payables	應計及其他應付款項增加		8,390	5,156
<b>Cash (used in)/generated from operations</b>	<b>經營活動(所用)/所產生的現金</b>		<b>(114,411)</b>	24,980

(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	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 2021	於2021年1月1日	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 borrowings	取得新借款所產生的現金	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)
Fixed return of other financial instruments	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)
Capital element of lease rentals paid	已付租金的資本部分	—	—	—	—	(3,764)	—	(3,764)
Interest element of lease rentals paid	已付租金的利息部分	—	—	—	—	(398)	—	(398)
<b>Total changes from financing cash flows</b>	<b>融資現金流量之變動總額</b>	<b>(74,270)</b>	<b>258,960</b>	<b>(3,960)</b>	<b>—</b>	<b>(4,162)</b>	<b>9,019</b>	<b>185,587</b>
<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	適用新租賃準則產生的本年度租賃負債的增加	—	—	—	—	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>	<b>6,070</b>	<b>9,750</b>	<b>5,484</b>	<b>50,444</b>	<b>11,058</b>	<b>1,505</b>	<b>84,311</b>
At 31 December 2021	於2021年12月31日	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)

### (c) Reconciliation of liabilities arising from financing activities (CONTINUED)

		Interest-bearing borrowings	Fixed return payable for other financial instruments	Other financial instruments	Lease liabilities	Others	Total
		計息借款	其他金融工具的應付固定回報	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
		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 27	Note 27	Note 29	Note 27	
		附註23	附註27	附註27	附註29	附註27	
<b>At 1 January 2020</b>	<b>於2020年1月1日</b>	174,800	3,960	56,950	10,689	—	246,399
<b>Changes from financing cash flows:</b>	<b>融資現金流量之變動：</b>						
Proceeds from new borrowings	取得新借款所得款項	171,500	—	—	—	—	171,500
Repayment of borrowings	償還借款	(208,800)	—	—	—	—	(208,800)
Fixed return of other financial instruments	其他金融工具固定回報	—	(3,960)	—	—	—	(3,960)
Interest paid	已付利息	(12,283)	—	(744)	—	3,823	(9,204)
Capital element of lease rentals paid	已付租金的資本部分	—	—	—	(5,333)	—	(5,333)
Interest element of lease rentals paid	已付租金的利息部分	—	—	—	(498)	—	(498)
<b>Total changes from financing cash flows</b>	<b>融資現金流量之變動總額</b>	(49,583)	(3,960)	(744)	(5,831)	3,823	(56,295)
<b>Other changes:</b>	<b>其他變動：</b>						
Interest expenses	利息支出	12,283	3,960	(802)	—	1,176	16,617
Increase in lease liabilities from entering into new leases during the year	適用新租賃準則產生的本年度租賃負債增加	—	—	—	2,794	—	2,794
Amortisation of lease rentals	租賃租金攤銷	—	—	—	498	—	498
<b>Total other changes</b>	<b>其他變動之總額</b>	12,283	3,960	(802)	3,292	1,176	19,909
<b>At 31 December 2020</b>	<b>於2020年12月31日</b>	137,500	3,960	55,404	8,150	4,999	210,013

### (d) Total cash outflow for leases

		2021	2020
		2021年	2020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	(4,162)	(5,831)
		(4,162)	(5,831)

## 10 現金及銀行存款(續)

### (c) 融資活動所產生負債的對賬(續)

### (d) 租賃現金流出總額

## 11 PLEDGED BANK DEPOSITS

All pledged bank 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.

## 11 存出擔保保證金

所有存出擔保保證金指本集團就第三方自銀行及其他金融機構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存款。

(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

## 12 應收及其他應收款項

			At 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元	At 31 December 2020 於2020年 12月31日 RMB'000 人民幣千元
		Note 附註		
Receivables for default guarantee payments	應收違約擔保付款	(i)/12(a)(i)	305,500	219,798
Less: Allowance for doubtful debts	減：呆賬撥備	12(b)(i)	(78,491)	(65,149)
			<b>227,009</b>	154,649
Receivables from guarantee customers	應收擔保客戶款項	(ii)/12(a)(ii)	195,844	209,606
Less: Allowance for doubtful debts	減：呆賬撥備	12(b)(ii)	(45,559)	(55,600)
			<b>150,285</b>	154,006
Interest receivables	應收利息		9,428	9,863
Less: Allowance for interest receivables	減：應收利息撥備		(2,280)	(2,280)
			<b>7,148</b>	7,583
Prepayment to a related party	向關聯方的預付款項		79,027	22,600
Loan to related parties	授予關聯方的貸款	(iv)/34(d)	71,060	86,500
Trade debtors	貿易應收賬款	12(a)(iii)	69,085	40,885
Receivables from debt purchased	應收已購債項	(iii)	51,454	48,334
Receivables from a related party	應收關聯方款項	34(d)	10,000	11,606
Other receivables	其他應收款項		13,547	14,949
			<b>294,173</b>	224,874
Deposits and prepayments	按金及預付款項		26,712	22,542
Repossessed assets	抵債資產		29,268	25,460
			<b>55,980</b>	48,002
			<b>734,595</b>	589,114

(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 2021, receivables from other receivables, deposits and prepayments and repossessed assets expected to be recovered or recognised as expense after more than one year is RMB32.30 million (31 December 2020: RMB54.77 million). All of the remaining trade and other receivables are expected to be recovered or recognised as expense within one year.

- (i) During the year ended 31 December 2021 the Group disposed of receivables for default guarantee payments amounted to RMB2,000,000 (2020: RMB3,202,300) with no allowances for doubtful debts (2020: RMB nil), without recourse to other parties at considerations (including considerations of overdue interests and penalty interests) amounted to RMB2,200,000 (2020: RMB3,202,300).
- (ii) During the year ended 31 December 2021, the Group disposed of receivables from guarantee customers amounted to RMB6,195,000 (2020: nil) with no allowances for doubtful debts (2020: RMB nil), without recourse to other parties at considerations (including considerations of overdue interests and penalty interests) amounted to RMB6,197,000 (2020: RMB: nil).
- (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2021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32.30百萬元(2020年12月31日：人民幣54.77百萬元)。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2021年12月31日止年度內，本集團出售金額為人民幣2,000,000元(2020年：人民幣3,202,300元)的無追索權且無呆賬撥備(2020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2,200,000元(2020年：人民幣3,202,300元)。
- (ii) 於截至2021年12月31日止年度內，本集團出售金額為人民幣6,195,000元(2020年：零)的無追索權且無呆賬撥備(2020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6,197,000元(2020年：人民幣零元)。
- (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元每年12%的固定利息。
- (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)

### (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 2021 於2021年 12月31日 RMB'000 人民幣千元	At 31 December 2020 於2020年 12月31日 RMB'000 人民幣千元
Within 1 year	一年以內	108,262	55,625
Over 1 year but less than 2 years	一至二年	54,320	94,013
Over 2 years but less than 3 years	二至三年	91,117	10,389
Over 3 years but less than 5 years	三至五年	10,573	25,792
Over 5 years	五年以上	41,228	33,979
Subtotal	小計	305,500	219,798
Less: Allowance for doubtful debts	減：呆賬撥備	(78,491)	(65,149)
		227,009	154,649

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 2021 於2021年 12月31日 RMB'000 人民幣千元	At 31 December 2020 於2020年 12月31日 RMB'000 人民幣千元
Within 1 year	一年以內	26,942	53,699
Over 1 year but less than 2 years	一至二年	52,198	19,848
Over 2 years but less than 3 years	二至三年	9,288	36,839
Over 3 years but less than 5 years	三至五年	66,424	89,495
Over 5 years	五年以上	40,992	9,725
Subtotal	小計	195,844	209,606
Less: Allowance for doubtful debts	減：呆賬撥備	(45,559)	(55,600)
		150,285	154,006

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).

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)。

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



(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)

#### (iii) Trade debtors

		At 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元	At 31 December 2020 於2020年 12月31日 RMB'000 人民幣千元
Within 1 year	一年以內	66,746	39,338
Over 1 year but less than 2 years	一至二年	982	1,547
Over 2 years but less than 3 years	二至三年	1,357	—
Subtotal	小計	69,085	40,885
Less: Allowance for doubtful debts	減：呆賬撥備	—	—
		69,085	40,885

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)。

## 12 應收及其他應收款項(續)

### (a) 賬齡分析：(續)

#### (iii) 應收貿易賬款

(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:

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 2021 and 2020, are as follows:

### (i) Receivables for default guarantee payments

			At 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元	At 31 December 2020 於2020年 12月31日 RMB'000 人民幣千元
As at 1 January	於1月1日		65,149	55,640
Impairment losses recognised in the consolidated statement of profit or loss	於綜合損益表確認的減值虧損	4(a)	22,332	24,326
Amounts written off	核銷金額		(10,697)	(17,927)
Amounts recovered	收回已核銷金額		1,707	3,110
As at 31 December	於12月31日		78,491	65,149

## 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資產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，資產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2021年及2020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

		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	—	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

## 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

		2020 2020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 2020	於2020年1月1日	—	11,878	46,005	57,883
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	—	(1,309)	1,309	—
Net re-measurement of loss allowance	虧損準備重新計量淨額	—	(9,497)	2,936	(6,561)
Receivables from guarantee customers newly originated	來自新發放客戶擔保的應收款項	—	8,205	30	8,235
Uncollectible amounts write-off	無法收回的已核銷金額	—	—	(3,957)	(3,957)
As at 31 December 2020	於2020年12月31日	—	9,277	46,323	55,600

