



Flying Financial Service Holdings Limited 匯聯金融服務控股有限公司

(incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)

Stock code 股份代號：8030

ANNUAL REPORT 年報
2022



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

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

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

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

This report, for which the directors (the “Directors”) of Flying Financial Service Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief: (i) the information contained in this report is accurate and complete in all material respects and not misleading or deceptive; (ii) there are no other matters the omission of which would make any statement herein or this report misleading; and (iii) all opinions expressed in this report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

香港聯合交易所有限公司(「聯交所」) GEM之特色

GEM的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在聯交所上市的公司帶有較高投資風險。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

由於GEM上市公司普遍為中小型公司，在GEM買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在GEM買賣的證券會有高流通量的市場。

香港交易及結算所有限公司及聯交所對本報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

本報告乃遵照聯交所GEM證券上市規則(「GEM上市規則」)之規定提供有關匯聯金融服務控股有限公司(「本公司」)之資料，本公司董事(「董事」)願就本報告共同及個別承擔全部責任。各董事經作出一切合理查詢後，確認就彼等所深知及確信：(i)本報告所載資料在各重大方面均屬準確完整，且無誤導或欺騙成分；(ii)本報告並無遺漏其他事項，致使其所載任何聲明產生誤導；及(iii)本報告內所表達之一切意見均經審慎周詳考慮後始行發表，並以公平合理基準及假設為依據。

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CORPORATE INFORMATION

公司資料

DIRECTORS

Executive Directors

Mr. Zhang Gongjun (*Chairman and Chief Executive Officer*)
 Ms. Liu Yi (appointed on 23 May 2022)
 Ms. Wan Suyuan (resigned on 5 December 2022)
 Mr. Leung Man Kit (resigned on 5 December 2022)

Independent Non-executive Directors

Mr. Hsu Tawei
 Mr. Kam Hou Yin, John (appointed on 23 February 2023)
 Ms. Chong Kan Yu (appointed on 23 February 2023)
 Dr. Vincent Cheng (resigned on 23 February 2023)
 Dr. Miao Bo (resigned on 23 February 2023)
 Mr. Tsao Hoi Ho (resigned on 5 December 2022)
 Mr. Lau Jing Yeung, William (resigned on 5 December 2022)

COMPANY SECRETARY

Mr. Leung Man Kit (appointed on 23 February 2023)
 Mr. Chow Chi Wing (resigned on 23 February 2023)

COMPLIANCE OFFICER

Mr. Leung Man Kit (appointed on 23 May 2022)
 Mr. Zhang Gongjun (resigned on 23 May 2022)

AUTHORIZED REPRESENTATIVES

Mr. Zhang Gongjun
 Mr. Leung Man Kit (appointed on 23 February 2023)
 Mr. Chow Chi Wing (resigned on 23 February 2023)

AUDIT COMMITTEE

Mr. Kam Hou Yin, John (*Chairman*, appointed on 23 February 2023)
 Ms. Chong Kan Yu (appointed on 23 February 2023)
 Mr. Hsu Tawei
 Dr. Vincent Cheng (resigned on 23 February 2023)
 Dr. Miao Bo (resigned on 23 February 2023)
 Mr. Tsao Hoi Ho (resigned on 5 December 2022)
 Mr. Lau Jing Yeung, William (resigned on 23 February 2023)

董事

執行董事

張公俊先生(主席兼行政總裁)
 劉毅女士(於二零二二年五月二十三日獲委任)
 萬素園女士(於二零二二年十二月五日辭任)
 梁文傑先生(於二零二二年十二月五日辭任)

獨立非執行董事

徐大偉先生
 金孝賢先生(於二零二三年二月二十三日獲委任)
 莊瑾瑜女士(於二零二三年二月二十三日獲委任)
 鄭嘉福博士(於二零二三年二月二十三日辭任)
 苗波博士(於二零二三年二月二十三日辭任)
 曹海豪先生(於二零二二年十二月五日辭任)
 劉正揚先生(於二零二二年十二月五日辭任)

公司秘書

梁文傑先生(於二零二三年二月二十三日獲委任)
 周志榮先生(於二零二三年二月二十三日辭任)

合規主任

梁文傑先生(於二零二二年五月二十三日獲委任)
 張公俊先生(於二零二二年五月二十三日辭任)

法定代表

張公俊先生
 梁文傑先生(於二零二三年二月二十三日獲委任)
 周志榮先生(於二零二三年二月二十三日辭任)

審核委員會

金孝賢先生(主席, 於二零二三年二月二十三日獲委任)
 莊瑾瑜女士(於二零二三年二月二十三日獲委任)
 徐大偉先生
 鄭嘉福博士(於二零二三年二月二十三日辭任)
 苗波博士(於二零二三年二月二十三日辭任)
 曹海豪先生(於二零二二年十二月五日辭任)
 劉正揚先生(於二零二三年二月二十三日辭任)

CORPORATE INFORMATION (CONTINUED)

公司資料(續)

REMUNERATION COMMITTEE

Mr. Hsu Tawei (*Chairman*)
 Mr. Zhang Gongjun
 Mr. Kam Hou Yin, John (appointed on 23 February 2023)
 Ms. Chong Kan Yu (appointed on 23 February 2023)
 Dr. Vincent Cheng (resigned on 23 February 2023)
 Dr. Miao Bo (resigned on 23 February 2023)
 Ms. Wan Suyuan (resigned on 5 December 2022)
 Mr. Leung Man Kit (resigned on 5 December 2022)
 Mr. Tsao Hoi Ho (resigned on 5 December 2022)
 Mr. Lau Jing Yeung, William (resigned on 5 December 2022)

NOMINATION COMMITTEE

Ms. Chong Kan Yu (*Chairman*, appointed on 23 February 2023)
 Mr. Zhang Gongjun
 Mr. Hsu Tawei
 Mr. Kam Hou Yin, John (appointed on 23 February 2023)
 Mr. Lau Jing Yeung, William (resigned on 5 December 2022)
 Dr. Vincent Cheng (resigned on 23 February 2023)
 Dr. Miao Bo (resigned on 23 February 2023)
 Ms. Wan Suyuan (resigned on 5 December 2022)
 Mr. Tsao Hoi Ho (resigned on 5 December 2022)
 Mr. Leung Man Kit (resigned on 5 December 2022)

PRINCIPAL BANKER

Industrial and Commercial Bank of China
 Shenzhen Excellence Century Centre Branch
 1/F, No. 3, Excellence Century Centre
 Fuhua Three Road
 Futian District
 Shenzhen, China

AUDITOR

Elite Partners CPA Limited
 Certified Public Accountants
 10th Floor, 8 Observatory Road
 Tsim Sha Tsui, Kowloon
 Hong Kong

REGISTERED OFFICE

Cricket Square
 Hutchins Drive
 P.O. Box 2681
 Grand Cayman KY1-1111
 Cayman Islands

薪酬委員會

徐大偉先生(主席)
 張公俊先生
 金孝賢先生(於二零二三年二月二十三日獲委任)
 莊瑾瑜女士(於二零二三年二月二十三日獲委任)
 鄭嘉福博士(於二零二三年二月二十三日辭任)
 苗波博士(於二零二三年二月二十三日辭任)
 萬素園女士(於二零二二年十二月五日辭任)
 梁文傑先生(於二零二二年十二月五日辭任)
 曹海豪先生(於二零二二年十二月五日辭任)
 劉正揚先生(於二零二二年十二月五日辭任)

提名委員會

莊瑾瑜女士(主席, 於二零二三年二月二十三日獲委任)
 張公俊先生
 徐大偉先生
 金孝賢先生(於二零二三年二月二十三日獲委任)
 劉正揚先生(於二零二二年十二月五日辭任)
 鄭嘉福博士(於二零二三年二月二十三日辭任)
 苗波博士(於二零二三年二月二十三日辭任)
 萬素園女士(於二零二二年十二月五日辭任)
 曹海豪先生(於二零二二年十二月五日辭任)
 梁文傑先生(於二零二二年十二月五日辭任)

主要往來銀行

中國工商銀行
 深圳卓越世紀中心支行
 中國深圳市
 福田區
 福華三路
 卓越世紀中心3號樓1層

核數師

開元信德會計師事務所有限公司
 執業會計師
 香港
 九龍尖沙咀
 天文台道8號10樓

註冊辦事處

Cricket Square
 Hutchins Drive
 P.O. Box 2681
 Grand Cayman KY1-1111
 Cayman Islands

CORPORATE INFORMATION (CONTINUED) 公司資料(續)

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN THE PEOPLE'S REPUBLIC OF CHINA (THE "PRC")

18th Floor, Block C, Building 1
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High-tech Industrial Park
Nanshan District
Shenzhen, China

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN CAYMAN ISLANDS

Suntera (Cayman) Limited
(formerly known as SMP Partners (Cayman) Limited)
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P.O. Box 1586, Gardenia Court, Camana Bay
Grand Cayman, KY1-1100
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
17/F., Far East Finance Centre
16 Harcourt Road
Hong Kong

WEBSITE

www.flyingfinancial.hk

STOCK CODE

8030

香港主要營業地點

香港
九龍
尖沙咀
麼地道61號
冠華中心
13樓1309室

總辦事處及中華人民共和國 (「中國」)主要營業地點

中國深圳市
南山區
高新科技產業園
深圳軟件產業基地
1號樓C棟18層

於開曼群島的主要股份過戶及 登記處

Suntera (Cayman) Limited
(前名為SMP Partners (Cayman) Limited)
Suite 3204, Unit 2A, Block 3, Building D
P.O. Box 1586, Gardenia Court, Camana Bay
Grand Cayman, KY1-1100
Cayman Islands

香港股份過戶登記分處

卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心17樓

網站

www.flyingfinancial.hk

股份代號

8030

FINANCIAL HIGHLIGHTS

財務摘要

		2022	2021	Changes
		二零二二年	二零二一年	變動
		RMB'000	RMB'000	
		人民幣千元	人民幣千元	
OPERATING RESULTS	經營業績			
Revenue	收益	76,671	20,059	282.2%
Profit/(loss) for the year attributable to owners of the Company	本公司擁有人應佔年度溢利/(虧損)	2,605	(265,276)	N/A 不適用
Basic profit/(loss) per share	每股基本溢利/(虧損)	RMB7.52 cents	RMB(766) cents	N/A 不適用
		人民幣 7.52 分	人民幣 (766) 分	
FINANCIAL POSITION	財務狀況			
Total assets	資產總額	55,705	88,205	(36.8)%
Cash and cash equivalents	現金及現金等值項目	4,912	14,086	(65.1)%
Net (liabilities)/assets	(負債)/資產淨額	15,493	(4,384)	N/A 不適用
Dividends	股息			
— Interim dividend paid (per share)	— 已付中期股息(每股)	—	—	
— Proposed final dividend (per share)	— 建議末期股息(每股)	—	—	

CHAIRMAN'S STATEMENT 主席報告書

On behalf of the board of directors (the "Board") of Flying Financial Service Holdings Limited ("Flying Financial" or the Company), I am pleased to present the audited annual results of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2022.

The past year of 2022 has been a year of perseverance, unremitting efforts and success in seizing opportunities for the Group!

In the wake of the COVID-19 pandemic and the major changes experienced by the Group in 2020, we have reorganised our staff and business, determined to offload the non-performing business segments, and continued to develop our existing professional financial intermediary services business, to which not many resources had been devoted. The COVID-19 pandemic represented an opportune time for us to consolidate resources from different parties when businesses were having a difficult time and could hardly borrow money, which not only empowered those enterprises in distress to survive for further development but also delivered excellent performance for the Group.

I must applaud our team for their hard work in the past year!

I must also express my heartfelt gratitude to the Hong Kong Stock Exchange and the community for their tolerance, care and love for us!

We will definitely assess the situation, identify business opportunities and make good use of various resources to strive for better performance in the future to reward our employees, shareholders and the community!

Looking ahead to 2023, the Group can expect even better performance!

本人謹代表匯聯金融服務控股有限公司(「匯聯金融」或「本公司」)董事會(「董事會」)，欣然提交本公司及其附屬公司(統稱「本集團」)截至二零二二年十二月三十一日止年度的經審核全年業績。

過去的二零二二年，於本集團而言，是踔厲奮進、堅持不懈、成功抓住機遇的一年！

延續新冠疫情和本集團二零二零年遭受的重大變故，我們重整人員及業務，堅決切割涉及不良的部分，堅持發揚光大原有的但沒怎麼投放資源的專業金融居間服務業務，成功抓住了疫情期間百業困頓借貸乏力的時機，整合各方資源，為困境中的企業提供了延續生存及再圖發展的能力，也為本集團創造了優異的業績表現。

我必須為我們團隊過去一年的努力奮鬥大大的點贊！

同時對於港交所及社會各界給予我們的包容接納、關懷厚愛必須表示由衷的感謝！

我們一定會審時度勢、尋覓商機、善用各種資源，在未來爭取更好的業績表現來回報員工、回報股東、回報社會！

展望二零二三年，本集團可期有更好的表現！

CHAIRMAN'S STATEMENT (CONTINUED)

主席報告書(續)

Firstly, we will have new investors, which will bring in capital, business opportunities and enhanced professional capabilities;

Secondly, we will build on our existing to-business (to B) intermediary financial services and develop a wide range of to-customer (to C) businesses;

Thirdly, we will seek to continuously enhance our capital, so that we will be able to embrace the infinite opportunities in the post-COVID-19 for vigorously pursuing economic growth;

Last but not least, the hardships we had experienced only made us stronger as we have stepped onto the path of business rebirth, which is all the more valuable for us to continue to grow as a lawful and rule-compliant company with common business sense and logic.

一者我們會有新的投資者進入，會帶來資金、商機以及專業能力的提升；

二者我們會在已有的to B居間金融服務的基礎上，發展to C的廣泛業務；

三者我們會設法不斷提升我們的資本，在後疫情全力拼經濟的大環境下，我們會有很多機會；

最後我們鳳凰涅槃一定會加倍珍惜，合規合法遵循商業常識及邏輯，不斷成長！

Zhang Gongjun
Chairman

14 April 2023

張公俊
主席

二零二三年四月十四日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

LISTING STATUS

As disclosed in the announcement of the Company dated 1 April 2021, the trading in shares of the Company on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") was halted with effect from 11:19 a.m. on 29 March 2021 and will remain suspended until further notice (the "Suspension").

Reference are made to the announcements of the Company dated 4 June 2021, 28 June 2021, 28 September 2021 and 19 November 2021, the Board received a letter from the Stock Exchange setting out the resumption guidance for the Company on 3 June 2021 and 18 November 2021 respectively, details of all resumption guidance (the "Resumption Guidance") are as follows:

- (1) conduct an appropriate independent investigation into the custody of Mr. Zheng, Ms. Guo and three employees of the Group by the Nanshan Branch of Shenzhen Public Security Bureau since December 2020 pending investigation regarding certain suspected illegal absorption of public deposits conducted by a subsidiary of the Company, assess the impact on the Company's business operation and financial position, announce the findings and take appropriate remedial actions;
- (2) demonstrate that there is no reasonable regulatory concern about management integrity and/or the integrity of any persons with substantial influence over the Company's management and operations, which may pose a risk to investors and damage market confidence;
- (3) address the issues giving rise to the disclaimer of opinion on the Annual Results Announcement, provide comfort that the disclaimer of opinion in respect of such issues would no longer be required and disclose sufficient information to enable investors to make an informed assessment of its financial positions as required under Rule 17.49B of the GEM Listing Rules;
- (4) demonstrate that the Company has in place adequate internal control systems to meet the obligations of the GEM Listing Rules;
- (5) announce all material information for the Company's shareholders and investors to appraise the Company's position; and
- (6) demonstrate the Company's compliance with Rule 17.26 of the GEM Listing Rules.

上市狀況

誠如本公司日期為二零二一年四月一日的公告所披露，本公司的股份自二零二一年三月二十九日上午十一時十九分起暫停在香港聯合交易所有限公司（「聯交所」）買賣及將繼續暫停買賣直至另行通知（「停牌」）。

茲提述本公司日期為二零二一年六月四日、二零二一年六月二十八日、二零二一年九月二十八日及二零二一年十一月十九日的公告，董事會分別於二零二一年六月三日及二零二一年十一月十八日收到聯交所的函件，列出本公司的復牌指引，所有復牌指引（「復牌指引」）的詳情如下：

- (1) 對深圳市公安局南山分部自二零二零年十二月起拘留鄭先生、郭女士及本集團三名僱員進行適當的獨立調查，以待本公司一間附屬公司涉嫌非法吸收公眾存款的調查結果，評估對本公司業務營運及財務狀況的影響、公佈所得結果及採取適當補救行動；
- (2) 證明並無有關管理層誠信的合理監管問題及／或任何對本公司管理及經營有重大影響的人士將為投資者帶來風險及損害市場信心；
- (3) 就GEM上市規則第17.49B條解決導致就全年業績公告發出免責聲明問題，保證毋須再就該等問題發出免責聲明及披露足夠資料令投資者可對其財務狀況作出知情評估；
- (4) 證明本公司已制定充分內部監控系統以履行GEM上市規則的責任；
- (5) 公佈所有重大資料，以供本公司股東及投資者評估本公司的狀況；及
- (6) 證明本公司已遵守GEM上市規則第17.26條。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論與分析(續)

LISTING STATUS (CONTINUED)

Under Rule 9.14A(1) of the GEM Listing Rules, the Stock Exchange may cancel the listing of any securities that have been suspended from trading for a continuous period of 12 months. In the case of the Company, the 12-month period will expire on 28 March 2022.

The Company has continued to take active steps to address and comply with the Resumption Guidance and the Company had announced its quarterly update on status of the resumption of the Company on 28 June 2021, 28 September 2021, 28 December 2021, 4 April 2022, 4 July 2022, 3 October 2022, 4 January 2023 and 3 April 2023.

In response to the Resumption Guidance given by the Stock Exchange regarding the matters, the Board resolved on 20 December 2021 to form an independent investigation committee (the "Independent Investigation Committee"), comprising Dr. Vincent Cheng, Dr. Miao Bo, Mr. Hsu Tawei and Mr. Tsao Hoi Ho, all are independent non-executive Directors. Mr. Tsao Hoi Ho has been appointed as the chairman of the Independent Investigation Committee. The purposes of forming the Independent Investigation Committee were to commission an independent investigation on the matters to be conducted by independent professional advisor(s) regarding the custody of Mr. Zheng, Ms. Guo and three employees of the Group by the Nanshan Branch of Shenzhen Public Security Bureau since December 2020 pending investigation regarding certain suspected illegal absorption of public deposits conducted by a subsidiary of the Company, as the request from the Resumption Guidance. Following the formation of the Independent Investigation Committee, the Company has engaged Beijing Dentons Law Offices, LLP, the PRC legal advisers, to conduct independent investigation in relation to the Custodies in the PRC.

References are made to the announcement of the Company dated 22 February 2022, the key conclusive views of the PRC legal advisers in relation to the Custodies including, but not limited to:

- (1) With reference to the October 2021 Judgement, Mr. Zheng actually controlled the illegal fundraising activities of SZ Flying Financial. The proceeds of the illegal fundraising activities were used and allocated by Mr. Zheng. The Offence was individually committed and was not considered as corporate crime of the Company and SZ Flying Financial. In view of the October 2021 Judgement, the Company and the existing Directors shall not be responsible for criminal and civil liabilities in relation to the Offence;

上市狀況(續)

根據GEM上市規則第9.14A(1)條，任何證券如暫停買賣連續12個月，則聯交所可撤銷其上市地位。就本公司的情况而言，12個月期限將於二零二二年三月二十八日屆滿。

本公司已持續採取積極措施以應對及遵守復牌指引，本公司已於二零二一年六月二十八日、二零二一年九月二十八日、二零二一年十二月二十八日、二零二二年四月四日、二零二二年七月四日、二零二二年十月三日、二零二三年一月四日及二零二三年四月三日公佈有關本公司復牌狀況的季度更新。

為回應香港聯合交易所有限公司發出的復牌指引對該等事宜的關注，董事會已決議於二零二一年十二月二十日成立獨立調查委員會（「獨立調查委員會」），由全體獨立非執行董事（即鄭嘉福博士、苗波博士、徐大偉先生及曹海豪先生）組成。曹海豪先生已獲委任為獨立調查委員會的主席。成立獨立調查委員會的目的乃應復牌指引要求，對深圳市公安局南山分部自二零二零年十二月起拘留鄭先生、郭女士及本集團三名僱員，以待本公司一間附屬公司涉嫌非法吸收公眾存款進行適當的獨立調查。成立獨立調查委員會後，本公司已委聘中國法律顧問北京大成律師事務所就於中國的相關拘留進行獨立調查。

茲提述本公司日期為二零二二年二月二十二日的公告，中國法律顧問就拘留的主要最終意見包括但不限於：

- (1) 經參考二零二一年十月判決，鄭先生實際控制深圳匯聯金融之非法集資活動。非法集資活動之所得款項由鄭先生使用及分配。罪行屬個人犯罪，並不被視為本公司及深圳匯聯金融之單位犯罪。鑒於二零二一年十月判決，本公司及現任董事毋須就罪行承擔刑事及民事責任；

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論與分析(續)

LISTING STATUS (CONTINUED)

- (2) The probability and feasibility for the Group to recover those Seized Assets (in whole or in part) would be extremely low with reference to the applicable PRC law, the Company's confirmation and the October 2021 Judgement in relation to the Seized Assets; and
- (3) Mr. Zheng, Ms. Guo and the three former employees of the Group who are subject to the October 2021 Judgement shall not be eligible to be a director, supervisor, or senior management of a corporate following the sentencing in accordance with the applicable PRC law and regulations.

In addition, following the public search through the China Judgement Online website conducted by the PRC legal advisers, there is no records of any criminal proceeding in the PRC against the Group and the existing Directors of the Company as of the date of the Report.

As announced by the Company on 15 March 2022, the Board resolved on 15 March 2022 to form a remedial actions committee (the "Remedial Actions Committee"), comprising 2 executive Directors, namely, Ms. Wan Suyuan and Mr. Leung Man Kit, as well as 2 independent non-executive Directors, namely, Mr. Tsao Hoi Ho and Mr. Lau Jing Yeung William. Mr. Leung Man Kit has been appointed as the chairman of the Remedial Actions Committee.

The main purpose of forming the Remedial Actions Committee is to allow the members of the Remedial Actions Committee to recommend and facilitate the implementation of remedial actions (with advice of external professional parties) in relation to the loss (the "Loss") incurred by the Company and/or the Seized Assets (including such Loss in relation to the Offence and/or such Loss as identified by the Company (if any)), without limitation to the remedial actions to recover the Loss and the remedial actions concerning corporate governance of the Company.

上市狀況(續)

- (2) 經參考有關扣押資產之適用中國法律、本公司確認及二零二一年十月判決，本集團收回該等扣押資產(全部或部分)之可能性及可行性將極低；及
- (3) 根據適用中國法律及法規，二零二一年十月判決所涉者(鄭先生、郭女士及本集團三名前僱員)於判決後不得擔任企業之董事、監事或高級管理層。

此外，於中國法律顧問透過中國裁判文書網進行公開搜索後，截至報告日期，概無於中國針對本集團及本公司現任董事之任何刑事訴訟記錄。

誠如本公司於二零二二年三月十五日公佈，董事會已於二零二二年三月十五日議決成立補救行動委員會(「補救行動委員會」)，成員包括兩名執行董事，即萬素園女士及梁文傑先生，以及兩名獨立非執行董事，即曹海豪先生及劉正揚先生。梁文傑先生已獲委任為補救行動委員會的主席。

成立補救行動委員會的主要目的是讓補救行動委員會成員就與本公司及／或被扣押資產的虧損(「虧損」)有關(包括罪行相關虧損及／或本公司所識別的虧損(如有))提出建議及在外部專業人士建議下實施包括及不限於為收回虧損而採取的補救行動及與本公司企業管治有關的補救行動。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論與分析(續)

LISTING STATUS (CONTINUED)

As stated in the announcement of the Company dated 4 April 2022, the Company submitted a letter to the Listing Division of the Exchange on 13 March 2022, in relation to resumption proposal and to address the Resumption Guidance given by the Listing Division in resumption proposal on a case-by-case basis, at the same time striving to demonstrate that during the four-month period when the Company started to appoint new directors and acquired funding to support the Company's resumption of trading since December 2021, the Company was able to complete a number of initiatives to resume trading and to put the Group's business back on track during the particularly severe COVID-19 pandemic.

Meanwhile, in its resumption proposal, the Company had filed a petition for the Listing Division to recommend the Listing Committee to extend the deadline for the Company to commence the delisting process by four months. The application of the extension is made because given the Additional Resumption Guidance issued by the Listing Division of the Exchange on 18 November 2021, the Company still tried its best to complete a lot of work with the cooperation and follow-up of the Listing Division of the Exchange in just over four months, even under the environment including Christmas and New Year holidays, coupled with the fact that the COVID-19 pandemic in Hong Kong was uncontrollable during the period and that the Company was required to conduct an internal control investigation in Mainland, especially in Shenzhen, the main area of business of the audit subsidiary of the Company, where the control of the COVID-19 pandemic was particularly stringent. The progress of these resumption works has been disclosed in the Company's announcements published on the HKEXnews of the Stock Exchange since December 2021.

