



ANNUAL REPORT 2023 年報



Hanhua Financial Holding Co.,Ltd.*
瀚華金控股份有限公司

(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: 3903

* For identification purpose only
* 僅供識別

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Corporate Overview

公司概況

Founded in Chongqing in 2004, Hanhua Financial Holding Co., Ltd. (“**Hanhua Financial**”, “**Hanhua**” or the “**Company**”, together with its subsidiaries named as the “**Group**”, “**we**”, “**our**” or “**us**”) (Stock Code: 3903) was listed on The Stock Exchange of Hong Kong Limited (“**Hong Kong Stock Exchange**”) via issue of H shares of the Company (“**H Shares**”) in 2014, and has now expanded its business portfolio to include credit guarantee, commercial banking, financial asset management and equity investment. As at the end of 2023, the Company had a registered capital of RMB4.6 billion, total assets of RMB13.16 billion and net assets of RMB7.93 billion. Since its establishment, the Company has recorded cumulative business turnover of over RMB300 billion, providing services to more than 200,000 micro, small and medium-sized enterprises (“**MSMEs**”) and more than 2,000,000 individual customers.

Credit guarantee. Hanhua Financing Guarantee Co., Ltd. (“**Hanhua Guarantee**”), established in 2009 with a registered capital of RMB3.5 billion, has established 33 branches across the country and gained a long-term corporate credit rating of AA+. As at the end of 2023, Hanhua Guarantee had net assets of RMB4.1 billion, and accumulated guarantee balance of over RMB100 billion. Hanhua Guarantee has provided services to a total of 50,000 small and medium-sized enterprises (“**SMEs**”).

Financial asset management. Liaoning Fu’an Financial Asset Management Co., Ltd. (“**Fu’an Asset**”) was established in 2017 jointly by Hanhua Financial (as the lead promoter) and a local state-owned enterprise, with a registered capital of RMB1 billion. Fu’an Asset is the second local asset management company in Liaoning Province. Based in Liaoning and radiating across the country, Fu’an Asset provides financial institutions and enterprises with services such as transfer and disposal of non-performing assets, debt restructuring, investment management, financing innovation.

瀚華金控股份有限公司（「**瀚華金控**」、**「瀚華**」、**「公司**」或**「本公司**」，連同其附屬公司**「本集團**」或**「我們**」）（股份代號：3903）2004年創立於重慶，2014年在香港聯合交易所有限公司（**「香港聯交所**」）發行H股上市，目前已形成了融資擔保、民營銀行、金融資產管理等業態。截至2023年末，公司註冊資本46億元，總資產131.6億元，淨資產79.3億元。成立至今，累計業務發生額超過3,000億元，服務中小微企業客戶20餘萬家，個人客戶200餘萬戶。

信用擔保。瀚華融資擔保股份有限公司（**「瀚華擔保**」）成立於2009年，註冊資本35億元，在全國設有33家分支機構，長期主體信用評級AA+。截至2023年末，淨資產41.0億元，累計擔保額超1,000億元，累計服務中小企業超過5萬家。

金融資產管理。2017年，瀚華金控聯合地方國企主發起成立註冊資本10億元的遼寧省第一家地方資產管理公司—遼寧富安金融資產管理有限公司（**「富安資產**」）。富安資產立足遼寧，輻射全國，為金融機構及企業提供不良資產轉讓處置、債務重組、投資管理、融通創新等服務。

Corporate Overview

公司概況

Commercial banking. Chongqing Fumin Bank Co., Ltd. (“**Fumin Bank**”), a private bank established in 2016 with Hanhua Financial as the lead promoter, is owned as to 30% by Hanhua Financial, its largest shareholder. Fumin Bank is the first private bank normally approved by the government. In line with its mission of “supporting micro businesses & helping startups and enriching the people & prospering the country”, Fumin Bank is committed to better serving micro and small-sized enterprises, agricultural industry, rural areas and farmers as well as innovative startups by innovating the service methods and business models of digital inclusive finance. Since its establishment, Fumin Bank has developed a series of digital featured products such as Fumin Bao, Fuyi Loan and E-Bills Quick Discounting to cater to the needs of SMEs, which was recognized by the People’s Bank of China and well-received among customers. As at the end of 2023, Fumin Bank had total assets of RMB60.42 billion, with its financial services benefiting more than 10 million customers, and recorded total comprehensive income of RMB0.49 billion in 2023.

民營銀行。2016年，瀚華金控主發起設立民營銀行—重慶富民銀行股份有限公司（「富民銀行」），瀚華金控持股30%，為第一大股東。富民銀行是常態化審批的第一家民營銀行。富民銀行以「扶微助創、富民興邦」為使命，緊密圍繞服務小微、三農和創新創業，開展數字普惠金融的服務方式和業務模式創新。成立以來富民銀行圍繞中小企業客戶需求，開發出富民寶、富易貸、電子票據極速貼現等數字化特色產品，受到央行肯定和客戶認可。截至2023年末，富民銀行資產總額604.2億元，累計服務客戶超1,000萬，實現綜合收益總額4.9億元。

Corporate Information

公司資料

EXECUTIVE DIRECTORS

Mr. Zhang Jun (Chairman)
Mr. Zhang Guoxiang
Mr. Cui Weilan

NON-EXECUTIVE DIRECTORS

Ms. Liu Jiaoyang
Ms. Liu Tingrong
Ms. Wang Fangfei
Mr. Feng Yongxiang
Mr. Liu Bolin

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Cao Ziwei
Mr. Li Wei
Mr. Hu Yuntong
Mr. Xu Hongcai

SUPERVISORS

Mr. He Zhonghua
Mr. He Yu
Ms. Huang Hui (Election on 15 December 2023)
Mr. Chen Zhonghua (Resigned on 15 December 2023)

AUDIT COMMITTEE

Mr. Hu Yuntong (Independent Non-executive Director) (Chairman)
Ms. Liu Jiaoyang (Non-executive Director)
Mr. Li Wei (Independent Non-executive Director)

NOMINATION AND REMUNERATION COMMITTEE

Mr. Cao Ziwei (Independent Non-executive Director) (Chairman)
Mr. Zhang Guoxiang (Executive Director)
Mr. Xu Hongcai (Independent Non-executive Director)

執行董事

張軍先生（董事長）
張國祥先生
崔巍嵐先生

非執行董事

劉驕楊女士
劉廷榮女士
王芳霏女士
馮永祥先生
劉博霖先生

獨立非執行董事

曹子瑋先生
李偉先生
胡耘通先生
徐洪才先生

監事

何忠華先生
何宇先生
黃輝女士（於2023年12月15日選舉）
陳中華先生（於2023年12月15日辭任）

審計委員會

胡耘通先生（獨立非執行董事）（主任）
劉驕楊女士（非執行董事）
李偉先生（獨立非執行董事）

提名與薪酬委員會

曹子瑋先生（獨立非執行董事）（主任）
張國祥先生（執行董事）
徐洪才先生（獨立非執行董事）

STRATEGIC INVESTMENT COMMITTEE

Mr. Li Wei (Independent Non-executive Director) (Chairman)
Mr. Zhang Guoxiang (Executive Director)
Mr. Cui Weilan (Executive Director)

RISK MANAGEMENT COMMITTEE

Mr. Cui Weilan (Executive Director) (Chairman)
Mr. Zhang Guoxiang (Executive Director)
Ms. Liu Tingrong (Non-executive Director)

COMPANY SECRETARY

Mr. Ren Weidong

AUTHORIZED REPRESENTATIVES

Mr. Cui Weilan (Executive Director)
Mr. Ren Weidong (Company Secretary)

REGISTERED OFFICE AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

6-9, Building 2, 11 East Honghu Road
Yubei District
Chongqing
PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Rm 1207, 12/F, ICBC Tower
3 Garden Road, Central
Hong Kong

戰略投資委員會

李偉先生（獨立非執行董事）（主任）
張國祥先生（執行董事）
崔巍嵐先生（執行董事）

風險管理委員會

崔巍嵐先生（執行董事）（主任）
張國祥先生（執行董事）
劉廷榮女士（非執行董事）

公司秘書

任為棟先生

授權代表

崔巍嵐先生（執行董事）
任為棟先生（公司秘書）

註冊辦事處及中國主要營業地點

中國
重慶市
渝北區
洪湖東路11號2幢6-9

香港主要營業地點

香港
中西區
中環花園道中3號
工商銀行大廈12樓1207室

Corporate Information

公司資料

HEAD OFFICES IN THE PRC

1st Floor, Building A, No. 2 Fortune Tower
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Chongqing
PRC

and

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Inner Dongzhime
Dongcheng District
Beijing
PRC

H SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

PRINCIPAL BANKERS

China Construction Bank Corporation (Headquarters)
No. 25 Financial Street
Xicheng District
Beijing
PRC

China Merchants Bank Co., Ltd. (Headquarters)
No. 7088 Shennan Boulevard
Futian District
Shenzhen
Guangdong Province
PRC

中國總辦事處

中國
重慶市
財富大道15號
重慶高科財富二號A棟1樓

及

中國
北京市
東城區
東直門內北中街乙1號

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17M樓

主要往來銀行

中國建設銀行股份有限公司(總部)
中國
北京市
西城區
金融大街25號

招商銀行股份有限公司(總部)
中國
廣東省
深圳市
福田區
深南大道7088號

AUDITOR

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

LEGAL ADVISOR TO THE COMPANY

Jones Day

COMPANY'S WEBSITE

www.hanhua.com

STOCK CODE

3903

核數師

畢馬威會計師事務所
於《財務匯報局條例》下的註冊
公眾利益實體核數師
執業會計師

本公司法律顧問

眾達國際法律事務所

公司網站

www.hanhua.com

股份代號

3903

Financial Summary

財務概要

(Expressed in RMB million, unless otherwise stated) (除另有註明外，以人民幣百萬元列示)

		For the year ended 31 December 截至12月31日止年度				
		2023 2023年	2022 2022年	2021 2021年	2020 2020年	2019 2019年
Operating results	經營業績					
Operating income	營運收入	504.7	601.5	858.2	1,154.0	1,246.8
Profit before taxation	稅前利潤	57.2	109.5	164.1	303.4	422.6
Net profit	淨利潤	23.8	52.0	112.3	208.0	293.0
Assets and liabilities	資產及負債					
Total assets	資產總額	13,162.4	11,483.6	12,357.1	14,863.6	17,526.5
Total liabilities	負債總額	5,230.8	3,514.0	4,319.8	6,766.7	9,613.9
Net assets	資產淨額	7,931.6	7,969.6	8,037.3	8,096.9	7,912.6
Profitability indicators	盈利能力指標					
Pre-tax profit margin ⁽¹⁾	稅前利潤率 ⁽¹⁾	11.3%	18.2%	19.1%	26.3%	33.9%
Net profit margin ⁽²⁾	淨利潤率 ⁽²⁾	4.7%	8.6%	13.1%	18.0%	23.5%
Return on average total assets ⁽³⁾	平均總資產回報率 ⁽³⁾	0.2%	0.4%	0.8%	1.3%	1.6%
Return on average shareholders' equity ⁽⁴⁾	平均股東權益回報率 ⁽⁴⁾	0.3%	0.6%	1.4%	2.6%	3.7%

Notes:

- (1) Profit before taxation divided by operating income.
- (2) Net profit divided by operating income.
- (3) Net profit divided by average balance of total assets as at the beginning and end of the year.
- (4) Net profit divided by average balance of shareholders' equity as at the beginning and end of the year.
- (5) To facilitate comparison, some historical figures are restated on new calculation basis or logic.

註釋：

- (1) 稅前利潤除以營運收入。
- (2) 淨利潤除以營運收入。
- (3) 淨利潤除以年初及年末的平均資產總額。
- (4) 淨利潤除以年初及年末的平均股東權益餘額。
- (5) 為方便比較，部份歷史數據已按照新的計算口徑或邏輯進行重新列示。

Chairman's Report

董事長報告

The year 2023 marked the first year for the implementation of the guiding principles of the 20th CPC National Congress and the initiation of a new journey to build China into a modern socialist country in all respects. General Secretary Mr. Xi Jinping proposed the economic and financial ethics of "improving people's livelihood and wellbeing and balancing righteousness and benefits", emphasizing the importance of "doing a good job in the areas of technology finance, green finance, inclusive finance, pension finance, and digital finance," which points out the direction for building China into a financial powerhouse under the new situation.

In 2023, Hanhua Financial and its business segments made steady and concerted efforts to achieve significant results in various tasks by aligning with the national strategies on developing the Chengdu-Chongqing Economic Circle, the New Western Land-Sea Corridor, the Yangtze River Economic Belt and a financial center in the western region.

In terms of our digital services segment, we applied artificial intelligence, big data, blockchain and other technological means and built upon our financial technology ("fintech") system and digital risk control model to cater to the needs of downstream customers and provide standardized, automated and batch-based fintech services for MSMEs and individual customers in specific transaction scenarios and industrial chains, which received good market response. In 2023, the balance of the business was RMB20.8 billion, representing an increase of 23%. Our electronic guarantee products effectively reduced the transaction costs of market entities, reduced the burden of small and medium-sized enterprises, boosted the vitality of market entities, and improved transaction efficiency. By the end of 2023, Hanhua's electronic guarantee business has been put into operation in 290 urban public resources trading centres in 27 provincial-level administrative regions across the country, with the largest coverage rate in the country, providing support to more than 50,000 MSMEs.

2023年是全面落實黨的二十大精神，全面建設社會主義現代化國家新徵程起步之年。習近平總書記論述了「富民厚生、義利兼顧」的經濟金融倫理，強調「做好科技金融、綠色金融、普惠金融、養老金融、數字金融五篇大文章」，為新形勢下建設金融強國指明了方向。

2023年，瀚華金控及旗下各板塊依托成渝雙城經濟圈、西部陸海新通道、長江經濟帶建設、西部金融中心建設等國家戰略，穩打穩扎、齊心協力，各項工作取得明顯成效。

數字化服務板塊，積極運用人工智能、大數據、區塊鏈等科技手段，以金融科技系統和數字化風控模型為基礎，適應和滿足下遊客戶需求，為特定交易場景、產業鏈的中小微企業及個人客戶推出了標準化、批量化、自動化的金融服務，獲得良好的市場反響。特別是電子保函產品，2023年業務餘額達到208億元，增幅23%；電子保函切實降低了市場主體交易成本，減輕了中小企業負擔，提振了市場主體活力，提高了交易效率。截至2023年末，瀚華電子保函在全國27個省級行政區的290個城市公共資源交易中心上線運行，覆蓋率全國第一，支持中小微企業超過50,000家。

Chairman's Report

董事長報告

Jinwei Technology has built the "Fast Guarantee" trading platform, with over 100 contracted channels. Through this platform, banks have issued performance guarantees of more than RMB100 million, earning the platform high recognition for its efficiency and supporting small transactions. Committed to serving finance with technology, the Company has established a consumer-facing content distribution platform, laying a foundation for Hanhua Financial to build a ten-billion-level digital retail technology platform in the future.

In terms of our digital finance segment, Fumin Bank managed to maintain stable profitability amid an unfavorable complex market environment and recorded a comprehensive income of RMB0.49 billion in 2023.

Fumin Bank's total assets exceeded RMB60 billion, indicating that its comprehensive strength has been significantly enhanced. Fumin Bank has made substantial progress in strategic upgrading, seen initial results in its business restructuring, and achieved phased results for its digitalization.

In terms of our financial asset management segment, Fu'an Asset seized the opportunities to develop the business relating to personal loans' non-performing assets (NPL), quickly adjusted its strategic planning and innovated the "co-investment" business model. Thanks to these efforts, Fu'an Asset holds a market share of over 30% in the non-performing personal loan business of local asset management companies, and leads the industry in the acquisition and disposal of personal loans.

Looking ahead in 2024, we will continue to uphold the financial philosophy of "balancing righteousness and profits and putting righteousness first", build a solid foundation for the development of digitalized technology finance and ecological industrial finance, and further explore new models and paths for financial services to support the real economy in the digital era.

金微科技打造了「閃電保」交易平台，簽約渠道上百家，銀行通過平台開立履約保函破億元，高效小額的特點獲得市場高度認可；堅持以科技服務金融，構建C端用戶投流平台，為瀚華金控未來打造百億級數字零售科技平台奠定了基礎。

數字化金融板塊，在不利且複雜的外部市場環境下，富民銀行保持了穩定的盈利能力。2023年實現綜合收益4.9億元。

資產總額突破600億元，綜合實力顯著提升，戰略升級取得實質進展，業務結構調整初見成效，數字化建設工程取得階段性成果。

金融資產管理板塊，富安資產搶抓個人貸款不良資產業務的發展機遇，快速調整戰略佈局，創新「聯合投資」業務模式，在地方資產管理公司的個貸不良業務中佔據超過30%的市場份額，在個貸收購處置領域行業領先。

展望未來，新的一年，全體瀚華人將繼續秉持「義利兼顧、以義為先」的金融價值觀，築牢科技金融數字化和產業金融生態化的發展根基，進一步探索數字化時代下金融服務實體經濟的新模式新路徑。

Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW

In 2023, the Group continued to promote digital transformation and gradually achieved five major targets on data-based business, standardized products, online operation, intelligent processes and three-dimensional services. It continued to consolidate and enhance our competitiveness in the inclusive finance sector, laying a sound foundation for rapid and sustainable business growth in the future. Based on our digital transformation strategy, the Group's operations are divided into four business segments, namely the digital services segment, the digital finance segment, the capital investment and financial asset management segment and the others segment.

DIGITAL SERVICES SEGMENT

The digital services segment, building upon our financial technology system and digital risk control model, provides standardized, automated and batch-based fintech services for MSMEs and individual customers in specific transaction scenarios and industrial chains, mainly including electronic bid guarantee, and micro and small-sized businesses (“MSB”) targeted fintech information services. The profit before tax of the digital services segment in 2023 amounted to RMB47.1 million, representing a decrease of RMB111.9 million or 70.4% as compared with RMB159.0 million in 2022. The decrease was mainly due to the followings: (i) The National Development and Reform Commission, along with multiple other departments, jointly issued the Notice on Improving the Transaction Guarantee System for Tendering and Bidding to Further Reduce Tendering and Bidding Transaction Costs (the “Notice”) on 6 January 2023, in response to the policy requirement within the Notice to “further lower tendering and bidding transaction costs”. Meanwhile, in order to enhance the competitiveness of the Group's electronic bid guarantee products and strengthen its leading position in the market, the Group proactively adjusted the fee rates of the electronic bid guarantee products and provided various preferential measures for customers, resulting in a decrease in the net guarantee income from the electronic bid guarantee business; (ii) in view of the macroeconomic situation, the Group's MSB targeted fintech information services adopted a prudent business strategy, which slowed down business development and the commission income from credit consulting services decreased accordingly.

業務回顧

2023年，本集團持續推進數字化轉型工作，逐步實現業務數據化、產品標準化、操作線上化、流程智能化、服務立體化五大目標，鞏固和增強我們在普惠金融賽道的競爭力，為未來業務快速持續增長奠定良好的基礎。圍繞數字化轉型戰略，本集團經營拆分成四大業務分部，分別是數字化服務分部、數字化金融分部、資本投資及金融資產管理分部以及其他分部。

數字化服務分部

數字化服務分部以本集團的金融科技系統和數字化風控模型為基礎，為特定交易場景、產業鏈的中小微企業及個人客戶提供標準化、自動化、批量化的金融科技服務，主要包括電子投標保函、小微金融科技信息服務業務。2023年，數字化服務分部稅前利潤為人民幣47.1百萬元，較2022年稅前利潤人民幣159.0百萬元，減少人民幣111.9百萬元，降幅70.4%，主要源於：(i)國家發展改革委等多部門於2023年1月6日共同印發了《關於完善招標投標交易擔保制度進一步降低招標投標交易成本的通知》（「《通知》」），為了響應《通知》中「進一步降低招標投標交易成本」的政策要求；同時，為了增強本集團電子投標保函產品的競爭力並鞏固其市場領先地位，本集團主動調整電子投標保函產品費率，為客戶提供多種優惠措施，以致電子投標保函業務擔保淨收入下降；(ii)受經濟形勢影響，本集團小微金融科技信息服務業務採取審慎的經營策略，業務發展放緩，信用服務佣金收入隨之下降。

Management Discussion and Analysis

管理層討論與分析

Digital services segment – Credit guarantee – Business expansion and products

The credit guarantee business of the digital services segment, targeting business opportunities in connection with transaction scenarios and industrial chains, uses cutting-edge technologies such as artificial intelligence, big data, cloud computing and blockchain to build an “Internet + Supply Chain” inclusive financial service platform serving the financial needs of upstream and downstream core enterprises and entities in each link of the industrial chains, with a view to providing convenient, efficient and diversified integrated financial services for supply chain enterprises, especially MSMEs. Customers only need to submit their applications through the client terminal, and the intelligent risk control system will automatically and quickly assess whether such applications are qualified through artificial intelligence, big data and other technical means, thereby reducing operational risks while reducing labor costs and improving efficiency.

The following table sets forth the key performance indicators of the credit guarantee business of the Group’s digital services segment as at the dates indicated:

數字化服務分部－信用擔保－業務拓展及產品

數字化服務分部信用擔保業務以交易場景、產業鏈為業務切入點，運用人工智能、大數據、雲計算、區塊鏈等前沿技術，圍繞核心企業上下游、交易平台各方主體在產業鏈各環節的金融需求，打造了「互聯網+供應鏈」普惠金融服務平台，致力於為供應鏈企業尤其是中小微企業提供便捷、高效、多元的一體化綜合金融服務。客戶僅需通過客戶端提交資料申請，智能風險控制系統通過人工智能、大數據等技術手段自動快速評判是否通過，減少了操作風險，同時降低了人工成本、提升了效率。

下表載列於所示日期本集團數字化服務分部各項信用擔保業務的關鍵業務指標：

		As at 31 December 截至12月31日			
		2023 2023年	2022 2022年	Change 變動	
		Amount 金額	Amount 金額	Amount 金額	Percentage % 百分比
(Expressed in RMB million, unless otherwise stated) (除另有註明外，以人民幣百萬元列示)					
Product distribution of outstanding guarantee:	擔保餘額按產品分佈：				
Financing guarantee	融資擔保	242.4	98.2	144.2	146.8
Non-financing guarantee	非融資擔保	20,768.1	16,857.1	3,911.0	23.2
Total outstanding guarantee balance	在保餘額合計	21,010.5	16,955.3	4,055.2	23.9
Balance of provisions for guarantee losses	擔保賠償準備金餘額	35.6	31.0	4.6	14.8
Provision rate ⁽¹⁾	撥備率 ⁽¹⁾	0.2%	0.2%	—	—

Note:

(1) Balance of provisions for guarantee losses divided by the outstanding guarantee balance.

註釋：

(1) 擔保賠償準備金餘額除以在保餘額。

Management Discussion and Analysis

管理層討論與分析

The financing guarantee business of the digital services segment includes bank financing guarantee and other non-bank corporate financing guarantee. As at 31 December 2023, the outstanding guarantee balance of financing guarantee business of the digital service segment was RMB242.4 million, representing an increase of RMB144.2 million or 146.8% as compared with RMB98.2 million as at 31 December 2022.

The non-financial guarantee products of the digital services segment mainly include electronic bid guarantees. The electronic guarantee platform developed by the Group for bidding and procurement have been put into operation in 290 urban public resources trading centres in 27 provincial-level administrative regions across the country. As at 31 December 2023, the outstanding balance of non-financing guarantee business of the digital services segment was RMB20,768.1 million, representing an increase of RMB3,911.0 million or 23.2% as compared with RMB16,857.1 million as at 31 December 2022.

Digital services segment – Credit guarantee – Risk management and assets quality

The following table sets forth key asset quality indicators of credit guarantee business of the digital services segment as at the dates indicated:

(Expressed in RMB million, unless otherwise stated)
(除另有註明外，以人民幣百萬元列示)

Default rate ⁽¹⁾	代償率 ⁽¹⁾
Default payments	違約付款
Guarantees released	獲解除擔保

Note:

(1) Default payments made on behalf of defaulting clients divided by the amount of guarantees released.

數字化服務分部融資擔保業務包括銀行類融資擔保和其他非銀行機構類融資擔保。截至2023年12月31日，數字化服務分部融資擔保業務在保餘額為人民幣242.4百萬元，較2022年12月31日在保餘額人民幣98.2百萬元，增加人民幣144.2百萬元，增幅146.8%。

數字化服務分部非融資擔保產品主要是電子投標保函。本集團開發的招投標採購電子保函產品已在全國27個省級行政區的290個城市公共資源交易中心上線運行。截至2023年12月31日，數字化服務分部非融資擔保業務餘額為人民幣20,768.1百萬元，較2022年12月31日在保餘額人民幣16,857.1百萬元，增加人民幣3,911.0百萬元，增幅23.2%。

數字化服務分部－信用擔保－風險管理及資產質量

下表載列於所示日期數字化服務分部信用擔保業務各項關鍵資產質量指標：

For the year ended 31 December 截至12月31日止年度

2023 2023年	2022 2022年	Change 變動	
Amount 金額	Amount 金額	Amount 金額	Percentage % 百分比
0.03%	0.01%	0.02 ppt 百分點	-
12.9	6.6	6.3	95.5
48,885.8	49,699.5	(813.7)	(1.6)

註釋：

(1) 代違約客戶償付額除以獲解除擔保金額。

Management Discussion and Analysis

管理層討論與分析

The default rate of credit guarantee business of the digital services segment remained at low levels, which was mainly due to the followings: (i) the guarantee products of the digital services segment are developed and designed based on the upstream and downstream industry chains of core enterprises and specific transaction scenarios, and the flows of goods and funds in transaction process are monitored by means of digital technology; and (ii) the guarantee business of the digital services segment features a large number of individual transactions in small amounts, which helps reduce risk concentration. Furthermore, we have accumulated extensive experience in serving a wide range of MSMEs over the years. In particular, we have established a sound system for risk warning, risk control and risk mitigation, and further improved our risk control level through digital technology.

As at 31 December 2023, the provision rate of credit guarantee business of the digital services segment was 0.2% (31 December 2022: 0.2%), which was maintained at an appropriate level.

Digital services segment – MSB targeted fintech information services

MSB targeted fintech information services is mainly credit consulting business, which refers to the Group's provision of credit consulting services to financial institutions such as external partner banks by leveraging its accumulated experience, capabilities and strengths in micro and small loan services, and relying on its intelligent fintech capability, using customized technology and financial services as means, including assistance in obtaining clients, standardized risk assessment services and post-loan management service, whereby we charge external partner financial institutions credit consulting services commission; while external partner financial institutions conduct independent evaluation on small and micro customers based on their own understanding of small and micro customers and risk tolerance, and make independent decision about whether to provide services.

數字化服務分部信用擔保業務代償率維持在較低水平，其主要原因是：數字化服務分部的擔保產品乃基於核心企業上下游產業鏈以及特定的交易場景來開發設計，並利用數字技術對交易過程中貨物流轉、資金流轉進行監控。其次，數字化服務分部擔保業務筆數多、單筆業務金額小的特點降低了集中度風險。此外，我們多年來在服務廣大中小微客戶中積累了深厚的經驗，特別是在風險預警、風險控制、風險化解方面建立了一套完善的體系，並結合數字科技手段，進一步提高了風險控制水平。

截至2023年12月31日，數字化服務分部信用擔保業務撥備率為0.2%（2022年12月31日：0.2%），撥備率維持在適當水平。

數字化服務分部—小微金融科技信息服務

小微金融科技信息服務主要是信用服務業務，指本集團利用在小微金融服務領域積累的經驗、能力和優勢，依託智能化金融科技能力，以定制化的科技與金融服務為手段，為外部合作銀行等金融機構提供信用類服務，包括協助獲取客戶、協助標準化風險評估服務、貸後協助管理服務等，並據此向外部合作金融機構收取信用服務佣金；外部合作金融機構在此基礎上，結合自身對小微客戶的理解和風險承受能力，對小微客戶開展獨立評估，並自行作出提供或拒絕資金服務的決定。

Management Discussion and Analysis

管理層討論與分析

In the course of cooperation with various financial institutions, both parties share information, exchange resources, and give full play to their resource and technological advantages, with a view to jointly provide comprehensive financial services to small and micro customers. The Group's strengths lie in its risk awareness and experience built on serving customer groups over the years in the small and micro customer sector, as well as special risk control capacities, nationwide network and team, and sound credit service output capability.

As at 31 December 2022 and 31 December 2023, the Group's balance under management of the credit consulting business was RMB4,129.1 million and RMB3,478.2 million, respectively.

DIGITAL FINANCE SEGMENT

The digital finance segment provides offline financing products and guarantee services for MSMEs and individual customers through our financing guarantee and financial factoring companies, mainly including bond guarantee, performance guarantee, small business lending and receivables factoring. This segment also covers the Company's equity investment in commercial banking. In 2023, the digital finance segment recorded profit before tax of RMB155.0 million, representing an increase of RMB14.8 million or 10.6% as compared with RMB140.2 million in 2022. The increase was mainly due to: (i) an increase in net interest and handling fee income with the continuous expansion of the scale of the Group's small business lending; (ii) a remarkable increase in share of profits of associate recognized with the continuous increase in revenue and net profit of Fumin Bank; and (iii) less provisions for impairment losses as compared to that of 2022 following the stabilization of asset quality of the various businesses of the digital finance segment.

Digital finance segment – Credit guarantee – Business expansion and products

In order to meet the various guarantee service needs of individual customers, the credit guarantee business of the digital finance segment designs the optimal solution for each customer based on the customer's own characteristics. Thus such solutions vary in loan amount, loan term and counter-guarantee measures from customer to customer, and are subject to consideration and approval of the review meeting at corresponding level. The credit guarantee business of the digital finance segment includes traditional financing guarantee, bond guarantee and project performance guarantee.

在與各類金融機構開展合作的過程中，雙方共享信息、互換資源，充分發揮雙方的資源優勢、技術優勢，共同為小微客戶提供綜合金融服務。本集團的優勢在於多年來持續在小微客戶領域所積累的對該類客戶群體的風險認識和服務經驗、所建立的特色風控能力、全國性網絡與團隊以及良好的信用服務輸出能力。

截至2022年12月31日及2023年12月31日，本集團信用服務業務管理餘額分別為人民幣4,129.1百萬元及人民幣3,478.2百萬元。

數字化金融分部

數字化金融分部以本集團所轄的融資擔保、金融保理等機構，為中小微企業及個人客戶提供線下資金產品和擔保服務，主要包括債券擔保、履約擔保、小企業貸款、應收賬款保理，以及本公司對民營銀行的股權投資業務。2023年，數字化金融分部實現稅前利潤人民幣155.0百萬元，較2022年稅前利潤人民幣140.2百萬元，增加人民幣14.8百萬元，增幅10.6%，主要源於：(i)小企業貸款業務規模持續擴大，利息及手續費淨收入並隨之增長；(ii)富民銀行收入及淨利潤呈持續增長態勢，據此確認的聯營企業收益增長明顯；及(iii)數字化金融分部各項業務資產質量趨於穩定，資產減值損失計提較2022年減少。

數字化金融分部－信用擔保－業務拓展及產品

為滿足單一客戶的個性化擔保服務需求，數字化金融分部信用擔保業務根據客戶的自身特點，設計最優的擔保解決方案，每筆業務放款金額、放款期限、反擔保措施等要素不盡相同，並由相應級別的評審會審議通過。數字化金融分部信用擔保業務包括傳統融資擔保、債券擔保以及工程履約擔保業務。

Management Discussion and Analysis

管理層討論與分析

The following table sets forth the key performance indicators of the credit guarantee business of the Group's digital finance segment as at the dates indicated:

下表載列於所示日期本集團數字化金融分部各項信用擔保業務的關鍵業務指標：

		As at 31 December 截至12月31日			
		2023 2023年	2022 2022年	Change 變動	
(Expressed in RMB million, unless otherwise stated) (除另有註明外，以人民幣百萬元列示)		Amount 金額	Amount 金額	Amount 金額	Percentage % 百分比%
Product distribution of outstanding guarantee:	擔保餘額按產品分佈：				
Financing guarantee	融資擔保	9,562.8	13,411.5	(3,848.7)	(28.7)
– Traditional financing guarantee	– 傳統融資擔保	2,778.4	2,587.3	191.1	7.4
– Bond guarantee	– 債券擔保	6,784.4	10,824.2	(4,039.8)	(37.3)
Non-financing guarantee	非融資擔保	3,046.7	3,777.4	(730.7)	(19.3)
Total outstanding guarantee balance	在保餘額合計	12,609.5	17,188.9	(4,579.4)	(26.6)
Balance of provisions for guarantee losses	擔保賠償準備金餘額	77.9	99.1	(21.2)	(21.4)
Provision rate	撥備率	0.6%	0.6%	–	–

As at 31 December 2023, the outstanding guarantee balance of credit guarantee business of the digital finance segment was RMB12,609.5 million, representing a decrease of RMB4,579.4 million or 26.6% as compared with RMB17,188.9 million as at 31 December 2022, mainly due to a decrease in the outstanding balance of bond guarantee business following the successful release of certain bond guarantees upon maturity.

截至2023年12月31日，數字化金融分部信用擔保業務在保餘額為人民幣12,609.5百萬元，較2022年12月31日在保餘額人民幣17,188.9百萬元，下降人民幣4,579.4百萬元，降幅26.6%，主要是由於部分債券擔保業務到期成功解保導致債券擔保業務餘額下降。

Management Discussion and Analysis

管理層討論與分析

Digital finance segment – Credit guarantee – Risk management and assets quality

The following table sets forth key assets quality indicators of credit guarantee business of the digital finance segment as at the dates indicated:

(Expressed in RMB million, unless otherwise stated)
(除另有註明外，以人民幣百萬元列示)

		For the year ended 31 December 截至12月31日止年度			
		2023 2023年	2022 2022年	Change 變動	
		Amount 金額	Amount 金額	Amount 金額	Percentage % 百分比%
Default rate	代償率	0.4%	0.3%	0.1 ppt 百分點	–
Default payments	違約付款	48.3	44.6	3.7	8.3
Guarantees released	獲解除擔保	13,376.6	13,076.4	300.2	2.3

In 2023, the total default payments paid for defaulting clients of credit guarantee business of the digital finance segment was RMB48.3 million, representing an increase of RMB3.7 million or 8.3% as compared with RMB44.6 million in 2022. In 2023, the default rate of credit guarantee business of the digital finance segment was 0.4% (2022: 0.3%). The default rate of credit guarantee business of the digital finance segment remained stable.

We have always adhered to a prudent valuation system and made adequate provisions for outstanding credit guarantee business. As at 31 December 2023, the provision rate of credit guarantee business of the digital finance segment was 0.6% (31 December 2022: 0.6%).

數字化金融分部－信用擔保－風險管理及資產質量

下表載列於所示日期數字化金融分部信用擔保業務各項關鍵資產質量指標：

2023年，數字化金融分部信用擔保業務為違約客戶支付的代償款項總額為人民幣48.3百萬元，與2022年代償款項人民幣44.6百萬元相比，增加人民幣3.7百萬元，增幅8.3%。2023年，數字化金融分部信用擔保業務代償率為0.4%（2022年：0.3%）。數字化金融分部信用擔保業務代償率水平保持穩定。

我們始終堅持審慎的估值體系，針對尚未到期的信用擔保業務計提充足的準備金。截至2023年12月31日，數字化金融分部信用擔保業務撥備率為0.6%（2022年12月31日：0.6%）。

Management Discussion and Analysis

管理層討論與分析

Digital finance segment – Small business lending

The Group's digital finance segment provides small business lending to meet the individualized funding needs of a wide range of SMEs. As at 31 December 2023, the balance of small business lending of the Group's digital finance segment was RMB2,861.2 million (31 December 2022: RMB1,916.7 million). In 2023, the average interest rate of the Group's small business lending was approximately 9.3% (2022: approximately 9.4%).

The following table sets forth an analysis of the balance of small business lending of the digital finance segment by risk exposure as at the dates indicated:

數字化金融分部－小企業貸款

本集團數字化金融分部向廣大中小企業客戶發放小企業貸款以滿足其個性化資金需求。截至2023年12月31日，本集團數字化金融分部小企業貸款餘額為人民幣2,861.2百萬元（2022年12月31日：人民幣1,916.7百萬元）。2023年，本集團小企業貸款平均利率約為9.3%（2022年：約9.4%）。

下表載列於所示日期按風險敞口劃分的數字化金融分部小企業貸款餘額分佈：

		As at 31 December 截至12月31日			
		2023 2023年		2022 2022年	
		Amount 金額	% of total 佔總額%	Amount 金額	% of total 佔總額%
(Expressed in RMB million, unless otherwise stated) (除另有註明外，以人民幣百萬元列示)					
Not more than RMB5 million	人民幣五百萬元以內	71.0	2.5	53.9	2.8
Above RMB5 million but not more than RMB10 million	人民幣五百萬元以上至 人民幣一千萬元	108.8	3.8	91.4	4.8
Above RMB10 million but not more than RMB30 million	人民幣一千萬元以上至 人民幣三千萬元	589.2	20.6	459.5	24.0
Above RMB30 million but not more than RMB50 million	人民幣三千萬元以上至 人民幣五千萬元	606.9	21.2	512.2	26.7
Above RMB50 million	人民幣五千萬元以上	1,485.3	51.9	799.7	41.7
Total	合計	2,861.2	100.0	1,916.7	100.0

Management Discussion and Analysis

管理層討論與分析

The following table sets forth a breakdown of the remaining maturity profile of small business lending of the digital finance segment as at the dates indicated:

下表載列於所示日期數字化金融分部小企業貸款剩餘到期時間分佈情況：

		As at 31 December 截至12月31日			
		2023 2023年		2022 2022年	
(Expressed in RMB million, unless otherwise stated) (除另有註明外·以人民幣百萬元列示)		Amount 金額	% of total 佔總額%	Amount 金額	% of total 佔總額%
Past due or due within six months	已到期或六個月以內到期	150.8	5.3	385.0	20.1
Due after six months but within one year	六個月至一年到期	226.3	7.9	314.4	16.4
Due after one year but within two years	一年至兩年到期	2,385.7	83.4	1,119.0	58.4
Due after two years	兩年以上到期	98.4	3.4	98.3	5.1
Total	合計	2,861.2	100.0	1,916.7	100.0

The following table sets forth a breakdown of collaterals obtained by small business lending of the digital finance segment as at the dates indicated:

下表載列於所示日期數字化金融分部小企業貸款獲取的抵質押物分佈情況：

		As at 31 December 截至12月31日			
		2023 2023年		2022 2022年	
(Expressed in RMB million, unless otherwise stated) (除另有註明外·以人民幣百萬元列示)		Amount 金額	% of total 佔總額%	Amount 金額	% of total 佔總額%
Credit loans	信用貸款	2.5	0.1	-	-
Guaranteed loans	保證貸款	2,777.6	97.1	1,811.3	94.5
Secured loans	抵押貸款	81.1	2.8	105.4	5.5
- Buildings and land	- 房屋及土地	76.1	2.7	90.4	4.7
- Receivables and equity interests	- 應收賬款及股權	4.0	0.1	4.0	0.2
- Others	- 其他	1.0	-	11.0	0.6
Total	合計	2,861.2	100.0	1,916.7	100.0

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The following table sets forth the key assets quality indicators of small business lending of the digital finance segment as at the dates indicated:

下表載列截至所示日期數字化金融分部小企業貸款的關鍵資產質量指標：

		As at 31 December 截至12月31日			
		2023 2023年	2022 2022年	Change 變動	
(Expressed in RMB million, unless otherwise stated) (除另有註明外，以人民幣百萬元列示)		Amount 金額	Amount 金額	Amount 金額	Percentage % 百分比
Balance of small business lending	小企業貸款餘額	2,861.2	1,916.7	944.5	49.3
Balance of provision for impairment losses	資產減值準備餘額	167.3	125.6	41.7	33.2
Provision rate ⁽¹⁾	撥備率 ⁽¹⁾	5.8%	6.6%	(0.8 ppt 百分點)	-
Provision coverage rate ⁽²⁾	撥備覆蓋率 ⁽²⁾	191.6%	147.2%	44.4 ppt 百分點	-
Balance of overdue small business lending	逾期小企業貸款餘額	134.3	130.8	3.5	2.7
Proportion of overdue small business lending ⁽³⁾	逾期小企業貸款佔比 ⁽³⁾	4.7%	6.8%	(2.1 ppt 百分點)	-
Balance of impaired small business lending	已減值小企業貸款餘額	87.3	85.3	2.0	2.3
Proportion of impaired small business lending ⁽⁴⁾	已減值小企業貸款餘額佔比 ⁽⁴⁾	3.1%	4.5%	(1.4 ppt 百分點)	-

Notes:

- (1) Balance of provision for impairment losses divided by the balance of small business lending.
- (2) Balance of provision for impairment losses divided by the balance of impaired small business lending. Provision coverage ratio represents the Group's level of provision for potential losses on the small business lending portfolio.
- (3) Balance of overdue small business lending divided by balance of small business lending.

An overdue small business lending is a small business lending the whole or part of whose principal or interest is overdue for 1 day or more.

This definition applies to all capital businesses of the Group, including small business lending, receivables factoring, finance leasing and micro and small loan business.

註釋：

- (1) 資產減值準備餘額除以小企業貸款餘額。
- (2) 資產減值準備餘額除以已減值小企業貸款餘額。撥備覆蓋率顯示本集團就小企業貸款組合可能出現的損失的撥備水平。
- (3) 逾期小企業貸款餘額除以小企業貸款餘額。

逾期小企業貸款是指全部或部份本金或利息逾期1天或以上的小企業貸款。

此定義適用於本集團所有資金業務，包括小企業貸款、應收賬款保理、融資租賃以及小微信貸業務。

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- (4) Balance of impaired small business lending divided by the balance of small business lending.

For the capital businesses, the Group monitors risk exposure in loan and advance groups according to the Guidelines for Risk Classification of Loans issued by the China Banking and Insurance Regulatory Commission and applies the loan risk classification method. Loans and advances fall into five categories by risk exposure, namely, Normal, Special Attention, Substandard, Doubtful and Loss. The last three categories are considered impaired. Where one or more events provide objective evidence of impairment, the loan and advance in question are considered impaired. The provision for impairment of loans and advances is assessed in on a group or individual basis.

The Group regularly reviews the quality of individually significant financial assets. With respect to assets for which provision is made individually, the Group assesses the loss and determines the amount of provision on the balance sheet date on an item-by-item basis. In assessing loss, the Group usually considers the value of collaterals and future cash flow.

This definition applies to all capital businesses of the Group, including small business lending, receivables factoring, finance leasing and micro and small loan business.

The Group uses the expected credit loss (“ECL”) model to calculate the provision for impairment loss of small business lending in accordance with HKFRS 9 Financial Instruments (“HKFRS 9”). As at 31 December 2023, the provision for impairment loss of the Group’s small business lending amounted to RMB167.3 million (31 December 2022: RMB125.6 million).

Digital finance segment – Receivables factoring

The Group’s receivables factoring business requires clients to provide their accounts receivables or commercial acceptance bills as collateral for cash advances granted to them to meet their financing needs. As at 31 December 2023, the balance of the receivables factoring business was RMB621.4 million, representing an increase of RMB185.7 million or 42.6% as compared with RMB435.7 million as at 31 December 2022.

- (4) 已減值小企業貸款餘額除以小企業貸款餘額。

對於資金業務，本集團參照中國銀行業保險監督管理委員會頒布的《貸款風險分類指引》並採用貸款風險分類方法監控貸款及墊款組合風險狀況。貸款及墊款按風險程度分為正常、關注、次級、可疑及損失五類，其中後三類被視為已減值貸款及墊款。當一項或多項事件發生證明客觀減值證據存在，並可能出現損失時，該貸款及墊款被界定為已減值貸款及墊款。已減值貸款及墊款的減值損失準備將視情況以組合或個別方式評估。

本集團對單筆金額重大的金融資產的資產質量進行定期審閱。對單項計提準備金的資產，本集團在資產負債表日逐筆評估其損失情況以確定準備金的計提金額。在評估過程中，本集團通常會考慮抵質押物價值及未來現金流的狀況。

此定義適用於本集團所有資金業務，包括小企業貸款、應收賬款保理、融資租賃以及小微信貸業務。

本集團根據香港財務報告準則第9號金融工具準則，使用預期信貸損失模型計算小企業貸款資產減值準備。截至2023年12月31日，本集團小企業貸款資產減值準備餘額為人民幣167.3百萬元（2022年12月31日：人民幣125.6百萬元）。

數字化金融分部－應收賬款保理

本集團應收賬款保理業務以客戶持有的應收賬款或商業承兌匯票作為質押物，向客戶提供資金以滿足其融資需求。截至2023年12月31日，本集團應收賬款保理業務餘額為人民幣621.4百萬元，較截至2022年12月31日應收賬款保理業務餘額人民幣435.7百萬元，增加人民幣185.7百萬元，增幅42.6%。

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Digital finance segment – Commercial banking

The Company and six other domestic institutions jointly established Chongqing Fumin Bank Co., Ltd. in 2016. The Company contributed RMB900.0 million to the equity capital of Fumin Bank in exchange for its 30.0% equity interest and became the largest shareholder of Fumin Bank. As at 31 December 2023, Fumin Bank had total assets of RMB60,418.0 million (31 December 2022: RMB54,874.3 million) and total liabilities of RMB55,732.5 million (31 December 2022: RMB50,676.2 million). In 2023, Fumin Bank achieved the total comprehensive income of RMB487.5 million (2022: RMB314.5 million).

CAPITAL INVESTMENT AND FINANCIAL ASSET MANAGEMENT SEGMENT

This segment provides capital investment services to selected SMEs with growth potential and value by utilization of the Company's own funds and funds raised through cooperation with external institutions, and includes partnership with banks and other financial institutions to carry out non-performing asset management business. In 2023, the profit before tax of the capital investment and financial asset management segment was RMB21.2 million, representing a decrease of RMB14.6 million or 40.8% as compared with RMB35.8 million in 2022, mainly due to the decrease in share of profits of associate.

Capital investment business

In terms of fund raising, the Group worked together with external organizations that aim to serve SMEs to raise capital by way of funds, with a special focus on industry funds established by government authorities at any levels and listed companies. As at 31 December 2023, the Group has successfully established 6 Funds (31 December 2022: 7) with external investors, raising a total of RMB594.1 million (31 December 2022: RMB644.1 million).

數字化金融分部 – 民營銀行

於2016年，本公司與境內六家機構共同發起設立重慶富民銀行股份有限公司。本公司對富民銀行股權出資人民幣900.0百萬元，佔股比例30.0%，為富民銀行第一大股東。截至2023年12月31日，富民銀行資產總額為人民幣60,418.0百萬元（2022年12月31日：人民幣54,874.3百萬元），負債總額為人民幣55,732.5百萬元（2022年12月31日：人民幣50,676.2百萬元）。2023年，富民銀行實現綜合收益總額人民幣487.5百萬元（2022年：人民幣314.5百萬元）。

資本投資及金融資產管理分部

利用自有資金，以及通過與外部機構合作募集資金，向具有成長空間和增長價值的特定中小企業提供資本投資服務，以及與銀行等金融機構合作開展不良資產管理業務。2023年，資本投資及金融資產管理分部稅前利潤為人民幣21.2百萬元，較2022年人民幣35.8百萬元，下降人民幣14.6百萬元，降幅40.8%，主要源於聯營企業收益下降。

資本投資業務

在資金募集方面，本集團與有志於服務中小企業的外部機構尤其是各級政府、上市公司設立的產業基金合作，以基金的形式募集資金。截至2023年12月31日，本集團已成功與外部投資者合作成立了6只基金（2022年12月31日：7只），合計募集資金共計人民幣594.1百萬元（2022年12月31日：人民幣644.1百萬元）。

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管理層討論與分析

In terms of capital investment, the Group provides capital investment services in small amounts to SMEs in its existing customer base that are among the top in their own industries and with stable management teams and sound growth potential. As at 31 December 2023, RMB1,116.3 million was used for equity investments (31 December 2022: RMB1,125.7 million) to obtain long-term return on capital appreciation. On the other hand, in order to effectively use idle capital to enhance capital returns, RMB59.6 million was used for debt investments (31 December 2022: RMB84.4 million) to obtain stable returns.

Financial asset management

The Group's financial asset management business was mainly conducted by Liaoning Fu'an Financial Asset Management Co., Ltd. Fu'an Asset is the first mixed-ownership financial asset management institution in Liaoning Province. Since its establishment, Fu'an Asset has gradually built a sound organizational structure and a professional asset management team, with its operations growing steadily. As at 31 December 2023, the net amount of the non-performing assets acquired by the Group was RMB2,203.4 million (31 December 2022: RMB1,068.6 million). The non-performing assets acquired by Fu'an Asset are from financial institutions and nonfinancial institutions, mainly comprising bank loans, entrusted loans and accounts receivable.

OTHERS SEGMENT

This segment represents the managerial functions of the headquarters and other business lines and operational results that cannot be completely categorized into any of the above segments. In 2023, this segment recorded loss before tax of RMB166.1 million, representing a decrease of RMB59.4 million or 26.3% as compared with the loss before tax of RMB225.5 million for 2022.

在資金投向方面，一方面向現有客戶群體中那些在自身所處行業中處於前茅、具有穩定的經營管理團隊、行業及自身成長性較好的中小企業提供小額的資本投資服務；截至2023年12月31日，人民幣1,116.3百萬元資金用於股權投資（2022年12月31日：人民幣1,125.7百萬元），以獲得長期資本增值回報；另一方面為有效利用閒置資金以提升資金收益，人民幣59.6百萬元資金用於債權投資（2022年12月31日：人民幣84.4百萬元），以獲取穩定回報。

金融資產管理

本集團金融資產管理業務主要由遼寧富安金融資產管理有限公司開展。富安資產為遼寧省首家混合所有制金融資產管理機構。富安資產自成立以來，逐步建立起完善的組織架構和專業的資管團隊，各項業務健康穩步發展。截至2023年12月31日，本集團收購的不良資產淨額為人民幣2,203.4百萬元（2022年12月31日：人民幣1,068.6百萬元）。富安資產收購的不良資產來自於金融機構以及非金融機構，主要包括銀行貸款、委托貸款、應收賬款等。

其他分部

其他分部指承擔總部管理職能以及無法完全劃分為上述任一分部的其他業務條線及經營業績。2023年，其他分部稅前虧損人民幣166.1百萬元，較2022年稅前虧損人民幣225.5百萬元，下降人民幣59.4百萬元，降幅26.3%。

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管理層討論與分析

With the objective of “integrating functions and enhancing efficiency”, the Group has continuously strengthened the integration of various functions, especially the mid-and-back offices, to enhance operating efficiency and reduce operating costs. All business segments and their branches focus on customer development and risk management, while the headquarter focuses on the establishment of a unified service system covering human resources, financial management, fund raising and utilization, administrative services, and construction of the information system, and provides targeted services to the business segments and their branches.

Due to the impact of changes in the external market environment and industry policies, as well as the Group’s business restructuring and optimization of resource allocation in pursuit of a strategic transformation towards digitalization in an all-round manner, the Group’s micro and small loan business (i.e. the micro and small loan business carried out by six small loan companies of the Group registered in Chongqing, Tianjin, Shenyang, Guiyang, Nanjing and Shenzhen, respectively) has further shrunk. As such, the micro and small loan business of the Group is included and presented in the others segment. As at 31 December 2023, the balance of the Group’s micro and small loan business was RMB252.0 million, representing a decrease of RMB81.4 million or 24.4% as compared with RMB333.4 million as at 31 December 2022. In 2023, the average interest and handling fee rate of the Group’s micro and small loan business was approximately 11.4% (2022: approximately 12.5%).

本集團以「職能整合、提升效率」為目標，不斷加強職能部門尤其是中後台職能部門的整合，以提升運營效率，降低運營成本。各業務分部及其分支機構主要專注於客戶拓展及風險管理，總部則主要專注於建立統一的服務體系，包括人力資源、財務管理、資金募集及運用、行政服務、信息系統建設等，並有針對性地向業務分部及其分支機構提供服務。

受外部市場環境變化和行業政策的影響，以及本集團全面推進數字化戰略轉型，主動調整業務結構、優化資源分配，本集團小微信貸業務（小微信貸業務是指由本集團註冊於重慶、天津、瀋陽、貴陽、南京以及深圳的六家小額貸款公司開展的小微貸款業務）投放規模進一步下降。基於此，本集團小微信貸業務併入其他分部列示。截至2023年12月31日，本集團小微信貸業務餘額為人民幣252.0百萬元，較截至2022年12月31日小微信貸業務餘額人民幣333.4百萬元，減少人民幣81.4百萬元，降幅24.4%。2023年，本集團小微信貸業務平均利息及手續費率約為11.4%（2022年：約12.5%）。

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The following table sets forth an analysis of outstanding balance of micro and small loan business by risk exposure as at the dates indicated:

下表載列於所示日期按風險敞口劃分的小微信貸餘額分佈：

		As at 31 December 截至12月31日			
		2023 2023年		2022 2022年	
		Amount 金額	% of total 佔總額%	Amount 金額	% of total 佔總額%
(Expressed in RMB million, unless otherwise stated) (除另有註明外，以人民幣百萬元列示)					
Not more than RMB100,000	人民幣10萬元以內	2.5	1.0	10.6	3.2
Above RMB100,000 but not more than RMB500,000	人民幣10萬元以上至人民幣50萬元	34.1	13.5	60.5	18.1
Above RMB500,000 but not more than RMB1,000,000	人民幣50萬元以上至人民幣1百萬元	22.7	9.0	34.3	10.3
Above RMB1,000,000 but not more than RMB3,000,000	人民幣1百萬元以上至人民幣3百萬元	47.3	18.8	43.9	13.2
Above RMB3,000,000	人民幣3百萬元以上	145.4	57.7	184.1	55.2
Total	合計	252.0	100.0	333.4	100.0

The following table sets forth a breakdown of the remaining maturity profile of micro and small loan business as at the dates indicated:

下表載列於所示日期小微信貸業務剩餘到期時間分佈情況：

		As at 31 December 截至12月31日			
		2023 2023年		2022 2022年	
		Amount 金額	% of total 佔總額%	Amount 金額	% of total 佔總額%
(Expressed in RMB million, unless otherwise stated) (除另有註明外，以人民幣百萬元列示)					
Past due or due within 3 months	已到期或三個月內到期	136.9	54.3	217.5	65.2
Due after 3 months but within 6 months	三個月至六個月到期	64.3	25.5	81.4	24.4
Due after 6 months but within 1 year	六個月至一年到期	19.9	7.9	13.6	4.1
Due after one year	一年後到期	30.9	12.3	20.9	6.3
Total	合計	252.0	100.0	333.4	100.0

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The following table sets forth a breakdown of collaterals obtained by micro and small loan business as at the dates indicated:

下表載列於所示日期小微信貸業務獲取的抵質押物分佈情況：

		As at 31 December 截至12月31日			
		2023 2023年		2022 2022年	
(Expressed in RMB million, unless otherwise stated) (除另有註明外，以人民幣百萬元列示)		Amount 金額	% of total 佔總額%	Amount 金額	% of total 佔總額%
Credit loans	信用貸款	12.8	5.1	13.4	4.0
Guaranteed loans	保證貸款	168.6	66.9	210.8	63.2
- Guaranteed by intra-group guarantors	- 由集團內公司間的擔保人擔保	122.1	48.4	145.4	43.6
- Guaranteed by independent third parties	- 由獨立第三方擔保人擔保	46.5	18.5	65.4	19.6
Secured loans	有抵押貸款	70.6	28.0	109.2	32.8
- Properties	- 房屋	70.6	28.0	109.2	32.8
Total	合計	252.0	100.0	333.4	100.0

The following table sets forth the key assets quality indicators of the Group's micro and small loan business as at the dates indicated:

下表載列截至所示日期本集團小微信貸業務的關鍵資產質量指標：

		As at 31 December 截至12月31日			
		2023 2023年	2022 2022年	Change 變動	
(Expressed in RMB million, unless otherwise stated) (除另有註明外，以人民幣百萬元列示)		Amount 金額	Amount 金額	Amount 金額	Percentage % 百分比%
Balance of micro and small loans	小微信貸餘額	252.0	333.4	(81.4)	(24.4)
Balance of provision for impairment losses	資產減值準備餘額	57.1	68.7	(11.6)	(16.9)
Provision rate ⁽¹⁾	撥備率 ⁽¹⁾	22.7%	20.6%	2.1 ppt 百分點	-
Provision coverage rate ⁽²⁾	撥備覆蓋率 ⁽²⁾	184.8%	241.1%	(56.3 ppt 百分點)	-
Balance of overdue mirco and small loans	逾期小微信貸餘額	128.8	187.9	(59.1)	(31.5)
Proportion of overdue mirco and small loans ⁽³⁾	逾期小微信貸佔比 ⁽³⁾	51.1%	56.4%	(5.3 ppt 百分點)	-
Balance of impaired mirco and small loans	已減值小微信貸餘額	30.9	28.5	2.4	8.4
Proportion of impaired mirco and small loans ⁽⁴⁾	已減值小微信貸餘額佔比 ⁽⁴⁾	12.3%	8.5%	3.8 ppt 百分點	-

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管理層討論與分析

Notes:

- (1) Balance of provision for impairment losses divided by the balance of micro and small loans.
- (2) Provision for impairment losses divided by the balance of impaired micro and small loans. Provision coverage rate represents the Group's level of provision for potential loss of the micro and small loan business portfolio.
- (3) Balance of overdue micro and small loans divided by the balance of micro and small loans. For the definition of "overdue micro and small loans", please refer to page 20 of this report.
- (4) Balance of impaired micro and small loans divided by the balance of micro and small loans. For the definition of "impaired micro and small loans", please refer to page 21 of this report.

The Group uses the ECL model to calculate the provision for impairment loss of micro and small loans in accordance with HKFRS 9. As at 31 December 2023, the provision for impairment loss of the Group's micro and small loans amounted to RMB57.1 million, representing a decrease of RMB11.6 million or 16.9% as compared with RMB68.7 million as at 31 December 2022, mainly due to the decrease of balance of micro and small loans business.

FINANCIAL REVIEW

Net guarantee and consulting fee income

The Group's guarantee and consulting fee income was derived from its financing guarantee business (mainly including traditional financing guarantee and bond guarantee) and non-financing guarantee business (mainly including project performance guarantee and electronic bid guarantee). In 2023, the Group recorded net guarantee and consulting fee income of RMB255.1 million, representing a decrease of RMB82.2 million or 24.4% as compared with RMB337.3 million in 2022, mainly due to the decrease in net guarantee income from the electronic bid guarantee business. The Group actively responded to the policy requirement within the Notice to "further lower tendering and bidding transaction costs", and proactively adjusted the fee rates of the electronic bid guarantee products and provided various preferential measures for customers to enhance the competitiveness of the Group's electronic bid guarantee products and consolidate its leading position in the market.

註釋:

- (1) 資產減值準備餘額除以小微信貸餘額。
- (2) 資產減值準備除以已減值小微信貸餘額。撥備覆蓋率顯示本集團就小微信貸業務組合可能出現的損失的撥備水平。
- (3) 逾期小微信貸餘額除以小微信貸餘額。有關「逾期小微信貸」的定義，請參閱本報告第20頁。
- (4) 已減值小微信貸餘額除以小微信貸餘額。有關「已減值小微信貸」的定義，請參閱本報告第21頁。

本集團根據香港財務報告準則第9號金融工具準則，使用預期信貸損失模型計算小微貸款資產減值準備。截至2023年12月31日，本集團小微貸款資產減值準備餘額為人民幣57.1百萬元，較截至2022年12月31日小微貸款資產減值準備餘額人民幣68.7百萬元，下降人民幣11.6百萬元，降幅16.9%，主要是由於小微貸款業務餘額下降所致。

財務回顧

擔保及諮詢費淨收入

本集團擔保及諮詢費收入來源於以傳統融資擔保和債券擔保為主的融資擔保業務，以及以工程履約擔保、電子投標保函為主的非融資擔保業務。2023年，本集團擔保及諮詢費淨收入為人民幣255.1百萬元，與2022年擔保及諮詢費淨收入人民幣337.3百萬元相比，下降人民幣82.2百萬元，降幅24.4%，主要源於電子投標保函業務擔保淨收入下降。本集團積極響應《通知》中「進一步降低招標投標交易成本」的政策要求，主動調整電子投標保函產品費率，為客戶提供多種優惠措施，以增強本集團電子投標保函產品的競爭力並鞏固其市場領先地位。

Management Discussion and Analysis

管理層討論與分析

Net interest and handling fee income

The following table sets forth the breakdown of the Group's net interest and handling fee income by products for the years indicated:

利息及手續費淨收入

下表載列本集團截至所示年度按產品分類的利息及手續費淨收入明細：

		For the year ended 31 December 截至12月31日止年度			
		2023 2023年	2022 2022年	Change 變動	
		Amount 金額	Amount 金額	Amount 金額	Percentage % 百分比%
(Expressed in RMB million, unless otherwise stated) (除另有註明外，以人民幣百萬元列示)					
Interest and handling fee income from	來自以下各項的利息及手續費收入				
Loans and advances to customers	發放貸款及墊款	191.2	150.4	40.8	27.1
Factoring business	保理業務	36.7	63.3	(26.6)	(42.0)
Cash at banks	銀行存款	1.7	4.8	(3.1)	(64.6)
Time and restricted bank deposits	定期存款和存出擔保保證金	44.9	45.0	(0.1)	(0.2)
Credit consulting services commission income	信用服務佣金收入	44.7	93.4	(48.7)	(52.1)
Other interest and handling fee income	其他利息及手續費收入	50.2	33.7	16.5	49.0
Total interest and handling fee income	利息及手續費收入合計	369.4	390.6	(21.2)	(5.4)
Interest and commission expenses arising from	來自以下各項的利息及手續費支出				
Interest-bearing borrowings	計息借款	(137.7)	(151.3)	(13.6)	(9.0)
Financial assets sold under repurchase agreements	賣出回購金融資產	(9.2)	(8.5)	0.7	8.2
Commission expenses from micro and small loans	小微貸款佣金支出	(4.9)	(9.3)	(4.4)	(47.3)
Other interest and commission expenses	其他利息及佣金支出	(33.6)	(13.3)	20.3	152.6
Total interest and handling fee expenses	利息及手續費支出合計	(185.4)	(182.4)	3.0	1.6
Net interest and handling fee income	利息及手續費淨收入	184.0	208.2	(24.2)	(11.6)

Management Discussion and Analysis

管理層討論與分析

In 2023, the Group recorded net interest and handling fee income of RMB184.0 million, representing a decrease of RMB24.2 million or 11.6% as compared with RMB208.2 million in 2022. The decrease was mainly due to the combined effect of the following factors: (i) in 2023, the Group recorded increase in interest and handling fee income from loans and advances to customers due to the larger scale of small business lending as compared to 2022; (ii) the interest and handling fee income generated from the receivable factoring business decreased due to the reduction in the scale of our receivables factoring business; (iii) in view of the macroeconomic situation, the Group's MSB targeted fintech information services adopted a prudent business strategy, which slowed down business development and the commission income from credit consulting services decreased accordingly; and (iv) in 2023, the scale of the Group's interest-bearing borrowings declined, as compared with 2022, the interest and handling fee expenses arising from interest-bearing borrowings decreased.

Net trading gains/(losses)

Net trading gains/(losses) comprise changes in the fair value of trading financial assets held by the Group and gains or losses on disposal of financial assets. In 2023, the Group recorded a net trading gain of RMB4.9 million (2022: a net trading loss of RMB17.9 million), which was mainly attributable to the gains from disposal of financial assets by the Group.

2023年，本集團利息及手續費淨收入為人民幣184.0百萬元，較2022年利息及手續費淨收入人民幣208.2百萬元，減少人民幣24.2百萬元，降幅11.6%。其下降主要受以下因素影響所致：(i) 2023年，得益於小企業貸款業務規模較2022年增長，本集團發放貸款及墊款產生的利息及手續費收入有所增長；(ii) 本集團應收賬款保理業務規模下降，其產生的利息及手續費收入減少；(iii) 受經濟形勢影響，本集團小微金融科技信息服務業務採取審慎的經營策略，業務發展放緩，信用服務佣金收入隨之下降；及(iv) 2023年，本集團計息借款規模較2022年下降，計息借款產生的利息及手續費支出減少。

交易淨損益

交易淨損益包含本集團持有的交易性金融資產產生的公允價值變動，以及處置金融資產產生的收益或虧損。2023年，本集團共錄得交易淨收益人民幣4.9百萬元（2022年：交易淨虧損人民幣17.9百萬元），主要是本集團處置金融資產產生的收益。

Management Discussion and Analysis

管理層討論與分析

Other operating income, net

The following table sets forth the breakdown of other net operating income of the Group for the years indicated:

(Expressed in RMB million, unless otherwise stated)
(除另有註明外，以人民幣百萬元列示)

		For the year ended 31 December 截至12月31日止年度			
		2023 2023年	2022 2022年	Change 變動	
		Amount 金額	Amount 金額	Amount 金額	Percentage % 百分比%
Commission income of insurance broker business	保險經紀人業務收入	12.2	22.9	(10.7)	(46.7)
Commission expenses of insurance broker business	保險經紀人業務支出	(11.1)	(14.9)	(3.8)	(25.5)
Net gains on disposal of long-term equity investments	處置長期股權投資淨收益	27.0	14.1	12.9	91.5
Government grants	政府補助	20.1	20.2	(0.1)	(0.5)
Dividend income	股息收入	6.4	12.6	(6.2)	(49.2)
Rental income	租金收入	8.3	7.9	0.4	5.1
Others	其他	(9.5)	5.4	(14.9)	(275.9)
Total	合計	53.4	68.2	(14.8)	(21.7)

The Group's other operating income, net mainly included net commission income of insurance broker business, gains on disposal of long-term equity investments, government grants, dividends and rental income. In 2023, the Group's other operating income, net amounted to RMB53.4 million, representing a decrease of RMB14.8 million or 21.7% as compared with RMB68.2 million for 2022.

其他運營淨收入

下表載列本集團截至所示年度的其他運營淨收入明細：

本集團其他運營淨收入主要包括保險經紀人業務淨收入、處置長期股權投資收益、政府補助、股息和租金收入。2023年，本集團其他運營淨收入為人民幣53.4百萬元，較2022年其他運營淨收入人民幣68.2百萬元，減少人民幣14.8百萬元，降幅21.7%。

Management Discussion and Analysis

管理層討論與分析

Reversal for guarantee losses

The provisions for guarantee losses is an estimate of sufficient provision for credit guarantee made by the Group based on the asset quality of its guarantee portfolio and past experience. In the process of digital transformation, the Group proactively adjusted the structure of its credit guarantee business and vigorously developed online standardized, automated, batch-based, and low-risk credit guarantee products. In 2023, the Group reversed the provision for guarantee losses of RMB16.5 million (2022: RMB192.0 million), after a prudent assessment of the current risk profile of the Group's credit guarantee product portfolio, taking into account historical records of default payments and recoveries with respect to the Group's credit guarantee business over the years.