(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 2021 於2021年 12月31日 RMB'000 人民幣千元	At 31 December 2020 於2020年 12月31日 RMB'000 人民幣千元
Entrusted loans	委託貸款	234,918	158,568
Micro-lending	小額貸款	434,654	379,510
Gross loans and advances to customers	發放貸款及墊款總額	669,572	538,078
Accrued interest	應計利息	5,232	4,945
Total allowances for impairment losses	減值損失準備總額	(56,462)	(38,086)
Net loans and advances to customers	發放貸款及墊款淨額	618,342	504,937

### 13 發放貸款及墊款

#### (a) 按性質分析

#### (b) Analysed by industry sector

		At 31 December 2021 於2021年12月31日		At 31 December 2020 於2020年12月31日	
		RMB'000 人民幣千元	% %	RMB'000 人民幣千元	% %
Service sector	服務業	296,293	44%	405,010	75%
Wholesale and retail	批發和零售業	267,229	40%	85,754	16%
Manufacturing	製造業	103,050	15%	44,314	8%
Others	其他	3,000	1%	3,000	1%
Gross loans and advances to customers	發放貸款及墊款 總額	669,572	100%	538,078	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 2021 於2021年 12月31日 RMB'000 人民幣千元	At 31 December 2020 於2020年 12月31日 RMB'000 人民幣千元
Secured loans	抵押貸款	222,902	176,122
Unsecured loans	信用貸款	78,112	4,373
Others	其他貸款	368,558	357,583
Gross loans and advances to customers	發放貸款及墊款總額	669,572	538,078

### 13 發放貸款及墊款(續)

#### (c) 按擔保方式分析

- 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.

- 抵押貸款：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。
- 信用貸款：信用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 2021 於2021年 12月31日 RMB'000 人民幣千元	At 31 December 2020 於2020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)	50,746	2,172
Overdue more than 3 months to 6 months (inclusive)	逾期三個月以上至 六個月(含六個月)	—	4,247
Overdue more than 6 months to one year (inclusive)	逾期六個月以上至一年 (含一年)	1,686	3,307
Overdue more than one year	逾期一年以上	114,250	115,238
		<b>166,682</b>	<b>124,964</b>

**(e) Analysed by methods for assessing  
allowances for impairment losses**

**(e) 按減值損失準備評估方式分析**

		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
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	<b>538,423</b>	<b>—</b>	<b>131,149</b>	<b>669,572</b>
Less: Allowances for impairment losses	減：減值損失準備	<b>(19,133)</b>	<b>—</b>	<b>(37,329)</b>	<b>(56,462)</b>
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)	<b>519,290</b>	<b>—</b>	<b>93,820</b>	<b>613,110</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)

### 13 LOANS AND ADVANCES TO CUSTOMERS (CONTINUED)

#### (e) Analysed by methods for assessing allowances for impairment losses (CONTINUED)

### 13 發放貸款及墊款(續)

#### (e) 按減值損失準備評估方式分析(續)

		2020 2020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
Entrusted loans	委託貸款	43,400	—	115,168	158,568
Micro-lending	小額貸款	362,063	850	16,597	379,510
Gross loans and advances to customers	發放貸款及墊款總額	405,463	850	131,765	538,078
Less: Allowances for impairment losses	減：減值損失準備	(13,755)	(55)	(24,276)	(38,086)
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)	391,708	795	107,489	499,992

(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)

#### (f) Movements of allowances for impairment losses

#### (f) 減值損失準備變動

		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 not credit-impaired	轉撥至無信貸減值的生命週期預期信貸虧損	—	—	—	—
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

		2020 2020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 2020	於2020年1月1日	16,597	556	19,404	36,557
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	(74)	74	—	—
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	(262)	(181)	443	—
Net re-measurement of loss allowance	虧損準備重新計量淨額	(16,090)	1,606	9,791	(4,693)
Loans and advances newly originated	新發放貸款及墊款	13,688	—	4,450	18,138
Write-offs	核銷	(104)	(2,000)	(9,812)	(11,916)
As at 31 December 2020	於2020年12月31日	13,755	55	24,276	38,086

(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

		At 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元	At 31 December 2020 於2020年 12月31日 RMB'000 人民幣千元
Factoring receivables	應收保理款項	187,242	184,003
Less: Allowances for factoring receivables	減：應收保理款項準備	(12,834)	(3,303)
		<b>174,408</b>	<b>180,700</b>

## 14 應收保理款項

### (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 2021 於2021年 12月31日 RMB'000 人民幣千元	At 31 December 2020 於2020年 12月31日 RMB'000 人民幣千元
Within 1 year	一年內	122,292	145,103
Over 1 year but less than 2 years	1至2年	27,000	38,900
Over 2 years but less than 3 years	2至3年	37,950	—
Less: Allowances for factoring receivables	減：應收保理款項撥備	(12,834)	(3,303)
		<b>174,408</b>	<b>180,700</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 2020 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2020年12月31日止年度的呆賬撥備變動：

		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	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	—	—	—	—
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	(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



(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)

		2020 2020年			Total 合計 RMB'000 人民幣千元
		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	
As at 1 January 2020	於2020年1月1日	1,977	—	—	1,977
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	(239)	239	—	—
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	—	—	—	—
Net re-measurement of loss allowance	虧損準備重新計量淨額	(1,569)	1,654	—	85
Factoring receivables newly originated	新產生的應收保理款項	1,228	10	3	1,241
As at 31 December 2020	於2020年12月31日	1,397	1,903	3	3,303

## 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 2021 於2021年 12月31日 RMB'000 人民幣千元	At 31 December 2020 於2020年 12月31日 RMB'000 人民幣千元
Unlisted equity investments	非上市股權投資	73,002	41,050

(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 2021 於2021年 12月31日 RMB'000 人民幣千元	At 31 December 2020 於2020年 12月31日 RMB'000 人民幣千元
Convertible bonds	可轉換債券	(i)	25,024	90,905
Unlisted equity investments	非上市股權投資		6,070	—
			<b>31,094</b>	<b>90,905</b>

(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。

## 17 RECEIVABLE INVESTMENTS

## 17 應收款項類投資

			At 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元	At 31 December 2020 於2020年 12月31日 RMB'000 人民幣千元
Bonds	債券		25,000	25,000
Wealth management products	理財產品		1,460	50,680
Trust products	信託產品		7,000	7,000
Subtotal	小計		<b>33,460</b>	<b>82,680</b>
Accrued interest	應計利息		<b>1,215</b>	<b>1,455</b>
Less: Allowances for impairment losses	減：減值損失準備		<b>(6,163)</b>	<b>(6,163)</b>
			<b>28,512</b>	<b>77,972</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)

## 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 2021 於2021年12月31日擁有的權益比例					
			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	Principal activities 主要業務
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 Chancheng Join-Share Micro Credit Co., Ltd. ("Foshan Micro Credit") (佛山禪城中盈盛達小額貸款有限公司)	Foshan	30 May 2011 the PRC	RMB 243,560,000	RMB 243,560,000	55.25%	—	55.25%	Microcredit
佛山禪城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 243,560,000元	人民幣 243,560,000元	55.25%	—	55.25%	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 170,000,000	RMB 170,000,000	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 170,000,000元	人民幣 170,000,000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	Proportion of ownership interest As at 31 December 2021 於2021年12月31日擁有的權益比例					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	
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)	Shenzhen	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」)	深圳	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担保有限公司)	Shenzhen	31 May 2018 the PRC	RMB 200,000	RMB 200,000	100%	100%	—	Guarantee
深圳市中盈盛達工程担保有限公司(「深圳工程担保」)	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 130,000,000	RMB 130,000,000	53.85%	53.85%	—	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 130,000,000元	人民幣 130,000,000元	53.85%	53.85%	—	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	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 香港 中國	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 20,000,000	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 20,000,000元	90%	—	90%	數字科技

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.

除金融控股於香港註冊及經營外，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。

(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

- (i) Guangdong Capital Investment increased the investment of Foshan Micro Credit by RMB15,594,000 in 2020, with RMB13,560,000 increased in paid-in capital and RMB2,034,000 increased in capital reserve. After the capital increase, the capital contribution of Guangdong Capital Investment increased from RMB130,012,800 to RMB145,606,800, and the percentage of share held by Guangdong Capital Investment was changed from 50.435% to 53.194%, the proportion of other shareholders' equity changes accordingly. After the capital increase, the registered capital of Foshan Micro Credit increased from RMB230,000,000 to RMB243,560,000, and the capital reserve increased by RMB2,034,000. On 31 December 2020, Foshan Micro Credit completed the registration of the registered capital change. By the end of 2020, Guangdong Capital Investment purchased additional 2.053% share of Foshan Micro Credit from a minority interest at a cash consideration of RMB 4,400,000. On 23 June 2021, Foshan Micro Credit completed the registration of its registered capital change. After the capital increase, the capital contribution of Guangdong Capital Investment increased from RMB 145,606,800 to RMB 150,006,800, and the percentage of share held by Guangdong Capital Investment increased from 53.194% to 55.247%.