上市狀況(續)

誠如本公司日期為二零二二年四月四日的公告所述，本公司於二零二二年三月十三日致函交易所上市科，向上市科提交復牌建議，並於復牌建議內就上市科提出的復牌指引作出逐點的解決建議，同時努力展示本公司自二零二一年十二月開始委任新董事以及獲得資金支持本公司復牌的四個月期間，本公司能夠於新冠肺炎蔓延情況尤為嚴重之際，完成大量為復牌及為集團業務重新奮發而落實的種種舉措。

本公司同時於復牌建議中，呈請上市科建議上市委員會將展開本公司除牌程序之限期延後四個月。申請延期的理由包括本公司於二零二一年十一月十八日接獲交易所上市科的附加復牌指引之後，本公司於短短四個多月的時間，即使在客觀環境上包括聖誕節及農年新年長假期，加上期間香港新冠肺炎疫情幾達失控以及內地尤其是深圳市即本公司需要進行內控調查、審計之附屬公司業務之主要所在地對新冠肺炎疫情的管控尤為嚴厲之際，在交易所上市科的配合和跟進下本公司仍全力完成大量工作。該等復牌工作之進展已於本公司於二零二一年十二月起於交易所披露易上載的公告作出披露。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論與分析(續)

LISTING STATUS (CONTINUED)

As announced by the Company on 6 April 2022 and 6 May 2022, Despite the Company has submitted an extension application to the Stock Exchange on 10 April 2022, the Company received a letter (the "Letter") from the Stock Exchange dated 6 May 2022 stating that the GEM Listing Committee of the Stock Exchange (the "Listing Committee") has decided to cancel the Company's listing under Rule 9.14A of the GEM Listing Rules as the Company failed to satisfy all the Resumption Guidance by 28 March 2022 (the "Delisting Decision").

Under Chapter 4 of the GEM Listing Rules, the Company has the right to have the Delisting Decision referred to the Listing Review Committee of the Stock Exchange (the "Listing Review Committee") for review within seven business days from the date of issue of the Delisting Decision (i.e., on or before 18 May 2022) (the "LRC Review"). If the Company decides not to request to have the LRC Review, the last day of listing of the Company's shares will be on 23 May 2022 and the listing of its shares will be cancelled with effect from 9:00 a.m. on 24 May 2022.

References are made to the announcement dated 6 May 2022, 17 May 2022, 27 May 2022, 9 June 2022 and 10 June 2022, after receiving the Letter date 6 May 2022 from the Stock Exchange in relation to the Delisting Decision, the Company has submitted a formal request to the secretary of the Listing Review Committee of the Stock Exchange on 17 May 2022 for the Delisting Decision to be referred to the Listing Review Committee for review pursuant to Chapter 4 of the GEM Listing Rules. The review hearing (the "Review Hearing") of the Listing Review Committee of the Stock Exchange to the review of the Delisting Decision has been scheduled for 10:30 a.m. on Wednesday, 3 August 2022. The Board has further made its written submission including the key addition information required together with the respective supporting documents to the Listing Review Committee of the Stock Exchange on 9 June 2022 for the purposes of the Review Hearing.

Reference is made to the announcement of the Company dated 25 May 2022, after obtaining and reviewing the PRC Investigation Report, the Board resolved to appoint Beijing Dentons Law Offices, LLP ("Dentons"), the PRC legal advisers of the Company, to conduct a supplemental independent investigation in relation to the Custodies in the PRC (the "PRC Supplemental Investigation"). Dentons issued the supplemental investigation report regarding the Custodies in the PRC dated 17 May 2022 (the "PRC Further Investigation Report").

上市狀況(續)

誠如本公司於二零二二年四月六日及二零二二年五月六日公佈，儘管本公司已於二零二二年四月十日向聯交所遞交延期申請，本公司自聯交所接獲日期為二零二二年五月六日之函件(「該函件」)，陳述聯交所GEM上市委員會(「上市委員會」)已決定根據GEM上市規則第9.14A條取消本公司之上市地位，原因為本公司未能於二零二二年三月二十八日前履行所有復牌指引(「除牌決定」)。

根據GEM上市規則第4章，本公司有權於除牌決定刊發日期起計七個營業日內(即二零二二年五月十八日或之前)提請聯交所上市覆核委員會(「上市覆核委員會」)覆核除牌決定(「上市覆核委員會覆核」)。倘本公司決定無須提請上市覆核委員會覆核，本公司股份之最後上市日期將為二零二二年五月二十三日，而其股份將自二零二二年五月二十四日上午九時正起除牌。

茲提述日期為二零二二年五月六日、二零二二年五月十七日、二零二二年五月二十七日、二零二二年六月九日及二零二二年六月十日的公告，收到聯交所發出日期為二零二二年五月六日有關除牌決定之函件後，本公司已於二零二二年五月十七日向聯交所上市覆核委員會秘書提交正式要求，要求根據GEM上市規則第4章將除牌決定提交上市覆核委員會覆核。聯交所上市覆核委員會覆核除牌決定的覆核聆訊(「覆核聆訊」)已定於二零二二年八月三日(星期三)上午十時三十分舉行。董事會已於二零二二年六月九日進一步向聯交所上市覆核委員會提交書面文件(包括所需主要補充資料連同相關證明文件)以供覆核聆訊之用。

茲提述本公司日期為二零二二年五月二十五日的公告，於取得及審閱中國調查報告後，董事會議決委任本公司中國法律顧問北京市大成律師事務所(「大成」)就中國拘留事宜進行補充獨立調查(「中國補充調查」)。大成已發出日期為二零二二年五月十七日有關中國拘留事宜之補充調查報告(「中國進一步調查報告」)。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論與分析(續)

LISTING STATUS (CONTINUED)

On the other hand, the Board resolved to appoint CHENG HUAN S.C.'s CHAMBERS ("CH Chambers") and Patrick Mak & Tse Solicitors ("PMT"), being independent professional law chamber and law firm in Hong Kong, as the independent professional advisor to provide Hong Kong legal opinion in relation to the Investigation Issues. Such appointment was made further to the requests received from the Stock Exchange in the Resumption Guidance. PMT and CH Chambers issued the legal opinions regarding the Investigation Issues dated 19 May 2022 (the "HK Legal Opinions").

The key findings of PRC Further Investigation Report and the HK Legal Opinions include, but not limited to:

- (1) Based on the present information available and without undertaking any investigative action, there is no evidence as to whether the Other Board Members had actual knowledge of the illegal fundraising activities acted through SZ Flying Financial. Further, it was also no evidence as to whether the Other Board Members had actual knowledge of the Loan Guarantee.
- (2) As at the date of the HK Legal Opinions, there has been no Custodies instituted against any Other Board Members in relation to the P2P Platform and/or the affairs of SZ Flying Financial. Further, each of the Other Board Members has confirmed that he or she was not involved in the Offence.
- (3) Given the circumstances that Mr. Zheng had dominant control over the corporate structure of the Company, and had actual control over SZ Flying Financial, it is possible that the Other Board Members had been circumvented in any criminal activities or unauthorized civil activities undertaken by the PRC subsidiaries of the Company. In this relation, there is no sufficient evidence to support that there has been breach of the Director's Duties on the part of the Other Board Members.
- (4) However, the Custodies and the lack of knowledge of the Group's operating subsidiaries exposed that the board of directors of the Company has not been capable of ensuring an effective internal control and risk management system within the Group. It is also questionable whether the internal audit of the Group has been undertaken effectively. The corporate governance practices of the Company, of which the board of directors are ultimately responsible, had been unsatisfactory.

上市狀況(續)

另一方面，董事會議決委任香港獨立專業律師辦事處及律師事務所清洪資深大律師辦事處(「清洪辦事處」)及麥家榮律師行(「麥家榮律師行」)為獨立專業顧問，以就調查事項提供香港法律意見。有關委任乃根據聯交所於復牌指引中提出之要求而作出。麥家榮律師行及清洪辦事處已發出日期為二零二二年五月十九日有關調查事項之法律意見(「香港法律意見」)。

中國進一步調查報告的主要調查結果及香港法律意見包括但不限於：

- (1) 根據目前可得資料，在並無採取任何調查行動之情況下，並無證據表明其他董事會成員是否對通過深圳匯聯金融進行之非法集資活動有實際了解。此外，亦無證據表明其他董事會成員是否對貸款擔保有實際了解。
- (2) 於香港法律意見日期，並無就P2P平台及／或深圳匯聯金融事務對任何其他董事會成員執行拘留事宜。此外，其他董事會成員各自已確認彼並無參與罪行。
- (3) 鑒於鄭先生對本公司之公司架構有主導控制權，且對深圳匯聯金融有實際控制權，其他董事會成員有可能在本公司之中國附屬公司進行之任何犯罪活動或未經授權之民事活動中被規避。就此而言，並無足夠證據證明其他董事會成員違反董事職責。
- (4) 然而，拘留事宜及對本集團之營運附屬公司缺乏瞭解，顯示本公司董事會並無能力確保在本集團內建立有效之內部控制及風險管理系統。本集團之內部審核工作是否有效進行亦令人成疑。本公司之企業管治常規(董事會對其負有最終責任)未如理想。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論與分析(續)

LISTING STATUS (CONTINUED)

The Remedial Actions Committee concurs with the findings of CH Chambers and PMT that the Other Board Members, being the one executive Director and the three independent non-executive Directors at the material time, have not been capable of ensuring an effective internal control and risk management system within the Group and the internal audit of the Group has not been undertaken effectively at the material time. The corporate governance practices of the Company at the material time, of which the Other Board Members were ultimately responsible, had also been unsatisfactory.

Following the issuance of the PRC Further Investigation Report and the HK Legal Opinions, Accordingly, the Remedial Actions Committee has recommended that the Board adopt the findings of the Investigation. Further, the Remedial Actions Committee has made recommendations (the "Recommendations") to the Board. The Board agreed with the Recommendations of the Remedial Actions Committee and has resolved that the Recommendations of the Remedial Actions Committee be implemented as soon as practicable.

For further details, please refer to the announcement of the Company dated 25 May 2022.

As announced by the Company on 2 August 2022, based on the aforesaid findings, after obtaining the advice from its legal advisers, the Company has instigated legal proceedings in the High Court of Hong Kong against Mr. Zheng and Ms. Guo in respect of, among others, their breach of fiduciary duty and duty of care and had failed to act honestly in the best interest of the Company, to exercise due diligence, and to comply with relevant rules and regulations in executing the Guarantee Documents.

The Seized Assets provided by Mr. Zheng and/or Ms. Guo were assets owned by the Company, and were subsequently seized by the Bureau as a result of Mr. Zheng and/or Ms. Guo's convictions of the criminal offence of illegal absorption of public deposits in the PRC. Nevertheless, it is transpired that there is no record of any meeting minutes or resolution by the then Board at the material time the Guarantee Documents were entered into. As a result of the aforesaid breaches of Mr. Zheng and/or Ms. Guo, the Company has suffered loss and damage in sum of approximately RMB230,837,000, being the value of the Seized Assets as the material time. In the circumstances, the amount recoverable by the Company upon the breach of statutory and/or fiduciary duties by Mr. Zheng and/or Ms. Guo is measured by a sum that amounted to RMB230,837,000 plus applicable compound interest, if any.

上市狀況(續)

補救行動委員會同意清洪辦事處及麥家榮律師行之發現，認為其他董事會成員(為於關鍵時間之一名執行董事及三名獨立非執行董事)並無能力確保在本集團內建立有效之內部控制及風險管理系統，且本集團之內部審核工作於關鍵時間尚未有效進行。本公司於關鍵時間之企業管治常規(其他董事會成員對其負有最終責任)亦未如理想。

發出中國進一步調查報告及香港法律意見後，因此，補救行動委員會已建議董事會採納調查發現。此外，補救行動委員會已向董事會提出推薦建議(「推薦建議」)。董事會同意補救行動委員會之推薦建議，並已議決在切實可行之情況下盡快實施補救行動委員會之推薦建議。

更多詳情請參閱本公司日期為二零二二年五月二十五日的公告。

誠如本公司於二零二二年八月二日所公佈，根據上述發現，於取得法律顧問之意見後，本公司已就(其中包括)鄭先生及郭女士違反受信責任及謹慎責任以及未能就本公司之最佳利益誠實行事、進行盡職審查及於簽立擔保文件時遵守相關規則及規例，向香港高等法院提出針對彼等之法律訴訟。

鄭先生及／或郭女士提供之扣押資產為本公司所擁有之資產，因鄭先生及／或郭女士被判於中國非法吸收公眾存款之刑事罪行，其後被分局扣押。然而，據發現，於訂立擔保文件之關鍵時間，當時董事會並無任何會議記錄或決議案之記錄。由於鄭先生及／或郭女士之上述違反情況，本公司已蒙受損失及損害約人民幣230,837,000元，即扣押資產於關鍵時間之價值。在此情況下，本公司就鄭先生及／或郭女士違反法定及／或受信責任而可收回之金額按人民幣230,837,000元加適用複利(如有)之金額計算。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論與分析(續)

LISTING STATUS (CONTINUED)

The Remedial Action Committee and the Board considers that the aforesaid initiation of the legal action is necessary for protecting the interests of the Group and the shareholders of the Company. The Board is also of the view that one of the top priorities of the Group at present is to act diligently to safeguard the interests of the shareholders, clients and employees of the Group. The Company does not rule out the possibility of joining additional defendants to the claim or instigating further legal action(s) in the future.

Reference is made to the announcement of the Company dated 23 May 2022, the Board proposes to implement the Capital Reorganisation which will involve the Share Consolidation, the Capital Reduction and the Share Sub-division. In addition, the Company entered into the Subscription Agreement with the Subscriber, pursuant to which the Subscriber has conditionally agreed to subscribe for and the Company has conditionally agreed to allot and issue 36,042,067 New Shares at the Subscription Price of HK\$0.72 per Subscription Share to the Subscriber.

The Circular containing, among other things, further details of (i) the Capital Reorganisation, the Subscription, the Specific Mandate, the Whitewash Waiver and all the transactions contemplated thereunder; (ii) letters of recommendation from the Independent Board Committees to the Independent Shareholders; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committees and the Independent Shareholders in relation to the Subscription, the Specific Mandate, the Whitewash Waiver and the respective transactions contemplated thereunder; and (iv) a notice of the EGM and a form of proxy, have been despatched to the Shareholders on Friday, 8 July 2022. All the resolutions in relation to the aforesaid transactions were duly passed by way of poll at the respectively Extraordinary general meeting held on Tuesday, 2 August 2022.

With reference to the announcement of the Company dated 30 December 2022, as additional time is required to satisfy and/or fulfill the conditions precedent in the Subscription Agreement, on 30 December 2022 (after trading hours), the Company and the Subscriber entered into a supplemental subscription agreement, pursuant to which the Company and the Subscriber mutually agreed to further extend the Long Stop Date to 30 June 2023. The Directors consider that the extension of the Long Stop Date is in the interests of the Company and the Shareholders as a whole. Save for the aforesaid extension of the Long Stop Date, all other terms and conditions of the Subscription Agreement shall remain in full force and effect.

上市狀況(續)

補救行動委員會及董事會認為，發起上述法律行動就保護本集團及本公司股東之利益而言屬必要。董事會亦認為，本集團目前其中一項首要任務乃勤勉行事，以保障本集團股東、客戶及僱員之利益。本公司不排除日後於索償中加入其他被告或發起進一步法律行動之可能性。

茲提述本公司日期為二零二二年五月二十三日的公告，董事會建議實行股本重組，其將涉及股份合併、資本削減及股份分拆。此外，本公司與認購人訂立認購協議，據此，認購人有條件同意認購而本公司有條件同意向認購人配發及發行36,042,067股新股份，認購價為每股認購股份0.72港元。

一份載有(其中包括)(i)股本重組、認購事項、特別授權、清洗豁免及其項下擬進行的所有交易；(ii)獨立董事委員會致獨立股東的推薦建議函件；(iii)獨立財務顧問就認購事項、特別授權、清洗豁免及其項下擬進行的相關交易致獨立董事委員會及獨立股東的意見函件；及(iv)股東特別大會通告及代表委任表格的更多詳情的通函，已於二零二二年七月八日(星期五)寄發予股東。有關上述交易之所有決議案已於二零二二年八月二日(星期二)舉行之股東特別大會上分別以投票方式獲正式通過。

參照本公司日期為二零二二年十二月三十日的公告，由於本公司需要額外時間達成及/或符合認購協議的先決條件，於二零二二年十二月三十日(交易時段後)，本公司與認購人訂立補充認購協議，據此，本公司與認購人共同協定將最後截止日期進一步延長至二零二三年六月三十日。董事認為，延長最後截止日期符合本公司及股東的整體利益。除上述延長最後截止日期外，認購協議的所有其他條款及條件均維持十足效力及作用。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論與分析(續)

LISTING STATUS (CONTINUED)

Reference is made to the announcement of the Company dated 18 July 2022, the Company in fulfilling the relevant Resumption Guidance, the Company has engaged GRC Chamber Limited (“GRC”) on 24 December 2021 as its independent internal control adviser to conduct a comprehensive review of the internal control system, policies and procedures of the Group in relation to the corporate governance and key business processes at entity and process levels for the period from 1 January 2021 to 28 February 2022, conducted the internal control follow-up review of the Group up to 14 July 2022 (the “Internal Control Review”), prepare an internal control review report (the “Internal Control Review Report”) and assist the management to improve the Group’s internal control system. The main purpose of the Internal Control Review is to assist the Board and the management of the Group to review and improve the internal control system designed and implemented by the management of the Group in accordance with the Corporate Governance Code, the relevant listing rules of the Stock Exchange (especially Chapter 17, Chapter 19, Chapter 20, Appendix 15, etc. of the GEM Listing Rules), and the relevant rules of the SFC (especially Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)), and to evaluate the procedures formulated by the Group as to whether the procedures, systems and monitoring measures are sufficient to enable the Board to make an appropriate assessment of the financial position and prospects of the Group.

The Internal Control Review Report assesses the adequacy and effectiveness of the Group’s overall internal control system, identifies internal control weaknesses, and provides recommendations to the Group. GRC conducted the internal control followup review and issued the Internal Control Review Report on 14 July 2022.

As at the date of the Internal Control Review Report, the Group has (i) fully adopted and implemented the aforesaid recommendations made by GRC; and (ii) rectified the relevant deficiencies in the Group’s internal control system. Based upon the results of the above-mentioned Internal Control Review, GRC is of the view that the deficiencies identified by GRC in the Group’s internal control system have been remediated and those newly adopted or modified measures and policies of the Company can be considered to be effectively designed and implemented from the perspective of managing the associated risks commensurate with the existing operations and scale of the Group upon the date of the Internal Control Review Report. Having considered the Internal Control Review Report and the remediated actions taken by the Group, the Remedial Action Committee and the Board are of the view that the enhanced internal control measures implemented by the Company based on the recommendations made by GRC are adequate and sufficient to address the key findings of the Internal Control Review Report and the Company has in place adequate internal controls and procedures to meet obligations under the GEM Listing Rules.

上市狀況(續)

茲提述本公司日期為二零二二年七月十八日之公告，為履行相關復牌指引，本公司已於二零二一年十二月二十四日委聘GRC Chamber Limited (「GRC」) 為其獨立內部監控顧問，以對本集團於二零二一年一月一日至二零二二年二月二十八日期間有關企業管治以及實體主要業務流程及流程級別之內部監控系統、政策及程序進行全面檢討，對本集團進行截至二零二二年七月十四日之內部監控跟進檢討(「內部監控檢討」)，編製內部監控檢討內部監控檢討報告(「內部監控檢討報告」)及協助管理層改善本集團之內部監控系統。內部監控檢討之主要目的為協助董事會及本集團管理層檢討及改善本集團管理層根據企業管治守則、聯交所之相關上市規則(尤其是GEM上市規則第17章、第19章、第20章、附錄十五等)及證監會之相關規則(尤其是香港法例第571章證券及期貨條例第XIVA部)設計及實施之內部監控系統，並評估本集團所制定之程序，有關程序、系統及監察措施是否足以讓董事會對本集團之財務狀況及前景作出適當評估。

內部監控檢討報告評估本集團之整體內部監控系統是否足夠和有效、發現內部監控弱項並向本集團提供建議。GRC進行了內部監控跟進檢討，並於二零二二年七月十四日發表內部監控檢討報告。

於內部監控檢討報告日期，本集團已(i)全面採納及實施上述由GRC提出的建議；及(ii)糾正本集團內部監控系統的相關缺陷。根據上述內部監控檢討的結果，GRC認為，GRC所識別的本集團內部監控系統的缺陷已獲補救，而本公司新採納或修改的措施及政策，從內部監控審查報告日期起管理與本集團現有業務及規模相稱的相關風險的角度來看，可視作為有效設計及實施。經考慮內部監控檢討報告及本集團採取的補救措施，補救措施委員會及董事會認為，本公司根據GRC作出的推薦建議實施的加強內部監控措施屬充分及足以解決內部監控檢討報告的主要發現，且本公司已制定充足的內部監控及程序以履行GEM上市規則項下的責任。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論與分析(續)

LISTING STATUS (CONTINUED)

For further details, please refer to the announcement of the Company dated 18 July 2022.

With reference to the announcement of the Company dated 9 August 2022, the review hearing (the “Hearing”) of the decision of the GEM Listing Committee (the “Listing Committee Decision”) by the Listing Review Committee was held on 3 August 2022. On 9 August 2022, the Company received a letter (the “LRC Decision Letter”) from the Stock Exchange notifying the Company that the Listing Review Committee, having carefully considered all the facts and evidence, and all the submissions presented by the Company and the Listing Division, the Listing Review Committee decided to remit back to the GEM Listing Committee for re-consideration of the matter on an expedited basis (the “LRC’s Decision”). The Listing Review Committee noted that at the Hearing, the Listing Division had rightly acknowledged that due to the developments leading up to the Hearing many conditions of the Resumption Guidance had now been fulfilled by the Company and were no longer at issue, including RG1 (investigation), RG2 (management integrity), and RG4 (internal controls). As further announced by the Company on 13 September 2022, regarding Disclaimer C, the remaining issue of the RG3, the Company has addressed the issues giving rise to Disclaimer C, provided comfort that Disclaimer C would no longer be required and has disclosed sufficient information to enable investors to make an informed assessment of its financial positions as required under Rule 17.49B of the GEM Listing Rules. The Company is of the view that it has fulfilled the RG3.

With reference to the announcements of the Company dated 16 August 2022 and 3 October 2022, the Company received a notice (the “Rehearing Notice”) from the Stock Exchange notifying the Company that the Chairman of GEM Listing Committee has decided that the GEM Listing Committee will reconsider the matter by way of a rehearing with the Company and the Listing Division of the Stock Exchange in attendance (the “Rehearing”). Pursuant to the Rehearing Notice, the Rehearing has been scheduled for 4:30 p.m. on Tuesday, 18 October 2022. The Company has made its submission to the Listing Committee on 30 August 2022 and 16 September 2022 for the purpose of the Rehearing.

上市狀況(續)

更多詳情請參閱本公司日期為二零二二年七月十八日的公告。

參照本公司日期為二零二二年八月九日的公告，於二零二二年八月三日已就GEM上市委員會之決定(「上市委員會決定」)舉行覆核聆訊(「聆訊」)。於二零二二年八月九日，本公司接獲聯交所發出的函件(「上市覆核委員會決定函件」)，通知本公司上市覆核委員會經審慎考慮所有事實及證據以及本公司及上市科提交的所有資料後，決定加快將此事交回GEM上市委員會以重新審議(「上市覆核委員會決定」)。上市覆核委員會注意到，於聆訊上，上市科合理確認，由於本公司現已達成導致發展至聆訊的復牌指引的多項條件，且不再存在問題，包括復牌指引(調查)、復牌指引2(管理層誠信)及復牌指引4(內部監控)。誠如本公司於二零二二年九月十三日所進一步公佈，就聲明C(復牌指引3餘下問題)而言，本公司已解決導致聲明C的問題，保證毋須再發出聲明C，並已披露足夠資料令投資者可根據GEM上市規則第17.49B條之規定在知情的情況下對其財務狀況作出評估。本公司認為，其已履行復牌指引3。

參照本公司日期為二零二二年八月十六日及二零二二年十月三日的公告，本公司接獲聯交所通知(「重新聆訊通知」)，知會本公司GEM上市委員會主席已決定GEM上市委員會將透過與本公司及聯交所上市科出席重新聆訊(「重新聆訊」)的方式重新考慮有關事宜。根據重新聆訊通知，重新聆訊訂於二零二二年十月十八日(星期二)下午四時三十分舉行。本公司已於二零二二年八月三十日及二零二二年九月十六日就重新聆訊向上市委員會呈交資料。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論與分析(續)

LISTING STATUS (CONTINUED)

With reference to the announcement of the Company dated 21 November 2022, the Company received a letter (the "LC Decision Letter") from the Stock Exchange stating that, after the Rehearing held on 18 October 2022 and having considered all the submissions (both written and oral) made by the Company and the Listing Division, the GEM Listing Committee decided that the Company had failed to maintain a sufficient level of operations and assets of sufficient value to support its operation under GEM Listing Rule 17.26. The GEM Listing Committee therefore decided to uphold a decision of the GEM Listing Committee dated 6 May 2022 to cancel the Company's listing under GEM Listing Rule 9.14A (the "17 November Decision").

After seeking professional advice and with due consideration, the Company has submitted an application requesting the 17 November Decision be referred to the Listing Review Committee for review on 21 November 2022.

For further details regarding the reasons for the 17 November Decision and opinions of the Board toward the 17 November Decision, please refer to the announcement of the Company dated 21 November 2022.

During the Reporting Period, the Company has tried its best to complete a lot of work with the cooperation and follow-up of the Listing Division of the Exchange and has used its best endeavor to act in accordance with the rules and regulations of the Listing Division, make reasonable efforts and never give up the case until the end.

EVENT AFTER REPORTING PERIOD

Reference is made to the announcement of the Company dated 21 February 2023, the Company inform the shareholders and potential investors that on 8 February 2023, the Listing Review Committee ("LRC") heard ("LRC Review Hearing") an application by the Company for a review of the decision of the GEM Listing Committee ("LC"), set out in a letter dated 17 November 2022, to cancel the listing of the Company's shares on the GEM under GEM Rule 9.14A (the "2nd LC Decision").