Impairment losses

The following table sets forth a breakdown of the Group's impairment losses for the years indicated:

(Expressed in RMB million, unless otherwise stated)
(除另有註明外，以人民幣百萬元列示)

		2023	2022	Change	
		2023年	2022年	變動	
		Amount	Amount	Amount	Percentage %
		金額	金額	金額	百分比%
Receivables for default payments	應收代償款	73.7	98.3	(24.6)	(25.0)
Loans and advances to customers	發放貸款及墊款	43.0	137.6	(94.6)	(68.8)
Receivables for factoring business	應收保理款	6.5	(5.0)	11.5	230.0
Others	其他	8.8	6.2	2.6	41.9
Total	合計	132.0	237.1	(105.1)	(44.3)

In 2023, Group's impairment losses amounted to RMB132.0 million, representing a decrease of RMB105.1 million or 44.3% as compared with the impairment losses of RMB237.1 million for 2022, mainly due to the improvement of asset quality of the Group's various businesses and the effective recovery of non-performing assets.

轉回擔保賠償準備金

擔保賠償準備金主要根據本集團擔保組合資產質量及過往經驗，對信用擔保業務而言足夠的撥備水平的估計。本集團在數字化轉型過程中主動調整信用擔保業務結構，大力發展線上標準化、自動化、批量化的低風險信用擔保產品。結合歷年來本集團信用擔保業務實際代償及回收情況，2023年，本集團對當前信用擔保產品組合風險狀況進行審慎評估後，轉回擔保賠償準備金人民幣16.5百萬元（2022年：人民幣192.0百萬元）。

資產減值損失

下表載列本集團於所示年度的減值損失明細：

For the year ended 31 December 截至12月31日止年度

2023	2022	Change	
2023年	2022年	變動	
Amount	Amount	Amount	Percentage %
金額	金額	金額	百分比%
73.7	98.3	(24.6)	(25.0)
43.0	137.6	(94.6)	(68.8)
6.5	(5.0)	11.5	230.0
8.8	6.2	2.6	41.9
132.0	237.1	(105.1)	(44.3)

2023年，本集團資產減值損失為人民幣132.0百萬元，較2022年減值損失人民幣237.1百萬元，減少人民幣105.1百萬元，降幅44.3%，主要源於本集團各項業務資產質量好轉以及不良資產清收回款取得成效。

Management Discussion and Analysis

管理層討論與分析

Operating expenses

The Group's operating expenses decreased by RMB83.9 million or 16.5% from RMB509.8 million in 2022 to RMB425.9 million in 2023. The decrease was due to a decrease in labor costs as manual operations were reduced by the digitalization of business amid the Group's comprehensive digital transformation; and a continuous decline in operating expenses resulting from the Group's ongoing efforts to implement cost optimization management measures, reduce various non-essential expenses and refine costs management.

Other net losses

Other net losses mainly represented losses on disposal of assets arising from the sale of fixed assets or repossessed assets. The Group disposed of idle properties and repossessed properties to enhance its liquidity. In 2023, the Group's other net losses amounted to RMB6.3 million (2022: RMB39.7 million).

Share of profits of associates

The Group's associates delivered admirable performance. In 2023, the Group's share of profits of associates amounted to RMB100.1 million, representing a decrease of RMB2.6 million or 2.5% as compared with RMB102.7 million for 2022.

Income tax

In 2023, the Group's income tax was RMB33.4 million (2022: RMB57.5 million).

Net profit

As a result of the foregoing, the Group recorded net profit of RMB23.8 million for 2023, representing a decrease of RMB28.2 million or 54.2%, compared to the net profit of RMB52.0 million recorded for 2022.

營運支出

本集團全面數字化轉型效果初現，業務數字化減少了人工操作，使得人力資源成本呈下降態勢；本集團持續採取成本優化管理措施，主動縮減各類非必要開支，對費用進行精細化管理，營運支出呈持續下降態勢。2023年本集團營運支出為人民幣425.9百萬元，較2022年營運支出人民幣509.8百萬元，下降人民幣83.9百萬元，降幅16.5%。

其他淨虧損

其他淨虧損主要為出售固定資產或抵債資產產生的資產處置損失，本集團積極處置閒置物業及抵債房產以加強資產流動性。2023年，本集團其他淨虧損為人民幣6.3百萬元（2022年：人民幣39.7百萬元）。

聯營企業投資收益

本集團投資的聯營企業經營良好，2023年本集團共錄得聯營企業投資收益人民幣100.1百萬元，較2022年本集團聯營企業投資收益人民幣102.7百萬元，減少人民幣2.6百萬元，降幅2.5%。

所得稅

2023年，本集團所得稅為人民幣33.4百萬元（2022年：人民幣57.5百萬元）。

淨利潤

基於上文所述，2023年，本集團錄得淨利潤人民幣23.8百萬元，與2022年淨利潤人民幣52.0百萬元相比，減少人民幣28.2百萬元，降幅54.2%。

Management Discussion and Analysis

管理層討論與分析

CAPITAL COMMITMENTS AND CONTRACTUAL OBLIGATIONS

Capital commitments

As at 31 December 2022 and 31 December 2023, the Group had no capital commitments.

Intra-group liabilities

As at 31 December 2023, the Company provided guarantee for an aggregate of RMB860.8 million (31 December 2022: RMB875.0 million) of borrowings from specific institutions to subsidiaries of the Group.

As at 31 December 2023, the outstanding guarantee balance of the Group's credit guarantee business was assumed by Hanhua Guarantee, a subsidiary of the Group with financing guarantee qualification, and its branches and subsidiaries.

As none of our credit guarantee subsidiaries has received any capital contribution from any other legal entity of the Group and all such subsidiaries are limited liability companies under the laws of the PRC, the Company is liable for the debts of only one of such subsidiaries (to the extent of the capital contribution of the Group). Should any of our credit guarantee subsidiaries fail to pay any contingent liability under an outstanding guarantee, the Group's liability under such outstanding guarantee will not have negative impact on the business and performance of other entities of the Group.

資本承擔及合約責任

資本承擔

截至2022年12月31日及2023年12月31日，本集團無資本承擔。

集團內公司負債

截至2023年12月31日，本集團附屬公司向特定機構的借款總額人民幣860.8百萬元（2022年12月31日：人民幣875.0百萬元）由本公司提供擔保。

截至2023年12月31日，本集團信用擔保業務在保餘額均由本集團具有融資擔保業務資格的附屬公司瀚華擔保及其分公司、子公司承擔。

由於信用擔保附屬公司未向本集團內其他法律實體融入任何資金，而因各信用擔保附屬公司均為中國法律項下的有限責任公司，因此本公司僅對一家信用擔保附屬公司的債務承擔責任（以本集團股權出資為限），倘若本集團任何信用擔保附屬公司未能履行其於未償還擔保項下的或有負債，本集團於未償還擔保項下的責任將不會對本集團旗下其他實體的業務及經營造成不良影響。

Management Discussion and Analysis

管理層討論與分析

As at 31 December 2023, the outstanding balance of guarantees provided by our credit guarantee subsidiaries for certain small loans granted by our micro-credit subsidiaries was RMB122.1 million (31 December 2022: RMB145.4 million). Such small loans have been included in the “loans and advances to customers” in the Group’s consolidated financial statements, and the aforesaid amount was not included in the balance of credit guarantee of the Group to avoid duplicate computation and overestimation of the credit risk exposure of the Group. Should any of such credit guarantee subsidiaries be liquidated or become insolvent, these loans will not be guaranteed and our relevant micro-credit subsidiaries would be exposed to higher credit risk. As loans guaranteed by credit guarantee subsidiaries are individually insignificant and widely distributed, the Group believes any of these small loans ceasing to be guaranteed by credit guarantee subsidiaries will not have material impact on the business and performance of other subsidiaries.

CAPITAL STRUCTURE, LIQUIDITY AND FINANCIAL RESOURCES

Capital structure

As at 31 December 2023, our share capital was RMB4,600.0 million, comprising 3,430,000,000 domestic shares and 1,170,000,000 H shares, each with a face value of RMB1.00.

Liquidity and capital resources

We finance our working capital and other capital requirements principally with capital contributions from shareholders, bank borrowings, bond issues, cash inflows from operating activities and proceeds from our initial public offering. Our liquidity and other capital requirements are primarily related to small business lending, default payments, restricted bank deposits, and other working capital needs.

As at 31 December 2023, we had cash and cash equivalents of RMB575.2 million (31 December 2022: RMB339.4 million), which were mainly denominated in Renminbi. For the year ended 31 December 2023, the Group did not use any financial instrument for hedging purpose.

截至2023年12月31日，本集團信用擔保附屬公司為本集團小額貸款附屬公司發放的部分小額貸款提供的擔保餘額為人民幣122.1百萬元（2022年12月31日：人民幣145.4百萬元）。在本集團合併財務報表中，該類小額貸款已計入發放貸款及墊款，為避免重複計算並誇大本集團整體信用風險承擔金額，並未將上述金額納入本集團信用擔保餘額統計中。倘若相關信用擔保附屬公司清盤或破產，該等貸款將不再獲擔保，而本集團小額貸款附屬公司將承受更大的潛在信用風險。由於本集團信用擔保附屬公司擔保的貸款額度單筆相對較小、比較分散，本集團認為倘任何該等小額貸款不再獲本集團信用擔保附屬公司擔保，將不會對其他附屬公司的業務及運營造成重大影響。

資本架構、流動資金及財務資源

資本架構

截至2023年12月31日，我們的股本為人民幣4,600.0百萬元，由3,430,000,000股內資股及1,170,000,000股H股組成，每股面值均為人民幣1.00元。

流動資金及資本資源

我們主要以股東的股權出資、銀行借款、發行債券、經營產生的現金流入及首次公開募股所得款項就營運資金及其他資本要求提供資金。我們的流動資金及資本要求主要與授出小企業貸款、支付違約付款、維持於銀行存放保證金及其他營運資金需求有關。

截至2023年12月31日，我們的現金及現金等價物為人民幣575.2百萬元（2022年12月31日：人民幣339.4百萬元），主要以人民幣計值。截至2023年12月31日止年度，本集團並無利用任何金融工具作對沖用途。

Management Discussion and Analysis

管理層討論與分析

Indebtedness

As at 31 December 2023, we had RMB2,985.9 million (31 December 2022: RMB2,550.4 million) of outstanding interest-bearing debts (including interest-bearing borrowings and financial assets sold under repurchase agreements) in total, all of which were denominated in Renminbi and were in fixed interest rate at a range from 4.5% to 15.0% (31 December 2022: 4.1% to 15.0%) per annum.

The maturity profile of the Group's interest-bearing debts as at the dates indicated is set out below:

(Expressed in RMB million, unless otherwise stated)
(除另有註明外，以人民幣百萬元列示)

		As at 31 December 截至12月31日			
		2023 2023年		2022 2022年	
		Amount 金額	% of total 佔總額%	Amount 金額	% of total 佔總額%
Within 1 year	1年以內	1,698.6	56.9	1,318.7	51.7
After 1 year but within 2 years	1年至2年	263.6	8.8	379.9	14.9
After 2 years but within 5 years	2年至5年	813.1	27.2	394.0	15.4
After 5 years	5年以上	210.6	7.1	457.8	18.0
Total	合計	2,985.9	100.0	2,550.4	100.0

OFF-BALANCE SHEET ARRANGEMENTS

We are a party to contracts with off-balance sheet risks in the ordinary course of our credit guarantee business. The contractual amount reflects the extent of our involvement in credit guarantee and our maximum exposure to credit loss. As at 31 December 2023, we had outstanding credit guarantee of RMB33,620.0 million (31 December 2022: RMB34,144.2 million).

Save as disclosed above, we have no other off-balance sheet arrangements.

債務

截至2023年12月31日，我們未償還的計息負債（包括計息借款以及賣出回購金融資產）總額為人民幣2,985.9百萬元（2022年12月31日：人民幣2,550.4百萬元），全部以人民幣計值且為固定利率，年息率介於4.5%到15.0%（2022年12月31日：4.1%到15.0%）。

本集團於所示日期的計息負債的償還到期日分佈如下：

		As at 31 December 截至12月31日			
		2023 2023年		2022 2022年	
		Amount 金額	% of total 佔總額%	Amount 金額	% of total 佔總額%
Within 1 year	1年以內	1,698.6	56.9	1,318.7	51.7
After 1 year but within 2 years	1年至2年	263.6	8.8	379.9	14.9
After 2 years but within 5 years	2年至5年	813.1	27.2	394.0	15.4
After 5 years	5年以上	210.6	7.1	457.8	18.0
Total	合計	2,985.9	100.0	2,550.4	100.0

資產負債表外安排

我們於日常信用擔保業務過程中為附有資產負債表外風險的合約的訂約方。合約金額反映我們於信用擔保業務的參與程度及我們所承受的最大信用虧損風險。截至2023年12月31日，我們信用擔保業務餘額合計為人民幣33,620.0百萬元（2022年12月31日：人民幣34,144.2百萬元）。

除上文披露外，我們並無其他資產負債表外安排。

Management Discussion and Analysis

管理層討論與分析

DEBT-TO-EQUITY RATIO

As at 31 December 2023, the Group's debt-to-equity ratio (calculated by the sum of interest-bearing borrowings and financial assets sold under repurchase agreement, over total equity) was 37.6% (31 December 2022: 32.0%).

FOREIGN EXCHANGE RISK EXPOSURE

The Group's exposure to foreign exchange risk is insignificant as most of its transactions are settled in Renminbi.

SIGNIFICANT INVESTMENTS

The Group had no significant investment during the year ended 31 December 2023. Save as those disclosed in this report, there were no significant investments or additions of capital assets authorised by the board of directors at the date of this report.

MATERIAL DISPOSALS

On 31 May 2023, the Company, Duyu (Shanghai) Information Services Co., Ltd.* (睹煜(上海)信息服務有限公司) (“**Duyu Information**”) and Sichuan Hanhua Micro-credit Co., Ltd.* (四川瀚華小額貸款有限公司) (“**Sichuan Micro-credit**”) entered into an equity transfer agreement, pursuant to which, the Company agreed to sell 100% equity interest in Sichuan Micro-credit to Duyu Information at a total consideration of RMB800,022,227.32 in cash. Upon completion of the transaction, the Group no longer holds any equity interest in Sichuan Micro-credit. For details of this transaction, please refer to the announcement of the Company dated 31 May 2023 and the circular of the Company dated 25 July 2023. The aforesaid Disposal was approved at the Company's 2023 First Extraordinary General Meeting held on 10 August 2023.

權益負債率

截至2023年12月31日，本集團權益負債率（即計息借款及賣出回購金融資產結餘總額除以權益總額）為37.6%（2022年12月31日：32.0%）。

外匯風險敞口

本集團主要以人民幣進行其業務交易，因此並無面臨重大外匯風險。

重大投資

截至2023年12月31日止年度，本集團並無重大投資事宜。除本報告所披露者外，於本報告之日期，董事會並無批准任何其他重大投資或資本資產購入。

重大出售

於2023年5月31日，本公司與睹煜(上海)信息服務有限公司(「睹煜信息」)以及四川瀚華小額貸款有限公司(「四川小貸」)共同簽訂股權轉讓協議。據此，本公司同意以現金總代價人民幣800,022,227.32元向睹煜信息出售四川小貸100%股權，在完成交易後，本集團不再持有四川小貸股權。有關此次交易之詳情，請查閱本公司於2023年5月31日刊發的公告以及2023年7月25日刊發的通函。上述出售事項已於2023年8月10日之本公司2023年第一次臨時股東大會獲批通過。

Management Discussion and Analysis

管理層討論與分析

PLEDGE OF ASSETS

As at 31 December 2023, the Group's receivables for factoring business with an aggregate carrying value of RMB181.6 million (31 December 2022: RMB345.9 million), loans and advances to customers with aggregate carrying value of RMB33.3 million (31 December 2022: RMB58.6 million), buildings with an aggregate carrying value of RMB656.7 million (31 December 2022: RMB707.6 million) and bank deposits of RMB2.5 million (31 December 2022: RMB92.5 million) were pledged to secure the Group's interest-bearing liabilities.

CONTINGENT LIABILITIES

Save for the off-balance sheet arrangements disclosed on page 35, the Group had no other material contingent liabilities as at 31 December 2023.

INFORMATION TECHNOLOGY

Information Technology

Upholding the principle of integrating information technology with business strategies, the Company continued to formulate the informatization plan of the Group, optimize its information technology governance structure, and promote the construction of information technology infrastructure and important information systems based on the digital transformation strategy for Company's businesses, thereby ensuring the stable operation of its information systems and providing strong support for strengthening the management and business innovation of the Group.

Information Technology Governance

An information construction leading group has been set up at the management level with the president as the core member to play the role of major decision-making, important project establishment, coordination and supervision, thus forming a regular decision-making mechanism for information construction.

抵押資產

截至2023年12月31日，本集團賬面價值人民幣181.6百萬元（2022年12月31日：人民幣345.9百萬元）的應收保理款，賬面價值人民幣33.3百萬元（2022年12月31日：人民幣58.6百萬元）發放貸款及墊款，以及賬面價值人民幣656.7百萬元（2022年12月31日：人民幣707.6百萬元）的建築物，連同人民幣2.5百萬元（2022年12月31日：人民幣92.5百萬元）的銀行存款已被抵押用作擔保本集團的計息負債。

或有負債

除在第35頁披露的資產負債表外安排，截至2023年12月31日，本集團無其他重大或有負債。

信息科技部分

信息科技

本公司繼續堅持信息科技與業務戰略緊密融合的理念，圍繞公司業務數字化轉型戰略，制定集團信息化規劃，完善信息科技治理架構，推進信息科技基礎設施和重要信息系統建設，確保信息系統安全穩定運行，為加強本集團管控、促進業務創新提供有力支撐。

信息科技治理

在以總裁為核心的管理層設立信息化建設領導小組，發揮重大決策、重要項目立項、協調和監督作用，形成常態化的信息化建設決策機制。

Management Discussion and Analysis

管理層討論與分析

Information Planning

Focusing on its strategic goal of creating a Chinese sample of inclusive finance and on the basis of the existing information planning, the Company pushed forward the dynamic formulation of an information plan, specified the five-year development for 2023 to 2027 and prioritized in promoting the digital transformation and upgrading of the Company's businesses as well as the management and governance of data assets, so as to support the implementation of the Company's strategies and enhance its management and operating efficiency.

The Company effectively defined system boundaries and positioning by creating an integrated operation and maintenance process and improving relevant functions, and introduced new technologies to gradually realize automatic replacement of the whole process of core business system products, while leveraging modularization and cloud services to meet the market demand for rapid iteration of products, with a view to building an integrated business platform based on financial technology (fintech).

On the basis of the existing data warehouse, data mart and BI visual analysis tools, the Company built capabilities in internal and external data collection, unstructured data analysis and data tag creation. The Company acquired a full range of data assets, created complete connections among business objects, further protected and improved the value of data assets, in an effort to avoid the sinking of data assets.

信息化規劃

圍繞公司打造世界普惠金融中國樣本的戰略目標，在既有信息化規劃基礎上，推進規劃工作的滾動編製，明確2023年至2027年五年發展規劃，重點推動業務數字化轉型升級工作、數據資產的管理與治理，支持公司戰略執行，加強公司管控與運營效率。

通過打造一體化運維流程、完善功能，有效界定系統邊界與定位，引入新技術，逐步實現核心業務系統產品全流程的自動化替換，同時借助模塊化與雲服務滿足市場對產品的快速迭代需求，全面構建基於金融科技的業務平台。

在已有的數據倉庫、數據市集以及BI可視化分析工具基礎上，增加內外部數據採集能力、非結構化數據解析能力、數據標籤構建能力。充分獲取各種類型的數據資產，構建完整的業務對象關聯關係，進一步實現對數據資產價值的保護和提升，避免數據資產的沉沒。

Management Discussion and Analysis

管理層討論與分析

Information System Construction

According to the Group's management, business development and innovation needs, the Company accelerated the construction of various information systems.

In order to optimize human resources management and services, the Company improved the recording of organizational and personnel information in all aspects to form a complete set of personal data on employees, while providing mobile self-service functions to serve employees, setting annual performance targets and conducting performance appraisal through performance management functions, and improving employees' self-learning results through an online learning platform. The Company provided an approval process platform and mobile modeling platform with flexible configuration, and established and adjusted online approval procedures processes that can change rapidly in tandem with business development. A mature financial system is in place to handle all revenues and expenses and accounting procedures of the Company. Through the application of advanced information collection and analysis technology, it improved the operation convenience and management effectiveness in fees control. It integrated functions such as budget, contract and trip management and connected to third-party ecological chains, offering an authentic intelligent reimbursement experience. A stable knowledge management platform has been set up to manage and store various electronic files of the Company in a centralized manner and enhance the security of digital assets through encryption and watermarking functions. A number of communication and collaboration mechanisms including an email system, an instant messaging platform, a video conferencing platform, and an online conferencing platform, are employed to facilitate efficient collaboration among employees.

信息系統建設

本公司根據集團管控、業務發展和創新需要，加快推進各信息系統的建設工作。

為優化對公司人力資源的管理和服務，完善了組織及人事信息的全方面記錄，形成了完整的員工個人檔案數據，同時提供移動自助功能服務於員工，通過績效管理功能實現年度績效目標設定及考核，通過在線學習平台提升員工自我學習的效果。提供靈活配置的審批流程平台和移動建模平台，快速搭建並調整公司隨業務發展而快速變化的各類線上審批流程。借助成熟的財務系統，完成公司所有財務收支及帳務處理，通過運用先進的信息統計和分析技術，提高費控管理的操作便捷性和管理有效性整合了預算管理、合同管理、行程管理等功能，同時可以打通第三方生態鏈，真正做到智能化報銷體驗。搭建穩定的知識管理平台，集中管理和存儲公司各類電子文檔，借助加密及水印功能提升數字資產的安全性。借助郵件系統、即時通訊平台、視頻會議平台、網絡會議平台等多種溝通協作機制，協助員工實現高效協作。

Management Discussion and Analysis

管理層討論與分析

Guarantee Group adhered to the direction of digital transformation, bridged industrial scenarios and focused on target customers, thereby continuously improving its digital operation and service capabilities. Starting from the bidding and procurement transaction scenario, it built the bond guarantee business system and realized the whole process digitalization of various businesses. Meanwhile, it carried out the technology output of financial service platform and SaaS-based bond platform leveraging on its own sophisticated product system and systematic capability system. It was connected to the Internet of the construction industry and developed a model of connection, embedding and co-creation with the PMS systems of construction enterprises, boosting the scenario access capabilities, business processing efficiency and data application capabilities. It explored online marketing, built customer interface, marketing analysis, CRM, operation analysis and other systems and linked with live-streaming platforms, so as to optimize customer experience, improve the digital capabilities in marketing and operation management. Further, Guarantee Group continuously levelled up the cognition of digital operation within the Group, expanded the width and depth of data application, improved digital management capabilities, enhanced digital support capabilities, continued to iterate the construction of data platforms, and provided full lifecycle support from data acquisition, cleaning, processing, digging, modelling to application and governance. It continually optimized the construction of digital teams, and comprehensively improved the team's product design, R&D and delivery, structural management, project management and quality assurance capabilities through recruitment of talents, change of organizational structure and reform of performance management, providing guarantee for the achievement of the Group's digital transformation goal.

擔保集團堅持數字化轉型方向，鏈接產業場景，聚焦目標客群，持續提升自身的數字化運營服務能力。以招標採購交易場景為切入點，構建保函擔保類業務系統，實現各類業務的全流程數字化，並基於自身成熟產品體系、系統能力體系向外部進行金融服務平台、保函SaaS平台科技輸出；鏈接建築產業互聯網，與建築企業PMS系統形成連接、嵌入、共創模式，提升場景接入能力、業務處理效率、數據应用能力；探索線上營銷，搭建面客端、營銷分析、CRM、運營分析等系統，鏈接直播平台，優化客戶體驗、提升營銷、運營管理數字化能力；持續提升集團數字化認知水平、數據應用的寬度和深度，改善數字化管理能力，完善數字化支持能力，持續迭代數據平台建設，提供數據獲取、清洗、加工、挖掘、建模到應用、治理的全生命週期支持；持續優化數字化團隊建設，通過人員引進、組織架構變革、績效管理變革，全方位提升團隊產品設計、研發交付、架構管理、項目管理、質量保障能力，確保完成集團數字化轉型目標。

Management Discussion and Analysis

管理層討論與分析

Jinwei Technology firmly implemented its strategic planning on the path of digital transformation and deeply tapped into the core competitiveness of digital technology in corporate development. It enhanced the role of existing digital resources in the financial industry and the technological sector through integrating resources and optimizing structure. It continuously optimized the front end of business and core business systems to rapidly adapt to the new demands in business development and efficiently access to channels and capitals. On the basis of the data bus put into production, it developed the new-generation decision-making engine for digital risk control, improving the efficiency and stability of decision-making on risks and guaranteeing the sustainability of online digital businesses. To explore new business areas, Jinwei Technology cooperated with Property Technology (不動產科技) in the R&D of the system for the performance bond business, which has passed the phase-I and phase-II construction and developed the supporting capability for three business models. It established the digital marketing platform towards channels to expand the acquisition of customers at the front end of businesses. It continuously promoted the R&D of the inventory management system for the “Smart” series products. While meeting customers’ demand on the functions and quantity, it implemented innovative designs and introduced big data, blockchain, artificial intelligence and other capabilities into customers’ application scenarios, improving customers’ use experience and enhancing the market competitiveness of the products.

The Company advanced the construction of API gateways based on its enterprise data bus (EDB) to ensure the standardization and security of internal system APIs and save costs. The Company optimized and upgraded the existing communication and collaboration platform to eliminate the incompatibility problems at the user end, allowing employees to use it more smoothly and improving their office efficiency.

金微科技在數字化轉型的道路上堅定執行戰略規劃，深耕數字化科技在企業發展中的核心競爭力。通過能力整合和系統重構，強化現有數字化資源在金融產業科技領域的作用。不斷優化業務前端和業務核心系統，快速適應新的業務發展需求，高效鏈接渠道和資方。在已投產的數據總線基礎上，研發新一代數字風控決策引擎，提高風險決策的效率和穩定性，保證線上數字化業務的可持續性開展。為探索新的業務領域，配合不動產科技進行電子履約保函業務系統的研發，通過一二期建設，已經構建三種業務模式支撐能力。搭建面向渠道端的數字化營銷平台，擴展業務前端獲客流量的寬度。持續推進「慧」系列進銷存系統的研發工作，在功能數量滿足客戶需求的同時，進行創新性設計，將大數據、區塊鏈、人工智能等能力引入客戶應用場景，提升客戶使用體驗，增強產品在市場上的競爭力。

基於企業數據總線平台推動API網關建設，實現內部系統對外開放接口的標準化、規範化和安全性，並有效節省成本。對現有溝通協作平台進行優化升級，消除用戶端使用出現的不兼容問題，讓員工使用更為流暢，提升員工辦公效率。

Management Discussion and Analysis

管理層討論與分析

Construction of Information Technology Infrastructure

Hanhua's private cloud was extended in depth. On the basis of the previous compression and integration of physical servers of the data center into a virtualization platform and with an aim to reduce costs and improve backup efficiency, the Company completed the design and implementation of a construction project of a disaster recovery platform based on its IT construction needs, thus realizing the shift from a decentralized manual backup model to a centralized and automatic backup platform that supports remote disaster recovery. Through the construction of a new unified monitoring platform, the Company conducted sampling analysis on all kinds of equipment and applications (e.g. hosts, network equipment, databases, and applications) and monitoring and processing of the massive data generated by the managed objects in a centralized manner, enabling rapid locating, analysis and handling of faults and risks. Based on the previous upgrade of the data center host to virtualization architecture, the Company deployed an anti-virus system in a virtualized environment by incorporating all server security functions into an integrated flexible platform which is integrated with the virtualization platform, so as to protect the virtual machine from viruses, spyware, Trojans and other malicious software attacks. The Company has completed the deployment of a vulnerability scanning platform which can scan vulnerabilities in the entire network and collect and analyze relevant information, so that the operation and maintenance personnel can keep track of the overall network security and timely secure equipment or systems with potential security risks.

The Company strengthened the standardization of edge network system in branches. Through a unified management platform, the Company performs equipment and network security monitoring, centralized management and strategic management on all firewalls of branches nationwide to realize rapid distribution of strategies and unified early warning, and regularly submits and analyzes HSM management reports, so as to prevent network security incidents, protect its data assets and ensure the security of employees' working environment. The security control of the intranet has been strengthened and a Group-wide network access system has been implemented. Accordingly, non-intranet users' private connections to the intranet can be detected, pinpointed and effectively blocked.

信息科技基礎設施建設

瀚華私有雲的建設向縱深方向擴展。在前期數據中心實現物理服務器向虛擬化平台的壓縮整合基礎上，從降低投入成本、提高備份效率出發，結合自身信息化項目建設需求，完成了數據中心的災備平台建設項目方案設計及實施，實現了從過去分散式、手工的備份向集中式、自動化、支持異地容災的統一備份平台轉變。通過搭建新的統一監控平台，對各類設備和應用（主機、網絡設備、數據庫、應用）進行集中化的採集分析，對各類被管對象產生的大量數據進行集中監測處理，實現對各類故障、風險的快速定位和分析處理。在前期數據中心主機升級為虛擬化架構的基礎上，部署虛擬化環境防病毒系統，將所有服務器安全功能整合到一個全面的集成式靈活平台中，與虛擬化平台相集成，保護虛擬機免受病毒、間諜軟件、木馬和其他惡意軟件的攻擊。完成漏洞掃描平台的部署，對整個網絡中的漏洞進行掃描，並能夠進行集中管理，收集信息，匯總分析，讓運維人員掌握整體網絡安全狀況，並及時對存在安全隱患的設備或系統進行安全加固。

加強了分支機構邊緣網絡體系的標準化建設。統一管理平台對全國分支機構所有防火牆進行設備及網絡安全監控、集中管理及策略管理，實現策略快速分發和統一告警，定期進行HSM管理平台報告提交分析，有效防範網絡安全事件發生，保障公司數據財產及員工辦公環境安全。加強了內網安全管控，全集團推行網絡准入系統，能夠對非內部用戶私自連接到內部網絡的行為進行檢查，準確定出位置，並對其進行有效阻斷。

Management Discussion and Analysis

管理層討論與分析

Information Technology Management Capabilities

The Company stepped up efforts to promote the digital transformation and upgrading of financial services. By fostering the core competitiveness of financial technology and collaboratively building a technology base, the Company realized internal empowerment and external technology output. Through the internal market-based mechanism for IT function, the Company formulated effective cooperation rules and supervision mechanisms to better cope with the digital transformation collaboration and cost issues, ensuring the orderly advancement of Hanhua Financial's overall digital strategy.

In an effort to strengthen user account management, enhance the compliance of production-related operations, prevent unauthorized operations, and improve the security of the production environment, the Company conducted an overhaul of account security in the production environment, strictly separated read and write permissions based on the operation requirements, cleaned up some non-compliant accounts, and traced and rectified illegal operations in the production environment through bastion host and video surveillance, thereby ensuring the safe and stable operation of the information system and preventing and reducing system or data access risks caused by illegal or improper operations.

HUMAN RESOURCES

“Talents” represent one of the most valuable assets of Hanhua Financial and are carefully nurtured. The Company has always been committed to building a high-standard professional team with “kindness, diligence, integrity, self-discipline and responsibility”. As at 31 December 2023, the total number of employees of the Group was 713, all of whom served in Mainland China and Hong Kong.

信息科技管理能力

本公司加大推進金融數字化轉型升級工作，通過培育金融科技核心競爭力，協同構建科技底座，實現對內賦能與對外科技輸出，通過IT內部市場化機制，制訂有效的合作規則及監管機制，較好的應對數字化轉型協同及成本問題，確保瀚華金控整體數字化戰略有序推進。

為了強化用戶賬號管理，增強生產環境操作的合規性，杜絕未授權操作，提高生產環境的安全性，開展了生產環境賬號安全大檢查，根據操作需求嚴格區分生產環境的讀寫權限，清理與整治了一些不合規賬戶，並通過堡壘機與視頻監控對生產環境的違規操作進行了溯源與整改，有效地保障了信息系統的安全、穩定運行，切實防範和降低了因非法或不當操作對系統或數據訪問帶來的風險。

人力資源

「人才」始終是瀚華最為重要且精心培育的資源之一，公司致力於打造「善良、勤奮、學習、自律、擔當」的高標準、專業化人才團隊。截至2023年12月31日，本集團在崗員工總數為713人，於中國內地及香港任職。

Management Discussion and Analysis

管理層討論與分析

The Company attaches great importance to organizational culture building and employee care, promotes cultural cohesion through employee care, and incorporates corporate values and social responsibility into organizational culture. In 2023, the Company implements and highlights employee care activities in several aspects: carrying out health examinations for all employees, purchasing supplemental medical insurance and accidental injury insurance and other commercial insurances for employees to protect their health; launching “Love in the Chongyang Festival” special activities jointly with the labor union to express gratitude to the families of the employees; setting up an internal communication platform and launching theme columns in the Chongyang Festival, Chinese New Year and other festivals, which deepens the emotional links between the employees and their family members, between the employees and the employees and between the employees and the company, and strengthens the sense of identity and sense of belonging of the employees to the company through exchanges and sharing activities.

In terms of the construction of the honor system, the Company continues to carry out annual evaluation of excellence, recognizing individuals and teams that have made outstanding contributions and excellent performance in the annual work, and selecting outstanding employees, outstanding teams, outstanding leaders, the best cases of innovation and special contributors, etc. Through the multi-level and diversified set of awards and the combination of material rewards and spiritual incentives, the Company stimulates the honor and pride of the team and the individual, establishes a model of behavior, looks up to the role models and releases the enthusiasm of the work.

In terms of organization management, the Company has further restructured its development model in a comprehensive manner, reshaped its business ecology in a three-dimensional manner, and systematically rebuilt its decision-making system, organizational structure and market-oriented mechanism. In terms of organizational restructuring, it optimized the organizational structure of Hanhua Financial holding and the Guarantee Group, upgraded the middle and back-office functional departments, restructured the business departments, and adjusted the division of work among the senior executives, which resulted in more agile actions and more efficient decision-making. Meanwhile, based on the principle of moderation and reasonableness, we have implemented the organizational restructuring and personnel optimization work to make the scale of middle and back-office personnel more compatible with the business model and management structure, and the organizational ecology healthier through stage-by-stage talent inventory and exit, standardization of job configuration, centralization of headquarters functions and other initiatives.

本公司高度重視組織文化建設與員工關懷，以員工關懷促文化凝聚，寓企業責任於組織文化。2023年，公司在多個方面貫徹和彰顯員工關懷活動：開展全員健康體檢、給員工購買補充醫療險及意外傷害險等商業保險，為員工健康保駕護航；聯合工會發起「愛在重陽」特別活動，感恩員工家屬；搭建內部交流平台，在重陽節、春節等節慶時期推出主題專欄，通過交流、分享活動加深了員工與家人、員工與員工、員工與公司的情感鏈接，增強了員工對公司的認同感和歸屬感。

在榮譽體系建設方面，公司持續開展年度評優工作，表彰在年度工作中作出突出貢獻和優秀業績的個人和團隊，評選出了優秀員工、優秀團隊、優秀管理幹部、最佳創新案例和特別貢獻者等，並通過多層次、多樣化的獎項設置，物質獎勵與精神激勵相結合的方式，激發團隊和個人的榮譽感與自豪感，樹立行為典範、向榜樣看齊，釋放工作熱情。

在組織管理方面，公司進一步整體性重構了公司發展模式，立體性重塑了公司業務生態，系統性重建了公司決策體系、組織架構和市場化機制。在組織重構方面，優化了金控公司和擔保集團組織架構，升級了中後台職能部門，重構了業務部門，調整了高級管理人員的分工，使得行動更加敏捷，決策更加高效。同時，本著適度、合理的原則，落實組織重構和人員優化工作，通過階段性人才盤點與退出，規範崗位配置，總部職能集中等舉措，使得中後台人員規模與業務模式、管理架構更加匹配，組織生態更加健康。

Management Discussion and Analysis

管理層討論與分析

In terms of employee development, the Company introduced a new digital online learning platform and continued to improve the digital management of the learning platform, building a more mature digital learning platform to enrich the experience of employees and strengthen the participation of all employees, helping to improve employee performance and ensuring the effective control of the Company's training data. The combination of online and offline, all-round penetration, encouraging employees to use fragmented time to continue learning, and making every effort to build a learning organization: online courses "leading by boss", "theme learning columns", live broadcasts of business knowledge themes, the Company's library corner and other learning activities. The digital learning platform combines new ideas of Internet communication and promotes learning activities through the Enterprise WeChat application "My HR", which realizes better, more efficient and more satisfying learning and development needs of employees. As of 31 December 2023, the total number of learning hours of the Company's employees was 7,427, with 14 learning hours per capita.

The percentage of employees received trainings in 2023:

By gender: 55% male and 45% female;

By employee category: 60% general staff/supervisors, 22% department heads, and 18% general managers or above.

The average training hours per employee:

By gender: 16 hours for male and 17 hours for female;

By employee category: 20 hours for general staff/supervisors, 15 hours for department heads and 9 hours for general managers or above.

在員工發展方面，公司引入新的數字化在線學習平台並持續提升學習平台數字化管理，搭建了更成熟的數字化學習平台，豐富學員體驗和強化全員參與，助力員工績效表現提升，確保公司培訓數據有效管控。線上、線下相結合，全方位滲透，鼓勵員工利用碎片化時間持續學習，全力打造學習型組織：線上課程「大咖領讀」、「主題學習欄目」、業務知識主題直播、公司圖書角等學習活動。數字化學習平台結合互聯網傳播新思路，通過企業微信應用「我的HR」推廣學習活動，實現了更好、更高效、更滿足員工的學習發展需求。截至2023年12月31日，公司員工總學時7,427學時，人均學時14學時。

2023年受訓僱員百分比情況：

按性別劃分：男性佔比55%，女性佔比45%；

按僱員類別劃分：員工、主管級佔比60%，部長級佔比22%，總經理級及以上佔比18%。

每名僱員完成受訓的平均時數情況：

按性別劃分：男性為16學時，女性為17學時；

按僱員類別劃分：員工、主管級為20學時，部長級為15學時，總經理級及以上為9學時。

Management Discussion and Analysis

管理層討論與分析

In terms of performance and remuneration, the Company combines the needs of organization and business transformation, establish an open and shared, pay-for-performance distribution mechanism, fully mobilize employees' subjective initiative. Adhering to the principles of quantitative goals, result-oriented, rewarding the excellent and penalizing the poor, and being able to go up and down, the Company has linked up the responsibility, performance and salary, and the performance determines the income; it has established the mechanism of red, yellow, green and blue cards, and the appraisal determines the mobility. The Company was also actively exploring the partnership model, which is a hierarchical division of power that fully stimulates the enthusiasm of managers and employees, realizing platform construction, career creation and value sharing. The welfare system continues to focus on employee health care, creating a triangular protection system of social insurance, health checkups and commercial insurance to provide comprehensive and practical protection for employees. In addition, the Company made full use of its self-developed digitization platform to create cross-functional and cross-system information transmission channels, realizing automatic connection and calculation of multiple links such as report statistics, performance appraisal, commission accounting and payroll accounting, which has significantly improving data accuracy and operational efficiency.

In terms of HR digitalization, the Company has systematically depicted the blueprint for development and actively promoted the implementation of RPA (Robotic Process Automation) for payroll accounting and personal tax filing, and the use of electronic signatures for recruitment endorsement authorization and payroll confirmation signing is becoming more and more mature. In 2023, the Company have further developed the HR board, which is linked with the HR system and the OA office desk, integrating HR data, business data, financial operation data, etc., and refining and forming a more visualized board to display the current status and trend of HR, HR cost, input and output analysis, and to display the HR status and trend, HR cost, input and output analysis. and the refinement of personnel portraits, organizational portraits, and risk forecasts/alerts, which are all important supports for the decision-making of the managers.

在績效與薪酬福利方面，結合組織與業務轉型的需求，建立開放共享、按效取酬的市場化分配機制，充分調動員工主觀能動性。堅持目標量化、結果導向、獎優罰劣、可上可下的原則，責崗績薪聯動，業績決定收入；建立紅黃綠藍出牌機制，考核決定流動。並積極探索合夥模式，分級分權，充分激發管理者和員工積極性，實現平台共建、事業共創、價值共享。福利體系持續圍繞關注員工大健康關懷，打造社會保險、健康體檢、商業保險的三角防護體系，給予員工全面、切實的保障。並充分利用自研的數字化平台，打通跨職能、跨系統的信息傳輸通道，實現報表統計、業績考核、提成核算、薪資核發等多環節的自動化對接與運算，大幅提升數據準確性和運行效率。

在人力資源數字化建設方面，系統性描繪發展藍圖，積極推動落地。RPA（機器人流程自動化）實現薪資核算、個稅申報日益精進；電子簽章應用於招聘背調授權、薪資確認書籤訂等環节日漸成熟。2023年度進一步開發了人力資源看板，聯動人力資源系統、OA辦公平台等，集人力資源數據、業務數據、財務經營數據等，以更具象化的看板，展示了人力資源現狀及趨勢、人力成本、投入產出的分析，並提煉形成了人員畫像、組織畫像以及風險預測預警，力爭為管理者決策提供重要支撐。

Directors, Supervisors and Senior Management

董事、監事及高級管理層

DIRECTORS

As at the date of this report, the members of the board of directors (the “**Board**”) are as follows:

Executive Directors:

Mr. Zhang Jun (Chairman)
Mr. Zhang Guoxiang
Mr. Cui Weilan

Non-executive Directors:

Ms. Liu Jiaoyang
Ms. Liu Tingrong
Ms. Wang Fangfei
Mr. Feng Yongxiang
Mr. Liu Bolin

Independent Non-executive Directors:

Mr. Cao Ziwei
Mr. Li Wei
Mr. Hu Yuntong
Mr. Xu Hongcai

董事

於本報告日期，董事會成員載列如下：

執行董事：

張軍先生（董事長）
張國祥先生
崔巍嵐先生

非執行董事：

劉驕楊女士
劉廷榮女士
王芳霏女士
馮永祥先生
劉博霖先生

獨立非執行董事：

曹子璋先生
李偉先生
胡耘通先生
徐洪才先生

Directors, Supervisors and Senior Management

董事、監事及高級管理層

Executive Directors

Mr. Zhang Jun, aged 55, he joined the Group in March 2015 and successively served as the general manager of Liaoning Small Loan Company* (遼寧小額再貸款公司) (in preparation) and the deputy general manager of Liaoning Hanhua Capital Management Co., Ltd* (遼寧瀚華資本管理有限公司). Before joining the Group, Mr. Zhang Jun served as the secretary of the Youth League Committee of Liaoning Financial Workers University* (遼寧省金融職工大學) (subsequently merged with Liaoning Finance Vocational College* (遼寧金融職業學院) to form Liaoning Bank School* (遼寧銀行學校) from March 1991 to July 1993, served as the deputy general manager and economist of the Chaoyang branch of Industrial and Commercial Bank of China from July 1993 to November 2004, and served as the president and executive director of Chaoyang Jinda Titanium Industry Co., Ltd.* (朝陽金達鈦業股份有限公司) from November 2004 to March 2015.

Mr. Zhang Jun has won the “Meritorious Award”, the “Model Worker Medal”, the “Builder’s Medal” and the “May 1st Laborers Medal” of the Chaoyang Municipal Committee and Municipal Government of Liaoning Province. Mr. Zhang Jun obtained a master’s degree in business administration from China Europe International Business School in August 2014.

執行董事

張軍先生，55歲，他於2015年3月加入本集團，先後擔任遼寧小額再貸款公司（籌）總經理、遼寧瀚華資本管理有限公司副總經理。在加入本集團之前，張軍先生自1991年3月至1993年7月期間擔任遼寧省金融職工大學（後與遼寧金融職業學院合併為遼寧銀行學校）的校團委書記，自1993年7月至2004年11月期間擔任工商銀行朝陽分行公司部副總經理、經濟師，自2004年11月至2015年3月期間擔任朝陽金達鈦業股份有限公司總裁、執行董事。

張先生曾獲得遼寧省朝陽市委、市政府的「功勳獎」，「勞動模範獎章」，「建設者獎章」，及「五一勞動者獎章」。張先生於2014年8月獲得中歐國際工商學院工商管理碩士學位。

Directors, Supervisors and Senior Management

董事、監事及高級管理層

Mr. Zhang Guoxiang, aged 59, he co-founded the Group in August 2004, served as the president of the Group from August 2004 to March 2016, the Chairman and Executive Director of the Company since March 2013, and served as the chairman of Chongqing Fumin Bank Co., Ltd.* (重慶富民銀行股份有限公司) since August 2016. In addition to his positions in the Group, Mr. Zhang has served as a member of the third and fourth session, and a member of the Standing Committee of the fifth session, of the Chongqing Municipal Committee of the Chinese People's Political Consultative Conference* (中國人民政治協商會議重慶市委員會) since December 2017. He has been a member of the Standing Committee of the Chongqing Federation of Industry and Commerce* (重慶市工商聯), the vice chairman of the Chongqing General Chamber of Commerce* (重慶市總商會) since 2017. He is currently also the vice chairman of the Chongqing Federation of Industry and Commerce* (重慶市工商聯). In December 2021, Mr. Zhang became the vice chairman of the Entrepreneurs Club of China Enterprise Association* (中企會企業家俱樂部). Mr. Zhang obtained an executive master of business administration degree from Cheung Kong Graduate School of Business in September 2011. He was employed as an adjunct professor and postgraduate tutor at the School of Economics and Management of Southwest University (西南大學) in October 2020. Mr. Zhang directly holds approximately 66.89% of the equity interest of Chongqing Huitai Investment Co., Ltd.* (重慶慧泰投資有限公司) ("Huitai"), which directly holds 450,416,901 Domestic Shares. Accordingly, Mr. Zhang is deemed to be interested in the 450,416,901 Domestic Shares held by Huitai. Mr. Zhang also directly holds 2,768,861 Domestic Shares, and holds 585,971 H Shares through the Share Incentive Scheme.

張國祥先生，59歲，他於2004年8月參與創立了本集團，自2004年8月至2016年3月擔任本集團總裁，自2013年3月擔任本集團董事長、執行董事，自2016年8月起同時擔任重慶富民銀行股份有限公司董事長。除本集團職務外，張先生自2017年12月連續擔任中國人民政治協商會議重慶市委員會第三屆及第四屆委員、第五屆常委；自2017年任重慶市工商聯常委、重慶市總商會副會長，現任重慶市工商聯副主席。2021年12月，張先生擔任中企會企業家俱樂部副主席。張先生於2011年9月取得長江商學院高層管理人員工商管理碩士學位；於2020年10月，受聘成為西南大學經濟管理學院兼職教授、碩士研究生導師。張先生直接持有重慶慧泰投資有限公司約66.89%的股權，而慧泰則直接持有本公司450,416,901股內資股。因此，張先生被視作於慧泰持有的450,416,901股內資股中擁有權益。張先生亦直接持有本公司2,768,861股內資股，通過股權激勵計畫持有585,971股H股。

Directors, Supervisors and Senior Management

董事、監事及高級管理層

Mr. Cui Weilan, aged 52, joined the Group in June 2006 and successively served in several positions including the chief legal officer, vice president, secretary to the Board and executive president. Mr. Cui has been an executive Director since May 2015 and the president of the Company since March 2016. Before joining the Group, Mr. Cui was a practicing lawyer of Hebei Jimin Law Firm* (河北濟民律師事務所) from 1999 to 2006, and worked at Hebei Political and Legal Management Cadre College* (河北政法管理幹部學院) (now known as Hebei Political and Legal Vocational College* (河北政法職業學院)) from July 1995 to March 2007. Mr. Cui obtained his bachelor's degree in law from the department of politics of Southwest Normal University* (西南師範大學) (currently known as Southwest University) in June 1995. He is also accredited as a practicing solicitor by the Ministry of Justice of the PRC and as an associate professor in law by Hebei Title Reform Leadership Committee Bureau* (河北職稱改革領導小組). He completed the postgraduate program in economic law from Chinese Academy of Social Sciences in September 2003 and obtained a master's degree in business administration from China Europe International Business School in September 2012. Mr. Cui directly holds 2,058,742 Domestic Shares, and holds 648,005 H Shares through the Share Incentive Scheme.

Non-executive Directors

Ms. Liu Jiaoyang, aged 45, has been a non-executive Director of the Company since March 2013. She joined the Group in August 2009 and was a director of Hanhua Financing and Guarantee Co., Ltd.* (瀚華融資擔保股份有限公司) from August 2009 to April 2015. She has been the director of Chongqing Fumin Bank Co., Ltd.* (重慶富民銀行股份有限公司) since August 2016.

崔巍嵐先生，52歲，他於2006年6月加入本集團，先後擔任法務總監、副總裁、董事會秘書、執行總裁等職務。崔先生自2015年5月起任本公司執行董事，自2016年3月起任本公司總裁。在加入本集團之前，崔先生自1999年至2006年擔任河北濟民律師事務所執業律師，並自1995年7月至2007年3月在河北政法管理幹部學院（現稱河北政法職業學院）任職。崔先生於1995年6月獲得西南師範大學（現稱西南大學）政治系法學學士學位。他獲中國司法部認可為執業律師，並獲河北職稱改革領導小組辦公室認可為法律副教授。崔先生2003年9月完成中國社會科學院經濟法學專業研究生課程，並於2012年9月獲得中歐國際工商學院工商管理碩士學位。崔先生直接持有本公司2,058,742股內資股，通過股權激勵計畫持有648,005股H股。

非執行董事

劉驕楊女士，45歲，自2013年3月起為本公司非執行董事。她於2009年8月加入本集團，自2009年8月至2015年4月擔任瀚華融資擔保股份有限公司董事，自2016年8月起擔任重慶富民銀行股份有限公司董事。在加入本集團之前，劉女士自2003年10月至2009年8月在重慶茂華科技有限公司擔任總經理。

Directors, Supervisors and Senior Management 董事、監事及高級管理層

Before joining the Group, Ms. Liu served as the general manager of Chongqing Maohua Technology Co., Ltd.* (重慶茂華科技有限公司) from October 2003 to August 2009. Ms. Liu obtained her bachelor's degree in economics from Saint Petersburg State Polytechnical University in Russia in December 2003, and obtained a master's degree in business administration from Tsinghua University in June 2017. She is currently pursuing a doctorate in business administration at Western College of Business of Southwestern University of Financial and Economics. Ms. Liu directly holds 441,159 Domestic Shares of the Company.

Ms. Liu Tingrong, aged 49, has been a non-executive Director of the Company since March 2013. She joined the Group in March 2011 and served as a director of Hanhua Financing Guarantee Co., Ltd.* from March 2011 to April 2015.

Ms. Wang Fangfei, aged 37, has been a non-executive Director of the Company since March 2013. She joined the Group in November 2010 and held various positions, including the project manager, and chief reviewing manager of the business management section and general management section of Hanhua Financial Guarantee Co., Ltd.* until October 2013, and served as a director of Hanhua Financial Guarantee Co., Ltd.* from March 2011 to April 2015. Ms. Wang has been the general manager of Chongqing Boding Aluminum Co., Ltd.* (重慶博鼎鋁業有限公司) since May 2017, the assistant to the executive director of Shunbo Alloy Anhui Co., Ltd.* (順博合金安徽有限公司) since August 2022, and the supervisor of Chongqing Jinshanjia Trading Co., Ltd.* (重慶縉善嘉貿易有限公司) since September 2022. Ms. Wang obtained her master's degree from Sheffield Hallam University in October 2009, majoring in international business and management. She obtained her junior college degree in business administration from Chongqing University in July 2006. Ms. Wang directly holds 55% of the equity interest of Chongqing Jiulong Investment Co., Ltd.* (重慶九龍投資有限公司) (“**Chongqing Jiulong**”), which directly holds 231,532,653 Domestic Shares. Accordingly, Ms. Wang Fangfei is deemed to be interested in the 231,532,653 Domestic Shares held by Chongqing Jiulong.

劉女士於2003年12月於俄羅斯聖彼德堡國立技術大學獲得經濟學學士學位，並於2017年6月獲得清華大學高級工商管理碩士學位，現就讀西南財經大學西部商學院工商管理博士(DBA)。劉女士直接持有本公司441,159股內資股。

劉廷榮女士，49歲，自2013年3月起為本公司非執行董事。她於2011年3月加入本集團，自2011年3月至2015年4月擔任瀚華融資擔保股份有限公司董事。

王芳霏女士，37歲，自2013年3月起為本公司非執行董事。她於2010年11月加入本集團，至2013年10月曾擔任瀚華融資擔保股份的專案經理、業務管理崗及綜合管理崗主管評審經理等，自2011年3月至2015年4月擔任瀚華融資擔保股份有限公司董事。王女士自2017年5月任重慶博鼎鋁業有限公司總經理；自2022年8月任順博合金安徽有限公司執行董事助理；自2022年9月任重慶縉善嘉貿易有限公司監事。王女士於2009年10月於謝菲爾德哈雷姆大學取得碩士學位，主修國際商業及管理。她在2006年7月取得重慶大學商業管理專科學位。王芳霏女士直接持有重慶九龍投資有限公司(「**重慶九龍**」)的55%股權，而重慶九龍則直接持有本公司231,532,653股內資股。因此，王芳霏女士被視作在重慶九龍持有的231,532,653股內資股中擁有權益。

Directors, Supervisors and Senior Management

董事、監事及高級管理層

Mr. Feng Yongxiang, aged 53, has been a non-executive Director of the Company since March 2013. He joined the Group in August 2009 and was a non-executive director of Hanhua Guarantee* from August 2009 to April 2015.

Mr. Feng worked for Chongqing Yayu Business and Commerce Development Co. Ltd.* (重慶雅域商貿發展有限公司) as a deputy general manager from May 2005 to January 2010. He worked as the senior relationship manager of the Chongqing branch of China Minsheng Banking Corp., Ltd., a company whose shares are listed on the Shanghai Stock Exchange (Stock Code: 600016) and the Hong Kong Stock Exchange (Stock Code: 01988), from July 2003 to May 2005. He served as the senior relationship manager of the Chongqing branch of Shanghai Pudong Development Bank Co., Ltd., a company whose shares are listed on the Shanghai Stock Exchange (Stock Code: 600000), from March 2000 to July 2003. He worked for Yangjiaping Sub-branch of China Construction Bank Corporation, a company whose shares are listed on the Shanghai Stock Exchange (Stock Code: 601939) and the Hong Kong Stock Exchange (Stock Code: 0939), from July 1991 to February 2000.

Mr. Liu Bolin, aged 38, has been a non-executive Director of the Company since June 2013. Prior to joining the Group, Mr. Liu has been the general manager and the executive director of Sichuan Hongrun Trading Co., Ltd.* (四川泓潤商貿有限公司), one of the minority shareholders of the Company since March 2013. Mr. Liu obtained his bachelor's degree in business administration from Shenzhen University in June 2006 and obtained his master's degree in accounting from the State University of New York at Binghamton in December 2008.

馮永祥先生，53歲，自2013年3月起為本公司非執行董事。他於2009年8月加入本集團，自2009年8月至2015年4月擔任瀚華融資擔保股份非執行董事。

他在自2005年5月至2010年1月期間任職重慶雅域商貿發展有限公司副總經理，自2003年7月至2005年5月就職於中國民生銀行股份有限公司（該公司股份於上海證券交易所上市（股份代碼：600016）及香港聯交所上市（股份代碼：01988）重慶分行任職高級客戶經理。馮先生在2000年3月至2003年7月期間於上海浦東發展銀行股份有限公司（該公司股份於上海證券交易所上市（股份代號：600000））重慶分行擔任高級客戶經理。於1991年7月至2000年2月期間，馮先生在中國建設銀行股份有限公司（該公司股份於上海證券交易所上市（股份代號：601939）及香港聯交所上市（股份代號：0939））楊家坪支行工作。

劉博霖先生，38歲，自2013年6月起為本公司非執行董事。在加入本集團之前，劉先生自2013年3月起擔任本公司其中一名少數股東四川泓潤商貿有限公司的執行董事及總經理。劉先生在2006年6月獲得深圳大學企業管理學士學位，在2008年12月獲得紐約州立大學賓漢頓分校會計學碩士學位。

Directors, Supervisors and Senior Management

董事、監事及高級管理層

Independent Non-executive Directors

Mr. Cao Ziwei, aged 54, Doctor of Sociology, has been an independent non-executive Director of the Company since October 2022. Mr. Cao worked at the National Bureau of Statistics in 1992, at the China Banking Regulatory Commission* (中國銀行業監督管理委員會) in 2004, and at the Qianjiang District Government of Chongqing (as an assistant to the district head) in 2010. In 2012, he worked as a member of the party group, secretary of the party committee and deputy director (deputy department level) of the Chongqing Financial Office* (重慶市金融辦). Since 2017, he has served as the strategic vice president of Tianxing Digital Technology (Xiaomi Finance)* (天星數科(小米金融)), director/president of Jiefu Ruitong Co., Ltd.* (捷付睿通股份有限公司), director of Park Dao Credit Information Co., Ltd.* (樸道征信有限公司), and secretary of the party committee of Xiaomi Consumer Finance Company* (小米消費金融公司) and the Chairman of Chongqing port industrial and Financial Big Data Development Co., Ltd. (重慶口岸產融大數據產業發展有限公司) from February 2020 to January 2024.

Mr. Cao graduated from Nankai University in July 1992 with a bachelor's degree in sociology, and obtained a doctorate in sociology from the Chinese Academy of Social Sciences in June 2002. Mr. Cao served as a visiting scholar at Nanyang Technological University in Singapore under the Lien Ying Chow Legacy Fellowship programme from 2016 to 2017.

Mr. Li Wei, aged 53, master's degree in economics, has been an independent non-executive Director of the Company since October 2022. Mr. Li served as the manager of China Chengxin Securities Appraisal Co., Ltd.* (中國誠信證券評估有限公司) from 1995 to 1997, the manager of Cathay Securities Co., Ltd.* (國泰證券有限公司) from 1997 to 2000, and the deputy general manager of Huaxia Securities Co., Ltd.* (華夏證券股份有限公司) from 2000 to 2006. He was the general manager of Shenyin & Wanguo Securities Co., Ltd.* (申銀萬國證券股份有限公司) from 2006 to 2008, and the managing director of China Galaxy Securities Co., Ltd.* (中國銀河證券股份有限公司) since 2008. He has been an independent director of Shanghai Remodeling Energy Group Corporation (上海重塑能源集團股份有限公司) since 2020.

Mr. Li obtained a bachelor's degree in economics from Renmin University of China in 1992 and a master's degree in economics from Renmin University of China in 1995.

獨立非執行董事

曹子瑋先生，54歲，社會學博士，自2022年10月起為本公司獨立非執行董事。曹先生於1992年就職於國家統計局，2004年就職於中國銀行業監督管理委員會，2010年掛職於重慶市黔江區政府（掛職區長助理）；2012年就職於重慶市金融辦黨組成員、機關黨委書記、副主任（副廳級）；自2017年任天星數科科技有限公司（原小米數科）戰略副總裁、捷付睿通股份有限公司董事／總裁、樸道征信有限公司董事、小米消費金融公司黨委書記；自2020年2月至2024年1月任重慶口岸產融大數據產業發展有限公司董事長。

曹先生於1992年7月畢業於南開大學，獲社會學學士學位，於2002年6月獲得中國社會科學院社會學博士學位。曹先生於2016年-2017年在新加坡南洋理工大學做連瀛洲專案訪問學者。

李偉先生，53歲，經濟學碩士，自2022年10月起為本公司獨立非執行董事。李先生自1995年至1997年期間擔任中國誠信證券評估有限公司經理，自1997年至2000年期間擔任國泰證券有限公司經理，自2000年至2006年期間擔任華夏證券股份有限公司副總經理，自2006年至2008年期間擔任申銀萬國證券股份有限公司總經理，自2008年起擔任中國銀河證券股份有限公司董事總經理。自2020年起擔任上海重塑能源集團股份有限公司的獨立董事。

李先生於1992年獲得中國人民大學經濟學系學士學位，並於1995獲得中國人民大學經濟學系碩士學位。

Directors, Supervisors and Senior Management 董事、監事及高級管理層

Mr. Hu Yuntong, aged 41, doctor of law, post-doctorate in law of Southwest University of Political Science and Law, post-doctoral researcher of business administration (auditing) of Southwest University of Finance and Economics, professor and part-time lawyer of Southwest University of Political Science and Law, certified public accountant and fund practitioner. has been an independent non-executive Director of the Company since October 2022. Mr. Hu was rated as a leading accounting talent in Chongqing (Chongqing Finance Bureau* (重慶市財政局) and the Organization Department of the Chongqing Municipal Committee of the Communist Party of China* (中共重慶市委組織部)). He has served as a member of the Financial and Taxation Committee of Chongqing Lawyer Association* (重慶市律師協會財稅專業委員會), the Chongqing's municipal budget performance evaluation expert, the Chongqing's municipal government procurement evaluation expert, an enforcement expert of Chongqing Ecological Environment Bureau* (重慶市生態環境局), a special expert of Chongqing International Taxation Research Association* (重慶市國際稅收研究會), a director of Chongqing Taxation Society* (重慶市稅務學會), a director of Chongqing Audit Society* (重慶市審計學會), and executive director of Chongqing Law Society Financial and Taxation Law Research Association* (重慶市法學會財稅法學研究會), an executive director of Chongqing Law Society Environmental Resources Law Research Association* (重慶市法學會環境資源法學研究會), and a director of China Law Society Financial and Taxation Law Research Association* (中國法學會財稅法學研究會). Since 2020, He has been an independent director of Chongqing Changjiang Plastic Materials (Group) Co., Ltd.* (重慶長江造型材料(集團)股份有限公司) and, an independent director of Chongqing Kangtian Property (Group) Co., Ltd.* (重慶康田置業(集團)有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 001296). since 2021, he has been an independent director of Jinke Real Estate Group Co., Ltd. * (金科地產集團股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 000656), an independent director of Chongqing Zhixiang Jintai Bio-Pharmaceutical Co., Ltd.* (重慶智翔金泰生物製藥股份有限公司) since 2022, he has been an independent director of Chongqing Sifang New Materials Co., Ltd.* (重慶四方新材股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 605122).

胡耘通先生，41歲，法學博士，西南政法大學法學博士後、西南財經大學工商管理(審計學)博士後研究人員，西南政法大學教授、兼職律師，獲註冊會計師資格、基金從業資格。自2022年10月起為本公司獨立非執行董事。胡先生被評為重慶市會計領軍人才(重慶市財政局、中共重慶市委組織部)，先後擔任重慶市律師協會財稅專業委員會委員、重慶市市級預算績效評價專家、重慶市政府採購評審專家、重慶市生態環境局執法專家、重慶市國際稅收研究會特聘專家、重慶市稅務學會理事、重慶市審計學會理事、重慶市法學會財稅法學研究會常務理事、重慶市法學會環境資源法學研究會常務理事、中國法學會財稅法學研究會理事等。自2020年開始擔任重慶長江造型材料(集團)股份有限公司(該公司股份於深圳證券交易所上市(股份代碼:001296))的獨立董事、重慶康田置業(集團)有限公司的獨立董事，自2021年開始擔任金科地產集團股份有限公司(該公司股份於深圳證券交易所上市(股份代碼:000656))的獨立董事，自2022年開始擔任重慶智翔金泰生物製藥股份有限公司的獨立董事、重慶四方新材股份有限公司(該公司股份於上海證券交易所上市(股份代碼:605122))的獨立董事。

Directors, Supervisors and Senior Management 董事、監事及高級管理層

Mr. Hu began to teach in the audit department of Southwest University of Political Science and Law in 2011, and he also began to practice law at Chongqing Kunyuan Hengtai Law Firm* (重慶坤源衡泰律師事務所) in 2011. Mr. Hu received a bachelor's degree in accounting and a master's degree in law from Southwest University of Political Science and Law in 2005 and 2008 respectively, a doctorate in law from Chongqing University in June 2011, and a post-doctorate in law from Southwest University of Political Science and Law in January 2015. In November 2017, he became a postdoctoral researcher in Business Administration (auditing) of Southwestern University of Finance and Economics.

Mr. Xu Hongcai, aged 59, doctor of economics, has been an independent non-executive Director of the Company since October 2022. From 1996 to 1998, Mr. Xu worked at the headquarters of the People's Bank of China; from 1998 to 2001, he served as the general manager of the Shanghai headquarters of GF Securities; from 2001 to 2003, he was the vice president of Beijing Technology Venture Capital Company* (北京科技風險投資公司). From 2003 to 2010, Mr. Xu successively served as a professor and director of the Securities and Futures Research Center at the School of Finance of Capital University of Economics and Business. From 2010 to 2019, he successively served as the director of the information department, director of the economic research department, and deputy chief economist of the China Center for International Economic Exchanges. He also served as an independent non-executive director of China Everbright Bank Co., Ltd., from February 2015 to January 2022; and has been an independent director of China Everbright Group since January 2022 and has served as an independent director of China Life Asset Management Company Limited since December 2020. Mr. Xu has been an independent director of Yunnan Jinggu Forestry Company Limited since May 2023 and an independent director of Hengtai Securities Company Limited since September 2023.

胡先生於2011年開始在西南政法大學審計系任教；於2011年開始在重慶坤源衡泰律師事務所執業。胡先生於2005年獲西南政法大學會計學專業學士學位；於2008年獲西南政法大學法學專業碩士學位；2011年6月獲得重慶大學法學博士，於2015年1月成為西南政法大學法學博士後，2017年11月成為西南財經大學工商管理（審計學）博士後研究人員。

徐洪才先生，59歲，經濟學博士，自2022年10月起為本公司獨立非執行董事。徐先生自1996年至1998年任職於中國人民銀行總行；1998年至2001年任廣發證券上海總部總經理；2001年至2003年任北京科技風險投資公司副總裁；2003年至2010年任首都經濟貿易大學金融學院教授、證券期貨研究中心主任；2010年至2019年先後任中國國際經濟交流中心資訊部部長、經濟研究部部長、副總經濟師；於2015年2月至2022年1月擔任中國光大銀行股份有限公司獨立董事，2022年1月至今任中國光大集團獨立董事，2020年12月至今任中國人壽資產管理公司獨立董事，2023年5月起擔任雲南景谷林業股份有限公司獨立董事，2023年9月起擔任恒泰證券股份有限公司獨立董事。

Directors, Supervisors and Senior Management

董事、監事及高級管理層

Mr. Xu is the executive director of the China Society for Policy Science, the deputy director of the Economic Policy Committee, the director of the Economic Research Center of the European and American Students Association of China, the executive vice president of the Study in America Branch, the chief economist of Caijing Toutiao* (財經頭條), and the chief economist of China (Sanya) International Consumer Research Institute* (中國(三亞)國際消費研究院), special economic commentator of CCTV, adjunct professor of University of Chinese Academy of Sciences, Beijing Normal University* (北京師範大學), Central University of Finance and Economics* (中央財經大學), invited senior researcher of China and Globalization Think Tank* (中國與全球化智庫), and expert of All China Federation of Industry and Commerce think tank* (全國工商聯智庫).