## 18 於子公司投資(續)

### (a) 成立／收購子公司

- (i) 廣東資本管理於2020年增加佛山小額貸款投資人民幣15,594,000元，其中實繳資本增加人民幣13,560,000元及資本公積增加人民幣2,034,000元。增資後，廣東資本管理的出資額由人民幣130,012,800元增至人民幣145,606,800元，而廣東資本管理持有的股份百分比由50.435%變更為53.194%，其他股東權益比例亦相應變動。增資後，佛山小額貸款的註冊資本由人民幣230,000,000元增至人民幣243,560,000元，而資本公積增加人民幣2,034,000元。於2020年12月31日，佛山小額貸款完成註冊資本變更登記。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。增資後，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%。



(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」），當中約定股東間的股權交易，並使其中一名非控股股東（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) On 10 January 2020, the Company transferred 100% of the equity of its wholly-owned subsidiary Shenzhen Join-Share Commercial Factoring Co., Ltd. to Guangdong Capital Investment. Subsequently, Shenzhen Join-Share Commercial Factoring Co., Ltd. was renamed Guangdong Join-Share Commercial Factoring Co., Ltd.

In view of business development, Foshan Consultancy transferred the share of Guangdong Supply Chain to Guangdong Capital investment. On 11 November 2020, Guangdong Supply Chain completed the shareholder change registration. On 18 November 2020, the shareholder meeting of Guangdong Supply Chain approved the increase of registered capital from RMB10,000,000 to RMB50,000,000 of which Guangdong Capital Investment completed the actual paid-in capital of RMB18,500,000 and the subscribed capital of RMB24,000,000 on 26 November 2020, with shareholding ratio as 85%.

- (iv) On 6 July 2020, the board of directors of the Company approved the capital increase to Guangdong Capital Investment. On 6 July 2020, Guangdong Capital Investment completed the registration of capital change. After completing the paid-in capital increase on 26 August 2020, the registered capital of Guangdong Capital Investment increased from RMB60 million to RMB170 million.

On 14 May 2020, Guangdong Capital Investment and Zhou Suping jointly established Guangdong Join-Share Digital Technology Co., Ltd. with a registered capital of RMB20,000,000. Guangdong Capital Investment invested RMB18,000,000, with a capital contribution ratio of 90.00%.

## 18 於子公司投資(續)

### (a) 成立/收購子公司(續)

- (iii) 於2020年1月10日，本公司將旗下的全資子公司深圳中盈盛達商業保理有限公司100%的股權轉讓給廣東資本管理。隨後，深圳中盈盛達商業保理有限公司更名為廣東中盈盛達商業保理有限公司。

鑒於業務發展，佛山投融資將廣東供應鏈的股份轉讓予廣東資本管理。於2020年11月11日，廣東供應鏈完成股東變更登記。於2020年11月18日，廣東供應鏈的股東大會將批准註冊資本由人民幣10,000,000元增至人民幣50,000,000元，其中廣東資本管理於2020年11月26日完成實繳資本人民幣18,500,000元及認購資本人民幣24,000,000元，持股比例為85%。

- (iv) 於2020年7月6日，本公司董事會批准增資予廣東資本管理。於2020年7月6日，廣東資本管理完成資本變更登記。於2020年8月26日完成實繳增資後，廣東資本管理的註冊資本由人民幣60百萬元增至人民幣170百萬元。

於2020年5月14日，廣東資本管理與周素萍共同成立廣東中盈盛達數字科技有限公司，註冊資本人民幣20,000,000元。廣東資本管理投資人民幣18,000,000元，注資率為90.00%。

(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) Deregistration of subsidiary

On 3 December 2021, Join-Share (Hong Kong) Supply-Chain Service Co., Ltd. was deregistered.

### (c) Carrying amount of investments in subsidiaries in the company-level statement of financial position

		31 December 2021 2021年 12月31日 RMB'000 人民幣千元	31 December 2020 2020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	104,000
Yunfu Guarantee	雲浮擔保	70,634	70,634
Guangdong Capital Investment	廣東資本管理	170,000	170,000
Financial Holdings	金融控股	39,638	39,638
Shenzhen Engineering Guarantee	深圳工程擔保	200	200
		<b>501,272</b>	511,272

## 18 於子公司投資(續)

### (b) 註銷子公司

於2021年12月3日，中盈盛達（香港）供應鏈服務有限公司被註銷。

### (c) 公司層面的財務狀況表中於子公司投資之賬面價值

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 18 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

### (d) Material non-controlling interests

The following table lists out the information relating to Anhui Join-Share, Foshan Micro Credit, Zhongshan Join-Share and Yunfu Guarantee, the four subsidiaries of the Group which have material non-controlling interests. The summarised financial statements presented below represents the amounts before any inter-company elimination.

#### (i) Anhui Join-Share

		31 December 2021 2021年 12月31日 RMB'000 人民幣千元	31 December 2020 2020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	30,272	29,162
— Current assets	— 流動資產	180,407	185,459
— Non-current liabilities	— 非流動負債	(22,454)	(27,116)
— Current liabilities	— 流動負債	(30)	(18)
Net assets	淨資產	188,195	187,487
<b>Carrying amount of NCI</b>	<b>非控制性權益賬面 價值</b>	<b>70,227</b>	69,276

## 18 於子公司投資(續)

### (d) 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、中山中盈盛達及雲浮擔保四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。

#### (i) 安徽中盈盛達

(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)

(d) Material non-controlling interests (CONTINUED)

(d) 重大非控制性權益(續)

(i) Anhui Join-Share (CONTINUED)

(i) 安徽中盈盛達(續)

		2021	2020
		2021年	2020年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Gross amounts of the subsidiary:	子公司總額：		
— Revenue	— 收益	15,695	15,403
— Profit/(loss) for the year	— 年內利潤/(虧損)	8,575	(2,861)
— Total comprehensive income	— 全面收益總額	8,575	(2,861)
<b>Profit/(loss) allocated to NCI</b>	<b>分配至非控制性權益的利潤/(虧損)</b>	<b>3,168</b>	<b>(1,057)</b>
Cash flow from operating activities	經營活動所產生的現金流量	10,329	(14,562)
Cash flow from investment activities	投資活動所產生的現金流量	(228)	1,865
Cash flow from financing activities	融資活動所產生的現金流量	(5,555)	6,445
Net increase/(decrease) in cash and cash equivalents	貨幣資金增加/(減少)淨額	4,546	(6,252)



(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)

### (d) Material non-controlling interests (CONTINUED)

#### (ii) Foshan Micro Credit

		31 December 2021 2021年 12月31日 RMB'000 人民幣千元	31 December 2020 2020年 12月31日 RMB'000 人民幣千元
NCI percentage	非控制性權益百分比	44.75%	46.81%
Gross amounts of the subsidiary:	子公司總額：		
— Non-current assets	— 非流動資產	6,857	5,984
— Current assets	— 流動資產	429,860	398,514
— Non-current liabilities	— 非流動負債	(90,001)	(31)
— Current liabilities	— 流動負債	(65,994)	(125,239)
Net assets	淨資產	280,722	279,228
<b>Carrying amount of NCI</b>	<b>非控制性權益賬面價值</b>	<b>125,803</b>	<b>130,707</b>
		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Gross amounts of the subsidiary:	子公司總額：		
— Revenue	— 收益	49,512	50,236
— Profit for the year	— 年內利潤	18,055	15,121
— Total comprehensive income	— 全面收益總額	18,055	15,121
<b>Profit allocated to NCI</b>	<b>分配至非控制性權益的利潤</b>	<b>8,080</b>	<b>7,078</b>
Cash flow from operating activities	經營活動所產生的現金流量	(17,312)	40,465
Cash flow from investment activities	投資活動所產生的現金流量	(927)	(186)
Cash flow from financing activities	融資活動所產生的現金流量	1,967	(32,822)
Net (decrease)/increase in cash and cash equivalents	貨幣資金(減少)/增加淨額	(16,272)	7,457

## 18 於子公司投資(續)

### (d) 重大非控制性權益(續)

#### (ii) 佛山小額貸款

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

18 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

18 於子公司投資(續)

(d) Material non-controlling interests (CONTINUED)

(d) 重大非控制性權益(續)

(iii) Zhongshan Join-Share

(iii) 中山中盈盛達

		31 December 2021 2021年 12月31日 RMB'000 人民幣千元	31 December 2020 2020年 12月31日 RMB'000 人民幣千元
NCI percentage	非控制性權益百分比	—	20.00%
Gross amounts of the subsidiary:	子公司總額：		
— Non-current assets	— 非流動資產	9,918	9,285
— Current assets	— 流動資產	244,367	240,510
— Non-current liabilities	— 非流動負債	(4,980)	(6,482)
— Current liabilities	— 流動負債	(43,254)	(39,714)
Net assets	淨資產	206,051	203,599
<b>Carrying amount of NCI</b>	<b>非控制性權益賬面價值</b>	—	40,720
		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Gross amounts of the subsidiary:	子公司總額：		
— Revenue	— 收益	29,042	24,379
— Profit for the year	— 年內利潤	14,937	8,533
— Total comprehensive income	— 全面收益總額	10,407	2,914
<b>Profit allocated to NCI</b>	<b>分配至非控制性權益的利潤</b>	1,398	583
Cash flow from operating activities	經營活動所產生的現金流量	24,089	(72,402)
Cash flow from investment activities	投資活動所產生的現金流量	(816)	1,081
Cash flow from financing activities	融資活動所產生的現金流量	(13,500)	(14,000)
Net increase/(decrease) in cash and cash equivalents	貨幣資金增加/(減少)淨額	9,773	(85,321)

During the year ended 31 December 2021, the Company's effective equity interest in Zhongshan Join-share increased to 100%. Details are set out in Note 27.