上市狀況(續)

參照本公司日期為二零二二年十一月二十一日的公告，本公司接獲聯交所發出的函件(「上市委員會決定函件」)，當中指出於二零二二年十月十八日舉行重新聆訊並考慮本公司及上市科提交的所有資料(包括書面及口頭資料)後，GEM上市委員會決定本公司未能根據GEM上市規則第17.26條所規定維持足夠的業務運作並且擁有相當價值的資產支持其營運。因此，GEM上市委員會決定維持GEM上市委員會日期為二零二二年五月六日根據GEM上市規則第9.14A條取消本公司上市地位的決定(「十一月十七日決定」)。

經尋求專業意見及審慎考慮後，本公司已於二零二二年十一月二十一日提交申請，要求將十一月十七日決定轉交予上市覆核委員會覆核。

有關十一月十七日決定的原因及董事會對十一月十七日決定的意見的更多詳情，請參閱本公司日期為二零二二年十一月二十一日的公告。

於報告期間，本公司在交易所上市科的配合和跟進下已全力完成大量工作，並已竭盡所能，在一切可行的前提下向上市科依規行事、據理力爭，未到最後一刻絕不放棄。

報告期後事項

茲提述本公司日期為二零二三年二月二十一日的公告，本公司知會股東及潛在投資者，於二零二三年二月八日，上市覆核委員會(「上市覆核委員會」)就本公司申請覆核日期為二零二二年十一月十七日之函件所載有關GEM上市委員會(「上市委員會」)根據GEM上市規則第9.14A條取消本公司股份於GEM之上市地位之決定(「第二次上市委員會決定」)進行聆訊(「上市覆核委員會之覆核聆訊」)。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論與分析(續)

EVENT AFTER REPORTING PERIOD (CONTINUED)

On 17 February 2023, the Company received a letter from the Stock Exchange notifying the Company that having carefully considered all the facts and evidence, and all the submissions presented by the Company and the Listing Division, the LRC decided to overturn the 2nd LC Decision (the "LRC Decision"). The Listing Division confirmed to the LRC at the Hearing that it had no ongoing open compliance matters as to the Incident and integrity of the Company and management, which was also confirmed to the LRC by the Company through its CEO, INED and Company Secretary. In summary and upon a qualitative review of all the relevant facts and circumstances before it, including the concerns of the Listing Division and the LC, the LRC was of the view that as of the time of the Hearing the Company had, on balance, demonstrated that its business had substance and was viable and sustainable with reference to GEM Rule 17.26/RG5. The Listing Review Committee therefore decided to overturn the Listing Committee's decision set out in a letter dated 17 November 2022 to cancel the Company's listing pursuant to GEM Rule 9.14A.

The Board welcomes the LRC Decision and wishes to appreciate the Listing Review Committee for reaching the LRC Decision which allows the Company to resume the trading of its shares on the Stock Exchange. The Board also wishes to place special thanks to the sales and operating team of the Company as well as the professional parties and advisers to the Company for their efforts and contribution during these periods. The Board believes that the results of the LRC Decision is an affirmation of the commitment of the aforesaid parties during these periods.

Following the LRC Decision, the Company is finalising the schedule of the Capital Reorganisation and the Subscription. As announced by the Company on 21 March 2023, all conditions precedent to the Share Consolidation have been fulfilled. Pursuant to the timetable set out in the announcement of the Company dated 16 March 2023 (the "Timetable Announcement"), the Share Consolidation has taken effect on Wednesday, 22 March 2023. The free exchange of share certificates will be implemented in accordance with the timetable set out in the section headed "TIMETABLE FOR SHARE CONSOLIDATION" in the Timetable Announcement.

Tentative timetable regarding the Capital Reduction and the Share Sub-division has been included in the Timetable Announcement. The Company is in the course of obtaining confirmation of the Grand Court of the Cayman Islands on the Capital Reduction. Further announcements will be made by the Company to update the Shareholders and the potential investors of the Company on the final timetable of the Capital Reduction and the Share Sub-division, as well as the issuance of the Subscription Shares and the Resumption of trading of the shares of the Company.

報告期後事項(續)

於二零二三年二月十七日，本公司接獲聯交所之函件，通知本公司經審慎考慮所有事實及證據以及本公司及上市科提交之所有資料後，上市覆核委員會決定推翻第二次上市委員會決定（「上市覆核委員會決定」）。上市科於聆訊上向上市覆核委員會確認，其並無有關該事件以及本公司及管理層誠信之持續公開合規事宜，本公司亦透過其行政總裁、獨立非執行董事及公司秘書向上市覆核委員會作出確認。概括而言，經實質審閱所有相關事實及情況（包括上市科及上市委員會之關注事項）後，上市覆核委員會認為，於聆訊進行時，經參考GEM上市規則第17.26條／復牌指引5，本公司整體而言已證明其業務為具有實質的業務、屬可行及可持續發展。因此，上市覆核委員會決定推翻日期為二零二二年十一月十七日之函件所載有關上市委員會根據GEM上市規則第9.14A條取消本公司上市地位之決定。

董事會對上市覆核委員會決定表示歡迎，並謹此感謝上市覆核委員會達致上市覆核委員會決定，允許本公司恢復其股份於聯交所買賣。董事會亦謹此特別感謝本公司之銷售及營運團隊以及本公司之專業人士及顧問於該等期間之努力及貢獻。董事會相信上市覆核委員會決定之結果為對上述各方於該等期間之付出之肯定。

在上市覆核委員會決定後，本公司正落實股本重組及認購事項的時間表。誠如本公司於二零二三年三月二十一日所公佈，股份合併之全部先決條件已獲達成。根據本公司日期為二零二三年三月十六日之公告（「時間表公告」）所載之時間表，股份合併已於二零二三年三月二十二日（星期三）生效。免費換領股票將根據時間表公告中「股份合併之時間表」一節所載之時間表落實。

有關資本削減及股份分拆的暫定時間表已載於時間表公告內。本公司正取得開曼群島大法院對資本削減的確認。本公司將另行發佈公告，向股東及本公司的潛在投資者提供有關資本削減及股份分拆的最終時間表，以及發行認購股份及本公司股份復牌的最新情況。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論與分析(續)

BUSINESS REVIEW

The Group has been committed to developing itself as an influential real estate financial service provider in the PRC and has been putting great efforts in providing financial services to the real estate sector for many years. Leveraging on our experience and expertise in serving as leading real estate developers, our service coverage has been expanded to developers of different scales. We are honored to be able to fulfill the business needs of our business partners and support their continuous growth. During the year, the Group focused on the development of pipeline property development projects and provided services to our partners with our experiences and technologies through our financial service platform. Our core customer base continued to expand. We strived to mitigate compliance risks and reduce operating costs of the Group through business transformation, in order to maintain stable growth and retain our strengths during the downward cycle of the industry.

As at 31 December 2022, the revenue of the Group, profit before income tax expense and profit for the year attributable to the owners of the Company amounted to approximately RMB76.7 million, RMB9.5 million and RMB2.6 million, respectively. In 2022, performance of our investment in property development projects was further adversely affected by the cyclical downtrend of the real estate industry in the PRC, which resulted in nil investment income and related financial consultation services income and a significant decrease in fair value of the investments. Secondly, due to the repayment abilities of the Group's customers and business partners affected by economic environment of the PRC, the Group had to make substantial provision on loss allowance for the accounts receivables and other receivables. In addition, the Group had faced unprecedented challenges, including the China-USA trade war and the outbreak of coronavirus disease ("COVID-19"). The Group's operation has been affected in certain ways due to the travel restrictions, social distancing and quarantine measures in connection with the outbreak of COVID-19, as the Group has been taking all practicable measures to cope with the potential transmission of COVID-19 by striving for the highest caution standard to protect the health and safety of our staff, business partners and customers.

As at 31 December 2022, the cash and cash equivalents of the Group amounted to approximately RMB4.9 million, which represented a decrease of 65.1% as compared to the previous year. The decrease was mainly due to an unclear listing status of the group. The Group recorded a net assets of RMB15.5 million (2021: net liabilities of RMB4.4 million). The gearing ratio of the Group was approximately 2.8%, representing year-on-year decrease of approximately 55.6 percentage point.

業務回顧

本集團專注於成為中國重要的房地產金融服務商，且在此領域深耕多年，從作為龍頭房地產開發商積累的經驗和技術能力，逐步擴展到服務行業內規模不等的開發商，我們為能夠解決其業務需求並持續見證業務夥伴持續成長而感到榮幸。本集團在本年度聚焦於深耕存量的物業發展項目，並通過金融科技平台為合作夥伴輸出行業經驗和技術服務，核心客戶持續擴展，力求通過業務轉型的方式降低本集團的合規風險和經營成本，以期在行業下行週期當中保持穩健的發展態勢，並積蓄能量。

於二零二二年十二月三十一日，本集團已實現收入約人民幣76.7百萬元，除所得稅前開支及溢利約人民幣9.5百萬元，本公司擁有人應佔年度虧損約人民幣2.6百萬元。於二零二二年，本集團投物業發展項目表現進一步受到中國內地房地產行業下行週期影響，導致零投資收入及相關財務顧問服務收入，而投資的公平值大則幅減少。第二，由於我們的客戶及業務夥伴的還款能力受到中國經濟環境影響，本集團已就應收賬款及其他應收款項作出大額虧損撥備。此外，本集團亦面對前所未有的挑戰，包括中美貿易戰及新型冠狀病毒病（「新冠肺炎」）爆發。本集團一直採取一切可行措施應對新冠肺炎的潛在傳播，力求以最高的謹慎標準保障員工、業務夥伴和客戶的健康與安全，因此，新冠肺炎疫情的旅遊限制、社交距離及檢疫措施對本集團的經營造成一定影響。

於二零二二年十二月三十一日，本集團的現金及現金等值項目約人民幣4.9百萬元，較去年同期減少56.1%。該減少主要由於本集團不明確的上市狀況。本集團錄得淨資產人民幣15.5百萬元（二零二一年：淨負債人民幣4.4百萬元）。本集團的資產負債率約為2.8%，同比下約55.6個百分點。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論與分析(續)

BUSINESS REVIEW (CONTINUED)

Financial Service Platform

The Company has commenced its operation of financial service platforms since 2015. The Group's financial service platforms initially offer professional financial services in the real estate market. Through the continuous development of such operation, the Group further launched its financial management service platform in 2018 to provide banking and deposit management services. It had operated in compliance with the requirements of the regulatory department at material time. Besides, such platform has risk control module to prevent corporate customers from duplicate borrowing and to identify fraud and tax payment pattern and development data.

It had operated in compliance with the requirements of the regulatory department at material time. Besides, such platform has risk control module to prevent corporate customers from duplicate borrowing and to identify fraud and tax payment pattern and development data.

In view of the tightening regulatory environment in the PRC in 2019, the Group has put great efforts in consolidating and expanding its internet financial business segments and cooperated with internet small loan companies to develop internet small loan business.

Such financial technology service platform has established comprehensive business process and technology system covering customer acquisition, risk identification, risk assessment, loan distribution channel, payment channel and big data analysis through cooperating with Tencent Cloud and other licensed institutions. Business needs of the Group's partners can be fulfilled through quick access to the technologies.

Although the Group's operation has been affected in certain way due to the travel restrictions, social distancing and quarantine measures in connection with the outbreak of COVID-19, the VSD Transaction (as defined below), the uncertainty of resumption of trading of its shares during the year 2022 the Board and the management of the Company are still actively engaged to achieve its financial projections in its resumption plan and reinstate the Company to protect the interests of the Shareholders.

業務回顧(續)

金融科技平台

本公司自二零一五年起開始運作金融服務平台。本集團的金融服務平台初步為房地產市場提供專業的金融服務。透過持續發展該業務，本集團於二零一八年進一步推出其財務管理服務平台，以提供銀行及存款管理服務。其於關鍵時間的營運符合監管部門的規定。此外，該平台設有風險管理模塊，以防止公司客戶重複借款以及識別欺詐及稅務支付模式及發展數據。

其於關鍵時間的營運符合監管部門的規定。此外，該平台設有風險管理模塊，以防止公司客戶重複借款以及識別欺詐及稅務支付模式及發展數據。

鑒於二零一九年中國收緊監管環境，本集團致力整合及擴展其互聯網金融業務分部，並與互聯網小型貸款公司合作發展互聯網小型貸款業務。

有關金融科技服務平台通過與騰訊雲等持牌機構合作，建立了涵蓋客戶獲取、風險識別、風險評估、貸款發放管道、支付管道及大數據分析等全方位的業務流程及技術體系。本集團可透過快速獲取技術滿足合作夥伴的業務需求。

儘管本集團的營運因有關新冠肺炎爆發的旅遊限制、社交距離及隔離措施、非常重大出售交易(定義見下文)，其股份於二零二二年恢復買賣有不明朗因素而受到一定程度的影響，本公司董事會及管理層仍積極進取，實現其復牌計劃中的財務預測，並將本公司恢復以保障股東的利益。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論與分析(續)

BUSINESS REVIEW (CONTINUED)

Provision of loan services, financial consultation services, finance lease services

Under these two business segments, the Group provides short-term and long-term financial consultation services, entrusted loans, pawn loans and other loans to borrowers and financial institutions. The Group also provides long-term finance lease services. The Group tailored different types of financial products for its customers depending on their individual circumstances and funding needs in order to resolve the financing needs of the customers.

Cost Reduction and Internal Control

To cope with the industry downturn of its principal business, the Group further reduced its costs and strengthened its internal control. During the year, through optimising human resources and streamlining organizational structure of the Group, the number of staff of the Group decreased from 30 to 28. The operation efficiency and per capita efficiency were further enhanced. In addition, the Group refined its business operation and improved its rules and regulations after assessment and supervision of the internal control of various business segments. Our internal control system was improved through supervising the implementation of remedial measures for the loopholes found during our inspection.

In general, the Group focused on its business and adhered to its prudent approach in operation in 2022. Against the backdrop of cyclical downtrend of the industry and the outbreak of COVID-19, the Group was determined to focus on the development of pipeline projects and to build up its internal strengths. All senior management members and our staff are confident and expecting a prosperous future.

FINANCIAL REVIEW

Revenue

For the year ended 31 December 2022, the Group recorded a turnover of approximately RMB76.7 million, representing a significant increase of approximately 282.2% from approximately RMB20.1 million in the previous year, primarily due to the increase of platform service income during the year.

In terms of revenue breakdown, revenue from financial service platforms amounted to approximately RMB75.2 million, representing an increase of approximately 282.7%. Revenue from interest income and finance lease service income for the year under review amounted to approximately RMB1.4, representing a year-on-year increase of approximately 260.6%.

業務回顧(續)

提供貸款服務、財務顧問服務、融資租賃服務

根據該兩個業務分部，本集團向借款人及金融機構提供短期和長期財務顧問服務、委託貸款、典當貸款及其他貸款。本集團亦提供長期融資租賃服務。本集團根據客戶個人情況及資金需求，為客戶量身定制不同類型的金融產品，以解決客戶的融資需求。

成本削減和內部管控

基於主營業務行業下行，本集團進一步削減成本和加強內部管控。過去一年，通過本集團人力資源優化和組織架構的重組調整，本集團人數從30下降到28，運營效率和人均效能得到了進一步提升。另外，本年度亦對本集團及下屬各業務板塊內部控制進行再評估和監督，對集團各項規章制度和業務流程進行完善和調整，對發現的漏洞制訂改善方案，並加強執行監督，從而實現內部管理的效能提升。

總體而言，二零二二年對於本集團是深耕和蟄伏的一年。行業週期性下行加上新冠肺炎疫情影響的雙重壓力下，本集團依然保持著清醒的意識，注重存量的深耕細作和內功的持續修煉，本集團全體管理層和員工將等待春暖花開的到來。

財務回顧

收入

截至二零二二年十二月三十一日止年度，本集團錄得營業額約人民幣76.7百萬元，較去年約人民幣20.1百萬元大幅增加約282.2%，主要由於年內平台服務收入增加。

在收入分類中，金融服務平台收入約為人民幣75.2百萬元，增加約282.7%。於回顧年度，利息收入及融資租賃服務收入約為人民幣1.4元，同比增加約260.6%。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論與分析(續)

FINANCIAL REVIEW (CONTINUED)

Finance Costs

In the year under review, interest expenses of the Group decreased by approximately 68.4% to RMB72,000 from RMB228,000 in the previous year, which mainly resulted from the decrease in bank borrowings and lease liabilities of the Group during the year.

Other (Expenses)/Income, Net

The Group's other (expenses)/income, net mainly comprised fair value loss on investment properties, recovery of impairment on loans and accounts receivables previously recognised, gain on disposal of a property, plant and equipment, and bank interest income.

In the year under review, the other expenses of the Group decrease by approximately 90.4% to RMB4.6 million from RMB47.8 million in the previous year, which resulted from loss on disposal of subsidiary.

Administrative and Employee Benefit Expenses

Administrative and employee benefit expenses of the Group mainly comprised salaries and employee benefits, rental expenses, and marketing and advertising fees. In the year under review, administrative and employee benefit expenses of the Group was approximately RMB60.2 million, representing year-on-year increase of 94.0%. The increase was due to the revenue increase from Financial Service Platform Business.

Loss Allowance on Financial Assets

In the year under review, impairment loss on loans and accounts receivables and other receivables aggregated approximately RMB2.4 million (2021: approximately RMB10.6 million) due to the increase in credit risk of the existing customers.

Profit for the Year Attributable to the Owners of the Company

In the year under review, profit attributable to the owners of the Company was approximately RMB2.6 million (2021: loss approximately RMB265.3 million), which was primarily due to the revenue increase from Financial Service Platform Business.

財務回顧(續)

財務成本

於回顧年度，本集團的利息開支為人民幣72,000元，較去年的人民幣228,000元減少約68.4%，主要由於年內本集團的銀行借款及租賃負債減少。

其他(開支)／收入淨額

本集團其他(開支)／收入淨額主要包括投資物業公平值虧損、收回以往確認的貸款及應收賬款減值、出售物業、廠房及設備的收益及銀行利息收入。

於回顧年度，本集團的其他開支由去年的人民幣47.8百萬元減少約90.4%至人民幣4.6百萬元。乃由於出售附屬公司的虧損所致。

行政及僱員福利開支

本集團的行政及僱員福利開支主要包括工資及員工福利、租金開支、市場推廣及廣告費用。於回顧年度，本集團的行政及僱員福利開支約為人民幣60.2百萬元，同比增加94.0%。增加乃由於金融服務平台業務的收益增加所致。

金融資產虧損撥備

於回顧年度，貸款及應收賬款以及其他應收款項減值虧損合共約人民幣2.4百萬元(二零二一年：約人民幣10.6百萬元)，原因在於現有客戶的信貸風險增加所致。

本公司擁有人應佔年內溢利

於回顧年度，本公司擁有人應佔溢利約為人民幣2.6百萬元(二零二一年：虧損約人民幣265.3百萬元)，主要由於金融服務平台業務的收益增加所致。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論與分析(續)

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2022, the Group's bank balances and cash amounted to approximately RMB4.9 million (2021: approximately RMB14.1 million), and the Group's borrowings amounted to approximately RMB1.5 million (2021: approximately RMB5.6 million). The gearing ratio representing the total borrowings of the Group divided by the total assets of the Group was approximately 2.8% (2021: approximately 6.3%). As at 31 December 2022, 100% (2021: approximately 100%) of the Group's borrowings would be due within one year. As at 31 December 2022, 100% of the Group's borrowings was denominated in HKD (2021: 100% was denominated in RMB). As at 31 December 2022, 0% and 100% of the Group's borrowings were carrying interests at fixed rate and interest free, respectively (2021: approximately 48.6% and 51.4% of the Group's borrowings carrying interests at fixed and floating rates, respectively).

There were no charges on group assets as at 31 December 2022 and 2021.

The Directors considered that, in the foreseeable future, the Group will have sufficient working capital to meet its financial obligations in full when they fall due. In the year under review, the Group did not use any financial instruments for hedging purposes.

ENVIRONMENTAL, SOCIAL AND CORPORATE RESPONSIBILITIES

As a responsible corporation, the Group is committed to maintaining the highest environmental and social standards to ensure sustainable development of its business. The Group has complied with all relevant laws and regulations in relation to its business including health and safety, workplace conditions, employment and the environment. The Group understands a better future depends on everyone's participation and contribution. It has encouraged employees, customers, suppliers and other stakeholders to participate in environmental and social activities which benefit the community as a whole.

The Group maintains strong relationships with its employees, has enhanced cooperation with its suppliers and has provided high quality products and services to its customers so as to ensure sustainable development.

Please also refer to the Environmental, Social and Governance Report contained in this annual report for further details of the Group's environmental performance and relationship with its employees, suppliers and customers.

流動資金及財務資源

於二零二二年十二月三十一日，本集團之銀行結餘及現金約為人民幣4.9百萬元(二零二一年：約人民幣14.1百萬元)，本集團的借貸約為人民幣1.5百萬元(二零二一年：約人民幣5.6百萬元)，以本集團總借貸對總資產列示之負債資產比率約為2.8%(二零二一年：約6.3%)。於二零二二年十二月三十一日，本集團100%借貸將於一年內到期(二零二一年：約100%)。於二零二二年十二月三十一日，本集團借款的100%以港元計價(二零二一年：100%以人民幣計價)。於二零二二年十二月三十一日，本集團借款的0%及100%分別按固定利率計息及免息(二零二一年：本集團借款的約48.6%及51.4%分別按固定利率及浮動利率計息)。

於二零二二年及二零二一年十二月三十一日，本集團資產並無變動。

董事認為，於可預見未來，本集團擁有充裕的營運資金可全數償還到期的財務責任。於回顧年度內，本集團並無使用任何金融工具作對沖用途。

環境、社會及企業責任

作為一家具社會責任的企業，本集團致力維持最高要求之環境及社會標準，以確保其業務可持續發展。本集團已遵守所有與其業務有關的相關法例及法規，包括健康及安全、工作環境條件、就業及環境。本集團明白有賴所有人的參與及貢獻才能成就美好將來，亦因此鼓勵僱員、客戶、供應商及其他持份者參與環境及社會活動，惠及整個社區。

本集團與其僱員維持緊密關係，加強與其供應商之間的合作，並為其客戶提供優質產品及服務，以確保可持續發展。

有關本集團之環保表現及其與僱員、供應商及客戶之關係之詳情，請參閱本年報之環境、社會及管治報告。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論與分析(續)

FUTURE OUTLOOK

The Group is undergoing a corporate restructuring, upon the completion of the said restructuring, the Group shall continue its financial services businesses. The directors of the Company (the “Directors”) are confident that upon the completion of the said restructuring, the Group’s business and financial position will be improved and have sufficient level of operation to maintain its listing status.

The Group has been seeking suitable investment and business opportunities in light of the market conditions to create value for its shareholders in a long term and sustainable manner.

PRINCIPAL RISKS AND UNCERTAINTIES

Transformation of the Financial Services Platform

The financial services platform of the Group has undergone strategic transformation according to the requirements of relevant policies and withdrew from the existing development businesses in an orderly and compliant manner. The financial services platform of the Group has also proactively cooperated with internet small loan platforms to develop internet small loan business as part of the transformation, which might last for a relatively longer period of time and be exposed to uncertainties such as loss of customers, increased costs and change of policies. The Group shall oversee the transformation dynamically and make timely adjustments during the process in order to ensure the success of such transformation.

未來展望

本集團正在進行企業重組，在上述重組完成後，本集團將繼續其金融服務業務。本公司董事（「董事」）有信心，在上述重組完成後，本集團的業務及財務狀況將有所改善，並具備足夠經營水平維持上市地位。

本集團一直因應市場狀況尋求合適的投資及業務機會，以長遠及可持續地為股東創造價值。

主要風險及不明朗因素

金融服務平台的轉型

本集團金融服務平台因政策需要進行了戰略轉型，平台需有序、合規退出存量業務，並積極轉型與互聯網小貸平台合作發展互聯網小貸業務，該業務轉型週期較長，可能導致用戶流失、成本增加、政策變化等不確定因素，本集團必須在轉型過程進行動態監督並及時調整轉型的策略，以確保轉型成功。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論與分析(續)

PRINCIPAL RISKS AND UNCERTAINTIES (CONTINUED)

Risks related to Cyber Security

The Group handles significant amount of personal data and credit information of its customers, which is susceptible to cyber threats. The Group's operations, reputation and financial performance could be adversely impacted if the Group suffers from cyber-attacks that disrupt its operations.

The Group makes extensive use of multiple channels to keep informed of emerging cyber security threats to identify and implement measures intended to mitigate the occurrence and/or consequences of such risks.

MAJOR INVESTMENTS

The Group, through the Disposal Group (as defined below), invested in property development projects through investments in certain limited partnerships, which engaged in business of property development in the PRC.

With reference to announcement of the Company dated 29 June 2022, the completion of the VSD Transaction (as defined below) took place on 29 June 2022. Following the completion of the VSD Transaction (as defined below), the Disposal Group (as defined below) ceased to be subsidiaries of the Company and the Company ceased to have any interests in the Disposal Group. The financial results, respective assets and liabilities of the Disposal Group would no longer be consolidated into the Group's financial statements.

Accordingly, as at 31 December 2022, the fair values for the investments in property development projects were 0.

FINAL DIVIDEND

The Board does not recommend the payment of final dividend to shareholders of the Company for the financial year ended 31 December 2022.