Mr. Xu received a master's degree in philosophy from Renmin University of China in 1993 and a doctor of philosophy in economics from the Chinese Academy of Social Sciences in 1996. He successively went to the University of British Columbia in Canada and the Dominican University in the United States as a visiting scholar.

徐先生現為中國政策科學研究會常務理事、經濟政策委員會副主任、中國歐美同學會經濟研究中心主任、留美分會常務副會長、財經頭條首席經濟學家、中國(三亞)國際消費研究院首席經濟學家、中央電視臺特約經濟評論員、中國科學院大學、北京師範大學、中央財經大學兼職教授、中國與全球化智庫特邀高級研究員、全國工商聯智庫專家。

徐先生於1993年獲中國人民大學哲學碩士學位；1996年獲中國社科院經濟學博士學位。先後赴加拿大不列顛哥倫比亞大學(UBC)和美國多米尼肯大學做訪問學者。

Directors, Supervisors and Senior Management

董事、監事及高級管理層

SUPERVISORS

As at the date of this report, the members of the board of supervisors (the “**Supervisor(s)**”) (the “**Board of Supervisors**”) are as follows:

Mr. He Zhonghua (Chairman of the Board of Supervisors)
Mr. He Yu
Ms. Huang Hui (Employee Representative Supervisor)
(Election on 15 December 2023)
Mr. Chen Zhonghua (Employee Representative Supervisor)
(Resigned on 15 December 2023)

Mr. He Zhonghua, aged 59, has been the chairman of the Board of Supervisors of the Company since October 2022. he previously served as the executive director and president of Beijing Hanhua Industry-Financial Interconnection Industrial Co., Ltd.* (北京瀚華產融互聯實業有限公司), and the executive director and president of Beijing Dingchuang Economic and Trade Development Co., Ltd.* (北京鼎創經貿發展有限公司). Before joining the Group, Mr. He worked in the Shenyang Office of China Great Wall Asset Management Company* (中國長城資產管理有限公司) from 2000 to 2005, and served as a director, party secretary and deputy director of Liaoning Fangda Group Industrial Co., Ltd.* (遼寧方大集團實業有限公司) from February 2005 to March 2018. Mr. He obtained a bachelor’s degree in accounting from Liaoning University in January 1996 and obtained a master’s degree in economics from Dongbei University of Finance and Economics* (東北財經大學) in November 1999.

監事

於本報告日期，監事（「監事」）會（「監事會」）成員載列如下：

何忠華先生（監事會主席）
何宇先生
黃輝女士（職工代表監事）
(於2023年12月15日選舉)
陳中華先生（職工代表監事）
(於2023年12月15日辭任)

何忠華先生，59歲，自2022年10月起為本公司監事會主席。他曾擔任北京瀚華產融互聯實業有限公司執行董事／總裁、北京鼎創經貿發展執行董事／總裁。在加入本集團之前，何先生自2000年至2005年在中國長城資產管理公司瀋陽辦事處任職，自2005年2月至2018年3月期間擔任遼寧方大集團實業有限公司董事、黨委書記、副總裁。何先生於1996年1月獲得遼寧大學會計學學士學位，並於1999年11月獲得東北財經大學經濟學碩士學位。

Directors, Supervisors and Senior Management

董事、監事及高級管理層

Mr. He Yu, aged 43, has been a supervisor of the Company since October 2022, has been the Marketing Director of Hanhua Financial Guarantee Company Limited since April 2023. Mr. He joined the Group in August 2009 and successively served as the assistant to the general manager of Sichuan Hanhua Financial Guarantee Co., Ltd.* (四川瀚華融資擔保有限公司), the deputy general manager of the operation management department of Hanhua Financial Guarantee Co., Ltd.* (presiding), Hanhua Financial Guarantee Co., Ltd. Tianjin Branch* (瀚華融資擔保股份有限公司天津分公司), and the general manager of Chongqing Branch of Hanhua Financing Guarantee Co., Ltd.*, and the president of our YunXin business part.

Prior to joining the Group, Mr. He worked at CITIC Guoan Gold Co., Ltd.* (中信國安黃金有限責任公司) from September 2002 to July 2005, and worked as the financial manager of Beijing Maipu Century Technology Co., Ltd. Sichuan Branch* (北京邁普世紀科技有限責任公司四川分公司) from July 2005 to July 2009.

Mr. He obtained a bachelor's degree in financial management from Beijing Technology and Business University in July 2002.

Mr. He directly holds 294,106 Domestic Shares of the Company.

何宇先生，43歲，自2022年10月起為本公司監事，自2023年4月起擔任瀚華融資擔保股份有限公司市場總監。何先生於2009年8月加入本集團，先後擔任四川瀚華融資擔保有限公司總經理助理、瀚華融資擔保股份有限公司運營管理部副總經理（主持工作）、瀚華融資擔保股份有限公司天津分公司總經理、瀚華融資擔保股份有限公司重慶分公司總經理等職務、本公司雲信事業部總裁。

在加入本集團之前，何先生自2002年9月至2005年7月在中信國安黃金有限責任公司任職，自2005年7月至2009年7月期間擔任北京邁普世紀科技有限責任公司四川分公司財務負責人。

何先生於2002年7月獲得北京工商大學財務管理學士學位。

何先生直接持有本公司294,106股內資股。

Directors, Supervisors and Senior Management

董事、監事及高級管理層

Ms. Huang Hui, aged 54, has been a supervisor of the Company since December 2023. She has been the chief marketing officer of Hanhua Financing Guarantee Co., Ltd.* (瀚華融資擔保股份有限公司) since January 2018. Ms. Huang joined the Group in August 2009 and has served as the assistant general manager and general manager of Chongqing Branch of Hanhua Financing Guarantee Co., Ltd., the general manager of 2 Hunan Branch of Hanhua Financing Guarantee Co., Ltd.. She also serves as a director of Ping Shan MaHu Park and Binjiang Road Ecological Environment management Co.. Prior to joining the Group, Ms. Huang worked at Chongqing Putian Communication Equipment Company Limited* (重慶普天通信設備有限公司) as chief financial officers from September 1988 to July 2004, as a finance manager of Putian Maode Technology (Chongqing) Company Limited* (普天茂德科技(重慶)有限公司) from August 2004 to August 2006, and as a finance manager of Maode Technology (Chongqing) Company Limited* (茂德科技(重慶)有限公司). She also serves as a director of Ping Shan MaHu Park and Binjiang Road Ecological Environment Management Co.

Ms. Huang graduated from Chongqing Technology and Business University* (重慶工商大學) majoring in accounting in June 2009.

Ms. Huang directly holds 294,106 Domestic Shares of the Company.

Mr. Chen Zhonghua, aged 49, has been a supervisor of the Company since March 2013. He resigned as a supervisor of the Company with effect from 15 December 2023 at the expiry of her term.

黃輝女士，54歲，自2023年12月起為本公司監事。黃女士自2018年1月起擔任瀚華融資擔保股份有限公司市場總監。黃女士於2009年8月加入本集團，先後擔任瀚華融資擔保有限公司重慶分公司總經理助理及總經理、瀚華融資擔保股份有限公司湖南分公司總經理等職務。她亦擔任屏山縣馬湖公園和濱江路生態環境治理有限公司董事。在加入本集團之前，黃女士自1988年9月至2004年7月在重慶普天通信設備有限公司任財務部長，自2004年8月至2006年8月擔任普天茂德科技(重慶)有限公司財務經理，2006年8月至2009年7月擔任茂德科技(重慶)有限公司財務經理。

黃女士於2009年6月本科畢業於重慶工商大學會計專業。

黃輝女士直接持有本公司294,106股內資股。

陳中華先生，49歲，自2013年3月起為本公司職工代表監事。他於2023年12月15日辭任本公司職工代表監事。

Directors, Supervisors and Senior Management

董事、監事及高級管理層

SENIOR MANAGEMENT

As at the date of this report, the members of senior management are as follows:

Mr. Zhang Jun
Mr. Zhang Guoxiang
Mr. Cui Weilan
Mr. Zhou Xiaochuan
Mr. Yuan Guoli
Mr. Ren Weidong
Ms. Peng Ying

Details about Mr. Zhang Jun, Mr. Zhang Guoxiang and Mr. Cui Weilan biography are set out on pages 48 to 50 of this report.

Mr. Zhou Xiaochuan, aged 49, has been the executive president of the Company since March 2018, and he has been appointed as the co-chief executive of the Company with effect from January 2022, responsible for the Development of Digital financial services and for managing the Guarantee Group, and has been the chairman of the board of directors and the president of Hanhua Guarantee. Mr. Zhou joined the Group in March 2008 and successively served as the chief financial officer and vice president of the Group. In addition to his position in the Group, he also served as the chairman of Chongqing Financing Guarantee Industry Association (重慶市融資擔保業協會).

Mr. Zhou obtained his junior college degree in accounting from Southwestern University of Finance and Economics in June 1995. He obtained a master's degree in business administration from Peking University in July 2018.

高級管理層

於本報告日期，高級管理層成員載列如下：

張軍先生
張國祥先生
崔巍嵐先生
周小川先生
袁國利先生
任為棟先生
彭影女士

有關張軍先生、張國祥先生、崔巍嵐先生履歷的詳情載於本報告第48頁至第50頁。

周小川先生，49歲，自2018年3月起為本公司執行總裁，自2022年1月起獲委任為本公司聯席總裁，負責本集團數位化金融業務發展，分管擔保集團，現任瀚華融資擔保股份有限公司董事、總裁。他於2008年3月加入本集團，先後擔任集團財務總監、副總裁。除本集團職務外，他亦擔任重慶市融資擔保業協會會長。

周先生於1995年6月獲西南財經大學會計學大專學歷，並於2018年7月獲得北京大學工商管理碩士學位。

Directors, Supervisors and Senior Management

董事、監事及高級管理層

Mr. Yuan Guoli, aged 54, has been the vice president of the Company since 2016. He joined the Group in October 2006 and successively serves as the deputy general manager, general manager and group marketing director of Liaoning Hanhua and the president of Fuan Financial Asset Management.

Mr. Yuan obtained his bachelor's degree in industrial economics from the Department of Industrial Management of Liaoning University in July 1991, and EMBA degree from Liaoning University in June 2015. He is currently studying an EMBA degree at Guanghua School of Management of Peking University.

Mr. Ren Weidong, aged 46, has been the vice president of the Company since March 2018, has been the secretary of the Board since September 2015 to October 2022, and he also served as the sole company secretary and authorized representative since September 2018. He is in charge for managing the Company's Financial Audit Department, Investor relations, administration office, etc.. He joined the Group in February 2009 and successively served as the general manager of the financial department of the Group, the chief financial officer, etc.. He has been the vice president of Hanhua Financial Guarantee Co. Ltd since September 2022, and he is currently the Chairman of Hanhua Financing Guarantee. In addition to his positions in the Group, he is also the director of Shandong Financial Asset Exchange Co., Ltd. (山東金融資產交易中心有限公司), Chongqing port industrial and Financial Big Data Development Co., Ltd. (重慶口岸產融大數據產業發展有限公司), the vice president of Chongqing International Tax Research Association (重慶市國際稅收研究會), and the director of Chongqing Tax Society (重慶稅務學會).

Mr. Ren obtained his bachelor's degree in auditing from Hangzhou Institute of Electronics and Engineering (杭州電子工業學院) (currently known as Hangzhou Dianzi University (杭州電子科技大學)) in July 1999. He obtained an EMBA degree in Guanghua School of Management of Peking University in July 2018.

袁國利先生，54歲，自2016年起為本公司副總裁。他於2006年10月加入本集團，先後擔任遼寧瀚華副總經理、總經理及集團市場總監、富安金融資產管理公司總裁等職位。

袁先生於1991年7月獲得遼寧大學工業管理系工業經濟專業學士學位，並於2015年6月獲得遼寧大學高級管理人員工商管理碩士學位。現於北京大學光華管理學院EMBA就讀。

任為棟先生，46歲，自2018年3月起為本公司副總裁，自2015年9月至2022年10月期間擔任本公司董事會秘書，自2018年9月起擔任唯一公司秘書及授權代表，分管本公司財務審計部、投資者關係部、辦公室等部門。他於2009年2月加入本集團，曾先後擔任本集團資金財務部總經理、財務總監等。自2022年9月起擔任瀚華融資擔保股份有限公司副總裁，現任瀚華融資擔保股份有限公司董事長。除本集團職務外，他亦擔任山東金融資產交易中心有限公司董事、重慶口岸產融大數據產業發展有限公司董事、重慶市國際稅收研究會副會長，重慶稅務學會理事。

任先生於1999年7月獲杭州電子工業學院（現稱杭州電子科技大學）審計學學士學位，並於2018年7月獲得北京大學光華管理學院高級管理人員工商管理碩士學位。

Directors, Supervisors and Senior Management

董事、監事及高級管理層

Ms. Peng Ying, aged 50, has been the Board Secretary of the Company since October 2022. She joined the Group in February 2008 and has been the deputy general manager of the investor relations since April 2015 and the general manager of the investor relations since October 2016.

Prior to joining the Group, Ms. Peng worked for Kingdee Software (Chongqing) Company (金蝶國際軟體集團有限公司) as a marketing manager from 1997 to 2004, and worked for Chongqing Dehong Enterprise Management Consulting Company Limited (重慶德宏企業管理顧問有限公司) as a deputy general manager of the consulting department from 2007 to 2008.

Ms. Peng obtained a bachelor's degree in law from Southwest University of Political Science and Law (西南政法大學) in 1996 and a master's degree in business administration from Southwest Jiaotong University (西南交通大學) in 2007.

彭影女士，50歲，自2022年10月起為本公司董事會秘書，於2008年2月加入本集團，自2015年4月起擔任本集團投資者關係部副總經理、自2016年10月起擔任投資者關係部總經理。

在加入本集團之前，彭女士自1997年至2004年就職於金蝶軟體（重慶）公司擔任市場部經理，自2007年至2008年就職於重慶德宏企業管理顧問有限公司擔任諮詢部副總經理。

彭女士於1996年獲得西南政法大學法律專業學士學位，並於2007年獲得西南交通大學企業工商管理碩士學位。

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE PRACTICES

During the Reporting Period, the Company has strictly complied with relevant laws and regulations, such as the Company Law of the People's Republic of China and the Articles of Association, and performed its rights and obligations in accordance with responsibilities granted by the Listing Rules and the Code of Corporate Governance (as amended from time to time) promulgated by the regulatory authorities. The Company's internal control system is sound and effective, and the information disclosure is true, accurate and complete. There is no violation occurred during the Reporting Period.

The Board has adopted the code provisions ("**Code Provisions**") of the Corporate Governance Code ("**Corporate Governance Code**") as set out in Appendix 14 to the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the "**Listing Rules**"). For the year ended 31 December 2023, the Company has complied with the Code Provisions.

The Company is committed to maintaining high standards of corporate governance and will continue to strengthen its own corporate governance standards to ensure compliance with corporate governance codes and meet the expectations of shareholders and potential investors.

SHAREHOLDERS AND GENERAL MEETINGS

During the Reporting Period, the Company held two general meetings, namely the 2023 annual general meeting dated 20 June 2023 and the first extraordinary general meeting in 2023 dated 10 August 2023. The procedures of giving meeting notices, calling for the meetings, convening the meetings and voting at the meetings were in compliance with the provisions of the Company Law of the People's Republic of China and the Articles of Association. The details of contents and resolutions reviewed at the above general meetings can be referred to the relevant announcements published by the Company on the websites of the Hong Kong Stock Exchange and the Company dated 20 June 2023 and 10 August 2023.

企業管治常規

在報告期內，公司嚴格遵守《中華人民共和國公司法》《公司章程》等相關法律、法規，按照監管部門頒佈並不時更新的《上市規則》、《企業管治守則》賦予的職責，行使權利履行義務。公司內部控制體系健全有效，信息披露真實、準確、完備。報告期內無違法違規情況發生。

董事會已採納載列於香港聯交所證券上市規則（「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（「守則條文」）。截至2023年12月31日止年度，本公司已遵守守則條文。

本公司致力保持高標準的企業管治，並將繼續加強自身的企業管治水平，以確保遵守企業管治守則並符合股東及潛在投資者的期望。

股東及股東大會

報告期內，公司共召開了2次股東大會，即於2023年6月20日召開的2022年年度股東大會和於2023年8月10日召開的2023年第一次臨時股東大會。股東大會的通知、召集、召開和表決程序均符合《中華人民共和國公司法》和《公司章程》的規定。股東大會審議的具體內容及決議可查閱本公司分別於2023年6月20日及2023年8月10日在香港聯交所和公司網站發佈的相關公告。

Corporate Governance Report

企業管治報告

SHAREHOLDERS' RIGHTS

To safeguard shareholders' interests and rights, according to Article 64(3) of the Articles of Association, when an extraordinary general meeting is requested in writing by a shareholder individually or shareholders collectively holding at least 10% (inclusive of 10%) of the outstanding shares with voting rights of the Company, the Board shall convene an extraordinary general meeting within two months. According to Article 67 of the Articles of Association, when the Company is to hold an annual general meeting, shareholder(s) holding at least 3% (inclusive of 3%) of the shares of the Company with voting rights shall have the right to put forward temporary proposals in writing to the Company, and the Company shall list the issues in the temporary proposal that fall within the scope of responsibility of the general meeting in the meeting agenda.

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 Hong Kong Stock Exchange in a timely manner after each general meeting.

Shareholders who intend to put forward their enquiries about the Company to the Board could email their enquiries to pengying@hanhua.com or mail their enquiries in writing to the Company's headquarter at 6-9, Building 2, 11 East Honghu Road, Yubei District, Chongqing, PRC.

THE BOARD

Responsibilities

The Board is responsible for the overall leadership of the Group, overseeing the Group's strategic decisions, business and performance. The Board has delegated the authority and responsibility for day-to-day management and operation of the Group to the senior management of the Group. To oversee particular aspects of the Company's affairs, the fourth session of the Board has established four Board committees, including the audit committee (the "**Audit Committee**"), the nomination and remuneration committee (the "**Nomination and Remuneration Committee**"), the strategic investment committee (the "**Strategic Investment Committee**") and the risk management committee (the "**Risk Management Committee**") (collectively referred to as the "**Fourth Session of the Board Committees**"). The Board has delegated to the Board Committees responsibilities as set out in their respective terms of reference.

股東權利

為保障股東的利益及權利，本公司章程定單獨或者合計持有公司發行在外的有表決權的股份百分之十以上（含百分之十）的股東以書面形式要求召開臨時股東大會時，董事會應當在兩個月內召開臨時股東大會；以及持有本公司有表決權的股份總數百分之三以上（含百分之三）的股東，有權以書面形式向公司提出臨時提案，本公司應當將臨時提案中屬於股東大會職責範圍內的事項，列入該次會議的議程。

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香港聯交所網站刊登。

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 pengying@hanhua.com）或以書面形式寄致本公司於中國重慶辦事處（地址為中國重慶市渝北區洪湖東路11號2幢6-9）。

董事會

責任

董事會負責本集團的整體領導，並監察本集團的策略性決定、業務及表現。董事會已向本集團的高級管理層授出本集團日常管理及營運的權力及責任。為監察本公司事務的特定範疇，第四屆董事會成立四個董事會委員會，包括審計委員會（「**審計委員會**」）、提名與薪酬委員會（「**提名與薪酬委員會**」）、戰略投資委員會（「**戰略投資委員會**」）及風險管理委員會（「**風險管理委員會**」）（統稱「**第四屆董事會委員會**」）。董事會已向該等董事會委員會授出各職權範圍所載責任。

Corporate Governance Report

企業管治報告

All Directors shall ensure that they carry out duties in good faith, in compliance with applicable laws and regulations, and they have carried out duties in the interests of the Company and the Shareholders for the year ended 31 December 2023.

Board Composition

As at the date of this report, the Board consists of three executive Directors, five non-executive Directors and four independent non-executive Directors.

Details of the Directors are set out under the section headed “Directors, Supervisors and Senior Management” of this report.

For the year ended 31 December 2023, the Board at all times met the requirements of the Rules 3.10(1) and 3.10(2) of the Listing Rules relating to the appointment of at least three independent non-executive Directors, with at least one independent non-executive Director possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company also complied with Rule 3.10A of the Listing Rules relating to the appointment of independent non-executive Directors representing at least one-third of the Board. Each of the independent non-executive Directors has confirmed his independence pursuant to Rule 3.13 of the Listing Rules and the Company considers each of them to be independent.

All Directors, including the independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. Independent non-executive Directors are invited to serve on the Audit Committee and the Nomination and Remuneration Committee.

To the best knowledge of the Company, there is no other financial, business, family or other material/relevant relationship among the members of the Board.

全體董事須確保彼等本着真誠、遵守適用法律及法規，及於截至2023年12月31日止年度符合本公司及股東利益的方式履行職責。

董事會組成

於本報告日期，董事會由三名執行董事、五名非執行董事及四名獨立非執行董事組成。

董事的詳細資料載於本報告「董事、監事及高級管理層」一節。

截至2023年12月31日止年度期間，董事會在任何時間均遵守上市規則第3.10(1)及3.10(2)條有關委任至少三名獨立非執行董事及其中至少一名獨立非執行董事須擁有適當的專業資格或適當的會計或相關財務管理專業知識的規定。

本公司亦已遵守上市規則第3.10A條有關委任相當於董事會成員三分之一的獨立非執行董事的規定。各獨立非執行董事均已根據上市規則第3.13條確認其獨立性，故本公司認為彼等均為獨立人士。

全體董事（包括獨立非執行董事）均為董事會帶來各種不同的寶貴營商經驗、知識及專業，使其可具效率及有效履行董事會的職能。獨立非執行董事獲邀擔任審計委員會及提名與薪酬委員會。

就本公司所知，董事會成員之間概無財務、業務、家屬或其他重大／相關的關係。

Corporate Governance Report

企業管治報告

Induction and Continuous Professional Development

A summary of training received by the Directors for the year ended 31 December 2023 is as follows:

Name of Directors

董事姓名

Executive Directors:

Mr. Zhang Jun (Chairman)
Mr. Zhang Guoxiang
Mr. Cui Weilan

執行董事：

張軍先生（董事長）
張國祥先生
崔巍嵐先生

Non-executive Directors:

Ms. Liu Jiaoyang
Ms. Liu Tingrong
Ms. Wang Fangfei
Mr. Feng Yongxiang
Mr. Liu Bolin

非執行董事：

劉驕揚女士
劉廷榮女士
王芳霏女士
馮永祥先生
劉博霖先生

Independent non-executive Directors:

Mr. Cao Ziwei
Mr. Li Wei
Mr. Hu Yuntong
Mr. Xu Hongcai

獨立非執行董事：

曹子瑋先生
李偉先生
胡耘通先生
徐洪才先生

Notes:

- A: Attending training, seminars, forums and conferences on topics such as economics, finance and corporate management;
- B: Reading materials related to requirements on corporate governance, directors' duties and internal control and risk management, etc..

Chairman and Chief Executive Officer

Code Provision A.2.1 stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. During the year ended 31 December 2023, Mr. Zhang Guoxiang has been the chairman of the second session of the Board and Mr. Cui Weilan has been the president of the Company. Mr. Zhang and Mr. Cui lead by example, perform their duties, commit to maintain the high standards of corporate governance for the Company.

入職及持續專業發展

所有董事於截至2023年12月31日止年度接受培訓情況如下：

Contents of Training

接受培訓內容

A、B
A、B
A、B

A、B
B
B
B
B

A、B
A、B
A、B
A、B

附註：

- A: 參與經濟、財務、企業管理等方面的專題培訓、講座、論壇及會議；
- B: 閱讀企業管治、董事責任、內控風險管理等規定。

主席及行政總裁

本公司遵守守則條文第A.2.1條規定董事長和總裁不應由同一個人擔任。截至2023年12月31日止年度，張軍先生擔任本公司第四屆董事會董事長，崔巍嵐先生擔任本公司總裁。張先生與崔先生以身作則，各司其職，致力維持公司高水平企業管治。

Corporate Governance Report

企業管治報告

Appointment, Change and Re-Election of Directors

In accordance with the Articles of Association of the Company (the “**Articles of Association**”), the Directors shall be elected at the general meetings for a term of no more than three years, and may be re-elected and re-appointed upon the expiry of such term. The Company has implemented an effective mechanism regarding the appointment of new Director. The Nomination and Remuneration Committee will first discuss the matters in relation to the appointment of new Director, and then present to the Board as proposals, which will be subject to the approval at the general meeting.

Director Nomination Policy

This Director Nomination Policy (the “**Policy**”) aims to: set out the criteria and process in the nomination and appointment of directors of the Company; ensure that the board of directors (the “**Board**”) of the Company has a balance of skills, experience and diversity of perspectives appropriate to the Company; and ensure the Board continuity and appropriate leadership at Board level.

In evaluating and selecting any candidate for directorship, the following criteria should be considered by the Nomination and Remuneration Committee and/or the Board: character and integrity. Qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company’s business and strategy, and the potential contribution to the Board from the diversity aspects under the Board Diversity Policy. Any measurable objectives adopted for achieving diversity on the Board. Willingness and ability to devote adequate time to discharge duties as a member of the Board and Board committee(s) of the Company. Meanwhile, in order to meet the Board Diversity Policy, the Nomination and Remuneration Committee and/or the Board may also conduct a wide search for candidates who are in the interests of the Company.

董事的委任、變更及重選連任

根據本公司章程（「**章程**」）的規定，董事由股東大會選舉產生，每屆任期不得超過三年，可連選連任。本公司已就新董事的委任執行一套有效程序。新董事提名事宜先由提名與薪酬委員會商議，然後再向董事會提交建議，並由股東大會選舉通過。

提名董事政策

本董事提名政策（「**本政策**」）旨在：載列本公司提名及委任董事的準則及程序；確保本公司的董事會（「**董事會**」）成員具備切合本公司業務所需的技巧、經驗及多元觀點；及確保本公司的董事會的持續性及維持其領導角色。

在評估及挑選候選人擔任董事時，提名與薪酬委員會及／或董事會應考慮下列準則：品格與誠實。資格，包括專業資格、技巧、知識及與本公司業務及策略相關的經驗，以及董事會成員多元化政策所提述的多元化因素可為董事會帶來的任何潛在貢獻。為達致董事會成員多元化而採納的任何可計量目標。是否願意及是否能夠投放足夠時間履行身為董事會成員及擔任董事會轄下委員會的委員的職責。同時，為符合董事會成員多元化政策，提名與薪酬委員會及／或董事會亦會廣泛搜羅符合公司利益的候選人信息。

Corporate Governance Report

企業管治報告

Nomination Process of the Appointment of New Director

1. The Nomination and Remuneration Committee and/or the Board should, upon receipt of the proposal on appointment of new director and the biographical information (or relevant details) of the candidate, evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.
2. If the process yields one or more desirable candidates, the Nomination and Remuneration Committee and/or the Board should rank them by order of preference based on the needs of the Company and reference check of each candidate (where applicable).
3. The Nomination and Remuneration Committee should then recommend to the Board to appoint the appropriate candidate for directorship (where applicable).
4. For any person that is nominated by a shareholder for election as a director at the general meeting of the Company, the Nomination and Remuneration Committee and/or the Board should evaluate such candidate based on the criteria as set out above and, where appropriate, make recommendation to shareholders in respect of the proposed election of director at the general meeting.

The Company has entered into a service contract or a letter of appointment with each of the Directors (including non-executive Directors) and the Supervisors. The service contracts and the letters of appointment are for a term of three years.

Regular Board Meetings

In accordance with the Articles of Association, the Board should hold no less than four regular meetings annually, to be convened by the chairman of the Board. Notices of not later than fourteen 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.

委任新董事提名程序

- 1、提名與薪酬委員會及／或董事會應在收到委任新董事的建議及候選人的個人資料（或相關詳情）後，依據上述準則評估該候選人，以判斷該候選人是否合資格擔任董事。
- 2、如過程涉及一個或多個合意的候選人，提名與薪酬委員會及／或董事會應根據本公司的需要及每位候選人的證明審查（如適用）排列他們的優先次序。
- 3、提名與薪酬委員會隨後應就委任合適人選擔任董事一事向董事會提出建議（如適用）。
- 4、就任何經由股東提名於本公司股東大會上選舉為董事的人士，提名與薪酬委員會及／或董事會應依據上述準則評估該候選人，並就於股東大會上選舉董事的提案向股東提出建議（如適用）。

本公司已與各董事（包括非執行董事）及監事訂立了服務合約或委任函，該等服務合約或委任函的期限為三年。

董事會定期會議

根據章程規定，董事會每年至少召開四次定期會議，會議由董事長召集。董事會定期會議通知於會議舉行前至少十四日送呈全體董事，以使彼等能有機會出席會議並於會議議程內加載有關事宜。

Corporate Governance Report

企業管治報告

For other committee meetings, the meeting notices, the agenda and accompanying Board papers are dispatched to the Directors or committee members within reasonable timeframe to ensure that they have sufficient time to review the papers and be adequately prepared for the meetings.

Board meetings shall be held only if more than half of the Directors are present, except for when the Board is considering the matters of connected transaction as provided for under the Articles of Association.

Minutes of the Board meetings and the committee meetings will be recorded in sufficient detail the matters considered by the Board and the committees and the decisions reached, including any concerns raised by the Directors. Draft minutes of each Board meeting and committee meeting are/will be sent to the Directors for comments within a reasonable timeframe after the date on which the meeting is held.

For the year ended 31 December 2023, 6 Board meetings were held to review various matters within the scope of duties of the Board, such as annual results, interim results, financial reports, and the attendance of the individual Directors at these meetings is set out in the table below (each of the Directors who did not attend the Board meeting had authorized other Directors to attend and vote at the Board meeting):

就其他委員會會議而言，本公司均以合理時間提前向董事或委員會成員發出會議通知、議程及相關董事會文件以確保彼等有充足時間審閱有關文件及充分著手準備出席會議。

除章程的董事會審議關連交易事項的情況外，董事會會議應當由二分之一以上的董事出席方可舉行。

董事會會議及委員會會議的會議記錄會詳盡記錄董事會及委員會所考慮的事宜及所達致的決定，包括董事提出的任何問題。各董事會會議及委員會會議的會議記錄草擬本會／將會於會議舉行後的合理時間內寄送至各董事，以供彼等考慮。

截至2023年12月31日止年度期間，董事會曾舉行6次董事會會議以審議年度業績、中期業績、財務報告等董事會職責範圍內事項，個別董事出席該等會議的情況載於下表（未出席董事均授權其他董事出席董事會並表決）：

Name of Directors		Attendance/ Number of Board Meeting Held
董事姓名		出席／已舉行之 董事會會議次數
Mr. Zhang Jun	張軍先生	6/6
Mr. Zhang Guoxiang	張國祥先生	5/6
Mr. Cui Weilan	崔巍嵐先生	6/6
Ms. Liu Jiaoyang	劉驕揚女士	6/6
Ms. Liu Tingrong	劉廷榮女士	6/6
Ms. Wang Fangfei	王芳霏女士	6/6
Mr. Feng Yongxiang	馮永祥先生	5/6
Mr. Liu Bolin	劉博霖先生	4/6
Mr. Cao Ziwei	曹子瑋先生	6/6
Mr. Li Wei	李偉先生	6/6
Mr. Hu Yuntong	胡耘通先生	6/6
Mr. Xu Hongcai	徐洪才先生	6/6

Corporate Governance Report

企業管治報告

For the year ended 31 December 2023, 2 general meetings of the Company were held and the attendance of the individual Directors at the meeting is set out in the table below:

截至2023年12月31日止年度期間，本公司曾舉行2次股東大會。個別董事出席股東大會的情況載於下表：

Name of Directors		Attendance/ Number of General Meetings Held 出席／已舉行之 股東大會次數
董事姓名		
Mr. Zhang Jun	張軍先生	1/2
Mr. Zhang Guoxiang	張國祥先生	2/2
Mr. Cui Weilan	崔巍嵐先生	2/2
Ms. Liu Jiaoyang	劉驕楊女士	2/2
Ms. Liu Tingrong	劉廷榮女士	2/2
Ms. Wang Fangfei	王芳霏女士	2/2
Mr. Feng Yongxiang	馮永祥先生	2/2
Mr. Liu Bolin	劉博霖先生	2/2
Mr. Cao Ziwei	曹子瑋先生	2/2
Mr. Li Wei	李偉先生	2/2
Mr. Hu Yuntong	胡耘通先生	2/2
Mr. Xu Hongcai	徐洪才先生	2/2

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 Company’s Directors and supervisors. Having made specific enquiry with all the Directors and Supervisors, they have confirmed their compliance with the relevant standards stipulated in the Model Code for the year ended 31 December 2023.

進行證券交易的標準守則

本公司已採納上市規則附錄十所載之上市發行人董事進行證券交易的標準守則（「標準守則」）為本公司董事及監事證券交易之守則。經向全體董事及監事作出具體查詢後，全體董事及監事確認，彼等截至2023年12月31日止年度期間已遵守標準守則所載之規定標準。

Corporate Governance Report

企業管治報告

Duties performed by the Board and management

The Board shall report to the general meeting and exercise the following powers, including: approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those that may involve conflict of interests), appointment of Directors and other significant financial and operational matters.

Directors could have recourse to seek independent professional advice in performing their duties at the Company's expense and are encouraged to access and to consult with the Company's senior management independently.

The daily management, administration and operation of the Group are delegated to the senior management. The delegated functions and responsibilities are periodically reviewed by the Board. Approval has to be obtained from the Board prior to any significant transactions entered into by the management.

CORPORATE GOVERNANCE FUNCTION

The Board is responsible for determining the policy for the corporate governance of the Company and performing the corporate governance duties as below:

1. To develop and review the Company's policies and practices on corporate governance;
2. To review and monitor the training and continuous professional development of Directors and senior management;
3. To review and monitor the Company's policies and practices on compliance with all legal and regulatory requirements (where applicable);
4. To develop, review and monitor the code of conduct and compliance manual (if any) applicable to the employees and Directors; and
5. To review the Company's compliance with the Code Provisions and disclosure in the Corporate Governance Report.

董事會和管理層行使的職權

董事會對股東大會負責，行使下列職權，包括：批准及監督一切政策事宜、整體策略及預算、內部監控及風險管理系統、重大交易（特別是可能牽涉利益衝突者）、委任董事及其他主要財務及營運事宜。

董事於履行彼等職責時可尋求獨立專業意見，費用由本公司承擔。彼等亦被鼓勵向本公司高級管理層進行獨立諮詢。

本集團的日常管理、行政及營運交予高級管理層負責。授權職能及職責由董事會定期檢討。管理層訂立任何重大交易前須取得董事會批准。

企業管治職能

董事會負責制訂本公司之企業管治政策並履行以下企業管治職務：

- 1、制定及檢討本公司的企業管治的政策及常規；
- 2、檢討及監察董事及高級管理層的培訓及持續專業發展；
- 3、檢討及監察本公司的政策及常規符合所有法律及規例的要求；
- 4、制定、檢討及監察適用於僱員及董事的操守準則及合規手冊；及
- 5、檢討本公司遵守守則條文的情況及在《企業管治報告》內的披露。

Corporate Governance Report

企業管治報告

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

The Company has established a formal and transparent procedure for formulating policies on remuneration of Directors and senior management of the Group. Details of the remuneration of each of the Directors for the year ended 31 December 2023 are set out in note 7 to the financial statements.

The details of the senior management are disclosed in the section headed “Directors, Supervisors and Senior Management” in this report.

Remuneration paid to the senior management (including three Directors) for the year ended 31 December 2023 is as follows:

Remuneration Range (RMB) 薪酬範圍 (人民幣)		Number of People 人數
Up to 1,000,000	1,000,000元及以下	3
1,000,000 to 1,999,999	1,000,000元至1,999,999元	4

DIRECTORS' LIABILITY INSURANCE

The Company has arranged appropriate insurance in respect of legal action against the Directors.

BOARD COMMITTEES

Audit Committee

For the year ended 31 December 2023, the Audit Committee comprises three Directors, namely Mr. Hu Yuntong (independent non-executive Director), Ms. Li Wei (independent non-executive Director) and Mr. Liu Jiaoyang (non-executive Director). Mr. Hu Yuntong is currently the chairman of the Audit Committee.

董事及高級管理層的薪酬

本公司已就制定本集團董事及高級管理層薪酬的政策設立正式及具透明度的程序。截至2023年12月31日止年度，各董事的薪酬詳情載於財務報表附註7。

高級管理層的詳細資料披露於本報告「董事、監事及高級管理層」一節。

截至2023年12月31日止年度，已付予高級管理層（包括三名董事）的薪酬如下：

董事責任保險

本公司已就針對董事提出的法律訴訟購買適當的保險。

董事委員會

審計委員會

截至2023年12月31日止年度，審計委員會由三名董事組成，成員為胡耘通先生（獨立非執行董事）、李偉先生（獨立非執行董事）和劉驕楊女士（非執行董事）。胡耘通先生目前為本公司審計委員會主任。

Corporate Governance Report

企業管治報告

The main responsibility of the Audit Committee is to facilitate the communication, supervision and verification in respect of the Company's internal and external auditing. Its main functions and powers are, including but not limited to, proposing the appointment or replacement of the external auditors, considering and making suggestions on their remunerations, resignation or dismissal; overseeing the Company's internal audit system and its implementation, and reviewing the Group's financial and accounting policies and practices; auditing the financial information of the Company and its disclosure; reviewing the Company's financial monitoring, internal monitoring and risk management systems, auditing material connected transactions, ensuring that the management has fulfilled its duties to establish an effective internal control system; examining the Letter of Audit Description provided by the external auditors to the management, any material queries raised by the auditors to the management in respect of the accounting records, financial accounts or monitoring systems and the management's response; and formulating whistle-blowing policies and systems, etc..

The written terms of reference of the Audit Committee are available on the websites of the Hong Kong Stock Exchange and the Company.

For the year ended 31 December 2023, 4 meetings of the Audit Committee were held to review various matters within the scope of duties, such as annual results, internal reports.

The attendance of the Audit Committee members is set out in the table below:

Name	Attendance/ Audit Committee meetings held
姓名	出席／已舉行之 審計委員會會議次數
Mr. Hu Yuntong	胡耘通先生 4/4
Mr. Li Wei	李偉先生 4/4
Ms. Liu Jiaoyang	劉驕楊女士 4/4

審計委員會主要負責本公司內、外部審計的溝通、監督和核查工作。其主要職責為：提議聘請或更換外部審計機構；監督本公司的內部審計制度及其實施；檢討本集團的財務及會計政策及實務；審核本公司的財務信息及其披露；審查本公司內部監控及風險管理系統；檢查外部審計機構給予管理層的《審核情況說明函件》、審計師就會計紀錄制定舉報政策及系統等。

審計委員會的書面職權範圍於香港聯交所及本公司網站可供查閱。

截至2023年12月31日止年度期間，審計委員會共舉行4次會議，以審議年度報告、審議中期業績報告、選舉主任委員等職責範圍內事項。

各審計委員會成員出席會議的情況載於下表：

Corporate Governance Report

企業管治報告

NOMINATION AND REMUNERATION COMMITTEE

For the year ended 31 December 2023, the Nomination and Remuneration Committee comprises three Directors, namely Mr. Cao Ziwei (independent non-executive Director), Mr. Zhang Guoxiang (executive Director) and Mr. Xu Hongcai (independent non-executive Director). Currently, Mr. Cao Ziwei is currently the chairman of the Nomination and Remuneration Committee of the Company.

The main responsibility of the Nomination and Remuneration Committee is to assist the Board to formulate the recruitment procedures and assessment standards for Directors and senior management of the Company and conduct preliminary assessment on the qualifications and conditions of candidates to be appointed within its area of competence; study and formulate the remuneration plans, performance appraisal systems and incentive schemes of Directors, supervisors and senior management of the Company, make suggestions to the Board and supervise the implementation of plans and systems.

The written terms of reference of the Nomination and Remuneration Committee are available on the websites of the Hong Kong Stock Exchange and the Company.

For the year ended 31 December 2023, 1 meetings of the Nomination and Remuneration Committee were held to review various matters within the scope of duties, such as review of the structure, size and composition of the fourth Board of Directors of the Company.

The attendance of the Nomination and Remuneration Committee members is set out in the table below:

提名與薪酬委員會

截至2023年12月31日止年度，提名與薪酬委員會由三名董事組成，成員為：曹子璋先生（獨立非執行董事）、張國祥先生（執行董事）、徐洪才先生（獨立非執行董事）。曹子璋先生目前為本公司提名與薪酬委員會主任。

提名與薪酬委員會的主要職責為協助董事會擬定本公司董事、高級管理人員的選任程序和標準，對擬任人選的任職資格和條件進行初步審核，檢討及擬定董事、監事和本公司高級管理人員的薪酬方案、績效考核制度以及激勵方案，向董事會提出建議，並監督方案或制度的實施。

提名與薪酬委員會的書面職權範圍於香港聯交所及本公司網站可供查閱。

截至2023年12月31日止年度期間，提名與薪酬委員會共舉行1次會議，審查第四屆董事會架構、人數和組成職責範圍內事項。

提名與薪酬委員會成員出席會議的情況載於下表：

Name		Attendance/Number of Nomination and Remuneration Committee meetings held
姓名		出席／已舉行提名與薪酬委員會會議次數
Mr. Cao Ziwei	曹子璋先生	2/2
Mr. Zhang Guoxiang	張國祥先生	2/2
Mr. Xu Hongcai	徐洪才先生	2/2

Corporate Governance Report

企業管治報告

Board Diversity Policy

The Company believes that the diversification of the Board is beneficial for enhancing the performance of the Company. Therefore, the Company has established the “Policy on Diversification of Members of the Board” to ensure that when determining the composition of the Board, the Company will consider the diversification of members of the Board from various aspects, including but not limited to age, gender, cultural and educational background, professional experience, skills and knowledge. All appointments to the Board shall follow the principle of meritocracy, taking into account objectively the benefits of diversification of members of the Board when considering the candidates. The candidates of the Board are selected based on a range of diversified perspectives, including but not limited to age, gender, cultural and educational background, professional experience, skills and knowledge. As at the date of this report, the Board had three female Directors. The Board targets to maintain at least the current level of female representation and will continue to seek opportunities to increase the number of female Directors as and when suitable candidates are identified.

The Nomination and Remuneration Committee will disclose the composition of the Board annually in the “Corporate Governance Report” and monitor the implementation of the policy. The Nomination and Remuneration Committee will review the policy when appropriate to ensure the effectiveness of the policy. The Nomination and Remuneration Committee will discuss any amendment that may need to make and make recommendations to the Board for approval.

董事會成員多元化政策

本公司相信董事會成員多元化將對提升本公司的表現益處良多，因此本公司已制定《董事會成員多元化政策》，確定在設定董事會成員組合時會從多個方面考慮董事會成員多元化，包括但不限於年齡、性別、文化及教育背景、專業經驗、技能及知識。董事會所有委任均以用人唯才為原則，並在考慮人選時以客觀條件顧及董事會成員多元化的益處。甄選董事會人選將按一系列多元化範疇為基準，包括但不限於年齡、性別、文化及教育背景、專業經驗、技能及知識。截至本年報發佈之日，本公司董事會共有三名女性董事。董事會力求至少保持目前的女性董事代表比例，並將繼續尋找機會，在找到合適人選時增加女性董事的人數。

提名與薪酬委員會將每年在《企業管治報告》中披露董事會組成，並監察本政策的執行。提名與薪酬委員會將在適當時候檢討本政策，以確保本政策行之有效。提名與薪酬委員會將會討論任何或需作出的修訂，再向董事會提出修訂建議，由董事會審批。

Corporate Governance Report

企業管治報告

Strategic Investment Committee

For the year ended 31 December 2023, the Strategic Investment Committee comprises three Directors, namely Mr. Li Wei (independent non-executive Director), Mr. Zhang Guoxiang (executive Director) and Mr. Cui Weilan (executive Director). Currently, Mr. Li Wei is the chairman of the Strategic Investment Committee.

The primary responsibilities of the Strategic Investment Committee are to examine and advise the Board on our long-term development strategies and major investment decisions.

The written terms of reference of the Strategic Investment Committee are available on the websites of the Hong Kong Stock Exchange and the Company.

For the year ended 31 December 2023, 1 meeting of the Strategic Investment Committee was held to review the motion on “Digital Technology Company Programme of Hanhua Financial Holding”.

The attendance of the Strategic Investment Committee members is set out in the table below:

戰略投資委員會

截至2023年12月31日止年度，戰略投資委員會由三名董事組成，成員為：李偉先生（獨立非執行董事）、張國祥先生（執行董事）、崔巍嵐先生（執行董事）。李偉先生目前為戰略投資委員會主任。

戰略投資委員會的主要職責為對本公司長期發展戰略和重大投資決策進行研究並向董事會提出建議。

戰略投資委員會的書面職權範圍於香港聯交所及本公司網站可供查閱。

截至2023年12月31日止年度期間，戰略投資委員會共舉行1次會議，審議了關於《瀚華金控股份有限公司數字科技公司規劃方案》的議案。

戰略投資委員會成員出席會議的情況載於下表：

Name		Attendance/ Number of Strategic Investment Committee meetings held 出席／已舉行戰略 投資委員會會議次數
Mr. Li Wei	李偉先生	1/1
Mr. Zhang Guoxiang	張國祥先生	1/1
Mr. Cui Weilan	崔巍嵐先生	1/1

Corporate Governance Report

企業管治報告

The Risk Management Committee

For the year ended 31 December 2023, the Risk Management Committee comprises three Directors, namely Mr. Cui Weilan (executive Director), Mr. Zhang Guoxiang (executive Director) and Ms. Liu Tingrong (Non-executive Director). Currently, Mr. Zhang is the chairman of the Risk Management Committee.

According to the “Rules of Procedures of the Risk Management Committee of Hanhua Financial Holding Co., Ltd.”, the primary responsibilities of the Risk Management Committee are to provide professional advice to the Board or making decisions on professional matters according to the authority of the Board in relation to the risk management.

The written terms of reference of the Risk Management Committee are available on the websites of the Hong Kong Stock Exchange and the Company.

For the year ended 31 December 2023, 1 meeting of the Risk Management Committee was held to review the internal control evaluation report.

The attendance record of the Risk Management Committee members is set out in the table below:

Name

姓名

Mr. Cui Weilan
Mr. Zhang Guoxiang
Ms. Liu Tingrong

崔巍嵐先生
張國祥先生
劉廷榮女士

風險管理委員會

截至2023年12月31日止年度，風險管理委員會由三名董事組成，成員為：崔巍嵐先生（執行董事）、張國祥先生（執行董事）及劉廷榮女士（非執行董事）。崔巍嵐先生目前為風險管理委員會主任。

根據《瀚華金控股份有限公司風險管理委員會議事規則》，風險管理委員會的主要職責為向董事會提供風險管理相關的專業意見或根據董事會授權就有關風險管理專業事項進行決策。

風險管理委員會的書面職權範圍於香港聯交所及本公司網站可供查閱。

截至2023年12月31日止年度期間，風險管理委員會共舉行1次會議，以審議關於瀚華金控股份有限公司數字科技公司規劃方案的議案。

風險管理委員會成員出席會議的情況載於下表：

Attendance/Number of Risk Management Committee meetings held

出席／已舉行風險管理委員會會議次數

Mr. Cui Weilan	崔巍嵐先生	1/1
Mr. Zhang Guoxiang	張國祥先生	1/1
Ms. Liu Tingrong	劉廷榮女士	1/1

Corporate Governance Report

企業管治報告

DIVIDEND POLICY OF THE COMPANY

The dividend policy was adopted pursuant to the resolution passed by the Board of the Company on 12 December 2018.

Principle of profit distribution

The Company shall attach importance to the reasonable returns to investors and adopt consistent and stable profit distribution policy.

In deciding whether to propose a dividend and in determining the dividend amount, the Board will take into account the Group's earnings performance, financial position, investment requirements and future prospects.

On the premise of meeting the day to day capital requirements, predictable important investment plan or significant cash expenditures, the Board can, in accordance with the operating profit and cash flow of the current period, advise whether to distribute dividend and the specific scheme shall be submitted to the general meeting of the Company for approval after being reviewed by the Board.

The Company adopts a combination of cash, shares or cash and shares for profit distribution and gives priority to profit distribution in cash. The Company will handle relevant matters on withholding and payment of tax when distributing dividends in accordance with relevant laws and regulations for the time being in force and relevant requirements on taxation in the PRC.

公司股息政策

根據本公司董事會於2018年12月12日通過的決議案所採納：

利潤分配原則及形式

公司應重視對投資者合理投資回報，實行連續、穩定的利潤分配政策。

在決定是否建議派發股息及釐定股息金額時，董事會將考慮本集團的收益表現、財務狀況、投資需求及未來前景。

在滿足日常的資金需求、可預期的重大投資計劃或重大現金支出的前提下，董事會可以根據公司當期經營利潤和現金流情況建議是否派發股息，具體方案須經董事會審議後提交公司股東大會批准。

公司採取現金、股票或者現金股票相結合的方式分配利潤，並優先考慮採取現金方式分配利潤，並將根據屆時有效的相關法律、法規及稅收規定，在派發股息時依法辦理相關代扣代繳事宜。

Corporate Governance Report

企業管治報告

DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING IN RESPECT OF FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for preparing the financial statements of the Company for the year ended 31 December 2023 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 has provided to the Board such explanation and information as are necessary to enable the Board to carry out an informed assessment of the Company's financial statements, which are put to the Board for approval. The Company provides all members of the Board with monthly updates on the Company's performance, positions and prospects.

The Board is 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 auditors of the Company regarding their reporting responsibilities on the consolidated financial statements of the Company is set out in the Independent Auditor's Report on pages 127 to 137 of this report.

CHANGES OF MEMBERS OF SENIOR MANAGEMENT

As at the date of this report, details of the Senior Management are set out under the section headed "Directors, Supervisors and Senior Management" of this report.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board recognizes its responsibilities in relation to monitoring the risk management and internal control system of the Company. It also performs supervision and inspection on the effectiveness of the risk management and internal control system through the Risk Management Committee and the Audit Committee on an annual basis. Risk management and internal control system 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.

董事有關財務報表的財務申報責任

董事明白彼等須編製本公司截至2023年12月31日止年度的財務報表的職責，以真實公平地反映本公司及本集團的事況以及本集團的業績。

高級管理層已向董事會提供必要的闡釋及數據，使董事會能對提呈予董事會批准的本公司財務報表進行知情的評估。本公司已向董事會全體成員提供有關本公司表現、狀況及前景的每月更新資料。

董事會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報告第127頁至137頁的獨立審計報告。

高級管理層成員變更

於本報告日期之高級管理層的詳細資料載列於本報告「董事、監事及高級管理層」一節。

風險管理及內部監控

董事會確認其監管本公司的風險管理及內部監控系統的責任，並通過風險管理委員會、審計委員會，每年對風險管理及內部監控系統的有效性進行監督與檢查。風險管理與內部監控系統旨在管理而非消除未能達成業務目標的風險，而且只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。

Corporate Governance Report

企業管治報告

The Board has set up the Risk Management Committee, which is responsible for providing professional advice on risk management to the Board and making decisions on professional matters in relation to risk management under the authorization of the Board. The Risk Management Committee categorizes and streamlines the strategic risks, financial risks, operational risks and legal risks which potentially arise from operation of the Company, and assigns the duties of monitoring, initial assessment, formulating risk response strategy, implementation of strategy and alert of risk to different functions and departments. These functions and departments will then carry out initial risk information collection and risk assessment, while the internal control and audit department and the senior management of the Company will supervise and improve the risk management, and report to the Risk Management Committee as necessary.

Based on the business nature of the Company, the Company established the risk management special committee at its subsidiary level, which focused on the management of business risks such as operational risks under the supervision of the Risk Management Committee of the Board. The risk management special committee has three tiers and six regional risk review centres, which substantially optimize and reform the control procedures of credit risks, operational risks and legal compliance risks according to the principles of separation of front, middle and back offices and effective supervision and control. The risk management special committee also formulates regulatory documents such as the standard operating procedure and measures for managing operational risks, with a view to establishing an internal control and risk management system covering our whole business process. The business department collects raw information on risk and conducts risk assessment; the risk management department formulates business risk strategy and raise business risk resolutions; and the internal control and audit department and the senior management of the Company are responsible for relevant supervision and improvement work, and, where necessary, report to the Risk Management Committee.

董事會下設風險管理委員會，負責向董事會提供風險管理相關的專業意見或根據董事會授權就有關風險管理專業事項進行決策。風險管理委員會針對公司運營過程中可能產生的戰略風險、財務風險、營運風險、法律風險等進行分類與梳理，任命不同的職能部門對風險進行監控、初步評估、制定風險應對策略、策略執行與報警。由各職能部門收集風險初始信息並進行風險評估，由內控審計部門與公司領導層進行監督與改進，在必要時匯報至風險管理委員會。

根據本公司業務特點，本公司下屬層面設風險管理專業委員會在董事會風險管理委員會領導下工作，重點針對運營、操作等業務風險進行管理。風險管理專業委員會分三個層級和六個區域風險審批中心，按照前中後台分離，有效監督制約的原則，對信用風險、操作風險、法律合規風險控制流程進行較大的優化改革，並制定業務操作規範、操作風險管理辦法等規範性文件，構建起覆蓋全業務流程的內部監控及風險管理體系。由業務部門收集風險初始信息、進行風險評估、由風險管理部門制定業務風險策略，提出業務風險解決方案，由內控審計部門與公司領導層對風險管理進行監督與改進，並在必要時匯報至風險管理委員會。

Corporate Governance Report

企業管治報告

The Group carries out communication in a timely manner regarding the identified major internal control flaws and prudently assesses potential risks. The responsible department shall propose relevant corrective actions and obtain approval from the senior management prior to the implementation. The senior management and the internal control and audit department monitor the implementation status and ensure timely and proper remediation of relevant monitoring flaws.

The Group has formulated the policies and procedures for handling and disclosing inside information, which are set out in the section headed “Management of Inside Information and Insiders” of the Administrative Rules for Information Disclosure of Hanhua Financial Holding Co., Ltd. (《瀚華金控股份有限公司信息披露管理辦法》). The information and date to be disclosed shall be properly reviewed and approved by the Board to ensure its timeliness, accuracy, sufficiency and effectiveness, and shall be closely monitored after disclosure.

The Board has set up the Audit Committee, which is responsible for reviewing the Company’s internal control, ensuring that the management has fulfilled its duties to establish an effective internal control system, and proactively or, as delegated by the Board, conducting analysis of key investigation findings and the management’s response in relation to relevant internal control issues.

The Risk Management Committee and the Audit Committee, in collaboration with the Company’s internal control and audit department, have carried out a comprehensive assessment and review on the system building and implementation particulars of the Company’s internal control and the effectiveness of its risk management system for 2023. The Board considers that those systems are effective and adequate. Such review shall be performed at least once per year and shall cover relevant year(s).

本集團及時就所識別的重大內部監控瑕疵進行溝通，並審慎評估潛在風險。身為監控責任人的部門提出糾正措施，並於實施前獲得領導層批准。領導層及內控審計部門監察實施情況，確保及時妥善解決監控瑕疵。

本集團制定了處理及發佈內幕消息政策及程序，載列於《瀚華金控股份有限公司信息披露管理辦法》之「內幕信息及其知情人管理」章節。將予披露的信息或數據由董事會妥為審閱及批准，確保內幕消息的及時、準確、充分及有效，並於披露後密切監察。

董事會下設審計委員會，負責審查公司內部監控，確保管理層有履行職責建立有效的內控系統，並主動或應董事會的委派就有關內控事宜的重要調查結果及管理層的響應進行研究。

風險管理委員會、審計委員會，協同公司內控審計部，對本公司2023年度的內部控制制度建設及運行情況、風險管理系統的有效性進行了全面評價及檢討。董事會認為該等系統有效及足夠。該檢討將每年至少進行一次，涵蓋相關的年期。

Corporate Governance Report

企業管治報告

AUDITORS' REMUNERATION

For the year ended 31 December 2023, the total remuneration paid or payable to the Company's auditors, KPMG and other accounting firms, for audit and audit related services amounted to a total of RMB7.5 million, and amounts paid for non-auditing services amounted to RMB0.3 million, totaling RMB7.8 million.

An analysis on the remuneration paid or payable to KPMG, and the remuneration paid or payable to other accounting firms for the provision of annual auditing services to the Company's subsidiaries is as follows:

Services by the Auditors

核數師的服務項目

Amount (RMB)

金額 (人民幣)

Auditing service:	核數服務：	
Annual auditing services	年度核數服務	7,500,000
Non-auditing services:	非核數服務：	
Other audit related services	其他審計相關的服務	300,000
Total	總計	7,800,000

COMPANY SECRETARY

The company secretary of the Company are responsible for advising the Board on corporate governance matters and ensuring that the Board policies and procedures, and the applicable laws, rules and regulations are followed. Mr. Ren Weidong has been appointed as our company secretary on September 2018.

Mr. Ren has undertaken not less than 15 hours of relevant professional training in compliance with Rule 3.29 of the Listing Rules for the year ended 31 December 2023.

核數師酬金

截至2023年12月31日止年度，就核數及核數相關服務已付或應付予本公司的核數師畢馬威會計師事務所及其他會計師事務所的酬金總額為人民幣7.5百萬元，就非核數服務已付人民幣0.3百萬元，合共為人民幣7.8百萬元。

已付或應付予畢馬威會計師事務所及為下屬附屬公司提供年度審計服務的其他會計師事務所酬金的分析載列如下：

公司秘書

本公司的公司秘書負責就企業管治事宜向董事會提出建議，並確保遵循董事會的政策及程序、適用法律、規則及法規。於2018年9月，本公司聘任任為棟先生為本公司唯一公司秘書。

截至2023年12月31日止年度期間，任先生已符合上市規則第3.29條進行不少於15小時的相關專業培訓。

Corporate Governance Report

企業管治報告

RELATIONSHIP WITH SHAREHOLDERS AND STAKEHOLDERS

The Company considers that effective communication with shareholders and stakeholders are essential for enhancing investor relations and understanding of the Group's business, performance and strategies. The Company also recognises the importance of timely and nonselective disclosure of the Company's information, which will enable shareholders and investors to make informed investment decisions. The Company has also issued notices, announcements, circulars, interim and annual reports to keep shareholders informed of the latest development of the Company.

The Company has maintained continuous close relationship with stakeholders, including customers, employees, suppliers, regulatory authorities and the public. The Company devoted to balance the opinions and interests of the stakeholders through constructive communication, so as to set the long-term development direction for the Company and the regions where our business operates.

Taking Haier Electronics, the major strategic cooperation customer of the Company's supply chain financial business, as an example. Established in 1984, Haier Group is one of the world's largest manufactures of household electronic appliances and has a large number of distributors in China. Since 2012, Haier Finance Co., Ltd. has established business relationship with Hanhua Guarantee, a subsidiary of the Company, for the provision of supply chain financial services to distributors of the distribution channel of Haier Group, and has maintained such business cooperation for over eleven years. Despite the close relationship with Haier Group, Shell Oil and other major customers, the Company holds a firm position on adopting the same credit requirements as other customers and makes provision according to industry regulations. The Company is aware that the risks in cooperating with major customers mainly arise from their operating risks, hence it does not fully rely on the credit of the major customers, rather, it applies strict screening on SME borrowers through credit rating system so as to diversify the operating risks of its major clients.

On 20 June 2023, the Annual General Meeting of the Company in 2022 considered and approved the proposal in relation to the amendment of the Articles of Association. The latest version of the Company's Articles of Association has been published on our Company's website (www.hanhua.com) and the Hong Kong Stock Exchange website, respectively.

與股東及利益相關人士的關係

本公司認為，與股東及利益相關人士的有效溝通對加強投資者關係及使投資者瞭解本集團的業務、表現及策略非常重要。本公司股東大會提供股東與董事及高級管理人員直接溝通的機會，董事長及各董事會專門委員會主任以及部分高級管理人員將出席股東大會解答股東提問。本公司亦透過刊發通告、公告、通函、中期與年度報告以使股東及時瞭解本公司最新動向。

本公司與利益相關人士，包括客戶、僱員、供貨商、監管機構及公眾人士保持持續緊密聯繫。本公司透過具有建設性的溝通，努力平衡各利益相關人士的意見及利益，從而為本公司與業務所在區域釐定長遠的發展方向。

以本公司供應鏈金融主要战略合作客戶之一海爾電器為例。海爾集團成立於1984年，是全球最大的家電製造商之一，在中國境內的經銷商數量龐大。從2012年起海爾財務公司就與本公司旗下附屬公司瀚華擔保建立了業務合作關係，為海爾集團經銷渠道的經銷商提供供應鏈金融服務，至今已超過11年。儘管與海爾集團、殼牌石油等主要客戶建立了密切的合作關係，本公司仍堅持與其他客戶一致的嚴格信貸條件，並按照行業監管規定進行撥備。本公司深知與主要客戶合作的風險主要來自其經營風險，因此，本公司並非完全依賴主要客戶的主體信用，而是對借款的中小客戶通過施行評級授信體系予以較嚴格的准入篩選，從而分散來自於核心客戶的經營風險。

2023年6月20日，本公司2022年股東周年大會審議並通過了關於修訂公司章程的議案，本公司的公司章程最新版本分別登載於香港聯交所網站及本公司網站(www.hanhua.com)。

Environmental, Social and Governance Report

環境·社會及管治報告

REPORTING PERIOD AND SCOPE

This is an annual report prepared by the Company, together with its subsidiaries to fulfil the requirements of the Environmental, Social and Governance Reporting Guide contained in Appendix 27 to the Listing Rules. This report covers the financial year from 1 January 2023 to 31 December 2023 (the “**Reporting Period**”), and aims to provide investors with an overview of the environmental, social and governance work of the Group (covering Chongqing headquarters region, excluding other branches in Mainland China and institutions in Hong Kong region).

REPORTING PRINCIPLE

The Group has complied with materiality, quantification, balance and consistency reporting principles in disclosing its Environmental, Social and Governance performance for the Reporting Period.

Materiality – The Group pledges to carry out materiality assessments to identify material environmental and social issues that have major impacts on investors and other stakeholders when it has the capacity to do so.

Quantitative – Key performance indicators (“**KPIs**”) have been established, and are measurable and applicable to make valid comparisons under appropriate conditions; information on the standards, methodologies, assumptions, and/or calculation tools used, and sources of conversion factors used, have been disclosed when applicable.

Balance – The Report presents the Group’s performance during the Reporting Period in an impartial manner, avoiding choices, omissions or presentation formats that may unduly influence readers’ decisions or judgements.

Consistency – Consistent statistical methodologies and presentation of KPIs have been used to allow meaningful comparisons of related data over time.

報告期間及範圍

本報告為本公司及連同其附屬公司為滿足上市規則附錄二十七《環境·社會及管治報告指引》要求所編製的年度報告。本報告涵蓋2023年1月1日至2023年12月31日止財務年度（「**報告期**」）的工作，旨在向本公司的投資者概述本集團（涵蓋重慶總部地區，不包括中國內地其他分支機構及香港地區機構）在環境、社會及管治方面的工作。

報告原則

本集團於披露其報告期間的環境、社會及管治表現時已遵守重要性、量化、平衡及一致性報告原則。

重要性 – 本集團承諾在有能力的情況下進行重要性評估，以確定對投資者和其 他持份者有重大影響的重大環境及社會問題。

量化 – 已制定關鍵績效指標（「**關鍵績效指標**」），關鍵績效指標為可計量且適用於在適當條件下進行有效比較；所用的標準、方法、假設及／或計算工具的資料，以及所使用的轉換因素的來源已在適用時予以披露。

平衡 – 本報告以不偏不倚的方式呈報本集團於報告期間的表現，以避免可能會不恰當地影響讀者決策或判斷的選擇、遺漏或呈報方式。

一致性 – 已使用一致的披露統計方法及關鍵績效指標的呈報方式，以令有關數據日後可作有意義的比較。

Environmental, Social and Governance Report

環境、社會及管治報告

The Company strictly complies with applicable laws and regulations including the Company Law of the PRC and the Hong Kong Companies Ordinance. It is committed to maintaining high-level corporate governance. It makes decisions and plans through professional committees under the Board and relevant professional committees and special work teams under the management of the Company. It has also established rules and systems regarding human resources management, financial resources management, technological resource management, information resource management, corporate culture building and risk control and management, so as to form a common code of conduct for employees, provide guidelines for daily work, and ensure that the Company's operation meets the requirements of safety, efficiency, green and harmony in terms of systems, resources and personnel. Please refer to the Corporate Governance Report in the 2023 Annual Report for details of corporate governance of the Company.

VISION AND STRATEGY OF ENVIRONMENTAL, SOCIAL AND GOVERNANCE

As an enterprise dedicated to offering comprehensive financial services, our vision in environmental, social and governance is to be a model for the inclusive financial industry in China.

In terms of social responsibility, we are committed to providing inclusive finance and serving SMEs and individuals, and constantly expanding the scale and scope of our services. In terms of environmental practice, we strive to implement office "digitalization", advocate environmental protection and reduce environmental costs. In terms of corporate governance, we actively improve our corporate rules and systems and strengthen risk management and compliance management. We integrate corporate environmental and social responsibility considerations into business decisions. In realizing our vision and making business decisions, we adhere to the principles of credibility and sustainability, and balance the benefits of all parties involved.