於截至2021年12月31日止年度，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)

(d) Material non-controlling interests (CONTINUED)

(iv) Yunfu Guarantee

		31 December 2021 2021年 12月31日 RMB'000 人民幣千元	31 December 2020 2020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	695	1,190
— Current assets	— 流動資產	148,930	147,808
— Non-current liabilities	— 非流動負債	(75)	(258)
— Current liabilities	— 流動負債	(12,229)	(10,407)
Net assets	淨資產	137,321	138,333
<b>Carrying amount of NCI</b>	<b>非控制性權益賬面價值</b>	<b>65,291</b>	<b>63,840</b>
		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Gross amounts of the subsidiary:	子公司總額：		
— Revenue	— 收益	10,903	12,933
— Profit for the year	— 年內利潤	4,688	8,733
— Total comprehensive income	— 全面收益總額	4,688	8,733
<b>Profit allocated to NCI</b>	<b>分配至非控制性權益的利潤</b>	<b>2,164</b>	<b>4,030</b>
Cash flow from operating activities	經營活動所產生的現金流量	4,823	17,152
Cash flow from investment activities	投資活動所產生的現金流量	1,620	3,980
Cash flow from financing activities	融資活動所產生的現金流量	(5,700)	(4,600)
Net increase in cash and cash equivalents	貨幣資金增加淨額	743	16,532

18 於子公司投資(續)

(d) 重大非控制性權益(續)

(iv) 雲浮擔保

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 19 INTERESTS IN ASSOCIATES

The Group's interests in associates are as follows:

		At 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元	At 31 December 2020 於2020年 12月31日 RMB'000 人民幣千元
Foshan Zhongsheng	佛山中盛	11,505	18,790
Shenzhen Bangli	深圳邦利	12,422	11,927
Yiliantong Supply Chain	壹鏈通供應鏈	2,170	1,599
Changtong Medical Examination	廣州昶通醫學檢驗	1,724	1,707
Kuiniudingsheng Company Management(i)	夔牛鼎盛企業管理(i)	5,661	—
Weicheng Network Technology(ii)	衛城網絡科技(ii)	4,307	—
Tongchuangzhiyuan Business Management(iii)	同創致遠商業管理(iii)	100	—
Chuangyuan Supply Chain(iv)	佛山創元供應鏈(iv)	—	—
		<b>37,889</b>	<b>34,023</b>

## 19 於聯營公司的權益

本集團於聯營公司的權益如下：

### (a) Establishment/acquisition of associates

- (i) During year ended 31 December 2021, Guangdong Capital Investment purchased 38.12% share of Kuiniudingsheng Company Management at a consideration of RMB5,661,000 and held 38.12% equity interests in Kuiniudingsheng Company Management.
- (ii) On 8 April 2021, Guangdong Supply Chain subscribed RMB5,000,000 of capital of Weicheng Network Technology and held 20% equity interests. By 31 December 2021, the subscription money has been paid.
- (iii) During year ended 31 December 2021, Foshan Consultancy established Tongchuangzhiyuan Business Management at a consideration of RMB100,000 and held 20.00% equity interests in Tongchuangzhiyuan Business Management.
- (iv) As at 31 December 2021, 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 2020: nil).

### (a) 成立／收購聯營公司

- (i) 於截至2021年12月31日止年度，廣東資本管理以人民幣5,661,000元的對價購買夔牛鼎盛企業管理38.12%的股份，並持有夔牛鼎盛企業管理38.12%的股權。
- (ii) 於2021年4月8日，廣東供應鏈認購衛城網絡科技的股本人民幣5,000,000元，並持有20%股權。於2021年12月31日前，已支付認購款項。
- (iii) 於截至2021年12月31日止年度，佛山投融資以人民幣100,000元的對價成立同創致遠商業管理，並持有其20.00%的股權。
- (iv) 於2021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2020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)

### (a) 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)

### (a) 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 2021 於2021年12月31日已擁有權益比例					
			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	Principal activities 主要業務
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 Changtong Medical Examination Co., Ltd. ("Changtong Medical Examination") (廣州昶通醫學檢驗有限公司)	Guangzhou	25 July 2016 the PRC	RMB 5,000,000	RMB 2,242,500	46%	—	46%	Supply chain services
廣州昶通醫學檢驗有限公司 (「廣州昶通醫學檢驗」)	廣州	2016年7月25日 中國	人民幣 5,000,000元	人民幣 2,242,500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



(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)

### (a) 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 2021 於2021年12月31日已擁有權益比例					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	
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
Shenzhen Kuiniudingsheng Company Management LLP (“Kuiniudingsheng Company Management”) (深圳賽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
(深圳賽牛鼎盛企業管理合夥企業(有限合夥)) (「賽牛鼎盛企業管理」)	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 500,000	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 500,000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.

\* 各公司的英文譯名僅供參考。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。

(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)

### (a) Establishment/acquisition of associates (CONTINUED)

Aggregate information of individually immaterial associates:

		31 December 2021 2021年 12月31日 RMB'000 人民幣千元	31 December 2020 2020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	37,889	34,023
		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Aggregate amounts of the Group's share of profit of these associates: (Loss)/profit 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)/溢利及全面收入總額	(3,022)	15,108
Investment losses from disposal of an associate	出售聯營公司的投資虧損	—	(15,624)

## 19 於聯營公司的權益(續)

### (a) 成立/收購聯營公司(續)

個別非重大聯營公司的綜合資料：

(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

		Motor vehicles	Buildings held for own use	Office and other equipment	Leasehold improvements	Other properties leased for own use	Total fixed assets
		汽車	自用建築	其他設備	租賃裝修	其他自用租賃資產	固定資產總額
		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
<b>Cost:</b>	<b>成本：</b>						
At 1 January 2020	於2020年1月1日	2,021	5,013	5,939	12,527	16,480	41,980
Additions	增加	—	—	453	27	2,740	3,220
Disposals	處置	—	—	(33)	—	(880)	(913)
At 31 December 2020 and 1 January 2021	於2020年12月31日及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	於2021年12月31日	2,021	5,960	5,146	12,554	19,817	45,498
<b>Accumulated depreciation:</b>	<b>累計折舊：</b>						
At 1 January 2020	於2020年1月1日	(1,159)	(843)	(3,520)	(10,707)	(5,519)	(21,748)
Charge for the year	年內計提	(235)	(238)	(787)	(1,119)	(5,165)	(7,544)
Written back on disposals	處置撥回	—	—	31	—	452	483
At 31 December 2020 and 1 January 2021	於2020年12月31日及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	於2021年12月31日	(1,647)	(1,570)	(3,635)	(12,403)	(5,377)	(24,632)
<b>Net book value:</b>	<b>賬面淨值：</b>						
At 31 December 2020	於2020年12月31日	627	3,932	2,083	728	8,108	15,478
At 31 December 2021	於2021年12月31日	374	4,390	1,511	151	14,440	20,866

During the year ended 31 December 2021, a building was transferred from investment property to fixed assets with a cost of RMB947,000 and an accumulated depreciation of RMB217,000 (2020: RMB nil), because it was no longer under lease and became occupied by the Group.

#### Impairment losses

During the year ended 31 December 2021, no impairment loss of equipment was recognised (2020: RMB nil).

於截至2021年12月31日止年度，一棟樓宇由投資性房地產轉撥至固定資產，成本為人民幣947,000元及累計折舊人民幣217,000元(2020年：人民幣零元)，因為其不再處於租賃狀態及由本集團佔用。

#### 減值損失

截至2021年12月31日止年度，並無確認任何設備減值損失(2020年：人民幣零元)。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 20 FIXED ASSETS (CONTINUED)

### (b) Right-of-use assets

The analysis of the net book value of right-of-use assets by class of underlying asset is as follows:

		31 December 2021 2021年 12月31日 RMB'000 人民幣千元	31 December 2020 2020年 12月31日 RMB'000 人民幣千元
Included in "fixed assets":	「固定資產」包括：		
Ownership interests in leasehold land and buildings held for own use, carried at depreciated cost, with remaining lease term of:	於租賃土地及持作自用的樓宇的所有權權益(按折舊成本列值)，餘下租期：		
— Under 10 years	— 10年內	14,135	8,003
Vehicle, carried at depreciated cost	車輛(按折舊成本列值)	305	105
		<b>14,440</b>	<b>8,108</b>

The analysis of expense items in relation to leases recognised in profit or loss is as follows:

		2021 2021年 RMB'000 人民幣千元	2020 2020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	4,308	4,924
Vehicle	車輛	137	241
		<b>4,445</b>	<b>5,165</b>
Interest on lease liabilities	租賃負債利息	<b>398</b>	498

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 RMB11,348,000.