主要風險及不明朗因素(續)

與網路安全有關的風險

本集團處理其客戶的大量私人資料及信貸資料，故面臨網路危險。倘本集團遭受網路攻擊中斷其業務營運，則本集團的業務、聲譽及財務表現將受到不利影響。

本集團透過廣泛使用多個管道以知悉新出現的網路安全威脅的資訊，並識別及實施措施以圖減少該等風險的出現及／或該等風險引致的後果。

主要投資

本集團經由出售集團(定義見下文)，透過投資若干在中國從物業發展業務的有限合夥企業投資物業發展項目。

參照本公司日期為二零二二年六月二十九日的公告，非常重大出售交易(定義見下文)已於二零二二年六月二十九日完成。非常重大出售交易(定義見下文)完成後，出售集團(定義見下文)不再為本公司的附屬公司，而本公司不再擁有出售集團的任何權益。出售集團的財務業績、各項資產和負債將不再在本集團的財務報表內綜合入賬。

因此，於二零二二年十二月三十一日，物業發展項目投資的公平值為零。

末期股息

董事會並不建議向本公司股東派付截至二零二二年十二月三十一日止財政年度的任何末期股息。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論與分析(續)

LITIGATIONS, CLAIMS AND DISPUTES

Part of the investments and assets of the Disposal Group (as defined below) were subject to litigations and seizure during the year under review. As disclosed in the Company's announcement dated 26 March 2021, a writ of civil summons ("Writ") have been issued against two previous directors of the Company (namely, Mr. Zheng Weijing ("Mr. Zheng") and Ms. Guo Chanjiao ("Ms. Guo")), two PRC subsidiaries of the Company (namely, Qianhai Flying Financial PRC Service (Shenzhen) Limited ("Qianhai Flying Financial") and Flying Investment Service (Shenzhen) Company Limited ("Flying Investment")) in October 2020 in relation to the repayment of certain loans and interest accrued thereon. Pursuant to the Writ, (i) Mr. Zheng was demanded for the repayment of an aggregate amount of RMB16,306,300 ("Claimed Amount"), alleging to be the principal and interest accrued thereon pursuant for a loan agreement in 2019; (ii) Ms. Guo, the Company, two PRC subsidiaries of the Company and a number of PRC companies independent to the Group were alleged to be guarantors of the Claimed Amount under a guarantee in 2019 ("2019 Loan Guarantee") in favour of the claimant under the Writ to secure the Claimed Amount.

For further details, please refer to the circular of the Company dated 10 May 2022 and the announcement of the Company dated 26 March 2021, 26 January 2022 and 22 February 2022.

With reference to announcement of the Company dated 29 June 2022, the completion of the VSD Transaction (as defined below) took place on 29 June 2022. Following the completion of the VSD Transaction (as defined below), the Disposal Group ceased to be subsidiaries of the Company and the Company ceased to have any interests in the Disposal Group. The financial results of the Disposal Group would no longer be consolidated into the Group's financial statements.

As at the date of this report, no member of the Group was engaged in any litigation or arbitration of material importance and no litigation, arbitration or claim of material importance was known to the Directors to be pending or threatened against any member of the Group.

訴訟、申索及糾紛

出售集團(定義見下文)的部分投資及資產於回顧年度內受到訴訟及扣押的影響。誠如本公司日期為二零二一年三月二十六日的公告所披露，於二零二零年十月，本公司兩名前董事(即鄭偉京先生(「鄭先生」)及郭嬋嬌女士(「郭女士」))、本公司兩間中國附屬公司(即目前海匯聯金融服務(深圳)有限公司(「匯聯金融」)及匯聯投資服務深圳有限公司(「匯聯投資」))就償還若干貸款及其應計利息接獲民事傳訊令狀(「令狀」)。根據令狀，(i) 鄭先生被要求償還合共人民幣16,306,300元(「申索金額」)，指該金額為根據二零一九年一份貸款協議的本金及其應計利息；(ii) 郭女士、本公司、本公司兩間中國附屬公司及若干獨立於本集團的中國公司被指稱為以令狀下申索人為受益人於二零一九年的擔保書(「二零一九年貸款擔保書」)項下申索金額的擔保人，以擔保申索金額。

進一步詳情請參閱本公司日期為二零二二年五月十日的通函以及本公司日期為二零二一年三月二十六日、二零二二年一月二十六日及二零二二年二月二十二日的公告。

參照本公司日期為二零二二年六月二十九日的公告，非常重大出售交易(定義見下文)已於二零二二年六月二十九日完成。非常重大出售交易(定義見下文)完成後，出售集團不再為本公司的附屬公司，而本公司不再擁有出售集團的任何權益。出售集團的財務業績將不再在本集團的財務報表內綜合入賬。

於本報告日期，本集團成員公司概無牽涉任何重大訴訟或仲裁，而且據董事所知，本集團任何成員公司概無尚未了結或對其構成威脅的重大訴訟、仲裁或索償。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論與分析(續)

THE GROUP'S RESPONSE TO THE BASIS OF QUALIFIED OPINION

As disclosed in sections headed "QUALIFIED OPINION" and "BASIS FOR OPENING AND QUALIFIED OPINION" in the independent auditors' report contained on pages 107 to 108 of this annual report, the auditors of the Company (the "Auditors") express a qualified opinion on the consolidated financial statements of the Group for the year ended 31 December 2022. The auditor's report on the consolidated financial statements of the Group for the year ended 31 December 2021 ("2021 Financial Statements") contained qualification on the limitation on bank balances ("Qualification"). Details of which has been set out in the auditor's report for 2021 Financial Statements dated 30 June 2022.

Reference is made to the announcement of the Company dated 13 September 2022 in relation to, among other things, based on the communication with the auditors of the Company, the Board considers, and the auditors of the Company concurs, that the respective issues giving rise to the Qualification have been satisfactorily addressed as follows:

- (i) the issues giving rise to Qualification on the annual report of the Company for the year ended 31 December 2021 was due to the auditor's inability to obtain certain confirmations from PRC banks due to the absence of Ms. Guo's personal seal;
- (ii) following the completion of the VSD Transaction on 29 June 2022, the Disposal Group ceased to be subsidiaries of the Company and the Company ceased to have any interests in the Disposal Group;
- (iii) no Group's bank balance was held by subsidiary of which Ms. Guo was the legal representative and/or director since 2 July 2022 pursuant to the findings of the e agree-upon procedures report issued by the auditor of the Company on 9 August 2022;
- (iv) as such, the issues giving rise to the Qualification will not further affect the auditors of the Company to perform the necessary audit procedures in relation to the Company's bank balances in the PRC for the year ending 31 December 2022 and the subsequent years; and

本集團對保留意見的基礎的回應

誠如本年報第107至108頁所載的獨立核數師報告內「保留意見」及「期初及保留意見的基礎」兩節所披露，本公司核數師（「核數師」）對本集團截至二零二二年十二月三十一日止年度的綜合財務報表發出保留意見。本集團截至二零二一年十二月三十一日止年度的綜合財務報表（「二零二一年財務報表」）的核數師報告載有關於銀行結餘的限制的保留意見（「保留意見」）。有關詳情已載於日期為二零二二年六月三十日的二零二一年財務報表的核數師報告。

茲提述本公司日期為二零二二年九月十三日的公告，內容有關（其中包括）根據與本公司核數師的溝通，董事會認為並且本公司核數師亦認同，導致發出保留意見的各項問題已得到圓滿解決，詳情如下：

- (i) 導致發出本公司截至二零二一年十二月三十一日止年度的年報所載保留意見的問題是由於核數師因缺少郭女士的個人印章而無法從中國的銀行取得若干確認；
- (ii) 非常重大出售交易於二零二二年六月二十九日完成後，出售集團不再為本公司的附屬公司，而本公司不再擁有出售集團的任何權益；
- (iii) 根據本公司核數師於二零二二年八月九日發出的協定程序報告的結果，自二零二二年七月二日起，郭女士出任法定代表人及／或董事的附屬公司並無持有本集團的銀行結餘；
- (iv) 因此，導致發出保留意見的問題將不會進一步影響本公司核數師就本公司截至二零二二年十二月三十一日止年度及其後年度於中國的銀行結餘執行必要的審核程序；及

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論與分析(續)

THE GROUP'S RESPONSE TO THE BASIS OF QUALIFIED OPINION (CONTINUED)

(v) except for the audit modification on (1) the opening balances and comparative figures to be stated in the consolidated financial statements of the Group for the year ending 31 December 2022, and (2) the comparative figures to be stated in the consolidated financial statements of the Group for the year ending 31 December 2023, there would not be other audit modifications in respect of the matters referred to above. In respect of the Group's consolidated financial statement for the year ending 31 December 2022 and 2023, any audit modifications should solely relate to the comparability of 2021 and 2022 figures. Accordingly, the issues giving rise to the Qualification will not have any continuing effect on the Group's consolidated financial statements for the year ending 31 December 2024 and the subsequent years.

MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

The Company had completed a very substantial disposal on 29 June 2022 to dispose of its equity holding of Expand Wealth Limited, Profit Success Technology Limited and Expand Thrive Limited and their subsidiaries (the "Disposal Group") to the buyer for consideration of HK\$15 million (the "VSD Transaction"). The Company and the buyer entered the sale and purchase agreement of the VSD Transaction on 20 December 2021. The resolution of the VSD transaction was approved by the shareholders of the Company in the extraordinary general meeting on 1 June 2022. Upon the completion of the VSD Transaction, the Company had ceased to hold any interests in the Disposal Group.

For the details of the VSD Transaction, please refer to the Company's announcements dated 26 January 2022, 18 February 2022, 1 June 2022 and 29 June 2022, and the circular of the Company dated 10 May 2022.

本集團對保留意見的基礎的回應(續)

(v) 除對(1)本集團截至二零二二年十二月三十一日止年度綜合財務報表所列年初餘額及比較數字；及(2)本集團截至二零二三年十二月三十一日止年度綜合財務報表所列比較數字進行審核修改外，就上述事項而言不存在其他審核修改。就本集團截至二零二二年及二零二三年十二月三十一日止年度的綜合財務報表而言，任何審核修改應僅與二零二一年及二零二二年數字的可比性有關。因此，導致發出保留意見的問題不會對本集團截至二零二四年十二月三十一日止年度及其後年度的綜合財務報表產生任何持續影響。

重大收購或出售附屬公司及聯屬公司

本公司於二零二二年六月二十九日完成一項非常重大出售事項，以按代價15百萬港元向買方出售其於拓富有限公司、Profit Success Technology Limited及拓旺有限公司及其附屬公司(「出售集團」)的股權(「非常重大出售交易」)。本公司與買方於二零二一年十二月二十日訂立非常重大出售交易的買賣協議。非常重大出售交易的決議案於二零二二年六月一日在股東特別大會獲本公司股東批准。完成非常重大出售交易後，本公司不再持有出售集團的任何權益。

有關非常重大出售交易的詳情，請參閱本公司日期為二零二二年一月二十六日、二零二二年二月十八日、二零二二年六月一日及二零二二年六月二十九日的公告，以及本公司日期為二零二二年五月十日的通函。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論與分析(續)

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS AND EXPECTED SOURCES OF FUNDING

There was no specific plan for material investments or capital assets as at 31 December 2022.

CONTINGENT LIABILITIES

For the contingent liabilities of the Group as at 31 December 2021 and 2022, please refer to the "LITIGATION, CLAIMS AND DISPUTES" section in Management Discussion And Analysis.

CHARGES ON GROUP ASSETS

There were no charges on group assets as at 31 December 2022 and 2021.

CAPITAL COMMITMENTS

As at 31 December 2022, the Group had no significant capital commitments (2021: nil).

FOREIGN EXCHANGE EXPOSURE

The Group is mainly exposed to the fluctuation of HK\$ against RMB as its certain bank balances are denominated in HK\$ which is not the functional currency of the relevant group entities. The Group has not made other arrangement to hedge against the exchange rate risk. However, the Directors and the management will continue to monitor the foreign exchange exposure and will consider utilising applicable derivatives to hedge out the exchange risk when necessary.

重大投資或資本資產之未來計劃及預計資金來源

於二零二二年十二月三十一日，並無重大投資或資本資產之具體計劃。

或然負債

就本集團於二零二一年及二零二二年十二月三十一日的或然負債而言，請參閱管理層討論與分析中「訴訟、申索及糾紛」一節。

集團資產抵押

於二零二二年及二零二一年十二月三十一日，並無集團資產抵押。

資本承擔

於二零二二年十二月三十一日，本集團無重大資本承擔(二零二一年：無)。

外匯風險

由於本集團若干銀行結餘以港元計值，而港元並非相關集團實體之功能貨幣，故主要面對港元兌人民幣波動的風險。本集團並未作出其他安排以對沖外匯風險。然而，董事及管理層將不斷監察外匯風險，並將在有需要時考慮採用適當衍生工具對沖外匯風險。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論與分析(續)

TREASURY POLICIES

The Group adopts a conservative approach towards its treasury policies. The Group strives to reduce exposure to credit risk by performing ongoing credit evaluation of the financial conditions of its customers. To manage liquidity risk, the Directors closely monitor the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and commitments can meet its funding requirements.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2022, the Group had a total of 28 staff (2021: 30). Total staff costs (including Directors' emoluments) were approximately RMB7.3 million for the year ended 31 December 2022 (2021: RMB7.8 million). Remuneration is determined with reference to market conditions and the performance, qualifications and experience of individual employee. Year-end bonus based on individual performance will be paid to employees as recognition of and reward for their contributions. Other benefits include share option scheme, and contributions to statutory mandatory provident fund schemes and social insurance together with housing provident funds to its employees in Hong Kong and the PRC respectively.

The emoluments of the Directors are reviewed by the remuneration committee of the Board, having regard to the relevant Director's experience, responsibility, workload and the time devoted to the Group, the Group's operating results and comparable market statistics.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 4 July 2023 to Friday, 7 July 2023, both dates inclusive, during which no transfer of Shares will be registered. In order to ascertain shareholders' eligibility to attend and vote at the AGM, all transfers documents accompanied by the relevant Shares certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration by 4:30 p.m. on Monday, 3 July 2023.

庫務政策

本集團採納穩健庫務政策。本集團透過對客戶財務狀況進行持續信貸評估，竭力降低信貸風險。為管理流動資金風險，董事會密切監察本集團流動資金狀況，以確保本集團資產、負債及承擔的流動資金結構可應付其資金需求。

僱員及薪酬政策

於二零二二年十二月三十一日，本集團僱員總數為28人(二零二一年：30人)。截至二零二二年十二月三十一日止年度，總員工成本(包括董事酬金)約為人民幣7.3百萬元(二零二一年：人民幣7.8百萬元)。薪酬乃根據市況及個別僱員表現、資歷及經驗而釐定。僱員按個別表現獲年終花紅，作為對其貢獻的表彰及獎勵。其他福利包括購股權計劃，以及分別為香港及中國僱員向法定強制性公積金計劃及社會保險連同住房公積金供款。

董事酬金由董事會薪酬委員會視乎相關董事之經驗、責任、工作量及為本集團付出之時間、本集團之經營業績及可資比較市場數據而審閱。

暫停辦理股份過戶登記

本公司將於二零二三年七月四日(星期二)至二零二三年七月七日(星期五)(包括首尾兩日)暫停辦理股份過戶登記，在此期間本公司股份之轉讓手續將不予辦理。為確定股東出席股東週年大會並於會上投票之資格，所有股權轉讓文件連同有關股票在二零二三年七月三日(星期一)下午四時三十分前交本公司於香港之股份過戶登記分處卓佳證券登記有限公司(地址為香港夏慤道16號遠東金融中心17樓)以作登記。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層之履歷詳情

DIRECTORS

Executive Directors

Mr. Zhang Gongjun (張公俊先生), aged 57, was appointed as an independent non-executive Director on 20 December 2011 and re-designated to an executive Director on 15 July 2015. Mr. Zhang was re-designated as the Chairman and Chief Executive Officer of the Company on 26 March 2021. Mr. Zhang obtained the certificate of master's degree in business administration from the Peking University in July 2013.

Prior to being re-designated as an executive Director, Mr. Zhang was the managing director of Shenzhen Sino-investment Management Company Limited, responsible for overall operational management. From August 2008 to January 2012, Mr. Zhang served as a non-executive director of Sino Grandness Food Industry Group Limited, a company incorporated in the Republic of Singapore whose shares are listed on the main board of the Singapore Exchange Securities Trading Limited with stock code T4B. Mr. Zhang currently is also an independent director of SZT Electronics Co., Ltd, a company listed on the Shenzhen Stock Exchange (stock code: 002197) with the appointment date of 21 June 2019. Save as disclosed herein, in the three years preceding the date of this annual report, Mr. Zhang did not hold any directorship in other listed public companies in Hong Kong or overseas. Mr. Zhang is a member of the remuneration committee of the Board. Mr. Zhang was appointed as the chairman of the nomination committee of the Board on 26 March 2021 and redesignated as a member of the nomination committee of the Board on 11 March 2022.

Ms. Liu Yi (劉毅女士), aged 39, was appointed as an executive Director with effect from 23 May 2022. Prior to the Appointment, Ms. Liu served various micro-credit and money lending companies in the People's Republic of China (the "PRC") and is well experienced in the money lending business sector. Ms. Liu graduated from Huazhong University of Science and Technology (華中科技大學) in June 2007 with a bachelor degree in financial management (財務管理專業學士).

Ms. Liu did not hold any directorship in other listed public companies in Hong Kong or overseas.

董事

執行董事

張公俊先生，57歲，於二零一一年十二月二十日獲委任為獨立非執行董事，並於二零一五年七月十五日調任為執行董事。張先生於二零二一年三月二十六日調任為本公司主席及行政總裁。張先生於二零一三年七月獲頒北京大學工商管理碩士學位證書。

於調任為執行董事前，張先生為深圳大華投資管理有限公司的董事總經理，負責整體營運管理。自二零零八年八月至二零一二年一月，張先生一直擔任 Sino Grandness Food Industry Group Limited (於新加坡共和國註冊成立且股份於新加坡證券交易所有限公司主板上市的公司，股份代號為 T4B) 的非執行董事。張先生現時亦為深圳市証通電子股份有限公司(於深圳證券交易所上市的公司，股票代碼：002197) 的獨立董事，委任日期為二零一九年六月二十一日。除本節所披露者外，張先生於本年報日期前三年並無於香港或海外其他上市公眾公司擔任任何董事職位。張先生為董事會薪酬委員會成員。張先生於二零二一年三月二十六日獲委任為董事會提名委員會主席及於二零二二年三月十一日調任為董事會提名委員會成員。

劉毅女士，39歲，自二零二二年五月二十三日起獲委任為執行董事。於委任前，劉女士在中華人民共和國(「中國」)的多間小額信貸及放貸公司服務，於放貸業務領域擁有豐富經驗。劉女士於二零零七年六月畢業於華中科技大學，獲得財務管理專業學士學位。

劉女士並無於香港及海外其他上市公眾公司擔任任何董事職位。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (CONTINUED) 董事及高級管理層之履歷詳情(續)

DIRECTORS (CONTINUED)

Independent non-executive Directors

Mr. KAM Hou Yin, John (金孝賢先生), aged 50, is a member of Standing Committee of National Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議全國委員會) of Futian District, Shenzhen. Mr. Kam holds the degree of Master of Business Administration from The Tsinghua University in China and The University of Manchester in the United Kingdom. He is a fellow member of The Association of Chartered Certified Accountants and a member of The Hong Kong Institute of Certified Public Accountants. Mr. Kam has over 20 years' experience in corporate, personal and interbank business. Mr. Kam was the Senior Partner of Shenzhen Zhujin Supply Chain Management Co. Ltd. from November 2018 to December 2020. He was appointed as an Executive Director and Chief Executive Officer of Century Ginwa Retail Holdings Limited from 2 May 2017 to October 2018 and was Zone Manager — Corporate Banking Division and General Manager of Shenzhen Branch of The Bank of East Asia (China), Limited from July 2012 to March 2017 and Zone Manager (Western China) — Corporate Banking Division and General Manager of Xi'an Branch of The Bank of East Asia (China), Limited from November 2006 to June 2012. Mr. Kam was appointed as Co-Chief Executive Officer of DTXS Silk Road Investment Holdings Company Limited from 12 March 2021 and he was an executive director and chief executive officer of DTXS Silk Road Investment Holdings Company Limited (Stock code: 620) during the period from September 2021 to November 2022. Mr. Kam has been an independent non-executive director of China Ocean Group Development Limited (Stock code: 8047) since March 2020.

Mr. Kam was appointed as a chairman of the audit committee ("Audit Committee") and a member of each of the nomination committee ("Nomination Committee") and the remuneration committee ("Remuneration Committee"), on 23 February 2023.

董事(續)

獨立非執行董事

金孝賢先生，50歲，目前擔任深圳市福田區人民政治協商會議常務委員會委員。金先生持有中國清華大學及英國曼徹斯特大學之工商管理碩士學位。彼為英國特許公認會計師公會資深會員及香港會計師公會會員。金先生在企業、私人及銀行同業金融業務擁有逾二十年經驗。金先生於二零一八年十一月至二零二零年十二月擔任深圳築金供應鏈管理有限公司的高級合伙人。彼曾於二零一七年五月二日至二零一八年十月獲委任為世紀金花商業控股有限公司執行董事及行政總裁、於二零一二年七月至二零一七年三月期間為東亞銀行(中國)有限公司—深圳分行分行行長兼企業銀行處區域總監，並於二零零六年十一月至二零一二年六月期間為東亞銀行(中國)有限公司—西安分行分行行長兼企業銀行處區域總監(中國西部)。金先生自二零二一年三月十二日獲委任為大唐西市絲路投資控股有限公司聯席行政總裁，並於二零二一年九月至二零二二年十一月期間擔任大唐西市絲路投資控股有限公司(股份代號：620)執行董事兼行政總裁。金先生自二零二零年三月起擔任中國海洋捕撈控股有限公司(股份代號：8047)獨立非執行董事。

金先生於二零二三年二月二十三日獲委任為審核委員會(「審核委員會」)主席和提名委員會(「提名委員會」)及薪酬委員會(「薪酬委員會」)各自的成員。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (CONTINUED)

董事及高級管理層之履歷詳情(續)

DIRECTORS (CONTINUED)

Independent non-executive Directors (Continued)

Ms. CHONG Kan Yu (莊瑾瑜女士), age 58, been a general manager of Nam Yu International Investment Company Limited (藍瑜國際投資有限公司) since 1989, a company principally engaged in business of cross-border logistic and sea freight forwarding. Ms. Chong has been a director of Vigor Development (China) Company Limited (龍駿發展(中國)有限公司) since 1992 and a director of Bestowal Investment Holdings Limited (龍澤投資集團有限公司) since 2000. Ms. Chong has over 20 years' experience in trading, logistic and real estate and property development. Ms. Chong holds various positions in different social and commercial associations. She was the special committee member of Chinese People's Political Consultative Conference of Dongguang (Hong Kong and Macau) (東莞市(港澳)中國人民政治協商會議), the honorary chairman of the Women's Federation of Guangdong Provincial Association for the Promotion of Exchanges Across Taiwan Straits (廣東省海峽兩岸交流促進會婦女聯會) and the vice-chairman of the Houjie branch of Dongguan Waishang Investment Enterprise Association (東莞外商企業協會厚街分會) and the honorary chairman of Overseas Friendship Association of Dongguan (東莞市海外聯誼會). Ms. Chong is currently a special representative of Shenzhen of All-China Women's Federation Hong Kong Delegates (港區婦聯代表聯誼會), a consultant of Friendship Association of Hong Kong Xiamen (香港廈門聯誼總會), and the vice-chairman of the Agriculture Committee of Guangdong Provincial Association for the Promotion of Exchanges Across Taiwan Straits (廣東省海峽兩岸交流促進會農業委員會).

Ms. Chong was appointed as a chairlady of the Nomination Committee and a member of each of the Audit Committee and Remuneration Committee on 23 February 2023.

Mr. Hsu Tawei (徐大偉先生), aged 65, was appointed as an independent non-executive Director on 1 March 2021. Mr. Hsu obtained a bachelor degree in science from National Taiwan University in 1981 and a master degree in business administration from University of Bridgeport in 1992. From 1993 to 2006, he was the vice-president of President Securities Corporation (Taipei). From 2006 to 2017, he was the executive director and responsible officer of President Securities (HK) Limited. From 2017 to 2018, he was the director of DA Capital (HK) Limited. Since 2018, he is the responsible officer of GSI Finance Group Limited.

Mr. Hsu was appointed as the chairman of the remuneration committee of the Board and a member of each of the audit committee and the nomination committee of the Board on 23 February 2023.

董事(續)

獨立非執行董事(續)

莊瑾瑜女士，58歲，自一九八九年起擔任藍瑜國際投資有限公司(主要從事跨境物流及海上貨運代理業務之公司)總經理。莊女士自一九九二年起擔任龍駿發展(中國)有限公司董事及自二零零零年起擔任龍澤投資集團有限公司董事。莊女士擁有超過20年之貿易、物流以及房地產及物業發展經驗。莊女士於不同社會及商業協會擔任各種職務。彼為東莞市(港澳)人民政治協商會議特邀委員、廣東省海峽兩岸交流促進會婦女聯會名譽會長、東莞台商企業協會厚街分會副會長及東莞市海外聯誼會永遠名譽會長。莊女士現為港區婦聯代表聯誼會深圳特邀代表、香港廈門聯誼總會理事及廣東省海峽兩岸交流促進會農業委員會副會長。

莊女士於二零二三年二月二十三日獲委任為提名委員會主席和審核委員會及薪酬委員會各自的成員。

徐大偉先生，65歲，於二零二一年三月一日獲委任為獨立非執行董事。徐先生於一九八一年獲國立台灣大學理學學士學位，並於一九九二年獲橋港大學(University of Bridgeport)工商管理碩士學位。自一九九三年至二零零六年，彼曾任統一綜合證券(台北)的副總裁。自二零零六年至二零一七年，彼曾任統一證券(香港)有限公司的執行董事兼負責人。自二零一七年至二零一八年，彼曾任德安資本(香港)有限公司的董事。自二零一八年起，彼為富安金融集團有限公司的負責人。

徐先生於二零二三年二月二十三日獲委任為董事會薪酬委員會主席以及董事會審核委員會及提名委員會成員。

* For identification purposes only

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (CONTINUED)

董事及高級管理層之履歷詳情(續)

COMPANY SECRETARY

Mr. Leung Man Kit (梁文傑先生), aged 45, was engaged to act as the Company Secretary and an authorized person of the Company with effect from 23 February 2023.

COMPLIANCE OFFICER

Mr. Zhang Gongjun, an executive Director of the Company, was appointed as the compliance officer on 26 March 2021 to replace the vacancy by the resignation of Mr. Zheng Weijing.

Mr. Leung Man Kit, an executive Director of the Company, was appointed as compliance officer to replace Mr. Zhang Gongjun on 23 May 2022.