本公司嚴格遵守《中華人民共和國公司法》、香港《公司條例》等適用法律法規，致力維持高水平的企業管治，本公司通過董事會下設的各專業委員會以及本公司經營層下設的有關專業委員會及專項工作小組，進行決策部署，圍繞著人力資源管理、財務資源管理、科技資源管理、信息資源管理、企業文化建設和風險控制體系等建立了相關的制度體系，以便形成員工共同的行為指引，指導日常工作開展，在制度、資源和人員上保障企業運營滿足安全、高效、綠色及和諧的要求。有關本公司企業管治的詳情，請參閱本公司2023年年度報告內的企業管治報告。

環境、社會及管治願景和策略

作為致力於提供綜合金融服務的企業，我們在環境、社會及管治方面的願景是成為普惠金融的中國樣本。

在社會責任方面堅持普惠金融、堅持服務中小微企業和個人，並不斷提高服務規模和範圍；在環境方面努力實踐「數字化」要求，全面提倡環保，降低環境成本；在企業管治方面積極完善現代企業制度，強化風險管理、合規管理。本公司將企業環境、社會責任因素全面融入業務決策，在實現願景及作業務決策時，我們恪守信用原則、可持續發展原則，並均衡相關各方利益。

Environmental, Social and Governance Report

環境·社會及管治報告

The Company will continue to improve its strategies in respect of environmental, social and governance in the future. We have established regular communication mechanism with our major stakeholders to timely understand their expectations and allow them to provide feedback to us so as to improve the Group's management of environmental, social and governance.

未來本公司還將不斷發展關於環境、社會及管治方面的策略。我們與主要利益相關者建立了定期溝通機制，及時瞭解他們的期望，並讓他們向我們提供反饋，以改善集團在環境、社會和治理方面的管理。

Major stakeholder 主要利益相關方	Communication channel 溝通途徑
Regulators 監管機構	<p>Respond to the nation's call and implement regulatory policy 響應國家號召，落實監管政策</p> <p>Enhance operational and management performance 提升經營管理績效</p> <p>Support the development of real economy 支持實體經濟發展</p> <p>Implement the requirements of regulators 落實監管機構要求</p> <p>Regular report 定期匯報工作</p>
Investors 投資者	<p>Annual/interim results presentations on a regular basis 定期舉辦年度／中期業績發佈會</p> <p>General meeting to update investors on our operation 召開股東大會，更新投資者對公司運營的瞭解</p> <p>Website maintenance to ensure investors' timely access to the latest information of the Company 維護本公司網站，保障投資者及時獲取本公司最新信息</p> <p>Routine research, interaction and visit 日常本公司調研，互動走訪</p>
Employees 員工	<p>Induction training to encourage exchange between new recruits and department heads 開展員工入職培訓，幫助新員工與各部門負責人交流</p> <p>Conclusion meeting and annual spring meeting on a regular basis 定期舉辦工作總結會議和迎春年會</p> <p>Attend meetings, seminars and training sessions organized by external parties 參與社會機構舉辦的會議、座談、培訓</p> <p>Performance management evaluation 績效管理評估</p>

Environmental, Social and Governance Report

環境、社會及管治報告

Major stakeholder 主要利益相關方	Communication channel 溝通途徑
Customers 客戶	Website, official WeChat account and other online channels 網站、微信公眾號等互聯網渠道 Customer visit and site visit 走訪客戶，進行項目考察 Seminar, conference and appreciation meeting 座談會、研討會、答謝會
Community 社區	Promoting financial literacy 開展金融教育 Active donation 積極參與捐贈 Assistance to the disadvantaged groups 扶助弱勢群體 Participation in voluntary service 開展志願服務
Industry peers 同業機構	Attending trade associations and industry forums 加入行業協會，參加行業論壇 Visiting and inspecting industry peers 到同業公司拜訪、考察
Partners 合作夥伴	Centralized procurement in an open, transparent and fair manner 公開、透明、公正地集中採購 Procurement management system combining online and offline channels 在線、線下相結合的採購管理系統

Environmental, Social and Governance Report

環境·社會及管治報告

KEY PERFORMANCE INDICATORS

關鍵績效指標

	Performance indicator 績效指標	Amount 金額／數量	Unit 單位
Economic responsibility 經濟責任	Total assets 總資產額	13,162	RMB' million 人民幣百萬元
	Net profit 淨利潤	24	RMB' million 人民幣百萬元
	Owner's Equity 所有者權益	7,932	RMB' million 人民幣百萬元
	Effective tax 實現稅收	69	RMB' million 人民幣百萬元
Environmental responsibility 環境責任	Vehicle emission 汽車的排放量	21.33	kg 千克
	Total greenhouse gas emission 溫室氣體排放總量	524,944.37	kg 千克
	Power consumption 耗電量	736,934.53	KWh 千瓦時
	Water consumption 耗水量	5,021.6	m ³ 立方米
	Paper consumption 耗紙量	1.57	tons 噸
Social responsibility 社會責任	Total number of employees 僱員總數	713	people 人
	Percentage of female employees 女性僱員佔比	50	%
	Percentage of employees with a bachelor's degree or above 本科及以上僱員佔比	84	%
	Training hours of employees 僱員培訓時長	7,427	hours 小時
	Satisfaction of training 僱員培訓滿意度	100	%

Environmental, Social and Governance Report

環境、社會及管治報告

For various issues of environmental, social and governance, the Company ranked the issues of importance to the business and the importance to investors, and identified the following 15 materials issues in this assessment, which have been stated in this report: vehicle emission, total greenhouse gas emission, power consumption, water consumption, paper consumption, employment, health and safety, development and training, labor practices, supply chain management, product responsibility, anti-corruption, community, internal control, risk management.

A. ENVIRONMENTAL PROTECTION

In compliance with the provisions under the Environmental Protection Law of the PRC, the Securities and Futures and Companies Legislation (Uncertificated Securities Market Amendment) Ordinance 2015 and other applicable laws and regulations, the Company actively adopts measures to improve environmental management and encourages staff to reduce pollution and waste during work to minimize the environmental impact of the Company's business as well as its products and services, with a view to protecting and improving the environment, reducing pollutant emissions and promoting ecological civilization.

As most of the Company's operation is office-based, the Company is committed to minimizing the impact of office impact on the environment by means of green office initiatives. In terms of energy efficiency targets, the Company strives for its energy use not to be significantly greater than the average of its main operating regions. The measures adopted by the Company include:

For the construction of weak current systems in branch offices, the Company widely adopted environmentally-friendly materials to maximize the utilization of materials and reduce material waste and loss. We adopted low-energy and information-based office devices, and ensured compliance with operational specifications to extend their service life. New integrated computer rooms, smart office platforms and other new products are used to achieve energy saving and emission reduction in the office area.

本公司針對環境、社會及管治的各項議題，按其對業務的重要性及對投資者的重要性進行排序，識別出靠前的15種重要性議題，並陳述於本報告內：汽車的排放量、溫室氣體排放總量、耗電量、耗水量、耗紙量、僱用、健康與安全、發展與培訓、勞工準則、供應鏈管理、產品責任、反貪污、小區、內部控制、風險管理。

A. 環境保護

本公司遵守《中華人民共和國環境保護法》、《2015年證券及期貨及公司法例（無紙證券市場修訂）條例》等適用法律法規的規定，積極推行改善環境管理的措施，鼓勵公司員工減少辦公時產生的污染和浪費，盡量降低公司業務及所提供產品及服務對環境的影響，致力於保護和改善環境，減少污染物排放，促進生態文明建設。

本公司以辦公室運作為主，因此本公司致力通過辦公室內的環保措施，盡量減少因辦公對環境的影響，但能源使用效率目標方面公司力求不應明顯大於主要經營地區的平均水平，其中有：

在各地分支機構辦公場所弱電建設方面，廣泛採用環保材料，確保最高的材料利用率，減少材料的浪費和損耗。使用低能耗的信息化辦公設備，確保操作規範，延長設備使用壽命。使用新的一體化機房、智能辦公平台等新產品，實現辦公區域的節能減排。

Environmental, Social and Governance Report

環境·社會及管治報告

We further increased office automation and established collaborative office platforms and various office systems such as business management system, human resources management system, financial management system, capital management system, reimbursement system and knowledge management system, with a focus on improving the credit and standard finance business platform, partnership finance business platform, data analysis and management platform and private cloud infrastructure platform, so as to establish standard management procedures to boost operational efficiency.

The Company has designated the Canteen Management System and Office Equipment Management System to actively respond to the national green and low-carbon policy, vigorously advocate green office, set the goal of low-carbon operation, and create a green and environmentally friendly working environment.

We promote paperless office practices through introduction of company-wide office automation. We encourage double-sided printing to reduce paper consumption and the use of durable items and recyclable and reusable items instead of disposable office items, and recommend our employees to use video and telephone conferencing for offsite meetings to reduce consumption arising from the accommodation and travel of employees participating in the meetings. The temperature is not to be lower than 26 degrees Celsius during the cooling period, and the temperature is not to be higher than 22 degrees Celsius during the heating period. We advocate for employees to develop environmentally-friendly habits such as turning off the lights when not in use, saving water, and turning off air conditioners after meetings or office hours. We encourage civilized dining, rigorously enforce frugal spending, oppose food waste, do not provide luxurious dishes, prohibit the consumption of protected wild animals, and focus on guiding our employees to develop good habits of cherishing and saving food.

進一步推進公司辦公自動化，搭建協同辦公平台，建立業務管理系統、人力資源管理系統、財務管理系統、資金管理系統、報銷系統及知識管理系統等辦公系統，重點推動信貸及標準金融業務平台、夥伴集群業務平台、數據分析與管理平台及私有雲基礎架構平台等，規範管理流程，提高運營效率。

本公司制定了《食堂管理制度》和《辦公設備管理制度》，積極響應國家綠色低碳政策，大力宣導綠色辦公，樹立低碳運營的目標，營造綠色環保的工作環境。

提倡無紙化辦公，全面覆蓋辦公自動化系統，盡量使用雙面用紙，減少紙張消耗，減少使用一次性物品，鼓勵多使用耐用品及可回收重複利用的物品；提倡採用電視電話會議，減少異地員工參會所產生的住宿及交通等消耗；供冷期間溫度不低於26攝氏度，供暖期間溫度不高於22攝氏度；倡議員工養成隨手關燈、節約用水，會議結束後、無人辦公時及時關閉空調等設備的良好習慣；提倡文明用餐，厲行節約，反對食物浪費，不提供高檔菜餚，禁止食用野生保護動物，注重引導員工養成愛惜糧食、節約糧食的良好習慣。

Environmental, Social and Governance Report

環境、社會及管治報告

As at 31 December 2023, the Company's key environmental data (covering Chongqing Headquarters region, excluding other branches in Mainland China and institutions in Hong Kong region) are as follows:

截至2023年12月31日，本公司環境關鍵數據（涵蓋重慶總部地區，不包括中國內地其他分支機構及香港地區機構）如下：

Name 名稱	Unit 單位	2022 2022年	2023 2023年
Greenhouse Gas Emissions and Intensity From the Headquarters¹			
總部溫室氣體排放量及密度¹			
Vehicle emission 汽車排放	kg 千克	12,000	8,960
Canteen natural gas emission 食堂天然氣排放	kg 千克	90	150
Emission from electricity consumption 電力使用排放	kg 千克	550,231.43	515,833.54
Total greenhouse gas emission 總溫室氣體排放量	kg 千克	562,323.12	524,944.37
Total greenhouse gas emission intensity 總溫室氣體排放密度	kg/m ² of office area 千克／平方米建築面積	55.3	54.7
Air Pollutant Emissions of the Official Vehicles from the Headquarters²			
總部辦公用車大氣污染物排放量²			
NO _x 氮氧化物(NO _x)	kg 千克	25.66	19.42
SO _x 硫氧化物(SO _x)	kg 千克	0.076	0.051
CO 一氧化碳(CO)	kg 千克	55.13	41.18
PM 顆粒物	kg 千克	2.5	1.86
Resources Consumption and Intensity from the Headquarters³			
總部資源消耗量及密度³			
Total power consumption 用電總量	thousand kWh 萬度	70.37	73.69
Total power consumption intensity 用電總量密度	kWh/m ² of office area 度／平方米建築面積	73.11	76.75
Total water consumption 用水總量	thousand ton 萬噸	0.49	0.51
Total water consumption intensity 用水總量密度	tons/m ² of office area 噸／平方米建築面積	0.51	0.53
Total natural gas consumption 天然氣消耗總量	10 thousand m ³ 萬立方米	0.25	0.64

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Name 名稱	Unit 單位	2022 2022年	2023 2023年
Total natural gas consumption intensity 天然氣消耗總量密度	m ³ /m ² of office area 立方米／平方米建築面積	0.26	0.67
Total gasoline consumption (Vehicles) 汽油消耗總量(汽車)	10 thousand liters 萬升	0.49	0.38
Total gasoline consumption intensity (Vehicles) 汽油消耗總量密度(汽車)	liter/vehicle 升／車輛	2,450	1,900
Paper consumption 耗紙量	tons 噸	1.7	1.57

Non-hazardous Waste Generation and Intensity from the Headquarters

總部無害廢棄物產生量及密度

Kitchen waste generation 餐廚垃圾產生量	liter 升	25,000	22,380
Intensity of kitchen waste generation 餐廚垃圾產生密度	liter/person 升／人	50	44.76

Note 1: Due to the business nature of the Company, the emission of greenhouse gases mainly comprises the emission as a result of fuel combustion from mobile sources, i.e., greenhouse gas emission of vehicles.

註1: 由於本公司業務性質，溫室氣體排放主要統計流動源的燃料燃燒所致的溫室氣體排放，即汽車的溫室氣體排放。

Note 2: Due to the business nature of the Company, exhaust emission mainly comprises vehicle emission.

註2: 由於本公司業務性質，廢氣排放主要是指汽車的排放。

In 2023, total mileage of vehicles was approximately 21,696.13 km and gasoline consumption was 3,750.1 liters.

2023年，車輛行駛總里程約為21,696.13公里，消耗汽油量為3,750.1公升。

All the Company's vehicles are light vehicles running on gasoline. The emission factors of nitrogen oxides (NO_x), sulfur oxides (SO_x) and particulates are 0.885g/km, 0.0147g/liter and 0.0848g/km respectively.

本公司車輛均為輕型汽車，使用汽油為燃料，計算採用的氮氧化物(NO_x)排放係數為0.885克／公里，硫氧化物(SO_x)排放係數為0.0147克／公升，顆粒排放係數為0.0848克／公里。

The Company's vehicles are powered by unleaded gasoline. Emission factors of carbon dioxide (CO₂), methane (CH₄) and nitrous oxide (N₂O) are 2.36 kg/liter, 0.000253 kg/liter and 0.001105 kg/liter.

本公司車輛使用無鉛汽油為燃料，二氧化碳(CO₂)排放係數為2.36千克／公升，甲烷(CH₄)排放係數為0.000253千克／公升，氧化亞氮(N₂O)排放係數為0.001105千克／公升。

Note 3: As part of the real properties at the Chongqing headquarters of the Company were leased to other parties as places of business, there are difficulties in calculating the intensity of resources consumption for each building (including water consumption intensity).

註3: 由於本公司重慶總部部份物業出租給其他方作為辦公經營場所，難以以每幢建築物計算資源使用的密度指標(包括耗水量密度)。

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Given that the Company is engaged in the financial business which is office-based with low energy consumption and low pollution, the environmental impact of the Company's operation is mainly caused by greenhouse gas emission from vehicles and indirect greenhouse gas emission from electricity and water consumption. The Company is not aware of any significant generation of hazardous waste, and product packaging materials as a result of its operation activities. It did not encounter any problems in sourcing water. The Company's non-hazardous waste is collected and disposed of by the property management service company.

Based on years of historical experience over the years, there will not be any major climate change in the place where the Company is located and material climate-related issues will not have any impact on the Company's daily operations.

In 2023, the company has significantly reduced its car use, and vehicles emissions are reduced by 3,040 kg. Water consumption increased by 264.25 cubic meters compared to last year, and electricity consumption increased by 33,178.1 kWh compared to last year. The Company will continue to implement the above measures on energy saving, waste recycling and reuse as well as office automation, while proactively conducting studies on implementing other environmental protection measures.

B. SOCIAL

The Company values talents and is devoted to recruiting and retaining high-caliber employees for its own sustainable growth. The Company values and treats the employees as equals, safeguards their rights and offers them opportunities of training and development, thus enabling employees to perform to the best of their ability.

鑑於公司屬於以商務辦公為主的低能耗、輕污染的金融行業，本公司經營活動對環境的影響主要表現在汽車的溫室氣體排放，對電力、水的消耗造成間接溫室氣體排放。本公司經營活動並不知悉有任何有害廢棄物、產品包裝材料的重大產生，本公司在求取水源上亦尚未遇見任何問題。本公司無害廢棄物由物業管理公司統一收集處置。

鑑於多年來歷史經驗，公司所處地理位置不會產生任何重大氣候變動，重大氣候相關事宜不會對本公司日常運營產生任何影響。

2023年，公司大量減少了汽車的使用量，汽車排放量降低3,040千克。2023年度耗水量相較去年增多264.25立方米，耗電量相較去年增多33,178.1度。本公司將繼續致力執行前述節約能源、廢物循環利用、辦公自動化的措施，同時亦會積極研究推行其他環保措施。

B. 社會

本公司始終重視人才的留用與發展，提供給員工充分的培訓發展與職業上升空間，激勵員工發揮潛能。公司內部重視平等對待員工，以保障員工權益。

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1. Employment and Labor Practices:

(1) Employment:

As at 31 December 2023, the Company had a total of 713 employees (Full-time) in Mainland China and Hong Kong. In terms of education background, 599 employees (84%) have bachelor's degree or above, and 114 employees (16%) have received post-secondary education and below. In terms of lines of work, 351 employees (49%) are front-office staff, and 362 employees (51%) are middle-office and back-office supporting staff. In terms of age, 114 employees (16%) are aged 20–30; 423 employees (59%) are aged 31–40; 132 employees (19%) are aged 41–50; and 44 employees (6%) are aged 51 and above.

In strict compliance with applicable laws and regulations including the Labor Law of the PRC, the Labor Contract Law of the PRC, the Implementation Regulation of the Labor Contract Law of the PRC, the Law on Safeguarding Women's Interests and Rights of the PRC and the Hong Kong Employment Ordinance, the Company upholds the principle of gender equality. As at 31 December 2023, the Company had 384 male employees and 329 female employees, with a gender ratio of 5:5.

1. 僱傭及勞動常規：

(1) 僱傭：

截至2023年12月31日，本公司在職員工總數為713人，於中國內地及香港任職。按學歷劃分：本科及以上599人，佔比84%，大專及以下114人，佔比16%。按所屬系統劃分：前臺員工351人，佔比49%；中、後臺支持人員362人，佔比51%；按年齡劃分：20–30歲114人，佔比16%，31–40歲423人，佔比59%，41–50歲132人，佔比19%，51歲及以上44人，佔比6%。

本公司嚴格遵守《中華人民共和國勞動法》、《中華人民共和國勞動合同法》、《中華人民共和國勞動合同實施條例》、《中華人民共和國婦女權益保障法》、中國香港地區《僱傭條例》等法律法規。堅持兩性平等原則，截至2023年12月31日，公司在職員工男性384人，女性329人，性別比例為5:5。

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In the course of recruitment, the Company treats job applicants equally and does not discriminate them on the grounds of national origin, race, nationality, gender, religion, age, sexual orientation, political affiliation, marital status and other social identity. It establishes employment relations based on legal, fair and equal negotiation. In the course of day-to-day management, the Company does not take into consideration their national origin, race, nationality, religion, age, sexual orientation, political affiliation, marital status and other social identity in their welfare, treatment and promotion.

In 2023, the employee dismissal/resignation rate was 44%, covering employees who resigned themselves and those dismissed by the Company based on performance and competence. By gender, the dismissal/resignation rates are 70% for male employees and 30% for female employees.

By age group, the dismissal/resignation rates are 26% for employees aged 20–30, 55% for employees aged 31–40, 15% for employees aged 41–50 and 3% for employees aged 51 and above.

The Company maintains strict compliance with relevant national and regional requirements for termination of employment relations. As to employees' voluntary resignation, the Company negotiates with employees on an equal footing and respects their decisions. Termination of labor contracts, termination negotiation, dismissal and other procedures are conducted in accordance with laws. For dismissal due to employees' violation of laws, regulations and rules, the Company will proceed as permitted by laws and regulations and with reference to the Company's "Employee Manual".

本公司在招聘活動中平等對待每一位候選人，不因其民族、種族、國籍、性別、宗教、年齡、性取向、政治派別、婚姻狀況等社會身份而影響其錄用，在合法、公平、平等協商的基礎上建立勞動關係。在日常管理中，不因員工的民族、種族、國籍、宗教信仰、年齡、性取向、政治派別、婚姻狀況等影響其福利、待遇、崗位晉升等。

2023年，僱員辭退／辭職比率為44%（包含員工自行提出、公司基於績效及勝任考量予以辭退兩類人員）。按性別劃分：男性僱員辭退／辭職率為70%，女性僱員辭退／辭職率為30%。

按年齡組別劃分：20–30歲僱員辭退／辭職率為26%，31–40歲僱員辭退／辭職率為55%，41–50歲僱員辭退／辭職率為15%，51歲及以上僱員辭退／辭職率為3%。

本公司在解除勞動關係的行動中，嚴格執行國家及地方相關規定。員工主動提出離職的，與員工平等協商，尊重員工決定，依照法規要求辦理勞動合同終止、協商解除勞動合同、辭退等手續。因員工違法違規違紀等原因導致的解僱，均在法律法規允許範圍內，並參照公司《員工手冊》規定實施。

(2) Health and Safety:

The Company has always attached importance to employees' occupational health and safety. It complies with applicable laws and regulations, including the Labor Law of the PRC, the Labor Contract Law of the PRC and the Implementation Regulations of the Labor Contract Law of the PRC in establishing and maintaining a safe, healthy and people-oriented office environment to guarantee employees' interests and rights. From 2017 to 2023, there was no case of work-related death or serious injury.

According to the legal requirements of national and regional governments, the Company practices a working hour system of no more than 8 working hours a day and no more than 40 hours a week. Meanwhile, in the interest of staff's work-life balance, we safeguard their rights to reasonable leave and provide them with various kinds of leave, e.g., public holiday leave, statutory holidays, annual leave, marital leave, maternity leave and paternity leave, nursing leave, funeral leave, sick leave, absence leave and work-related injury leave.

The Company attaches great importance to organizational culture building and employee care, promotes cultural cohesion through employee care, and incorporates corporate values and social responsibility into organizational culture. In 2023, the Company implements and highlights employee care activities in several aspects: through the establishment of a digital communication platform, blessings, interactions and special activities will be pushed during the festivals such as Chinese New Year and Mid-Autumn Festival, which makes employees can get the corporate care by their mobile phones and also enhance the stickiness between employees and employees, and between employees and the Company; the quarterly human resources internal magazine will be issued to convey the Company's strategy and summarize the industry trends. The multi-pronged approach

(2) 健康與安全：

本公司一貫重視員工職業健康及安全，遵守《中華人民共和國勞動法》、《中華人民共和國勞動合同法》、《中華人民共和國勞動合同法實施條例》等法律法規，建立並維持安全、健康、人性化的辦公環境，確保員工權益。自2017年至2023年，未發生因公受傷、死亡的案例。

本公司按照國家、地區政府的法規要求，實行每日工作時間不超過8小時、平均每週工作時間不超過40小時的工時制度。同時基於員工工作與生活平衡的原則，保障員工合理的休假權益，向員工提供各類假期，如公休日、法定節假日、年休假、婚假、產假及陪产假、哺乳假、喪假、病假、事假、工傷假等。

本公司高度重視組織文化建設與員工關懷，以員工關懷促文化凝聚，寓企業責任於組織文化。2023年，公司在多個方面貫徹和彰顯員工關懷活動：通過建立數字化溝通平台，在春節、中秋等節慶時刻推送祝福、互動與專題活動，讓員工利用手機終端便能感受到企業關懷，提升員工與員工、員工與公司的黏度；每季度發行人力資源內刊，傳達公司戰略、歸納行業動態。多管齊

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puts the corporate culture on the ground and effectively enhances employees' sense of belonging, responsibility and team pride.

In terms of the construction of the honor system, the Company continues to carry out annual evaluation of excellence, recognizing individuals and teams that have made outstanding contributions and excellent performance in the annual work, and selecting outstanding employees, outstanding teams, outstanding leaders, the best cases of innovation and special contributors, etc. Through the multi-level and diversified set of awards and the combination of material rewards and spiritual incentives, the Company stimulates the honor and pride of the team and the individual, establishes a model of behavior, looks up to the role models and releases the enthusiasm of the work.

(3) Organizational Development and Training:

In terms of organization management, the Company has further restructured its development model in a comprehensive manner, reshaped its business ecology in a three-dimensional manner, and systematically rebuilt its decision-making system, organizational structure and market-oriented mechanism. In terms of organizational restructuring, it optimized the organizational structure of Hanhua Financial holding and the Guarantee Group, upgraded the middle and back-office functional departments, restructured the business departments, and adjusted the division of work among the senior executives, which resulted in more agile actions and more efficient decision-making. Meanwhile, based on the principle of moderation and reasonableness, we have implemented the organizational restructuring and personnel optimization work to make the scale of middle and back-office personnel more compatible with the business model and management structure, and the organizational ecology healthier through stage-by-stage talent inventory and exit, standardization of job configuration, centralization of headquarters functions and other initiatives.

下，將企業文化點滴落地，有效提升僱員的歸屬感、責任意識以及團隊榮譽感。

在榮譽體系建設方面，公司持續開展年度評優工作，表彰在年度工作中作出突出貢獻和優秀業績的個人和團隊，評選出了優秀員工、優秀團隊、優秀管理幹部、最佳創新案例和特別貢獻者等，並通過多層次、多樣化的獎項設置，物質獎勵與精神激勵相結合的方式，激發團隊和個人的榮譽感與自豪感，樹立行為典範、向榜樣看齊，釋放工作熱情。

(3) 組織發展與培訓：

在組織管理方面，公司進一步整體性重構了公司發展模式，立體性重塑了公司業務生態，系統性重建了公司決策體系、組織架構和市場化機制。在組織重構方面，優化了金控公司和擔保集團組織架構，升級了中後台職能部門，重構了業務部門，調整了高級管理人員的分工，使得行動更加敏捷，決策更加高效。同時，本著適度、合理的原則，落實組織重構和人員優化工作，通過階段性人才盤點與退出，規範崗位配置，總部職能集中等舉措，使得中後台人員規模與業務模式、管理架構更加匹配，組織生態更加健康。

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In terms of employee development, the Company introduced a new digital online learning platform and continued to improve the digital management of the learning platform, building a more mature digital learning platform to enrich the experience of employees and strengthen the participation of all employees, helping to improve employee performance and ensuring the effective control of the Company's training data. The combination of online and offline, all-round penetration, encouraging employees to use fragmented time to continue learning, and making every effort to build a learning organization: online courses "leading by boss", "theme learning columns", live broadcasts of business knowledge themes, the Company's library corner and other learning activities. The digital learning platform combines new ideas of Internet communication and promotes learning activities through the Enterprise WeChat application "My HR", which realizes better, more efficient and more satisfying learning and development needs of employees. As of 31 December 2023, the total number of learning hours of the Company's employees was 7,427, with 14 learning hours per capita.

The percentage of employees received trainings in 2023 by gender: 55% male and 45% female; by employee category: 60% general staff/supervisors, 22% department heads, and 18% general managers or above.

The average training hours per employee by gender: 16 hours for male and 17 hours for female; by employee category: 20 hours for general staff/supervisors, 15 hours for department heads and 9 hours for general managers or above.

在員工發展方面，公司引入新的數字化在線學習平台並持續提升學習平台數字化管理，搭建了更成熟的數字化學習平台，豐富學員體驗和強化全員參與，助力員工績效表現提升，確保公司培訓數據有效管控。線上、線下相結合，全方位滲透，鼓勵員工利用碎片化時間持續學習，全力打造學習型組織：線上課程「大咖領讀」、「主題學習欄目」、業務知識主題直播、公司圖書角等學習活動。數字化學習平台結合互聯網傳播新思路，通過企業微信應用「我的HR」推廣學習活動，實現了更好、更高效、更滿足員工的學習發展需求。截至2023年12月31日，公司員工總學時7,427學時，人均學時14學時。

2023年受訓僱員百分比情況：按性別劃分：男性佔比55%，女性佔比45%。按僱員類別劃分：員工、主管級佔比60%，部長級佔比22%，總經理級及以上佔比18%。

每名僱員完成受訓的平均時數情況：按性別劃分：男性為16學時，女性為17學時；按僱員類別劃分：員工、主管級為20學時，部長級為15學時，總經理級及以上為9學時。

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(4) Performance and remuneration and benefits:

The Company combines the needs of organization and business transformation, establish an open and shared, pay-for-performance distribution mechanism, fully mobilize employees' subjective initiative. Adhering to the principles of quantitative goals, result-oriented, rewarding the excellent and penalizing the poor, and being able to go up and down, the Company has linked up the responsibility, performance and salary, and the performance determines the income; it has established the mechanism of red, yellow, green and blue cards, and the appraisal determines the mobility. The Company was also actively exploring the partnership model, which is a hierarchical division of power that fully stimulates the enthusiasm of managers and employees, realizing platform construction, career creation and value sharing. The welfare system continues to focus on employee health care, creating a triangular protection system of social insurance, health checkups and commercial insurance to provide comprehensive and practical protection for employees.

(5) Labor Standards:

The Company strictly complies with the Labor Law of the PRC, the Labor Contract Law of the PRC, the Law on Safeguarding Women's Interests and Rights of the PRC, the Law on the Protection of Minors of the PRC, the Special Rules on Labor Protection of Female Employees of the PRC, the Employment Promotion Law of the PRC and other applicable laws and regulations, as well as the local labor standards where employees are located. In terms of personnel recruitment, the Group complies with national and local regulations and treats all employees equally and fairly without discriminatory policies. In terms of employee management, working hours and salary and benefits are implemented in accordance with relevant laws and regulations, and relevant reward and punishment and daily management policies and systems are clearly defined and communicated to

(4) 績效與薪酬福利：

結合組織與業務轉型的需求，建立開放共享、按效取酬的市場化分配機制，充分調動員工主觀能動性。堅持目標量化、結果導向、獎優罰劣、可上可下的原則，責崗績薪聯動，業績決定收入；建立紅黃綠藍出牌機制，考核決定流動。並積極探索合伙模式，分級分權，充分激發管理者和員工積極性，實現平台共建、事業共創、價值共享。福利體系持續圍繞關注員工大健康關懷，打造社會保險、健康體檢、商業保險的三角防護體系，給予員工全面、切實的保障。

(5) 勞工準則：

本公司一貫遵守《中華人民共和國勞動法》、《中華人民共和國勞動合同法》、《中華人民共和國婦女權益保障法》、《中華人民共和國未成年人保護法》、《中華人民共和國女職工勞動保護特別規定》、《中華人民共和國就業促進法》等法律法規，以及員工所在地的勞工準則。在人員招聘方面，遵從國家及地方規定，平等、公平對待所有員工，無歧視性政策。在員工管理方面，工作時間、工資與福利均按照相關法律法規執行，相關

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the employees. Employees are encouraged to have friendly communication with the Company. Prior to the establishment of employment relations, it carries out strict identity screening and has never hired minors. The relationship between the Company and employees is fair and equal. The employment of the Company's staff is subject to laws and their consent.

獎懲及日常管理政策制度均清楚界定並傳達給員工，並提倡員工與公司之間的友好溝通。在僱傭關係建立之前，確保嚴格的身份篩查，無聘用未成年人的案例。本公司與員工之間是公平、平等的關係，員工是否就職於本公司，取決於法律是否允許、員工是否自願。

2. Operation Practices:

(1) Supply Chain Management:

The Company is committed to building a responsible supply chain, based on the principles of “seeking truth from facts, supervising according to law”, “openness, fairness and justice”, and “combining supervision with work effectiveness” to build mutual trust and win-win cooperation relationship with suppliers.

In the process of evaluating suppliers, the Company adheres to the combination of offline and online methods, strictly controls the process, adopts multiple comparison principles, and selects the best suppliers. At the same time, the Company attaches great importance to the social and environmental responsibilities assumed by suppliers and their performances. Under the same conditions, priority is given to purchasing energy-saving and environmentally-friendly products that have passed environmental labeling product certification, energy-saving product certification, or other certifications recognized by the state.

In terms of banking, the Company has cooperated with more than 50 banks to obtain credit lines for credit guarantee business of more than RMB40 billion. The five largest cooperative banks of the Group each provided 32% of the bank financing

2. 營運慣例：

(1) 供應鏈管理：

本公司致力於構建負責任的供應鏈，本著「實事求是、依法監督」、「公開、公平、公正」、「監督檢查與工作實效相結合」的原則，與供應商構建相互信賴、合作共贏的關係。

在評估供應商的過程中，本公司堅持採用線下和在線相結合的方法，嚴格把控流程，採取多家比較原則，擇優選用，同時，本公司高度重視供應商承擔的社會責任、環境責任及其表現，在同等條件下優先採購通過環境標誌產品認證、節能產品認證或者國家認可的其他認證的節能環保產品。

在銀行方面，本公司已與50多家銀行進行合作，獲得超過人民幣400億元的信用擔保業務授信額度。本集團的五大合作銀行分別提供由我們擔保的銀行

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guaranteed by us, and the largest cooperative bank provided 12.5% of the total financing guaranteed by the Group.

In 2023, the Company is not aware of any major actual and potential negative impacts caused by any suppliers due to business ethics, environmental protection and improper labor measures.

For office network, we selected China Unicom as service provider. China Unicom has established a “three-in-one” green management system, including green concept, green practice and green performance. It continued to implement the Special Plan for Energy Conservation and Emission Reduction for 2017–2023, and formulated and implemented the “Special Action for Cost Reduction and Efficiency Reduction” and the “Special Implementation Plan for Pollution Prevention and Control”. Meanwhile, it strived to improve environmental management capabilities, reduce greenhouse gas emissions, improve refined management level, and established a long-term mechanism for green development, contributing to the prevention and control of pollution.

For office stationery, we selected Deli brand. As the largest conglomerate specializing in office and school supplies in China, Deli has engaged environmental management experts as its environmental protection consultants to inspect and rectify the environmental protection treatment equipment, production process, operation process, production materials and emission standards at each business unit, after that the aforesaid aspects will be monitored and tested by its environmental officers all the time; the Group’s production safety management office conducts environmental hygiene supervision and inspection on all units and records relevant information in the standing books.

融資佔比32%，最大合作銀行提供本集團擔保的融資總額佔比12.5%。

2023年度，本公司並不知悉有任何供貨商因商業道德及環境保護及勞工措施不當造成任何重大實際及潛在的負面影響。

辦公網路選用中國聯通，中國聯通建立了包括綠色理念、綠色實踐、綠色績效在內的「三位一體」綠色管理體系，持續實施《2017–2023年節能減排專項規劃》，制定並落實「降本增效專項行動」、「打好污染防治攻堅戰專項實施方案」，努力提升環境管理能力，減少溫室氣體排放，提升精細化管理水準，建立綠色發展的長效機制，助力打贏污染防治攻堅戰。

辦公文具選用得力品牌，得力是中國最大的辦公與學習用品產業集團，得力聘請了環境治理專家擔任公司的環保顧問，對各單位的環保處理設備、生產工藝、作業流程、生產原料、排放標準等進行排查整治，後續由環境專員進行時時監控檢測；集團安全生產管理辦公室進行對各單位進行環境衛生監督檢查，並形成臺賬。

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In 2023, the Company was not aware of any actual or potential significant negative influence due to misconduct of suppliers in business ethnics, environmental protection and labor measures.

(2) Product Responsibility:

The Company is committed to providing outstanding customer experience and ensuring that the provision of products and services is legal, effective and safe.

The Company possesses a substantial amount of information of corporate and individual customers due to its business nature. Thus, it attaches great importance to protecting customer information in compliance with the Anti-Unfair Competition Law of the PRC and other applicable laws and regulations relating to health and safety, advertising, labelling and privacy matters of products and services and the redress method. It also adopted the following protective measures:

Enhance customers' self-protection awareness and avoid information leakage from the source. In the course of business promotion and processing, we properly conduct warning of information security so that customers are able to develop clear understanding of the danger of information security breach, learn how to strengthen information protection and identify the authenticity of suggestive information, and know about information theft and how to deal with information leakage, etc.

Strengthen internal management to formulate a long-lasting mechanism. On one hand, the Company has optimized customer information management mechanism, formulated standards for collection, utilization and storage management of customers' information and set limitation on operators' access to information and contents according to authorization and roles in the business system. The Company keeps customers' personal data properly and forbids access by unrelated personnel. For

2023年度，本公司並不知悉有任何供貨商因商業道德及環境保護及勞工措施不當造成任何重大實際及潛在的負面影響。

(2) 產品責任：

本公司致力提供卓越的客戶體驗，確保公司提供的產品和服務合法、有效及安全。

由於本公司業務性質，本公司擁有大量企業和個人客戶信息，公司非常重視保護客戶信息安全，嚴格遵守《中華人民共和國反不正當競爭法》等有關產品和服務的健康與安全、廣告、標籤及私隱及補救方法的適用法律法規，並通過如下措施進行保護：

提高客戶自身保護意識，從源頭上避免信息洩露。在進行業務宣傳、辦理的同時，做好信息安全的警示，使客戶明確瞭解信息安全洩露的危害、如何加強信息保護、明辨誘導信息真假、認識信息盜竊手段及一旦出現信息洩露如何處理等。

加強內部管理，形成長效機制。一方面本公司建立完善客戶信息管理機制，對客戶信息的採集、使用、存儲的管理作出明確規定，在業務系統中分權限角色限制作業人員可查詢信息內容。本公司妥善保管客戶個人資料，不得隨意給無關人員調閱，尤其是

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the personal credit system in particular, it also sets up special position of credit search for designated personnel. It keeps borrowing records with regard to the borrowing authorization and scope strictly in compliance with file access requirements.

Enhance position management. We strictly identify positions handling customer information and confidential materials and forbid unrelated personnel to have access to confidential information. We strictly regulate resigned staff's hand-over of files involving customer information and request them to sign the "Resigned Staff Confidentiality Undertaking".

Enhance monitoring and accountability. We conduct irregular review on the standardization of customer file keeping and access as well as detect and rectify hazards and loopholes in customer information management work in a timely manner. We effectively eliminate the non-compliance with regulations and misconduct so as to block loopholes of leakage of confidential information by means of establishing supervisory and accountability.

Strengthen customer information security and confidentiality management with technological approach. We have established the internal network, external network and non-military region segregation on the business system network level by means of security devices so as to realize secured and controllable visit of the Internet. We have also set up intrusion inspection, loophole screening and log auditing on the application level to ensure stable operation of each system and avoid the loss and tampering of customer information, while establishing the comprehensive information security system to ensure that daily customer behavior is secured and compliant. We have established the data warehouse for data centralization, as well as data analysis and presentation through BI, which prevents data leakage.

個人徵信系統，設置徵信查詢專崗，專人專用，對於檔案借閱規定嚴格的借閱權限和範圍，逐筆記錄借閱痕跡。

加強崗位管理。嚴格界定涉及客戶信息秘密的工作崗位，不讓無關人員接觸秘密信息。對離職員工涉及客戶信息的數據移交要嚴格規範，並要求離職員工簽訂《離崗人員保密承諾書》。

強化監督問責。我們對客戶數據保管和調閱是否規範進行不定期檢查，及時發現和糾正客戶信息管理工作中的隱患和漏洞。設立監督問責機制，切實杜絕有章不循、有禁不止的現象，堵塞洩密漏洞。

通過科技手段強化客戶信息安全保密管理。我們的業務系統網絡層上通過安全設備建立了內網、外網、非軍事化區隔離，實現網絡的安全可控訪問，應用層建立了入侵檢測、漏洞掃描及日誌審計，確保各系統的穩定運行，防止客戶信息丟失、篡改，同時建立了完善的信息安全制度，確保日常用戶行為的安全合規。我們搭建數據倉庫，實現數據集中，數據分析和呈現通過商務智能完成，避免了明細數據的洩露。

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(3) Anti-corruption:

In line with the attitude of being responsible to shareholders, investors and employees, the Company attaches great importance to anti-corruption and governance. The Company has an internal control and audit department to conduct regular compliance reviews on its business and management.

The Company adopts a zero-tolerance principle in the fight against corruption and related non-compliances. Upholding business ethics, it formulated the “Employee Manual” and other relevant rules. The manual clearly states that employees should work with high professional ethics, conduct with integrity, act with good faith, and that any employee who is found to be involved in any act of corruption, bribery or embezzlement will be considered as having committed a serious violation of discipline and will be dismissed by the Company according to laws and regulations and without any economic compensation. All employees have signed the “Integrity Building Undertaking Letter”, undertaking that they will not engage in any act in violation of Company’s rules or regulations, work ethics and the requirements set out in the letter during their employment, otherwise they shall bear all responsibilities and consequences (including but not limited to civil compensation and criminal responsibility).

In addition, the Company carries out educational campaigns on anti-corruption on a regular basis, using real cases to raise employees’ awareness against corruption.

During the Reporting Period, the Company was not involved in any corruption litigation against the Company or its staff.

(3) 反貪污：

公司基於對股東、投資者及員工負責的態度，重視廉潔建設和治理。本公司設有內控審計部門，會定期對業務及管理工作進行合規審視。

公司對貪污及有關違紀行為採取零容忍原則，重視職業道德建設，制定了《員工手冊》等相關規範，《員工手冊》明確規定：員工應當以高標準職業道德規範行事，品行正直，恪守誠實信用，貪污、收受賄賂、行賄或挪用公款等行為屬於嚴重違紀行為，公司有權根據法律法規予以辭退，並不予支付任何經濟補償。全體員工均簽署有《廉政建設承諾書》，承諾在職期間絕不從事任何違反公司規章制度、道德底線以及承諾書的行為，否則將承擔全部責任（包括但不限於民事賠償責任、刑事責任）。

同時，公司定期開展「反貪污」等廉政主題教育活動，宣貫真實案例，警鐘長鳴。

本公司在報告期內並沒有任何關於本公司或員工貪腐方面的法律訴訟。

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3. Community:

The Company attaches great importance to the practice of social responsibility. In 2023, the Company will continue to maintain close ties with the community, actively participate in grassroots governance, host or participate in voluntary blood donation, voluntary tree planting, free maintenance of electronic products and other public welfare services, set up an emergency rescue force volunteer team, and take care of employees who have temporary difficulties due to accidents and other reasons. In June 2023, Mr. Zhang Guoxiang, founder of the Company, was awarded the title of “Excellent Private Entrepreneur in Chongqing” by Chongqing Municipal Party Committee and Municipal Government.

3、社區：

本公司十分重視踐行社會責任，2023年，本公司繼續與社區保持緊密聯繫，積極參與基層治理，主辦或參與了義務獻血、義務植樹以及電子產品免費維護等公益服務，成立了應急救援力量志願者隊伍，對因意外等原因產生臨時生活困難的員工，採取了關懷慰問措施。2023年6月，瀚華創始人張國祥先生被重慶市委、市政府授予「重慶市優秀民營企業家」稱號。

Report of the Board of Directors

董事會報告

REPORT OF THE BOARD OF DIRECTORS

The Board is pleased to present the annual report and the audited financial statements of the Group for the year ended 31 December 2023.

CORPORATE INFORMATION AND PRINCIPAL ACTIVITIES

The Company was incorporated in the PRC on 13 March 2013 as a company with limited liability. The Company's H-shares (the "**H Shares**") were listed on the Hong Kong Stock Exchange on 19 June 2014.

The scope of business of the Company as reflected on the business license includes investment business, investment management and investment advisory.

The Group mainly offers diversified and comprehensive financial services to serve the financing and business needs of SMEs and microenterprises under several business lines such as credit guarantee, small loans, internet finance, financial factoring, capital management and financing leases in China.

RESULTS

The results of the Group for the year ended 31 December 2023 are set out in the Consolidated Statement of Profit or Loss on page 138 of this report.

董事會報告

董事會謹此向股東提呈本集團截至2023年12月31日止年度報告以及經審核財務報表。

公司資料及主營業務

本公司是於2013年3月13日在中國註冊成立的股份有限公司。本公司的H股（「**H股**」）於2014年6月19日在香港證券交易所上市。

本公司營業執照之經營範圍為從事投資業務、投資管理及投資諮詢。

本集團主要透過信用擔保、互聯網金融、金融保理、資本管理及融資租賃等業務條線專注為中國的中小微企業提供多元化綜合性金融服務，以滿足中小微企業的融資及業務需要。

年度業績

本集團截至2023年12月31日止年度的業績載於本報告第138頁的合併損益表。

Report of the Board of Directors

董事會報告

BUSINESS REVIEW

A review of the business of the Group for the year ended 31 December 2022 and a discussion on the Group's future business development are set out in the paragraphs headed "Business Overview" under the section headed "Management Discussion and Analysis" of this report respectively. Descriptions of possible risks and uncertainties that the Group may be facing are provided in this Report of the Board of Directors on pages 106 to 123. Particulars of important events affecting the Group that have occurred since the end of the financial year ended 31 December 2022 can be found in this Report of the Board of Directors on page 122. An analysis of the Group's performance during the year using financial key performance indicators is provided in the Financial Highlights on page 8 of this report. In addition, discussions on the Group's environmental policies and performance, important relationships with its stakeholders and compliance with relevant laws and regulations are contained and available in this Report of the Environmental, Social and Governance on page 84 to page 105, respectively. The above discussions constitute part of this Report of the Board of Directors.

FINAL DIVIDEND

The Board does not recommend the payment of a final dividend for the year ended 31 December 2023.

FINANCIAL SUMMARY

A summary of the Group's results, assets and liabilities for the last five financial years are set out on page 8 of this report. This summary does not form part of the audited consolidated financial statements.

MAJOR BANKING PARTNERS/SUPPLIERS

The five major banking partners of the Group each provided 32% of the bank financing we guaranteed. The largest banking partner accounted for 12.5% of the total financing the Group guaranteed.

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

業務審視

本集團於截至2023年12月31日止年度之業務審視與對未來業務發展的論述分別載於本報告「管理層討論與分析」章節之「業務綜述」段落，而有關本集團的主要風險和不確定性因素的描述，載於第106頁至第123頁之本董事會報告中。本董事會報告第122頁刊載了於2023年12月31日止財務年度終結後發生並對本集團有影響的重大事件。本報告第8頁則刊載本集團財務概要，以財務關鍵表現指標分析本集團年內表現。此外，關於本集團的環境政策和表現、與利益相關者的重要關係及對有關法律和法規之遵守情況，分別刊於第84頁至第105頁之環境社會及管治報告中，可供查閱。以上討論構成本董事會報告的一部份。

末期股息

董事會不建議派付截至2023年12月31日止年度的末期股息。

財務概要

本集團過往兩個財政年度的業績、資產及負債的概要載於本報告第8頁。本概要並不構成經審核綜合財務報表的一部份。

主要合作銀行／供貨商

本集團的五大合作銀行分別提供由我們擔保的銀行融資佔比32%，最大合作銀行提供由本集團擔保的融資總額佔比12.5%。

基於本集團的業務性質，本集團並無主要供貨商。

Report of the Board of Directors

董事會報告

MAJOR CUSTOMERS

Our customers primarily include SMEs, micro-enterprises and individuals. For the year ended 31 December 2023, revenue derived from our five largest customers accounted for less than 30% of our total net fee and interest income.

None of the Directors or any of their close associates or any Shareholders (who, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any interests in the Group's five largest customers.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Company and the Group during the year ended 31 December 2023 are set out in note 20 to the financial statements.

SHARE CAPITAL

Details of movements in the share capital of the Company during the year ended 31 December 2023 are set out on pages 143 to 144 of the "Consolidated Statement of Changes in Equity" in the financial statements in this report.

RESERVES

Details of movements in the reserves of the Group and the Company during the year are set out on pages 143 to 144 in the "Consolidated Statement of Changes in Equity" of this report and in note 31 to the financial statements.

DISTRIBUTABLE RESERVES

According to actual conditions of the Company and its needs arising from its coordinated sustainable development in the future, the Board does not recommend the payment of a final dividend for the year ended 31 December 2023.

主要客戶

本集團客戶主要包括中小微企業及個人客戶。於截至2023年12月31日止年度，源自五大客戶的收入佔總手續費及利息淨收入的比例低於30%。

概無董事或彼等任何的緊密聯繫人或（據董事所知）任何擁有本公司已發行股本5%以上的權益的股東於本集團五大客戶擁有任何權益。

物業、廠房及設備

截至2023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財務報表附註20。

股本

截至2023年12月31日止年度內，本公司股本的變動詳情載於本報告第143頁至144頁的財務報表之「合併股東權益變動表」。

儲備

本年度內本集團及本公司的儲備變動詳情載於本報告第143頁至144頁的合併股東權益變動表，以及財務報表附註31。

可分配儲備金

根據本公司實際狀況和未來可持續協調發展的需求，董事會不建議派付截至2023年12月31日止年度的末期股息。

Report of the Board of Directors

董事會報告

BANK LOANS AND OTHER BORROWINGS

Particulars of bank loans and other borrowings of the Company and the Group as at 31 December 2023 are set out in note 24 to the financial statements.

DEBENTURES ISSUED

On 10 June 2015 and 3 November 2015, the Company issued corporate bonds of “14 Hanhua 01” and “14 Hanhua 2” respectively.

“14 Hanhua 01” expired on 10 June 2020 and “14 Hanhua 2” expired on 3 November 2019. The Company has paid all capital and interests in accordance with the terms of the bond.

EQUITY-LINKED AGREEMENTS

For the year ended 31 December 2023, the Company did not enter into any equity-linked agreements.

DIRECTORS' AND SUPERVISORS' INDEMNITIES

At no time during the year ended 31 December 2023 and up to the date of this report, there was or is, any permitted indemnity provision being in force for the benefit of any of the directors and the supervisors of the Company (whether made by the Company or otherwise) or an associated company (if made by the Company). The Company has arranged appropriate directors', supervisors' and officers' liability insurance coverage for the Directors, supervisors and officers of the Group.

銀行貸款及其他借款

於2023年12月31日，本公司及本集團的銀行貸款及其他借款的詳情載於財務報表附註24。

已發行的債權證

公司於2015年6月10日和2015年11月3日分發行「14瀚華01」號公司債券和「14瀚華2」號公司債券。

「14瀚華01」已於2020年6月10日到期，「14瀚華2」已於2019年11月3日到期，公司已按該筆債券條款支付完畢所有本金及利息。

股票掛鈎協議

截至2023年12月31日止年度，本公司並無訂立任何股票掛鈎協議。

董事及監事的彌償保證

於截至2023年12月31日年度內及直至本報告日期止任何時間，均未曾經或現有生效的任何獲准許的彌償條文惠及本公司的董事及監事（不論是否由本公司或其他訂立）或其有聯繫公司的任何董事及監事（如由本公司訂立）。本公司有為集團董事、監事及高級人員安排適當的董事、監事及高級人員責任保險。

Report of the Board of Directors

董事會報告

SHARE INCENTIVE SCHEME

On 27 May 2015, the 2014 annual general meeting of the Company considered and approved the proposal on the grant of bonus in the form of shares in open market to the senior and middle to senior management of the Company under the share incentive scheme (the “**Scheme**”), a medium and long-term incentive scheme to increase in share by the senior and middle to senior management with incentive fund base of the portion of year-end performance-related remuneration of the participants. In 2015, the Scheme was gradually implemented in accordance with the relevant procedures. 5,738,623 H shares of the Company were acquired from the open market. As of the date of this report, all of the above 5,738,623 H shares were unlocked and vested to individuals. There were currently 2,391,079 H Shares remaining due to the factors such as resignation of the members of senior management.

RISK MANAGEMENT

Our risk management committee is the highest decision-making organisation on risk management, fully responsible for risk management of the Group. Our internal control departments including risk management and internal control and audit as well as other departments and business department form a system of pre-, during and post-incident risk management and internal control.

For the year ended 31 December 2023, the Company has identified our actual risks including credit risk, market risk, operational risk, liquidity risk, of which credit risk is our major risk. Besides, this report does not constitute a recommendation or an advice for anyone to invest in the securities of the Company and investors are advised to make their own judgment or consult their own investment advisors before making any investment in the securities of the Company.

高管增持股票計劃

於2015年5月27日，本公司2014年度股東年會審議批准了對本公司中高層管理人員通過公開市場獲得股票形式發放獎金的高管增持股票計劃（「計劃」）的議案，獎金基數為參與者的年終部份績效薪酬，實施中長期激勵約束機制。該項計劃按照相關程序逐步得到實施，於2015年從公開市場購買了5,738,623股H股。截至本報告日期，所有上述的5,738,623股H股已解禁並歸屬於個人。因高級管理層成員離職等原因，目前剩餘2,391,079股。

風險管理

本公司董事會及董事會風險管理委員會作為風險管理的最高決策機構，全面負責本集團的風險管理。本公司風險管理、內控審計等內部控制部門與其他職能部門、業務部門一起形成了覆蓋事前、事中和事後的風險管理與內部控制體系。

截至2023年12月31日止年度期間，公司已識別出所面臨的實質性風險包括信用風險、市場風險、操作風險、流動性風險，其中信用風險是公司面對的主要風險。此外，本報告不對任何人就投資本公司證券作出任何建議或意見。投資者在投資本公司證券之前，應自行判斷或諮詢投資顧問的意見。

Report of the Board of Directors

董事會報告

Credit Risk Management

In the light of the characteristics of credit risk, the Company shifted gradually the way of risk assessment from single business project to that on product and business model, and formulated admission criteria, investigation standard, credit standard, operation procedure, post-loan management and method of payment call for each product. The Company made amendment and improvement to policies and operation standard on admission and investigation of guarantee, loan, factoring and leasing, specific operation requirements and management requirement of post-guarantee and loan to ensure the suitability and feasibility of the policies during the year.

Market Risk Management

Based on its exposure to the specific market risks, the Company established stringent industrial and regional credit policy. In respect of the industrial credit policy, it conformed to the national industrial policies and industry development trends, selected the best sectors and made dynamic adjustment. In respect of the regional credit policy, it has taken into account of the local credit market conditions, regional risk level, competition level to control the scale and use of the credit facility. Coupled with differentiated pricing administrative measures based on customer classification, scale of single transaction, and income-to-cost ratio, this enabled “better than average management, preventive system and revenue covering cost”.

Operational Risk Management

The Company prevented the operational risk from the origin through strict management of authorization and implementation of installation of two persons, dual position and double duties for key positions, and established a system of normalized check and reporting and feedback and improvement mechanism of risk incident, which effectively prevented the operational risk.

信用風險管理

本公司針對信用風險的特點，從對單個業務項目的風險評估逐步向對產品、對業務模式的風險評估轉型，對每個產品制定了准入標準、調查標準、授信標準、操作流程、貸後管理和催收辦法，並在本年度對擔保、信貸、保理、租賃等業務的准入及調查方面、具體操作要求及貸後的管理要求等方面的政策和操作標準進行修改和完善，以確保其適用性和可操作性。

市場風險管理

本公司針對自身面臨市場風險的特點，制定了嚴格的行業和區域授信政策，行業選擇上順應國家產業政策和行業發展趨勢，擇優採納並動態更新，區域管理上綜合考慮當地信貸市場環境、區域風險水平、競爭程度，控制授信額度的投放規模和投向，輔以基於客戶分級、單筆業務規模、收入成本比的差異化價格管理辦法，實現「優於平均、防範系統、收益覆蓋」的管理效果。

操作風險管理

本公司通過嚴格權限管理、實行重要崗位雙人、雙職、雙責等方法，從源頭上防範操作風險，同時建立了常態化的檢查及報告機制以及風險事件反饋改進機制，有效防範操作風險。

Report of the Board of Directors

董事會報告

Liquidity Risk Management

“Liquidity safety” is the first management objective for our Planned Finance Department, which is responsible for overall management of our liquidity risk. Each subsidiary is required to compile a daily sheet of monetary liquidity to submit to the Planned Finance Department. Our Planned Finance Department flexibly adjusts the size and structure of the balance sheet by monitoring various liquidity risk limits and cash flow. This is to ensure to maintain sufficient cash reserve to meet liquidity needs in the short and long term and guarantee our liquidity safety.

BOARD OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

The fourth session of the Board was elected in the extraordinary general meeting held on 16 October 2022. The appointment of the fourth session of the Board became effective on 16 October 2022.

The fourth session of the Board comprised a total of twelve Directors, including three executive Directors, five non-executive Directors and four independent non-executive Directors.

The fourth session of the Supervisory Board comprised a total of three supervisors, including two non-employee representative supervisors and one employee representative supervisor.

Details of the Directors, Supervisors and senior management for the year ended 31 December 2023 and as of the date of this report are set out in the section headed “Directors, Supervisors and Senior Management” of this report.

流動性風險管理

本公司計劃財務部以「流動性安全」為第一管理目標，負責統一管理全公司流動性風險，各附屬公司每日編製貨幣資金日報表上報計劃財務部。本公司計劃財務部通過監控各種流動性風險限額及現金流，動態調整資產負債總量和結構，確保維持足夠的現金儲備以應對短期及長期的流動性需求，從而保證全公司流動性安全。

董事、監事及高級管理層

第四屆董事會於2022年10月16日召開的2022年第一次臨時股東大會選舉通過。第四屆董事會董事的任期自2022年10月16日開始。

第四屆董事會由十二名董事組成，包括三名執行董事，五名非執行董事及四名獨立非執行董事。

第四屆監事會由三名監事組成，包括兩名非職工代表監事及一名職工代表監事。

截至2023年12月31日止年度及截至本報告日期之董事、監事及高級管理層的詳細資料載於本報告「董事、監事及高級管理層」一節。

Report of the Board of Directors

董事會報告

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 executive Directors and non-executive Directors and independent non-executive Directors signed the service contract with the Company on 16 October 2022, for a term of three years from 16 October 2022.

Each of the supervisors of the fourth session of the Board of Supervisors has entered into a service contract with the Company on 16 October 2022, for a term of three years from 16 October 2022.

DIRECTORS' AND SUPERVISORS' INTERESTS IN CONTRACTS, TRANSACTIONS OR ARRANGEMENTS OF SIGNIFICANCE

None of the Directors or the supervisors or any entity connected with them has any material interest, either directly or indirectly, in any contract, transaction or arrangement of significance to the Group's business to which the Company, any of its holding companies, any of its subsidiaries, fellow subsidiaries was a party subsisted at the end of the year or at any time during the year ended 31 December 2023.

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

第四屆董事會董事各執行董事、非執行董事、獨立非執行董事均已於2022年10月16日與本公司簽訂服務合同，由2022年10月16日起，為期三年。

第四屆監事會的每位監事已於2022年10月16日與本公司簽訂了服務合同，由2022年10月16日起，為期三年。

董事及監事於重大合約、交易或安排之權益

概無董事或監事或有關連的實體直接或間接於對本集團業務而言屬重大，及由本公司、其任何控股公司、其任何附屬公司或其同系附屬公司所訂立，並於本年底或於截至2023年12月31日止年度內仍然存續的任何合約、交易或安排中擁有重大權益。

Report of the Board of Directors

董事會報告

INTERESTS IN COMPETING BUSINESS

Except as disclosed in this report, during the year ended 31 December 2023, none of the Directors and their respective 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.

REMUNERATION POLICY

Under the remuneration policy of the Group, the Nomination and Remuneration Committee will consider factors such as salaries paid by comparable companies, tenure, commitment, responsibilities and performance (as the case may be) of our Directors, supervisors and the senior management, in assessing the amount of remuneration payable to our Directors, supervisors and the senior management.

PENSION SCHEME

The Group is required to participate in Contributions to retirement schemes organised by the respective municipal governments of the PRC whereby the Group is required to pay annual contributions to retirement for the 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 employees beyond the contributions to retirement described above. The details of the Group's pension scheme are set out in note 28 to the financial statements.

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 note 7 and note 8 to the financial statements.

於競爭業務的權益

截至2023年12月31日止年度年內除於本報告所披露者外，概無董事及彼等各自聯繫人士（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。

薪酬政策

根據本集團的薪酬政策，於評估應付予董事、監事及高級管理層的薪酬金額時，提名與薪酬委員會將要考慮的因素包括同類公司所支付的薪金、董事、監事及高級管理層的任期、投入度、職責及個人表現（視情況而定）等。

退休金計劃

本集團須參與中國相關市政府組劃的養老保險計劃，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。除上述的養老保險外，在僱員退休福利方面本集團無其他重大責任。本集團退休金計劃之詳情載於財務報表附註28。

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財務報表附註7和附註8。

Report of the Board of Directors

董事會報告

CHANGES TO INFORMATION IN RESPECT OF DIRECTORS AND SUPERVISORS

Save as disclosed in the section headed “Directors, Supervisors and Senior Management” in this report, there was no change to any of the information required to be disclosed in relation to any Directors and supervisors pursuant to paragraphs (a) to (e) and (g) of Rule 13.51(2) of the Listing Rules since 1 January 2023.

DIRECTORS’, CHIEF EXECUTIVES’ AND SUPERVISORS’ INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 December 2023, the interests or short positions of the directors (“**Directors**”), the chief executives of the Company and the supervisors of the Company (the “**Supervisors**”) in the shares, underlying shares or debentures of the Company or any of 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 of Hong Kong Limited (the “**Stock Exchange**”) pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are 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 (the “**Model Code**”) contained in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) were as follows:

董事及監事資料的變動

除本報告「董事、監事及高級管理層」一節所披露之外，自2023年1月1日起，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。

董事、最高行政人員及監事於股份及相關股份之權益及淡倉

於2023年12月30日，本公司董事（「**董事**」）、本公司最高行政人員及本公司監事（「**監事**」）於本公司或其任何相聯法團（定義見證券及期貨條例（「**證券及期貨條例**」）第XV部）之股份、相關股份或債權證中持有須(a)根據證券及期貨條例第XV部第7及8分部通知本公司及香港聯合交易所有限公司（「**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及淡倉）；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)根據聯交所證券上市規則（「**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**」）須通知本公司及聯交所之權益或淡倉列載如下：

Report of the Board of Directors

董事會報告

(i) Interests in the Company

(i) 於本公司的權益

Name of Shareholder	Position	Class of share	Nature of interests	No. of shares held	Approximate percentage in relevant class of share	Approximate percentage in total share capital (Shares)
股東名稱	職位	股份類別	權益性質	持有股份數目 (Shares) (股)	佔有關股份類別之概約百分比 (%) ⁽³⁾	佔股本總數之概約百分比 (%) ⁽⁴⁾
Zhang Guoxiang ⁽¹⁾ 張國祥 ⁽¹⁾	Director 董事	Domestic Share 內資股	Interests of controlled corporation 實益擁有人/受控法團權益	453,185,762 (Long position) (好倉)	13.21	9.85
		H Share H股	Beneficial owner 實益擁有人	585,971 (Long position) (好倉)	0.05	0.01
Wang Fangfei ⁽²⁾ 王芳霏 ⁽²⁾	Director 董事	Domestic Share 內資股	Beneficial owner/Interests of controlled corporation 實益擁有人/受控法團權益	231,532,653 (Long position) (好倉)	6.75	5.03
Cui Weilan 崔巍嵐	Director 董事	Domestic Share 內資股	Beneficial owner 實益擁有人	2,058,742 (Long position) (好倉)	0.06	0.04
		H Share H股	Beneficial owner 實益擁有人	648,005 (Long position) (好倉)	0.06	0.01
Liu Jiaoyang 劉驕揚	Director 董事	Domestic Share 內資股	Beneficial owner 實益擁有人	441,159 (Long position) (好倉)	0.01	0.01
Chen Zhonghua 陳中華	Supervisor 監事	Domestic Share 內資股	Beneficial owner 實益擁有人	441,159 (Long position) (好倉)	0.01	0.01
He Ye 何宇	Supervisor 監事	Domestic Share 內資股	Beneficial owner 實益擁有人	294,106 (Long position) (好倉)	0.01	0.01
Huang Hui 黃輝	Supervisor 監事	Domestic Share 內資股	Beneficial owner 實益擁有人	294,106 (Long position) (好倉)	0.01	0.01

Report of the Board of Directors

董事會報告

Notes:

1. Mr. Zhang Guoxiang directly holds approximately 66.89% of the equity interest of Huitai, which directly holds 450,416,901 Domestic Shares of the Company. Accordingly, Mr. Zhang Guoxiang is deemed to be interested in the 450,416,901 Domestic Shares held by Huitai. Mr. Zhang Guoxiang also directly holds 2,768,861 Domestic Shares of the Company.
2. Ms. Wang Fangfei directly holds 55% of the equity interest of Chongqing Jiulong Investment Co., Ltd. (“**Chongqing Jiulong**”), which directly holds 231,532,653 Domestic shares of the Company. Accordingly, Ms. Wang Fangfei is deemed to be interested in the 231,532,653 Domestic Shares held by Chongqing Jiulong.
3. As at 31 December 2023, the issued Domestic Shares and the H Shares of the Company were 3,430,000,000 Shares and 1,170,000,000 Shares.
4. As at 31 December 2023, there were 4,600,000,000 Shares of the Company in issue.

Save as disclosed above, as at 31 December 2023, none of the Directors, supervisors or the chief executives of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of SFO) which are required (i) to be recorded in the register required to be kept under section 352 of the SFO, or (ii) to be notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code.