按相關資產類別劃分的使用權資產賬面淨值分析如下：

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11,348,000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)

## 20 FIXED ASSETS (CONTINUED)

### (b) Right-of-use assets (CONTINUED)

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)

### (b) 使用權資產(續)

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。

## 21 INTANGIBLE ASSETS

### (a) Reconciliation of carrying amount.

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
<b>Cost:</b>	<b>成本：</b>		
At the beginning of the year	於年初	13,028	10,982
Additions	增加	4,186	2,046
At the end of the year	於年末	17,214	13,028
<b>Accumulated amortisation:</b>	<b>累計攤銷：</b>		
At the beginning of the year	於年初	(10,625)	(7,200)
Charge for the year	年內計提	(2,351)	(3,425)
At the end of the year	於年末	(12,976)	(10,625)
<b>Net book value:</b>	<b>賬面淨值：</b>		
At the end of the year	於年末	4,238	2,403
At the beginning of the year	於年初	2,403	3,782

### (b) Impairment losses

During the year 2021, no impairment loss of intangible assets was recognized (2020: nil).

## 21 無形資產

### (a) 賬面價值對賬

### (b) 減值損失

於2021年，並無確認任何無形資產減值損失(2020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:

			2021 2021年 RMB'000 人民幣千元	2020 2020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% (2020: 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% (2020: 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 2021 於2021年 12月31日 RMB'000 人民幣千元	At 31 December 2020 於2020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	69,415	137,793
Total	總額	69,415	137,793

## 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(2020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%(2020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:

		At 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元	At 31 December 2020 於2020年 12月31日 RMB'000 人民幣千元
Bank loans	銀行貸款		
— Unsecured	— 無抵押	69,300	117,500
Other loans	其他貸款	—	20,000
		69,300	137,500
Accrued interest payable	應計應付利息	115	293
		69,415	137,793

At 31 December 2021, loans bear interest at a range from 3.92% to 7.50% (2020: 3.85% to 11.50%) per annum and are guaranteed.

## 23 計息借款(續)

本集團的計息借款分析如下：

於2021年12月31日，計息貸款按3.92%至7.50%（2020年：3.85%至11.50%）的年利率計息且有擔保。

## 24 LIABILITIES FROM GUARANTEES

		Note	At 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元	At 31 December 2020 於2020年 12月31日 RMB'000 人民幣千元
Deferred income	遞延收益		164,875	129,777
Provisions for guarantee losses	擔保賠償準備金	(a)	75,294	65,045
			240,169	194,822

### (a) Provisions for guarantee losses

		At 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元	At 31 December 2020 於2020年 12月31日 RMB'000 人民幣千元
As at 1 January	於1月1日	65,045	62,234
Charge for the year	年內扣除	10,249	2,811
As at 31 December	於12月31日	75,294	65,045

## 24 擔保負債

### (a) 擔保賠償準備金

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 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、工信部、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 2021 於2021年 12月31日 RMB'000 人民幣千元	At 31 December 2020 於2020年 12月31日 RMB'000 人民幣千元
		Note 附註		
Accrued staff cost	應付職工薪酬		35,842	36,529
Accounts payable	應付款項	(i)	9,058	8,294
Contract liabilities	合約負債	(ii)	9,928	8,833
Consulting service expense payable	應付諮詢服務費		6,463	22,789
Notes payable	應付票據	(iii)	6,000	—
Dividends payable	應付股息		4,043	6,014
Income tax payable	應付所得稅		10,394	1,763
Withholding income tax	預扣所得稅		446	334
Payable to customers	應付客戶款項		3,677	236
Others	其他		18,364	17,659
<b>Total</b>	<b>合計</b>		<b>104,215</b>	<b>102,451</b>

(i) As of 31 December 2021, the ageing of accounts payable (based on the invoice date) amounting to RMB4.52 million (31 December 2020: RMB7.10 million) was within 1 year (inclusive), RMB3.46 million (31 December 2020: RMB1.19 million) were over 1 year but within 3 years and the rest were over 3 years.

### (ii) Contract liabilities

			At 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元	At 31 December 2020 於2020年 12月31日 RMB'000 人民幣千元
		Note 附註		
Guarantee service and financing consultation service	擔保服務及融資諮詢服務		9,928	8,833
			<b>9,928</b>	<b>8,833</b>

## 25 存入保證金及應計及其他應付款項(續)

### (b) 應計及其他應付款項

(i) 截至2021年12月31日，應付賬款(按發票日期計算)賬齡為人民幣4.52百萬元(2020年12月31日：人民幣7.10百萬元)在一年內(含一年)，人民幣3.46百萬元(2020年12月31日：人民幣1.19百萬元)為一年以上但在3年內，其餘為3年以上。

### (ii) 合約負債

(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)

#### (ii) Contract liabilities (CONTINUED)

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.

#### (iii) Notes payable

Notes payables are expected to be settled within one year.

## 26 DEBT SECURITIES ISSUED

		At 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元	At 31 December 2020 於2020年 12月31日 RMB'000 人民幣千元
Corporate Bonds — Par Value	公司債券 — 面值	260,000	—
Corporate Bonds — Interest Adjustment	公司債券 — 利息調整	(891)	—
Corporate Bonds — Accrued Interest	公司債券 — 應計利息	9,601	—
		<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. The coupon rate is 4.60% 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 2021, the fair value of corporate bonds amounted to RMB264,485,260.

## 25 存入保證金及應計及其他應付款項(續)

### (b) 應計及其他應付款項(續)

#### (ii) 合約負債(續)

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。

#### (iii) 應付票據

應付票據預期於一年結算。

## 26 應付債券

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%。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2021年12月31日，公司債券的公允價值為人民幣264,485,260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 2021 於2021年 12月31日 RMB'000 人民幣千元	At 31 December 2020 於2020年 12月31日 RMB'000 人民幣千元
Other financial instruments	其他金融工具	111,332	55,404
Accrued interest	應計利息	—	3,960
		<b>111,332</b>	<b>59,364</b>

Pursuant to a series of shareholders' agreements entered into by the Group with other third-party shareholders of Zhongshan Join-Share in prior years, Zhongshan Health Science and Technology Industrial Base Development Co., Ltd. ("Zhongshan Health"), one of the shareholders of Zhongshan Join-Share, was entitled to a 6% fixed return of its capital contribution during the period from 31 December 2015 to 31 December 2023. In addition, the Company was obligated to repurchase part of Zhongshan Health's capital contribution based on an agreed repayment schedule during the aforementioned period. On initial recognition, the Company recognised the financial liability at the present value of the redemption amount and recognised the difference between the consideration received from Zhongshan Health and the above liability as equity. Any changes in the carrying amount of the financial liability was recorded in interest expense.

根據本集團在以前年度與中山中盈盛達的其他第三方股東簽訂的一系列股東協議，中山中盈盛達的股東之一中山市健康科技產業基地發展有限公司（「中山健康」）於2015年12月31日至2023年12月31日期間有權按其出資額的6%獲得固定回報。此外，在上述期間，本公司有義務根據商定的還款時間表回購中山健康的部分出資。於初始確認時，本公司按贖回金額的現值確認金融負債，並將從中山健康收取的對價與上述負債之間的差額確認為權益。金融負債賬面價值的任何變動均計入利息支出。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 27 OTHER FINANCIAL INSTRUMENTS (CONTINUED)

In September 2021, the Group entered into additional shareholders' agreements with other 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 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 on capital contribution to Zhongshan Health, the Company shall complement the difference between the distributable profits of Zhongshan Join-Share for the year and the minimum return on Zhongshan Health's capital contribution. In the meantime, the Group's previous repurchase arrangement of Zhongshan Health's remaining contribution was cancelled. However, Zhongshan Health's capital contribution shall be repurchased in full or by part by the Company when Zhongshan Join-Share's guarantee default rate reaches 5% or above in three consecutive years or Zhongshan Join-Share's net asset as at the end of any accounting year 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 repurchase. In the event the Company does not exercise the repurchase upon the occurrence of the above trigger events, Zhongshan Health has a right to require liquidation of 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 per share on the date of its liquidation.

The Company determines the arrangement of the 2021 Shareholders' Agreements leading to a material change to the original financial liability. Accordingly, The Company derecognized original financial instrument and recognized a new financial liability. As of the date of change, the difference between the carrying amount of the original financial instrument and the new financial liability amounting to RMB4,572,000 was accounted as part of the Group's equity.

## 27 其他金融工具(續)

於2021年9月，本集團與中山中盈盛達的其他股東另行簽訂股東協議（「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股東收購中山中盈盛達5%的股權，對價分別為人民幣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%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，若當年可分配利潤無法滿足中山健康的最低出資回報要求，本公司應向中山健康補足中山中盈盛達當年可分配利潤與中山健康最低出資回報之間的差額。同時，先前有關本集團對中山健康餘下出資的回購安排已予撤銷。然而，當中山中盈盛達的損失率連續三年達到或超過5%或中山中盈盛達於任一會計年度期末淨資產降至註冊資本的80%以下時，本公司需全部或部分回購中山健康的出資，回購價格應等於中山中盈盛達於回購日的每股淨資產。若本公司於上述觸發事件發生時未行使回購，則中山健康有權要求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。

本公司確定2021年股東協議的安排導致對原金融負債的重大變更。因此，本公司已終止確認原金融工具，並確認一項新的金融負債。於變更日，原金融工具的賬面價值與新金融負債之間的差額人民幣4,572,000元入賬列作本集團權益的一部分。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 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 2021 於2021年 12月31日 RMB'000 人民幣千元	At 31 December 2020 於2020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	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 Group enjoys a variable return on the trust schemes in the form of a guarantee fee by providing a financial guarantee for the underlying investments of the Trust Plans and a guarantee of trust returns for the investors of the Trust Plans. 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.