公司秘書

梁文傑先生，45歲，獲任為公司秘書及本公司的授權人士，自二零二三年二月二十三日起生效。

合規主任

張公俊先生，本公司執行董事，於二零二一年三月二十六日獲委任為合規主任，以填補鄭偉京先生辭任後的空缺。

梁文傑先生，本公司執行董事，於二零二二年五月二十三日獲委任為合規主任，以取替張公俊先生。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Board hereby presents this Corporate Governance Report in the Company's annual report for the year ended 31 December 2022.

CORPORATE GOVERNANCE PRACTICES

The Company acknowledges the important roles of its Board in providing effective leadership and direction to the Group's business, and ensuring transparency and accountability of the Company's operations. The Board sets appropriate policies and implements corporate governance practices appropriate to the conduct and growth of the Group's business.

The Company has applied and complied with the principles and code provisions as set out in the Corporate Governance Code (the "Code") contained in Appendix 15 to the GEM Listing Rules during the year ended 31 December 2022 save as the deviations as mentioned in the sections headed "Chairman and Chief Executive Officer" and "Board Composition" in this report.

The Company will continue to review its corporate governance practices in order to enhance its corporate governance standard, to comply with the increasingly tightened regulatory requirements and to meet the rising expectations of shareholders and investors.

CULTURES AND VALUES

A healthy corporate culture across the Group is integral to attain its vision and strategy. It is the Board's role to foster a corporate culture with the following core principles and to ensure that the Company's vision, values and business strategies are aligned to it.

1. Integrity and code of conduct

The Group strives to maintain high standards of business ethics and corporate governance across all our activities and operations. The Directors, management and staff are all required to act lawfully, ethically and responsibly, and the required standards and norms are explicitly set out in the training materials for all new staff and embedded in various policies such as the Group's employee handbook (including therein the Group's code of conduct), the anti-corruption policy and the whistleblowing policy of the Group. Trainings are conducted from time to time to reinforce the required standards in respect of ethics and integrity.

董事會謹此在本公司截至二零二二年十二月三十一日止年度之年報中呈列本企業管治報告。

企業管治常規

本公司深明董事會對於就本集團業務提供有效領導及指引，以及確保本公司經營之透明度及問責性之重要性。董事會制定適當政策，並推行適用於本集團業務營運及增長之企業管治常規。

本公司已於截至二零二二年十二月三十一日止年度採納並遵守GEM上市規則附錄十五的企業管治守則(「守則」)所載原則及守則條文，惟本報告「主席及行政總裁」及「董事會的組成」兩節所述偏差除外。

本公司將繼續審閱企業管治常規，以提高企業管治標準，遵守日益嚴格的監管規定及符合股東與投資者高漲的期望。

文化及價值觀

在本集團內營造健康的企業文化，對於實現其願景及使命而言十分重要。董事會有責任營造揉合以下核心原則的企業文化，確保本公司的願景、價值觀及業務策略與企業文化保持一致。

1. 誠信及行為守則

本集團致力在我們所有活動及業務中保持高標準的商業道德及企業管治。董事、管理層及員工均須以合法、合乎道德及負責任的態度行事，所需標準及準則均明確載於所有新員工的培訓資料，並注入本集團的員工手冊(當中載有本集團的行為守則)、防貪污政策、及舉報政策等不同政策之中。我們不時進行培訓，以鞏固道德及誠信相關規定標準。

CORPORATE GOVERNANCE REPORT (CONTINUED) 企業管治報告(續)

2. Commitment

The Group believes that the culture of commitment to workforce development, workplace safety and health, diversity, and sustainability is one where people have a feeling of commitment and emotional engagement with the Group's mission. This sets the tone for a strong, productive workforce that attracts, develops, and retains the best talent and produces the highest quality work. Moreover, the Company's strategy in the business development and management are to achieve long-term, steady and sustainable growth, while having due considerations from environment, social and governance aspects.

COMPLIANCE WITH THE REQUIRED STANDARD OF DEALINGS IN SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquires, all the Directors have confirmed that they have complied with the required standard of dealings and the code of conduct regarding securities transactions by Directors adopted by the Company throughout the year under review.

A. THE BOARD

A.1 Board of Directors

The Company is governed by the Board which has the responsibility for leadership and control of the Company. The Directors are collectively responsible for promoting the success of the Group by directing and supervising the Group's affairs. The Board set strategies and directions for the Group's activities with a view to developing its business and enhancing shareholder value.

2. 承擔

本集團認為，致力於勞動力發展、工作場所安全及健康、多樣性與可持續發展的承擔文化使人們產生一種承擔感及對本集團使命的情感投入，為打造強大、高效的員工隊伍奠定了基調，從而可吸引、培養並挽留最優秀的人才，做出最優秀的成果。此外，本公司的業務發展及管理策略為在充分考慮環境、社會及管治方面的情況下，實現長遠穩定的可持續發展。

遵守上市發行人董事進行證券交易的規定交易準則

本公司已採納董事進行證券交易的行為守則，其條款不遜於GEM上市規則第5.48至5.67條所載規定交易準則。經作出特定查詢後，全體董事確認彼等於回顧年度一直遵守本公司所採納有關董事進行證券交易的規定交易準則及行為守則。

A. 董事會

A.1 董事會

本公司由董事會規管，而董事會負責領導並控制本公司。董事通過指示及監察本集團事務共同負責推動本集團取得成功。董事會就本集團業務制定策略及發出指示，旨在發展業務並提高股東價值。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

A. THE BOARD (CONTINUED)

A.2 Board composition

The Board currently comprises the following Directors:

Executive Directors:

Mr. Zhang Gongjun (Chairman and Chief Executive Officer)

Ms. Liu Yi

(appointed on 23 May 2022)

Ms. Wan Suyuan

(appointed on 9 December 2021 and
resigned on 5 December 2022)

Mr. Leung Man Kit

(appointed on 1 February 2022 and
resigned on 5 December 2022)

Independent Non-executive Directors:

Mr. Hsu Tawei

Mr. Kam Hou Yin, John

(appointed on 23 February 2023)

Ms. Chong Kan Yu

(appointed on 23 February 2023)

Mr. Tsao Hoi Ho

(appointed on 9 December 2021 and
resigned on 5 December 2022)

Mr. Lau Jing Yeung, William

(appointed on 11 March 2022 and
resigned on 5 December 2022)

Dr. Vincent Cheng

(resigned on 23 February 2023)

Dr. Miao Bo

(resigned on 23 February 2023)

The biographical details of the Directors and senior management are set out in the section headed "Biographical Details of Directors and Senior Management" of this annual report. The composition of the Board is well balanced. Each of the Directors has relevant expertise and extensive corporate and strategic planning experiences that can contribute to the business of the Group.

A. 董事會(續)

A.2 董事會的組成

董事會現由下列董事組成：

執行董事：

張公俊先生(主席兼行政總裁)

劉毅女士

(於二零二二年五月二十三日獲委任)

萬素園女士

(於二零二一年十二月九日獲委任及
於二零二二年十二月五日辭任)

梁文傑先生

(於二零二二年二月一日獲委任及
於二零二二年十二月五日辭任)

獨立非執行董事：

徐大偉先生

金孝賢先生

(於二零二三年二月二十三日獲委任)

莊瑾瑜女士

(於二零二三年二月二十三日獲委任)

曹海豪先生

(於二零二一年十二月九日獲委任及
於二零二二年十二月五日辭任)

劉正揚先生

(於二零二二年三月十一日獲委任及
於二零二二年十二月五日辭任)

鄭嘉福博士

(於二零二三年二月二十三日辭任)

苗波博士

(於二零二三年二月二十三日辭任)

董事及高級管理層之履歷資料詳情載於本年報「董事及高級管理層之履歷詳情」一節。董事會組成已相當平衡。各董事具備相關專業知識與豐富的企業及策略規劃經驗，可為本集團業務作出貢獻。

CORPORATE GOVERNANCE REPORT (CONTINUED) 企業管治報告(續)

A. THE BOARD (CONTINUED)

A.2 Board composition (Continued)

The Board is collectively responsible for the oversight of the management of the business affairs of the Group with the objective of enhancing shareholders value.

For Board composition, please refer to the section “DIRECTORS” in the “Directors’ Report” of this annual report.

The Board currently consists of five members, including two Executive Directors and three Independent Non-executive Directors. The Board currently has two female Directors which achieved the gender diversity in Board level. At least one of our Independent Non-executive Directors has the professional and accounting qualifications as required by the Listing Rules.

Throughout the year 2022, the Company has complied with rules 5.05(1) and (2), and 5.05A of the GEM Listing Rules.

The Company has received an annual confirmation of independence in writing from each of the INEDs pursuant to Rule 5.09 of the GEM Listing Rules and considers them to be independent.

There is no relationship (including financial, business, family or other material relationship) between members of the Board. Biographies of Directors are set out in “Biographical Details of Directors and Senior Management” of this annual report.

A. 董事會(續)

A.2 董事會的組成(續)

董事會集體負責監督本集團的業務及事務管理，旨在提升股東的價值。

有關董事會的組成，請參閱本年報「董事會報告」中「董事」一節。

董事會目前由五名成員組成，包括兩名執行董事及三名獨立非執行董事。董事會目前有兩名女性董事，在董事會層面已達致性別多元化。至少一名獨立非執行董事具備上市規則所規定的專業及會計資格。

於二零二二年整個年度內，本公司已遵守 GEM 上市規則第 5.05(1) 及 (2) 條及 5.05A 條。

本公司已收到各獨立非執行董事根據 GEM 上市規則第 5.09 條書面作出的年度獨立性確認函並認為彼等均為獨立人士。

董事會成員間並無關係(包括財務、業務、家族或其他重大的關係)。董事履歷載於本年報「董事及高級管理層之履歷詳情」。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

A. THE BOARD (CONTINUED)

A.3 The Board

The Board is responsible for the leadership and control of, and promoting the success of the Company. This is achieved by setting up corporate and strategic objectives and policies, and the monitoring and evaluations of operating activities and financial performance of the Company.

All the Directors carry out their duties in good faith and in compliance with applicable laws and regulations, taking decisions objectively and acting in the interests of the Company and its shareholders at all times.

There is no relationship, including financial, business, family or other material/relevant relation(s) among members of the Board and between the Chairman and the Chief Executive Officer of the Company.

Formal service agreements and letters of appointment have been entered into with the executive Directors and the independent non-executive Directors respectively setting out the key terms and conditions of their respective appointments.

A.4 Chairman and Chief Executive Officer

Pursuant to the code provision A.2.1 of the Code, the roles of Chairman and Chief Executive Officer should be separate and should not be performed by the same individual. During the year ended 31 December 2022, Mr. Zhang Gongjun has acted as both the Chairman and the Chief Executive Officer of the Company. As of the date of this annual report, the roles of the Chairman and the Chief Executive Officer of the Company are not separate and both are performed by Mr. Zhang Gongjun. The Company is in the process of identifying a suitable person to act as the Chief Executive Officer and shall make announcement as and when appropriate. Since the Directors meet regularly to consider major matters affecting the operations of the Company, the Directors consider that this structure will not impair the balance of power and authority between the Directors and the management of the Company and believe that this structure will enable the Company to make and implement decisions promptly and efficiently.

A. 董事會(續)

A.3 董事會

董事會負責領導並控制本公司，以及推動本公司邁向成功。為達至該目標，董事會設定企業及策略目標與政策，並監察與評估本公司的經營活動及財務表現。

全體董事根據適用法律及法規真誠履行職責，客觀作出決策，以及始終以符合本公司及其股東利益的方式行事。

董事會成員間及主席與本公司行政總裁間並無財務、業務、家族或其他重大／相關的關係。

本公司已分別與執行董事及獨立非執行董事訂立正式服務協議及委任書，當中載有彼等各自委任的主要條款及條件。

A.4 主席及行政總裁

根據守則之守則條文第A.2.1條，主席及行政總裁之角色應有區分，且不應由一人同時兼任。截至二零二二年十二月三十一日止年度，張公俊先生擔任本公司之主席兼行政總裁。於本報告日期，本公司主席及行政總裁的角色並無區分，均由張公俊先生擔任。本公司正物色合適人選擔任行政總裁並將於適當時機發佈公告。由於董事定期會談審議影響本公司營運的重大事宜，董事認為該架構不會損害董事與本公司高級管理層的權責平衡，並認為該架構有助本公司迅速及有效地作出及執行決策。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

A. THE BOARD (CONTINUED)

A.5 Responsibilities and delegation of functions

The Company has formalised and adopted written terms on the division of functions reserved to the Board and those delegated to the management of the Group. The Board reserves for its decision on all major matters of the Company, including the 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), financial information, appointment of directors and other significant financial and operational matters.

All Directors have full and timely access to all relevant information as well as the advice and services of the company secretary (the "Company Secretary") and senior management of the Company, with a view to ensuring compliance with the Board procedures and all applicable laws and regulations. Any Director may request independent professional advice in appropriate circumstances at the Company's expense, upon reasonable request being made to the Board. The day-to-day management, administration and operations of the Company are delegated to the executive Directors and senior management of the Company. The Board has delegated a schedule of responsibilities to these officers for the implementation of the Board decisions. The Board periodically reviews the delegated functions and work tasks. Prior to entering into any significant transactions, the aforesaid officers have to obtain the Board's approval.

No corporate governance committee has been established by the Company and the Board is responsible for performing the corporate governance duties, which included:

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

A. 董事會(續)

A.5 職責及職能授權

本公司已制定並採納董事會職能分配書面職權範圍，以及授權本集團管理層的職能。董事會保留就本公司一切重大事宜作出決策的權利，包括批准及監察所有政策事宜、整體策略及預算、內部監控及風險管理制度、重大交易(特別是可能涉及利益衝突的重大交易)、財務資料、董事委任以及其他重大財務與營運事宜。

為確保符合董事會程序以及所有適用法律及法規，全體董事均可全面及時獲取所有相關資料，並得到本公司的公司秘書(「公司秘書」)及高級管理層的意見與服務。在向董事會提出合理要求後，任何董事均可於適當情況下要求獨立專業意見，費用由本公司支付。本公司日常管理、行政工作及營運由本公司執行董事及高級管理層負責。董事會已就實行董事會決策將職責範疇授權予該等高級職員。董事會定期審閱已授權職能及工作。訂立任何重大交易前，上述高級職員須取得董事會批准。

本公司並未成立任何企業管治委員會，由董事會負責履行企業管治職責，包括：

- (1) 制訂及檢討本集團之企業管治政策及常規；
- (2) 檢討及監察董事及高級管理層之培訓及持續專業發展；
- (3) 檢討及監察本集團有關遵守法律及監管規定之政策及常規；
- (4) 制訂、檢討及監察適用於董事及僱員之操守守則及合規手冊(如有)；及
- (5) 檢討本公司遵守守則之情況及本公司企業管治報告之披露。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

A. THE BOARD (CONTINUED)

A.6 Appointment, re-election and removal of directors

Each of Mr. Zhang Gongjun, and Ms. Liu Yi, being executive Directors, have renewed or entered his/her service contract with the Company on 15 July 2021 and 23 May 2022, respectively, for a term of three years. The aforementioned service contracts with the Company for each of the executive Directors shall be terminated by not less than three months' notice in writing served by either party.

Each of Mr. Hsu Tawei, Mr. Kam Hou Yin, John and Ms. Chong Kan Yu, being the independent non-executive Directors, has entered into a letter of appointment with the Company for a term of two years commencing from 1 March 2021, and 23 February 2023, respectively. The aforementioned appointment letters with the Company for each of the independent non-executive Directors shall be automatically renewed and extended for successive term of one year and may be terminated either after the initial term by either party by giving at least three months' notice in writing or be terminated after one year of the initial term.

The Directors are subject to retirement by rotation in accordance with the Company's articles of association. According to the Company's articles of association, one-third of the Directors are required to retire from office at each annual general meeting, provided that each Director shall be subject to retirement by rotation at least once every three years. The Directors to retire every year shall be those who have been longest in office since their last re-election or appointment.

A. 董事會(續)

A.6 委任、連任及罷免董事

張公俊先生及劉毅女士(均為執行董事)先後於二零二一年七月十五日及二零二二年五月二十三日與本公司續訂或訂立服務合約, 為期三年。各執行董事與本公司訂立之上述服務合約可由其中一方發出不少於三個月書面通知終止。

徐大偉先生、金孝賢先生及莊瑾瑜女士(均為獨立非執行董事)已各自與本公司訂立委任書, 分別自二零二一年三月一日及二零二三年二月二十三日起計任期兩年。獨立非執行董事各自與本公司訂立的上述委任書可自動續約及延期一年, 惟任何一方可於首個任期後發出至少三個月的書面通知或首個任期一年後終止。

董事須根據本公司章程細則輪席告退。根據本公司章程細則, 三分之一的董事須於每屆股東週年大會輪席告退, 惟每名董事須至少每三年輪席告退一次。每年退任的董事為自其上一次重選或委任服務年期最長的董事。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

A. THE BOARD (CONTINUED)

A.7 Board meeting, general meeting and procedures

During the year ended 31 December 2022, the Board convened a total of 25 board meetings and one general meeting was held. The following is the Directors' attendance record of meetings held by the Board and general meeting:

		Number of attendance/ number of board meetings 出席次數/ 董事會會議數目	Number of attendance/ number of general meeting 出席次數/ 股東大會數目
Mr. Zhang Gongjun	張公俊先生	25/25	1/1
Mr. Hsu Tawei	徐大偉先生	25/25	1/1
Ms. Liu Yi (appointed on 23 May 2022)	劉毅女士 (於二零二二年五月二十三日獲委任)	22/22	1/1
Ms. Chong Kan Yu (appointed on 23 February 2023)	莊瑾瑜女士 (於二零二三年二月二十三日獲委任)	0/0	0/0
Mr. Kam Hou Yin, John (appointed on 23 February 2023)	金孝賢先生 (於二零二三年二月二十三日獲委任)	0/0	0/0
Mr. Wan Suyuan (appointed on 9 December 2021 and resigned on 5 December 2022)	萬素園女士 (於二零二一年十二月九日獲委任及 於二零二二年十二月五日辭任)	25/25	1/1
Mr. Tsao Hoi Ho (appointed on 9 December 2021 and resigned on 5 December 2022)	曹海豪先生 (於二零二一年十二月九日獲委任及 於二零二二年十二月五日辭任)	25/25	1/1
Mr. Leung Man Kit (appointed on 1 February 2022 and resigned on 5 December 2022)	梁文傑先生 (於二零二二年二月一日獲委任及 於二零二二年十二月五日辭任)	24/24	1/1
Mr. Lau Jing Yeung William (appointed on 11 March 2022 and resigned on 5 December 2022)	劉正揚先生 (於二零二二年三月十一日獲委任及 於二零二二年十二月五日辭任)	23/23	1/1
Dr. Vincent Cheng (resigned on 23 February 2023)	鄭嘉福博士 (於二零二三年二月二十三日辭任)	25/25	1/1
Dr. Miao Bo (resigned on 23 February 2023)	苗波博士 (於二零二三年二月二十三日辭任)	25/25	1/1

A. 董事會(續)

A.7 董事會會議、股東大會及程序

截至二零二二年十二月三十一日止年度，董事會共召開25次董事會會議及一次股東大會。以下為董事出席董事會舉行的會議及股東大會的出席紀錄：

		Number of attendance/ number of board meetings 出席次數/ 董事會會議數目	Number of attendance/ number of general meeting 出席次數/ 股東大會數目
Mr. Zhang Gongjun	張公俊先生	25/25	1/1
Mr. Hsu Tawei	徐大偉先生	25/25	1/1
Ms. Liu Yi (appointed on 23 May 2022)	劉毅女士 (於二零二二年五月二十三日獲委任)	22/22	1/1
Ms. Chong Kan Yu (appointed on 23 February 2023)	莊瑾瑜女士 (於二零二三年二月二十三日獲委任)	0/0	0/0
Mr. Kam Hou Yin, John (appointed on 23 February 2023)	金孝賢先生 (於二零二三年二月二十三日獲委任)	0/0	0/0
Mr. Wan Suyuan (appointed on 9 December 2021 and resigned on 5 December 2022)	萬素園女士 (於二零二一年十二月九日獲委任及 於二零二二年十二月五日辭任)	25/25	1/1
Mr. Tsao Hoi Ho (appointed on 9 December 2021 and resigned on 5 December 2022)	曹海豪先生 (於二零二一年十二月九日獲委任及 於二零二二年十二月五日辭任)	25/25	1/1
Mr. Leung Man Kit (appointed on 1 February 2022 and resigned on 5 December 2022)	梁文傑先生 (於二零二二年二月一日獲委任及 於二零二二年十二月五日辭任)	24/24	1/1
Mr. Lau Jing Yeung William (appointed on 11 March 2022 and resigned on 5 December 2022)	劉正揚先生 (於二零二二年三月十一日獲委任及 於二零二二年十二月五日辭任)	23/23	1/1
Dr. Vincent Cheng (resigned on 23 February 2023)	鄭嘉福博士 (於二零二三年二月二十三日辭任)	25/25	1/1
Dr. Miao Bo (resigned on 23 February 2023)	苗波博士 (於二零二三年二月二十三日辭任)	25/25	1/1

A. THE BOARD (CONTINUED)**A.7 Board meeting, general meeting and procedures (Continued)**

Board members were provided with complete, adequate and timely information to allow them to fulfill their duties properly.

Schedules for annual Board meetings and draft agenda of each Board meeting are sent to all Directors in advance. Notice of at least 14 days is given for a regular Board meeting. For other Board and committee meetings, reasonable notice is generally given. Board papers together with all appropriate, complete and reliable information are dispatched to all Directors at least three days before each regular Board meeting to ensure that the Directors have sufficient time to review the related documents and be adequately prepared for the meeting.

The Company Secretary is responsible to keep minutes of all Board and committee meetings. Draft minutes are normally circulated to all Directors for comments within a reasonable time after each meeting and the final versions are open to Directors for inspection. The Company's articles of association contain provisions requiring Directors to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such Directors or any of their associates have a material interest.

A. 董事會(續)**A.7 董事會會議、股東大會及程序(續)**

董事會向其成員提供完整、適當、及時的資料，以使董事會成員能夠恰當地履行其職責。

年度董事會會議時間表及各董事會會議的議程初稿均提前寄發至所有董事。常規董事會會議最少有十四天的通知期。至於其他董事會及委員會會議，一般亦會發出合理通知。於各常規董事會會議前，均於最少三天前向所有董事發送董事會文件連同所有適當、完整及可靠資料，確保董事有充裕時間審閱相關文件，為會議作充分準備。

公司秘書負責所有董事會及委員會會議的會議紀錄。每次會議後一般會於合理時間內向所有董事發送會議紀錄初稿以供董事評註，而最後定稿可供各董事查閱。本公司章程細則載有條文，規定如董事或彼等任何聯繫人在有關交易中涉及重大利益，則有關董事在批准有關交易的會議上須放棄投票，亦不得計入會議之法定人數。

CORPORATE GOVERNANCE REPORT (CONTINUED) 企業管治報告(續)

A. THE BOARD (CONTINUED)

A.8 Continuous professional development

Pursuant to Code Provision A.6.5 of the Code, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills. For the year ended 31 December 2022, each of the Directors (namely, Mr. Zhang Gongjun, Mr. Kam Hou Yin, John, Ms. Liu Yi, Mr. Hsu Tawei and Ms. Chong Kan Yu) has been given relevant guideline materials to ensure that they are apprised of the latest changes in the commercial, legal and regulatory requirements in relation to the Company's businesses, and to refresh their knowledge and skills on the roles, functions and duties of a listed company director.

New Directors, on appointment, will be given an induction package containing all key legal and GEM Listing Rules' requirements as well as guidelines on the responsibilities and obligations to be observed by a director. The package will also include the latest published financial reports of the Company and the documentation for the corporate governance practices adopted by the Board.

The Company also continuously updates Directors on the latest developments regarding listing rules and other applicable regulatory requirements to ensure compliance and enhance their awareness of good corporate governance practices. Circulars or guidance notes are also issued to Directors where appropriate to ensure their awareness of best corporate governance practices.

A. 董事會(續)

A.8 持續專業發展

根據守則之守則條文第A.6.5條規定，所有董事均須參與持續專業發展，以培養及更新自己的知識及技能。截至二零二二年十二月三十一日止年度，各董事(即張公俊先生、金孝賢先生、劉毅女士、徐大偉先生及莊瑾瑜女士)已獲提供相關指導材料，以確保彼等掌握公司業務的商業、法律與規管環境的最新變化，並更新有關彼等作為上市公司董事的角色、職能及職責的知識及技能。

新董事在獲委任後將會取得就任資料文件，載有所有主要法律及GEM上市規則規定，以及有關董事應遵守之責任及義務之指引。資料文件亦包括本公司最新公佈之財務報告及董事會採納之企業管治常規文件。

本公司亦持續向董事提供有關上市規則及其他適用監管規定的最新資料，以確保董事遵守該等規則及提高彼等對良好企業管治常規的認識，並向董事(倘合適)發出通函或指引，以確保其了解最佳企業管治常規。

CORPORATE GOVERNANCE REPORT (CONTINUED) 企業管治報告(續)

A. THE BOARD (CONTINUED)

A.9 Corporate governance functions

The Board is responsible for performing the corporate governance duties and has reviewed the Company's policies and practices on corporate governance and compliance with the Code, reviewed and monitored the continuous professional development of the Directors and reviewed and monitored the Company's policies and practices on compliance with legal and regulatory requirements during the year as well as the disclosures in this report.

B. BOARD COMMITTEES

The Board has established three Board committees, namely, the audit committee (the "Audit Committee"), nomination committee (the "Nomination Committee") and remuneration committee (the "Remuneration Committee") with written terms of reference, which are available for viewing on the websites of the Company and the Stock Exchange, to assist them in the efficient implementation of their functions. Specific responsibilities have been delegated to the above committees.

B.1 Audit Committee

The Audit Committee was established by the Board on 20 December 2011 with written terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules and the Code. The terms of reference were last updated on 1 January 2019 and maintained on both the websites of the Company and the Stock Exchange. The primary duties of the Audit Committee are mainly to (i) review the financial statements and reports and consider any significant or unusual items raised by the Company's staff responsible for the accounting and financial reporting function, compliance officer or external auditors before submission to the Board; (ii) review the relationship with the external auditors by reference to the work performed by the auditors, their fees and terms of engagement, and make recommendation to the Board on the appointment, reappointment and removal of external auditors; and (iii) review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures.