附註：

- 1、張國祥先生直接持有慧泰的約66.89%股權，而慧泰則直接持有本公司450,416,901股內資股。因此，張國祥先生被視作於慧泰持有的450,416,901股內資股中擁有權益。張國祥先生亦直接持有本公司2,768,861股內資股。
- 2、王芳霏女士直接持有重慶九龍投資有限公司（「**重慶九龍**」）的55%股權，而重慶九龍則直接持有本公司231,532,653股內資股。因此，王芳霏女士被視作在重慶九龍持有的231,532,653股內資股中擁有權益。
- 3、於2023年12月31日，本公司已發行內資股3,430,000,000股及H股1,170,000,000股。
- 4、於2023年12月31日，本公司共有4,600,000,000股已發行股份。

除上文披露者外，於2023年12月31日，概無本公司董事、監事及最高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、相關股份或債權證中，擁有(i)登記於根據證券及期貨條例第352條須予存置的登記冊內，或(ii)根據標準守則須通知本公司及香港聯交所的任何權益或淡倉。

Report of the Board of Directors

董事會報告

(ii) Interests in associated corporations

None of the Directors, supervisors or the chief executives of the Company had any interests or short positions in 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.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2023, the persons (not being a Director, supervisor or 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 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:

(ii) 於相聯法團的權益

概無董事、監事或本公司最高行政人員在本公司相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證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附屬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。

主要股東於股份及相關股份之權益及淡倉

於2023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：

Report of the Board of Directors

董事會報告

Name of Shareholder 股東名稱	Class of share 股份類別	Nature of interests 權益性質	No. of shares held 持有股份數目 (share) (股)	Approximate percentage in relevant class of share 佔有關股份類別之概約百分比 (%) ⁽⁴⁾	Approximate percentage in total share capital 佔股本總數之概約百分比 (%) ⁽⁵⁾
Huitai 慧泰	Domestic Share 內資股	Beneficial owner 實益擁有人	450,416,901 (Long position) (好倉)	13.13	9.79
Loncin Holdings ⁽¹⁾ 隆鑫控股 ⁽¹⁾	Domestic Share 內資股	Beneficial owner 實益擁有人	432,188,780 (Long position) (好倉)	12.60	9.40
Loncin Group ⁽¹⁾ 隆鑫集團 ⁽¹⁾	Domestic Share 內資股	Interests of controlled corporation	432,188,780 (Long position) (好倉)	12.60	9.40
Chengdu ShunRunZe Enterprise Management Consulting Co., Ltd. 成都順潤澤企業管理諮詢有限公司	Domestic Share 內資股	Beneficial owner 實益擁有人	280,000,000 (Long position) (好倉)	8.16	6.09
Beijing Daoyang Zhengde Information Consulting Co., Ltd. 北京道揚正德信息諮詢有限公司	Domestic Share 內資股	Beneficial owner 實益擁有人	270,000,000 (Long position) (好倉)	7.87	5.87
Wang Mingyue 汪明月	Domestic Share 內資股	Beneficial owner 實益擁有人	269,824,593 (Long position) (好倉)	7.87	5.87
Chongqing Qianbaitai Management Co., Ltd. 重慶千百太企業管理有限公司	Domestic Share 內資股	Beneficial owner 實益擁有人	249,431,032 (Long position) (好倉)	7.27	5.42
Chongqing Jiulon 重慶九龍	Domestic Share 內資股	Beneficial owner 實益擁有人	231,532,653 (Long position) (好倉)	6.75	5.03
Tangshan Boli Metallurgy Furnace Material Co., Ltd. ⁽²⁾ 唐山博利冶金爐料有限公司 ⁽²⁾	H Share H股	Beneficiary of a trust 信託受益人(酌情權益除外)	166,000,000 (Long position) (好倉)	14.19	3.61
MAX WISDOM INTERNATIONAL INDUSTRIAL LIMITED 惠盛國際實業有限公司	H Share H股	Beneficial owner 實益擁有人	105,236,000 (Long position) (好倉)	8.99	2.29
Apro Asia Finance Corporation Ltd. 亞寶亞洲金融有限公司	H Share H股	Beneficial owner 實益擁有人	98,000,000 (Long position) (好倉)	8.38	2.13
Golden Sapientia Investments Ltd. 金智投資有限公司	H Share H股	Beneficial owner 實益擁有人	76,000,000 (Long position) (好倉)	6.50	1.65
Chongqing Lanlue Investment Co., Ltd. ⁽²⁾ 重慶藍略投資有限責任公司 ⁽²⁾	H Share H股	Beneficiary of a trust (other than a discretionary trust) 信託受益人(酌情權益除外)	71,016,000 (Long position) (好倉)	6.07	1.54
Zhang Yunhan ⁽³⁾ 張雲漢 ⁽³⁾	H Share H股	Beneficiary of a trust (other than a discretionary trust) (other than a discretionary trust) 信託受益人(酌情權益除外)	60,000,000 (Long position) (好倉)	5.13	1.30

Report of the Board of Directors

董事會報告

Notes:

1. Loncin Holdings directly holds 432,188,780 Domestic Shares of the Company. The 432,188,780 Shares held by Loncin Group Co., Ltd. (“**Loncin Group**”) and Loncin Holdings Co., Ltd. (“**Loncin Holdings**”) are of the same interest and duplicate each other. Loncin Group directly holds 98% of the equity interest of Loncin Holdings, which directly holds 432,188,780 Domestic Shares of the Company. Accordingly, under the SFO, Loncin Group is deemed to be interested in the 432,188,780 Domestic Shares held by Loncin Holdings. On 21 November 2022, Chongqing No.5 Intermediate People’s Court issued a ruling approving Substantial consolidation and restructuring plan of 13 companies including Loncin Group Co., Ltd. (the “**Restructuring Plan**”). According to the Restructuring Plan, the 432,188,780 domestic shares of the Company held by Loncin Holdings (representing approximately 9.4% of the total shares of the Company) will be used to offset the debt owed to the corresponding creditors in proportion to their respective creditors’ rights after the repayment of the debts owed to the creditors and fulfillment of the conditions of the reorganization plan. The implementation period of the Restructuring Plan shall be 12 months from the date of approval by the Chongqing Intermediate Court, and Loncin Group shall be withdrawn from the register of shareholders of the Company. Please refer to the announcement of the Company dated 22 November 2023 for further details.
2. The 166,000,000 and 71,016,000 H Shares are respectively held by Tangshan Boli Metallurgy Furnance Material Co., Ltd. and Chongqing Lanlue Investment Co., Ltd. through the Single Asset Management Plan of GF Securities Asset Management (Guangdong) Co.
3. Mr. Zhang Yunhan holds 60,000,000 H Shares through the Overseas Securities Investment Directed Asset Management Contract of China International Capital Corporation Limited.
4. As at 31 December 2023, the issued Domestic Shares and the H Shares of the Company were 3,430,000,000 Shares and 1,170,000,000 Shares.
5. As at 31 December 2023, there were 4,600,000,000 Shares of the Company in issue.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

For the year ended 31 December 2023, there was no purchase, sale or redemption of any listed securities of the Company by the Company or any of its subsidiaries.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the relevant laws or the Articles of Association of the PRC that would oblige the Company to offer new Shares on a pro rata basis to existing Shareholders.

附註：

- 1、隆鑫控股直接持有本公司432,188,780股內資股。隆鑫集團及隆鑫控股之432,188,780股股份涉及同一份權益，並互相重疊。隆鑫集團直接持有隆鑫控股的98%股權，而隆鑫控股則直接持有本公司432,188,780股內資股。因此，根據證券及期貨條例，隆鑫集團被視作在隆鑫控股持有的432,188,780股內資股中擁有權益。重慶市第五中級人民法院於二零二二年十一月二十一日作出裁定，批准了《隆鑫集團有限公司等十三家公司實質合併重整計劃》。根據重整計劃，隆鑫控股有限公司持有的本公司432,188,780股內資股股票（佔本公司總股本約9.4%），在隆鑫集團有限公司等十三家公司完成對相應債權人的清償並且滿足重整計劃規定的條件後，將按照債權相應比例抵償給相應債權人。重整計劃的執行期限為自重慶市第五中級人民法院裁定批准之日起12個月內，屆時隆鑫控股有限公司將退出本公司股東名冊。詳情請參閱本公司於2023年11月22日之公告。
- 2、唐山博利冶金爐料有限公司和重慶藍略投資有限責任公司分別通過廣發證券資產管理（廣東）有限公司單一資產管理計畫持有本公司166,000,000及71,016,000股H股。
- 3、張雲漢先生通過中國國際金融股份有限公司境外證券投資定向資產管理合同持有本公司60,000,000股H股。
- 4、於2023年12月31日，本公司已發行內資股3,430,000,000股及H股1,170,000,000股。
- 5、於2023年12月31日，本公司共有4,600,000,000股已發行股份。

購入、出售或贖回本公司上市證券

截至2023年12月31日止年度期間，本公司或其任何附屬公司並無購買、出售或贖回任何本公司上市證券。

優先購買權

根據中國相關法律和公司章程項下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。

COMPANY'S ENVIRONMENTAL POLICIES, SOCIAL AND GOVERNANCE RESPONSIBILITY AND PERFORMANCE

The Group has been actively performing our environmental, social and governance responsibilities and conducting our business in a socially-responsible way while creating monetary value for our Shareholders. The Company strictly complies with the requirements of Environmental, Social and Governance Reporting Guides issued by the Stock Exchange, whereby the Company is committed to incorporating the sustainable development principle into our corporate development strategies and daily operation and management and acting as a responsible corporate citizen. In 2023, the Company provided our staff with a premium development platform and safe working environment. We protect the environment, treasure the natural resources and spare no efforts in reducing the impact of our operation on the environment. We value our customers and suppliers, and provide premium product and service and continuously optimize the management of our suppliers.

Pursuant to Appendix 27 to the Listing Rules, the Company prepared the Environmental, Social and Governance Report, which is set out from page 84 to page 105 of this report.

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, the Listing Rules and SFO in Hong Kong, the Company Law of the People's Republic of China, the Basic Norms of Enterprise Internal Control, Interim Measures for the Administration of Financing Guarantee Companies, Guiding Opinions of China Banking Regulatory Commission and People's Bank of China on Pilot Projects of Small Loan Companies, Guidance on Promoting the Healthy Development of Internet Finance in the PRC etc., including information disclosure, corporate governance and standard industry operation, etc.. The Group has also adopted the Model Code in Hong Kong.

公司的環境政策、社會及管治責任及表現

本集團一直積極履行環境、社會及管治責任，在為股東創造經濟價值的同時，亦以對社會負責任的方式運營業務。我們嚴格遵循聯交所《環境、社會及管治報告指引》要求，致力於將可持續發展理念融入企業發展戰略和日常經營管理，做負責任的企業公民。2023年，我們為員工提供優秀的發展平台和安全的工作環境；我們愛護環境，珍惜資源，努力降低運營對環境的影響；我們重視客戶和供貨商，提供卓越的產品和服務，並不斷改善對供貨商的管理。

本公司根據上市規則附錄二十七編製了《環境、社會及管治報告》，載於本報告第84頁至第105頁。

公司對有關法律法規之遵守

本集團能夠遵守香港地區的公司條例、上市規則、證券及期貨條例以及中國境內的《中華人民共和國公司法》、《融資擔保公司監督管理條例》、《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》等相關法律、法規、規章、條例的要求，其中包括數據的披露、企業管治以及行業規範運作等，本集團亦已採納香港地區的標準守則。

Report of the Board of Directors

董事會報告

CONNECTED TRANSACTION

As disclosed in note 35 of the financial statements, all material related party transactions do not constitute connected transactions or continuing connected transactions for the Company under Chapter 14A of the Listing Rules which are subject to reporting, announcement, independent shareholders' approval or annual reporting requirements. In particular, the transactions under category (a) are provided under the service contracts of the relevant management and the transactions under category (b) otherwise do not constitute connected transactions or continuing connected transactions under Chapter 14A of the Listing Rules. The Company confirms that it has complied with the disclosure requirements under Chapter 14A of the Listing Rules.

MATERIAL DISPOSAL

On 31 May 2023, the Company (as the buyer), Duyu (Shanghai) Information Services Co., Ltd.* (「**Duyu Information**」) and Sichuan Hanhua Micro-credit Co., Ltd.* (四川瀚華小額貸款有限公司) (「**Sichuan Micro-credit**」) entered into an equity transfer agreement, pursuant to which, the Company agreed to sell 100% equity interest in Sichuan Micro-credit to Duyu Information at a total consideration of RMB800,022,227.32 in cash. As at the end of December 2023, the transaction was completed. The Group will no longer hold any equity interest in Sichuan Micro-credit. For details of this transaction, please refer to the announcement of the Company dated 31 May 2023 and the circular of the Company dated 25 July 2023. The aforesaid Disposal was approved at the Company's 2023 First Extraordinary General Meeting held on 10 August 2023.

CHARITABLE DONATIONS

During the year ended 31 December 2023, the Group has made charitable and other donations in a total amount of approximately RMB30,000.

AUDIT COMMITTEE

The Audit Committee has reviewed together with the management and external auditors the accounting principles and policies adopted by the Group and the audited consolidated financial statements for the year ended 31 December 2023.

關連交易

據財務報表附註35所披露，遵照上市規則第14A章，所有重大關聯方交易並不構成本公司需遵守上市規則項下申報、公告、獨立股東批准或年度報告之規定之關連交易或持續關連交易。尤其是，(a)類別項下交易乃根據相關管理層的服務合約提供的，而(b)類別項下交易其他並不構成上市規則14A章下的關連交易或持續關連交易。本公司確認，其已根據上市規則第14A章遵守披露規定。

重大出售

於2023年5月31日，本公司作為賣方，與四川瀚華小額貸款有限公司(「**四川小貸**」)及曙煜(上海)信息服務有限公司(「**曙煜信息**」)共同簽訂股權轉讓協議。據此，本公司同意有條件出售四川小貸的100%股權，並獲取人民幣現金800,022,227.32元作為出售四川小貸全部股權的對價。截至2023年12月末，該筆交易已完成。本公司不再持有四川小貸任何股權。有關此次交易之詳情，請查閱本公司於2023年5月31日刊發的公告以及2023年7月25日刊發的通函。

慈善捐款

截至2023年12月31日止年度內，本集團已作出慈善捐款及其他捐獻合共人民幣約3萬元。

審計委員會

審計委員會已與管理層及外聘核數師審閱本集團採納的會計原則及政策以及截至2023年12月31日止年度的經審核綜合財務報表。

Report of the Board of Directors

董事會報告

CORPORATE GOVERNANCE

The Company is committed to maintaining high standards of corporate governance and has steered its development and protected the interests of its Shareholders in an enlightened and open manner. As at the date of this report, the Board has adopted the Code Provisions as its corporate governance code.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, as at the date of this report, the Directors confirmed that the Company has maintained the required public float under the Listing Rules.

AUDITORS

The consolidated financial statements for the year ended 31 December 2023 have been audited by KPMG.

KPMG shall retire in the forthcoming AGM and, being eligible, will offer themselves for re-appointment. A resolution for the selection of auditors for 2024 of the Company will be proposed at the forthcoming AGM.

By order of the Board of
Hanhua Financial Holding Co., Ltd.*
Chairman of the Board
Zhang Jun

28 March 2024

* For identification purpose only

企業管治

本公司一直致力維持高水平企業管治，以開明和開放的理念維護其發展及保障股東的權益。於本報告期，董事會已採納守則條文作為其企業管治守則。

充足的公眾持股量

根據本公司可從公開途徑得到的資料及據董事所知，於本報告日期，董事確認本公司一直維持上市規則所要求的公眾持股量。

核數師

畢馬威會計師事務所已審核截至2023年12月31日止年度的綜合財務報表。

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。有關選聘本公司2024年度核數師的決議案將於即將舉行的股東週年大會上獲提呈。

承董事會命
瀚華金控股份有限公司
董事會主席
張軍

2024年3月28日

* 僅供識別

Report of the Board of Supervisors

監事會報告

REPORT OF THE BOARD OF SUPERVISORS

In 2023, pursuant to the requirements set out in the PRC Company Law and the Articles of Association, the Board of Supervisors of the Company has attentively performed its duties and proactively carried out supervision on the financial activities, internal control, risk management, lawful operation as well as the performance of duties by the Board and senior management of the Company, thus effectively contributing to the optimization of governance of the Company and to the healthy and sustainable development of the Company.

PARTICULARS OF THE MAJOR WORKS OF THE BOARD OF SUPERVISORS

The Board of Supervisors convened meetings of the Board of Supervisors pursuant to laws and regulations.

In 2023, the Company held a total of two regular meetings of the supervisory board, including: summarizing the work of the annual supervisory board, reviewing the interim report; and attended two general meeting and six Board meetings. The Board of Supervisors has supervised the general meeting and Board meetings with regard to the legality, compliance and the procedure of voting thereof. The Board of Supervisors has also supervised the performance of duties by the Board and senior management.

The Board of Supervisors endeavored in conducting proper finance supervision. By focusing on the compilation, verification and disclosure of regular reports, the Board of Supervisors communicated with external auditors and auditors on a regular basis, strengthened the analysis of major issues that may affect the truthfulness, accuracy and completeness of the financial reports, timely followed up and gained knowledge of the changes of regulatory requirements, and provided opinions and suggestions. In accordance with relevant requirements, the Board of Supervisors conducted supervision on the selection and appointment of external auditors and auditors, and oversaw capital management of the Company, and the management of insiders of inside information.

監事會報告

2023年，本公司監事會按照中國《公司法》和章程的規定，認真履行職責，積極開展監督工作，對本公司財務活動、內部控制、風險管理、合法經營、董事會和高級管理層的履職盡責等情況進行了有效監督，為完善本公司治理和持續健康發展發揮了作用。

監事會主要工作情況

依法律法規召開監事會會議。2023年，本公司共召開監事會定期會議2次，包括：總結年度監事會工作情況；審議中期報告。列席股東大會2次，列席董事會6次，對股東大會和董事會的合法合規性、投票表決程序進行監督，對董事會、高級管理層的履職情況進行監督。

切實做好財務監督。以定期報告的編製、審核、披露為重點，與外部審計師和核數師定期溝通，加強對可能影響財務報告真實性、準確性、完整性的重大事項的分析，及時跟進瞭解監管要求的變化，提出意見建議。按照有關要求，監督外部審計師和核數師的選聘工作，對本公司資本管理、內幕消息知情人管理情況等進行監督。

Report of the Board of Supervisors

監事會報告

The Board of Supervisors substantially participated in internal control supervision. The Board of Supervisors regularly debriefed special reports on the work of internal control and compliance, key findings and rectification in internal audit and prevention and control over non-compliance cases, and strengthened supervision on the internal control formulation and assessment work.

The Board of Supervisors strengthened risk management supervision. It paid attention to the major risks faced by the industry and debriefed special reports with regard to the work of risk management and liquidity risk management and provided timely opinions and suggestions.

INDEPENDENT OPINIONS OF THE BOARD OF SUPERVISORS ON RELEVANT MATTERS

Lawful Operation of the Company. During the year ended 31 December 2023, the business activities of the Company complied with the PRC Company Law and the Articles of Association, the internal control system was improved, and the decision-making procedures were lawful and valid. None of the Directors or senior management of the Company was found to have violated the relevant laws, regulations or the Articles of Association or harmed the interests of the Company and the Shareholders.

Authenticity of Financial Report. The financial statements of the Company for the year ended 31 December 2023 were prepared in accordance with the HKFRSs and were audited by KPMG in accordance with Hong Kong Standards on Auditing. The auditor issued standard unqualified audit report.

Internal Control. During the year ended 31 December 2023, the Company continued to strengthen and optimize its internal control, and the Board of Supervisors lodged no objections to the Report on Assessment of Internal Control for 2023.

Implementation of resolutions passed at the general meeting(s). The Board of Supervisors lodged no objections to the reports and proposals submitted by the Board to the general meetings in 2023, and having inspected the execution of the resolutions of general meetings, concluded that the Board had duly implemented the relevant resolutions passed at the general meeting(s).

深入開展內控監督。參加內控合規工作情況、內部審計主要發現及整改等內控會議，加強對內部控制建設及內部控制評價工作等情況的監督。

強化風險管理監督。關注行業風險，參加公司風險管理部門的工作情況、流動性風險管理情況等專門會議，並及時提出意見建議。

監事會就有關事項發表的獨立意見

公司依法經營情況。截至2023年12月31日止年度內，本公司的經營活動符合中國《公司法》和章程的規定，內部控制體系較完善，決策程序合法有效。未發現本公司董事、高級管理人員履職時有違反相關法律法規、章程或損害公司及股東利益的行為。

財務報告的真實性。本公司截至2023年12月31日止年度根據香港財務報告準則編製的財務報告已經畢馬威會計師事務所根據香港審計準則進行審計，並出具了標準無保留意見的審計報告。

內部控制情況。截至2023年12月31日止年度內，本公司持續加強和完善內部控制，監事會對2023年內部控制評價報告無異議。

股東大會決議執行情況。監事會對董事會2023年內提交股東大會審議的各項報告和提案沒有異議，對股東大會決議的執行情況進行了監督，認為董事會認真執行了股東大會的有關決議。

Report of the Board of Supervisors

監事會報告

Opinions on Performance Assessment of Directors, Supervisors and Senior Management of the Company.

During the year ended 31 December 2023, all Directors, supervisors and senior management were diligent in duly carrying out their duties and were evaluated as qualified in the performance assessment.

MATERIAL DISPOSAL

On 31 May 2023, the Company (as the buyer), Duyu (Shanghai) Information Services Co., Ltd.* (賭煜(上海)信息服務有限公司) and Sichuan Hanhua Micro-credit Co., Ltd.* (四川瀚華小額貸款有限公司) entered into an equity transfer agreement, pursuant to which, the Company agreed to sell 100% equity interest in Sichuan Micro-credit to Duyu Information at a total consideration of RMB800,022,227.32 in cash. As at the end of December 2023, the transaction was completed. The Group will no longer hold any equity interest in Sichuan Micro-credit. For details of this transaction, please refer to the announcement of the Company dated 31 May 2023 and the circular of the Company dated 25 July 2023. The aforesaid Disposal was approved at the Company's 2023 First Extraordinary General Meeting held on 10 August 2023.

By order of the Board of Supervisors
Hanhua Financial Holding Co., Ltd.*
Chairman of the Board of Supervisors
He Zhonghua

26 March 2024

對本公司董事、監事、高級管理人員履職情況。截至2023年12月31日止年度內，董事、監事、高級管理人員勤勉盡責，履職評價結果為稱職。

重大出售

於2023年5月31日，本公司作為賣方，與四川小貸及賭煜信息共同簽訂股權轉讓協議。據此，本公司同意有條件出售四川小貸的100%股權，並獲取人民幣現金800,022,227.32元作為出售四川小貸全部股權的對價。截至2023年12月末，該筆交易已完成。本公司不再持有四川小貸任何股權。有關此次交易之詳情，請查閱本公司於2023年5月31日刊發的公告以及2023年7月25日刊發的通函。

承監事會命
瀚華金控股份有限公司
監事會主席
何忠華

2024年3月26日

Independent Auditor's Report

獨立審計報告

Independent auditor's report to

the shareholders of Hanhua Financial Holding Co., Ltd.

(Incorporated in the People's Republic of China with limited liability)

OPINION

We have audited the consolidated financial statements of Hanhua Financial Holding Co., Ltd. (“**the Company**”) and its subsidiaries (“**the Group**”) set out on pages 138 to 296, which comprise the consolidated statement of financial position as at 31 December 2023, the consolidated statement of profit or loss, 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 material 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 2023 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.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“**HKSAAs**”) issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* (the “**Code**”) together with any ethical requirements that are relevant to our audit of the consolidated financial statements in the People's Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

致瀚華金控股份有限公司

全體股東的獨立審計報告

(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138至296頁瀚華金控股份有限公司(「**貴公司**」)及其子公司(統稱「**貴集團**」)的合併財務報表，包括2023年12月31日的合併財務狀況表，截至2023年12月31日止年度的合併損益表、合併損益及其他綜合收益表、合併股東權益變動表和合併現金流量表，包括重要會計政策概要。

我們認為，該合併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》，真實而公允地反映了貴集團2023年12月31日的財務狀況以及貴集團2023年度的財務表現和現金流量，並已遵照香港《公司條例》的披露要求擬備。

審計意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》執行了審計工作。審計報告的「**審計師就合併財務報表審計須承擔的責任**」部分進一步闡述了我們在該準則下的責任。按照香港會計師公會的《**註冊會計師執業道德規範**》(「**道德規範**」)以及中華人民共和國境內關於合併財務報表審計相關的其他道德規範要求，我們獨立於貴集團，並履行了道德規範以及中國境內道德規範要求下的其他道德責任。我們相信，我們獲得的審計證據是充分、適當的，為發表審計意見提供了基礎。

Independent Auditor's Report

獨立審計報告

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.

關鍵審計事項

關鍵審計事項是根據我們的職業判斷，我們認為對本年財務報表審計最為重要的事項。這些事項的應對以對財務報表整體進行審計並形成意見為背景，我們不對這些事項提供單獨的意見。

Assessing expected credit loss allowance of loans and advances to customers, receivables for default payments, receivables for factoring business, finance lease receivables and provisions for guarantee losses 評估發放貸款和墊款、應收代償款、應收保理款、應收融資租賃款的預期信用損失準備金和擔保賠償準備金	
Refer to the accounting policies in "Note 1(k)(iii) to the consolidated financial statements: Impairment of financial instruments, financial lease receivables, financial guarantee contracts and loan commitments", and Notes 14, 15, 16, 17, 26 and 34(a) to the consolidated financial statements. 請參閱合併財務報表「附註1(k)(iii)金融工具、應收融資租賃款、財務擔保合同、貸款承諾的減值」的會計政策，以及附註14, 15, 16, 17, 26和34(a)。	
The Key Audit Matter 關鍵審計事項	How the matter was addressed in our audit 在審計中如何應對該事項
The Group calculates expected credit loss ("ECL") allowance for loans and advances to customers, receivables for default payments, receivables for factoring business, finance lease receivables and provisions for guarantee losses in accordance with HKFRS 9 Financial Instruments ("HKFRS 9"). 貴集團根據香港財務報告準則第9號金融工具準則，計算發放貸款和墊款、應收代償款、應收保理款、應收融資租賃款的預期信用損失（「ECL」）準備金和擔保賠償準備金。	Our audit procedures to assess the impairment of loans and advances to customers, receivables for default payments, receivables for factoring business, finance lease receivables and provisions for guarantee losses included the following: 與評估發放貸款和墊款、應收代償款、應收保理款、應收融資租賃款減值和擔保賠償準備金相關的審計程式中包括以下程式： <ul style="list-style-type: none"> assessing the design, implementation and operating effectiveness of key controls of financial reporting over the approval, recording and monitoring of loans and advances to customers, receivables for default payments, receivables for factoring business, finance lease receivables and guarantees, the credit grading process and the measurement of impairment losses and provisions for guarantee losses. 瞭解和評價與發放貸款和墊款、應收代償款、應收保理款、應收融資租賃款和擔保在審批、記錄、監控、分類流程以及減值準備和擔保賠償準備金計提相關的關鍵財務報告內部控制的設計和運行有效性。

Independent Auditor's Report

獨立審計報告

KEY AUDIT MATTERS (CONTINUED)

關鍵審計事項 (續)

<p>Assessing expected credit loss allowance of loans and advances to customers, receivables for default payments, receivables for factoring business, finance lease receivables and provisions for guarantee losses (Continued)</p> <p>評估發放貸款和墊款、應收代償款、應收保理款、應收融資租賃款的預期信用損失準備金和擔保賠償準備金 (續)</p>	
<p><i>Refer to the accounting policies in "Note 1(k)(iii) to the consolidated financial statements: Impairment of financial instruments, financial lease receivables, financial guarantee contracts and loan commitments", and Notes 14, 15, 16, 17, 26 and 34(a) to the consolidated financial statements.</i></p> <p>請參閱合併財務報表「附註1(k)(iii)金融工具、應收融資租賃款、財務擔保合同、貸款承諾的減值」的會計政策，以及附註14, 15, 16, 17, 26和34(a)。</p>	
<p>The Key Audit Matter</p> <p>關鍵審計事項</p>	<p>How the matter was addressed in our audit</p> <p>在審計中如何應對該事項</p>
<p>The determination of ECL allowance is subject to a number of key parameters and assumptions, including the identification of credit risk staging, 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.</p> <p>確定預期信用損失準備金的過程中涉及到若干關鍵參數和假設的應用，包括信用風險的階段劃分、違約概率、違約損失率、違約風險暴露、折現率等參數估計，同時考慮前瞻性調整及其他調整因素等，在這些參數的選取和假設的應用過程中涉及較多的管理層判斷。</p>	<ul style="list-style-type: none"> • with the assistance of the Firm's valuation specialists, assessing the appropriateness of the ECL model used by the management and assessing the reasonableness 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. • 在本所估值專家的協助下，評估管理層使用的ECL模型的適當性，並評估預期信貸損失模型中關鍵參數和假設的合理性，包括確定損失階段、違約概率、違約損失、違約風險敞口、折現率、前瞻性信息調整和其他管理層調整。

Independent Auditor's Report

獨立審計報告

KEY AUDIT MATTERS (CONTINUED)

關鍵審計事項 (續)

Assessing expected credit loss allowance of loans and advances to customers, receivables for default payments, receivables for factoring business, finance lease receivables and provisions for guarantee losses (Continued) 評估發放貸款和墊款、應收代償款、應收保理款、應收融資租賃款的預期信用損失準備金和擔保賠償準備金 (續)	
Refer to the accounting policies in "Note 1(k)(iii) to the consolidated financial statements: Impairment of financial instruments, financial lease receivables, financial guarantee contracts and loan commitments", and Notes 14, 15, 16, 17, 26 and 34(a) to the consolidated financial statements. 請參閱合併財務報表「附註1(k)(iii)金融工具·應收融資租賃款·財務擔保合同·貸款承諾的減值」的會計政策·以及附註14, 15, 16, 17, 26和34(a)。	
The Key Audit Matter 關鍵審計事項	How the matter was addressed in our audit 在審計中如何應對該事項
<p>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 borrower, the recoverable amount of collaterals (if any), the seniority of the claim and the existence and cooperativeness of other creditors. The enforceability, timing and means of realisation of the collateral can also have an impact on the recoverable amount of the collateral and therefore the amount of the ECL allowance as at the end of the reporting period.</p> <p>在運用判斷確定違約損失率時，管理層會考慮多種因素。這些因素包括可收回金額、借款人的財務狀況、抵押物可收回金額（如有）、索賠受償順序、是否存在其他債權人及其代償意願。擔保物變現的可能性、時間和方式會對最終的可收回金額產生重大影響，進而影響資產負債表日的預期信用損失準備金的金額。</p>	<ul style="list-style-type: none"> for selected samples of loans and advances to customers, receivables for default payments, receivables for factoring business, finance lease receivables that are credit-impaired, evaluating the reasonableness of loss given default by checking the financial situation of the borrower, the security type, the seniority of the claim, the recoverable amount of collateral, and other repayment sources of the borrower. Evaluating management's assessment of the value of any collateral by comparison with market prices. We also evaluated the timing and means of realization of collateral, evaluated the forecast cash flows, challenged the viability of the Group's recovery plans. 我們在選取樣本的基礎上，檢查借款人的財務狀況、擔保方式、索賠受償順序、抵押物可收回金額、借款人其他還款來源，評價已發生信用減值的發放貸款及墊款、應收代償款、應收保理款和違約損失率的合理性。在此過程中，將貴集團持有的抵押物的管理層估值與基於應收融資租賃款的市場價格進行比較，來評價管理層的估值是否恰當。我們還評價了抵押物變現的時間及方式，評價其預計可收回現金流，就貴集團的回收計劃的可靠性進行考量。

Independent Auditor's Report

獨立審計報告

KEY AUDIT MATTERS (CONTINUED)

關鍵審計事項 (續)

The Key Audit Matter 關鍵審計事項	How the matter was addressed in our audit 在審計中如何應對該事項
<p>Assessing expected credit loss allowance of loans and advances to customers, receivables for default payments, receivables for factoring business, finance lease receivables and provisions for guarantee losses (Continued) 評估發放貸款和墊款、應收代償款、應收保理款、應收融資租賃款的預期信用損失準備金和擔保賠償準備金 (續)</p> <p><i>Refer to the accounting policies in "Note 1(k)(iii) to the consolidated financial statements: Impairment of financial instruments, financial lease receivables, financial guarantee contracts and loan commitments", and Notes 14, 15, 16, 17, 26 and 34(a) to the consolidated financial statements.</i> 請參閱合併財務報表「附註1(k)(iii)金融工具、應收融資租賃款、財務擔保合同、貸款承諾的減值」的會計政策，以及附註14, 15, 16, 17, 26和34(a)。</p>	
<p>We identified assessing the ECL allowance for loans and advances to customers, receivables for default payments, receivables for factoring business, finance lease receivables and provisions for guarantee losses as a key audit matter because of the inherent uncertainty and management judgement involved and because of their significance to the financial results of the Group.</p> <p>由於發放貸款及墊款、應收代償款、應收保理款、應收融資租賃款的預期信用損失(「ECL」)準備和擔保賠償準備金的確定存在固有不確定性以及涉及到管理層判斷，同時其對貴集團的經營成果會產生重要影響，我們將與其相關的信用損失(「ECL」)準備的確定識別為關鍵審計事項。</p>	<ul style="list-style-type: none"> • recalculating the amount of the ECL allowance for loans and advances to customers, receivables for default payments, receivables for factoring business, finance lease receivables and provisions for guarantee losses on a sample basis. • 選取樣本，我們重新計算了發放貸款及墊款、應收代償款、應收保理款、應收融資租賃款的預期信用損失(「ECL」)準備和擔保賠償準備金的金額。 • evaluating the reasonableness of the disclosures on credit risk of loans and advances to customers, receivables for default payments, receivables for factoring business, finance lease receivables and provisions for guarantee losses with reference to the disclosure requirements of the prevailing accounting standards. • 參照現行會計準則的披露要求，評價發放貸款及墊款、應收代償款、應收保理款、應收融資租賃款的減值和擔保賠償準備金信用風險的披露的合理性。

Independent Auditor's Report

獨立審計報告

KEY AUDIT MATTERS (CONTINUED)

關鍵審計事項 (續)

Assessing the fair value of financial instruments classified under the fair value hierarchy as level 3 (“level 3 financial instruments”) 評估分類為第三層級公允價值計量的金融工具（「第三層級金融工具」）的公允價值	
Refer to the accounting policies in “Note 1(k)(iv) to the consolidated financial statements: Fair value measurement” and Note 19 and 34(d) to the consolidated financial statements. 請參閱合併財務報表「附註1(k)(iv)公允價值計量」的會計政策以及附註19和34(d)。	
The Key Audit Matter 關鍵審計事項	How the matter was addressed in our audit 在審計中如何應對該事項
<p>The Group's financial instruments measured at fair value through profit or loss at 31 December 2023 comprised non-performing asset, equity instruments held for trading, debt instruments held for trading and private funds.</p> <p>貴集團於2023年12月31日的以公允價值計量且其變動計入當期損益的金融資產包括不良資產包、持有作交易用途的權益工具和債務私募基金。</p> <p>At 31 December 2023, the fair value of the Group's level 3 financial instruments was RMB3,108.5 million.</p> <p>於2023年12月31日，貴集團金融工具的第三層級公允價值計量的金融工具的公允價值為人民幣3,108.5百萬元。</p> <p>The valuations of the Group's financial instruments use market data where available. Where such observable data is not readily available, as in the case of level 3 financial instruments, estimates need to be developed using valuation models and valuation reports, if any, issued by a licensed valuer, which can involve significant management judgment.</p> <p>貴集團以公允價值計量的金融工具的估值使用可獲得的市場數據。當可觀察的輸入值無法可靠獲取時，即第三層級公允價值計量的金融工具的情形下，則需要使用估值模型和以有資質的估值師出具的估值報告（如有）進行估值，這當中會涉及管理層的重大判斷。</p>	<p>Our audit procedures to assess the fair value of level 3 financial instruments included the following:</p> <p>與評價第三層級公允價值計量的金融工具的公允價值，相關的審計程式中包括以下程式：</p> <ul style="list-style-type: none"> assessing the design and implementation of management's key internal controls over the valuation for level 3 financial instruments. 瞭解和評價貴集團對第三層級公允價值計量的金融工具的估值關鍵內部控製的設計和實施。 evaluating the competence, capabilities and objectivity of the licensed valuer. 評估持牌估值師的資質、能力和客觀性。

Independent Auditor's Report

獨立審計報告

KEY AUDIT MATTERS (CONTINUED)

關鍵審計事項 (續)

Assessing the fair value of financial instruments classified under the fair value hierarchy as level 3 (“level 3 financial instruments”) (Continued) 評估分類為第三層級公允價值計量的金融工具（「第三層級金融工具」）的公允價值（續）	
Refer to the accounting policies in “Note 1(k)(iv) to the consolidated financial statements: Fair value measurement” and Note 19 and 34(d) to the consolidated financial statements. 請參閱合併財務報表「附註1(k)(iv)公允價值計量」的會計政策以及附註19和34(d)。	
The Key Audit Matter 關鍵審計事項	How the matter was addressed in our audit 在審計中如何應對該事項
<p>The Group has developed its own models to value certain level 3 financial instruments, which also involves significant management judgment.</p> <p>此外，貴集團已對特定的第三層級公允價值計量的金融工具開發了自有估值模型，這也會涉及管理層的重大判斷。</p> <p>We have identified assessing the fair value of financial instruments as a key audit matter because of the degree of complexity involved in valuing certain financial instruments and because of the degree of judgment exercised by management in determining the inputs used in the valuation models.</p> <p>由於金融工具公允價值的評估涉及複雜的流程，以及在確定估值模型使用的輸入值時涉及管理層判斷的程度，我們將對金融工具公允價值的評估識別為關鍵審計事項。</p>	<ul style="list-style-type: none"> • engaging our internal valuation specialists to assist us in evaluating the valuation results from the valuation models used by the Group and the reports issued by a licensed valuer to value certain level 3 financial instruments and to perform, on a sample basis, independent valuations of level 3 financial instruments and compare these valuations with the Group’s valuations and the licensed valuer’s reports. This included comparing the Group’s and the licensed valuer’s valuation models with our knowledge of current and emerging practice, testing inputs to the fair value calculations and establishing our own parallel valuation models to perform revaluations. • 利用本所估值專家的工作，評價貴集團或其聘請的有資質的估值師對特定的第三層級公允價值計量的金融工具所使用的估值模型，同時，選取樣本，對公允價值屬於第三層級公允價值計量的金融工具進行獨立估值，並將我們的估值結果與貴集團或其聘請的有資質的估值師的估值結果進行比較。我們的程式包括將貴集團或其聘請的有資質的估值師的估值模型與我們瞭解的行業通行估值方法進行比較，測試估值的輸入值以及建立平行估值模型進行重估。 • assessing whether the financial statement disclosures appropriately reflected the Group’s exposure to level 3 financial instruments valuation risk with reference to the requirements of the prevailing accounting standards. • 評價財務報表的相關披露是否符合相關會計準則的披露要求，適當反映了貴集團的第三層級金融工具估值風險。

Independent Auditor's Report

獨立審計報告

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 reports, 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.

其他信息

貴公司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，但不包括合併財務報表和我們的審計報告。

我們對合併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。

結合我們對合併財務報表的審計，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合併財務報表或者我們在審計過程中瞭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。

董事對合併財務報表的責任

貴公司董事負責按照香港會計師公會頒佈的《香港財務報告準則》的規定及香港《公司條例》的披露要求編製合併財務報表，使其實現公允反映，並設計、執行和維護必要的內部控制，以使合併財務報表不存在由於舞弊或錯誤而導致的重大錯報。

編製合併財務報表時，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，除非董事已計畫對貴集團進行清算、終止運營，或別無其他現實的選擇。

審計委員會協助貴公司董事履行監督貴集團的財務報告過程的責任。

Independent Auditor's Report

獨立審計報告

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.

審計師對合併財務報表審計的責任

我們的目標是對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審計報告。此報告僅向全體股東報告，除此以外，我們的報告不可用作其他用途。我們概不就本報告的內容，對任何其他人士負責或承擔法律責任。

合理保證是高水準的保證，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合併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合併財務報表重大錯報風險，設計和實施審計程式以應對這些風險，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。
- 瞭解與審計相關的內部控制，以設計恰當的審計程式，但目的並非對貴集團的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。

Independent Auditor's Report

獨立審計報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

- 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 Group audit. We remain solely responsible for our audit opinion.

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.

審計師對合併財務報表審計的責任 (續)

- 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審計報告中提請報表使用者注意合併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審計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。
- 評價合併財務報表的總體列報、結構和內容（包括披露），並評價合併財務報表是否公允反映相關交易和事件。
- 就貴集團中實體或業務活動的財務資訊獲取充分、適當的審計證據，以對合併財務報表發表審計意見。我們負責指導、監督和執行集團審計，並對審計意見承擔全部責任。

我們與審計委員會就計畫的審計範圍、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過程中識別的重大內部控制缺陷。

我們還就已遵守獨立性相關的職業道德要求向審計委員會提供聲明，並與治理層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，以及相關的防範措施（如適用）。

Independent Auditor's Report

獨立審計報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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 Fong Hoi Wan.

Certified Public Accountants

8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

28 March 2024

審計師對合併財務報表審計的責任(續)

從與審計委員會溝通的事項中，我們確定哪些對本期財務報表審計最為重要，因而構成關鍵審計事項。我們在審計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，如果合理預期在審計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，我們確定不應在審計報告中溝通該事項。

負責審計並出具本獨立審計師報告的專案合夥人是方海雲。

香港執業會計師

香港中環
遮打道10號
太子大廈8層

2024年3月28日

Consolidated Statement of Profit or Loss

合併損益表

For the year ended 31 December 2023 • 截至2023年12月31日止年度
(Expressed in Renminbi ("RMB")'000 unless otherwise indicated) (除文意另有所指外，均以人民幣千元列示)

			2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
		Note 附註		
Guarantee and consulting fee income	擔保及諮詢費收入		343,394	458,913
Guarantee handling expenses	擔保手續費支出		(88,321)	(121,575)
Net guarantee and consulting fee income	擔保及諮詢費淨收入		255,073	337,338
Interest and handling fee income	利息及手續費收入		369,429	390,660
Interest and commission expenses	利息及手續費支出		(185,417)	(182,478)
Net interest and handling fee income	利息及手續費淨收入		184,012	208,182
Net fee and interest income	淨手續費及利息收入		439,085	545,520
Net trading gains/(losses)	交易淨收益/(損失)	2	4,944	(17,926)
Net foreign exchange gains	匯兌淨收益		7,306	5,717
Other operating income, net	其他運營淨收入	3	53,355	68,168
Operating income	營運收入		504,690	601,479
Share of profits of associates	對聯營企業確認的投資收益		100,152	102,675
Reversal for guarantee losses	轉回擔保賠償準備金	26	16,549	192,046
Impairment losses	資產減值損失	4	(131,950)	(237,122)
Operating expenses	營運支出	5(a)	(425,882)	(509,787)
Other net losses	其他虧損淨額	5(b)	(6,335)	(39,739)
Profit before taxation	稅前利潤		57,224	109,552
Income tax	所得稅	6	(33,416)	(57,516)
Profit for the year	本年利潤		23,808	52,036
Attributable to:	歸屬於：			
Shareholders of the Company	本公司股東		31,862	12,279
Non-controlling interests	非控制性權益		(8,054)	39,757
Profit for the year	本年利潤		23,808	52,036
Earnings per share	每股收益			
Basic and diluted (RMB)	基本及稀釋	11	0.007	0.003
	(金額單位為人民幣元)			

The notes on pages 147 to 296 form part of these financial statements.

第147頁至296頁所載附註構成本財務報告的一部分。

Consolidated Statement of Profit or Loss and Other Comprehensive Income

合併損益及其他綜合收益表

For the year ended 31 December 2023 • 截至2023年12月31日止年度
(Expressed in RMB'000 unless otherwise indicated) (除文意另有所指外，均以人民幣千元列示)

			2023	2022
			2023年	2022年
		Note	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
Profit for the year	本年利潤		23,808	52,036
Other comprehensive income for the year (after tax and reclassification adjustments)	本年其他綜合收益 (除稅及作出重新分類調整後)			
Item that may be reclassified subsequently to profit or loss	可能於期後分類至損益的項目			
Share of the other comprehensive income of its associate	聯營企業其他綜合收益中享有的份額	10	30,001	–
Exchange differences on translation of financial statements of overseas subsidiaries	換算海外附屬公司財務報表的匯兌差額	10	(2,450)	(12,146)
Total comprehensive income for the year	本年綜合收益合計		51,359	39,890
Attributable to:	歸屬於：			
Shareholders of the Company	本公司股東		59,413	133
Non-controlling interests	非控制性權益		(8,054)	39,757
Total comprehensive income for the year	本年綜合收益合計		51,359	39,890

The notes on pages 147 to 296 form part of these financial statements.

第147頁至296頁所載附註構成本財務報告的一部分。

Consolidated Statement of Financial Position

合併財務狀況表

At 31 December 2023 • 於2023年12月31日

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

			31 December 2023	31 December 2022
			2023年 12月31日	2022年 12月31日
		<i>Note</i>	RMB'000	<i>RMB'000</i>
		<i>附註</i>	人民幣千元	<i>人民幣千元</i>
Assets	資產			
Cash and cash equivalents	現金及現金等價物	12	575,201	339,443
Time and restricted bank deposits	期限在3個月以上的定期存款 和存出保證金	13	798,075	1,628,555
Trade and other receivables	應收及其他應收款項	14	1,515,278	1,424,292
Receivables for factoring business	應收保理款項	15	604,071	410,670
Loans and advances to customers	發放貸款及墊款	16	3,186,203	2,195,620
Finance lease receivables	應收融資租賃款	17	42,688	48,854
Financial assets measured at fair value through profit or loss	以公允價值計量且其變動計入 當期損益的金融資產	19	3,128,035	2,072,995
Repossessed assets	抵債資產		235,390	251,212
Investment property and property, plant and equipment	投資性房地產及物業廠房及 設備	20	853,584	940,522
Intangible assets	無形資產	21	78,349	87,492
Interest in associates	長期股權投資－聯營企業	22	1,730,642	1,654,193
Goodwill	商譽	23	9,720	9,720
Deferred tax assets	遞延所得稅資產	30(b)	405,153	420,037
Total assets	資產總計		13,162,389	11,483,605

The notes on pages 147 to 296 form part of these financial statements.

第147頁至296頁所載附註構成本財務報告的一部分。

Consolidated Statement of Financial Position

合併財務狀況表

At 31 December 2023 • 於2023年12月31日
(Expressed in RMB'000 unless otherwise indicated) (除文意另有所指外，均以人民幣千元列示)

			31 December	31 December
			2023	2022
			2023年	2022年
			12月31日	12月31日
		<i>Note</i>	RMB'000	<i>RMB'000</i>
		<i>附註</i>	人民幣千元	<i>人民幣千元</i>
Liabilities	負債			
Interest-bearing borrowings	計息借款	24	2,952,870	2,472,690
Financial assets sold under repurchase agreement	賣出回購金融資產	25	79,343	134,130
Deferred income	未到期責任準備金		196,637	180,464
Provisions for guarantee losses	擔保賠償準備金	26	113,534	130,083
Customer pledged deposits	存入保證金	27	93,397	35,408
Accruals and other payables	應計及其他應付款項	28	1,711,246	472,357
Current tax liabilities	當期所得稅負債	30(a)	73,615	78,671
Lease liabilities	租賃負債	29	5,119	10,158
Deferred tax liabilities	遞延所得稅負債		5,077	-
Total liabilities	負債合計		5,230,838	3,513,961
NET ASSETS	淨資產		7,931,551	7,969,644
CAPITAL AND RESERVES	資本及儲備	31		
Share capital	股本		4,600,000	4,600,000
Reserves	儲備		2,775,295	2,715,652
Total equity attributable to shareholders of the Company	本公司股東應佔股本總額		7,375,295	7,315,652
Non-controlling interests	非控制性權益	32	556,256	653,992
TOTAL EQUITY	權益合計		7,931,551	7,969,644

The notes on pages 147 to 296 form part of these financial statements.

第147頁至296頁所載附註構成本財務報告的一部分。

Consolidated Statement of Financial Position

合併財務狀況表

At 31 December 2023 • 於2023年12月31日

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

Approved and authorised for issue by the board of directors on 28 March 2024.

經董事會批准及授權於2024年3月28日刊發。

Name: Zhang Jun

Position: Chairman of the Board

張軍

董事會主席

Name: Ren Weidong

Position: Chief Financial Officer

任為棟

首席財務官

(Company stamp)

公司印章

The notes on pages 147 to 296 form part of these financial statements.

第147頁至296頁所載附註構成本財務報告的一部分。

Consolidated Statement of Changes in Equity

合併股東權益變動表

For the year ended 31 December 2023 • 截至2023年12月31日止年度
(Expressed in RMB'000 unless otherwise indicated) (除文意另有所指外，均以人民幣千元列示)

		Attributable to equity shareholders of the Company 本公司股權持有人應佔										
		Share capital	Share premium	Capital reserve	Exchange reserve	Other comprehensive income	Surplus reserve	General reserve	Retained earnings	Subtotal	Non-controlling interests	Total equity
		股本	股份溢價	資本公積	外幣報表折算差額	其他綜合收益	盈餘公積	一般風險準備	未分配利潤	小計	非控制性權益	股東權益合計
		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)(iv)		Note 31(d)(iii)	Note 31(d)(iv)			Note 32	
		附註31(c)	附註31(d)(i)	附註31(d)(ii)	附註31(d)(iv)		附註31(d)(iii)	附註31(d)(iv)			附註32	
Balance at December 31, 2022 and January 1, 2023	於2022年12月31日和2023年1月1日的餘額	4,600,000	1,270,924	443,884	(7,072)	-	222,743	394,739	390,434	7,315,652	653,992	7,969,644
Changes in equity for 2023:	2023年權益變動：											
Profit for the year	淨利潤	-	-	-	-	-	-	-	31,862	31,862	(8,054)	23,808
Other comprehensive income	其他綜合收益	-	-	-	(2,450)	30,001	-	-	-	27,551	-	27,551
Total comprehensive income	綜合收益合計	-	-	-	(2,450)	30,001	-	-	31,862	59,413	(8,054)	51,359
Purchase equity interest from non-controlling interests	向非控制性權益支付之股權價款	-	-	230	-	-	-	-	-	230	(91,682)	(91,452)
Appropriation to surplus reserve	提取盈餘公積	-	-	-	-	-	19,141	-	(19,141)	-	-	-
Appropriation to general reserve	提取一般風險準備	-	-	-	-	-	-	13,100	(13,100)	-	-	-
Capital injection in subsidiaries from non-controlling interests	非控制性權益向子公司注資	-	-	-	-	-	-	-	-	-	2,000	2,000
Balance at 31 December 2023	2023年12月31日的餘額	4,600,000	1,270,924	444,114	(9,522)	30,001	241,884	407,839	390,055	7,375,295	556,256	7,931,551

The notes on pages 147 to 296 form part of these financial statements.

第147頁至296頁所載附註構成本財務報告的一部分。

Consolidated Statement of Changes in Equity

合併股東權益變動表

For the year ended 31 December 2023 • 截至2023年12月31日止年度
(Expressed in RMB'000 unless otherwise indicated) (除文意另有所指外，均以人民幣千元列示)

		Attributable to equity shareholders of the Company 本公司股權持有人應佔							Non-controlling interests	Total equity	
		Share capital	Share premium	Capital reserve	Exchange reserve	Surplus reserve	General reserve	Retained earnings	Subtotal		
		股本	股份溢價	資本公積	外幣報表	盈餘公積	一般風險	未分配利潤	小計	非控制性	股東權益
		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
		Note 31(c)	Note 31(d)(i)	Note 31(d)(ii)	Note 31(d)(v)	Note 31(d)(iii)	Note 31(d)(iv)			Note 32	
		附註31(c)	附註31(d)(i)	附註31(d)(ii)	附註31(d)(v)	附註31(d)(iii)	附註31(d)(iv)			附註32	
Balance at December 31, 2021 and January 1, 2022	於2021年12月31日和2022年1月1日的餘額	4,600,000	1,270,924	464,480	5,074	207,221	370,646	417,770	7,336,115	701,170	8,037,285
Changes in equity for 2022:	2022年權益變動:										
Profit for the year	淨利潤	-	-	-	-	-	-	12,279	12,279	39,757	52,036
Other comprehensive income	其他綜合收益	-	-	-	(12,146)	-	-	-	(12,146)	-	(12,146)
Total comprehensive income	綜合收益合計	-	-	-	(12,146)	-	-	12,279	133	39,757	39,890
Purchase equity interest from non-controlling interests	購買非控制性權益	-	-	(20,596)	-	-	-	-	(20,596)	(91,986)	(112,582)
Appropriation to surplus reserve	提取盈餘公積	-	-	-	-	15,522	-	(15,522)	-	-	-
Appropriation to general reserve	提取一般風險準備	-	-	-	-	-	24,093	(24,093)	-	-	-
Capital injection in subsidiaries from non-controlling interests	非控制性權益向子公司注資	-	-	-	-	-	-	-	-	10,760	10,760
Dividends declared in respect of the current year	對所有者的分配	-	-	-	-	-	-	-	-	(5,709)	(5,709)
Balance at 31 December 2022	2022年12月31日的餘額	4,600,000	1,270,924	443,884	(7,072)	222,743	394,739	390,434	7,315,652	653,992	7,969,644

The notes on pages 147 to 296 form part of these financial statements.

第147頁至296頁所載附註構成本財務報告的一部分。

Consolidated Cash Flow Statement

合併現金流量表

For the year ended 31 December 2023 • 截至2023年12月31日止年度
(Expressed in RMB'000 unless otherwise indicated) (除文意另有所指外，均以人民幣千元列示)

			2023	2022
			2023年	2022年
		Note	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
Operating activities	經營活動			
Cash generated from operations	經營活動產生的現金	12(b)	495,702	274,889
PRC income tax paid	支付的所得稅款	30(a)	(18,511)	(52,590)
Net cash generated from operating activities	經營活動產生的現金淨額		477,191	222,299
Investing activities	投資活動			
Proceeds from sale of property, plant and equipment and other non-current assets	收回物業、廠房及設備所得款項		45,976	50,321
Proceeds from sale of investments	收回投資所得款項		236,851	226,844
Dividends received from financial assets measured at fair value	收到其他投資分紅		6,359	12,616
Payments for the purchase of property, plant and equipment and other non-current assets	支付購置物業、廠房及設備及其他非流動資產的款項		(10,595)	(12,331)
Purchase of equity interests of subsidiaries from non-controlling interests	自非控制性權益收購附屬公司股權支付的款項		(92,151)	(51,626)
Payments on other investments	支付其他投資的款項		(66,744)	(77,001)
Net cash generated from investing activities	投資活動產生現金淨額		119,696	148,823

The notes on pages 147 to 296 form part of these financial statements.

第147頁至296頁所載附註構成本財務報告的一部分。

Consolidated Cash Flow Statement

合併現金流量表

For the year ended 31 December 2023 • 截至2023年12月31日止年度
(Expressed in RMB'000 unless otherwise indicated) (除文意另有所指外，均以人民幣千元列示)

			2023	2022
			2023年	2022年
		<i>Note</i>	RMB'000	RMB'000
		<i>附註</i>	人民幣千元	人民幣千元
Financing activities	籌資活動			
Proceeds from capital injection of non-controlling holders	非控股股東注資所得		2,000	10,760
Proceeds from interest-bearing borrowings	取得計息借款收到的現金	12(c)	756,106	868,283
Repayment of interest-bearing borrowings	償還計息借款本金支付的現金	12(c)	(904,433)	(1,566,514)
Proceeds from financial assets sold under repurchase agreement	取得賣出回購金融資產的現金	12(c)	30,000	97,677
Repurchase of assets with repurchase agreement	回購賣出回購資產支出的現金	12(c)	(90,244)	(53,811)
Interest paid	償還借款利息支付的現金	12(c)	(151,280)	(166,762)
Capital element of lease rentals paid	支付的租賃租金的本金部分	12(c)	(9,726)	(14,667)
Interest element of lease rentals paid	支付的租賃租金的利息部分	12(c)	(858)	(1,692)
Dividends paid to non-controlling interests	向非控制性權益支付的股息		-	(5,709)
Net cash used in financing activities	籌資活動使用的現金淨額		(368,435)	(832,435)
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加/(減少)淨額		228,452	(461,313)
Cash and cash equivalents at 1 January	1月1日現金及現金等價物		339,443	795,039
Effect of foreign exchange rate changes	外匯匯率變動影響		7,306	5,717
Cash and cash equivalents at 31 December	12月31日現金及現金等價物	12(a)	575,201	339,443

The notes on pages 147 to 296 form part of these financial statements.

第147頁至296頁所載附註構成本財務報告的一部分。

Notes to the Consolidated Financial Statements

合併財務報表附註

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

1 MATERIAL 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**”) and the 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.* Material accounting policies adopted by the Group are disclosed below.

The HKICPA has issued certain amendments to 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 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 2023 comprise the Company and its subsidiaries (together referred to as the “**Group**”) and the Group’s interest in associates and a joint venture.

The financial statements are presented in RMB, rounded to the nearest thousand. It is prepared on the historical cost basis except for financial instrument classified as fair value through profit or loss that are stated at their fair value and liabilities from guarantees (see Note 1(k)(ii)).

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**」）編製，其條款包括香港會計師公會（「**香港會計師公會**」）頒佈的所有適用的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，和香港公司條例的披露規定。本財務報表亦符合香港聯合交易所有限公司證券上市規則的適用披露條文。本集團所採納的重大會計政策載於下文。

香港會計師公會已頒佈多項於本財務報表期間生效或可以提前採用的新增及修訂的香港財務報告準則。附註1(c)提供了關於因首次適用這些準則而導致本集團財務報表中本期和前期會計期間的會計政策任何變化的資訊。

(b) 財務報表的編製依據

截至2023年12月31日止年度的合併財務報表包括本公司及其附屬公司（合稱「**本集團**」）以及本集團投資的聯營企業和合營企業。

財務報表以人民幣列值，並湊整至最近千位。除以公允價值呈列的以公允價值計量且其變動計入當期損益的金融資產及擔保性負債（見附註1(k)(ii)）外，財務報表以歷史成本法為編製基準。

Notes to the Consolidated Financial Statements

合併財務報表附註

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

1 MATERIAL 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 recognized 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 HKICPA has issued a number of new HKFRSs and amendments to HKFRSs that are first effective for the current accounting period of the Group:

- HKFRS 17, *Insurance contracts*

1 重大會計政策 (續)

(b) 財務報表的編製依據 (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建基於過往經驗及其他被認為合理的因素，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。實際結果可能與這些估計不同。

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，則於該修訂期內確認；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。

有關管理層採納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) 會計政策變動

於本財務報表期間，本集團對該等財務報表已採納以下香港會計師公會頒佈的《香港財務報告準則》的新準則及修訂：

- 《香港財務報告準則第17號》－保險合同

Notes to the Consolidated Financial Statements

合併財務報表附註

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

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(c) Changes in accounting policies (Continued)

- Amendments to HKAS 8, *Accounting policies, changes in accounting estimates and errors: Definition of accounting estimates*
- Amendments to HKAS 1, *Presentation of financial statements and HKFRS Practice Statement 2, Making materiality judgements: Disclosure of accounting policies*
- Amendments to HKAS 12, *Income taxes: Deferred tax related to assets and liabilities arising from a single transaction*
- Amendments to HKAS 12, *Income taxes: International tax reform – Pillar Two model rules*

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period. Impacts of the adoption of the new and amended HKFRSs are discussed below:

HKFRS 17, *Insurance contracts*

HKFRS 17, which replaces HKFRS 4, sets out the recognition, measurement, presentation and disclosure requirements applicable to issuers of insurance contracts. The standard does not have a material impact on these financial statements as the Group have elected to apply HKFRS 9 for financial guarantee contracts and other insurance contracts.

1 重大會計政策(續)

(c) 會計政策變動(續)

- 對《香港財務報告準則第8號》的修訂－會計政策、會計估計變更和差錯：會計估計的定義
- 對《香港財務報告準則第1號》的修訂－財務報表列報以及《香港財務報告準則實務公告第2號》：就重要性作出判斷：會計政策的披露
- 對《香港財務報告準則第12號》的修訂－所得稅：單一交易形成的資產及負債相關的遞延所得稅
- 對《香港財務報告準則第12號》的修訂－所得稅：國際稅收改革－支柱二立法模板

本集團尚未應用任何在當前會計期間尚未生效的新準則或解釋。採用新增和修訂的香港財務報告準則的影響如下：

《香港財務報告準則第17號》－保險合同

香港財務報告準則第17號為簽發保險合同的公司制定了確認、計量、列報和披露準則，並取代香港財務報告準則第4號。本集團已選擇將香港財務報告準則第9號適用於財務擔保合同和其他保險合同，該準則對財務報告無重大影響。

Notes to the Consolidated Financial Statements

合併財務報表附註

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

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(c) Changes in accounting policies (Continued)

Amendments to HKAS 8, Accounting policies, changes in accounting estimates and errors: Definition of accounting estimates

The amendments provide further guidance on the distinction between changes in accounting policies and changes in accounting estimates. The amendments do not have a material impact on these financial statements as the Group's approach in distinguishing changes in accounting policies and changes in accounting estimates is consistent with the amendments.

Amendments to HKAS 1, Presentation of financial statements and HKFRS Practice Statement 2, Making materiality judgements: Disclosure of accounting policies

The amendments require entities to disclose material accounting policy information and provide guidance on applying the concept of materiality to accounting policy disclosure. The Group has revisited the accounting policy information it has been disclosing and considered it is consistent with the amendments.

1 重大會計政策 (續)

(c) 會計政策變動 (續)

對《香港財務報告準則第8號》的修訂－會計政策、會計估計變更和差錯：會計估計的定義

該修訂對會計政策變更和會計估計變更的區別提供了進一步指引。本集團區分會計政策變更和會計估計變更的方法與該修訂一致，該修訂對財務報告無重大影響。

對《香港財務報告準則第1號》的修訂－財務報表列報以及《香港財務報告準則實務公告第2號》：就重要性作出判斷：會計政策的披露

此修訂要求企業披露重要會計政策資訊，並就如何對會計政策披露應用重要性概念提供指引。本集團已重新檢視其一直披露的會計政策資訊，並認為該等資訊與上述修訂相符。

Notes to the Consolidated Financial Statements

合併財務報表附註

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

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(c) Changes in accounting policies (Continued)

Amendments to HKAS 12, Income taxes: Deferred tax related to assets and liabilities arising from a single transaction

The amendments narrow the scope of the initial recognition exemption such that it does not apply to transactions that give rise to equal and offsetting temporary differences on initial recognition such as leases and decommissioning liabilities. For leases and decommissioning liabilities, the associated deferred tax assets and liabilities are required to be recognised from the beginning of the earliest comparative period presented, with any cumulative effect recognised as an adjustment to retained earnings or other components of equity at that date. For all other transactions, the amendments are applied to those transactions that occur after the beginning of the earliest period presented.

Prior to the amendments, the Group applied the initial recognition exemption to lease transactions and had not recognised the related deferred tax. Following the amendments, the Group has recognised a separate deferred tax asset in relation to its lease liabilities and a deferred tax liability in relation to its rights-of-use assets. The Group has applied the amendments by recognising lease-related deferred tax at January 1, 2022. The related deferred tax assets and liabilities are presented on a net basis in the consolidated statement of financial position as they qualify for offsetting under HKAS 12.

The impact of amendments to HKAS 12 on the deferred tax is set out in Note 30. This change in accounting policy did not have any material impact on the cash flows and earnings per share.

1 重大會計政策(續)

(c) 會計政策變動(續)

對《香港財務報告準則第12號》的修訂－所得稅：單一交易形成的資產及負債相關的遞延所得稅

該修訂縮小了初始確認豁免的適用範圍，規定該豁免不得適用於會產生金額相同且方向相反的暫時性差異的交易，例如租賃和廢棄處置性負債。對於租賃和廢棄處置性負債，應當從所列報的最早比較期間期初識別相關遞延所得稅資產和遞延所得稅負債，並在該日將識別出的任何累計影響確認為留存收益或其他權益組成部分的一項調整。對於所有其他交易，該修訂適用於所列報的最早期間期初開始後的交易。

該修訂之前，本集團對租賃交易適用於初始確認豁免，未確認相關遞延所得稅。修訂後，本集團已對租賃負債確認一項單獨的遞延所得稅資產，並對使用權資產確認一項遞延所得稅負債。本集團已與2022年1月1日確認與租賃相關的遞延所得稅，並已使用該修訂。由於符合香港財務報告準則第12號規定的抵消條件，遞延所得稅資產和遞延所得稅負債合併財務報表中以淨額列報。

香港財務報告準則第12號的修訂對遞延所得稅的影響列示於附註30。這一會計政策變更對現金流和每股收益無任何重大影響。

Notes to the Consolidated Financial Statements

合併財務報表附註

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

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(c) Changes in accounting policies (Continued)

Amendments to HKAS 12, *Income taxes: International tax reform – Pillar Two model rules*

The amendments introduce a temporary mandatory exception from deferred tax accounting for the income tax arising from tax laws enacted or substantively enacted to implement the Pillar Two model rules published by the Organisation for Economic Co-operation and Development (“OECD”) (income tax arising from such tax laws is hereafter referred to as “**Pillar Two income taxes**”), including tax laws that implement qualified domestic minimum top-up taxes described in those rules. The amendments also introduce disclosure requirements about such tax including the estimated tax exposure to Pillar Two income taxes. The amendments are immediately effective upon issuance and require retrospective application. The amendments do not have a material impact on these financial statements.

(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.

1 重大會計政策 (續)

(c) 會計政策變動 (續)

對《香港財務報告準則第12號》的修訂－所得稅：國際稅收改革－支柱二立法模板

對於為實施經濟合作與發展組織（「經合組織」）公佈的第二支柱示範規則而頒布或實質性頒布的稅法所產生的所得稅（以下簡稱「**第二支柱所得稅**」），包括實施這些規則中所述合格國內最低補足稅的稅法所產生的所得稅，該修正案對遞延所得稅會計規定了一項臨時強制性例外。修訂還引入了有關此類稅收的披露要求，包括對第二大支柱所得稅的估計稅收敞口。修訂一經發佈即立即生效，並須追溯適用。這些修訂對財務報告無重大影響。

(d) 附屬公司及非控制性權益

附屬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。

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合併財務報表附註

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

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(d) Subsidiaries and non-controlling interests (Continued)

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 unrealized profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealized losses resulting from intra-group transactions are eliminated in the same way as unrealized 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 statements of financial position within equity, separately from equity attributable to the equity holders/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. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statements of financial position in accordance with Note 1(k) depending on the nature of the liability.

1 重大會計政策(續)

(d) 附屬公司及非控制性權益 (續)

於附屬公司的投資自控制權開始日期直至控制權終止日期計入合併財務報表內。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合併財務報表時全部抵銷。集團內部交易所產生的任何未變現虧損按照未變現收益的方式抵銷，但出現減值證據除外。

非控制性權益指非直接或間接歸屬於本公司的附屬公司權益，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附屬公司可識別淨資產的非控股權益比例而計量任何非控制性權益。

非控制性權益於合併財務狀況表的權益內呈列，獨立於本公司權益持有人／股東應佔的權益。本集團業績的非控制性權益乃於合併損益表及合併損益及其他綜合收益表列作本公司非控制性權益及權益股東之間年內的盈利或虧損總額及全面收入總額的分配結果。非控制性權益持有人提供的貸款及向該等持有人承擔的其他合約責任乃根據附註1(k)視乎負債的性質於合併財務狀況表列作金融負債。

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合併財務報表附註

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

1 MATERIAL 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 recognized.

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 recognized in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognized at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see Note 1(k)) or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture (see Note 1(e)).

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see Note 1(n)(i)), unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

1 重大會計政策 (續)

(d) 附屬公司及非控制性權益 (續)

倘本集團於附屬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。

當本集團喪失對附屬公司之控制權，將按出售於該附屬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附屬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(k)），或（如適用）初步確認於聯營公司或合營企業的投資的成本（見附註1(e)）。

於本公司的財務狀況表中，於附屬公司的投資按成本減資產減值損失入賬（見附註1(n)(i)），惟倘投資分類為持作銷售則除外（或計入分類為持作出售的出售集團）。

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

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(e) Associates and joint ventures

An associate is an entity in which the Company has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

A joint venture is an arrangement whereby the Company and other parties contractually agree to share control of the arrangement, and have rights to the net assets of the arrangement.