The Group shares joint control with the Third Party over the Trust Plans as the Group and Third Party jointly handle such matters as review and approval of the underlying investments, and management of risk of defaults. In addition, the Group considers 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.

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」)簽訂了一系列協議。根據該等安排，本集團通過為信託計劃的底層投資提供財務擔保以及為信託計劃的投資者提供信託收益的保證，以擔保費的形式享有該等信託計劃的可變回報。該等信託計劃由指定投資者提供資金，其底層投資主要包括為企業提供的質押貸款。

由於本集團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，本集團與第三方共同控制上述信託計劃。此外，本集團認為其於上述信託計劃的權益回報不同於普通股權益，因此將該等權益作為金融工具核算。

(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)

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)

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	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	Registered capital 註冊資本 unaudited (未經審核)	Paid-in capital 實繳股本 unaudited (未經審核)	Proportion of ownership interest As at 31 December 2021 所有權益比例 於2021年12月31日			Principal activities 主要業務
					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	
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」)	Trust plan 信託計劃	June 2021 the PRC 2021年6月中國	RMB134,100,000 人民幣 134,100,000元	RMB134,100,000 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") 雲南信託一清泉48號單一資金信託計劃 (「雲南信託一清泉48號」)	Trust plan 信託計劃	January 2021 the PRC 2021年1月中國	RMB50,000,000 人民幣 50,000,000元	RMB50,000,000 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") 雲南信託一清泉37號單一資金信託計劃 (「雲南信託一清泉37號」)	Trust plan 信託計劃	March 2021 the PRC 2021年3月中國	RMB161,000,000 人民幣 161,000,000元	RMB161,000,000 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)

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:

		At 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元	At 31 December 2020 於2020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	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	16,384	—

As of 31 December 2021, the Company's maximum potential loss in relation to the financial guarantees issued the Trust Plans amounted to RMB338,427,000, which would be recognised if the underlying investments of the Trust Plans default completely.

## 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，以及合併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：

截至2021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 2021:

## 29 租賃負債

下表顯示於2021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 2021 2021年12月31日		31 December 2020 2020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	5,327	5,966	4,376	4,669
After 1 year but within 2 years	一年後但於兩年內	5,467	5,818	1,923	2,065
After 2 years but within 5 years	兩年後但於五年內	4,252	4,466	1,851	1,915
		9,719	10,284	3,774	3,980
		15,046	16,250	8,150	8,649
Less: total future interest expenses	減：未來利息開支總額		(1,204)		(499)
Present value of lease liabilities	租賃負債現值		15,046		8,150

(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

### 30 綜合財務狀況表的所得稅

(a) Movements in current taxation in the consolidated statement of financial position are as follows:

(a) 當期稅項於綜合財務狀況表的變動如下：

		At 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元	At 31 December 2020 於2020年 12月31日 RMB'000 人民幣千元
	Note 附註		
Balance of income tax payable at the beginning of the year	年初應付所得稅餘額	1,763	(12,877)
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	50,394	62,254
Income tax paid during the year	年內已繳納所得稅	(41,763)	(47,614)
Balance of income tax payable at the end of the year	年末應付所得稅餘額	10,394	1,763

(b) Deferred tax assets and liabilities recognised:

(b) 已確認遞延稅資產及負債：

The components of deferred tax (liabilities)/assets recognised in the consolidated statement of financial position and the movements during the years ended 31 December 2021 and 2020 are as follows:

於綜合財務狀況表確認的遞延稅(負債)/資產項目及於截至2021年及2020年12月31日止年度的變動如下：

		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	Re-guarantee fee	Interest in associates	Total	Interest in associates		
Note	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000		
At 1 January 2021	於2021年1月1日	(481)	43,635	14,543	2,217	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)	1,861	2,221	(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	16,404	2,712	124	2,710	69,134	(159)	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)

### 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			
		Note	Liabilities from guarantees		Impairment loss	Salaries payable	Financial instrument	Re-guarantee fee	Interest in associates	Total		Interest in associates
			RMB'000	RMB'000								
附註	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			
At 1 January 2020	於2020年1月1日	(14,583)	37,027	12,468	(3,049)	538	637	33,038	(2,861)	30,177		
Recognised to the consolidated statement of profit or loss	於綜合損益表確認	5(a)	14,102	6,608	2,075	276	354	(63)	23,352	2,685	26,037	
Charged to reserves	計入公積		—	—	—	4,990	—	—	4,990	—	4,990	
At 31 December 2020	於2020年12月31日		(481)	43,635	14,543	2,217	892	574	61,380	(176)	61,204	

#### (c) Reconciliation to the consolidated statement of financial position:

#### (c) 與綜合財務狀況表之對賬：

		At 31 December 2021	At 31 December 2020
		於2021年12月31日	於2020年12月31日
		RMB'000	RMB'000
		人民幣千元	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之遞延所得稅資產淨值	69,049	61,344
Net deferred tax liabilities recognised in the consolidated statement of financial position	於綜合財務狀況表確認之遞延所得稅負債淨額	(74)	(140)
		68,975	61,204

(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

本集團年初及年末各項目的綜合權益的對賬載列於綜合權益變動表。本公司權益個別項目由年初至年末的變動詳情載列如下：

		Share capital 股本 RMB'000 人民幣千元 Note 31(c) 附註31(c)	Share premium 股本溢價 RMB'000 人民幣千元 Note 31(d)(i) 附註31(d)(i)	Surplus reserve 盈餘公積 RMB'000 人民幣千元 Note 31(d)(iv) 附註31(d)(iv)	General reserve 一般風險準備 RMB'000 人民幣千元 Note 31(d)(v) 附註31(d)(v)	Retained earnings 留存收益 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
<b>Balance at 31 December 2019</b>	<b>於2019年12月31日的餘額</b>	1,560,793	133,773	118,479	118,613	154,767	2,086,425
<b>Changes in equity for 2020:</b>	<b>2020年的權益變動：</b>						
Profit for the year	年內利潤	—	—	—	—	94,569	94,569
Total comprehensive income	全面收益總額	—	—	—	—	94,569	94,569
Issue of ordinary shares	發行普通股	—	—	—	—	—	—
Appropriation to surplus reserve	提取盈餘公積	—	—	9,457	—	(9,457)	—
Appropriation to general reserve	提取一般風險準備	—	—	—	9,457	(9,457)	—
Dividends approved in respect of the previous year	上一年度已批准的股息	—	—	—	—	(93,660)	(93,660)
<b>Balance at 31 December 2020</b>	<b>於2020年12月31日的餘額</b>	1,560,793	133,773	127,936	128,070	136,762	2,087,334

(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)

#### (a) Movements in components of equity (CONTINUED)

		Share capital 股本 RMB'000 人民幣千元 Note 31(c) 附註31(c)	Share premium 股本溢價 RMB'000 人民幣千元 Note 31(d)(i) 附註31(d)(i)	Surplus reserve 盈餘公積 RMB'000 人民幣千元 Note 31(d)(iv) 附註31(d)(iv)	General reserve 一般風險準備 RMB'000 人民幣千元 Note 31(d)(v) 附註31(d)(v)	Retained earnings 留存收益 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
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
Changes in equity for 2021:	2021年的權益變動：						
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

#### (b) Dividends

In accordance with the resolution of the Company's board of directors' meeting on 25 March 2022, the proposed dividends appropriations for the year ended 31 December 2021 are as follows:

- Cash dividends of RMB78,039,634 (2020: RMB93,647,561) to all shareholders representing RMB0.050 (2020: RMB0.060) per share before tax.

The profit appropriation resolution mentioned above has yet to be approved by the Company's shareholders.

### 31 資本、儲備及股息(續)

#### (a) 權益項目變動(續)

#### (b) 股息

根據本公司於2022年3月25日之董事會決議案，截至2021年12月31日止年度建議派付股息如下：

- 向所有股東宣派現金股息人民幣78,039,634元(2020年：人民幣93,647,561元)，即每股稅前人民幣0.050元(2020年：人民幣0.060元)。

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 2021 and 2020 are as below:

		31 December 2021 2021年12月31日		31 December 2020 2020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2021年及2020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.

##### (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).

#### (d) 儲備性質及目的

##### (i) 股本溢價

股本溢價指股本／本公司股份面值與股東投入資本／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。

##### (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。

(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)

#### (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.

#### (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.

## 31 資本、儲備及股息(續)

### (d) 儲備性質及目的(續)

#### (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(「中國財政部」)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。

#### (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(根據中國財政部頒發的企業會計準則及其他相關規例而釐定)的10%，以彌補其資產可能出現的虧損。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

### 31 CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

#### (d) Nature and purpose of reserves (CONTINUED)

##### (v) *General reserve (CONTINUED)*

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.

#### (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 2021 and 2020.

### 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(續)

根據相關的中國財政部通告，佛山小額貸款須預留一般風險儲備以彌補資產可能發生的損失，而一般風險儲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

其他權益工具為本集團發行的複合金融工具的權益部分(見附註27)。

#### (e) 資本管理

本集團在資本管理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2021年及2020年12月31日止年度內，本集團資本管理的方法並無改變。

(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 (CONTINUED)

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.