A. 董事會(續)

A.9 企業管治職能

董事會負責履行企業管治職責，並已於年內檢討本公司之企業管治政策及常規以及遵守守則之情況、檢討及監察董事之持續專業發展、檢討及監察本公司有關遵守法律及監管規定方面之政策及常規以及本報告之披露資料。

B. 董事會轄下的委員會

董事會已成立三個董事會轄下的委員會，即本公司審核委員會(「審核委員會」)、提名委員會(「提名委員會」)及薪酬委員會(「薪酬委員會」)，並訂明書面職權範圍以協助有效履行彼等的職責，此等資料可於本公司及聯交所網站查閱。上述委員會均指派有特定職責。

B.1 審核委員會

董事會於二零一一年十二月二十日設立審核委員會，並根據GEM上市規則第5.28至5.33條及守則訂明書面職權範圍。職權範圍最近已於二零一九年一月一日更新，並於本公司及聯交所網站上刊登。審核委員會的主要職責為(i)審閱財務報表及報告，並於本公司負責會計及財務報告職能的職員、合規主任或外聘核數師向董事會提呈任何重大或非尋常項目前對其作出考慮；(ii)參考核數師執行的工作、彼等之核數費用及委聘條款，檢討與外聘核數師的關係並就委任、續聘及罷免外聘核數師向董事會提出建議；及(iii)檢討本公司的財務報告制度、內部監控制度及風險管理制度以及相關程序的充分性和有效性。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

B. BOARD COMMITTEES (CONTINUED)

B.1 Audit Committee (Continued)

As at 31 December 2022, the Audit Committee has three members comprising, Mr. Hsu Tawei, Dr. Vincent Cheng and Dr. Miao Bo, all of whom are independent non-executive Directors. Mr. Kam Hou Yin, John was appointed as a chairman of Audit Committee on 23 February 2023. During the year ended 31 December 2022, the Audit Committee had reviewed the annual results and report of the Company for the year ended 31 December 2021, the interim results and report of the Company for the six months ended 30 June 2022 and first and third quarterly results and reports of the Company for the periods ended 31 March 2022 and 30 September 2022 respectively. Subsequent to 31 December 2022 and up to the date of this report, all members of the Audit Committee attended a meeting to review the Group's internal control, risk management and the Structured Agreements (as set out in the section headed "Report of the Directors" of this annual report) for the year ended 31 December 2022. The Group's final results and the annual results announcement for the year ended 31 December 2022 and this annual report had been reviewed by the Audit Committee before submission to the Board for approval. Members of the Audit Committee were of the opinion that the preparation of such results complied with the applicable accounting standards, the GEM Listing Rules and that adequate disclosure have been made.

During the year ended 31 December 2022, 5 meetings of the Audit Committee were held and the attendance of each member of the Audit Committee is contained in the following table:

		Number of attendance/ number of meetings 出席次數／會議數目
Mr. Hsu Tawei	徐大偉先生	5/5
Ms. Chong Kan Yu (appointed on 23 February 2023)	莊瑾瑜女士 (於二零二三年二月二十三日獲委任)	0/0
Mr. Kam Hou Yin, John (appointed on 23 February 2023)	金孝賢先生 (於二零二三年二月二十三日獲委任)	0/0
Mr. Tsao Hoi Ho (appointed on 9 December 2021 and resigned on 5 December 2022)	曹海豪先生 (於二零二一年十二月九日獲委任及 於二零二二年十二月五日辭任)	5/5
Dr. Vincent Cheng (resigned on 23 February 2023)	鄭嘉福博士 (於二零二三年二月二十三日辭任)	5/5
Dr. Miao Bo (resigned on 23 February 2023)	苗波博士 (於二零二三年二月二十三日辭任)	5/5

B. 董事會轄下的委員會(續)

B.1 審核委員會(續)

於二零二二年十二月三十一日，審核委員會共包括三名成員，即徐大偉先生、鄭嘉福博士及苗波博士，彼等均為獨立非執行董事。金孝賢先生於二零二三年二月二十三日獲委任為審核委員會主席。截至二零二二年十二月三十一日止年度，審核委員會檢討本公司截至二零二一年十二月三十一日止年度的年度業績及報告、本公司截至二零二二年六月三十日止六個月的中期業績及報告，以及本公司分別截至二零二二年三月三十一日與二零二二年九月三十日止期間的第一季度與第三季度業績及報告。隨後於二零二二年十二月三十一日至本報告日期，審核委員會全體成員均出席會議檢討本集團截至二零二二年十二月三十一日止年度的內部監控、風險管理及架構協議(載於本年報「董事會報告」一節)。本集團截至二零二二年十二月三十一日止年度的末期業績及全年業績公告與本年報經審核委員會審核後，方提交至董事會審批。審核委員會成員認為編製該等業績符合適用會計準則、GEM上市規則且已作出充分披露。

截至二零二二年十二月三十一日止年度，審核委員會召開五次會議，各審核委員會成員的出席情況載於下表：

CORPORATE GOVERNANCE REPORT (CONTINUED) 企業管治報告(續)

B. BOARD COMMITTEES (CONTINUED)

B.2 Nomination Committee

The Company has established the Nomination Committee on 20 December 2011 with written terms of reference in compliance with the Code. The terms of reference were last updated on 1 January 2019 and maintained on both the websites of the Company and the Stock Exchange. The primary duties of the Nomination Committee are mainly to (i) review the Board composition; (ii) develop and formulate relevant procedures for the nomination and appointment of directors; (iii) identify qualified individuals to become members of the Board; (iv) monitor the appointment and succession planning of directors; and (v) assess the independence of independent non-executive Directors.

The nomination policy aims to set out the relevant selection criteria and nomination procedures.

In assessing the suitability of a proposed candidate, the following factors would be used as reference by the Nomination Committee, including but not limited to:

- (a) ability to devote sufficient time and attention to the affairs of the Company;
- (b) reputation for integrity and accomplishment and experience in the relevant industry(ies);
- (c) commitment in respect of available time and relevant interest;
- (d) diversity in all its aspects, including but not limited to gender, age, cultural and educational background and ethnicity; and
- (e) effectiveness in carrying out the responsibilities of the Board, such as participating in Board meetings to bring an independent judgement, scrutinising the Company's performance and monitoring the reporting of performance, etc..

B. 董事會轄下的委員會(續)

B.2 提名委員會

本公司於二零一一年十二月二十日成立提名委員會，並根據守則訂明書面職權範圍。職權範圍最近已於二零一九年一月一日更新，並於本公司及聯交所網站上刊登。提名委員會的主要職責包括(i)檢討董事會的組成；(ii)設置及制訂提名及委任董事的相關程序；(iii)物色可成為董事會成員的合資格人選；(iv)監控董事委任及繼任方案；及(v)評估獨立非執行董事的獨立性。

提名政策旨在訂明相關選舉標準及提名程序。

提名委員會參考以下因素評估建議候選人是否勝任，包括但不限於：

- (a) 能否對本公司事務投入足夠時間及精力；
- (b) 誠信聲譽和相關行業成就及經驗；
- (c) 承諾有足夠的時間及相關興趣；
- (d) 於所有方面具備多樣性，包括但不限於性別、年齡、文化及教育背景和種族；及
- (e) 履行董事會職責的效率，如參加董事會會議並提出獨立判斷、檢查本公司表現及監督表現報告等。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

B. BOARD COMMITTEES (CONTINUED)

B.2 Nomination Committee (Continued)

For filling a casual vacancy, the Nomination Committee shall make recommendations for the Board's consideration and approval. For proposing candidates to stand for election at a general meeting, the Nomination Committee shall make nominations to the Board for its consideration and recommendation. A circular setting out information as required pursuant to the applicable laws, rules and regulations of the proposed candidates will be sent to the shareholders. The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at any general meeting.

As at 31 December 2022, the Nomination Committee has 4 members comprising of one executive Director, Mr. Zhang Gongjun and three independent non-executive Directors, Dr. Vincent Cheng, Dr. Miao Bo, and Mr. Hsu Tawei. Ms. Chong Kan Yu was appointed as the chairlady of Nomination Committee on 23 February 2023. During the year ended 31 December 2022, 4 meetings of the Nomination Committee was held to review the structure and composition of the Board and assess the independence of the independent non-executive Directors. The attendance of each member of the Nomination Committee is contained in the following table:

		Number of attendance/ number of meeting 出席次數／會議數目
Mr. Zhang Gongjun	張公俊先生	4/4
Mr. Hsu Tawei	徐大偉先生	4/4
Ms. Chong Kan Yu (appointed on 23 February 2023)	莊瑾瑜女士 (於二零二三年二月二十三日獲委任)	0/0
Mr. Kam Hou Yin, John (appointed on 23 February 2023)	金孝賢先生 (於二零二三年二月二十三日獲委任)	0/0
Mr. Tsao Hoi Ho (appointed on 9 December 2021 resigned on 5 December 2022)	曹海豪先生 (於二零二一年十二月九日獲委任及 於二零二二年十二月五日辭任)	4/4
Mr. Leung Man Kit (appointed on 1 February 2022 and resigned on 5 December 2022)	梁文傑先生 (於二零二二年二月一日獲委任及 於二零二二年十二月五日辭任)	3/3
Mr. Lau Jing Yeung, William (appointed on 11 March 2022 and resigned on 5 December 2022)	劉正揚先生 (於二零二二年三月十一日獲委任及 於二零二二年十二月五日辭任)	2/2
Dr. Vincent Cheng (resigned on 23 February 2023)	鄭嘉福博士 (於二零二三年二月二十三日辭任)	4/4
Dr. Miao Bo (resigned on 23 February 2023)	苗波博士 (於二零二三年二月二十三日辭任)	4/4
Ms. Wan Suyuan (appointed on 9 December 2021 and resigned on 5 December 2022)	萬素園女士 (於二零二一年十二月九日獲委任及 於二零二二年十二月五日辭任)	4/4

B. 董事會轄下的委員會(續)

B.2 提名委員會(續)

提名委員會須就填補臨時空缺向董事會提出建議，供董事會考慮及批准。為提名候選人參加股東大會選舉，提名委員會須向董事會提名，供董事會考慮及推薦。本公司會向股東發出按相關法律、規則及法規要求載列建議候選人資料的通函。推薦候選人參加股東大會選舉的所有相關事項由董事會最終決定。

於二零二二年十二月三十一日，提名委員會由四名成員組成，包括一名執行董事，即張公俊先生，以及三名獨立非執行董事，即鄭嘉福博士、苗波博士及徐大偉先生。莊瑾瑜女士於二零二三年二月二十三日獲委任為提名委員會主席。截至二零二二年十二月三十一日止年度，提名委員會召開四次會議檢討董事會架構及組成以及評估獨立非執行董事的獨立性。各提名委員會成員的出席情況載於下表：

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

B. BOARD COMMITTEES (CONTINUED)

B.2 Nomination Committee (Continued)

The Board adopted on 29 August 2013 a board diversity policy (the "Board Diversity Policy") and the Nomination Committee had made recommendations to the Board on the measurable objectives for implementing the Board Diversity Policy. The Board recognises that increasing diversity at the Board level will support the attainment of the Company's strategic objectives and sustainable development. The Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The measurable objectives recommended by the Nomination Committee and adopted by the Board include the following:

- (i) At least 33% of the members of the Board shall be non-executive Directors or independent non-executive Directors;
- (ii) At least 80% of the members of the Board shall have attained bachelor's degree or above;
- (iii) At least 33% of the members of the Board shall have obtained accounting or other professional qualifications;
- (iv) At least 33% of the members of the Board shall have more than seven years of experience in the industry he/she is specialised in; and
- (v) At least 33% of the members of the Board shall have China-related work experience.

B.3 Remuneration Committee

The Company established the Remuneration Committee on 20 December 2011 with written terms of reference in compliance with the Code. The Remuneration Committee adopted the approach under code provision B.1.2(c)(ii) of the Code and the primary duties of the Remuneration Committee are mainly to (i) make recommendations to the Board on the Company's policy and structure for all remuneration of Directors and senior management and the establishment of a formal and transparent procedure for developing policy on such remuneration; (ii) make recommendations on the remuneration packages of executive Directors and senior management; and (iii) review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time.

B. 董事會轄下的委員會(續)

B.2 提名委員會(續)

董事會於二零一三年八月二十九日採納董事會多元化政策(「董事會多元化政策」)，提名委員會就實施董事會多元化政策的可計量目標向董事會提出建議。董事會認可提高董事會的多元化可促進本公司策略目標及可持續發展，本公司擬通過考量多項因素，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年資達致董事會多元化。提名委員會提出而董事會採納的可計量目標包括如下：

- (i) 至少33%的董事會成員須為非執行董事或獨立非執行董事；
- (ii) 至少80%的董事會成員須持有學士或以上學位；
- (iii) 至少33%的董事會成員須持有會計或其他專業資格；
- (iv) 至少33%的董事會成員須具有七年以上的專業行業經驗；及
- (v) 至少33%的董事會成員須具備與中國相關的工作經驗。

B.3 薪酬委員會

本公司於二零一一年十二月二十日成立薪酬委員會，並根據守則訂明書面職權範圍。薪酬委員會已採納守則條文第B.1.2(c)(ii)段下的方針。薪酬委員會的主要職責包括(i)就本公司董事及高級管理層之全部薪酬待遇政策及架構以及就設立正式而具透明度的程序以制定有關薪酬政策向董事會提出建議；(ii)就執行董事及高級管理層的薪酬待遇提出建議；及(iii)參考董事不時議決的公司目的及目標檢討及批准以表現為本的薪酬。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

B. BOARD COMMITTEES (CONTINUED)

B.3 Remuneration Committee (Continued)

As at 31 December 2022, the Remuneration Committee has four members comprising three independent non-executive Directors, Mr. Hsu Tawei, Dr. Vincent Cheng and Dr. Miao Bo, and one executive Director, Mr. Zhang Gongjun. Mr. Kam Hou Yin, John and Ms. Chong Kan Yu were appointed as members of Remuneration Committee on 23 February 2023. The remuneration of the Directors was determined with reference to their respective experience, responsibilities with the Group and general market conditions. During the year ended 31 December 2022, 4 meetings of the Remuneration Committee were held to review the remuneration package of the Directors and senior management of the Company, and the attendance of each member of the Remuneration Committee is contained in the following table:

		Number of attendance/ number of meetings 出席次數／會議數目
Mr. Hsu Tawei (appointed on 1 March 2021)	徐大偉先生 (於二零二一年三月一日獲委任)	4/4
Mr. Zhang Gongjun	張公俊先生	4/4
Ms. Chong Kan Yu (appointed on 23 February 2023)	莊瑾瑜女士 (於二零二三年二月二十三日獲委任)	0/0
Mr. Kam Hou Yin, John (appointed on 23 February 2023)	金孝賢先生 (於二零二三年二月二十三日獲委任)	0/0
Ms. Wan Suyuan (appointed on 9 December 2021 and resigned on 5 December 2022)	萬素園女士 (於二零二一年十二月九日獲委任及 於二零二二年十二月五日辭任)	4/4
Dr. Miao Bo (resigned on 23 February 2023)	苗波博士 (於二零二三年二月二十三日辭任)	4/4
Mr. Tsao Hoi Ho (appointed on 9 December 2021 and resigned on 5 December 2022)	曹海豪先生 (於二零二一年十二月九日獲委任及 於二零二二年十二月五日辭任)	4/4
Mr. Lau Jing Yeung, William (appointed on 11 March 2022 and resigned on 5 December 2022)	劉正揚先生 (於二零二二年三月十一日獲委任及 於二零二二年十二月五日辭任)	2/2
Mr. Leung Man Kit (appointed on 1 February 2022 and resigned on 5 December 2022)	梁文傑先生 (於二零二二年二月一日獲委任及 於二零二二年十二月五日辭任)	3/3

B. 董事會轄下的委員會(續)

B.3 薪酬委員會(續)

於二零二二年十二月三十一日，薪酬委員會由四名成員組成，包括三名獨立非執行董事，即徐大偉先生、鄭喜福博士及苗波博士，以及一名執行董事，即張公俊先生。金孝賢先生及莊瑾瑜女士於二零二三年二月二十三日獲委任為薪酬委員會成員。董事的酬金乃參考彼等各自的經驗、對本集團的責任及一般市況釐定。截至二零二二年十二月三十一日止年度，薪酬委員會召開四次會議檢討本公司董事及高級管理層的薪酬待遇，各薪酬委員會成員的出席情況載於下表：

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

C. REMUNERATION OF SENIOR MANAGEMENT

The biographical details of the senior management are set out in the section headed "Biographical Details of Directors and Senior Management" of this annual report.

For the year ended 31 December 2022, the number of senior management other than the Directors who received/was entitled to receive remuneration falling within the following band is set out as follows:

		Number of individual 人數
Nil to HK\$1,000,000	零至1,000,000 港元	1

D. DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Board acknowledges its responsibility to prepare the Company's consolidated financial statements for each financial year and to ensure that the consolidated financial statements are prepared in accordance with the statutory requirements and applicable accounting standards. The statement by the auditors of the Company about their responsibilities for the consolidated financial statements is set out in the Independent Auditor's Report on pages 112 to 114 of this annual report. The Board also ensures the timely publication of the financial statements. The Directors, having made appropriate enquiries, confirm that they are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

C. 高級管理層的酬金

高級管理層的履歷詳情載於本年報「董事及高級管理層之履歷詳情」一節。

截至二零二二年十二月三十一日止年度，除董事以外收取／有權收取以下範疇的酬金的高級管理層人數如下：

D. 董事對綜合財務報表的責任

董事會確認須負責為各財政年度編製本公司綜合財務報表，確保綜合財務報表按法定規定及適用會計準則編製。有關本公司核數師就綜合財務報表所負責任的陳述載於本年報第112頁至第114頁的獨立核數師報告。董事會亦須確保及時刊發財務報表。董事經作出合理查詢後確認，就彼等所知，概無有關可對本公司持續經營之能力構成重大疑問之事件或狀況之任何重大不確定因素。

CORPORATE GOVERNANCE REPORT (CONTINUED) 企業管治報告(續)

E. RISK MANAGEMENT AND INTERNAL CONTROL

The Board has an overall responsibility for the risk management and internal control systems of the Group. The Board has developed its systems of internal control and risk management and is also responsible for reviewing the systems on an annual basis and maintaining adequate internal control and risk management systems to safeguard the interests of the shareholders and the assets of the Company.

The internal audit department has performed annual review on the Group's internal control and risk management systems, policy and procedures for the year ended 31 December 2022 and reported to the Audit Committee its findings and recommendations.

The Board, having taken into account the recommendations of the internal audit department and the Audit Committee, has conducted a review of the effectiveness of the internal control and risk management systems of the Group for the year ended 31 December 2022, and considered the risk management and internal control systems effective and adequate. The systems of risk management and internal control are designed to manage rather than to eliminate the risk of failure to achieve business objectives and can only provide reasonable but not absolute assurance against material misstatement or loss.

E. 風險管理及內部監控

董事會全面負責本集團之風險管理及內部監控制度。董事會設立內部監控及風險管理制度，亦負責每年檢討該制度及維持足夠之內部監控及風險管理制度，以保障股東利益及本公司資產。

截至二零二二年十二月三十一日止年度，內部審核部門已對本集團之內部監控制度及風險管理系統、政策及程序進行年度檢討，並向審核委員會匯報其發現及建議。

截至二零二二年十二月三十一日止年度，經考慮內部審核部門及審核委員會的建議後，董事會已檢討本集團之內部監控及風險管理制度的效能，並認為風險管理及內部監控制度有效充足。風險管理及內部監控制度旨在管理而非消除未能達成業務目標的風險，並僅能合理但非絕對保證並無重大錯誤陳述或損失。

E. RISK MANAGEMENT AND INTERNAL CONTROL (CONTINUED)**Procedures for handling and dissemination of inside information**

The Board has approved and adopted an Inside Information Disclosure Policy (the "Policy") for the Company since 2013 for monitoring and disclosing inside information to ensure compliance with the GEM Listing Rules and the Securities and Futures Ordinance. The procedures for handling and dissemination of inside information as set out in the Policy are summarised below:

(i) Handling of Inside Information

- (a) Inside information shall be announced as soon as reasonably practicable after it becomes known to the Board and/or is the subject of a decision by the Board. In cases where a decision by the Board is pending or in cases of incomplete negotiations, the Group shall implement the procedures set out in the Policy to maintain the confidentiality of information. Until an announcement is made, the Directors and the management should ensure that such information is kept strictly confidential, and only the key personnel are informed. If the confidentiality cannot be maintained, an announcement shall be made as soon as practicable.
- (b) Business units shall keep inside information on transactions confidential. If there is a leakage of inside information, they shall inform the Directors immediately so that remedial actions, including making an inside information announcement, can be taken at the earliest opportunity.
- (c) The Group's Finance Department shall keep track of the Group's threshold levels for disclosure pursuant to the size tests under the GEM Listing Rules, so that an announcement can be made as soon as practicable should a notifiable transaction arise.

(ii) Dissemination of Inside Information

- (a) Inside information is announced promptly through the websites of the Stock Exchange and the Company.
- (b) Interviews and Briefing sessions can be organised for the analysts and the media after the designated officers having the approval from the Chairman of the Company. Presentation materials shall be reviewed in advance before they are released at the briefing sessions.

E. 風險管理及內部監控(續)**處理及披露內幕消息之程序**

董事會自二零一三年起批准及採納內幕消息披露政策(「政策」)以管理、保障及披露內幕消息，以確保遵守GEM上市規則及證券及期貨條例。載於政策內的處理及披露內幕消息之程序概述如下：

(i) 處理內幕消息

- (a) 董事會在知悉及／或經決議後，將於合理可行的時間內儘快公佈內幕消息。若有關事宜仍有待董事會作出決定或商議尚未結束，本集團將實行政策內的程序以維持資料之保密。直至公告發出前，董事及管理層應確保該資料絕對保密，及限制知情者為必須取得資料的人士。若保密不能維持，公告將在可行情況下儘快發出。
- (b) 部門應對內幕消息的交易保密。如該資料外洩，他們應立即通知董事，以便把握最早時機，採取補救行動，包括發出內幕消息的公告。
- (c) 本集團的財務部將根據GEM上市規則之百分比率的計算方法監控本集團之界線水平作為披露，因而在可行情況下儘快就須予公佈的交易發出公告。

(ii) 披露內幕消息

- (a) 內幕消息會及時經聯交所及本公司之網站公佈。
- (b) 獲指派的指定職員可在得到本公司董事會主席批准後接受訪問或舉行簡報會向分析師及傳媒發佈，而所有簡報材料須於發表前被事先審閱。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

F. INDEPENDENT AUDITORS' REMUNERATION

The remuneration paid/payable to the auditors of the Group for the year ended 31 December 2022 is set out as follows:

Services rendered	提供的服務	Paid/payable 已付／應付 RMB'000 人民幣千元
Statutory audit services	法定審計服務	790
Non-audit services	非審計服務	897
Total	合計	1,687

G. COMPANY SECRETARY

Mr. Leung Man Kit ("Mr. Leung") was appointed as the Company Secretary on 23 February 2023. According to the requirements of Rule 5.15 of the GEM Listing Rules, Mr. Leung has taken no less than 15 hours of relevant professional training during the year ended 31 December 2022.

F. 獨立核數師的酬金

截至二零二二年十二月三十一日止年度，已付／應付本集團核數師的酬金如下：

G. 公司秘書

梁文傑先生(「梁先生」)於二零二三年二月二十三日獲委任為公司秘書。根據GEM上市規則第5.15條規定，梁先生於截至二零二二年十二月三十一日止年度接受不少於15個小時的相關專業培訓。

H. COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The Company has established various channels of communication with its shareholders and the public to ensure that they are kept abreast of the Company's latest news and development. Information relating to the Company's financial details, property projects and major events are available through publication of annual and interim reports, announcements, circulars, press releases and on the Company's website.

The Board believes that effective investor relations can help lower financing cost, improve market liquidity of the Company's shares, and build a more stable shareholder base. Therefore, the Company is committed to maintaining a high level of corporate transparency and follow a policy of disclosing relevant information to shareholders, investors, analysts and bankers in a timely manner.

Shareholders and investors may also write directly to the Company's principal place of business in Hong Kong at Room 1309, 13/F, Mirror Tower, 61 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong or via email to "info@flyingfinancial.hk" for any inquiries. Inquiries are dealt with in an informative and timely manner.

The Board considers that general meetings of the Company provide an important channel for shareholders to exchange views with the Board. The Chairman of the Board as well as the chairmen and/or other members of the Board committees will endeavor to be available at the meetings to answer any questions raised by shareholders.

The Company continues to enhance communication and relationship with its investors. A designated senior management and investor relations team maintains regular dialogue with institutional investors and analysts to keep them informed of the Group's developments.