An investment in an associate or a joint venture is accounted for in the 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). 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 (see Notes 1(f) and 1(n)(i)). At each reporting date, the Group assesses whether there is any objective evidence that the investment is impaired. 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 recognized 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 recognized in the consolidated statement of profit or loss and other comprehensive income.

1 重大會計政策(續)

(e) 聯營公司及合營企業

聯營公司是指本公司可以對該公司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。

合營企業是指本公司與其他方以合約形式同意分享安排事項的控制權，並享有有關安排事項的淨資產的權利。

於聯營公司或合營企業的投資按權益法於財務報表列賬。唯倘投資分類為持作銷售則除外（或計入分類為持作出售的出售集團）根據權益法，投資初始按成本入賬，並按本集團應佔被投資公司於收購當日可識別資產淨值的公允價值超逾投資成本的部份（如有）作出調整。此後，該投資因應本集團於收購後應佔被投資公司資產淨值的變動及與投資有關的任何減值虧損作出調整（見附註1(f)及(n)(i)）。收購當日出出成本的任何部份，本集團於年內應佔被投資公司收購後的稅後業績以及任何減值虧損於合併損益表確認，而本集團應佔被投資公司收購後其他綜合收益的除稅後項目乃於合併損益及其他綜合收益表內確認。

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

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(e) Associates and joint ventures (Continued)

When the Group's share of losses exceeds its interest in the associate or the joint venture, 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 or the joint venture.

Unrealized profits and losses resulting from transactions between the Group and its associates and joint venture are eliminated to the extent of the Group's interest in the investee, except where unrealized losses provide evidence of an impairment of the asset transferred, in which case they are recognized immediately in profit or loss.

If an investment in an associate becomes an investment in a joint venture or vice versa, retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method.

In all other cases, when the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognized in statement of profit or loss. Any interest retained in that former investee at the date when significant influence or joint control is lost is recognized at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see Note 1(k)).

1 重大會計政策 (續)

(e) 聯營公司及合營企業 (續)

當本集團應佔虧損超逾其於該聯營公司或合營企業的權益，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，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或合營企業投資淨額一部份的本集團長期權益。

本集團與其聯營公司及合營企業之間交易產生的未實現溢利及虧損按本集團於被投資公司的權益抵減，惟倘未實現虧損可證明已轉讓資產出現減值，則即時於損益確認。

倘於聯營公司的投資變成於合營企業的投資或反之，保留權益不會重新計量。相反，此投資將繼續按權益法入賬。

在所有其他情況下，如本公司不再對聯營公司擁有重大影響或擁有合營企業的共同控制權，會被視為出售在該承資公司的全部權益，其收益或損失將會計入損益表。於失去前承資公司重大影響或共同控制權當日，任何仍然持有該承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(k)）。

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合併財務報表附註

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

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(f) Goodwill

Goodwill represents the excess of

- (i) the aggregate of the fair value of the consideration transferred, the amount of any noncontrolling 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 recognized immediately in profit or loss as a gain on a bargain purchase.

Goodwill is stated at cost less accumulated impairment losses. Goodwill arising on a business combination is allocated to each cash-generating unit, or groups of cash generating units, that is expected to benefit from the synergies of the combination and is tested annually for impairment (see Note 1(n)(ii)).

On disposal of a cash generating unit during the year, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal.

1 重大會計政策(續)

(f) 商譽

商譽代表以下差額

- (i) 本集團作為購買方，發行的權益性證券、為取得被購買方控制權而付出的資產以及購買日之前所持有的被購買方的股權在購買日的公允價值之和；與
- (ii) 合併中取得的被購買方可辨認淨資產於購買日公允價值份額的差額。

當(ii)的金額大於(i)時，差額直接確認為廉價收購利得，計入當期損益。

商譽以成本減累計減值準備列示。集團依據現金流產生單元或者現金流產生單元組能夠從企業合併的協同效應中的受益情況分攤商譽賬面價值，並在此基礎上進行商譽減值測試(附註1(n)(ii))。

在處置資產組時，任何屬於購置商譽的金額均在計算處置損益時考慮。

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

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(g) Investment property

Investment properties are land and/or buildings which are owned or held under a leasehold interest (see Note 1(j)) 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. 26 years. Rental income from investment properties is accounted for as described in Note 1(s)(iii).

(h) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see Note 1(n)(ii)).

The cost of self-constructed items of property, plant and equipment includes the cost of materials, direct labor and borrowing costs.

Items may be produced while bringing an item of property, plant and equipment to the location and condition necessary for it to be capable of operating in the manner intended by management. The proceeds from selling any such items and the related costs are recognized in profit or loss.

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognized in the statement of profit or loss on the date of retirement or disposal.

1 重大會計政策 (續)

(g) 投資性房地產

投資性房地產，是指為賺取租金（附註1(j)）或資本增值，或兩者兼有而持有的房地產，包括尚未確定持有意圖的土地以及正在建造或開發的投資性房地產。

投資性房地產按成本減去累計折舊和減值損失列示，折舊按直線法計算，將投資性房地產的成本減記至其預計使用年限內的殘值（即26年），投資性房地產的租金收入按附註1(s)(iii)所述入賬。

(h) 其他物業、廠房及設備

物業、廠房及設備按成本扣減累計折舊及資產減值損失後的淨值入賬（見附1(n)(ii)）。

自建物業、廠房和設備的成本包括材料成本、直接人工成本和借款成本。

在物業、廠房、設備達到管理層預期之使用狀態或用途之前，物品已被製造，使其能夠按照管理層預期的方式運作。出售任何此類物品的收益和相關成本確認為損益。

報廢或處置物業、廠房及設備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當期損益中確認。

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

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(h) Property, plant and equipment (Continued)

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight-line method over their estimated useful lives as follows:

	Estimated useful lives
Buildings held for own use	30 – 35 years
Motor vehicles	5 years
Office and other equipment	5 years
Leasehold improvements	1 – 5 years

Where parts of an item of property, plant and equipment 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.

(i) Intangible assets (other than goodwill)

Intangible assets that are acquired by the Group are stated at cost less accumulated amortization (where the estimated useful life is finite) and impairment losses (see Note 1(n)(ii)). Expenditure on internally generated goodwill and brands is recognized as an expense in the period in which it is incurred.

Amortization of intangible assets with finite useful lives is charged to the statement of profit or loss on a straight-line basis over the assets' estimated useful lives. The following intangible assets with finite useful lives are amortized from the date they are available for use and their estimated useful lives are as follows:

	Estimated useful lives
Software	2 – 10 years

Both the period and method of amortization are reviewed annually.

1 重大會計政策 (續)

(h) 其他物業、廠房及設備 (續)

物業、廠房及設備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：

	預計使用年限
建築物	30 – 35年
機動車	5年
辦公及其他設備	5年
租賃物業改良支出	1 – 5年

倘物業、廠房及設備項目各部份的可用年限不同，則該項目各部份成本將按合理基準分配，每部份分開折舊。資產的可用年期及剩餘價值（如有）每年會經復核。

(i) 無形資產 (商譽除外)

由本團購入的無形資產按成本減去累計攤銷（如估計可用年期為有限）及資產減值損失（見附註1(n)(ii)）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表。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：

	預計使用年限
軟件	2 – 10年

攤銷期間及方法每年均會經復核。

Notes to the Consolidated Financial Statements

合併財務報表附註

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

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(j) 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.

(i) As a lessee

Where the contract contains lease components and non-lease components, 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.

At the lease commencement date, the Group recognizes 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. 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 recognized as an expense on a systematic basis over the lease term.

1 重大會計政策 (續)

(j) 租賃資產

在合同開始時，本集團評估合同是否是租賃合同或者包含租賃，如果一個合同表明了作為對價交換獲得控制一個已識別資產一段時間的使用權，則該合同就是租賃合同或包含租賃。在客戶既有權直接使用該資產，又有權從中獲得實質上所有經濟利益的情況下，控制權即為轉移。

(i) 作為承租人

當合約包含租賃組成部分及非租賃組成部分，本集團選擇不拆分非租賃部分，而是將租賃部分和非租賃部分作為一項單一的租賃進行會計處理。

在租賃開始日，本集團確認使用權資產和負債，但租賃期不超過12個月的短期租賃和低價值租賃的資產除外。當集團就一項低價值的資產簽訂租賃協議時，本集團決定是否對其進行資本化，與未資本化的租賃相關的付款在租賃期內系統的確認為費用。

Notes to the Consolidated Financial Statements

合併財務報表附註

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

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(j) Leased assets (Continued)

(i) As a lessee (Continued)

Where the lease is capitalised, the lease liability is initially recognized 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.

The right-of-use asset recognized 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(h) and 1(n)(ii)).

1 重大會計政策(續)

(j) 租賃資產(續)

(i) 作為承租人(續)

如果租賃資本化，則租賃負債初始按租賃期內應付的租賃付款的現值確認，使用租賃中隱含的利率貼現，如果無法輕易確定該利率，則使用相關的增量借款利率進行貼現。初始確認後，租賃負債按攤餘成本計量，利息費用採用實際利率法計算。不依賴於指數或利率的可變租賃付款不包括在租賃負債的計量中，因此在其發生的會計期間計入損益。

租賃資本化時確認的使用權資產初始按成本計量，其中包括租賃負債的初始金額加上在生效日期或之前作出的任何租賃付款，以及產生的任何初始直接成本。在適用的情況下，使用權資產的成本還包括拆除和移除相關資產或恢復相關資產或其所在地點的成本估算，折現為其現值，減去所有租賃激勵。使用權資產按成本減去累計折舊和減值損失列示(見附註1(h)及1(n)(ii))。

Notes to the Consolidated Financial Statements

合併財務報表附註

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

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(j) Leased assets (Continued)

(i) As a lessee (Continued)

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The lease liability is also remeasured when there is a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract ("lease modification") that is not accounted for as a separate lease. In this case the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification. The only exceptions are rent concessions that occurred as a direct consequence of the COVID-19 pandemic and met the conditions set out in paragraph 46B of HKFRS 16 Leases. In such cases, the Group has taken advantage of the practical expedient not to assess whether the rent concessions are lease modifications, and recognized the change in consideration as negative variable lease payments in profit or loss in the period in which the event or condition that triggers the rent concessions occurred.

1 重大會計政策 (續)

(j) 租賃資產 (續)

(i) 作為承租人 (續)

當指數或利率變化導致未來租賃付款發生變化，或集團對剩餘價值擔保下預計應付金額的估計發生變化，或對價值擔保的重新評估導致未來租賃付款發生變化時，重新計量租賃負債。集團將合理確定行使購買、延期或終止選擇權。以這種方式重新計量租賃負債時，對使用權資產的帳面價值進行相應調整；使用權資產的帳面價值減為零的，計入損益。

當租賃範圍或租賃對價發生變化時，如果租賃合同中最初未規定（「租賃變更」），且未作為單獨租賃入帳，則租賃負債也應重新計量。在這種情況下，根據修改後的租賃付款和租賃期限，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，任何由於新冠疫情直接引起，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。在該情況下，本集團利用簡便實務操作方法，不評估該租金減讓是否為租賃修改，並在觸發該租金減讓的事件或情況發生的期間作為負可變租賃付款額計入損益。

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合併財務報表附註

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

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(j) Leased assets (Continued)

(i) As a lessee (Continued)

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.

(ii) As a lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. If this is not the case, the lease is classified as an operating lease.

When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. The rental income from operating leases is recognized in accordance with Note 1(s)(iii).

When the Group is an intermediate lessor, the sub-leases are classified as a finance lease or as an operating lease with reference to the right-of-use asset arising from the head lease. If the head lease is a short-term lease to which the Group applies the exemption described in Note 1(j)(i), then the Group classifies the sub-lease as an operating lease.

1 重大會計政策(續)

(j) 租賃資產(續)

(i) 作為承租人(續)

在合併報表中，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同付款的現值。

(ii) 作為出租人

當集團作為出租人時，在租賃開始時確定每個租賃是融資租賃還是經營租賃。如果租賃實質上將標的資產所有權附帶的所有風險和報酬轉移給承租人，則該租賃歸類為融資租賃，如果不是這種情況，則該租賃歸類為經營租賃。

當合同包含租賃和非租賃組成部分時，本集團將合同中的對價以相對獨立的銷售價格分配到每個組成部分。經營租賃的租金收入根據附註1(s)(iii)確認。

當本集團作為中間出租人時，根據主租賃產生的使用權資產，將轉租分為融資租賃或經營租賃。如果主租賃是短期租賃，本集團對其適用附註1(j)(i)所述的豁免，則本集團將轉租歸類為經營租賃。

Notes to the Consolidated Financial Statements

合併財務報表附註

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

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(k) Financial instruments

(i) Initial recognition, classification and measurement of financial instruments

A financial asset or financial liability is recognized in the statements of financial position when the Group becomes a party to the contractual provisions of a financial instrument.

At initial recognition, the Group measures a financial asset or financial liability at its fair value. Transaction costs of financial assets and financial liabilities carried at fair value through profit or loss are expensed in profit or loss. For other classes of financial assets or financial liabilities, the relevant transaction costs are included in the initial recognized value.

1 重大會計政策(續)

(k) 金融工具

(i) 金融工具的初始確認、分類和計量

當本集團成為金融工具合約條款的一方時，金融資產或金融負債在財務狀況表中確認。

於初始確認時，本集團按公允價值計量金融資產或金融負債。對於以公允價值計量且其變動計入當期損益的金融資產或金融負債，相關交易費用直接計入損益。對於其他類別的金融資產或金融負債，相關交易費用計入初始確認金額。

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合併財務報表附註

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

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(k) Financial instruments (Continued)

(i) Initial recognition, classification and measurement of financial instruments (Continued)

The classification requirements for debt instruments and equity instruments in the Group are described as below:

Debt instruments

Debt instruments held by the Group are classified into one of the following measurement categories:

- amortised cost (“AC”): Debt instruments that are held within a business model whose objective is to hold assets to collect contractual cash flows; and contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, and that are not designated as at FVTPL, are measured at amortized cost.

1 重大會計政策(續)

(k) 金融工具(續)

(i) 金融工具的初始確認、分類和計量(續)

本集團對債務工具和權益工具的分類要求如下：

債務工具

本集團將其債務工具劃分為以下計量類別：

- 以攤餘成本計量：如果管理該金融資產的業務模式是以收取合同現金流量為目標，且該金融資產的合同條款規定，在特定日期產生的現金流量，僅為對本金和以未償付本金金額為基礎的利息的支付，同時並未指定該金融資產為以公允價值計量且其變動計入當期損益，那麼該金融資產按照攤餘成本計量。

Notes to the Consolidated Financial Statements

合併財務報表附註

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

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(k) Financial instruments (Continued)

(i) Initial recognition, classification and measurement of financial instruments (Continued)

Debt instruments (Continued)

- fair value through other comprehensive income (FVOCI): Debt instruments that are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, and that are not designated as at FVTPL, are measured at FVOCI.
- fair value through profit or loss (FVTPL): All financial assets not classified as measured at AC or FVOCI as described above are measured at FVTPL.

1 重大會計政策 (續)

(k) 金融工具 (續)

(i) 金融工具的初始確認、分類和計量 (續)

債務工具 (續)

- 以公允價值計量且其變動計入其他綜合收益：如果管理該金融資產的業務模式既以收取合同現金流量為目標又以出售該金融資產為目標，且該金融資產的合同條款規定，在特定日期產生的現金流量，僅為對本金和以未償付本金金額為基礎的利息的支付，同時並未指定該金融資產為以公允價值計量且其變動計入當期損益，那麼該金融資產按照公允價值計量且其變動計入其他綜合收益計量。
- 以公允價值計量且其變動計入當期損益：不滿足以攤餘成本計量的金融資產和以公允價值計量且其變動計入其他綜合收益的金融資產，應當將其分類為以公允價值計量且其變動計入當期損益。

Notes to the Consolidated Financial Statements

合併財務報表附註

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

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(k) Financial instruments (Continued)

(i) Initial recognition, classification and measurement of financial instruments (Continued)

Equity instruments

Equity instruments are classified as FVTPL unless the equity instrument is not held for trading purposes and on initial recognition the Group makes an election to designate it at FVOCI (non-recycling) such that subsequent changes in fair value are recognized in other comprehensive income. Such elections are made on an instrument-by-instrument basis but may only be made if the equity instrument 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 instrument 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 FVTPL or FVOCI, are recognized in profit or loss.

1 重大會計政策(續)

(k) 金融工具(續)

(i) 金融工具的初始確認、分類和計量(續)

股權投資

股權投資被歸類為FVTPL，除非股權投資不是為交易目的而持有，並且在初始確認投資時，本集團進行選舉以指定FVOCI的投資（非回收），以便隨後的公允價值變動為在其他綜合收益中確認。此類篩選是在逐個工具的基礎上進行的，但只有在投資符合發行人視角下的股權定義時才可以進行。在進行此類篩選的情況下，在其他綜合收益中累計的金額保留在公允價值儲備（非回收）中，直至投資處置為止。在處置時，公允價值儲備（非回收）中累計的金額轉入留存收益。它不會通過盈利或虧損進行回收。股本證券投資的股息，無論是按公允價值計入損益還是按公允價值計量且其變動計入損益，均在損益中確認。

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合併財務報表附註

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

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(k) Financial instruments (Continued)

(ii) Subsequent measurement of financial instruments

Subsequent measurement of financial instruments depends on the categories:

- *Financial assets and liabilities measured at amortized cost*

The amortized cost is the amount at which the financial asset or financial liability is measured at initial recognition: (i) minus the principal repayments; (ii) plus or minus the cumulative amortization using the effective interest method of any difference between that initial amount and the maturity amount; (iii) for financial assets, adjusted for any loss allowance. Interest income and interest expenses from these financial assets and liabilities are included in “interest income” and “interest expense” using the effective interest method.

1 重大會計政策 (續)

(k) 金融工具 (續)

(ii) 金融工具的后續計量

金融工具的后續計量取決於其分類：

- 以攤餘成本計量的金融資產和金融負債

對於金融資產或金融負債的攤餘成本，應當以該金融資產或金融負債的初始確認金額經下列調整後的結果確定：(i)扣除已償還的本金；(ii)加上或減去採用實際利率法將該初始確認金額與到期日金額之間的差額進行攤銷形成的累計攤銷額；(iii)扣除累計計提的損失準備（僅適用於金融資產）。本集團採用實際利率法計算該資產和負債的利息收入和利息支出，並分別列報為「利息收入」和「利息支出」。

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合併財務報表附註

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

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(k) Financial instruments (Continued)

(ii) Subsequent measurement of financial instruments (Continued)

- *Financial assets and liabilities measured at amortized cost (Continued)*

The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial asset or financial liability to the gross carrying amount of a financial asset (i.e. its amortized cost before any impairment allowance) or to the amortized cost of a financial liability. The calculation does not consider expected credit losses (“ECL”) but includes transaction costs, premiums or discounts and fees and points paid or received that are integral to the effective interest rate. For purchased or originated credit-impaired (“POCI”) financial assets, the Group calculates the credit-adjusted effective interest rate, which is calculated based on the amortized cost of the financial asset instead of its gross carrying amount and incorporates the impact of expected credit losses in estimated future cash flows.

1 重大會計政策(續)

(k) 金融工具(續)

(ii) 金融工具的後續計量(續)

- 以攤餘成本計量的金融資產和金融負債(續)

實際利率，是指將金融資產或金融負債在預計存續期的估計未來現金流量，折現為該金融資產賬面餘額（即，扣除損失準備之前的攤餘成本）或該金融負債攤餘成本所使用的利率。計算時不考慮預期信用損失，但包括交易費用、溢價或折價、以及支付或收到的屬於實際利率組成部分的費用。對於源生或購入已發生信用減值的金融資產，本集團根據該金融資產的攤餘成本（而非賬面餘額）計算經信用調整的實際利率，並且在估計未來現金流量時將預期信用損失的影響納入考慮。

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合併財務報表附註

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

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(k) Financial instruments (Continued)

(ii) Subsequent measurement of financial instruments (Continued)

- *Financial assets and liabilities measured at amortized cost (Continued)*

Interest income is calculated by applying the effective interest rate to the gross carrying amount of financial assets and is included in "interest income", except for:

- POCI financial assets, whose interest income is calculated, since initial recognition, by applying the credit-adjusted effective interest rate to their amortized cost; and

1 重大會計政策 (續)

(k) 金融工具 (續)

(ii) 金融工具的後續計量 (續)

- 以攤餘成本計量的金融資產和金融負債 (續)

根據金融資產賬面餘額乘以實際利率計算確定利息收入並列報為「利息收入」，但下列情況除外：

- 對於購入或源生的已發生信用減值的金融資產，自初始確認起，按照該金融資產的攤餘成本和經信用調整的實際利率計算確定其利息收入；

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

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(k) Financial instruments (Continued)

(ii) Subsequent measurement of financial instruments (Continued)

- *Financial assets and liabilities measured at amortized cost (Continued)*
 - financial assets that are not POCI but have subsequently become credit-impaired, whose interest income is calculated by applying the effective interest rate to their amortized cost (i.e. net of the expected credit loss allowance). If, in a subsequent period, the financial assets improve their qualities so that they are no longer credit-impaired and the improvement in credit quality is related objectively to a certain event occurring after the application of the above-mentioned rules, then the interest income is calculated by applying the effective interest rate to their gross carrying amount.

1 重大會計政策(續)

(k) 金融工具(續)

(ii) 金融工具的后續計量(續)

- 以攤餘成本計量的金融資產和金融負債(續)
 - 對於購入或源生的未發生信用減值、但在後續期間成為已發生信用減值的金融資產，按照該金融資產的攤餘成本(即，賬面餘額扣除預期信用損失準備之後的淨額)和實際利率計算確定其利息收入。若該金融工具在後續期間因其信用風險有所改善而不再存在信用減值，並且這一改善在客觀上可與應用上述規定之後發生的某一事件相聯繫，應轉按實際利率乘以該金融資產賬面餘額來計算確定利息收入。

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

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(k) Financial instruments (Continued)

(ii) Subsequent measurement of financial instruments (Continued)

- *Financial assets at fair value through profit or loss*

The financial asset is measured at fair value and net gains or losses are recognized in profit or loss of the current period.

- *Financial guarantee contracts and loan commitments*

A financial guarantee contract is a contract that requires 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.

Financial guarantees are initially recognized at fair value on the date the guarantee was given. Subsequent to initial recognition, the Group’s liabilities under such guarantees are measured at the higher of the initial amount, less amortization of guarantees fees, and the expected credit loss provision required to settle the guarantee. Any increase in the liability relating to guarantees is recognized in profit or loss.

1 重大會計政策 (續)

(k) 金融工具 (續)

(ii) 金融工具的後續計量 (續)

- 以公允價值計量且其變動計入當期損益的金融資產

該金融資產以公允價值計量，其產生的所有利得或損失計入當期損益。

- 財務擔保合同和貸款承諾

財務擔保合同是指要求發行人(即擔保人)支付特定款項以償還擔保人(「持有人」)造成的損失的合同，該損失是由指定的債務人未能按照債務工具的條款還款造成的。

財務擔保在擔保提供日按公允價值進行初始確認。在初始確認之後，負債金額按初始確認金額扣減擔保手續費攤銷後的攤餘價值與對本集團履行擔保責任所需的預期信用損失準備孰高列示。與該擔保相關負債的增加計入當期損益。

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

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(k) Financial instruments (Continued)

(ii) Subsequent measurement of financial instruments (Continued)

- *Financial guarantee contracts and loan commitments (Continued)*

The impairment allowance of loan commitments provided by the Group is measured using ECL models. The Group has not provided any commitment to provide loans at a below-market interest rate, or that can be settled net in cash or by delivering or issuing another financial instrument.

(iii) Impairment of financial instruments, financial lease receivables, financial guarantee contracts and loan commitments

The Group recognizes a loss allowance for expected credit losses (ECLs) on the following items:

- financial assets measured at amortised cost;
- finance lease receivables; and
- financial guarantee contracts and loan commitments.

Financial assets measured at fair value through profit and loss are not subject to the ECL assessment.

1 重大會計政策(續)

(k) 金融工具(續)

(ii) 金融工具的後續計量(續)

- *財務擔保合同和貸款承諾(續)*

本集團提供的貸款承諾按照預期信用損失評估減值。本集團並未承諾以任何低於市場利率的價格發放貸款，也不以支付現金、通過交付或者發行其他金融工具作為貸款承諾的淨結算。

(iii) 金融工具，應收融資租賃款項，財務擔保合同及貸款承諾信用損失

本集團就下列專案確認預期信用損失(ECL)的損失準備：

- 按攤銷成本計量的金融資產；
- 應收融資租賃款；以及
- 財務擔保合同及貸款承諾。

以公允價值計量的金融資產，不受ECL評估。

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

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(k) Financial instruments (Continued)

(iii) Impairment of financial instruments, financial lease receivables, financial guarantee contracts and loan commitments (Continued)

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, which are all cash shortfalls, discounted at the original effective interest rate or credit-adjusted effective interest rate for POCI financial assets).

The Group measures ECL of a financial instrument reflecting: (i) an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes; (ii) the time value of money; and (iii) reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions.

1 重大會計政策 (續)

(k) 金融工具 (續)

(iii) 金融工具，應收融資租賃款項，財務擔保合同及貸款承諾信用損失 (續)

預期信用損失計量

ECL是信用損失的概率加權估計。信用損失，是指本集團按照原實際利率折現的、根據合同應收的所有合同現金流量與預期收取的所有現金流量之間的差額，即全部現金短缺的現值。其中，對於本集團購買或源生的已發生信用減值的金融資產，應按照該金融資產經信用調整的實際利率折現。

本集團對預期信用損失的計量反映了以下各種要素：(i)通過評價一系列可能的結果而確定的無偏概率加權平均金額；(ii)貨幣時間價值；以及(iii)在報告期末無須付出不必要的額外成本或努力即可獲得的有關過去事項、當前狀況以及未來經濟狀況預測的合理且有依據的信息。

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

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(k) Financial instruments (Continued)

(iii) Impairment of financial instruments, financial lease receivables, financial guarantee contracts and loan commitments (Continued)

Measurement of ECLs (Continued)

For financial instruments whose impairment losses are measured using the ECL models, the Group applies a three-stage impairment model to calculate their impairment allowance and recognize their ECL, as follows:

- Stage 1: If the credit risk has not increased significantly since its initial recognition, the financial asset is included in Stage 1;
- Stage 2: If the credit risk has increased significantly since its initial recognition but is not yet deemed to be credit-impaired, the financial instrument is moved to Stage 2. The description of how the Group determines when a significant increase in credit risk has occurred is disclosed in Note 34(a);
- Stage 3: If the financial instrument is credit-impaired, the financial instrument is then moved to Stage 3. The definition of credit-impaired financial assets is disclosed in Note 34(a).

1 重大會計政策(續)

(k) 金融工具(續)

(iii) 金融工具，應收融資租賃 款項，財務擔保合同及貸 款承諾信用損失(續)

預期信用損失計量(續)

對於納入預期信用損失計量的金融工具，運用「三階段」減值模型分別計量其損失準備、確認預期信用損失：

- 階段一：自初始確認後信用風險並未顯著增加的金融工具，其損失階段劃分為階段一；
- 階段二：自初始確認後信用風險顯著增加，但並未將其視為已發生信用減值的金融工具，其損失階段劃分為階段二。信用風險顯著增加的判斷標準，參見附註34(a)；
- 階段三：對於已發生信用減值的金融工具，其損失階段劃分為階段三。已發生信用減值資產的定義，參見附註34(a)。

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1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(k) Financial instruments (Continued)

(iii) Impairment of financial instruments, financial lease receivables, financial guarantee contracts and loan commitments (Continued)

Measurement of ECLs (Continued)

Financial instruments in Stage 1 have their ECL measured at an amount equivalent to the ECL of the financial asset for the next 12 months (“12m ECL”). Financial instruments in Stage 2 or Stage 3 have their ECL measured at an amount equivalent to the ECL over the lifetime of the financial instruments (“Lifetime ECL”). The description of inputs, assumptions and estimation techniques used in measuring the ECL is disclosed in Note 34(a).

If the Group has measured the loss allowance for a financial instrument other than POCI at an amount equal to lifetime expected credit losses in the previous reporting period, but determines at the current reporting date that the financial instrument is no longer regarded as experiencing a significant increase in credit risk since initial recognition, the Group measures the loss allowance at an amount equal to 12-month expected credit losses at the current reporting date and the amount of expected credit losses reversal is recognized in profit or loss. For POCI financial assets, at the reporting date, the Group only recognizes the cumulative changes in lifetime expected credit losses since initial recognition.

1 重大會計政策 (續)

(k) 金融工具 (續)

(iii) 金融工具，應收融資租賃款項，財務擔保合同及貸款承諾信用損失 (續)

預期信用損失計量 (續)

階段一金融工具按照相當於該金融工具未來12個月內預期信用損失的金額計量其損失準備，階段二和階段三金融工具按照相當於該金融工具整個存續期內預期信用損失的金額計量其損失準備。預期信用損失計量中所使用的參數、假設及估計，參見附註34(a)。

在前一會計期間已經按照相當於金融工具整個存續期內預期信用損失的金額計量了損失準備，但在當期報告期末，該金融工具已不再屬於自初始確認後信用風險顯著增加的情形的，本集團在當期報告期末按照相當於未來12個月內預期信用損失的金額計量該金融工具的損失準備，由此形成的損失準備的轉回金額作為減值利得計入當期損益，但購買或源生的已發生信用減值的金融資產除外。對於購買或源生的已發生信用減值的金融資產，本集團在當期報告期末僅將自初始確認後整個存續期內預期信用損失的累計變動確認為損失準備。

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1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(k) Financial instruments (Continued)

(iii) Impairment of financial instruments, financial lease receivables, financial guarantee contracts and loan commitments (Continued)

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 recognized as a reversal of impairment in profit or loss in the period in which the recovery occurs.

(iv) 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. For a financial asset held or a financial liability to be assumed, the quoted price is the current bid price. For a financial asset to be acquired or a financial liability assumed, it is the current asking price. The quoted prices from an active market are prices that are readily and regularly available from an exchange, broker, industry group or pricing service agency, and represent actual and regularly occurring market transactions on an arm's length basis.

1 重大會計政策(續)

(k) 金融工具(續)

(iii) 金融工具，應收融資租賃款項，財務擔保合同及貸款承諾信用損失(續)

核銷政策

在沒有實際復蘇前景的情況下，核銷(部分或全部)金融資產的賬面總額。當本集團確定債務人沒有可產生足夠現金流量以償還註銷金額的資產或收入來源時，通常就是這種情況。

已減記的金融資產以後又收回的，作為減值損失的轉回計入收回當期的損益。

(iv) 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，且不扣除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。對於已持有的金融資產或將發生的金融負債，報價為當前競標價。對於將取得的金融資產或已發生的金融負債，報價為當前報價。活躍市場中的報價是可容易且經常從交易所、代理人、行業集團或定價服務機構獲取的，並且代表實際和經常發生的正常市場交易。

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1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(k) Financial instruments (Continued)

(iv) Fair value measurement (Continued)

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)

(k) 金融工具 (續)

(iv) 公允價值計量 (續)

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）無風險匯率、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 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(k) Financial instruments (Continued)

(v) Interim financial reporting and impairment

Under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the Group is required to prepare an interim financial report in compliance with HKAS 34, *Interim financial reporting*, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see Notes 1(k)(iii) and 1(n)(i) and (ii)).

Impairment losses recognized in an interim period in respect of goodwill are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognized had the impairment been assessed only at the end of the financial year to which the interim period relates.

(l) 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 amortized cost using the effective interest method. Interest expense is recognized in accordance with the Group's accounting policy for borrowing costs (see Note 1(t)).

1 重大會計政策(續)

(k) 金融工具(續)

(v) 中期財務報告和減值

根據香港聯合交易所有限公司證券上市規則，本集團須就本財政年度首六個月編製符合香港會計準則第34號*中期財務報告*的中期財務報告。於中期期末，本集團採用與財政年度末相同的減值測試，確認及轉回準則（見附註1(k)(iii)，1(n)(i)以及(ii)）。

於中期期間就商譽確認的減值虧損於其後期間不會撥回。即使在中期期間財政年度結束時僅對減值進行評估，即使沒有損失或損失較小，也是如此。

(l) 計息借款

計息借款於起始時以公允價值減應佔交易成本確認。於初始確認後，計息借款以攤銷成本列賬。根據本集團的會計政策，利息支出應確認為借款費用（附註1(t)）。

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1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(m) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, property pre-sale proceeds held by solicitor that are held for meeting short-term cash commitments, 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 ECL in accordance with the policy set out in Note 1(k)(iii).

(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, except in the case of goodwill, an impairment loss previously recognized no longer exists or may have decreased:

- Investments in subsidiaries, associates and joint venture;
- Property, plant and equipment, including right-of-use assets;
- Intangible assets; and
- Goodwill.

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, intangible assets that are not yet available for use and intangible assets that have indefinite useful lives, the recoverable amount is estimated annually whether or not there is any indication of impairment.

1 重大會計政策 (續)

(m) 現金及現金等價物

現金及現金等價物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、律師持有用於滿足短期現金承諾的物業預售所得款項，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。現金和現金等價物根據附註1(k)(iii)中規定的政策評估預期信用損失。

(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，商譽除外，或先前已確認之資產減值損失不復存在或已有所減少：

- 對子公司、聯營企業和合營企業的投資；
- 物業、廠房及設備；
- 無形資產；及
- 商譽。

倘存在該等跡象，則會對該資產的可收回金額作出估計。此外，對於商譽和目前尚未達到可使用狀態的無形資產以及具有無限期可使用壽命的無形資產，無論是否存在減值跡象，均要每年進行可收回金額的評估。

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合併財務報表附註

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

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(n) Impairment of non-financial assets (Continued)

– Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit). A portion of the carrying amount of a corporate asset (for example, head office building) is allocated to an individual cash-generating unit if the allocation can be done on a reasonable and consistent basis, or to the smallest group of cash-generating units if otherwise.

1 重大會計政策(續)

(n) 非金融資產減值(續)

– 計算可回收金額

資產的可收回金額以其公允價值減處置費用後的淨額與資產預計未來現金流量現值兩者中較高金額為準。在預計資產預計未來現金流量的現值時，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基本上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。企業資產（例如，總部大樓）的一部分帳面金額，如果可以在合理和一致的基礎上進行分配，則分配至單獨現金產出單元，或分配至最小現金產出單元組。

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1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(n) Impairment of non-financial assets (Continued)

– Recognition of impairment losses

An impairment loss is recognized 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 recognized in respect of cash-generating 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 favorable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

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

確認資產減值損失資產或其所屬的現金產出單元的可收回金額低於其賬面價值的，應確認減值損失，計入當期損益。與現金產出單元或者現金產出單元組相關的資產減值損失，先按現金產出單元或者現金產出單元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公允價值減去處置費用（如可計量）或其現值（如可確定的）。

– 資產減值損失的轉回

對於商譽以外的資產，如用於釐定可收回金額的估計發生有利的變化，則原確認的資產減值損失將予以轉回。商譽的資產減值損失不予轉回。

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1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(n) Impairment of non-financial assets (Continued)

– Reversals of impairment losses (Continued)

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognized in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognized.

(o) Employee benefits

(i) Short term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave and defined contribution 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 organization. The contributions are charged to the statement of profit or loss on an accrual basis.

1 重大會計政策(續)

(n) 非金融資產減值(續)

– 資產減值損失的轉回(續)

該轉回後的賬面價值不超過假定不計提資產減值損失情況下該資產在轉回日的賬面價值。轉回的資產減值損失於確認有關轉回的年度內計入當期損益。

(o) 職工薪酬

(i) 短期職工薪酬及社會保險及住房公積金計劃

薪金、年終獎金、帶薪年假及本集團根據中國相關法律及條例作出的指定供款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。

根據相關中國法律和條例，本集團位於中國的附屬公司為員工加入了指定供款，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。供款按應計基準計入當期損益。

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

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(o) Employee benefits (Continued)

(ii) Share-based payments

The fair value of share awards granted to employees is recognized as an employee cost with a corresponding increase in a capital reserve within equity. The fair value is measured at grant date using the Cox-Ross-Rubinstein Binomial Pricing model, taking into account the terms and conditions upon which the awards were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the awards, the total estimated fair value of the awards is spread over the vesting period, taking into account the probability that the awards will vest.

During the vesting period, the number of share awards that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognized in prior years is charged/credited to the profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the capital reserve. On vesting date, the amount recognized as an expense is adjusted to reflect the actual number of awards that vest (with a corresponding adjustment to the capital reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognized in the capital reserve until either the option is exercised (when it is included in the amount recognized in share capital for the shares issued) or the option expires (when it is released directly to retained profits).

1 重大會計政策 (續)

(o) 職工薪酬 (續)

(ii) 以權益結算的股份支付

授予僱員的股份獎勵的公允價值已予確認為員工薪酬，而權益中的資本公積亦會相應增加。公允價值在授予日起以Cox-Ross-Rubinstein Binomial模型計量，並計及所授予獎勵的條款及條件。倘僱員於無條件取得股份獎勵前須符合歸屬條件，股份獎勵的估計公允價值總額會於歸屬期內經考慮股份獎勵將會歸屬的可能性予以分攤。

在歸屬期內，預期會歸屬的股份獎勵數目會被審閱。任何對於過往年度確認的累計公允價值的所得調整乃於審閱年度自損益扣除／計入損益，除非原職工薪酬符合資格確認為資產，並對資本公積作出相應調整。於歸屬日期，確認為費用的金額乃調整以反映歸屬的股份獎勵的實際數目（並對資本公積作出相應調整），惟倘沒收僅因並無達成與公司股份市價有關的歸屬條件則除外。權益金額於資本儲備確認，直至購股權獲行使（在此情況下該金額將包含在發行的股本中）或購股權到期屆滿（在此情況下將直接回撥保留溢利）。

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1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(o) Employee benefits (Continued)

(iii) Termination benefits

Termination benefits are recognized at the earlier of when the Group can no longer withdraw the offer of those benefits and when it recognizes restructuring costs involving the payment of termination benefits.

(p) Income tax

Income tax expense comprises current tax and deferred tax. It is recognized in profit or loss except to the extent that it relates to a business combination, or items recognized directly in equity or in OCI.

Current tax comprises the estimated tax payable or receivable on the taxable income or loss for the year and any adjustments to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects any uncertainty related to income taxes. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax also includes any tax arising from dividends.

Current tax assets and liabilities are offset only if certain criteria are met.

1 重大會計政策(續)

(o) 職工薪酬(續)

(iii) 辭退福利

辭退福利產生的負債以，本集團在不能單方面撤回因解除勞動關係計劃或裁減建議所提供的辭退福利和已經制定正式的解除勞動關係計劃或提出自願裁減建議並即將實施，兩者孰早確認。

(p) 所得稅

所得稅費用由當期所得稅費用和遞延所得稅費用組成。除因企業合併和直接計入所有者權益或其他綜合收益的事項產生的所得稅外，本集團將當期所得稅和遞延所得稅計入當期損益。

當期所得稅包括按本年度應課稅所得或虧損計算的預期應付或應收稅項，以及對以往年度應付或應收稅項作出的任何調整。當期應付或應收稅項的金額是對預期支付或收到的稅項金額的最佳估計，反映了與所得稅有關的任何不確定性。當期稅項根據已執行或於報告期末實質上已執行的稅率計量。當期稅項還包括任何由股息產生的稅項。

當期所得稅資產和負債只有在滿足某些標準的情況下方可抵銷。

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1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(p) Income tax (Continued)

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;
- temporary differences related to investment in subsidiaries, associates and joint venture to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future;
- taxable temporary differences arising on the initial recognition of goodwill; and
- those related to the income taxes arising from tax laws enacted or substantively enacted to implement the Pillar Two model rules published by the Organisation for Economic Co-operation and Development.

The Group recognized deferred tax assets and deferred tax liabilities separately in relation to its lease liabilities and right-of-use assets.

1 重大會計政策 (續)

(p) 所得稅 (續)

遞延所得稅按以財務報告為目的的資產和負債的帳面金額與用作稅務用途的金額之間的暫時性差異確認。不確認為遞延所得稅資產與負債的暫時性差異源自以下情況：

- 初始確認不屬於企業合併的交易的資產或負債所產生的暫時性差異。該交易發生時既不影響會計利潤也不影響應納稅所得額或虧損，且不產生相同的應課稅及可抵扣暫時性差異；
- 與對附屬公司和聯營企業的投資有關的暫時性差異，只限於本集團可以控制轉回的時間，而且在可預見的將來不大可能轉回的暫時性差異；
- 商譽的初始確認導致的應課稅暫時性差異；及
- 暫時性差異與為實施經濟合作與發展組織發佈的第二支柱示範規則而執行或實質上已執行的稅法所產生的所得稅相關。

本集團就其租賃負債確認一項單獨的遞延所得稅資產，並就其使用權資產確認一項遞延所得稅負債。

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1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(p) Income tax (Continued)

Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognize a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for individual subsidiaries in the Group. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized; such reductions are reversed when the probability of future taxable profits improves.

Where investment properties are carried at their fair value in accordance with Note 1(g), the amount of deferred tax recognized is measured using the tax rates that would apply on sale of those assets at their carrying value at the reporting date, unless the property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the property over time, rather than through sale. In all other cases, the measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if certain criteria are met.

1 重大會計政策(續)

(p) 所得稅(續)

遞延所得稅資產根據未使用稅項損失、未使用稅務抵扣和可抵扣暫時性差異進行確認，且只限於很可能獲得能利用該遞延所得稅資產來抵扣的未來應稅利潤。未來應稅利潤基於相關應稅暫時性差異的轉回予以確定。如果應稅暫時性差異的金額不足以全額確認遞延所得稅資產，則根據本集團各附屬公司的業務計劃，考慮未來的應稅利潤，並對現有暫時性差異的轉回作出調整。於各報告日，本集團對遞延所得稅資產進行覆核。如果未來期間很可能無法變現相關稅務利潤，則減記遞延所得稅資產。在相關稅務利潤很可能增加時，減記的金額予以轉回。

如果投資性房地產按照附註1(g)的公允價值進行，則確認的遞延稅款金額採用在報告日出售這些資產時適用的稅率來衡量，除非該資產是可折舊財產，並且是在一種商業模式中持有的，其目標是隨著時間的推移消耗該財產所體現的幾乎所有經濟利益，而不是通過銷售。在所有其他情況下，遞延稅項的計量反映了本集團於報告日預計用以收回或結算其資產和負債帳面金額的方式所產生的稅務後果。

遞延所得稅資產和負債只有在滿足某些標準的情況下方可抵銷。

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1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(q) Repossessed assets

Repossessed assets are physical assets or property rights obtained by the Group from debtors, warrantors 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 amortized. The impairment losses of initial measurement and subsequent revaluation are charged to the profit or loss.

(r) Provisions and contingent liabilities

Provisions are recognized for other liabilities of uncertain timing or amount 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.

Where some or all of the expenditure required to settle a provision is expected to be reimbursed by another party, a separate asset is recognized for any expected reimbursement that would be virtually certain. The amount recognized for the reimbursement is limited to the carrying amount of the provision.

1 重大會計政策 (續)

(q) 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。初始確認及後續重新評估的減值損失計入損益。

(r) 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，便應就該未能確定時間或數額的負債確認撥備。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，惟付出經濟效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。

如果清償準備所需的部分或全部支出預計將由另一方補償，則將完全肯定可獲補償的數額確認為另一資產專案。為補償而確認的金額僅以該準備的帳面金額為限。

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1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(s) Revenue and other income

Income is classified by the Group as revenue when it arises from the sale of goods, the provision of services or the use by others of the Group's assets under leases in the ordinary course of the Group's business.

The Group is the principal for its revenue transactions and recognizes revenue on a gross basis, including the sale of electronic products that are sourced externally. In determining whether the Group acts as a principal or as an agent, it considers whether it obtains control of the products before they are transferred to the customers. Control refers to the Group's ability to direct the use of and obtain substantially all of the remaining benefits from the products.

Further details of the Group's revenue and other income recognition policies are as follows:

(i) Guarantee and consulting fee income

Guarantee income is determined based on the total agreed fee in the guarantee contracts and is recognized in the statement of profit or loss over the period of guarantee. The Group receives consulting fee income in relation to guarantee services in full at inception and records it as unearned income before amortizing it throughout the period of guarantee.

(ii) Interest and handling fee income

Interest income is recognized as it accrues using the effective interest method. The Group receives handling fee income from loan services in full at inception and records it as unearned income before amortizing it throughout the contractual period of the loan.

1 重大會計政策(續)

(s) 收入確認

於本集團日常業務過程中，本集團將其出售貨品、提供服務或供他人使用本集團租賃資產所產生的收入分類為收益。

本集團是其收入交易的主體，並以總額為基礎確認收入，包括銷售來自外部的電子產品。在確定集團是作為委託人還是作為代理人時，它會考慮在產品轉讓給客戶之前是否獲得了對產品的控制權。控制是指本集團指導使用產品並從產品中獲得基本上所有剩餘利益的能力。

有關本集團收益及其他收入確認政策的進一步詳情如下：

(i) 擔保及諮詢費收入

擔保收入按照擔保合同規定收費在擔保合同期內確認，計入當期損益。與擔保服務相關的諮詢費收入在服務提供前全額預收並於服務提供期間內攤銷確認。

(ii) 利息和手續費收入

利息收入於應計提時採用實際利率法確認。本集團於訂立合約時就貸款服務收取手續費收入並在其於貸款合約期內攤銷前計入遞延收益。

Notes to the Consolidated Financial Statements

合併財務報表附註

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

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(s) Revenue and other income (Continued)

(iii) Rental income from operating leases

Rental income receivable under operating leases is recognized 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 recognized 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 recognized as income in the accounting period in which they are earned.

(iv) Insurance broker related service

Commission income from insurance brokerage is recognized in profit or loss on the transaction dates when the relevant contract notes are exchanged.

(v) Dividends

- Dividend income from unlisted investments is recognized when the shareholder's right to receive payment is established.
- Dividend income from listed investments is recognized when the share price of the investment goes ex-dividend.

1 重大會計政策 (續)

(s) 收入確認 (續)

(iii) 經營租賃的租金收入

經營租賃的應收租金收入在租賃期內按照直線法在損益中確認，除非有其他確認方法更能代表租賃資產的利益模式。租賃優惠應確認為應收租賃付款額的組成部分。不依賴指數和利率的可變租金付款額在整個會計期間確認為收入。

(iv) 保險經紀相關業務

保險經紀手續費收入在合同執行時確認收入。

(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。

Notes to the Consolidated Financial Statements

合併財務報表附註

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

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(s) Revenue and other income (Continued)

(vi) Government grants

Government grants are recognized in the 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 to SMEs under certain criteria are recognized as income in the statement of 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 recognized in the statement of profit or loss over the useful life of the asset by way of reduced depreciation expense.

(t) Borrowing costs

Borrowing costs are expensed in the period in which they are incurred.

(u) Related parties

- (a) A person, or a close member of that person's family, is related to the Group if that person:
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or the Group's parent.

1 重大會計政策(續)

(s) 收入確認(續)

(vi) 政府補助

政府補助在能夠滿足政府補助所附條件時，並有合理保證能夠收取政府補助時，於財務狀況表中予以確認。補償本集團向某類中小型企業提供擔保服務的補助於收到該等補助時於損益表中確認為收入。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表內實際確認。

(t) 借款費用

借款費用於發生當期確認為財務費用。

(u) 關聯方

- (a) 如下個人及與其關係密切的家庭成員可視為本集團的關聯方：
- (i) 對本集團實施控制或共同控制；
 - (ii) 對本集團施加重大影響；或
 - (iii) 本集團及本集團母公司的關鍵管理人員。

Notes to the Consolidated Financial Statements

合併財務報表附註

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

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(u) Related parties (Continued)

- (b) An entity is related to the Group if any of the following conditions applies:
- (i) 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);
 - (ii) 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);
 - (iii) Both entities are joint ventures of the same third party;
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third party;
 - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) The entity is controlled or jointly controlled by a person identified in (a);
 - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity);

1 重大會計政策 (續)

(u) 關聯方 (續)

- (b) 如下企業可視為本集團的關聯方：
- (i) 與本集團同屬同一集團的企業（即集團內所有母公司、附屬公司及同系附屬公司之間互為關聯方）；
 - (ii) 集團的聯營企業或合營企業（或集團內其他企業的聯營企業或合營企業）；
 - (iii) 同為同一第三方的合營企業；同為同一第三方的合營企業；
 - (iv) 企業與本集團，一方為第三方企業的合營企業，而另一方為同一第三方企業的聯營企業；
 - (v) 企業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；
 - (vi) 受(a)中個人控制或共同控制的企業；
 - (vii) 受(a)(i)中個人重大影響的企業，或(a)(i)中個人為企業（或企業母公司）的關鍵管理人員；

Notes to the Consolidated Financial Statements

合併財務報表附註

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

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(u) Related parties (Continued)

(b) An entity is related to the Group if any of the following conditions applies: (Continued)

(viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the 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.

(v) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial statements 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)

(u) 關聯方(續)

(b) 如下企業可視為本集團的關聯方：(續)

(viii) 實體或其所屬集團的任何成員公司向本集團或本集團的母公司提供主要管理人員服務。

一名人士的近親是指與該實體交易時預期可影響該人士或受該人士影響的家庭成員。

(v) 分部報告

經營分部及財務報表所呈列各分部的金額，乃從為向本集團各項業務及地理位置分配資源及評估其業績而定期向本集團最高行政管理層提供的財務報表當中識別出來。

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份條件，則可以合併為一個報告分部。

Notes to the Consolidated Financial Statements

合併財務報表附註

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

2 NET FEE AND INTEREST INCOME

The principal activities of the Group are the provision of credit guarantee and related consulting services, loans to customers and agency services in the PRC. Net fee and interest income represents net guarantee and consulting fee income and net interest and handling fee income. The amount of each significant category of net fee and interest income recognized is as follows:

2 淨手續費及利息收入

本集團的主要業務包括中國境內提供信貸擔保及相關諮詢服務，發放貸款及代理服務。淨手續費及利息收入包括擔保及諮詢費淨收入及利息和手續費淨收入。各主要類別下的淨手續費及利息收入載列如下：

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Guarantee and consulting fee income	擔保及諮詢費收入		
Financing guarantee and consulting fee income	融資擔保及諮詢費收入	144,679	152,682
Performance guarantee and consulting fee income	履約擔保及諮詢費收入	198,715	306,231
		343,394	458,913
Guarantee handling expenses	擔保手續費支出	(88,321)	(121,575)
Net guarantee and consulting fee income	擔保及諮詢費淨收入	255,073	337,338
Interest and handling fee income arising from:	利息及手續費收入來自：		
- Loans and advances to customers	- 發放貸款及墊款	191,175	150,422
- Factoring business	- 保理業務	36,708	63,319
- Cash at banks	- 銀行存款	1,737	4,780
- Credit consulting services commission income	- 信用服務佣金收入	44,738	93,415
- Finance lease business	- 融資租賃業務	17	455
- Time and restricted bank deposits	- 期限在3個月以上的定期存款和存出擔保保證金	44,899	45,011
- Other interest and commission income	- 其他利息及手續費收入	50,155	33,258
		369,429	390,660

Notes to the Consolidated Financial Statements

合併財務報表附註

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

2 NET FEE AND INTEREST INCOME (CONTINUED) 2 淨手續費及利息收入(續)

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Interest and commission expenses arising from:	利息及手續費支出來自：		
- Interest-bearing borrowings	- 計息借款	(137,706)	(151,292)
- Financial assets sold under repurchase agreements	- 賣出回購金融資產	(9,244)	(8,486)
- Commission expenses paid in relation to SME lending business	- 小微貸款備金支出	(4,899)	(9,312)
- Interest on lease liabilities	- 租賃負債利息	(858)	(1,692)
- Other interest and commission expenses	- 其他利息及手續費支出	(32,710)	(11,696)
		(185,417)	(182,478)
Net interest and handling fee income	利息及手續費淨收入	184,012	208,182
Net fee and interest income	淨手續費及利息收入	439,085	545,520

The Group's customer base is diversified and has no customer with whom transactions exceeded 10% of the Group's net fee and interest income during the years ended 31 December 2023 and 2022. Details of concentrations of credit risk are set out in Note 34(a).

Further details regarding the Group's principal activities are disclosed in Note 33.

本集團擁有多元化的客戶基礎，截至2023年及2022年12月31日止年度的未有交易超過本集團淨手續費及利息收入10%的客戶。有關集中信貸風險詳情載列於附註34(a)。

有關本集團主要業務的詳情載列於附註33。

Notes to the Consolidated Financial Statements

合併財務報表附註

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

3 OTHER OPERATING INCOME, NET

3 其他運營收入，淨額

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Commission income of insurance broker business	保險經紀人業務收入	12,210	22,864
Commission expenses of insurance broker business	保險經紀人業務支出	(11,079)	(14,900)
Net gain on disposal of subsidiaries/associates	處置長期投資淨收益	27,004	14,093
Government grants	政府補助	20,044	20,228
Dividend income from financial assets measured at fair value	處置以公允價值計量的金融資產的股息收入	6,359	12,616
Rental income from properties	物業租金收入	8,311	7,881
Others	其他	(9,494)	5,386
		53,355	68,168

4 IMPAIRMENT LOSSES

4 減值損失

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade and other receivables (Note 14(b))	應收及其他應收款項 (附註14(b))	73,680	98,272
Loans and advances to customers (Note 16(f))	發放貸款及墊款(附註16(f))	43,044	137,611
Receivables for factoring business (Note 15(b))	應收保理款(附註15(b))	6,455	(5,038)
Finance lease receivables (Note 17(b))	應收融資租賃款(附註17(b))	4,428	2,204
Repossessed assets	抵債資產	4,343	4,073
		131,950	237,122

Notes to the Consolidated Financial Statements

合併財務報表附註

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

5 PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging:

(a) Operating expenses:

5 稅前利潤

稅前利潤已扣除：

(a) 營運支出：

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Staff costs	員工薪酬		
– Salaries, wages, bonuses and other benefits	– 工資、獎金、津貼及其他福利	180,353	229,079
– Contributions to retirement schemes	– 養老保險	37,423	40,544
– Termination benefits	– 辭退福利	9,353	21,438
Travelling expenses	差旅費	12,695	9,375
Depreciation expenses	折舊費用		
– Owned investment property and property, plant and equipment	– 自有投資性房地產、財產、廠房和設備	49,073	55,532
– Right-of-use assets	– 使用權資產	11,481	15,550
Amortisation of intangible assets	無形資產攤銷費用	15,777	14,769
Office expenses	辦公費	9,053	8,757
Tax and surcharges	稅金及附加	10,953	14,718
Auditors' remuneration	審計費	7,800	8,080
Others	其他	81,921	91,945
		425,882	509,787

Notes to the Consolidated Financial Statements

合併財務報表附註

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

5 PROFIT BEFORE TAXATION (CONTINUED)

5 稅前利潤(續)

(b) Other net losses:

(b) 其他淨虧損：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Net (gains)/losses on disposal of property, plant and equipment	出售物業、廠房及設備淨(收益)/損失	(238)	16,402
Net losses on disposal of repossessed assets	抵債資產處置淨損失	5,404	18,097
Others	其他	1,169	5,240
		6,335	39,739

6 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS

6 合併損益表中所得稅

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

(a) 合併損益表中的稅項指：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Current tax (Note 30(a))	當期所得稅(附註30(a))		
Provision for PRC income tax for the year	本年計提所得稅	13,455	37,895
Deferred tax (Note 30(b))	遞延所得稅(附註30(b))		
Origination and reversal of temporary differences	暫時性差異的產生及回撥	19,961	19,621
		33,416	57,516

Notes to the Consolidated Financial Statements

合併財務報表附註

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

6 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (CONTINUED)

6 合併損益表中所得稅(續)

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

(b) 按適用稅率計算的所得稅費用與會計利潤的調節表：

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Profit before taxation	稅前利潤	57,224	109,552
Notional tax on profit before taxation calculated at the rates applicable in the jurisdictions concerned (Note)	按照法定稅率計算的所得稅(附註)	8,405	10,288
Effect of non-deductible expenses	不可抵扣支出的稅務影響	1,894	3,069
Effect of non-taxable income	非應稅收入的影響	(26,616)	(23,861)
Effect of unused tax losses not recognized	不可利用稅務損失的影響	72,719	74,351
Usage of previous years' loss	以前年度虧損的使用	(22,986)	(6,331)
Actual income tax expense	所得稅費用合計	33,416	57,516

Note:

Except for Hanhua Financing Guarantee Co., Ltd., Chongqing Hanhua Micro-credit Co., Ltd., Sichuan Hanhua Financing Guarantee Co., Ltd., Chongqing Jinwei Technology Co., Ltd., Beijing Hanhua Internet Technology Co., Ltd., Horgos Huiwei Enterprise Management Consulting Co., Ltd., Chongqing Hanhua Information Technology Co., Ltd., Chongqing Hongshengwang Industrial Co., Ltd., Hanhua Huitai (Chongqing) Private Equity Fund Management Co., Ltd., Huize Zhishu Technology (Chongqing) Co., Ltd., and Qingdao Sunshine Anju Digital Technology Co., Ltd., the Company and its subsidiaries are subject to PRC income tax rate of 25%. Huiwei Hong Kong Holding Co., Ltd., HWA Asset Management Limited and Hanhua Hong Kong Holdings Co., Ltd. are subject to Hong Kong income tax rate of 16.5%.

附註：

除瀚華融資擔保股份有限公司、重慶市瀚華小額貸款有限責任公司、四川瀚華融資擔保有限公司、重慶金微科技有限公司、北京瀚華網絡科技有限公司、霍爾果斯市惠微企業管理諮詢有限公司、重慶瀚華信息技術有限公司、重慶泓昇旺實業有限公司、瀚華慧泰(重慶)私募基金管理有限公司、慧澤智數科技(重慶)有限公司和青島陽光安居數字科技有限責任公司以外，本公司及其附屬公司按照25%中國所得稅稅率繳稅。惠微香港控股有限公司、惠微資產管理有限公司以及瀚華香港控股有限公司適用的香港所得稅率為16.5%。

Notes to the Consolidated Financial Statements

合併財務報表附註

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

6 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (CONTINUED)

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

Note: (Continued)

Hanhua Financing Guarantee Co., Ltd., Chongqing Hanhua Micro-credit Co., Ltd., Sichuan Hanhua Financing Guarantee Co., Ltd., and Chongqing Jinwei Technology Co., Ltd. are qualified enterprises located in the Western Region and are therefore entitled to preferential tax rate of 15% during the years ended 31 December 2023 and 2022.

Beijing Hanhua Internet Technology Co., Ltd. is a qualified high-tech enterprise and is therefore entitled to preferential tax rate of 15% during the years ended 31 December 2023 and 2022.

Horgos Huiwei Enterprise Management Consulting Co., Ltd. is a qualified enterprise located in Horgos since 26 January 2016, and is therefore entitled to exempt from PRC income tax in the first to the fifth years from the first-profitable year, and be subject to a 50% reduction in PRC income tax for the sixth year to the tenth year. Such tax exemption and reduction shall be implemented upon registration and filing with the tax authorities.

Chongqing Hanhua Information Technology Co., Ltd., Chongqing Hongshengwang Industrial Co., Ltd., Hanhua Huitai (Chongqing) Private Equity Fund Management Co., Ltd., Huize Zhishu Technology (Chongqing) Co., Ltd., and Qingdao Sunshine Anju Digital Technology Co., Ltd. are qualified small and micro enterprises and are therefore entitled to preferential tax rate of 20% during the year ended 31 December 2023.

6 合併損益表中所得稅(續)

(b) 按適用稅率計算的所得稅費用與會計利潤的調節表：(續)

附註：(續)

瀚華融資擔保股份有限公司、重慶市瀚華小額貸款有限責任公司、四川瀚華融資擔保有限公司以及重慶金微科技有限公司為符合西部大開發稅收優惠的企業，因而於截至2022年及2023年12月31日止年度享有優惠稅率15%。

北京瀚華網路科技有限公司是一家合格的高新技術企業，因此在截至2023年12月31日及2022止年度享有15%的優惠稅率。

霍爾果斯惠微企業管理諮詢有限公司是一家自2016年1月26日起在霍爾果斯成立的合格企業，因此有權在第一至第五年免徵中國所得稅，並在第六年至第十年減征中華人民共和國所得稅50%。免稅減征，經稅務機關登記備案後實施。

重慶瀚華信息技術有限公司、重慶泓昇旺實業有限公司、瀚華慧泰(重慶)私募基金管理有限公司、慧澤智數科技(重慶)有限公司和青島陽光安居數字科技有限責任公司是符合稅收優惠政策的小微企業，因此在截至2023年12月31日止年度享有20%的優惠稅率。

Notes to the Consolidated Financial Statements

合併財務報表附註

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

7 DIRECTORS' AND SUPERVISORS' REMUNERATION

7 董事和監事薪酬

Directors' 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:

董事和監事薪酬按照香港公司條例383(1)以及《公司(披露董事利益資料)規例》第二部份披露如下：

		2023 2023年				
		Director's fees	Salaries allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	Total
		董事費	薪酬、津貼及其他福利	獎金	退休計劃供款	小計
		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
Chairman	主席					
Zhang Jun	張軍	-	713	-	-	713
Executive Directors	執行董事					
Zhang Guoxiang	張國祥	-	1,001	-	-	1,001
Cui Weilan	崔巍嵐	-	1,700	-	-	1,700
Non-executive Directors	非執行董事					
Liu Jiaoyang	劉驕揚	-	-	-	-	-
Liu Tingrong	劉廷榮	-	-	-	-	-
Feng Yongxiang	馮永祥	-	-	-	-	-
Wang Fangfei	王芳菲	-	-	-	-	-
Liu Bolin	劉博霖	-	-	-	-	-
Independent Non-executive Directors	獨立非執行董事					
Cao Ziwei	曹子瑋	-	150	-	-	150
Li Wei	李偉	-	150	-	-	150
Hu Yuntong	胡耘通	-	150	-	-	150
Xu Hongcai	徐洪才	-	150	-	-	150
Supervisors	監事					
He Zhonghua	何忠華	-	212	-	-	212
He Yu	何宇	-	453	-	-	453
Huang Hui	黃輝	-	400	-	-	400
Chen Zhonghua	陳中華	-	480	-	-	480
		-	5,559	-	-	5,559

Notes to the Consolidated Financial Statements

合併財務報表附註

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

7 DIRECTORS' AND SUPERVISORS' REMUNERATION (CONTINUED) 7 董事和監事薪酬(續)

		2022 2022年				
		Director's fees	Salaries allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	Total
		董事費	薪酬、津貼及其他福利	獎金	退休計劃供款	小計
		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
Chairman	主席					
Zhang Jun	張軍	-	798	115	-	913
Executive Directors	執行董事					
Zhang Guoxiang	張國祥	-	1,743	107	-	1,850
Cui Weilan	崔巍嵐	-	1,958	652	-	2,610
Non-executive Directors	非執行董事					
Liu Jiaoyang	劉驕揚	-	-	-	-	-
Liu Tingrong	劉廷榮	-	-	-	-	-
Feng Yongxiang	馮永祥	-	-	-	-	-
Wang Fangfei	王芳菲	-	-	-	-	-
Liu Bolin	劉博霖	-	-	-	-	-
Independent Non-executive Directors	獨立非執行董事					
Cao Ziwei	曹子瑋	-	38	-	-	38
Li Wei	李偉	-	38	-	-	38
Hu Yuntong	胡耘通	-	38	-	-	38
Xu Hongcai	徐洪才	-	38	-	-	38
Bai Qinxian	白欽先	-	143	-	-	143
Deng Zhaoyu	鄧昭雨	-	143	-	-	143
Yuan Xiaobin	袁小彬	-	143	-	-	143
Qian Shizheng	錢世政	-	143	-	-	143
Ng Leung Sing	吳亮星	-	143	-	-	143
Supervisors	監事					
He Zhonghua	何忠華	-	883	156	-	1,039
He Yu	何宇	-	400	194	-	594
Chen Zhonghua	陳中華	-	504	-	-	504
Li Ruping	李如平	-	136	-	-	136
Qin Yong	秦湧	-	256	55	-	311
		-	7,545	1,279	-	8,824

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合併財務報表附註

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

7 DIRECTORS' AND SUPERVISORS' REMUNERATION (CONTINUED)

Note:

Ms. Huang Hui has been elected as the employee supervisor of the Board of Supervisors at the employee representative meeting of the Company held on 15 December 2023. Mr. Chen Zhonghua has resigned as the employee supervisor of the Board of Supervisors due to work adjustment, with effect from 15 December 2023.

At the First Extraordinary General Meeting in 2022 held on 16 October 2022, Mr. Zhang Jun, Mr. Zhang Guoxiang and Mr. Cui Weilan were elected as executive directors of the fourth session of the Board of Directors; Ms. Liu Jiaoyang, Ms. Liu Tingrong, Ms. Wang Fangfei, Mr. Feng Yongxiang and Mr. Liu Bolin were elected as non-executive directors of the fourth session of the Board of Directors; and Mr. Cao Ziwei, Mr. Li Wei, Mr. Hu Yuntong, Mr. Xu Hongcai were elected as independent non-executive directors of the fourth session of the Board of Directors.

Mr. Bai Qinxian, Mr. Deng Zhaoyu, Mr. Qian Shizheng, Mr. Ng Leung Sing and Mr. Yuan Xiaobin retired from their positions as independent non-executive directors on 16 October 2022.

Mr. He Zhonghua and Mr. He Yu were elected as non-employee representative supervisors of the fourth session of the Board of Supervisors on 16 October 2022.

Mr. Li Ruping and Ms. Qin Yong retired from their positions as supervisors on 16 October 2022.

7 董事和監事薪酬(續)

附註：

黃輝女士於2023年12月15日召開的公司員工代表大會上當選為監事會職工監事。陳中華先生因工作調整辭去監事會職工監事職務，自2023年12月15日起生效。

在2022年10月16日舉行的2022年第一次臨時股東大會上，張軍先生、張國祥先生和崔巍嵐先生當選為第四屆董事會執行董事；劉驕楊女士、劉廷榮女士、王芳菲女士、馮永祥先生和劉博霖先生當選為第四屆董事會非執行董事；曹子璋先生、李偉先生、胡耘通先生、徐洪才先生當選為第四屆董事會獨立非執行董事。

白欽先先生、鄧昭雨先生、錢世政先生、吳亮星先生及袁小彬先生於2022年10月16日辭去獨立非執行董事職務。

於2022年10月16日選舉何忠華先生、何宇先生為第四屆監事會非職工代表監事。

李如平先生和秦湧女士於2022年10月16日辭去監事職務。

Notes to the Consolidated Financial Statements

合併財務報表附註

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

8 INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, two (2022: two) are directors whose emoluments are disclosed in Note 7.