## 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.

## 31 資本、儲備及股息(續)

### (e) 資本管理(續)

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。

## 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。

(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:*

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.

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：*

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。

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，他們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。



(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)*

Guarantees issued: at the end of each reporting period, the total maximum guarantees issued (net of counter-guarantees) are as follows:

		31 December 2021 2021年 12月31日 RMB'000 人民幣千元	31 December 2020 2020年 12月31日 RMB'000 人民幣千元
Performance guarantee	履約擔保	6,171,385	6,695,054
Financing guarantee	融資擔保	4,036,231	2,770,194
Litigation guarantee	訴訟擔保	13,092	140,000
Subtotal	小計	<b>10,220,708</b>	9,605,248
Less: Customer pledged deposits	減：存入保證金	<b>(253,002)</b>	(271,725)
Total	合計	<b>9,967,706</b>	9,333,523

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)*

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：

已發出的最高擔保總額指交易對手未能完全按合約履行責任時應確認的最高潛在虧損。

(Expressed in RMB'000 unless otherwise indicated) / (除文義另有所指外，均以人民幣千元列示)

## 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 2021 and 2020 are as follows:

## 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：*

於2021年及2020年12月31日按行業劃分的擔保信用風險的最高承擔額(扣除反擔保)如下：

		31 December 2021		31 December 2020	
		2021年12月31日		2020年12月31日	
		RMB'000	%	RMB'000	%
		人民幣千元	%	人民幣千元	%
Construction	建造業	4,349,223	43%	5,370,792	56%
Real estate	房地產	1,482,638	14%	911,667	8%
Manufacturing	製造業	1,163,877	11%	830,344	8%
Wholesale	批發	688,249	7%	641,943	7%
Technology services	技術服務業	201,298	2%	207,747	2%
Leasing and commercial services	租賃及商業服務	286,451	3%	240,493	3%
Retail	零售業	382,678	4%	276,680	3%
Service industry	服務業	47,921	1%	58,584	1%
Agriculture	農業	38,371	1%	44,738	1%
Transportation warehousing and postal service	交通運輸、倉庫業及郵政服務	53,538	1%	45,744	1%
Finance	金融	305,592	3%	345,532	4%
Others	其他	1,220,872	10%	630,984	6%
Total of guarantees issued	發出的擔保合計	10,220,708	100%	9,605,248	100%

(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.

#### ***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 over 7 days), whether the market price has been falling to assess deterioration.

## 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，預期信貸虧損取決於該金融工具的信用風險自初始確認後是否出現大幅提高。

#### ***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的損失階段劃分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、內外部信用評級、償債能力、經營能力、合約條款、還款行為等。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確認日發生違約的風險，以確定金融資產預計存續期內發生違約風險的變化情況。本集團通過減值損失的違約概率是否大幅上升、金融資產是否逾期(不包括逾期超過7日的小額貸款)、市場價格是否連續下跌等其他表明信用風險顯著增加情況以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。

(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)

#### *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;
- 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.

## 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*

- 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；
- 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」)的金額等於12個月的預期信貸虧損或存續期的預期信貸虧損，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，客戶及其項下資產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，預計違約導致的損失金額佔風險暴露的比例。

(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)*

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.

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)*

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。

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估值採用貼現現金流法，如果有客觀證據顯示出現減值損失，虧損金額以資產賬面金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) 利率風險概況

		31 December 2021 2021年 12月31日 RMB'000 人民幣千元	31 December 2020 2020年 12月31日 RMB'000 人民幣千元
Fixed interest rate	固定利率		
Financial assets	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	299,594	405,043
— Pledged bank deposits	— 存出擔保保證金	483,179	191,726
— Trade and other receivables	— 應收及其他應收款項	159,865	276,984
— Loans and advances to customers	— 發放貸款及墊款	613,110	499,992
— Factoring receivables	— 應收保理款項	174,408	180,700
— Receivable investments	— 應收款項類投資	25,837	25,837
— Financial assets measured at FVPL	— 按公允價值計入損益計量的金融資產	25,024	90,905
		<b>1,781,017</b>	1,671,187
Financial liabilities	金融負債		
— Other financial instruments	— 其他金融工具	—	(55,404)
— Notes payable	— 應付票據	(6,000)	—
— Debt securities issued	— 應付債券	(268,710)	—
		<b>(274,710)</b>	(55,404)
Net	淨值	<b>1,506,307</b>	1,615,783
Variable interest rate	浮動利率		
Financial assets	金融資產		
— Cash at banks	— 銀行存款	782,416	649,334
— Pledged bank deposits	— 存出擔保保證金	76,397	331,361
— Receivable investments	— 應收款項類投資	1,460	50,680
		<b>860,273</b>	1,031,375
Financial liabilities	金融負債		
— Other financial instruments	— 其他金融工具	(111,332)	—
— Interest-bearing borrowings	— 計息借款	(69,300)	(137,500)
		<b>(180,632)</b>	(137,500)
Net	淨值	<b>679,641</b>	893,875
Total net financial assets	淨金融資產總額	<b>2,185,948</b>	2,509,658
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>69%</b>	64%

(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 2021, 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 RMB2,642,490 (2020: RMB3,692,930).

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2021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2,642,490元(2020年：人民幣3,692,930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計息的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 2021 2021年12月31日							
		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
Carrying amount									
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	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
<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	提供的擔保								
Maximum amount guaranteed*	擔保上限金額*		10,220,708	832,942	—	1,101,859	3,529,568	4,756,339	—

(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)

#### (ii) Contractual undiscounted cash flow (CONTINUED)

		31 December 2020 2020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
							三個月	一年至五年	
	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	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
<b>Liabilities</b>	<b>負債</b>								
Customer pledged deposits	存入保證金	271,725	271,725	248,308	9,283	1,449	6,026	6,659	—
Other financial instruments	其他金融工具	59,364	60,920	—	—	—	27,460	33,460	—
Interest-bearing borrowings	計息借款	137,793	143,579	—	—	20,296	123,283	—	—
Other financial liabilities	其他金融負債	42,018	42,018	—	—	—	29,807	12,211	—
<b>Total</b>	<b>合計</b>	<b>510,900</b>	<b>518,242</b>	<b>248,308</b>	<b>9,283</b>	<b>21,745</b>	<b>186,576</b>	<b>52,330</b>	<b>—</b>
Guarantee issued	提供的擔保								
Maximum amount guaranteed*	擔保上限金額*		9,605,248	253,865	—	1,448,345	3,834,613	4,068,425	—

\* 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不會被要求履行償還義務，故負債的上限金額並不表示預期未來現金流出量。



(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)

### (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.

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.

## 32 財務風險管理及金融工具的公允價值(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。

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。各金融工具公允價值計量中的層次取決於對計量整體具有重大意義的最低層的輸入值。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。

(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)

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.

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)

第二層次估值：使用第二層次數據計量的公允價值，即不符合第一層次的可觀察數據及未有採用不可觀察的重要數據。不可觀察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數據計量的公允價值。

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未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 2021 2021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	—	—	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
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)

(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 2020 2020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 assets	經常性公允價值計量資產				
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	—	—	41,050	41,050
Financial assets measured at FVPL	按公允價值計入損益計量的金融資產	—	—	90,905	90,905
Liabilities:	負債				
Financial liabilities measured at FVPL	按公允價值計入損益計量的金融負債	—	—	—	—

#### 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:

#### 第三層次公允價值計量資料

第三層次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。第三層次公允價值計量的定量資料如下：

	Fair value as at 31 December 2021 於2021年12月31日 的公允價值	Fair value as at 31 December 2020 於2020年12月31日 的公允價值	Valuation techniques 估值技術	Significant unobservable input 重大不可觀察數據
Unlisted equity instruments	79,072	41,050	Comparable transactions 可資比較交易	Discount for lack of marketability 缺乏流通性折價
非上市權益工具	79,072	41,050		
Convertible bonds	25,024	90,905	Discounted cash flow 折現現金流量	Risk-adjusted discount rate 風險調整折現率
可轉換債券	25,024	90,905		
Interest in joint ventures	(16,384)	—	Discounted cash flow 折現現金流量	Future cashflow & Risk-adjusted discount rate 未來現金流量及風險調整折現率
於合營企業的權益	(16,384)	—		

(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 2021 and 2020, 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 2021, 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2021年及2020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數據。於2021年12月31日，未來現金流量及風險調整折現率等不可觀察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數據的變動而波動。

第三層次金融工具的不可觀察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:

## 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，第三層次金融工具的公允價值變動如下：

		2021 2021年 RMB'000 人民幣千元	2020 2020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	41,050	65,009
Payment for purchases	購買	25,300	10,000
Proceeds from sales	銷售所得	(251)	(13,999)
Net unrealised gains or losses recognised in other comprehensive income for during the year	本年度於其他全面收益確認的未變現收益或損虧淨額	6,903	(19,960)
As at 31 December	於12月31日	73,002	41,050
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	90,905	127,008
Payment for purchases	購買	6,070	70,000
Proceeds from sales	銷售所得	(65,500)	(105,000)
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	(381)	(1,103)
As at 31 December	於12月31日	31,094	90,905
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	—	—
Payment for purchases	購買	(2,930)	—
Proceeds from sales	銷售所得	—	—
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	(13,454)	—
As at 31 December	於12月31日	(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	(13,406)	(139)



(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 2021 and 2020, 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 2021 and 2020.