H. 與股東及投資者之溝通

本公司已設立多種溝通渠道，以確保股東及公眾知悉本公司的最新消息及發展。本公司通過年度及中期報告、公告、通函、新聞稿及本公司網站，發佈有關財務詳情、物業項目及重大事件的信息。

董事會相信，有效的投資者關係有助降低融資成本、改善公司股票的市場流通性以及建立更穩固的股東基礎。因此，本公司致力於維持高水平的企業透明度，遵循政策，及時向股東、投資者、分析師及銀行家披露有關資料。

股東及投資者亦可直接致函本公司之香港主要營業地點(地址為香港九龍尖沙咀麼地道61號冠華中心13樓1309室)或通過電郵(info@flyingfinancial.hk)查詢。本公司會適時處理有關查詢及提供相關資訊。

董事會認為本公司股東大會為股東與董事會交換意見的重要渠道。董事會主席及董事會轄下各委員會主席及／或其他成員將盡量出席會議，回答股東提出的任何問題。

本公司持續加強與投資者的溝通及關係。指派高級管理人員及投資者關係團隊與機構投資者及分析師保持定期對話，讓彼等了解本集團的發展。

CORPORATE GOVERNANCE REPORT (CONTINUED) 企業管治報告(續)

I. SHAREHOLDERS' RIGHTS

Procedures for convening extraordinary meeting on requisition

Shareholders of the Company (the "Shareholders") shall follow the following procedures as prescribed in Article 64 of the articles of association of the Company to convene an extraordinary general meeting of the Company (the "EGM"):

- (1) One or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings (the "Requisitionist(s)") shall have the right, by written requisition (the "Requisition"), to require an EGM to be called by the Directors for the transaction of any business specified therein.
- (2) The Requisition shall be made in writing to the Directors or the Company Secretary of the Company at both of the following addresses:

Principal place of business of the Company in Hong Kong

Address: Room 1309, 13/F
Mirror Tower
61 Mody Road, Tsim Sha Tsui
Kowloon, Hong Kong

Attention: Board of Directors/Company Secretary

Registered office of the Company

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands
Attention: Board of Directors/Company Secretary

- (3) The EGM shall be held within two months after the deposit of the Requisition.
- (4) If the Directors fail to proceed to convene the EGM within twenty-one (21) days of deposit of the Requisition, the Requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the Requisitionist(s) as a result of the failure of the Directors shall be reimbursed to the Requisitionist(s) by the Company.

I. 股東權利

要求召開股東特別大會之程序

根據本公司章程細則第64條之規定，本公司股東(「股東」)要求召開本公司股東特別大會(「股東特別大會」)須遵守以下程序：

- (1) 任何一名或以上於遞呈要求日期持有不少於本公司繳足股本(附有於本公司股東大會上投票權)十分之一的股東(「要求人士」)有權透過發出書面要求(「要求」)之方式要求董事會召開股東特別大會，以處理有關要求中指明的任何業務交易。
- (2) 有關要求應按以下地址向本公司董事會或公司秘書以書面形式發出：

本公司於香港的主要營業地點

地址：香港九龍
尖沙咀麼地道61號
冠華中心
13樓1309室

收件人：董事會／公司秘書

本公司註冊辦事處

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands
收件人：董事會／公司秘書

- (3) 股東特別大會應於遞呈要求後兩個月內舉行。
- (4) 倘遞呈要求後二十一(21)日內，董事會未有召開股東特別大會，則要求人士可自行以同樣方式召開大會，而要求人士因董事會未有召開大會而產生的所有合理開支應由本公司向要求人士作出償付。

CORPORATE GOVERNANCE REPORT (CONTINUED) 企業管治報告(續)

I. SHAREHOLDERS' RIGHTS (CONTINUED)

Procedures for raising enquiries

Shareholders should direct their questions about their shareholdings, share transfer, registration and payment of dividend to the Company's branch share registrar and transfer office in Hong Kong (the "Branch Share Registrar"), Tricor Investor Services Limited, details of which are as follows:

Tricor Investor Services Limited

Address: 17/F., Far East Finance Centre
16 Harcourt Road, Hong Kong
Email: is-enquiries@hk.tricorglobal.com
Tel: (852) 2980 1333
Fax: (852) 2810 8185

Shareholders may at any time raise any enquiry in respect of the Company at the following designated contacts, correspondence address, email address and enquiry hotlines of the Company:

Attention: Board of Directors/Company Secretary
Address: Room 1309, 13/F
Mirror Tower
61 Mody Road, Tsim Sha Tsui
Kowloon, Hong Kong
Email: info@flyingfinancial.hk
Tel: (852) 2152 9937
Fax: (852) 2152 9927

Shareholders are reminded to lodge their questions together with their detailed contact information for the prompt response from the Company.

I. 股東權利(續)

提交查詢之程序

股東應將有關其持股權、股份轉讓、登記及派付股息之問題直接遞交本公司香港股份過戶登記分處(「股份過戶登記分處」)卓佳證券登記有限公司,詳情如下:

卓佳證券登記有限公司

地址: 香港夏慤道16號
遠東金融中心17樓
電郵: is-enquiries@hk.tricorglobal.com
電話: (852) 2980 1333
傳真: (852) 2810 8185

股東可於任何時間透過本公司如下指定聯絡人、通訊地址、電郵地址及垂詢熱線致詢本公司:

收件人: 董事會/公司秘書
地址: 香港九龍
尖沙咀麼地道61號
冠華中心
13樓1309室
電郵: info@flyingfinancial.hk
電話: (852) 2152 9937
傳真: (852) 2152 9927

茲提醒股東在垂詢時提供詳細聯絡資料,以便本公司作出及時回應。

CORPORATE GOVERNANCE REPORT (CONTINUED) 企業管治報告(續)

I. SHAREHOLDERS' RIGHTS (CONTINUED)

Procedures for Shareholders to put forward proposals at general meeting

To put forward proposals at a general meeting of the Company, Shareholder(s) should lodge a written notice of his/her proposal (the "Proposal") with his/her detailed contact information at the Company's principal place of business in Hong Kong as specified above.

The Proposal will be verified by the Branch Share Registrar in Hong Kong and upon their confirmation that the Proposal is proper and in order, the Board will be asked to include the Proposal in the agenda for the general meeting. Whether a proposal will be put to a general meeting will be decided by the Board in its discretion, unless the proposal put forward by a Shareholder is (i) pursuant to a requisition by a Shareholder to convene an EGM or (ii) as special business to be considered at an annual general meeting as described in Article 67(A) of the article of association of the Company.

The notice period to be given to all the Shareholders for consideration of the proposal raised by the Shareholder(s) concerned at the general meeting varies according to the nature of the Proposal as follows:

- (a) not less than twenty-one (21) days' notice and not less than twenty (20) clear business days' notice in writing if the Proposal requires approval by way of any resolution of the Company in its annual general meeting;
- (b) not less than twenty-one (21) days' notice and not less than ten (10) clear business days' notice in writing if the Proposal requires approval by way of a special resolution of the Company in the EGM; or
- (c) not less than fourteen (14) days' notice and not less than ten (10) clear business days' notice in writing if the Proposal requires approval by way of any resolution of the Company other than those specified in paragraphs (a) and (b) above.

I. 股東權利(續)

股東於股東大會上提出建議書之程序

股東如擬於本公司股東大會上提出建議書，須將其建議書(「建議書」)的書面通知連同其詳細聯絡資料送交本公司上文所指定的香港主要營業地點。

建議書將經香港股份過戶登記分處核實，一經核實有關建議書為恰當及適當，董事會須將建議書加入股東大會的議程內。建議書會否在股東大會上提呈將由董事會酌情決定，除非股東提出的建議書(i)乃按股東召開股東特別大會的要求而提出；或(ii)屬於本公司組織章程細則第67(A)條所述將在股東週年大會上審議的特別事項。

為於股東大會上考慮相關股東提出之建議書，向所有股東發出通告之期間因建議書性質不同而有所不同，載列如下：

- (a) 如建議書須於股東週年大會上通過本公司任何決議案之方式獲批准，則須不少於二十一(21)日發出書面通知及不少於二十(20)個淨營業日發出書面通知；
- (b) 如建議書須於股東特別大會上通過本公司特別決議案之方式獲批准，則須不少於二十一(21)日發出書面通知及不少於十(10)個淨營業日發出書面通知；或
- (c) 如建議書須通過上述(a)及(b)段所述方式之外的本公司任何決議案之方式獲批准，則須不少於十四(14)日發出書面通知及不少於十(10)個淨營業日發出書面通知。

CORPORATE GOVERNANCE REPORT (CONTINUED) 企業管治報告(續)

J. NON-COMPETITION UNDERTAKING

Details on the compliance of the non-competition undertaking by the substantial Shareholders for the year ended 31 December 2022 is set out in the paragraph headed "Non-Competition Undertaking" of the section headed "Report of the Directors" of this annual report.

K. CONSTITUTIONAL DOCUMENTS

The Board confirm that there is no change in the Company's constitutional documents. The Company's memorandum and articles of association is available on both the websites of the Stock Exchange and the Company.

J. 不競爭承諾

截至二零二二年十二月三十一日止年度，主要股東遵守不競爭承諾之詳情載於本年報「董事會報告」一節「不競爭承諾」一段。

K. 章程文件

董事會確認，本公司之章程文件概無變動。本公司組織章程大綱及細則可於聯交所網站及本公司網站查閱。

REPORT OF THE DIRECTORS

董事會報告

The Board of Directors of the Company is pleased to present the annual report and the audited consolidated financial statements of the Group for the year ended 31 December 2022.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activities of the Group are investment in property development projects, operation of a financial services platform, provision of entrusted loan and other loan services, financial consultation services, and finance lease services in the PRC.

Further discussion and analysis of these activities, including a discussion of the principal risks and uncertainties facing the Group, an indication of the likely future developments in the Group's business and the Company's environmental, social and corporate responsibility, can be found in the section headed "Management Discussion and Analysis" of this annual report. These discussions form part of this report of the Directors.

COMPLIANCE WITH LAWS AND REGULATIONS

The Group's operations are mainly carried out in Hong Kong and the PRC while the Company itself is listed on the Stock Exchange. The Group's establishment and operations accordingly shall comply with all PRC laws and applicable laws in the jurisdictions where it has operations. During the year ended 31 December 2022 and up to the date of this annual report, the Group has complied with all the relevant laws and regulations in the PRC and Hong Kong.

As stated in the Company's announcement dated 8 December 2020, Mr. Zheng Weijing ("Mr. Zheng"), the previous chairman, chief executive officer and an executive director of the Company, Ms. Guo Chanjiao ("Ms. Guo"), previous executive director of the Company, and three previous employees of the Group have been held in custody since the evening of 7 December 2020 by the Nanshan Branch of the Shenzhen Public Security Bureau (the "Bureau") in the People's Republic of China (the "PRC") pending investigation regarding certain suspected illegal absorption of public deposits (collectively, the "Custodies"). The Custodies are related to certain unsettled repayment funds (the "Unsettled Repayment Funds") in relation to the online financing intermediary business conducted by a PRC subsidiary of the Company, Shenzhen Flying Financial Internet Financial Services Corporation ("SZ Flying Internet Financial"), the operation of which has already been ceased in the fourth quarter of 2019.

本公司董事會欣然呈列本集團截至二零二二年十二月三十一日止年度的年報及經審核綜合財務報表。

主要業務及業務回顧

本集團主要業務為於中國投資於物業發展項目、運作金融服務平台、提供委託貸款及其他貸款服務、財務顧問服務、融資租賃服務。

有關該等業務的進一步討論與分析(包括有關本集團所面臨的主要風險及不明朗因素、本集團業務的未來可能發展趨勢以及本公司的環境、社會及企業責任的討論)可於本年報「管理層討論與分析」一節查閱。該等討論構成本董事會報告之一部分。

遵守法律及法規

本集團主要於香港及中國經營業務，而本公司本身於聯交所上市。本集團的成立及營運須遵守中國所有法律及其業務所在司法權區之適用法律。截至二零二二年十二月三十一日止年度至本年報日期止，本集團已遵守中國及香港的所有相關法律及法規。

誠如本公司日期為二零二零年十二月八日的公告所述，本公司前任主席、行政總裁及執行董事鄭偉京先生(「鄭先生」)、本公司前任執行董事郭嬋嬌女士(「郭女士」)及本集團三名前僱員自二零二零年十二月七日晚上起被中華人民共和國(「中國」)深圳市公安局南山分局(「分局」)拘留，以待調查若干涉嫌非法吸收公眾存款罪(統稱「相關拘留」)。相關拘留與網上融資中介業務的若干未清償資金(「未清償資金」)有關，有關業務由本公司中國附屬公司深圳市匯聯互聯網金融服務有限公司(「深圳市匯聯互聯網金融」)進行，且已於二零一九年第四季度停止經營。

REPORT OF THE DIRECTORS (CONTINUED)

董事會報告(續)

COMPLIANCE WITH LAWS AND REGULATIONS (CONTINUED)

Following the relevant investigations of the PRC authority and criminal proceedings of first instance trial in the PRC, a criminal judgement was made by the People's Court of Nanshan District of Shenzhen ("SZ Nanshan District Court") on 18 October 2021 (the "October 2021 Judgement") against Mr. Zheng, Ms. Guo and the three former employees of the Group. With reference to the October 2021 Judgement, SZ Nanshan District Court determined that, among others,

- (1) Mr. Zheng was the actual controller of SZ Flying Financial. Mr. Zheng had actually controlled the illegal fundraising activities of SZ Flying Financial (through online and offline channels) and was the decision maker of the use and allocation of the raised funds;
- (2) Ms. Guo was the general manager of SZ Flying Financial, who was responsible for the daily business of SZ Flying Financial including the organization of the fundraising activities (through online and offline channels), the sales of private placement products, etc.;
- (3) the three former employees of the Group were responsible for the relevant matters of operation, finance and risk control of SZ Flying Financial, respectively;
- (4) the Company and SZ Flying Financial were not regarded as subject of crime. The criminal offence of illegal absorption of public deposits (the "Offence") was individually committed by Mr. Zheng, Ms. Guo and the three former employees of the Group;
- (5) Mr. Zheng, Ms. Guo and the three former employees of the Group were all convicted of the Offence and were sentenced to 18 months to 7 years of prison with monetary penalties;
- (6) Mr. Zheng and Ms. Guo confessed to committing the Offence;
- (7) the three former employees of the Group confessed to committing the Offence and their respective sentences; and
- (8) the outstanding amount in relation to the Offence subject to refund to the investors was approximately RMB680 million. The assets seized (which included the Seized Assets) in relation to the Offence shall be distributed to the relevant investors in accordance with the applicable PRC law and regulations.

Save as disclosed above, the Directors are not aware of any laws and regulations which are industry specific, and have material implication or impact on the business and operation of the Group.

遵守法律及法規(續)

中國當局的相關調查及中國刑事一審程序後，深圳市南山區人民法院(「深圳市南山區法院」)於二零二一年十月十八日頒佈針對鄭先生、郭女士及本集團三名前僱員的刑事判決書(「二零二一年十月判決書」)。參照二零二一年十月判決書，深圳市南山區法院裁定(其中包括)，

- (1) 鄭先生乃深圳市匯聯金融的實際控制人。鄭先生實際控制深圳市匯聯金融的違法集資活動(透過線上及線下渠道)及為籌集資金用途及分現的決策人；
- (2) 郭女士乃深圳市匯聯金融的總經理，負責深圳市匯聯金融的日常業務，包括組織集資活動(透過線上及線下渠道)、銷售私募產品等；
- (3) 本集團三名前僱員分別負責深圳市匯聯金融營運、財務及風險控制的有關事務；
- (4) 本公司與深圳市匯聯金融並未被視為犯罪單位。非法吸收公眾存款罪的刑事罪行(「該罪行」)為鄭先生、郭女士及本集團三名前僱員個別干犯；
- (5) 鄭先生、郭女士及本集團三名前僱員被判該罪行罪成及判處監禁18個月至7年連同罰款；
- (6) 鄭先生及郭女士承認犯該罪行；
- (7) 本集團三名前僱員承認干犯該罪行及接受其相關刑罰；及
- (8) 有關該罪行須退還予投資者的未付金額為約人民幣680百萬元。就該罪行而扣押的資產(計入被扣押資產內)將根據適用中國法律及法規分派予有關投資者。

除上文所披露者外，董事並不知悉任何對本集團業務及營運有重大涵義或影響的行業特有的法律及法規。

REPORT OF THE DIRECTORS (CONTINUED) 董事會報告(續)

KEY RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Group recognises that employees are valuable assets and regards the personal development of its employees as highly important. The Group wants to continue to be an attractive employer for committed employees. During the year under review, there was no dispute on salary payments and all accrued remunerations, in all kinds, were settled on or before their respective due dates, as stipulated under individual employee's employment contract. The Group also ensures that all the employees are reasonably remunerated by regular review and the policies on salary increment, promotion, bonus, allowances and all other related benefits are updated from time to time. Being people-oriented, the Group is committed to providing a safe and healthy workplace for its employees and encourages them to have a work-life balance.

The Group appreciates the importance of maintaining good relationships with its customers and suppliers to meet its immediate and long-term business goals. The Group values the feedback from its customers through communication to address their concerns in a timely manner. For suppliers, the Group assures the quality of their delivered services and products.

During the financial year ended 31 December 2022, there is no circumstance of any event between the Group and its employees, customers and suppliers which will have a significant impact on the Group's business and on which the Group's success depends.

RESULTS AND DIVIDENDS

The Group's results for the year ended 31 December 2022 and the state of affairs of the Company and the Group at that date are set out in the consolidated financial statements on pages 115 to 230.

The Board did not recommend the payment of any final dividend for the financial year ended 31 December 2022.

DIVIDEND POLICY

The dividend policy aims to set out the approach to target dividend payout ratio of the Company.

The Company targets to distribute to its shareholders a dividend amount as determined by the Board at its sole and absolute discretion, but subject to:

- a. the requirements of the Company's constitutional documents;
- b. the solvency requirements of the laws of the Cayman Islands;

與僱員、客戶及供應商之主要關係

本集團深明僱員為寶貴資產，並高度重視僱員之個人發展。本集團有意繼續成為能吸引忠誠僱員的僱主。回顧年度內，概無有關薪金付款的糾紛，且所有應計薪酬均於僱員個人聘用合約所訂明之到期日或之前支付。本集團亦定期檢討以確保全體僱員獲合理報酬，並不時更新有關加薪、晉升、花紅、津貼及所有其他相關福利方面之政策。本集團以人為本，致力為僱員提供安全及健康的工作環境，鼓勵僱員在工作與生活中取得平衡。

本集團重視與客戶及供應商維持良好關係之重要性，以達到其短期及長期業務目標。本集團重視客戶之反饋，會適時處理客戶所關注的事宜。就供應商而言，本集團對供應商交付的服務與產品品質之表現作出肯定。

截至二零二二年十二月三十一日止財政年度，本集團與其僱員、客戶及供應商之間概無發生任何將對本集團之業務及其成功要素有重大影響的事件。

業績及股息

本集團截至二零二二年十二月三十一日止年度的業績及本公司與本集團於該日的狀況載於第115頁至第230頁的綜合財務報表。

董事會並不建議派付截至二零二二年十二月三十一日止財政年度的任何末期股息。

股息政策

股息政策旨在載列本公司有關目標股息支付比率的方針。

本公司計劃向股東派發董事會酌情釐定的股息金額，唯需：

- a. 遵守本公司章程文件的規定；
- b. 符合開曼群島法例的償付能力規定；

REPORT OF THE DIRECTORS (CONTINUED)

董事會報告(續)

DIVIDEND POLICY (CONTINUED)

- c. there being sufficient amount of retained profits and share premium of the Company for the dividend payment;
- d. any financial covenants and other restrictions that exist with respect to certain of the Company's financing arrangements and other agreements by which the Company is bound from time to time;
- e. the earnings, financial position, results of operation, expansion plans, working capital requirements, and anticipated cash needs of the Company and its subsidiaries;
- f. the payment by subsidiaries of cash dividends to the Company; and
- g. other factors which the Board may deem appropriate.

With respect to restriction (e) above, if any of the subsidiaries incurs debt on its own behalf in the future, the instruments governing the debt, such as the indenture governing any notes/bonds, may restrict its ability to pay dividends or make other payments to the Company, and the corporate laws applicable to the subsidiaries also impose requirements that these subsidiaries must meet before they may pay dividends to the Company.

The form and frequency of dividend declaration and payment shall be at the sole and absolute discretion of the Board and the dividend policy does not constitute a legally binding commitment in respect of the future dividends.

The Board will monitor the implementation of the dividend policy and will review the dividend policy, as appropriate, to ensure the compliance of the dividend policy and discuss and approve any revision as and when require.

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the past five financial years is set out in the financial summary on pages 231 and 232 of this annual report. This summary does not form part of the audited consolidated financial statements.

SHARE CAPITAL AND SHARE OPTIONS

Details of movements in the Company's share capital and share options during the year are set out in notes 27 and 28 to the consolidated financial statements, respectively.

股息政策(續)

- c. 有足夠保留盈利及本公司股份溢價供派付股息；
- d. 遵守有關本公司若干融資安排或不時受其約束的其他協議之財務契諾或其他限制；
- e. 考慮本公司及其附屬公司的盈利、財務狀況、經營業績、擴張計劃、營運資金要求及預期現金需求；
- f. 視乎附屬公司向本公司的現金股息派付情況；及
- g. 計及董事認為相關的其他因素。

關於上述(e)項限制，倘我們任何附屬公司日後自身產生債務，則票據／債券契據等規管債務的文據可能限制其向本公司派付股息或作出其他分派的能力，且附屬公司適用的公司法例亦可能要求該等附屬公司在向本公司派付股息前符合若干規定。

股息派付形式及頻率由董事會全權酌情決定，而股息政策不就日後股息構成有法定約束力的承諾。

董事會將監察股息政策的實施情況及適時檢討股息政策，確保股息政策得以遵從並於必要時商討及批准修訂股息政策。

財務概要

本集團在過去五個財政年度之業績及資產與負債概要載於本年報第231頁至第232頁之財務概要。該概要並不構成經審核綜合財務報表的一部分。

股本及購股權

本公司股本及購股權年內變動詳情分別載於綜合財務報表附註27及28。

REPORT OF THE DIRECTORS (CONTINUED)

董事會報告(續)

PRE-EMPTIVE RIGHT

There are no provisions for pre-emptive rights under the Company's articles of association or the laws of the Cayman Islands which would oblige the Company to offer new shares on a pro rata basis to existing Shareholders.

PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

Details of movements in the property, plant and equipment and investment properties of the Group during the year are set out in notes 15 and 16 to the consolidated financial statements.

RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in note 30 to the consolidated financial statements and in the consolidated statement of changes in equity, respectively.

DISTRIBUTABLE RESERVES

As at 31 December 2022, there is no reserves available for distributions to equity holders of the Company comprising share premium account less accumulated losses. (2021: nil).

優先購買權

本公司章程細則或開曼群島法律並無優先購買權的條文，而本公司無須受責按比例向現有股東提呈新股以供認購。

物業、廠房及設備以及投資物業

本集團於年內的物業、廠房及設備以及投資物業變動詳情載於綜合財務報表附註15及16。

儲備

本公司及本集團於年內的儲備變動分別載於綜合財務報表附註30及綜合權益變動表。

可分派儲備

於二零二二年十二月三十一日，本公司並無可供分派予權益持有人之儲備包括股份溢價賬減累計虧損(二零二一年：無)。

REPORT OF THE DIRECTORS (CONTINUED)

董事會報告(續)

DIRECTORS

The Directors of the Company during the year were:

Executive Directors

Mr. Zhang Gongjun

Ms. Liu Yi

Ms. Wan Suyuan (appointed on 9 December 2021 and resigned on 5 December 2022)

Mr. Leung Man Kit (appointed on 1 February 2022 and resigned on 5 December 2022)

Independent Non-executive Directors

Mr. Hsu Tawei

Mr. Kam Hou Yin, John (appointed on 23 February 2023)

Ms. Chong Kan Yu (appointed on 23 February 2023)

Mr. Tsao Hoi Ho (appointed on 9 December 2021 and resigned on 5 December 2022)

Mr. Lau Jing Yeung, William (appointed on 11 March 2022 and resigned on 5 December 2022)

Dr. Vincent Cheng (resigned on 23 February 2023)

Dr. Miao Bo (resigned on 23 February 2023)

Pursuant to Article 105(A) of the Company's articles of association (the "Articles of Association"), at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation and shall be eligible for re-election. Every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years.

By virtue of Article 109 of the Articles of Association, any person appointed by the Directors to fill a casual vacancy or as additional Director shall hold office until the next following general meeting of the Company and shall then be eligible for re-election at the meeting. Mr. Kam Hou Yin, John and Ms. Chong Kan Yu and Ms. Liu Yi, who were appointed by the board of Directors of the Company as Directors pursuant to board resolution with effect from 23 May 2022 and 23 February 2023, respectively, will retire at the forthcoming annual general meeting of the Company, Ms. Liu Yi, Mr. Kam Hou Yin, John and Ms. Chong Kan Yu, being eligible, will offer themselves for re-election at the annual general meeting.

董事

本公司年內董事如下：

執行董事

張公俊先生

劉毅女士

萬素園女士(於二零二一年十二月九日獲委任及於二零二二年十二月五日辭任)

梁文傑先生(於二零二二年二月一日獲委任及於二零二二年十二月五日辭任)

獨立非執行董事

徐大偉先生

金孝賢先生(於二零二三年二月二十三日獲委任)

莊瑾瑜女士(於二零二三年二月二十三日獲委任)

曹海豪先生(於二零二一年十二月九日獲委任及於二零二二年十二月五日辭任)

劉正揚先生(於二零二二年三月十一日獲委任及於二零二二年十二月五日辭任)

鄭嘉福博士(於二零二三年二月二十三日辭任)

苗波博士(於二零二三年二月二十三日辭任)

根據本公司章程細則(「章程細則」)第105(A)條，於各股東週年大會上，當時的三分之一董事或如人數並非三或三之倍數，則為最接近但不少於三分之一的人數須輪席告退並合資格膺選連任。每名董事(包括有特定任期的董事)須最少每三年輪席告退一次。

根據章程細則第109條，任何人士但凡獲委任為董事以填補臨時空缺或獲委任為新增董事，其任期將維持至本公司下屆股東大會為止，且將於其時符合資格在會上膺選連任。金孝賢先生、莊瑾瑜女士及劉毅女士(分別於二零二二年五月二十三日及二零二三年二月二十三日獲本公司董事會根據董事會決議案委任為董事)將於本公司應屆股東週年大會上退任，而劉毅女士、金孝賢先生及莊瑾瑜女士將合資格於該股東週年大會上膺選連任。

REPORT OF THE DIRECTORS (CONTINUED) 董事會報告(續)

BOARD OF DIRECTORS AND SENIOR MANAGEMENT

The biographical details of the Directors and senior management are set out in the section headed “Biographical Details of Directors and Senior Management” of this annual report.