The aggregate of the emoluments in respect of the other three (2022: three) individuals are as follows:

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Salaries and other emoluments	工資和其他薪酬	3,629	3,993
Discretionary bonuses	獎金	-	1,307
		3,629	5,300

The emoluments of the three (2022: three) individuals with the highest emoluments are within the following bands:

		2023	2022
		2023年	2022年
		Number of individuals	Number of individuals
		人數	人數
HKD	港幣		
1,000,001 – 1,500,000	1,000,001 – 1,500,000	2	-
1,500,001 – 2,000,000	1,500,001 – 2,000,000	1	2
2,000,001 – 2,500,000	2,000,001 – 2,500,000	-	-
2,500,001 – 3,000,000	2,500,001 – 3,000,000	-	1

8 最高薪酬人士

五名最高薪酬人士中，其中兩名(2022年：兩名)為本公司董事，彼等的酬金已於附註7披露。

剩餘三名(2022年：三名)個人的薪酬總額載列如下：

三名最高薪酬人士(2022年：三名)的薪酬分佈如下：

Notes to the Consolidated Financial Statements

合併財務報表附註

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

9 PROFIT ATTRIBUTABLE TO EQUITY SHAREHOLDERS OF THE COMPANY

The consolidated profit attributable to equity shareholders of the Company includes a profit of RMB191.4 million (2022: profit of RMB248.6 million) which has been dealt with in the financial statements of the Company (see Note 31(a)).

9 本公司股東應佔溢利

本公司股東應佔綜合溢利包括收益人民幣191.4百萬元(2022年為收益人民幣248.6百萬元)，而該等收益已於本公司財務報表中處理(見附註31(a))。

10 OTHER COMPREHENSIVE INCOME

Tax effects relating to each component of other comprehensive income

10 其他綜合收益

其他綜合收益各部份的稅務影響

	2023 2023年			2022 2022年		
	Before-tax amount 稅前數額 RMB'000 人民幣千元	Tax expense 稅項費用 RMB'000 人民幣千元	Net-of-tax amount 扣除稅項數據 RMB'000 人民幣千元	Before-tax amount 稅前數額 RMB'000 人民幣千元	Tax expense 稅項費用 RMB'000 人民幣千元	Net-of-tax amount 扣除稅項數據 RMB'000 人民幣千元
Share of the other comprehensive income of its associate 聯營企業其他綜合收益的份額	30,001	-	30,001	-	-	-
Exchange differences on translation of financial statements of overseas subsidiaries 換算海外附屬公司財務報表的匯兌差額	(2,450)	-	(2,450)	(12,146)	-	(12,146)
	27,551	-	27,551	(12,146)	-	(12,146)

Notes to the Consolidated Financial Statements

合併財務報表附註

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

11 EARNING 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:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Profit attributable to the equity shareholders of the Company (RMB'000)	歸屬於本公司股東的淨利潤 (人民幣千元)	31,862	12,279
Weighted average number of ordinary shares in issue for the purpose of basic earnings per share (RMB'000)	於12月31日的已發行普通股加權平均數 (人民幣千元)	4,600,000	4,600,000
Basic earnings per share (RMB)	基本每股收益 (人民幣元)	0.007	0.003

11 每股收益

基本每股收益根據以下本年歸屬於本公司普通股股東的淨利潤及已發行普通股的加權平均數計算：

(i) Weighted average number of ordinary shares

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Issued ordinary shares at 1 January	於1月1日已發行普通股	4,600,000	4,600,000
Effect of new issues	新發行的影響	-	-
Weighted average number of ordinary shares at 31 December	於12月31日普通股的加權平均數	4,600,000	4,600,000

(i) 普通股的加權平均數

There were no dilutive potential ordinary shares during the years ended 31 December 2023 and 2022, and therefore, diluted earnings per share are the same as the basic earnings per share.

於截至2023年及2022年12月31日止年度，沒有潛在可稀釋的普通股，因此，稀釋每股收益相等於基本每股收益。

Notes to the Consolidated Financial Statements

合併財務報表附註

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

12 CASH AND CASH EQUIVALENTS

(a) Cash and cash equivalents comprise:

		31 December	31 December
		2023	2022
		2023年	2022年
		12月31日	12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Cash in hand	庫存現金	41	83
Cash at banks	銀行存款	575,160	339,360
Cash and cash equivalents in the consolidated cash flow statements	合併現金流量表的現金及現金等價物	575,201	339,443

The substantial business operation of the Group is conducted in RMB in the PRC. 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.

At 31 December 2023, cash at banks deposited in related parties amounted to RMB11.1 million (31 December 2022: RMB71.2 million) (see Note 35(c)).

12 現金及現金等價物

(a) 現金及現金等價物包括：

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。

於2023年12月31日，銀行存款中有人民幣11.1百萬元（2022年12月31日人民幣71.2百萬元）存放於關聯方（見附註35(c)）。

Notes to the Consolidated Financial Statements

合併財務報表附註

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

12 CASH AND CASH EQUIVALENTS (CONTINUED)

12 現金及現金等價物 (續)

(b) Reconciliation of profit before taxation to cash used in operations:

(b) 稅前利潤與經營活動所用的 現金的調節表：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Profit before taxation	稅前利潤	57,224	109,552
Adjustments for:	調整：		
Impairment losses	資產減值損失	131,950	237,122
Reversal for guarantee losses	轉回擔保賠償準備金	(16,549)	(192,046)
Depreciation expenses	折舊費用		
– Owned investment property and property, plant and equipment	– 自有投資性房地產， 財產，廠房和設備	49,073	55,532
– Right-of-use assets	– 使用權資產	11,481	15,550
Amortisation of intangible assets	無形資產攤銷費用	15,777	14,769
(Gains)/losses on sale of property, plant and equipment	財產，廠房和設備的處置 (收益)/損失	(238)	16,402
Interest expenses	利息費用	146,950	159,778
Interest element of lease rentals paid	支付租賃租金的利息	858	1,692
Share of profits of associates	對聯營企業確認的投資 收益	(100,152)	(102,675)
Foreign exchange gains	匯兌收益	(7,306)	(5,717)
Dividend income from other investments	其他投資的股息收入	(6,359)	(12,616)
Net gain on disposal of subsidiaries/ associates	處置子公司/聯營企業的 淨收益	(27,004)	(14,093)
Net trading gains	淨交易收益	21,610	141,501
Changes in working capital	營運資金變動		
Decrease in time and restricted bank deposits	期限在3個月以上的定期存 款和存出擔保保證金減少	830,480	197,068
Increase in loans and advances to customers	發放貸款及墊款增加	(773,965)	(1,057,096)
Decrease in receivables for factoring business	應收保理款項減少	112,749	426,378
(Increase)/decrease in trade and other receivables	應收及其他應收款項 (增加)/減少	(1,322,501)	523,392
Increase/(decrease) in customer pledged deposits	存入保證金增加/(減少)	57,989	(6,993)
Increase/(decrease) in accruals and other payables	應計及其他應付款項 增加/(減少)	1,313,635	(232,611)
Cash generated from operations	經營活動產生的現金	495,702	274,889

Notes to the Consolidated Financial Statements

合併財務報表附註

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

12 CASH AND CASH EQUIVALENTS (CONTINUED)

12 現金及現金等價物 (續)

(c) Reconciliation of liabilities arising from financing activities:

(c) 籌資活動引起的負債調節表：

		Interest-bearing borrowing	Financial assets sold under repurchase agreement	Lease liabilities	Total
		計息借款	賣出回購金融資產	租賃負債	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
At 31 December 2022	截止2022年12月31日	2,472,690	134,130	10,158	2,616,978
At 1 January 2023	於2023年1月1日	2,472,690	134,130	10,158	2,616,978
Changes from financing cash flow	籌資活動現金流變動				
Proceeds from interest-bearing borrowings	取得借款收到的現金	756,106	-	-	756,106
Repayment of interest-bearing borrowings	償還借款本金支付的現金	(904,433)	-	-	(904,433)
Proceeds from financial assets sold under repurchase agreement	取得賣出回購資產收到的現金	-	30,000	-	30,000
Repurchase of assets with repurchase agreement	回購賣出回購資產支出的現金	-	(90,244)	-	(90,244)
Capital element of lease rentals paid	支付的租賃租金的本金部分	-	-	(9,726)	(9,726)
Interest paid	利息支出	(147,493)	(3,787)	-	(151,280)
Interest element of lease rentals paid	支付的租賃租金的利息部分	-	-	(858)	(858)
Total changes from financing cash flows	籌資活動現金流變動總額	(295,820)	(64,031)	(10,584)	(370,435)
Other changes:	其他變動				
Increase in lease liabilities from entering into new leases during the year	本年度因簽訂新租約而增加的租賃負債	-	-	4,687	4,687
Reclassification adjustment	重分類調整	638,294	-	-	638,294
Interest expenses (Note 2)	利息費用 (附註2)	137,706	9,244	858	147,808
Total other changes	其他變動總額	776,000	9,244	5,545	790,789
At 31 December 2023	於2023年12月31日	2,952,870	79,343	5,119	3,037,332

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合併財務報表附註

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

12 CASH AND CASH EQUIVALENTS (CONTINUED)

12 現金及現金等價物 (續)

(c) Reconciliation of liabilities arising from financing activities: (Continued)

(c) 籌資活動引起的負債調節表： (續)

		Interest-bearing borrowing	Financial assets sold under repurchase agreement 賣出回購 金融資產	Lease liabilities 租賃負債	Total
		計息借款 RMB'000 人民幣千元	金融資產 RMB'000 人民幣千元	租賃負債 RMB'000 人民幣千元	合計 RMB'000 人民幣千元
At 31 December 2021	截止2021年12月31日	3,177,905	90,264	24,144	3,292,313
At 1 January 2022	於2021年1月1日	3,177,905	90,264	24,144	3,292,313
Changes from financing cash flow	籌資活動現金流變動				
Proceeds from interest-bearing borrowings	取得借款收到的現金	868,283	-	-	868,283
Repayment of interest-bearing borrowings	償還借款本金支付的現金	(1,566,514)	-	-	(1,566,514)
Proceeds from financial assets sold under repurchase agreement	取得賣出回購資產收到的現金	-	97,677	-	97,677
Repurchase of assets with repurchase agreement	回購賣出回購資產支出的現金	-	(53,811)	-	(53,811)
Capital element of lease rentals paid	支付的租賃租金的本金部分	-	-	(14,667)	(14,667)
Interest paid	利息支出	(158,276)	(8,486)	-	(166,762)
Interest element of lease rentals paid	支付的租賃租金的利息部分	-	-	(1,692)	(1,692)
Total changes from financing cash flows	籌資活動現金流變動總額	(856,507)	35,380	(16,359)	(837,486)
Other changes:	其他變動：				
Increase in lease liabilities from entering into new leases during the year	本年度因簽訂新租約而增加的租賃負債	-	-	681	681
Interest expenses (Note 2)	利息費用 (附註2)	151,292	8,486	1,692	161,470
Total other changes	其他變動總額	151,292	8,486	2,373	162,151
At 31 December 2022	於2022年12月31日	2,472,690	134,130	10,158	2,616,978

Notes to the Consolidated Financial Statements

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

12 CASH AND CASH EQUIVALENTS (CONTINUED)

(d) Total cash outflow for leases:

Amounts included in the cash flow statement for leases comprise the following:

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within operating cash flows	經營現金流	1,592	3,927
Within financing cash flows	融資現金流	10,584	16,359
Cash flows of rentals paid on leases	租賃支付的租金現金流	12,176	20,286

These amounts relate to the following:

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Lease rentals paid	支付的租賃租金	12,176	20,286

13 TIME AND RESTRICTED BANK DEPOSITS

The balance represents the deposits at banks for the credit guarantees that the Group provides to third parties for their borrowings from banks and the deposits at banks with maturities over 3 months.

12 現金及現金等價物 (續)

(d) 租賃現金流出總額

租賃現金流量表中包含的金額：

這些金額涉及以下方面：

13 期限在3個月以上的定期存款和存出保證金

所有定期及受限銀行存款為本集團就其銀行借款向第三方提供信用擔保而須存放於銀行的存款以及期限在三個月以上的定期存單。

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合併財務報表附註

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

14 TRADE AND OTHER RECEIVABLES

14 應收及其他應收款項

		31 December	31 December
		2023	2022
		2023年	2022年
		12月31日	12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Receivables for default payments (Note 14(a))	應收代償款(附註14(a))	1,141,446	1,226,610
Trade receivables (Note 14(c))	應收賬款(附註14(c))	8,217	14,355
Interest receivables	應收利息	31,801	25,654
Receivables for assets disposal	應收資產轉讓款	20,386	458,681
Deposits and other receivables	押金及其他應收款項	770,320	200,871
Less: expected credit loss allowance (Note 14(b))	減：壞賬準備(附註14(b))	(493,972)	(502,395)
Financial assets measured at amortised cost	以攤餘成本計量的金融資產	1,478,198	1,423,776
Other prepayments	其他預付款項	37,080	516
		1,515,278	1,424,292

As at 31 December 2023, except for deposits of RMB5.9 million (2022: RMB9.1 million), all of the remaining other prepayment, deposits and other receivables are expected to be recovered or recognized as expense within one year.

於2023年12月31日，除押金人民幣5.9百萬元（於2022年12月31日為人民幣9.1百萬元）外，其他所有應收及其他應收款項預計於一年內收回或確認為費用。

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合併財務報表附註

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

14 TRADE AND OTHER RECEIVABLES (CONTINUED)

(a) Ageing analysis:

As at 31 December 2023 and 2022, the ageing analysis of receivables for default payments, based on the invoice date and net of allowance for doubtful debts, is as follows:

Within 1 year	一年以內		
Over 1 year but less than 2 years	一至二年		
Over 2 years but less than 3 years	二至三年		
Over 3 years but less than 4 years	三至四年		
Over 4 years but less than 5 years	四至五年		
Over 5 years	五年以上		
Less: allowance for doubtful debts	減：壞賬準備		

14 應收及其他應收款項(續)

(a) 賬齡分析：

於截至2023年和2022年12月31日期內，根據發票日期及扣除壞賬準備後的應收代償款的賬齡分析如下：

	31 December 2023 2023年 12月31日 RMB'000 人民幣千元	31 December 2022 2022年 12月31日 RMB'000 人民幣千元
Within 1 year	53,959	31,465
Over 1 year but less than 2 years	17,870	148,248
Over 2 years but less than 3 years	138,361	673,142
Over 3 years but less than 4 years	632,964	34,992
Over 4 years but less than 5 years	18,814	86,893
Over 5 years	279,478	251,870
	1,141,446	1,226,610
Less: allowance for doubtful debts	(493,972)	(502,395)
	647,474	724,215

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合併財務報表附註

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

14 TRADE AND OTHER RECEIVABLES (CONTINUED)

(b) Impairment of receivables for default payments:

Impairment losses in respect of receivables for default payments 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 default payments directly (see Note 1(k)(iii)).

The movement in the allowance for doubtful debts during the years ended 31 December 2023 and 2022 is as follows:

14 應收及其他應收款項 (續)

(b) 應收代償款減值：

應收代償款的資產減值損失以備抵帳記錄，除非本集團認為收回有關款項的機會甚微，在該情況下，資產減值損失將直接從應收代償款核銷（見附錄1(k)(iii)）。

以下為截至2023年及2022年12月31日止年度的壞賬準備變動（包括個別及組合損失部份）：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
At 1 January	於1月1日	502,395	473,152
Impairment loss recognized in the consolidated statement of profit and loss (Note 4)	於合併損益表確認的資產減值損失 (附註4)	73,680	98,272
Write-offs	本年核銷	(88,513)	(5,000)
Transfer out	轉出	-	(67,392)
Recoveries	收回已核銷	6,410	3,363
At 31 December	於12月31日	493,972	502,395

At 31 December 2023, the Group's receivables for default payments of RMB1,141.4 million (2022: RMB1,226.6 million) were individually determined to be impaired. The individually impaired receivables were related to customers that were in financial difficulties and management assessed that only a portion of the receivables is expected to be recovered. Consequently, specific allowances for doubtful debts of RMB494.0 million (2022: RMB502.4 million) were recognized.

於2023年12月31日，本集團有人民幣1,141.4百萬元（2022年：1,226.6百萬元）的應收代償款被個別擬定為減值。個別減值應收款項涉及財務困難的客戶，而管理層作出評估時亦預計僅能收回當中部份的應收款項。因此，已在2023年12月31日作出人民幣494.0百萬元（2022年：502.4百萬元）的個別壞賬準備。

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合併財務報表附註

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

14 TRADE AND OTHER RECEIVABLES (CONTINUED)

(c) Trade receivables that are not credit-impaired

The ageing analysis of trade receivables are as follows:

		31 December 2023	31 December 2022
		2023年 12月31日	2022年 12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Neither past due nor impaired	未逾期末減值	8,217	14,355

Trade receivables relate to a wide range of customers for whom there was no recent history of default.

14 應收及其他應收款項(續)

(c) 未減值的應收款項

對應收款項的賬齡分析如下：

		31 December 2023	31 December 2022
		2023年 12月31日	2022年 12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Neither past due nor impaired	未逾期末減值	8,217	14,355

應收款項與一系列從未有違約歷史的客戶相關。

15 RECEIVABLES FOR FACTORING BUSINESS

15 應收保理款

		31 December 2023	31 December 2022
		2023年 12月31日	2022年 12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Receivables for factoring business	應收保理款	621,439	435,658
Add: Interest receivable	加：應收利息	32,678	13,744
Less: allowance for doubtful debts (Note 15(b))	減：壞賬準備(附註15(b))	(50,046)	(38,732)
		604,071	410,670

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

15 RECEIVABLES FOR FACTORING BUSINESS (CONTINUED)

Receivables for factoring business which have been sold for the repurchase agreements (see Note 25) amounted to RMB40.0 million (2022: RMB75.0 million) as at 31 December 2023.

Receivables for factoring business which have been pledged as securities under the bank loans (see Note 24) amounted to RMB141.6 million (2022: RMB270.9 million) as at 31 December 2023.

(a) Receivables for factoring business analysed by overdue period (exclusive interest receivable)

15 應收保理款 (續)

截至2023年12月31日，應收保理款中包括賣出回購合約下質押的賬面價值為人民幣40.0百萬元的應收保理款（2022年：人民幣75.0百萬元）（見附註25）。

截至2023年12月31日，應收保理款中包括借款合同下質押的賬面價值為人民幣141.6百萬元的應收保理款（2022年：人民幣270.9百萬元）（見附註24）。

(a) 應收保理款按逾期期限分析 (不包括應收利息)

		31 December 2023	31 December 2022
		2023年	2022年
		12月31日	12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Overdue within 3 months (inclusive)	逾期3個月(含)以內	14,138	103,320
Overdue more than 3 months to 6 months (inclusive)	逾期超過3個月至6個月 (含6個月)	14,176	55,000
Overdue more than 6 months to one year (inclusive)	逾期6個月以上至1年 (含1年)	6,529	2,224
Overdue more than one year	逾期超過1年	85,916	22,523
		120,759	183,067

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合併財務報表附註

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

15 RECEIVABLES FOR FACTORING BUSINESS (CONTINUED)

15 應收保理款 (續)

(b) Impairment of receivables for factoring business:

(b) 應收保理款的資產減值損失：

		At 31 December 2023 於2023年12月31日			
		12-month ECL	Lifetime ECL credit not impaired	Lifetime ECL credit impaired	Total
		未來12個月 預期信用損失	整個存續期內 預期信用 損失未發生 信用減值	整個存續期內 預期信用 損失已發生 信用減值	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
At 1 January	於1月1日	7,125	11,260	20,347	38,732
Transfer to lifetime ECL not credit-impaired	轉入整個存續期預期信用 損失未發生信用減值	(570)	570	-	-
Transfer to lifetime ECL credit-impaired	轉入整個存續期預期信用 損失已發生信用減值	(393)	(5,848)	6,241	-
Charge for the year	本年計提	1,942	547	3,966	6,455
Recoveries	收回已核銷	-	-	4,859	4,859
At 31 December	於12月31日	8,104	6,529	35,413	50,046

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

15 RECEIVABLES FOR FACTORING BUSINESS (CONTINUED)

15 應收保理款 (續)

(b) Impairment of receivables for factoring business: (Continued)

(b) 應收保理款的資產減值損失： (續)

		At 31 December 2022 於2022年12月31日			
		12-month ECL	Lifetime ECL credit not impaired	Lifetime ECL credit impaired	Total
		未來12個月 預期信用損失	整個存續期內 預期信用 損失未發生 信用減值	整個存續期內 預期信用 損失已發生 信用減值	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
At 1 January	於1月1日	23,984	10,069	146,024	180,077
Transfer to lifetime ECL not credit-impaired	轉入整個存續期預期信用 損失未發生信用減值	(1,632)	1,632	-	-
Transfer to lifetime ECL credit-impaired	轉入整個存續期預期信用 損失已發生信用減值	(1,163)	(58)	1,221	-
(Reversal)/charge for the year	本年計提/(轉回)	(13,866)	(115)	8,943	(5,038)
Transfer out	轉出	(198)	(268)	(135,841)	(136,307)
At 31 December	於12月31日	7,125	11,260	20,347	38,732

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合併財務報表附註

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

16 LOANS AND ADVANCES TO CUSTOMERS

(a) Analysed by nature

		31 December	31 December
		2023	2022
		2023年	2022年
		12月31日	12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Micro-lending	小微企業貸款	2,938,635	2,022,133
Retail loans	個人貸款	174,631	227,984
Sub-total	發放貸款及墊款總額	3,113,266	2,250,117
Add: Interest receivable	加：應收利息	310,631	141,887
Less: Allowances for impairment losses	減：貸款減值準備	(237,694)	(196,384)
Net loans and advances to customers	發放貸款及墊款淨額	3,186,203	2,195,620

Loans and advances to customers included loans transferred under repurchase agreements, amounting to RMB33.3 million (31 December 2022: RMB58.6 million) as at 31 December 2023 (See Note 25).

於2023年12月31日，發放貸款及墊款中包括賣出回購合約下質押的貸款，其帳面價值為人民幣33.3百萬元（於2022年12月31日為人民幣58.6百萬元）（見附註25）。

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合併財務報表附註

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

16 LOANS AND ADVANCES TO CUSTOMERS (CONTINUED) 16 發放貸款及墊款 (續)

(b) Analysed by industry sector

(b) 按行業分析

		31 December 2023 2023年12月31日		31 December 2022 2022年12月31日	
		<i>RMB'000</i> 人民幣千元	%	<i>RMB'000</i> 人民幣千元	%
Wholesale and retail	批發和零售業	1,532,600	49.23%	985,672	43.81%
Leasing and commercial services	租賃和商業服務業	1,197,723	38.47%	754,001	33.51%
Real estate	房地產	114,850	3.69%	127,350	5.66%
Manufacturing	製造業	44,528	1.43%	41,028	1.82%
Construction	建築業	4,519	0.15%	42,283	1.88%
Others	其他	44,415	1.42%	71,799	3.19%
Micro-lending	小微企業貸款	2,938,635	94.39%	2,022,133	89.87%
Retail loans	個人貸款	174,631	5.61%	227,984	10.13%
Sub-total	發放貸款及墊款總額	3,113,266	100.00%	2,250,117	100.00%
Add: Interest receivable	加：應收利息	310,631		141,887	
Less: Allowances for impairment losses	減：貸款減值準備	(237,694)		(196,384)	
Net loans and advances to customers	發放貸款及墊款淨額	3,186,203		2,195,620	

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合併財務報表附註

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

16 LOANS AND ADVANCES TO CUSTOMERS (CONTINUED)

16 發放貸款及墊款(續)

(c) Analysed by type of collateral

(c) 按抵押品種類分析

		31 December 2023 2023年 12月31日 RMB'000 人民幣千元	31 December 2022 2022年 12月31日 RMB'000 人民幣千元
Secured loans	抵質押貸款	151,691	214,640
Guaranteed loans	保證貸款	2,946,287	2,022,104
Unsecured loans	無擔保貸款	15,288	13,373
Sub-total	發放貸款及墊款總額	3,113,266	2,250,117
Add: Interest receivable	加：應收利息	310,631	141,887
Less: Allowances for impairment losses	減：貸款減值準備	(237,694)	(196,384)
Net loans and advances to customers	發放貸款及墊款淨額	3,186,203	2,195,620

(d) Overdue loans analysed by overdue period (exclusive interest receivable)

(d) 已逾期貸款的逾期期限分析 (不包括應收利息)

		31 December 2023 2023年 12月31日 RMB'000 人民幣千元	31 December 2022 2022年 12月31日 RMB'000 人民幣千元
Overdue within 3 months (inclusive)	逾期3個月以內(含3個月)	11,983	17,251
Overdue more than 3 months to 6 months (inclusive)	逾期3個月至6個月(含6個月)	2,138	22,337
Overdue more than 6 months to one year (inclusive)	逾期6個月至1年(含1年)	14,002	50,124
Overdue more than one year	逾期1年以上	235,027	229,026
		263,150	318,738

Overdue loans represent loans, of which the whole or part of the principal or interest were overdue for one day or more.

已逾期貸款是指全部或部分本金或利息逾期1天或以上的貸款。

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

16 LOANS AND ADVANCES TO CUSTOMERS (CONTINUED)

16 發放貸款及墊款 (續)

(e) Analysed by ECL assessment methods

(e) 按減值損失準備金評估方法分析

		31 December 2023 2023年12月31日			
		12-month ECL	Lifetime ECL credit not impaired	Lifetime ECL credit impaired	Total
		未來12個月 預期信用損失	整個存續期內 預期信用 損失未發生 信用減值	整個存續期內 預期信用 損失已發生 信用減值	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
Micro-lending	小微企業貸款	2,770,820	16,500	151,315	2,938,635
Retail loans	個人貸款	62,797	983	110,851	174,631
Sub-total	發放貸款及墊款總額	2,833,617	17,483	262,166	3,113,266
Add: Interest receivable	加：應收利息	310,631	-	-	310,631
Less: Allowances for impairment losses	減：貸款減值準備	(103,447)	(1,257)	(132,990)	(237,694)
Net loans and advances to customers	發放貸款及墊款淨額	3,040,801	16,226	129,176	3,186,203

Notes to the Consolidated Financial Statements

合併財務報表附註

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

16 LOANS AND ADVANCES TO CUSTOMERS (CONTINUED)

16 發放貸款及墊款(續)

(e) Analysed by ECL assessment methods (Continued)

(e) 按減值損失準備金評估方法 分析(續)

		31 December 2022 2022年12月31日			
		12-month ECL	Lifetime ECL credit not impaired	Lifetime ECL credit impaired	Total
		未來12個月 預期信用損失	整個存續期內 預期信用 損失未發生 信用減值	整個存續期內 預期信用 損失已發生 信用減值	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
Micro-lending	小微企業貸款	1,855,760	–	166,373	2,022,133
Retail loans	個人貸款	87,380	5,175	135,429	227,984
Sub-total	發放貸款及墊款總額	1,943,140	5,175	301,802	2,250,117
Add: Interest receivable	加：應收利息	141,887	–	–	141,887
Less: Allowances for impairment losses	減：貸款減值準備	(78,862)	(287)	(117,235)	(196,384)
Net loans and advances to customers	發放貸款及墊款淨額	2,006,165	4,888	184,567	2,195,620

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合併財務報表附註

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

16 LOANS AND ADVANCES TO CUSTOMERS (CONTINUED)

16 發放貸款及墊款 (續)

(f) Movements of allowances for impairment losses

(f) 減值損失準備金的變動

		31 December 2023 2023年12月31日			
		12-month ECL	Lifetime ECL credit not impaired	Lifetime ECL credit impaired	Total
		未來12個月 預期信用損失	整個存續期內 預期信用 損失未發生 信用減值	整個存續期內 預期信用 損失已發生 信用減值	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	於1月1日	78,862	287	117,235	196,384
Transfer:	階段轉換：				
- to lifetime ECL not credit-impaired	－整個存續期預期信用損失 未發生信用減值的貸款	(8)	8	-	-
- to lifetime ECL credit-impaired	－整個存續期預期信用損失 已發生信用減值的貸款	(2,097)	(19)	2,116	-
Charge for the year	本期計提	26,690	1,726	14,628	43,044
Write-offs	本年核銷	-	-	(439)	(439)
Transfer out	轉出	-	(745)	(10,273)	(11,018)
Recoveries	收回已核銷貸款及墊款	-	-	9,723	9,723
As at 31 December	於12月31日	103,447	1,257	132,990	237,694

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

16 LOANS AND ADVANCES TO CUSTOMERS (CONTINUED)

16 發放貸款及墊款(續)

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

(f) 減值損失準備金的變動(續)

		31 December 2022 2022年12月31日			
		12-month ECL	Lifetime ECL credit not impaired	Lifetime ECL credit impaired	Total
			整個存續期內 預期信用 損失未發生 信用減值	整個存續期內 預期信用 損失已發生 信用減值	合計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
As at 1 January	於1月1日	24,550	5,534	122,948	153,032
Transfer:	階段轉換：				
- to 12-month ECL	- 未來12個月預期信用 損失	264	(264)	-	-
- to lifetime ECL not credit-impaired	- 整個存續期預期信用損失 未發生信用減值的貸款	(98)	98	-	-
- to lifetime ECL credit-impaired	- 整個存續期預期信用損失 已發生信用減值的貸款	(2,331)	(2,677)	5,008	-
Charge/(reversal) for the year	本期計提/(轉回)	63,130	(1,561)	76,042	137,611
Write-offs	本年核銷	-	-	(730)	(730)
Transfer out	轉出	(6,653)	(843)	(99,308)	(106,804)
Recoveries	收回已核銷貸款及墊款	-	-	13,275	13,275
As at 31 December	於12月31日	78,862	287	117,235	196,384

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

17 FINANCE LEASE RECEIVABLES

17 應收融資租賃款

		31 December 2023	31 December 2022
		2023年 12月31日	2022年 12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Minimum finance lease receivables	最低應收融資租賃款	111,770	113,513
Less: Unearned finance lease income	減：未實現融資收益	(18,804)	(18,809)
Net amount of finance lease receivables	應收融資租賃款淨額	92,966	94,704
Less: Allowance for impairment losses	減：減值準備	(50,278)	(45,850)
Net balance	淨額	42,688	48,854

(a) Ageing analysis:

Minimum finance lease receivables, unearned finance lease income and net amount of finance lease receivables analysed by remaining period are listed as follows:

(a) 到期日分析：

最低應收融資租賃款、未實現融資收益和應收融資租賃款淨額剩餘到期日分析：

		At 31 December 2023 於2023年12月31日			At 31 December 2022 於2022年12月31日		
		Minimum finance lease receivables	Unearned finance lease income	Net amount of finance lease receivables	Minimum finance lease receivables	Unearned finance lease income	Net amount of finance lease receivables
		最低應收融資 租賃款	未實現 融資收益	應收融資租賃 款淨額	最低應收融資 租賃款	未實現 融資收益	應收融資租賃 款淨額
		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
Less than 1 year	少於1年	111,770	(18,804)	92,966	113,513	(18,809)	94,704
Less: Allowance for impairment losses	減：減值準備			(50,278)			(45,850)
				42,688			48,854

Notes to the Consolidated Financial Statements

合併財務報表附註

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

17 FINANCE LEASE RECEIVABLES (CONTINUED) 17 應收融資租賃款(續)

(b) Impairment of finance lease receivables:

(b) 融資租賃收款額減值損失：

		At 31 December 2023 2023年12月31日			
		12-month ECL	Lifetime ECL credit Not impaired 整個存續期 預期信用損失 未來12個月 —未發生信用 減值的貸款	Lifetime ECL credit impaired 整個存續期 預期信用損失 —已發生信用 減值的貸款	Total
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January	於1月1日	24	—	45,826	45,850
(Reversal)/charge for the year	本期(轉回)/計提	(24)	—	4,452	4,428
At 31 December	於12月31日	—	—	50,278	50,278

		At 31 December 2022 2022年12月31日			
		12-month ECL	Lifetime ECL credit Not impaired 整個存續期 預期信用損失 未來12個月 —未發生信用 減值的貸款	Lifetime ECL credit impaired 整個存續期 預期信用損失 —已發生信用 減值的貸款	Total
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January	於1月1日	137	—	65,497	65,634
(Reversal)/charge for the year	本期(轉回)/計提	(113)	—	2,317	2,204
Transfer out	轉出	—	—	(21,988)	(21,988)
At 31 December	於12月31日	24	—	45,826	45,850

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(Expressed in RMB'000 unless otherwise indicated) (除文意另有所指外，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 result, assets or liabilities of the Group.

18 對附屬公司的投資

下表載列的附屬公司僅包括將對本集團的業績、資產或負債產生主要影響的附屬公司的詳情。

	Place and date of incorporation/ establishment 註冊/成立 時間地點	Equity interest held by the Group 本集團持有的股本權益		Particulars of paid-in capital as at 31 December 2023 於2023年12月31日 實收資本的詳情 RMB'000 人民幣千元	Principal activities 主要業務
		At 31 December 2023 於2023年12月31日	At 31 December 2022 於2022年12月31日		
Chongqing Hanhua Assets Management Co., Ltd. (重慶瀚華資產管理有限公司)	Chongqing 29 May 2007 重慶 2007年5月29日	100%	100%	500,000	Assets management 資產管理
Chongqing Hanhua Micro-credit Co., Ltd. ("Chongqing Micro-credit") (重慶市瀚華小額貸款有限責任公司)	Chongqing 25 September 2008 重慶 2008年9月25日	100%	86%	500,000	SME lending 中小企業貸款
Hanhua Financing Guarantee Co., Ltd. (瀚華融資擔保股份有限公司)	Chongqing 19 August 2009 重慶 2009年8月19日	100%	100%	3,500,000	Financial guarantee 融資擔保
Sichuan Small & Medium-sized Assets Management Co., Ltd. (四川中微資產管理有限公司)	Chengdu 21 October 2010 成都 2010年10月21日	100%	100%	200,000	Assets management 資產管理
Tianjin Hanhua Micro-credit Co., Ltd. (天津瀚華小額貸款有限公司)	Tianjin 29 June 2011 天津 2011年6月29日	100%	100%	200,000	SME lending 中小企業貸款
Shenyang Financial and Commercial Development District Hanhua Technology Micro-credit Co., Ltd. (沈陽金融商貿開發區瀚華科技小額貸款有限公司)	Shenyang 30 September 2011 沈陽 2011年9月30日	100%	100%	300,000	SME lending 中小企業貸款
Chongqing Huiwei Investment Co., Ltd. (重慶惠微投資有限公司)	Chongqing 7 January 2013 重慶 2013年1月7日	100%	100%	400,000	Investment consulting 投資諮詢

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合併財務報表附註

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

18 INVESTMENTS IN SUBSIDIARIES (CONTINUED) 18 對附屬公司的投資(續)

	Place and date of incorporation/ establishment 註冊/成立 時間地點	Equity interest held by the Group 本集團持有的股本權益		Particulars of paid-in capital as at 31 December 2023 於2023年12月31日 實收資本的詳情 RMB'000 人民幣千元	Principal activities 主要業務
		At 31 December 2023 於2023年 12月31日	At 31 December 2022 於2022年 12月31日		
Beijing Hanhua Internet Technology Co., Ltd. ("Hanhua Internet") (北京瀚華網絡科技有限公司)	Beijing 11 October 2013 北京 2013年10月11日	100%	100%	120,000	Technical consulting and technical service 諮詢及技術服務
Guiyang Yunyan District Hanhua Micro-credit Co., Ltd. (貴陽市雲巖區瀚華小額貸款有限公司)	Guiyang 10 April 2014 貴陽 2014年4月10日	100%	100%	100,000	SME lending 中小企業貸款
Chongqing Changjiang Financial Factoring Co., Ltd. (重慶長江金融保理有限公司)	Chongqing 1 July 2014 重慶 2014年7月1日	91%	91%	300,000	Financial Factoring 金融保理
Nanning Hanhua Consulting Services Co., Ltd. (南寧市瀚華諮詢服務有限公司)	Nanning 8 December 2011 南寧 2011年12月8日	100%	100%	20,000	Investment consulting 投資諮詢
Beijing Hanhua Management Consulting Co., Ltd. (北京瀚華管理諮詢有限公司)	Beijing 20 July 2015 北京 2015年7月20日	100%	100%	5,000	Management consulting 管理諮詢
Nanjing Hanhua Technology Micro-credit Co., Ltd. ("Nanjing Micro-credit") (南京市瀚華科技小額貸款有限公司)	Nanjing 29 October 2014 南京 2014年10月29日	100%	100%	100,000	SME lending 中小企業貸款
Hanhua Capital Investment Management Co., Ltd. (瀚華資本投資管理有限公司)	Beijing 25 December 2014 北京 2014年12月25日	65%	65%	10,000	Investment consulting 投資諮詢

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

18 INVESTMENTS IN SUBSIDIARIES (CONTINUED) 18 對附屬公司的投資 (續)

	Place and date of incorporation/ establishment 註冊/成立 時間地點	Equity interest held by the Group 本集團持有的股本權益		Particulars of paid-in capital as at 31 December 2023 於2023年12月31日 實收資本的詳情 RMB'000 人民幣千元	Principal activities 主要業務
		At 31 December 2023 於2023年 12月31日	At 31 December 2022 於2022年 12月31日		
Shenzhen Hanhua Micro-credit Co., Ltd. (深圳瀚華小額貸款有限公司)	Shenzhen 20 January 2016 深圳 2016年1月20日	100%	100%	300,000	SME lending 中小企業貸款
Liaoning Fu'an Financial Assets Management Ltd. ("Fu'an AMC") (遼寧富安金融資產管理有限公司)	Shenyang 9 May 2017 沈陽 2017年5月9日	60%	60%	1,000,000	Assets management 資產管理
Huiwei Hong Kong Holding Co., Ltd. ("Huiwei HK") (惠微香港控股有限公司)	Hong Kong 8 September 2015 香港 2015年9月8日	100%	100%	77,999	Investment consulting 投資諮詢
Hanhua Hong Kong Holdings Co., Ltd. ("Hanhua HK") (瀚華香港控股有限公司)	Hong Kong 11 October 2012 香港 2012年10月11日	100%	100%	8	Investment consulting 投資諮詢

All of the above subsidiaries (exclusive Huiwei HK and Hanhua HK) are companies with limited liability incorporated and operated in the PRC. The English translation of the names of these companies is for reference only. The official names of these companies are in Chinese.

所有上述附屬公司(不包括惠微香港和瀚華香港)均於中國註冊成立和經營的有限責任公司。各附屬公司的英文譯名僅供參考。各附屬公司的正式名稱以中文為準。

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合併財務報表附註

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

19 FINANCIAL ASSETS MEASURED AT FAIR VALUE THROUGH PROFIT OR LOSS

19 以公允價值計量且其變動計入當期損益的金融資產

		31 December 2023 2023年 12月31日 RMB'000 人民幣千元	31 December 2022 2022年 12月31日 RMB'000 人民幣千元
Equity instrument:	權益工具：		
– Listed	– 上市	19,521	29,934
– Unlisted	– 非上市	165,247	190,765
Debt instrument:	債務工具：		
– Unlisted	– 非上市	739,880	783,666
Non-performing asset packages (Note)	不良資產包(附註)	2,203,387	1,068,630
		3,128,035	2,072,995

Note: Non-performing asset packages are distressed debt assets acquired from financial institutions and non-financial institutions by a subsidiary of the Company. The non-performing asset packages mainly include bank loans, entrustment loans and accounts receivable.

附註： 不良資產包是指本公司子公司從金融機構和非金融機構收購的不良債務資產。不良資產主要包括銀行貸款、委託貸款和應收賬款。

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

20 INVESTMENT PROPERTY AND PROPERTY, PLANT AND EQUIPMENT

20 投資性房地產及物業、廠房及設備

		Buildings held for own use	Motor vehicles	Office and other equipment	Leasehold improvements	Construction in process	Right-of-use assets	Sub-total	Investment property (Note)	Total
		建築物	運輸設備	辦公及其他設備	租賃物業改良支出	在建工程	使用權資產	小計	(附註)	總額
		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
Cost:	成本：									
At 1 January 2022	於2022年1月1日	1,100,870	22,528	62,663	191,789	8	109,869	1,487,727	36,000	1,523,727
Additions	增加	-	258	712	439	-	10,533	11,942	-	11,942
Transfers to intangible assets	轉入無形資產	-	-	-	-	(8)	-	(8)	-	(8)
Disposals	處置	(71,084)	(13,329)	(6,839)	-	-	(17,808)	(109,060)	-	(109,060)
At 31 December 2022 and 1 January 2023	於2022年12月31日及2023年1月1日	1,029,786	9,457	56,536	192,228	-	102,594	1,390,601	36,000	1,426,601
Additions	增加	-	461	1,620	164	-	7,795	10,040	-	10,040
Disposals	處置	(7,787)	(3,749)	(476)	-	-	(1,799)	(13,811)	(36,000)	(49,811)
At 31 December 2023	於2023年12月31日	1,021,999	6,169	57,680	192,392	-	108,590	1,386,830	-	1,386,830
Accumulated depreciation:	累計折舊：									
At 1 January 2022	於2022年1月1日	(158,169)	(16,746)	(55,066)	(129,461)	-	(85,163)	(444,595)	(5,113)	(449,708)
Charge for the year	本年計提	(34,864)	(1,672)	(2,132)	(15,564)	-	(15,560)	(69,782)	(1,300)	(71,082)
Written back on disposals	處置撥回	7,566	12,267	6,467	-	-	8,411	34,711	-	34,711
At 31 December 2022 and 1 January 2023	於2022年12月31日及2023年1月1日	(185,467)	(6,151)	(50,731)	(145,025)	-	(92,292)	(479,666)	(6,413)	(486,079)
Charge for the year	本年計提	(31,286)	(1,076)	(1,804)	(13,592)	-	(11,481)	(59,239)	(1,315)	(60,554)
Written back on disposals	處置撥回	1,411	2,695	454	-	-	1,099	5,659	7,728	13,387
At 31 December 2023	於2023年12月31日	(215,342)	(4,532)	(52,081)	(158,617)	-	(102,674)	(533,246)	-	(533,246)
Net book value:	賬面淨值：									
At 31 December 2023	於2023年12月31日	806,657	1,637	5,599	33,775	-	5,916	853,584	-	853,584
At 31 December 2022	於2022年12月31日	844,319	3,306	5,805	47,203	-	10,302	910,935	29,587	940,522

Note: As at 31 December 2023, the fair value of the investment property amounted to RMB Nil (31 December 2022: RMB32.1 million).

附註：2023年12月31日，投資性房地產的公允價值為人民幣零（2022年12月31日為人民幣32.1百萬元）。

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21 INTANGIBLE ASSETS

All intangible assets of the Group are software during the years ended 31 December 2023 and 2022.

21 無形資產

於截至2023年及2022年12月31日止年度，本集團的所有無形資產為軟件。

		31 December 2023	31 December 2022
		2023年	2022年
		12月31日	12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Cost	成本		
At the beginning of the year	於年初	141,173	131,393
Additions	本年增加	6,634	11,673
Disposals	本年處置	-	(1,893)
		147,807	141,173
Less: Accumulated amortisation	減：累計攤銷		
At the beginning of the year	於年初	(53,681)	(39,034)
Charge for the year	本年計提	(15,777)	(14,769)
Written back on disposals	處置撥回	-	122
		(69,458)	(53,681)
Net book value	賬面淨額		
At the end of the year	於年末	78,349	87,492
At the beginning of the year	於年初	87,492	92,359

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合併財務報表附註

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

22 INTEREST IN ASSOCIATES

The following list contains only the particulars of material associates, all of which are unlisted corporate entities whose quoted market price is not available:

Name of associate 聯營企業名稱	Form of business 組織結構	Place of incorporation and business 主要經營地	Particulars of issued and paid-up capital 股本 '000 千股	Proportion of ownership interest 所有者權益比例			Principal activities 主營業務
				Group's effective interest 集團實際	Held by the Company 直接持股	Held by a subsidiary 間接持股	
Chongqing Fumin Bank Co., Ltd. (重慶富民銀行股份有限公司)	Incorporated 股份有限公司	Chongqing 重慶	3,000,000 ordinary shares 普通股	30%	30%	-	Banking 銀行業
Shandong Financial Assets Exchange Co., Ltd. (山東金融資產交易中心有限公司)	Incorporated 股份有限公司	Jinan 濟南	200,000 ordinary shares 普通股	30%	30%	-	Financial asset trading services 金融資產交易服務

All of the above associates are accounted for using the equity method in the consolidated financial statements.

22 長期股權投資－聯營企業

下表儘載列重要聯營企業的詳情，這些企業均為非上市公司，無法獲得其市值資訊。

以上聯營企業在合併報表中採用權益法核算。

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合併財務報表附註

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

22 INTEREST IN ASSOCIATES (CONTINUED)

Summarized financial information of the material associates reconciled to the carrying amounts in the consolidated financial statements are disclosed below:

22 長期股權投資－聯營企業（續）

將聯營企業的主要財務信息及與合併財務報表賬面價值的調節披露如下：

		Shandong Financial Assets			
		Chongqing Fumin Bank Co., Ltd.		Exchange Co., Ltd.	
		重慶富民銀行股份有限公司	山東金融資產交易中心有限公司		
		2023	2022	2023	2022
		2023年	2022年	2023年	2022年
		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
Gross amount of the associate	聯營企業的總金額				
Total assets	資產總計	60,418,042	54,874,294	431,868	820,812
Total liabilities	負債合計	(55,732,523)	(50,676,225)	(206,741)	(594,914)
Net assets	淨資產	4,685,519	4,198,069	225,127	225,898
Revenue	收入	2,025,893	1,969,546	18,519	32,352
Total comprehensive income	綜合收益總額	487,450	314,540	(770)	3,257
Reconciled to the Group's interest in the associate	本集團對聯營企業投資調節表	146,235	94,362	(231)	977
Gross amount of net assets of the associate	聯營企業的淨資產	4,685,519	4,198,069	225,127	225,898
Group's effective interest	本集團實際持股	30%	30%	30%	30%
Group's share of net assets of the associate	本集團按持股比例計算的淨資產份額	1,405,656	1,259,421	67,538	67,769
Carrying amount in the consolidated financial statements	對聯營企業的投資的賬面價值	1,405,656	1,259,421	67,538	67,769

Notes to the Consolidated Financial Statements

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

22 INTEREST IN ASSOCIATES (CONTINUED)

Aggregate information of associates that are not individually material:

22 長期股權投資－聯營企業(續)

單家非重要聯營企業的匯總資訊如下：

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Aggregate carrying amount of individually immaterial associates in the consolidated financial statements	合併財務報表中單家非重要聯營企業的帳面價值總額	257,448	327,003
Aggregate amounts of the Group's share of those associates	集團在聯營企業中所佔份額的合計金額		
Gains from continuing operations	來自持續經營的收益	(15,851)	7,336
Total comprehensive income	綜合收益合計	(15,851)	7,336

Notes to the Consolidated Financial Statements

合併財務報表附註

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

23 GOODWILL

23 商譽

		31 December 2023 2023年 12月31日 RMB'000 人民幣千元	31 December 2022 2022年 12月31日 RMB'000 人民幣千元
Cost	成本		
At the beginning of the year	於年初	9,720	11,190
Liquidation	註銷	-	(1,470)
At the end of the year	於年末	9,720	9,720
Accumulated impairment losses:	累計資產減值損失：		
At the beginning of the year	於年初	-	(1,470)
Liquidation	註銷	-	1,470
At the end of the year	於年末	-	-
Carrying amount	賬面價值		
At the end of the year	於年末	9,720	9,720
At the beginning of the year	於年初	9,720	9,720

Notes to the Consolidated Financial Statements

合併財務報表附註

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

23 GOODWILL (CONTINUED)

Impairment tests for cash-generating units containing goodwill

Goodwill is allocated to the Group's cash-generating units ("CGU") identified as follows:

Zhongli Insurance Sales Co., Ltd.
("Zhongli Insurance")

中利保險銷售有限公司

9,720

9,720

On 31 August 2015, Hanhua Internet Financing Financing Services (Shenzhen) Co., Ltd. ("Hanhua Internet Financing"), a wholly-owned subsidiary of the Company, acquired 95% equity interests of Zhongli Insurance from its former shareholders at an aggregate consideration of RMB56.5 million. Following the completion of the transaction on 31 August 2015, Zhongli Insurance became a 95% non-wholly owned subsidiary of Hanhua Internet Financing. The excess of the aggregate consideration over the net fair value of Zhongli Insurance's identifiable net assets measured as at the acquisition date, amounting to RMB9.7 million was recognized as goodwill by Hanhua Internet Financing.

The recoverable amount of the CGU is determined based on value-in-use calculations. These calculations use cash flow projections based on financial budgets approved by management covering a five-year period. The management is of the view that there is no impairment of goodwill as the value of Zhongli Insurance's business license is beyond the carrying amount of goodwill.

23 商譽 (續)

含商譽的現金產生單元的減值測試

商譽按本集團已識別出的現金產生單元 ("CGU") 分配如下：

31 December 2023 2023年 12月31日 RMB'000 人民幣千元	31 December 2022 2022年 12月31日 RMB'000 人民幣千元
--	--

於2015年8月31日，本公司全資附屬公司瀚華互聯網金融服務（深圳）有限公司（「瀚華互聯網」）與中利保險原股東簽訂股權轉讓協議，受讓中利保險95%的股權，瀚華互聯網收購中利保險對價為人民幣56.5百萬元。自2015年8月31日起中利保險成為瀚華互聯網金融的非全資附屬公司，收購時點中利保險的可辨認淨資產公允價值高於其淨資產9.7百萬元，由瀚華互聯網確認為商譽。

「現金產生單元」可回收金額基於可利用的價值計算而來。該計算使用的現金流是經管理層批准的對未來五年現金流的預測值。管理層認為中利保險執業牌照的價值超過商譽的帳面價值，因此商譽無減值。

Notes to the Consolidated Financial Statements

合併財務報表附註

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

24 INTEREST-BEARING BORROWINGS

The interest-bearing borrowings were repayable as follows:

		31 December	31 December
		2023	2022
		2023年	2022年
		12月31日	12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within 1 year	實時償還或1年以內	1,635,470	1,243,684
After 1 year but within 2 years	1年至2年	253,452	321,286
After 2 years but within 5 years	2年至5年	813,071	394,000
After 5 years	5年以上	210,619	457,819
Interest payables	應付利息	40,258	55,901
		2,952,870	2,472,690

24 計息借款

計息借款按償還方式分析如下：

The interest-bearing borrowings were secured as follows:

		31 December	31 December
		2023	2022
		2023年	2022年
		12月31日	12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Bank loans (Note (i))	銀行借款 (附註(i))		
- Unsecured	- 無擔保	626,295	480,000
- Secured by properties of the Group (Note (ii))	- 本集團物業抵押 (附註(ii))	226,680	240,808
- Secured by other assets of the Group (Note (iii))	- 本集團其他資產質押 (附註(iii))	119,000	341,410
		971,975	1,062,218
Other loans (Note (iv))	其他借款 (附註(iv))	1,242,512	697,496
Other interest-bearing liabilities (Note (v))	其他計息負債 (附註(v))	698,125	657,075
		2,912,612	2,416,789
Interest payables	應付利息	40,258	55,901
		2,952,870	2,472,690

Notes to the Consolidated Financial Statements

合併財務報表附註

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

24 INTEREST-BEARING BORROWINGS (CONTINUED)

Notes:

- (i) All of the Group's bank loans are subject to the fulfilment of covenants commonly found in lending arrangements with financial institutions. If the Group breach the covenants, the loans would become payable on demand. The Group regularly monitors its compliance with these covenants. Further details of the Group's management of liquidity risk are set out in Note 34(c). At 31 December 2023 and 2022, none of covenants relating to the bank loans had been breached.
- (ii) The bank loans are secured by the Group's properties held for own use. The aggregate carrying value of the secured properties amounted to RMB656.7 million as at 31 December 2023 (31 December 2022: RMB707.6 million).
- (iii) The bank loans are secured by deposits and receivables for factoring business owned by the Group. The aggregate carrying value of receivables of factoring business amounted to RMB141.6 million as at 31 December 2023 (31 December 2022: RMB270.9 million), and that of deposits amounted to RMB2.5 million as at 31 December 2023 (31 December 2022: RMB92.5 million).
- (iv) Other loans bear interest at a range from 6.00% to 15.00% per annum which are repayable no later than 31 August 2028.
- (v) Other interest-bearing liabilities mainly include third party investors' interest of RMB639.8 million at 31 December 2023 (31 December 2022: RMB657.1 million) in the consolidated structured entities.

24 計息借款 (續)

附註：

- (i) 所有本集團的銀行借款須履行與金融機構訂立的借款合同。倘本集團違反約定，借款須按合同要求償還。本集團定期監控履約情況。本集團對流動性風險管理的更多詳情載於附註34(c)。於2023和2022年12月31日，均無違約情況。
- (ii) 該銀行借款由本集團建築物抵押。於2023年12月31日，抵押物業的總帳面值為人民幣656.7百萬元（2022年12月31日為人民幣707.6百萬元）。
- (iii) 該銀行借款由本集團持有的存款及應收保理款抵押。於2023年12月31日，應收保理款總帳面值為人民幣141.6百萬元（2022年12月31日：270.9百萬元）。於2023年12月31日，存款總帳面值為人民幣2.5百萬元（2022年12月31日：92.5百萬元）。
- (iv) 其他借款的年息率介於6.00%至15.00%之間，最遲須於2028年8月31日償還。
- (v) 於2023年12月31日，其他計息負債主要包括第三方投資者在合併結構化實體中的權益為人民幣639.8百萬元（2022年12月31日：人民幣657.1百萬元）。

Notes to the Consolidated Financial Statements

合併財務報表附註

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

25 FINANCIAL ASSETS SOLD UNDER REPURCHASE AGREEMENT

25 賣出回購金融資產

		31 December 2023 2023年 12月31日 RMB'000 人民幣千元	31 December 2022 2022年 12月31日 RMB'000 人民幣千元
Beneficial rights of loans and advances to customers	發放貸款及墊款收益權	33,322	58,566
Beneficial rights of receivables for factoring business	應收保理款收益權	40,000	75,000
Interest payables	應付利息	6,021	564
		79,343	134,130

Details of the carrying values of underlying assets of financial assets under repurchased agreement are set out in Note 16(a) and Note 15.

賣出回購金融資產的相關資產賬面值詳情載於附註16(a)和附註(15)。

26 PROVISIONS FOR GUARANTEE LOSSES

26 擔保賠償準備金

		31 December 2023 2023年 12月31日 RMB'000 人民幣千元	31 December 2022 2022年 12月31日 RMB'000 人民幣千元
As at 1 January	年初	130,083	322,129
Reversal for the year	本年轉回	(16,549)	(192,046)
As at 31 December	年末	113,534	130,083

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合併財務報表附註

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

27 CUSTOMER PLEDGED DEPOSITS

Customer pledged deposits refer to deposits received from customers as collateral security of the credit guarantee issued by the Group. These deposits are interest-free, and will be returned to customers after the guarantee contracts expire.

27 存入保證金

存入保證金指向客戶所收的保證金，以作為本集團提供擔保的擔保抵押。此等押金為無息，並將於擔保合約屆滿時退還客戶。

28 ACCRUALS AND OTHER PAYABLES

28 應計及其他應付款

		31 December 2023 2023年 12月31日 RMB'000 人民幣千元	31 December 2022 2022年 12月31日 RMB'000 人民幣千元
Deposits received from financial asset management business	收到來自金融資產管理業務的保證金	1,449,585	189,586
Other payables	其他應付款項	229,788	223,030
Financial liabilities measured at amortised cost	按攤餘成本計算金融負債	1,679,373	412,616
Accrued staff cost (Note)	應付職工薪酬(附註)		
– Salaries, wages, bonuses and other benefits	— 工資、獎金、津貼及其他福利	13,468	17,889
Value-added tax and other surcharges payable	應付增值稅及其他附加費	10,900	2,400
Withholding individual income tax payable	應付代扣個人所得稅	3,587	3,800
Receipts in advance	預收賬款	3,918	35,652
Total	合計	1,711,246	472,357

Note: Contributions to the defined contribution retirement plan, include the social pension insurance schemes, are recognized as expenses when incurred, and there is no forfeited contributions that may be used by the Group to reduce the existing level of contribution.

附註：包括社會基本養老保險金計劃在內的退休金供款計劃的供款，於發生時確認為開支，本集團不會動用已被沒收的供款降低現有的供款水準。

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合併財務報表附註

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

29 LEASE LIABILITIES

29 租賃負債

		At 31 December 2023 於2023年12月31日		At 31 December 2022 於2022年12月31日	
		Present value of the minimum lease payments 最低租賃 付款額現值 <i>RMB'000</i> 人民幣千元	Total minimum lease payments 最低租賃 付款總額 <i>RMB'000</i> 人民幣千元	Present value of the minimum lease payments 最低租賃 付款額現值 <i>RMB'000</i> 人民幣千元	Total minimum lease payments 最低租賃 付款總額 <i>RMB'000</i> 人民幣千元
Within 1 year	1年以內	4,592	4,773	8,719	9,243
After 1 year but within 2 years	1至2年	527	534	1,439	1,472
		5,119	5,307	10,158	10,715
Less: total future interest expenses	減：未來利息支出總額		(188)		(557)
Present value of lease liabilities	租賃負債現值		5,119		10,158

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合併財務報表附註

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

30 INCOME TAX IN THE CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

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

30 載於合併財務狀況表的所得稅

(a) 即期稅項於合併財務狀況表的變動如下：

		31 December 2023 2023年 12月31日 RMB'000 人民幣千元	31 December 2022 2022年 12月31日 RMB'000 人民幣千元
Balance of income tax payable at the beginning of the year	年初應交所得稅餘額	78,671	93,366
Provision for income tax on the estimated taxable profit for the year (Note 6(a))	年內按估計應納稅所得額計提的所得稅費用(附註6(a))	13,455	37,895
Income tax paid during the year	本年已繳納所得稅	(18,511)	(52,590)
Balance of income tax payable at the end of the year	年末應交所得稅結餘	73,615	78,671

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合併財務報表附註

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

30 INCOME TAX IN THE CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (CONTINUED)

30 載於合併財務狀況表的所得稅 (續)

(b) Deferred tax assets and liabilities recognized:

(b) 已確認遞延所得稅資產及負債：

The components of deferred tax assets/(liabilities) recognized in the consolidated statement of financial position and the movements during the year are as follows:

本集團於合併財務狀況表確認的遞延所得稅資產／（負債）項目及年度變動如下：

Deferred tax arising from:	遞延稅項產生自：	Deferred tax assets 遞延所得稅資產					Deferred tax liabilities 遞延所得稅負債				
		Provisions for impairment losses	Accrued staff cost	Provisions for losses and accruals	Fair value adjustments on financial assets measured at fair value	Lease liabilities	Total	Fair value adjustments on financial assets measured at fair value	Right-of-use assets	Total	Net
		資產減值 損失撥備	應付職工 薪酬	未到期責任 準備金及 預收賬款	以公允價值 計量且其變動 計入當期損益 的公允價值 變動	租賃負債	合計	以公允價值 計量且其變動 計入當期損益 的公允價值 變動	使用權資產	合計	淨額
		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
At 1 January 2022	2022年1月1日	376,009	10	38,924	24,715	-	439,658	-	-	-	439,658
Recognized to the consolidated statement of profit or loss	於合併損益表確認 (附註6(a))	(10,702)	(10)	(12,116)	3,207	-	(19,621)	-	-	-	(19,621)
31 December 2022	2022年12月31日	365,307	-	26,808	27,922	-	420,037	-	-	-	420,037
Changes in accounting policies	會計政策變更	-	-	-	-	1,744	1,744	-	(1,744)	(1,744)	-
1 January 2023	2023年1月1日	365,307	-	26,808	27,922	1,744	421,781	-	(1,744)	(1,744)	420,037
Recognized to the consolidated statement of profit or loss	於合併損益表確認 (附註6(a))	1,541	52	(1,955)	(13,992)	(799)	(15,153)	(5,474)	666	(4,808)	(19,961)
At 31 December 2023	2023年12月31日	366,848	52	24,853	13,930	945	406,628	(5,474)	(1,078)	(6,552)	400,076

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合併財務報表附註

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

30 INCOME TAX IN THE CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (CONTINUED)

(c) Deferred tax assets not recognized

In accordance with the accounting policy set out in Note 1(p), the Group has not recognized deferred tax assets in respect of cumulative tax losses of RMB1,464.0 million (2022: RMB1,512.5 million) at 31 December 2023, as it is not probable that future taxable profits against which the losses can be utilized will be available in the relevant tax jurisdiction and entity. The tax losses incurred by the Company and its subsidiaries in the PRC will expire in five years since initial occurrence under current tax legislation.

30 載於合併財務狀況表的所得稅 (續)

(c) 未確認的遞延所得稅資產

根據載於附註1(p)的會計政策，由於本公司不大可能在可預見的將來獲得可用於抵扣有關虧損的未來應稅利潤，故本集團及本公司並無就2023年12月31日的累計可抵扣虧損為人民幣1,464.0百萬元（2022年為人民幣1,512.5百萬元）確認遞延所得稅資產。根據現行稅法，公司及其在內陸的子公司發生的可抵扣虧損將在首次發生後的五年內到期。

Notes to the Consolidated Financial Statements

合併財務報表附註

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

31 CAPITAL, RESERVES AND DIVIDENDS

(a) Movement 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 statements 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:

		Share capital 股本 RMB'000 人民幣千元 Note 31(c) 附註31(c)	Share premium 股份溢價 RMB'000 人民幣千元 Note 31(d)(i) 附註31(d)(i)	Capital reserve 資本公積 RMB'000 人民幣千元 Note 31(d)(ii) 附註31(d)(ii)	Surplus reserve 盈餘公積 RMB'000 人民幣千元 Note 31(d)(iii) 附註31(d)(iii)	Other comprehensive income 其他綜合收益 RMB'000 人民幣千元	Retained earnings 未分配利潤 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Balance at 1 January 2022:	2022年1月1日的餘額	4,600,000	1,091,555	484,881	207,221	-	478,766	6,862,423
Changes in equity for 2022:	2022年的權益變動：							
Profit for the year and total comprehensive income	淨收益及綜合收益總額	-	-	-	-	-	248,634	248,634
Appropriation to surplus reserve	提取盈餘公積	-	-	-	15,522	-	(15,522)	-
Balance at 31 December 2022 and 1 January 2023:	2022年12月31日及2023年1月1日的餘額	4,600,000	1,091,555	484,881	222,743	-	711,878	7,111,057
Changes in equity for 2023:	2023年的權益變動：							
Profit for the year and total comprehensive income	淨收益及綜合收益總額	-	-	-	-	30,001	191,408	221,409
Appropriation to surplus reserve	提取盈餘公積	-	-	-	19,141	-	(19,141)	-
Balance at 31 December 2023	2023年12月31日的餘額	4,600,000	1,091,555	484,881	241,884	30,001	884,145	7,332,466

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合併股東權益變動表。本公司獨立權益項目由年初至年末的變動詳情載列如下：

Notes to the Consolidated Financial Statements

合併財務報表附註

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

31 CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

(b) Dividends

In accordance with the resolution of the Company's board of directors' meeting held on 28 March 2024, no dividend is proposed for the year ended 31 December 2023. The profit appropriation resolution mentioned above has yet to be approved by the Company's shareholders' meeting.

No dividend was declared for the year ended 31 December 2022 in accordance with the resolution of the shareholders' meeting held on 20 June 2023.

(c) Share capital

The share capital was issued and fully paid.

(d) Nature and purpose of reserves

(i) Share premium

The share premium represents the difference between the par value of the shares of the Company and capital proceeds received from the issuance of the shares of the Company.

31 資本、儲備及股息 (續)

(b) 股息

根據2024年3月28日召開的董事會會議決議，提議截至2023年12月31日的財年不派息。上述事項尚待本公司股東大會批准。

根據2023年6月20日召開的股東大會決議，截至2022年12月31日止年度未宣布股息。

(c) 股本

股本均已發行和繳足。

(d) 儲備性質及目的

(i) 股份溢價

股份溢價指本公司股份面值與發行本公司股份所得款項之間的差額。

Notes to the Consolidated Financial Statements

合併財務報表附註

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

31 CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

(d) Nature and purpose of reserves (Continued)

(ii) Capital reserve

The capital reserve mainly comprises the following:

- the cumulative net change in the fair value of financial assets 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(k)(i);
- the portion of the grant date fair value of unexercised share options granted to employees of the Company that has been recognized in accordance with the accounting policy adopted for share-based payments in Note 1(o).

(iii) Surplus reserve

The surplus reserve represents statutory surplus reserve fund. The Company is required to appropriate 10% of its net profit as determined under the Accounting Standards for Business Enterprises and other relevant requirements issued by the Ministry of Finance of the PRC after making good prior year's accumulated loss, to the statutory surplus reserve fund until the reserve fund balance reaches 50% of its registered capital.

The total appropriation to surplus reserve of the Company was RMB19.1 million for the year ended 31 December 2023 (2022: RMB15.5 million).

31 資本、儲備及股息 (續)

(d) 儲備性質及目的 (續)

(ii) 資本公積

資本公積包括下列各項：

- 於報告期末所持的以公允價值計量的交易性金融資產的公允價值的累計淨變動，並已根據附註1(k)(i)所載的會計政策處理；
- 已根據附註1(o)以權益結算的股份支付所採納的會計政策確認的向本公司僱員授出的未使購股權於授出日期的公允價值部份。

(iii) 盈餘公積

盈餘公積指法定盈餘公積金。於彌補以前年度的累計虧損後，本公司須根據中國財政部頒佈的企業會計準則及其他相關規定，將其10%的淨利潤轉撥至法定盈餘公積金，直至盈餘公積累計餘額達到其註冊資本的50%。

於截至2023年12月31日止年度，本公司提取盈餘公積總計人民幣19.1百萬元（2022年度：人民幣15.5百萬元）。

Notes to the Consolidated Financial Statements

合併財務報表附註

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

31 CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

(d) Nature and purpose of reserves (Continued)

(iv) General reserve

Pursuant to relevant regulations, the 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 profit after tax as determined under the Accounting Standard for Business Enterprise and other relevant requirements issued by the Ministry of Finance of the PRC after making good prior year's accumulated loss to cover potential losses against their assets.