## 33 COMMITMENTS AND CONTINGENT LIABILITIES

### Litigations and disputes

In the second half of 2021, a group of individual investors initiated an arbitration against the Company in respect of their overdue lending with principals and interests amounted to a total of RMB6,900,000 to a third party which was guaranteed by the Company. The Company denies any liability in respect of the arbitration, based on legal advice, the directors of the Company do not believe it probable that the court will find against them. No provision has therefore been made in respect of this claim.

As at 31 December 2020, the Group had no outstanding litigation or disputes in which the Group was a defendant.

## 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2021年及2020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2020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

於2021年下半年，一組個人投資者就由本公司擔保的第三方貸款共計人民幣6,900,000元逾期還本付息向本公司提起仲裁。本公司否認與仲裁有關的任何責任，根據法律意見，本公司董事認為法院不太可能作出不利於他們的裁決。因此，沒有該索賠作出任何撥備。

於2020年12月31日，本集團並無作為被起訴方的未決訴訟或糾紛。

(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

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
	Note 附註		
Key management personnel remuneration	(i)	9,918	8,912

(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 relevant notes.

### 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披露的最高薪酬僱員。

(ii) 所有與關鍵管理人員之間的餘額於相關附註中披露。

(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) 與關聯方之間的交易**

		2021	2020
		2021年	2020年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Cash received for disposal to related parties	出售予關聯方的應收現金	—	114,341
Additions of interest-bearing borrowings	新增計息借款	90,865	100,000
Decrease of interest-bearing borrowings	計息借款減少	(106,305)	(48,500)
Additions of other receivables	新增其他應收款項	14,219	—
Decrease of other receivables	其他應收款項減少	(12,705)	(15,000)
Additions of prepayment	新增預付款項	56,427	14,400
Additions of other payables	新增其他應付款項	17,580	—
Decrease of other payables	其他應付款項減少	(7,580)	—
Pledged bank deposits	存出擔保保證金	121,566	64,000
Settlement of pledged bank deposits	結算存出擔保保證金	(64,998)	(71,500)

(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) 與關聯方之間的交易(續)

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Collection on behalf in respect of disposed receivables	代收處置應收款項	—	3,778
Interest income	利息收入	111,007	6,009
Investment losses for disposal to related parties	出售予關聯方的投資虧損	—	(15,624)
Guarantee fee income	擔保費收入	1,001	1,750
Consulting fee income	諮詢費收入	1,911	763
Acquisition of intangible assets	收購無形資產	3,927	—
Additions of lease liabilities	新增租賃負債	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	—
Providing guarantee	提供擔保	390,211	40,789
Releasing guarantee	解除擔保	(30,789)	(20,000)

#### (d) Balances with related parties

#### (d) 與關聯方之間的餘額

		At 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元	At 31 December 2020 於2020年 12月31日 RMB'000 人民幣千元
Pledged bank deposits	存出擔保保證金	84,568	28,000
Trade and other receivables	應收及其他應收款項	211,541	169,040
Accrual and other payables	應計及其他應付款項	10,000	—
Lease liabilities	租賃負債	4,433	—
Financial liabilities measured at FVPL	按公允價值計入損益計量的金融負債	16,384	—
Guarantee issued	已發行的擔保	420,211	60,789

Apart from the above information, the Group had an outstanding guarantee obligation for an associate's bank loan with a balance of RMB139,500,000 as of 31 December 2021 and 2020.

除上述資料外，截至2021年及2020年12月31日，本集團就一間聯營公司的銀行貸款結餘人民幣139,500,000元有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**

		<b>31 December 2021 2021年 12月31日 RMB'000 人民幣千元</b>	<b>31 December 2020 2020年 12月31日 RMB'000 人民幣千元</b>
	<i>Note</i> <i>附註</i>		
<b>Assets</b>	<b>資產</b>		
Cash and cash equivalents	貨幣資金	<b>749,079</b>	739,818
Pledged bank deposits	存出擔保保證金	<b>457,314</b>	467,765
Trade and other receivables	應收及其他應收款項	<b>623,923</b>	311,686
Loans and advances to customers	發放貸款及墊款	<b>198,545</b>	129,534
Financial assets measured at FVTPL	按公允價值計入損益計量的金融資產	<b>248,876</b>	310,905
Receivable investments	應收款項類投資	<b>27,052</b>	76,292
Current tax assets	當期所得稅資產	—	918
Interests in associates	於聯營公司之權益	—	0
Investments in subsidiaries	於子公司之投資	<b>501,272</b>	511,272
Fixed assets	固定資產	<b>10,645</b>	7,481
Investment property	投資性房地產	<b>6,637</b>	7,027
Intangible assets	無形資產	<b>1,587</b>	273
Deferred tax assets	遞延所得稅資產	<b>30,013</b>	27,620
<b>Total assets</b>	<b>資產總計</b>	<b>2,854,943</b>	2,590,591
<b>Liabilities</b>	<b>負債</b>		
Liabilities from guarantees	擔保負債	<b>190,834</b>	154,991
Customer pledged deposits	存入保證金	<b>240,435</b>	264,443
Lease liabilities	租賃負債	<b>11,005</b>	6,158
Accruals and other payables	應計及其他應付款項	<b>53,579</b>	77,665
Financial institutions bonds	金融機構債券	<b>268,710</b>	—
Financial liabilities measured at FVTPL	按公允價值計入損益計量的金融負債	<b>16,384</b>	—
<b>Total liabilities</b>	<b>負債總計</b>	<b>780,947</b>	503,257
<b>NET ASSETS</b>	<b>淨資產</b>	<b>2,073,996</b>	2,087,334



(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 (CONTINUED)**      **35 公司層面財務狀況表(續)**

		31 December 2021 2021年 12月31日 RMB'000 人民幣千元	31 December 2020 2020年 12月31日 RMB'000 人民幣千元
<b>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>		
Share capital	股本	<b>1,560,793</b>	1,560,793
Reserves	儲備	<b>513,203</b>	526,541
<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>2,073,996</b>	2,087,334
<b>TOTAL EQUITY</b>	<b>權益總計</b>	<b>2,073,996</b>	2,087,334

Approved and authorised for issue by the board of directors on 25 March 2022.

董事會於2022年3月25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 2021 and 2020, 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:

	31 December 2021 2021年 12月31日 RMB'000 人民幣千元	31 December 2020 2020年 12月31日 RMB'000 人民幣千元
Financial liabilities arising from interest in jointly controlled Trust Plans	16,384	—
共同控制信託計劃的權益所產生的金融負債		

As at 31 December 2020, the Group did not have any consolidated structured entities.

### 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.

### 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2021年及2020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。

(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**

The Group reviews portfolios of trade and other receivables, loans and advances to customers, factoring receivables, receivable investments and financial assets measured at FVOCI 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. 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**

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的金融資產組合，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 (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(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.

#### (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.

## 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，則該資產可能視為「減值」，並根據有關非金融資產減值的會計政策確認資產減值損失。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。

#### (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，在預計可使用年期按直線法計提折舊和攤銷。本集團定期審閱預計可使用年期及殘值，以決定將計入每個報告期的折舊和攤銷成本。預計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，則對折舊比率進行調整。



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### 37 ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

#### (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.

#### (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.

### 37 會計判斷及估計(續)

#### (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) 遞延稅資產

可抵扣暫時性差異所產生遞延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。

#### (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，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，是指本集團擁有對該投資方的權力，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。

(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)

#### (g) Judgement on the degree of control of investment (continued)

Where the Group acts as a service provider 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.

### 38 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2021

		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
Amendments to HKFRS 3, <i>Reference to the Conceptual Framework</i>	香港財務報告準則第3號之修訂，概念框架引用	1 January 2022 2022年1月1日
Amendments to HKAS 16, <i>Property, Plant and Equipment: Proceeds before Intended Use</i>	香港會計準則第16號之修訂，物業、廠房及設備：擬定使用前之所得款項	1 January 2022 2022年1月1日
Amendments to HKAS 37, <i>Onerous Contracts – Cost of Fulfilling a Contract</i>	香港會計準則第37號之修訂，有償合約—履行合約成本	1 January 2022 2022年1月1日
Annual Improvements to HKFRSs 2018–2020 Cycle	香港財務報告準則2018年至2020年週期之年度改進	1 January 2022 2022年1月1日

### 39 NON-ADJUSTING EVENTS AFTER THE REPORTING PERIOD

According to the resolution of the Company's board of directors meeting on 25 March 2022, the details of dividends appropriation is set out in Note 31(b).

### 37 會計判斷及估計(續)

#### (g) 對投資對象控制程度的判斷(續)

當本集團作為結構化主體的服務提供商或投資者時，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。在進行評估時，本集團根據交易結構評估本集團的合約權利及義務，評估本集團對結構化主體的權力，對結構化主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、剩餘收入的保留，以及向結構化主體提供的流動資金及其他支持(如有)。本集團亦通過分析其對結構化主體的決策權範圍、其有權獲得的資產服務報酬、本集團在結構化主體中的其他權益回報的可變性，以及其他方在結構化主體中持有的權利，評估其是否作為委託人或代理人行事。

### 38 於截至2021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

### 39 報告期後非調整事件

根據本公司於2022年3月25日的董事會會議的決議案，股息分配詳情載於附註31(b)。



**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