While subsidiaries engaged in providing a range of loan and services to the small sized and micro enterprises (“**SME enterprises**”) are required to set aside a general reserve through appropriations of profit after tax according to a certain provision ratio of the ending balance of gross risk-bearing assets to cover potential losses against their assets. In principal, the general reserve balance should not be lower than 1.0% of the ending balance of gross risk-bearing assets.

The total appropriation to general reserve of the Group was RMB13.1 million for the year ended 31 December 2023 (2022: RMB24.1 million).

(v) Exchange reserve

Foreign exchange differences arising from activities of Huiwei Hong Kong Holding Limited and Hanhua Hong Kong Holdings Limited (accounted in HK dollars) are recognized as “exchange reserve” in the shareholder's equity in the consolidated statement of financial position.

31 資本、儲備及股息(續)

(d) 儲備性質及目的(續)

(iv) 一般風險準備

根據相關規定從事信用擔保業務的附屬公司需從稅後利潤中提取作為一般風險準備，金額為彌補以前年度累計虧損後的淨利潤的10%（根據中國財政部頒佈的企業會計準則及其他相關規定），以彌補其資產可能出現的虧損。

而從事中小企業貸款業務的附屬公司需從稅後利潤中提取作為一般風險準備，金額為風險資產總額期末結餘的若干百分比，以彌補其資產可能出現的虧損。原則上，一般風險準備結餘不得少於風險資產總額期末結餘的1.0%。

於截至2023年12月31日止年度，本集團提取一般風險準備總計人民幣13.1百萬元（2022年度：人民幣24.1百萬元）。

(v) 外幣報表折算差額

產生自惠微香港控股有限公司和瀚華香港控股有限公司（以港幣記賬）經營活動的外幣折算差異，在合併財務狀況表中被確認為股東權益中的外幣報表折算差額。

Notes to the Consolidated Financial Statements

合併財務報表附註

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

31 CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

(e) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for equity shareholders and benefits for other stakeholders, by pricing products and services commensurate 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 2023 and 2022.

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 paid-in/share capital of companies in the Group engaging guarantee or/and credit loan business respectively, so as to keep the capital risk within an acceptable limit. The decision to manage the share capital of companies in the Group to meet the needs of developing guarantee or/and credit loans business rests with the directors.

31 資本、儲備及股息(續)

(e) 資本管理

本集團在資本管理上的首要目的是保障本集團能夠根據持續經營基礎經營，從而透過與風險水準相應的產品及服務定價以及獲得合理成本的融資繼續為權益持有人／股東提供回報及為其他持份者謀求利益。

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準，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。

於截至2023年及2022年12月31日止年度，本集團資本管理的方法並無改變。

針對擔保及信用貸款業務，本集團定期監察單一客戶的擔保餘額或／及信用貸款餘額及有關本集團旗下分別從事擔保或／及信用貸款業務公司的擔保或／及信用貸款總額的實收資本／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實收資本／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釐定。

Notes to the Consolidated Financial Statements

合併財務報表附註

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

32 NON-CONTROLLING INTERESTS

32 非控制性權益

		31 December	31 December
		2023	2022
		2023年	2022年
		12月31日	12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Fu'an AMC	遼寧富安金融資產管理 有限公司	508,810	498,561
Chongqing Micro-credit	重慶市瀚華小額貸款 有限責任公司	-	93,073
Others	其他	47,446	62,358
		556,256	653,992

33 SEGMENT REPORTING

33 分部報告

The Group manages its business by business lines. In a manner 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:

本集團根據業務條線進行業務管理。本集團的經營分部已按與內部報送資訊一致的方式列報，這些內部報送資訊是提供給本集團管理層以向分部份配資源並評價分部業績，本集團以經營分部為基礎，確定了下列報告分部：

Digital services

數字化服務

This segment, building upon the Group's financial technology (fintech) system and digital risk control model, provides standardized, automated and batch-based fintech services for micro, small and medium-sized enterprises ("MSMEs") and individual customers in specific transaction scenarios and industrial chains, mainly including electronic guarantee, and micro and small-sized businesses targeted fintech services.

以本集團的金融科技系統和數字化風控模型為基礎，為特定交易場景、產業鏈的中小微企業及個人客戶提供標準化、自動化、批量化的金融科技服務，主要包括電子保函、小微金融科技服務業務。

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合併財務報表附註

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

33 SEGMENT REPORTING (CONTINUED)

Digital finance

This segment provides offline financing products and guarantee services for MSMEs and individual customers through the Group's financing guarantee and financial factoring companies, mainly including bond guarantee, performance guarantee, small business lending and receivables factoring. This segment also covers the Company's equity investment in commercial banking.

Capital investment and financial asset management

This segment provides capital investment services to certain small and medium-sized enterprises with growth potential and value by utilization of the Group's own funds and funds raised through cooperation with external institutions, and includes partnership with banks and other financial institutions to carry out distressed asset management business.

Others

This segment represents the managerial functions of the headquarters and other business lines and operational results that cannot be completely categorized into any of the above segments.

33 分部報告 (續)

數字化金融

以本集團所轄的融資擔保、金融保理等機構，為中小微企業及個人客戶提供線下資金產品和擔保服務，主要包括債券擔保、履約擔保、小企業貸款、應收賬款保理業務；以及本公司對商業銀行的股權投資業務。

資本投資及金融資產管理

利用自有資金，以及通過與外部機構合作募集資金，向具有成長空間和增長價值的廣大中小企業提供資本投資服務，包括與銀行和其他金融機構合作開展不良資產管理業務。

其他

指承擔總部管理職能以及無法完全劃分為上述任一分部的其他業務條線及經營業績。

Notes to the Consolidated Financial Statements

合併財務報表附註

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

33 SEGMENT REPORTING (CONTINUED)

Others (Continued)

(a) 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 amortization of assets attributable to those segments.

Internal charges and transfer prices are determined with reference to market rates and have been reflected in the performance of each segment.

33 分部報告 (續)

其他 (續)

(a) 分部利潤、資產及負債

為了評價各個分部的業績及向其配置資源，本集團管理層會定期審閱歸屬於各分部業績、資產及負債，這些資訊的編製基礎如下：

分部資產包括歸屬於分部的所有有形資產、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。

分部經營成果是指各個分部產生的收入，扣除各個分部發生的費用、歸屬於各分部的資產發生的折舊和攤銷及其他費用的淨額，以分配至該等分部。

分部之間的內部收費和轉讓定價均參照市場利率確定，並已反映在各分部的表現中。

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合併財務報表附註

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

33 SEGMENT REPORTING (CONTINUED)

Others (Continued)

(a) 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 year ended 31 December 2023 is set out below:

33 分部報告 (續)

其他 (續)

(a) 分部利潤、資產及負債 (續)

截至2023年12月31日向本集團管理層報送的以向分部分配資源並評價分部業績的分部資訊列示如下：

		Year ended 31 December 2023 2023年12月31日				
		Digital services	Digital finance	Capital investment and financial asset management	Others	Total
		數字化服務	數字化金融	資本投資及金融資產管理	其他	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
Net guarantee and consulting fee income	擔保及諮詢費淨收入	85,335	169,738	-	-	255,073
Net interest and handling fee income/(expense)	利息及手續費淨收入/(支出)	45,335	144,406	20,106	(25,835)	184,012
Reportable segment income/(expense)	分部收入/(支出)	130,670	314,144	20,106	(25,835)	439,085
Net trading (losses)/gains	交易淨(損失)/收益	-	(6,582)	31,613	(20,087)	4,944
Net foreign exchange gains	匯兌淨收益	-	-	-	7,306	7,306
Other operating income, net	其他收入淨額	4,251	23,903	20,904	4,297	53,355
Operating income	營運收入	134,921	331,465	72,623	(34,319)	504,690
Share of profits of associate	聯營企業收益	-	115,420	(8,822)	(6,446)	100,152
(Provisions)/reversal for guarantee losses	(計提)/轉回擔保賠償準備金	(4,557)	21,106	-	-	16,549
Impairment losses	資產減值損失	(1,179)	(127,413)	(5,442)	2,084	(131,950)
Operating expenses	營運支出	(82,002)	(184,231)	(37,026)	(122,623)	(425,882)
Other net losses	其他損失淨額	(107)	(1,354)	(102)	(4,772)	(6,335)
Reportable segment profit/(loss) before taxation	分部稅前利潤/(損失)	47,076	154,993	21,231	(166,076)	57,224

Notes to the Consolidated Financial Statements

合併財務報表附註

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

33 SEGMENT REPORTING (CONTINUED)

Others (Continued)

(a) Segment results, assets and liabilities (Continued)

33 分部報告 (續)

其他 (續)

(a) 分部利潤、資產及負債 (續)

		At 31 December 2023 2023年12月31日				
		Digital services	Digital finance	Capital investment and financial asset management	Others	Total
		數字化服務	數字化金融	資本投資及金融資產管理	其他	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
Segment assets	分部資產	130,254	5,757,353	3,521,539	3,348,090	12,757,236
Segment liabilities	分部負債	(65,981)	(1,380,126)	(2,383,035)	(1,396,619)	(5,225,761)

Notes to the Consolidated Financial Statements

合併財務報表附註

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

33 SEGMENT REPORTING (CONTINUED)

Others (Continued)

(a) Segment results, assets and liabilities (Continued)

33 分部報告 (續)

其他 (續)

(a) 分部利潤、資產及負債 (續)

		Year ended 31 December 2022 2022年12月31日				
		Digital services	Digital finance	Capital investment and financial asset management	Others	Total
		數字化服務	數字化金融	資本投資及金融資產管理	其他	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
Net guarantee and consulting fee income	擔保及諮詢費淨收入	133,246	204,092	-	-	337,338
Net interest and handling fee income/(expense)	利息及手續費淨收入/(支出)	94,168	100,218	43,827	(30,031)	208,182
Reportable segment income/(expense)	分部收入/(支出)	227,414	304,310	43,827	(30,031)	545,520
Net trading (losses)/gains	交易淨(損失)/收益	-	(501)	10,413	(27,838)	(17,926)
Net foreign exchange gains	匯兌淨收益	-	-	-	5,717	5,717
Other operating income, net	其他收入淨額	3,753	26,098	14,020	24,297	68,168
Operating income	營運收入	231,167	329,907	68,260	(27,855)	601,479
Share of profits of associate	聯營企業收益	-	94,011	8,670	(6)	102,675
Reversal for guarantee losses	轉回擔保賠償準備金	45,455	146,591	-	-	192,046
Impairment losses	資產減值損失	(3,447)	(221,611)	(7,033)	(5,031)	(237,122)
Operating expenses	營運支出	(114,132)	(206,308)	(34,164)	(155,183)	(509,787)
Other net (losses)/gains	其他(損失)/收益淨額	(9)	(2,357)	24	(37,397)	(39,739)
Reportable segment profit/(loss) before taxation	分部稅前利潤/(損失)	159,034	140,233	35,757	(225,472)	109,552

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33 SEGMENT REPORTING (CONTINUED)

33 分部報告 (續)

Others (Continued)

其他 (續)

(a) Segment results, assets and liabilities (Continued)

(a) 分部利潤、資產及負債 (續)

		At 31 December 2022 2022年12月31日				
		Digital services	Digital finance	Capital investment and financial asset management	Others	Total
		數字化服務	數字化金融	資本投資及金融資產管理	其他	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
Segment assets	分部資產	117,357	5,718,049	2,176,339	3,051,823	11,063,568
Segment liabilities	分部負債	(23,617)	(1,393,568)	(1,099,164)	(997,612)	(3,513,961)

(b) Reconciliation of reportable segment assets

(b) 分部資產的調節

		31 December 2023	31 December 2022
		2023年	2022年
		12月31日	12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Assets	資產		
Reportable segment assets	分部資產	12,757,236	11,063,568
Deferred tax assets	遞延所得稅資產	405,153	420,037
Consolidated total assets	資產合計	13,162,389	11,483,605

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34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT

Exposure to credit, interest rate and liquidity 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 refers to the risk that a customer will default on its contractual obligations resulting in a financial loss to the Group. Credit risk is primarily attributable to unexpired guarantee issued by the Group, financial assets measured at amortized cost and financial lease receivables.

The maximum exposure to credit risk is represented by the net carrying amount of each type of financial assets as at the end of the reporting periods.

Credit risk management of guarantee business

The Group has taken measures to identify credit risks arising from guarantee business. 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, deputy chairman and chairman depending on the transaction size.

During the post-transaction monitoring process, the Group conducts on-site inspection and ongoing post-transaction reviews focusing 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 design contingency plans accordingly.

34 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、利率及流動性風險。

本集團會定期審閱這些風險管理政策及有關內部控制系統，以適應市場情況或本集團經營活動的改變。

(a) 信用風險

信用風險是指因客戶違反合約責任而導致本集團出現財務虧損的風險。信用風險主要來自本集團發行的未到期擔保、以攤餘成本計量的金融資產及應收融資租賃款。

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。

擔保業務信用風險管理

本集團已採取措施識別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，包括盡職審查、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、副主席及主席審查及審批。

擔保後回訪，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。

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34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

(a) Credit risk (Continued)

Credit risk management of guarantee business (Continued)

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 fulfill 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.

The guarantees issued and outstanding are analyzed by type as follows:

34 財務風險管理及金融工具的公允價值 (續)

(a) 信用風險 (續)

擔保業務信用風險管理 (續)

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。

在保餘額按其種類分析如下：

		31 December 2023	31 December 2022
		2023年 12月31日	2022年 12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Traditional financing guarantees	傳統融資擔保	3,020,851	2,685,528
Bond guarantees	債券擔保	6,784,400	10,824,200
Financing guarantees	融資擔保	9,805,251	13,509,728
Subtotal	小計	9,805,251	13,509,728
Performance guarantees	履約擔保	23,814,746	20,634,474
Maximum amount guarantee	擔保餘額	33,619,997	34,144,202
Less: Customer pledged deposits	減：存入保證金	(93,397)	(35,408)
Net guarantee exposure	淨擔保風險	33,526,600	34,108,794

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34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

(a) Credit risk (Continued)

Credit risk management of guarantee business (Continued)

As at 31 December 2023, it is estimated that an increase in probability of default by 5%, with all other variables held constant, would have increased the Group's provisions for guarantee losses by approximately RMB5.7 million (2022: RMB6.5 million).

Credit risk management of financial assets measured at amortized cost and financial lease receivables

The Group adopts the same pre-approval, review and credit approval risk management system for credit risk arising from financial assets measured at amortized cost and financial lease receivables. During the post-transaction monitoring process, the Group conducts a visit of customers within one month after disbursement and conducts on-site inspection on a semi-annual 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.

34 財務風險管理及金融工具的公允價值 (續)

(a) 信用風險 (續)

擔保業務信用風險管理 (續)

本公司預測在假設其他因素不變的情況下，如各類擔保業務違約概率均增加5%，將引起2023年12月31日的擔保合同準備金增加約人民幣5.7百萬元（2022年12月31日：人民幣6.5百萬元）。

以攤餘成本計量的金融資產及應收融資租賃款的信用風險管理

本集團就以攤餘成本計量的金融資產及應收融資租賃款的信用風險採取相同的盡職調查、審查及信用審批。貸後回訪，本集團於放款後一個月內回訪客戶，並每半年一次進行實地檢查。審查主要集中於貸款用途、借款人的財務及經營狀況、項目進度及抵押品的狀況。

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34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

(a) Credit risk (Continued)

Collateral

The credit policies of the Group provide specific requirements on the acceptable collaterals and pledges, and set different rates for different collaterals and pledges based on their nature and extent of realization. The Group sets out specific requirements for the qualifications of professional evaluation agencies. In addition, through credit risk management system, the Group implements strict management on the collaterals and pledges and their ownership certificates to prevent the occurrence of operational risks. The acceptable collateral includes financial collateral, real estate properties, accounts receivable and other collaterals.

Measurement of ECL

The Group applies the ECL model to calculate loss allowances for its financial assets measured at amortized cost and financial lease receivables, as well as financial guarantee contracts and loan commitments.

The Group classifies financial assets measured at amortized cost other than POCI financial assets and financial lease receivables into three stages and makes provisions for expected credit losses accordingly, depending on whether there is a significant increase in credit risk and whether a financial asset has become credit-impaired.

34 財務風險管理及金融工具的公允價值 (續)

(a) 信用風險 (續)

抵質押物

在授信政策中，本集團對可接受的抵質押物進行了專門的描述，並按照抵質押物的性質及變現程度的不同規定了不同的抵、質押率，並對專業評估機構的資格等作出了專門的要求。本集團還通過信用風險管理系統對抵質押物及其權屬憑證實施嚴格管理，防範操作風險發生。本集團可接受的抵質押物包括金融質押品、房地產、應收賬款和其他押品。

預期信用損失的計量

本集團適用ECL模型來計量以攤餘成本計量的金融資產、應收融資租賃款，以及財務擔保合同和不可撤銷貸款承諾的損失準備。

本集團將或購買或源生的已發生信用減值的金融資產以外的以攤餘成本計量的金融資產及應收融資租賃款劃分為三個階段，並據此計提預期信用損失，預期信用損失取決於信用風險是否發生顯著增加以及是否已發生信用減值。

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34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

(a) Credit risk (Continued)

Measurement of ECL (Continued)

The three stages are defined as follows:

- Stage 1: A financial asset of which the credit risk has not significantly increase since initial recognition. The amount equal to 12-month expected credit losses is recognized as loss allowance.
- Stage 2: A financial asset with a significant increase in credit risk since initial recognition but is not considered to be credit-impaired. The amount equal to lifetime expected credit losses is recognized as loss allowance.
- Stage 3: A financial asset is considered to be credit-impaired as at statement of financial position date. The amount equal to lifetime expected credit losses is recognized as loss allowance.

34 財務風險管理及金融工具的公允價值 (續)

(a) 信用風險 (續)

預期信用損失的計量 (續)

三階段定義如下：

- 階段一：自初始確認後信用風險未顯著增加的金融資產，將未來12個月預期信用損失確認為減值準備。
- 階段二：自初始確認以來信用風險顯著增加，但未被視為出現信用減值的金融資產，將未來全部預期信用損失確認為減值準備。
- 階段三：一項金融資產在財務報告日被視為信用減值，其減值金額等於存在期間全部預期信用損失金額。

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34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

(a) Credit risk (Continued)

Significant increase in credit risk

The assessment of significant increase since initial recognition in the credit risk is performed at least on a quarterly basis for financial assets held by the Group. The Group takes into consideration all reasonable and supportable information (including forward-looking information) that reflects significantly change in credit risk for the purposes of classifying financial assets. The main considerations are regulatory and operating environment, internal and external credit risk gradings, debt-servicing capacity, operating capabilities, 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 for more than 30 days (except micro-lending business, which is 7 days), whether the market price has been falling to assess deterioration.

34 財務風險管理及金融工具的公允價值 (續)

(a) 信用風險 (續)

信用風險顯著增加

自信用風險初步確認後，至少每季度對本集團持有的金融資產進行信用風險是否顯著增加的評估。本集團考慮所有合理以及可支援性的資料（包括前瞻性資料），以反映信用風險的重大變動，並據此分類金融資產。主要考慮因素包括監管和運營環境，內部和外部信用風險評級，償債能力，運營能力，合同條款和還款記錄。在一項金融資產或金融資產組合的存續期內，本集團將該項金融資產或遇有類似信用風險特徵的金融資產組合的違約風險與財務報告日及初始確認日的違約風險進行比較，以確定違約風險的變化。在確定金融資產的信用風險自初始確認後是否顯著增加時，本集團考慮的因素包括違約概率是否大幅上升，金融資產是否逾期30天以上（小額貸款業務為7天），市場價格是否下降到評估惡化的程度。

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34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

(a) Credit risk (Continued)

Definition of “credit-impaired”

Generally, a financial asset is considered to be credit-impaired if:

- It has been overdue for more than 90 days;
- In light of economic, legal or other factors, the Group has made concessions to a customer in financial difficulties, which would otherwise have been impossible under normal circumstances;
- The customer is probable to be insolvent or carry out other financial restructurings;
- Due to serious financial difficulties, the financial asset cannot continue to be traded in an active market;
- There are other objective evidences that the financial asset is impaired.

Description of parameters, assumptions, and estimation techniques

The Group adopts ECL model to measures provision for loss of financial assets based on the stages. The ECL allowance is the result of the discounted product of probability of default (PD), exposure at default (EAD) and loss given default (LGD). The definitions of these terms are as follows:

PD refers to the likelihood that a customer will be unable to meet his repayment obligations over the next 12 months or the remaining lifetime of the obligation.

34 財務風險管理及金融工具的公允價值 (續)

(a) 信用風險 (續)

「已發生信用減值」的定義

通常，一項金融資產被視為信用減值，如果：

- 逾期超過90天；
- 受經濟、法律或其他因素影響，集團對有財務困難的客戶作出讓步，倘若不作出讓步，客戶將無法正常經營；
- 客戶可能破產或進行其他財務重組；
- 由於嚴重的財務困難，金融資產不能繼續在活躍市場中交易；
- 有其他證據證明金融資產已經發生減值。

參數、假設和估計技術的描述

本集團分階段採用ECL模型來計量金融資產損失準備。ECL的損失準備是違約概率(PD)、違約風險敞口(EAD)及違約損失率(LGD)三者的乘積折現後的結果。相關定義如下：

PD是指客戶在未來12個月或在債務剩餘存續期，無法履行其償付義務的可能性。

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34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

(a) Credit risk (Continued)

Description of parameters, assumptions, and estimation techniques (Continued)

EAD is the amount that the Group should be reimbursed upon default of an obligor over the next 12 months or the remaining lifetime of the obligation.

LGD refers to the expected degree of loss arising from the exposure at default which is predicted by the Group. LGD varies according to different types of counterparties, methods and priority of recovering debts, and the availability of collaterals or other credit support.

The Group measures the ECL for Stage 3 credit-impaired financial assets using DCF method. Under DCF method, the loss allowance 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 recognized in the statement of profit or loss. The ECL allowance for credit-impaired financial assets is determined on an individual basis. The following factors are considered:

- The sustainability of the customer's business plan;
- The customer's ability to improve performance once a financial difficulty has arisen;
- The estimated recoverable cash flows from projects and liquidation;
- The availability of other financial support and the realisable value of collateral; and
- The timing of the expected cash flows.

34 財務風險管理及金融工具的公允價值 (續)

(a) 信用風險 (續)

參數，假設和估計技術的描述 (續)

EAD是指在未來12個月或在債務剩餘存續期，在違約發生時，本集團應被償付的金額。

LGD是指本集團對違約敞口發生損失程度作出的預期。根據交易對手的類型、追索的方式和優先級，以及擔保物或其他信用支持的可獲得性不同，LGD也有所不同。

本集團對階段三客戶信用減值金融資產使用現金流折現模型法(DCF法)計量ECL。DCF測試法基於資產總賬面價值與預計未來現金流量現值之間的差額計量損失準備金。未來現金流量按照實際利率貼現。減值損失在賬面金額中扣除，減值虧損與損益表確認。在確認個別信用減值金融資產的ECL的損失準備時，要考慮如下因素：

- 客戶經營計劃的可持續性；
- 一旦出現財務困難，客戶能夠提高經營績效；
- 來自經營項目和清算的可預測可收回現金流量；
- 其他財務支持的可獲得性和抵押物的可變現價值；以及
- 預期現金流的時間安排。

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34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

(a) Credit risk (Continued)

Forward-looking information contained in ECL

The calculation of ECL incorporates forward-looking information. The Group has performed historical analysis and identified the key economic variables, including GDP, CPI, PMI, M2, Industrial Added Value and Real Estate Climate Index. The impact of these economic variables on the PD and LGD has been determined by performing statistical regression analysis to understand the correlations among the historical changes of the economic variables, PD and LGD. Forecasts of these economic variables are provided by the Group at least every six months and provide the best estimate view of the economy for the future.

When calculating the ECL, the optimism, neutral and pessimism scenarios and its weightings determined by a combination of macro-statistical analysis and expert judgment are taken into account by the Group.

There have been no significant changes in estimation techniques or significant assumptions made during the year.

34 財務風險管理及金融工具的公允價值 (續)

(a) 信用風險 (續)

ECL中包涵的前瞻性信息

ECL計算包涵前瞻性信息。本集團已進行歷史分析，並確定了主要經濟變數，包括GDP，CPI，PMI，M2，工業增加值和房地產氣候指數。這些經濟變數對PD和LGD的影響已經通過進行統計回歸分析來確定，以瞭解經濟變數PD和LGD的歷史變化之間的相關性。本集團每六個月至少提供一次這些經濟變數的預測，並提供未來經濟的最佳估計。

在計算ECL時，本集團會考慮由宏觀統計分析與專家判斷相結合所確定的樂觀、中性及悲觀情景及其權重。

本年估計技術和重大假設沒有顯著變化。

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

34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

(a) Credit risk (Continued)

Maximum exposure to credit risk for trade and other receivables disclosed in credit risk levels

		As at 31 December 2023 於2023年12月31日		
		Stage I 12m ECL 階段一 12個月預期 信用損失 <i>RMB'000</i> 人民幣千元	Stage II & Stage III Lifetime ECL 階段二和階段三 整個存續期 預期信用損失 <i>RMB'000</i> 人民幣千元	Total 合計 <i>RMB'000</i> 人民幣千元
Trade and other receivables	應收及其他應收款項			
Credit risk grade	信用風險等級			
Low	低	830,724	-	830,724
High	高	-	1,141,446	1,141,446
Gross carrying amount	賬面餘額	830,724	1,141,446	1,972,170
Allowance for impairment losses	減值損失準備	-	(493,972)	(493,972)
Net amount	賬面價值	830,724	647,474	1,478,198

34 財務風險管理及金融工具的公允價值 (續)

(a) 信用風險 (續)

按信用風險等級披露的應收及其他應收款項最大信用風險敞口

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34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

(a) Credit risk (Continued)

Maximum exposure to credit risk for trade and other receivables disclosed in credit risk levels (Continued)

		As at 31 December 2022 於2022年12月31日		
		Stage I 12m ECL 階段一 12個月預期 信用損失 RMB'000 人民幣千元	Stage II & Stage III Lifetime ECL 階段二和階段三 整個存續期 預期信用損失 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Trade and other receivables	應收及其他應收款項			
Credit risk grade	信用風險等級			
Low	低	699,561	–	699,561
High	高	–	1,226,610	1,226,610
Gross carrying amount	賬面餘額	699,561	1,226,610	1,926,171
Allowance for impairment losses	減值損失準備	–	(502,395)	(502,395)
Net amount	賬面價值	699,561	724,215	1,423,776

34 財務風險管理及金融工具的公允價值 (續)

(a) 信用風險 (續)

按信用風險等級披露的應收及其他應收款項最大信用風險敞口 (續)

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

34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

(a) Credit risk (Continued)

Maximum exposure to credit risk for receivables for factoring business disclosed in credit risk levels

34 財務風險管理及金融工具的公允價值 (續)

(a) 信用風險 (續)

按信用風險等級披露的應收保理款項最大信用風險敞口

		As at 31 December 2023 於2023年12月31日		
Receivables for factoring business	應收保理款項	Stage I	Stage II & Stage III	Total
		12m ECL 階段一 12個月預期 信用損失 <i>RMB'000</i> 人民幣千元	Lifetime ECL 階段二和階段三 整個存續期 預期信用損失 <i>RMB'000</i> 人民幣千元	
Credit risk grade	信用風險等級			
Low	低	501,048	-	501,048
Medium	中	-	46,448	46,448
High	高	-	106,621	106,621
Gross carrying amount	賬面餘額	501,048	153,069	654,117
Allowance for impairment losses	減值損失準備	(8,104)	(41,942)	(50,046)
Net amount	賬面價值	492,944	111,127	604,071

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

34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

(a) Credit risk (Continued)

Maximum exposure to credit risk for receivables for factoring business disclosed in credit risk levels (Continued)

		As at 31 December 2022 於2022年12月31日		
		Stage I 12m ECL 階段一 12個月預期 信用損失 RMB'000 人民幣千元	Stage II & Stage III Lifetime ECL 階段二和階段三 整個存續期 預期信用損失 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Receivables for factoring business	應收保理款項			
Credit risk grade	信用風險等級			
Low	低	261,049	–	261,049
Medium	中	–	108,606	108,606
High	高	–	79,747	79,747
Gross carrying amount	賬面餘額	261,049	188,353	449,402
Allowance for impairment losses	減值損失準備	(7,125)	(31,607)	(38,732)
Net amount	賬面價值	253,924	156,746	410,670

34 財務風險管理及金融工具的公允價值 (續)

(a) 信用風險 (續)

按信用風險等級披露的應收保理款項最大信用風險敞口 (續)

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34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

(a) Credit risk (Continued)

Maximum exposure to credit risk for loans and advances to customers disclosed in credit risk levels

34 財務風險管理及金融工具的公允價值 (續)

(a) 信用風險 (續)

按信用風險等級披露的發放貸款及墊款最大信用風險敞口

		As at 31 December 2023 於2023年12月31日		
Loans and advances to customers	發放貸款及墊款	Stage I	Stage II & Stage III	Total
		12m ECL 階段一 12個月預期 信用損失 <i>RMB'000</i> 人民幣千元	Lifetime ECL 階段二和階段三 整個存續期 預期信用損失 <i>RMB'000</i> 人民幣千元	
Credit risk grade	信用風險等級			
Low	低	3,144,248	-	3,144,248
Medium	中	-	17,483	17,483
High	高	-	262,166	262,166
Gross carrying amount	賬面餘額	3,144,248	279,649	3,423,897
Allowance for impairment losses	減值損失準備	(103,447)	(134,247)	(237,694)
Net amount	賬面價值	(3,040,801)	(145,402)	3,186,203

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34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

(a) Credit risk (Continued)

Maximum exposure to credit risk for loans and advances to customers disclosed in credit risk levels (Continued)

		As at 31 December 2022 於2022年12月31日		
		Stage I 12m ECL 階段一 12個月預期 信用損失 RMB'000 人民幣千元	Stage II & Stage III Lifetime ECL 階段二和階段三 整個存續期 預期信用損失 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Loans and advances to customers	發放貸款及墊款			
Credit risk grade	信用風險等級			
Low	低	2,085,027	–	2,085,027
Medium	中	–	5,175	5,175
High	高	–	301,802	301,802
Gross carrying amount	賬面餘額	2,085,027	306,977	2,392,004
Allowance for impairment losses	減值損失準備	(78,862)	(117,522)	(196,384)
Net amount	賬面價值	2,006,165	189,455	2,195,620

34 財務風險管理及金融工具的公允價值 (續)

(a) 信用風險 (續)

按信用風險等級披露的發放貸款及墊款最大信用風險敞口 (續)

Notes to the Consolidated Financial Statements

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

34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

(a) Credit risk (Continued)

Maximum exposure to credit risk for finance lease receivables disclosed in credit risk levels

		As at 31 December 2023 於2023年12月31日		
		Stage I 12m ECL 階段一 12個月預期 信用損失 RMB'000 人民幣千元	Stage II & Stage III Lifetime ECL 階段二和階段三 整個存續期 預期信用損失 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Finance lease receivables	應收融資租賃款			
Credit risk grade	信用風險等級			
High	高	-	92,966	92,966
Gross carrying amount	賬面餘額	-	92,966	92,966
Allowance for impairment losses	減值損失準備	-	(50,278)	(50,278)
Net amount	賬面價值	-	42,688	42,688

34 財務風險管理及金融工具的公允價值 (續)

(a) 信用風險 (續)

按信用風險等級披露的應收融資租賃款最大信用風險敞口

Notes to the Consolidated Financial Statements

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

34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

(a) Credit risk (Continued)

Maximum exposure to credit risk for finance lease receivables disclosed in credit risk levels (Continued)

		As at 31 December 2022 於2022年12月31日		
		Stage I 12m ECL 階段一 12個月預期 信用損失 RMB'000 人民幣千元	Stage II & Stage III Lifetime ECL 階段二和階段三 整個存續期 預期信用損失 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Finance lease receivables	應收融資租賃款			
Credit risk grade	信用風險等級			
Low	低	1,737	-	1,737
High	高	-	92,967	92,967
Gross carrying amount	賬面餘額	1,737	92,967	94,704
Allowance for impairment losses	減值損失準備	(24)	(45,826)	(45,850)
Net amount	賬面價值	1,713	47,141	48,854

(b) Interest rate risk

The Group is principally engaged in the provision of credit guarantee, lending, factoring, finance lease and related consulting services to SME enterprises in the PRC. Its interest rate risk arises primarily from deposits with banks, loans and advances to customers and interest-bearing borrowings.

34 財務風險管理及金融工具的公允價值 (續)

(a) 信用風險 (續)

按信用風險等級披露的應收融資租賃款最大信用風險敞口 (續)

		As at 31 December 2022 於2022年12月31日		
		Stage I 12m ECL 階段一 12個月預期 信用損失 RMB'000 人民幣千元	Stage II & Stage III Lifetime ECL 階段二和階段三 整個存續期 預期信用損失 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Finance lease receivables	應收融資租賃款			
Credit risk grade	信用風險等級			
Low	低	1,737	-	1,737
High	高	-	92,967	92,967
Gross carrying amount	賬面餘額	1,737	92,967	94,704
Allowance for impairment losses	減值損失準備	(24)	(45,826)	(45,850)
Net amount	賬面價值	1,713	47,141	48,854

(b) 利率風險

本集團主要於中國從事提供信用擔保、小額貸款、保理、融資租賃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、發放貸款及墊款及計息借款。

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34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

34 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

The following tables details the interest rate profile of the Group's assets and liabilities as at the end of the year:

本集團於年末資產及負債的利率風險概況如下：

		31 December 2023	31 December 2022
		2023年 12月31日	2022年 12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Fixed interest rate	固定利率		
Financial assets	金融資產		
– Cash and cash equivalents	– 現金及現金等價物	–	6,000
– Time and restricted bank deposits	– 期限在3個月以上的定期存款和存出保證金	643,528	1,514,086
– Loans and advances to customers	– 發放貸款及墊款	2,888,875	2,055,836
– Receivables for factoring business	– 應收保理款	571,916	399,123
– Finance lease receivables	– 應收融資租賃款	42,688	48,854
		4,147,007	4,023,899
Financial liabilities	金融負債		
– Interest-bearing borrowings	– 計息借款	(2,912,612)	(2,416,789)
– Financial assets sold under repurchase agreement	– 賣出回購金融資產	(73,322)	(133,566)
– Lease liabilities	– 租賃負債	(5,119)	(10,158)
		(2,991,053)	(2,560,513)
Net	淨額	1,155,954	1,463,386

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34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

34 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 (Continued)

(i) 利率風險概況(續)

		31 December 2023 2023年 12月31日 RMB'000 人民幣千元	31 December 2022 2022年 12月31日 RMB'000 人民幣千元
Variable interest rate	浮動利率		
Financial assets	金融資產		
– Cash and cash equivalents	– 現金及現金等價物	575,160	333,271
– Time and restricted bank deposits	– 期限在3個月以上的定期存款和存出保證金	154,547	63,085
		729,707	396,356
Net	淨額	729,707	396,356
Fixed rate financial liabilities as a percentage of total financial liabilities	固定利率金融負債佔總金融負債的百分比	100.00%	100.00%

(ii) Sensitivity analysis

(ii) 敏感度分析

At 31 December 2023, it is estimated that a general increase of 50 basis points in interest rates, with all other variables held constant, would have increased the Group's profit before taxation for the next 12 months by approximately RMB3.6 million (2022: RMB2.0 million).

於2023年12月31日，在其他變量不變的情況下，假定利率上浮50個基點，將會導致本集團於未來12個月的稅前利潤上升約人民幣3.6百萬元（於2022年12月31日為人民幣2.0百萬元）。

The sensitivity analysis above indicates the exposure to cash flow interest rate risk arising from floating rate non-derivative instruments held by the Group at the end of the reporting period.

上述的敏感度分析列出本集團於報告期末持有的浮動利率非衍生工具所產生的現金流利率風險。

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34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

(c) Liquidity risk

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.

The following tables provide an analysis of financial assets and liabilities of the Group into relevant maturity groupings based on the remaining periods to repayment at the end of the year:

34 財務風險管理及金融工具的公允價值 (續)

(c) 流動性風險

本集團的政策是定期監控短期和長期的流動資金需求，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。

於年末，本集團各金融資產和金融負債根據相關剩餘到期日分析如下：

		At 31 December 2023 於2023年12月31日						
		Indefinite	Repayable	Within three	Between	Between	More than	Total
		無期限	on demand	months	three months	one year and	five years	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
Financial assets	金融資產							
Cash and cash equivalents	現金及現金等價物	-	575,201	-	-	-	-	575,201
Time and restricted bank deposits	期限在3個月以上的定期存款和存出保證金	-	126,100	130,144	530,403	6,428	5,000	798,075
Trade and other receivables	應收及其他應收款項	642,474	36,370	788,519	4,943	5,892	-	1,478,198
Receivables for factoring business	應收保理款	71,208	12,454	268,065	252,344	-	-	604,071
Loans and advances to customers	發放貸款及墊款	127,283	297,328	26,271	81,190	2,654,131	-	3,186,203
Financial assets measured at fair value through profit or loss	以公允價值計量且其變動計入當期損益的金融資產	2,909,324	218,711	-	-	-	-	3,128,035
Finance lease receivables	應收融資租賃款	42,688	-	-	-	-	-	42,688
Total	合計	3,792,977	1,266,164	1,212,999	868,880	2,666,451	5,000	9,812,471
Financial liabilities	金融負債							
Customer pledged deposits	存入保證金	-	15,313	7,688	14,648	54,793	955	93,397
Interest-bearing borrowings	計息借款	-	439,290	222,606	1,013,832	1,066,523	210,619	2,952,870
Financial assets sold under repurchase agreement	賣出回購金融資產	-	46,021	-	23,121	10,201	-	79,343
Accruals and other payables	應計及其他應付款項	-	191,226	1,488,147	-	-	-	1,679,373
Lease liabilities	租賃負債	-	-	1,689	2,903	527	-	5,119
Total	合計	-	691,850	1,720,130	1,054,504	1,132,044	211,574	4,810,102
Net	淨值	3,792,977	574,314	(507,131)	(185,624)	1,534,407	(206,574)	5,002,369
Guarantee issued	提供的融資擔保							
Maximum amount guaranteed*	擔保上限金額*	-	13,857	11,015,218	14,363,841	6,680,328	1,453,356	33,526,600

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34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

34 財務風險管理及金融工具的公允價值 (續)

(c) Liquidity risk (Continued)

(c) 流動性風險 (續)

At 31 December 2022
於2022年12月31日

		Indefinite 無期限 RMB'000 人民幣千元	Repayable on demand 實時償還 RMB'000 人民幣千元	Within three months 三個月以內 RMB'000 人民幣千元	Between three months and one year 三個月至一年 RMB'000 人民幣千元	Between one year and five years 一年至五年 RMB'000 人民幣千元	More than five years 五年以上 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Financial assets	金融資產							
Cash and cash equivalents	現金及現金等價物	-	333,354	6,089	-	-	-	339,443
Time and restricted bank deposits	期限在3個月以上的定期存款和存出保證金	-	118,227	506,203	992,255	8,018	3,852	1,628,555
Trade and other receivables	應收及其他應收款項	720,644	478,268	132,646	83,080	9,138	-	1,423,776
Receivables for factoring business	應收保理款	59,400	98,360	125,493	88,165	39,252	-	410,670
Loans and advances to customers	發放貸款及墊款	182,895	153,553	52,621	625,923	1,180,628	-	2,195,620
Financial assets measured at fair value through profit or loss	以公允價值計量且其變動計入當期損益的金融資產	1,814,054	258,941	-	-	-	-	2,072,995
Finance lease receivables	應收融資租賃款	48,104	-	750	-	-	-	48,854
Total	合計	2,825,097	1,440,703	823,802	1,789,423	1,237,036	3,852	8,119,913
Financial liabilities	金融負債							
Customer pledged deposits	存入保證金	-	6,576	8,232	14,187	6,413	-	35,408
Interest-bearing borrowings	計息借款	-	-	147,901	1,151,684	715,286	457,819	2,472,690
Financial assets sold under repurchase agreement	賣出回購金融資產	-	-	-	75,564	58,566	-	134,130
Accruals and other payables	應計及其他應付款項	-	147,086	265,530	-	-	-	412,616
Lease liabilities	租賃負債	-	-	2,947	5,772	1,439	-	10,158
Total	合計	-	153,662	424,610	1,247,207	781,704	457,819	3,065,002
Net	淨值	2,825,097	1,287,041	399,192	542,216	455,332	(453,967)	5,054,911
Guarantee issued	提供的融資擔保							
Maximum amount guaranteed*	擔保上限金額*	-	7,054	12,788,688	14,039,149	5,747,794	1,526,109	34,108,794

* The maximum amount guaranteed represents the total amount of liability less the amount of customer pledged deposits 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.

* 倘所有客戶違約，擔保上限金額等於對外擔保金額減去存入保證金。由於絕大部份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。

Notes to the Consolidated Financial Statements

合併財務報表附註

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

34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

34 財務風險管理及金融工具的公允價值 (續)

(c) Liquidity risk (Continued)

(c) 流動性風險 (續)

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group and the Company can be required to pay:

本集團及本公司於報告期末的非衍生金融負債按未折現的合同現金流量(包括按合同利率計算的利息，如果是浮動利率則按報告期末的現行利率計算的利息)的剩餘合約期限，以及被要求支付的最早日期如下：

		2023 Contractual undiscounted cash flow 2023年未經折現合同現金流						Carrying amount at 31 December 12月31日 賬面價值	
	Indefinite	Repayable on demand	Within three months	Between three months and one year	Between one year and five years	More than five years	Total	31 December 12月31日 賬面價值	
	無期限 RMB'000 人民幣千元	實時償還 RMB'000 人民幣千元	三個月以內 RMB'000 人民幣千元	三個月至一年 RMB'000 人民幣千元	一年至五年 RMB'000 人民幣千元	五年以上 RMB'000 人民幣千元	合計 RMB'000 人民幣千元	人民幣千元	
Customer pledged deposits	存入保證金	-	15,313	7,688	14,648	54,793	955	93,397	93,397
Interest-bearing borrowings	計息借款	-	439,290	266,554	110,990	1,404,754	290,783	3,512,371	2,952,870
Financial assets sold under repurchase agreement	賣出回購金融資產	-	54,208	1,011	24,684	10,483	-	90,386	79,343
Accruals and other payables	應計及其他應付款項	-	191,226	1,488,147	-	-	-	1,679,373	1,679,373
Lease liabilities	租賃負債	-	-	1,773	3,000	534	-	5,307	5,119
Total	合計	-	700,037	1,765,173	1,153,322	1,470,564	291,738	5,380,834	4,810,102

		2022 Contractual undiscounted cash flow 2022年未經折現合同現金流						Carrying amount at 31 December 12月31日 賬面價值	
	Indefinite	Repayable on demand	Within three months	Between three months and one year	Between one year and five years	More than five years	Total	31 December 12月31日 賬面價值	
	無期限 RMB'000 人民幣千元	實時償還 RMB'000 人民幣千元	三個月以內 RMB'000 人民幣千元	三個月至一年 RMB'000 人民幣千元	一年至五年 RMB'000 人民幣千元	五年以上 RMB'000 人民幣千元	合計 RMB'000 人民幣千元	人民幣千元	
Customer pledged deposits	存入保證金	-	6,576	8,232	14,187	6,413	-	35,408	35,408
Interest-bearing borrowings	計息借款	-	-	152,042	1,164,106	782,455	559,351	2,657,954	2,472,690
Financial assets sold under repurchase agreement	賣出回購金融資產	-	-	-	77,120	60,108	-	137,228	134,130
Accruals and other payables	應計及其他應付款項	-	147,086	265,530	-	-	-	412,616	412,616
Lease liabilities	租賃負債	-	-	3,152	6,091	1,472	-	10,715	10,158
Total	合計	-	153,662	428,956	1,261,504	850,448	559,351	3,253,921	3,065,002

Notes to the Consolidated Financial Statements

合併財務報表附註

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

34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

(d) Fair values measurement

(i) Financial assets and liabilities measured at fair value

Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorized into the three-level fair value hierarchy as defined in HKFRS 13, *Fair value measurement*. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available
- Level 3 valuations: Fair value measured using significant unobservable inputs

34 財務風險管理及金融工具的公允價值(續)

(d) 公允價值計量

(i) 按公允價值計量的金融資產及負債

公允價值層級

下表載列本集團按經常性基準於報告期末計量並根據香港財務報告準則第13號「公允價值計量」所界定的三個公允價值層級分類的金融工具公允價值。公允價值計量的三個層級分類乃參考估值方法所用的輸入數據的可觀察程度及重要性釐定如下：

- 第1層級估值：只採用第1層級輸入數據(即同一資產或負債於計量日期在活躍市場取得的未經調整報價)計量的公允價值
- 第2層級估值：採用第2層級輸入數據(即未能達到第1層級的可觀察輸入數據)及不採用重大不可觀察輸入數據計量的公允價值。不可觀察輸入數據為無市場數據之輸入數據
- 第3層級估值：使用重大不可觀察輸入數據計量的公允價值

Notes to the Consolidated Financial Statements

合併財務報表附註

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

34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

(d) Fair values measurement (Continued)

(i) Financial assets and liabilities measured at fair value (Continued)

Fair value hierarchy (Continued)

The Group has a team headed by the finance manager performing valuations for the financial instruments, including the unlisted debt instrument, listed and unlisted equity instrument, and non-performing asset packages. The team reports directly to the chief financial officer and the audit committee. A valuation report with analysis of changes in fair value measurement is prepared by the team at each interim and annual reporting date, and is reviewed and approved by the chief financial officer. Discussion of the valuation process and results with the chief financial officer and the audit committee is held twice a year, to coincide with the reporting dates.

34 財務風險管理及金融工具的公允價值 (續)

(d) 公允價值計量 (續)

(i) 按公允價值計量的金融資產及負債 (續)

公允價值層級 (續)

本集團擁有一隻由財務經理領導之團隊，負責就金融工具（包括非上市債務工具、上市及非上市的股本證券和不良資產包）進行估值。該團隊直接向財務總監及審計委員會報告。載有公允價值計量變動分析之估值報告乃由團隊於各中期及年度報告日期編製，並由財務總監審閱及批准。團隊就估值過程及結果每年與財務總監及審計委員會進行兩次討論，以與報告日期保持一致。

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合併財務報表附註

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

34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

(d) Fair values measurement (Continued)

(i) Financial assets and liabilities measured at fair value (Continued)

Fair value hierarchy (Continued)

		Fair value at 31 December 2023 2023年 12月31日 公允價值 RMB'000 人民幣千元	Level 1 第一層級 RMB'000 人民幣千元	Level 2 第二層級 RMB'000 人民幣千元	Level 3 第三層級 RMB'000 人民幣千元
Recurring fair value measurements	經常性公允價值計量				
Financial assets:	金融資產				
Debt instrument	債務工具				
- Unlisted	- 非上市	739,880	-	-	739,880
Equity instrument	權益工具				
- Listed	- 上市	19,521	19,521	-	-
- Unlisted	- 非上市	165,247	-	-	165,247
Non-performing asset packages	不良資產包	2,203,387	-	-	2,203,387
Total	合計	3,128,035	19,521	-	3,108,514

34 財務風險管理及金融工具的公允價值 (續)

(d) 公允價值計量 (續)

(i) 按公允價值計量的金融資產及負債 (續)

公允價值層級 (續)

Fair value measurements as at
31 December 2023 categorised into
2023年12月31日公允價值分類

Notes to the Consolidated Financial Statements

合併財務報表附註

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

34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

34 財務風險管理及金融工具的公允價值 (續)

(d) Fair values measurement (Continued)

(d) 公允價值計量 (續)

(i) Financial assets and liabilities measured at fair value (Continued)

(i) 按公允價值計量的金融資產及負債 (續)

Fair value hierarchy (Continued)

公允價值層級 (續)

Fair value measurements as at 31 December 2022 categorised into 2022年12月31日公允價值分類

	Fair value at 31 December 2022 2022年12月31日 公允價值 RMB'000 人民幣千元	Fair value measurements as at 31 December 2022 categorised into 2022年12月31日公允價值分類		
		Level 1 第一層級 RMB'000 人民幣千元	Level 2 第二層級 RMB'000 人民幣千元	Level 3 第三層級 RMB'000 人民幣千元
Recurring fair value measurements	經常性公允價值計量			
Financial assets:	金融資產			
Debt instrument	債務工具			
– Unlisted	– 非上市	783,666	–	783,666
Equity instrument	權益工具			
– Listed	– 上市	29,934	29,934	–
– Unlisted	– 非上市	190,765	–	190,765
Non-performing asset packages	不良資產包	1,068,630	–	1,068,630
Total	合計	2,072,995	29,934	2,043,061

Notes to the Consolidated Financial Statements

合併財務報表附註

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

34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

(d) Fair values measurement (Continued)

(i) Financial assets and liabilities measured at fair value (Continued)

Fair value hierarchy (Continued)

Information about Level 3 fair value measurements is as below:

Financial assets at fair value through profit or loss	以公允價值計量且其變動計入當期損益的金融資產
Equity instrument:	權益工具：
– Unlisted	– 非上市
Debt instrument:	債務工具：
– Unlisted	– 非上市
Non-performing asset packages	不良資產包

34 財務風險管理及金融工具的公允價值 (續)

(d) 公允價值計量 (續)

(i) 按公允價值計量的金融資產及負債 (續)

公允價值層級 (續)

第三層級公允價值計量資料如下：

Valuation techniques	Significant unobservable inputs
估值技術	重大不可觀察輸入數據
Market comparable companies	Discount for lack of marketability
市場可比公司	流動性折價
Discounted cash flow	Risk-adjusted discount rate
現金流折現	風險調整貼現率
Discounted cash flow	Risk-adjusted discount rate
現金流折現	風險調整貼現率

Notes to the Consolidated Financial Statements

合併財務報表附註

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

34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

(d) Fair values measurement (Continued)

(i) Financial assets and liabilities measured at fair value (Continued)

Fair value hierarchy (Continued)

The fair value of unlisted equity instruments is determined using the price/earning ratios of comparable listed companies adjusted for lack of marketability discount. The fair value measurement is negatively correlated to the discount for lack of marketability. As at 31 December 2023, it is estimated that with all other variables held constant, a decrease/increase in discount for lack of marketability by 5% would have increased/decreased the Group's profit by RMB2.5 million (2022: RMB2.7 million).

The fair value of debt instruments and non-performing asset packages is determined using discounted cash flow model and the significant unobservable input used in the fair value measurement is risk-adjusted discount rate. The fair value measurement is negatively correlated to the risk-adjusted discount rate. As at 31 December 2023, it is estimated that with all other variables held constant, an increase/decrease in the risk-adjusted discount rate by 5% would have decreased/increased the Group's profit by RMB6.7 million (2022: RMB3.6 million).

34 財務風險管理及金融工具的公允價值 (續)

(d) 公允價值計量 (續)

(i) 按公允價值計量的金融資產及負債 (續)

公允價值層級 (續)

非上市權益工具的公允價值由可比上市公司經過流動性折價調整後的市盈率確定。由於缺乏市場流動性，公允價值計量與折扣呈負相關。於2023年12月31日，估計在其他變量不變的情況下，因缺乏市場流動性導致的折扣減少/增加5%將使本集團的利潤增加/減少人民幣2.5百萬元（2022年：人民幣2.7百萬元）。

債務工具和不良資產包的公允價值採用現金流折現模型確定，公允價值計量中使用的重大不可觀察輸入數據為風險調整貼現率，公允價值計量與風險調整貼現率呈負相關。截至2023年12月31日，估計在其他變量保持不變的情況下，風險調整貼現率增加/減少5%將使本集團的利潤減少/增加人民幣6.7百萬元（2022年：人民幣3.6百萬元）。

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合併財務報表附註

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

34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

(d) Fair values measurement (Continued)

(i) Financial assets and liabilities measured at fair value (Continued)

Fair value hierarchy (Continued)

The movement during the year in the balance of Level 3 fair value measurements is as follows:

		31 December 2023	31 December 2022
		2023年 12月31日	2022年 12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
At 1 January	於1月1日	2,043,061	1,764,396
Payment for purchases	購買	1,474,786	983,858
Net unrealised gains or losses recognized in profit or loss during the year	本年於損益確認的未實現利得或損失	15,927	(54,069)
Proceeds from sales	贖回	(425,260)	(651,124)
At 31 December	於12月31日	3,108,514	2,043,061

During the years ended 31 December 2023 and 2022, there were no transfers into or out of Level 3.

於截至2023年12月31日及2022年12月31日止年度，無第三層級轉入或轉出的情況。

34 財務風險管理及金融工具的公允價值 (續)

(d) 公允價值計量 (續)

(i) 按公允價值計量的金融資產及負債 (續)

公允價值層級 (續)

第三層級公允價值計量結餘於期內變動如下：

Notes to the Consolidated Financial Statements

合併財務報表附註

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

34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

(d) Fair values measurement (Continued)

(ii) Valuation of financial instruments with significant unobservable inputs

Financial instruments valued with significant unobservable inputs are primarily the unlisted debt instrument, unlisted equity instrument, and non-performing asset packages, which are classified under fair value hierarchy at level 3 financial instruments. These financial instruments are valued based on a combination of market data, internal valuation models and valuation report, if any, issued by an independent licensed valuer. The models incorporate various non-observable assumptions such as discount rate reflecting specific risks relating to the financial instruments and average volatilities for the related business, etc.

(iii) Fair values of financial assets and liabilities carried at other than fair value

The carrying amounts of the Group's financial instruments carried at cost or amortized cost are not materially different from their fair values as at 31 December 2023 and 2022.

34 財務風險管理及金融工具的公允價值 (續)

(d) 公允價值計量 (續)

(ii) 對重大不可觀察輸入值的金融資產的估計

以重大不可觀察輸入值估值的金融資產主要為被認定為歸入第三層級的非上市權益工具及以公允價值計量且其變動計入當期損益的金融資產。這些金融工具的估值以市場數據、內在估值模型和以獨立有資質的估值師出具的估值報告(如有)為基礎。模型考慮了各種不可觀察假設，如反映有關金融工具的特定風險和相關業務的平均波動率的貼現率等。

(iii) 按公允價值以外列賬之金融資產及負債之公允價值

於2023年12月31日及2022年12月31日，本集團按成本或攤餘成本計量的金融工具的賬面價值與其公允價值並無重大差異。

Notes to the Consolidated Financial Statements

合併財務報表附註

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

35 MATERIAL RELATED PARTY TRANSACTIONS

35 重大關聯方交易

(a) Transactions with key management personnel remuneration

(a) 關鍵管理人員薪酬

		31 December	31 December
		2023	2022
		2023年	2022年
		12月31日	12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Key management personnel remuneration (Note (i))	關鍵管理人員薪酬 (附註(i))	9,562	14,588

Notes:

- (i) Remuneration for key management personnel of the Group includes amounts paid to the Company's directors as disclosed in Note 7 and the highest paid employees as disclosed in Note 8.
- (ii) All the balances with key management personnel are included in 'staff costs' (see Note 5(a)).

附註：

- (i) 本集團的關鍵管理人員薪酬包括於附註7披露的支付予本公司董事的金額及於附註8披露的最高薪酬人士。
- (ii) 所有關鍵管理人員薪酬的結餘於本節相關附註中披露(見附註5(a))。

(b) Transactions with related parties other than key management personnel

(b) 與除關鍵管理人員以外的關聯方之間的交易

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Guarantee and consulting fee income	擔保及諮詢費收入	47	21
Interest and handling fee income	利息及手續費收入	28,795	83,603
Interest and handling fee expense	利息及手續費支出	(27,663)	(36,029)
Acquisition of debt instrument	購買債權	7,622	28,206
Additions of loans and advances to customers	發放貸款和墊款	-	12,000
Additions of interest-bearing borrowings	新增計息借款	999,850	420,000
Decrease of interest-bearing borrowings	償還計息借款	(420,000)	(300,000)
Providing guarantee	對外擔保	565	59,132
Releasing guarantee	對外解除擔保	(60,312)	(203,670)
Other revenue	其他收入	-	1,026

Notes to the Consolidated Financial Statements

合併財務報表附註

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

35 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

35 重大關聯方交易 (續)

(c) Balances with related parties other than key management personnel

(c) 與除關鍵管理人員以外的關聯方之間的交易於資產負債日的餘額

		31 December 2023	31 December 2022
		2023年 12月31日	2022年 12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Assets	資產		
Cash and cash equivalents (Note 12(a))	現金及現金等價物 (附註12(a))	11,143	71,166
Trade and other receivables	應收及其他應收款項	12,118	15,940
Loans and advances to customers	發放貸款及墊款	102,350	102,350
Liabilities	負債		
Interest-bearing borrowings	計息借款	1,169,850	590,000
Accruals and other payables	應計及其他應付款項	15,566	36,572
Off balance sheet	表外業務		
Outstanding guarantee	對外擔保	50,155	109,902

Notes to the Consolidated Financial Statements

合併財務報表附註

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

36 COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION 36 母公司財務狀況表

		31 December 2023 2023年 12月31日 RMB'000 人民幣千元	31 December 2022 2022年 12月31日 RMB'000 人民幣千元
Assets	資產		
Cash and cash equivalents	現金及現金等價物	340	2,213
Trade and other receivables	應收及其他應收款項	3,591,584	2,369,716
Interest in associate	長期股權投資－聯營企業	1,473,194	1,341,463
Investments in subsidiaries	長期股權投資－附屬公司	7,500,148	8,208,169
Property, plant and equipment	物業、廠房及設備	602	1,183
Intangible assets	無形資產	1,212	1,387
Total assets	總資產	12,567,080	11,924,131
Liabilities	負債		
Interest-bearing borrowings	計息借款	378,144	320,000
Accruals and other payables	應計及其他應付款項	4,856,470	4,493,074
Total liabilities	總負債	5,234,614	4,813,074
NET ASSETS	資產淨值	7,332,466	7,111,057
CAPITAL AND RESERVES	資本及儲備		
Share capital	股本	4,600,000	4,600,000
Reserves	儲備	2,732,466	2,511,057
TOTAL EQUITY	權益合計	7,332,466	7,111,057

Approved and authorized for issue by the board of directors on 28 March 2024.

經董事會批准及授權於2024年3月28日刊發。

Name: Zhang Jun
Position: Chairman of the Board
姓名：張軍
職位：董事會主席

Name: Ren Weidong
Position: Chief Financial Officer
姓名：任為棟
職位：首席財務官

(Company stamp)
(公司印章)

Notes to the Consolidated Financial Statements

合併財務報表附註

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

37 ACCOUNTING JUDGEMENTS AND ESTIMATES

Note 34 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:

(a) Impairment of financial assets measured at amortised cost

The Group reviews portfolios of financial assets measured at amortized cost 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 financial assets measured at amortized cost. 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.

The impairment loss for financial assets measured at amortized cost using the expected credit loss model is subjected to a number of key parameters and assumptions, including the identification of loss 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 financial assets measured at amortized cost 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.

37 會計判斷與會計估計

附註34包含了有關金融工具的公允價值的假設及其風險因素。其他不確定估計的主要來源如下：

(a) 以攤餘成本計量的金融資產減值

本集團定期覆核以攤餘成本計量的金融資產，以評估是否出現任何資產減值損失，以及若出現任何減值跡象，則評估有關資產減值損失金額。減值客觀證據包括可觀察資料顯示以攤餘成本計量的金融資產的預計未來現金流出現可衡量的減幅。此外，亦包括可觀察資料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。

以攤餘成本計量的金融資產在使用預期信用損失模型評估資產減值損失時，受若干關鍵參數和假設的影響，包括損失階段的確定，違約概率的估計，違約損失率，違約風險敞口，貼現率，調整前瞻性資訊和其他調整因素。在評估以攤餘成本計量的金融資產的預期信用損失時，要考慮管理層對於歷史數據，歷史損失經驗和其他調整因素的估計。歷史損失經驗根據當前經濟狀況的相關可觀察數據和管理層歷史經營的盤坐做出調整。管理層定期考慮這些參數的選擇及假設的應用，以降低損失估計與實際損失之間的差異。

Notes to the Consolidated Financial Statements

合併財務報表附註

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

37 ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

(b) Impairment of long-lived assets

If circumstances indicate that the carrying amount of a long-lived asset may not be recoverable, the asset may be considered “impaired”, and an impairment loss may be recognized in accordance with accounting policy for impairment of long-lived assets as described in Note 1(n)(ii). The carrying amounts of long-lived 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 judgment 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

Property, plant and equipment and intangible assets are depreciated and amortized 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 amortization 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 會計判斷與會計估計(續)

(b) 長期資產減值

倘若有跡象顯示長期資產的帳面值不能收回，則該資產可能視為「減值」，並根據附註1(n)(ii)所載有關長期資產減值的會計政策確認資產減值損失。長期資產的帳面值會定期覆核，以評估可收回金額是否低於帳面值。倘可收回金額低於帳面值，則帳面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資產預計未來現金流量的現值的較高者。在厘定資產預計未來現金流量的現值時，資產產生的預計未來現金流量貼現至現值，並需就收益水準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，以厘定可收回金額的合理數額。該等估計的變化將對資產帳面值有重大影響，並導致未來期間減值支出或減值撥回增加。

(c) 折舊與攤銷

本集團在考慮物業、廠房及設備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。本公司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公司根據對同類資產的過往經驗及估計的技術改變而確定。倘有證據表明用以厘定折舊的因素發生變化，則對折舊比率進行調整。

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合併財務報表附註

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

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 at the balance sheet date and is determined by the Group's practical experience, taking into consideration of industry information and market data.

(e) Tax

Determining income tax provisions involves judgment on the future tax treatment of certain transactions. The Group carefully evaluates the tax implications of transactions and tax provisions are set up accordingly. The tax treatment of such transactions is reconsidered periodically to take into account all changes in tax legislation. Deferred tax assets are recognized for tax losses not yet used and temporary deductible differences. As those deferred tax assets can only be recognized to the extent that it is probable that future taxable profits will be available against which the unused tax credits can be utilized, management's judgment is required to assess the probability of future taxable profits. Management's assessment is constantly reviewed and additional deferred tax assets are recognized if it becomes probable that future taxable profits will allow the deferred tax assets to be recovered.

37 會計判斷與會計估計 (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、並考慮行業資訊及市場資料後厘定。

(e) 稅項

確定所得稅涉及對某些交易未來稅務處理的判斷。本集團慎重評估各項交易的稅務影響，並計提相應的所得稅準備。本集團定期根據更新的稅收法規重新評估這些交易的稅務影響。遞延所得稅資產按可抵扣稅務虧損及可抵扣暫時性差異確認。遞延所得稅資產只會在未來期間很有可能具有足夠應納稅所得用作抵扣暫時差異時確認，所以需要管理層判斷以評估未來應納稅所得的可能性。管理層持續審閱對遞延所得稅的判斷，如果預計未來很有可能獲得能利用遞延所得稅資產的未來應納稅所得，將確認相應的遞延所得稅資產。

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

38 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2023

Up to the date of issue of these financial statements, the HKICPA has issued a number of new or amended standards, which are not yet effective for the year ended 31 December 2023 and which have not been adopted in these financial statements. These developments include the following which may be relevant to the Group.

38 於截至2023年12月31日止年度已頒布但尚未生效的修訂、新準則及解釋的潛在影響

截至這些財務報表發佈之日，香港會計師公會已發佈了一些新的或修訂的準則，這些準則在截至2023年12月31日的年度尚未生效，也未在這些財務報表中採用。這些發展包括以下可能與本集團有關的方面。

		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 HKAS 1, <i>Presentation of financial statements: Classification of liabilities as current or non-current</i> (“ 2020 amendments ”)	香港會計準則第1號修訂， 「財務報表列報：負債分類 為流動負債或非流動負債」 （「 2020修訂 」）	1 January 2024 2024年1月1日
Amendments to HKAS 1, <i>Presentation of financial statements: Non-current liabilities with covenants</i> (“ 2022 amendments ”)	香港會計準則第1號修訂， 「財務報表列報：附有契約條件 的非流動負債」（「 2022修訂 」）	1 January 2024 2024年1月1日
Amendments to HKFRS 16, <i>Leases: Lease liability in a sale and leaseback</i>	香港會計準則第16號修訂， 「租賃：售後租回交易中的 租賃負債」	1 January 2024 2024年1月1日
Amendments to HKAS 7, <i>Statement of cash flows and HKFRS 7, Financial Instruments: Disclosures: Supplier finance arrangements</i>	香港會計準則第7號修訂， 「現金流量表和香港會計準則 第7號—金融工具： 披露：供應商融資安排」	1 January 2024 2024年1月1日
Amendments to HKAS 21, <i>The effects of changes in foreign exchange rates: Lack of exchangeability</i>	香港會計準則第21號修訂， 「外匯匯率變化的影響： 缺乏可兌換性」	1 January 2025 2025年1月1日

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

本集團正在評估該等變化對初始應用期間的預期影響。目前，本集團得出之結論為採納該等變化不太可能對本集團之合併財務報表產生重大影響。

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合併財務報表附註

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

39 CONSOLIDATED STRUCTURED ENTITY

The Group has consolidated structured entities which initiated partnerships of RMB1,492.6 million at 31 December 2023 (31 December 2022: RMB1,536.1 million). The Group has the right to variable returns from its involvement and has the ability to affect its returns through its power over the entity and the Group provided financial guarantee against the limited liabilities partners that required the fixed returns.

The relevant activities of the structured entities are directed by means of contractual arrangement and the entity has been designed so that voting or similar rights are not the dominant factor in deciding who has control. These structured entities are consolidated as the Group is exposed or has the right to variable returns from its involvement with these entities and has the ability to affect its returns through its power over the entity.

40 COMPARATIVE FIGURES

Certain comparative figures have been adjusted to conform to current year's presentation and to provide comparative amounts in respect of items disclosed for the first time in 2023.

39 結構化主體

納入本集團合併財務報表範圍的結構化主體包括設立的合夥企業。截至2023年12月31日已發起的合夥業務規模為人民幣1,492.6百萬元(2022年12月31日：人民幣1,536.1百萬元)。本集團因參與該等主體的營運而有權享有其可變回報，並能夠運用其對該等主體的權利影響上述回報，且本集團向獲取固定回報的有限責任合夥人提供財務擔保。

由於該等結構化主體的相關活動是直接按照合同安排進行的，所以表決權不是決定是否控制該等結構化主體的主要因素。本集團因參與該等主體的營運而獲得或有權享有其可變回報，並能夠運用其對該等主體的權利影響上述回報。因此，本集團將該等結構化主體納入合併範圍。

40 可比金額

為符合本年列報及提供2023年首次披露項目可比金額的要求，某些比較資料已調整。



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