DIRECTORS’ SERVICE AGREEMENTS

Each of the executive Directors has entered into a service contract with the Company for a term of three years unless and until (i) terminated by either party thereto giving not less than three months’ prior written notice; or (ii) the executive Director not being re-elected as a Director or being removed by Shareholders at general meeting of the Company in accordance with the Articles of Association.

Each of the independent non-executive Directors was appointed for an initial term of two years (as set out in the section headed “Corporate Governance Report” of this annual report) and shall be subject to retirement, re-election and removal in accordance with the Articles of Association.

Save as disclosed above, none of the Director being proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

CHANGES IN DIRECTORS’ INFORMATION

- (1) Ms. Wan Suyuan and Mr. Leung Man Kit was resigned as a executive director and as a member of each of the Remuneration Committee and the Nomination Committee on 5 December 2022.
- (2) Mr. Lau Jing Yeung, William was resigned as an independent non-executive Director and as the chairman of the Nomination Committee and a member of each of the Audit Committee and the Remuneration Committee on 5 December 2022.
- (3) Mr. Tsao Hoi Ho was resigned as an independent non-executive Director and as the chairman of the Audit Committee and a member of each of the Nomination Committee and the Remuneration Committee on 5 December 2022.
- (4) Dr. Vincent Cheng was resigned as an independent non-executive Director and as the member of the Audit Committee, Nomination Committee and the Remuneration Committee on 23 February 2023.

董事會及高級管理層

董事及高級管理層的履歷詳情載於本年報「董事及高級管理層之履歷詳情」一節。

董事之服務協議

各執行董事已與本公司訂立服務合約，為期三年，除非及直至(i)任何一方給予另一方不少於三個月的事先書面通知予以終止；或(ii)執行董事不再當選董事或遭股東根據章程細則於股東大會上罷免。

各獨立非執行董事的首個任期為兩年(載於本年報「企業管治報告」一節)，並須根據章程細則退任、連任及免職。

除上文所披露者外，擬於應屆股東週年大會上重選連任的董事概無訂有不可由本公司於一年內終止而毋須支付補償(法定補償除外)之服務合約。

董事資料變動

- (1) 萬素園女士及梁文傑先生於二零二二年十二月五日辭任執行董事及薪酬委員會及提名委員會各自的成員。
- (2) 劉正揚先生於二零二二年十二月五日辭任獨立非執行董事及提名委員會主席和審核委員會及薪酬委員會各自的成員。
- (3) 曹海豪先生於二零二二年十二月五日辭任獨立非執行董事及審核委員會主席和提名委員會及薪酬委員會各自的成員。
- (4) 鄭嘉福博士於二零二三年二月二十三日辭任獨立非執行董事及審核委員會、提名委員會及薪酬委員會各自的成員。

REPORT OF THE DIRECTORS (CONTINUED) 董事會報告(續)

CHANGES IN DIRECTORS' INFORMATION (CONTINUED)

- (5) Dr. Miao Bo was resigned as an independent non-executive Director and as the member of the Audit Committee, Nomination Committee and the Remuneration Committee on 23 February 2023.
- (6) Mr. Kam Hou Yin, John was appointed as an independent non-executive Director, a chairman of the audit committee and a member of each of the nomination committee and the remuneration committee on 23 February 2023.
- (7) Ms. Chong Kan Yu was appointed as an independent non-executive Director, a chairlady of the Nomination Committee and a member of each of the Audit Committee and Remuneration Committee on 23 February 2023.
- (8) Mr. Chow Chi Wing was resigned as the company secretary and the Authorised representative of the Company on 23 February 2023.
- (9) Mr. Leung Man Kit was appointed as the Company Secretary and the Authorised Representatives in replacement of Mr. Chow Chi Wing on 23 February 2023.

Save as disclosed above, there were no changes to the Directors' information since the date of the 2022 annual report of the Company required to be disclosed pursuant to Rule 17.50A(1) of the GEM Listing Rules.

CONFIRMATION OF INDEPENDENCE

The Company has received annual confirmations of independence from all three independent non-executive Directors pursuant to Rule 5.09 of the GEM Listing Rules and the Company considers the independent non-executive Directors to be independent.

董事資料變動(續)

- (5) 苗波博士於二零二三年二月二十三日辭任獨立非執行董事及審核委員會、提名委員會及薪酬委員會各自的成員。
- (6) 金孝賢先生於二零二三年二月二十三日獲委任為獨立非執行董事、審核委員會主席和提名委員會及薪酬委員會各自的成員。
- (7) 莊瑾瑜女士於二零二三年二月二十三日獲委任為獨立非執行董事、提名委員會主席和審核委員會及薪酬委員會各自的成員。
- (8) 周志榮先生於二零二三年二月二十三日辭任本公司之公司秘書及法定代表。
- (9) 梁文傑先生於二零二三年二月二十三日獲委任為公司秘書及法定代表以替任周志榮先生。

除上文所披露者外，董事資料自本公司二零二二年年報日期起概無任何根據GEM上市規則第17.50A(1)條須予披露之變動。

獨立性確認

本公司已接獲全部三名獨立非執行董事根據GEM上市規則第5.09條發出的獨立性年度確認書，且本公司認為獨立非執行董事均為獨立人士。

REPORT OF THE DIRECTORS (CONTINUED) 董事會報告(續)

DIRECTORS' INTERESTS AND CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save for the interests of Mr. Zheng Weijing, the previous director of the Company (resigned on 26 March 2021) in 廣東匯金典當股份有限公司 (Guangdong Huijin Pawn Stock Company Limited*) ("Guangdong Huijin"), being a party to the transactions as disclosed in the paragraph headed "Non-exempt Continuing Connected Transactions" and the paragraph headed "Directors' and Chief Executive's Interests and Short Position in the Shares, Underlying Shares and Debentures" below, no Directors or controlling shareholders (as defined in the GEM Listing Rules) of the Company had material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company, or any of its subsidiaries was a party during the year.

EMOLUMENT POLICY

A remuneration committee is set up for reviewing the Group's emolument policy and structure of all remuneration of the Directors and senior management of the Group, having regard to the Group's operating results, individual performance and comparable market practices.

REMUNERATION OF DIRECTORS AND FIVE INDIVIDUALS WITH HIGHEST EMOLUMENTS

Details of the emoluments of the Directors and the five individuals with the highest emoluments are set out in note 11 to the consolidated financial statements.

EMPLOYEE RETIREMENT SCHEMES

The PRC subsidiaries of the Group participate in defined contribution retirement benefit schemes (the "Schemes") organised by the PRC municipal and provincial government authorities whereby the PRC subsidiaries are required to make contributions at the rate of Nil (2021: approximately 14%) of the eligible employees' salaries to the Schemes. The Group has accrued for the required contributions which are remitted to the respective local government authorities when the contributions become due. The local government authorities are responsible for the pension obligations payable to the retired employees covered under the Schemes. No forfeited contribution is available to reduce the contribution payable in future years.

董事及控股股東於重大合約的權益

除鄭偉京先生(本公司前董事, 於二零二一年三月二十六日辭任)於廣東匯金典當股份有限公司(「廣東匯金」)(即下文「不獲豁免持續關聯交易」及「董事及主要行政人員於股份、相關股份及債券之權益及淡倉」所披露交易之訂約方)之權益外, 概無本公司董事或控股股東(定義見GEM上市規則)直接或間接於本公司或其任何附屬公司於年內所訂立對本集團業務而言屬重大的合約當中擁有重大權益。

酬金政策

本公司已成立薪酬委員會以就本集團經營業績、個別表現及可資比較市場慣例檢討本集團全體董事及高級管理人員的酬金政策及架構。

董事及五大高薪人士酬金

董事及五大高薪人士酬金的詳情載於綜合財務報表附註11。

僱員退休計劃

本集團的中國附屬公司參與由中國省市級政府機構組織的定額供款退休福利計劃(「該計劃」), 據此, 中國附屬公司須按合資格僱員薪金的零(二零二一年: 約14%)向該計劃供款。本集團已於供款到期時向各當地政府機構繳納應匯付的供款。當地政府機構負責向該計劃保障下的退休僱員支付退休金。概無已沒收供款可用作減少未來年度應付之供款。

* For identification purposes only

REPORT OF THE DIRECTORS (CONTINUED) 董事會報告(續)

EMPLOYEE RETIREMENT SCHEMES (CONTINUED)

The Group also operates a Mandatory Provident Fund Scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance (Cap. 485 of the Laws of Hong Kong) for employees employed in Hong Kong. The MPF Scheme is a defined contribution retirement scheme administered by independent trustees. Under the MPF Scheme, the Group and its employees are each required to make contributions to the scheme at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK\$30,000. Contributions to the MPF Scheme vest immediately.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

None of the Directors, substantial shareholders and controlling shareholders of the Company and their respective close associates (having their meanings as defined in the GEM Listing Rules) had any interests in any business which compete or may compete with the business of the Group or any other conflicts of interest which any person may have with the Group as at 31 December 2022.

NON-COMPETITION UNDERTAKING

As disclosed in the prospectus of the Company dated 20 April 2012 ("Prospectus"), Ming Cheng Investments Limited and Mr. Zheng Weijing (collectively, the "Substantial Shareholders"), among others, has executed a deed of non-competition (the "Non-competition Undertaking") through which they have irrevocably warranted and undertaken to the Company, not to, among others, directly or indirectly engage, participate or hold any right or interest in or render any services to or otherwise be involved in any business in competition with or likely to be in competition with the business of the provision of (i) pawn loan services; (ii) entrusted loan services; and (iii) financial consultation services and business ancillary to any of the foregoing in Hong Kong, the PRC and any other country or jurisdiction to which the Group provides such services and/or in which any member of the Group carries on business mentioned above from time to time.

The Substantial Shareholders have confirmed to the Company in respect of their compliance with the Non-competition Undertaking during the financial year ended 31 December 2022 and up to the date of this annual report.

The independent non-executive Directors have reviewed the compliance with the Non-competition Undertaking during the financial year ended 31 December 2022 and up to the date of this annual report based on information and confirmation provided by or obtained from the Substantial Shareholders, and were satisfied that the Substantial Shareholders have duly complied with the Non-competition Undertaking.

僱員退休計劃(續)

本集團亦根據香港法例第485章強制性公積金計劃條例為香港僱員實施強制性公積金計劃(「強積金計劃」)。強積金計劃為由獨立受託人管理的定額供款退休計劃。根據強積金計劃，本集團及其僱員各自須向計劃供款，供款額為僱員有關收入的5%，惟不得超過每月相關收入30,000港元的上限。向強積金計劃作出的供款即時歸屬。

董事於競爭業務之權益

於二零二二年十二月三十一日，概無本公司之董事、主要股東、控股股東及彼等各自之緊密聯繫人(定義見GEM上市規則)於任何業務中擁有任何權益足以或可能與本集團業務構成競爭，或任何該等人士可能與本集團有任何其他利益衝突。

不競爭承諾

誠如本公司日期為二零一二年四月二十日之招股章程(「招股章程」)中所披露，明晟投資有限公司及鄭偉京先生(統稱「主要股東」)各自(其中包括)已簽立不競爭契據(「不競爭承諾」)，據此彼等向本公司不可撤銷地擔保及承諾不會(其中包括)於香港、中國及本集團提供有關服務及/或本集團任何成員公司不時經營所述業務的任何其他國家或司法權區直接或間接從事、參與或於其中持有任何權利或權益或提供服務予或以其他方式參與有關與提供(i)典當貸款服務；(ii)委託貸款服務；及(iii)財務顧問服務及上述任何附屬業務構成競爭或可能構成競爭的任何業務。

主要股東已就彼等於截至二零二二年十二月三十一日止財政年度及直至本年報日期遵守不競爭承諾之情況向本公司確認。

獨立非執行董事已根據主要股東提供或自其獲得的資料及確認審閱於截至二零二二年十二月三十一日止財政年度及直至本年報日期遵守不競爭承諾之情況，且信納主要股東已妥為遵守不競爭承諾。

REPORT OF THE DIRECTORS (CONTINUED) 董事會報告(續)

UPDATES ON COMPLIANCE AND REGULATORY MATTERS AS DISCLOSED IN THE PROSPECTUS

As disclosed in the Prospectus, as a provider of pawn loan services to the customers, Guangdong Huijin is subject to the requirements of the Measures for the Administration of Pawning (典當管理辦法) (the "Pawning Measures"). The Pawning Measures prescribe certain thresholds which pawn loan providers have to comply with in respect of the pawn loans advanced to customers and they also govern the rate of interest and total fees that may be charged by a pawn loan provider.

The Pawning Measures provide that the rate of interest charged on a loan provided in respect of pawned property must not exceed the interest rate for a six-month loan as published by the People's Bank of China (the "PBOC") as discounted by the pawn loan period. It further provides that the combined monthly total fees (excluding the consultation fee and the amount of loan repayment) (being administration fee in the business) payable by the pledgor must not exceed 4.2% of the loan amount in respect of loans secured by pledged movable property, 2.7% of the loan amount in respect of loans secured by mortgaged real estate and 2.4% of the loan amount in respect of loans secured by pledged property rights.

As regards the other thresholds, the Pawning Measures provide that the maximum outstanding amount owing on property pledged or mortgaged by any one legal person or natural person to a pawn loan provider must not exceed 25% of the registered capital of the pawn loan provider; and that the total outstanding amount owing in respect of property right pledged by customers must not exceed 50% of the registered capital of a pawn loan provider. It is also provided in the Pawning Measures that, if the registered capital of a pawn loan provider is more than RMB10 million, the maximum loan amount that may be provided for a single real estate backed loan must not exceed 10% of the registered capital of the pawn loan provider.

有關招股章程中所披露的合規及監管事宜之更新

誠如招股章程中所披露，作為向我們的客戶提供典當貸款服務的提供者，廣東匯金須遵守《典當管理辦法》(「《典當管理辦法》」)的規定。《典當管理辦法》制訂了典當貸款供應商就向客戶提供典當貸款而須遵循的若干上限，且亦監管典當貸款供應商可能收取的利率及總費用。

《典當管理辦法》規定，就典當財產所提供貸款而收取的利率不得超過中國人民銀行(「中國人民銀行」)公佈的六個月期貸款利率與典當期限折算後之利率。其進一步規定，當戶應付月綜合費(即我們業務中產生的管理費，不包括顧問費及貸款還款額)不應超過動產質押貸款金額的4.2%、房地產抵押貸款金額的2.7%及財產權利質押貸款金額的2.4%。

就其他上限而言，《典當管理辦法》規定，典當貸款供應商對任何一名法人或自然人質押或抵押的財產所欠最高未償還金額不得超過該典當貸款供應商註冊資本的25%；而客戶質押財產權所欠未償還總額不得超過典當貸款供應商註冊資本的50%。《典當管理辦法》亦規定，倘典當貸款供應商的註冊資本為人民幣10百萬元以上，就單筆房地產抵押貸款而提供的最高貸款金額不得超過典當貸款供應商註冊資本的10%。

REPORT OF THE DIRECTORS (CONTINUED) 董事會報告(續)

UPDATES ON COMPLIANCE AND REGULATORY MATTERS AS DISCLOSED IN THE PROSPECTUS (CONTINUED)

For the two years ended 31 December 2011, there were nine incidents where the loans granted by Guangdong Huijin were not in compliance with the relevant thresholds prescribed by the Pawning Measures. According to the PRC legal adviser of the Company, Guangdong Huijin may be subject to administrative penalty as a result of its past non-compliance; the maximum potential penalty that may be imposed by the relevant government authorities on the Group for such non-compliance would be an order to correct the non-compliance and a fine of up to RMB30,000 for each non-compliant transaction. As administrative penalty for illegal acts shall be imposed within two years from the date such illegal act is committed, no administrative penalty for the nine incidents of non-compliant transactions occurred during the two years ended 31 December 2011 shall be imposed after June 2013. As advised by the PRC legal adviser of the Company, customers of the non-compliant transactions are entitled to claim against Guangdong Huijin for overcharged interests and administrations fees within two years commencing from the full repayment of the pawn loans. All of the customers have signed confirmation letters and agree, among other things, not to take any action against Guangdong Huijin for their rights and entitlements in regard to the non-compliant loans granted by Guangdong Huijin.

As at the date of this annual report, the Directors confirm that the Group had not received any order to correct the non-compliance nor any notice of fine from the relevant PRC government authorities. To the best knowledge of the Directors, as at the date of this annual report, the Group had not received any claims against Guangdong Huijin from its customers for overcharged interests and administration fees in respect of the past non-compliance.

有關招股章程中所披露的合規及監管事宜之更新(續)

截至二零一一年十二月三十一日止兩個年度，廣東匯金授出的貸款有九筆未遵守《典當管理辦法》規定的相關上限。根據本公司中國法律顧問的意見，廣東匯金可能因過往不合規事宜而遭受行政處罰；相關政府機構就該等不合規事宜可能對本集團處以的最高處罰將為責令糾正不合規事宜並就各項不合規交易徵收最高人民幣30,000元的罰金。由於對非法行為的行政處罰須於此等非法行為發生後兩年內執行，故於二零一三年六月之後概不會對截至二零一一年十二月三十一日止兩個年度內發生的九宗不合規交易事件處以任何行政處罰。誠如本公司中國法律顧問告知，不合規交易的客戶有權向廣東匯金就於悉數償還典當貸款後兩年內的多收利息及管理費提出索償。全體客戶已簽署確認函件並同意(其中包括)不會就彼等有關廣東匯金授出之不合規貸款方面的權利及權益向廣東匯金作出任何行動。

於本年報日期，董事確認，本集團並未自相關中國政府機構接獲任何糾正不合規事宜之責令或任何罰款通知。據董事所深知，於本年報日期，本集團並未接獲客戶就有關過往不合規事宜之多收利息及管理費而對廣東匯金提起的任何索償。

REPORT OF THE DIRECTORS (CONTINUED) 董事會報告(續)

UPDATES ON COMPLIANCE AND REGULATORY MATTERS AS DISCLOSED IN THE PROSPECTUS (CONTINUED)

Since November 2010, to ensure ongoing compliance with the Pawning Measures and other relevant laws and regulations, the Group has implemented the following measures:

- (i) in the loan approval process, the business team will fill in details of each loan application, including the party, amount, rate of administration fees and interest of each loan application, in order to ensure all loan applications are in compliance with the Pawning Measures;
- (ii) the risk management team, with the assistance of the legal and compliance team, will cross-check the loan application, in particular the loan amount and the rate of interest and administration fees to be charged, to ensure compliance with the Pawning Measures;
- (iii) the legal and compliance team will keep themselves aware of any changes to the official rate prescribed by the PBOC and notify the management if there may be any risk of breach of any of the threshold(s) prescribed by the Pawning Measures; and they will obtain updates on relevant laws and regulations from time to time and check whether the existing practice is in compliance with these updates and if not, conduct remedial measures; and
- (iv) the Group will consult the external legal advisers and seek their advice on compliance matters as and when required.

For further details of the past non-compliance and ongoing compliance measures with the Pawning Measures, please refer to pages 147 to 152 of the Prospectus.

As at the date of this annual report, based on information and confirmation provided by or obtained from the Group, the independent non-executive Directors were satisfied that the Group have duly complied with the prescribed thresholds under the Pawning Measures for the year ended 31 December 2019.

有關招股章程中所披露的合規及監管事宜之更新(續)

自二零一零年十一月起，為確保持續遵守《典當管理辦法》及其他相關法律及法規，本集團已實施以下措施：

- (i) 在貸款審批過程中，業務團隊將填妥各項貸款申請的詳細資料，包括當事人、金額、管理費率及各項貸款申請的利息，以確保所有貸款申請符合《典當管理辦法》；
- (ii) 風險管理小組將在法律及合規團隊的協助下覆核貸款申請，尤其是貸款金額及將收取的利率及管理費，以確保符合《典當管理辦法》；
- (iii) 法律及合規團隊將即時瞭解中國人民銀行規定的官方利率的任何變動，並就倘可能存在違反《典當管理辦法》規定的任何風險而知會管理層；且彼等將不時獲取相關法律法規的最新情況，檢查我們現行慣例是否符合該等更新版本；倘不符合，則進行補救措施；及
- (iv) 必要時，本集團將諮詢外聘法律顧問並徵求彼等對合規事宜的意見。

有關過往不合規事宜及持續遵守《典當管理辦法》之措施的更多詳情，請參閱招股章程第147頁至第152頁。

於本年報日期，根據本集團提供或自其獲得的資料及確認，獨立非執行董事信納，本集團於截至二零一九年十二月三十一日止年度已妥為遵守《典當管理辦法》規定的相關上限。

REPORT OF THE DIRECTORS (CONTINUED)

董事會報告(續)

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITION IN THE SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2022, the interests of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the "SFO")) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or were required pursuant to section 352 of the SFO, to be entered in the register referred to therein, or were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

Interests in the underlying Shares

Name of Director 董事姓名	Capacity/Nature of interest 身份／權益性質	Number of underlying Shares 相關股份數目		Approximate percentage of shareholding in the Company 於本公司持股的概約百分比 (%)
		Long position 長倉 (Note) (附註)	Short position 淡倉	
Mr. Zhang Gongjun 張公俊先生	Beneficial owner 實益擁有人	800,000	–	0.05
Dr. Vincent Cheng 鄭嘉福博士	Beneficial owner 實益擁有人	120,000	–	0.01
Dr. Miao Bo 苗波博士	Beneficial owner 實益擁有人	120,000	–	0.01

Notes: Being unlisted physically settled share options to acquire ordinary Shares, further details of which are set out in the section headed "Share Option Scheme" below.

董事及主要行政人員於股份、相關股份及債券之權益及淡倉

於二零二二年十二月三十一日，本公司董事及主要行政人員於本公司及其相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債券中擁有須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所之權益(包括根據證券及期貨條例有關條文當作或視為擁有之權益及淡倉)；或根據證券及期貨條例第352條規定須記錄在該條所述之登記冊之權益；或根據GEM上市規則第5.46至第5.67條所述須知會本公司及聯交所之權益如下：

於相關股份之權益

附註：即購買普通股的非上市實物結算購股權，進一步詳情載於下文「購股權計劃」一節。

Save as disclosed above, as at 31 December 2022, none of the Directors or chief executive of the Company had any interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she was taken or deemed to have under such provisions of the SFO) or which was required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules to be notified to the Company and the Stock Exchange.

除上述所披露者外，於二零二二年十二月三十一日，本公司董事及主要行政人員概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債券中擁有須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所之權益或淡倉(包括根據證券及期貨條例有關條文當作或視為擁有之權益及淡倉)；或根據證券及期貨條例第352條規定須記錄在該條所述之登記冊之權益或淡倉；或根據GEM上市規則第5.46至第5.67條所述須知會本公司及聯交所之權益或淡倉。

REPORT OF THE DIRECTORS (CONTINUED) 董事會報告(續)

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

As at 31 December 2022, so far as is known to the Directors, the following persons (other than the Directors and chief executive of the Company) had an interest or short position in the Shares and underlying Shares as recorded in the register required to be kept by the Company under Section 336 of the SFO:

主要股東及其他人士於股份及相關股份中的權益及淡倉

於二零二二年十二月三十一日，據董事所知，下列人士（本公司董事及主要行政人員除外）於股份及相關股份中擁有須記錄於本公司根據證券及期貨條例第336條規定須存置的登記冊的權益或淡倉：

Interests in the Shares

於股份之權益

Name of Shareholder 股東姓名	Number of Shares held (Note 1) 持有股份數目(附註1)					Total 總計	Approximate percentage 概約百分比 (%)
	Beneficial Interest 實際權益	Interest of spouse 配偶權益	Security interest 擔保權益	Interest of controlled corporation 受控法團權益			
Ming Cheng Investments Limited 明晟投資有限公司	367,739,567 (Note 2) (附註2)	–	–	–	367,739,567	21.24	
Mr. Zheng Weijing 鄭偉京先生	40,630,202	–	–	367,739,567	408,369,769	23.59	
Sino-Africa Resources Holdings Limited 中非資源控股有限公司	255,676,042 (Note 3) (附註3)	–	–	–	255,676,042	14.77	
Peace Bloom Limited 逸隆有限公司	145,429,087 (Note 4) (附註4)	–	–	–	145,429,087	8.40	
Upsoar Limited 翔昇有限公司	155,518,650 (Note 5) (附註5)	–	–	–	155,518,650	8.98	
Mr. Huang Xiguang 黃錫光先生	–	–	–	255,676,042 (Note 3) (附註3)	255,676,042	14.77	

REPORT OF THE DIRECTORS (CONTINUED)
董事會報告(續)

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (CONTINUED)

主要股東及其他人士於股份及相關股份中的權益及淡倉(續)

Interests in the Shares (Continued)

於股份之權益(續)

Name of Shareholder 股東姓名	Number of Shares held (Note 1) 持有股份數目(附註1)					Total 總計	Approximate percentage 概約百分比 (%)
	Beneficial Interest 實際權益	Interest of spouse 配偶權益	Security interest 擔保權益	Interest of controlled corporation 受控法團權益			
Mr. Hu Jinxi 胡金喜先生	22,200,000	–	–	145,429,087 (Note 4) (附註4)	167,629,087	9.68	
Ms. Fu Shanping 傅善平女士	–	–	–	155,518,650 (Note 5) (附註5)	155,518,650	8.98	
Kimberland Credit Limited 金百盛信貸有限公司	–	–	408,369,769 (Note 6) (附註6)	–	408,369,769	23.59	
Mr. Shi Andong 施安東先生	–	–	–	408,369,769 (Note 6) (附註6)	408,369,769	23.59	

Notes:

- These represent the corporation's/person's long position in the Shares.
- Ming Cheng Investments Limited is a company wholly-owned by Mr. Zheng Weijing.
- Sino-Africa Resources Holdings Limited is a company wholly-owned by Mr. Huang Xiguang.
- Peace Bloom Limited is a company wholly-owned by Mr. Hu Jinxi.
- Upsoar Limited is a company wholly-owned by Ms. Fu Shanping.
- Based on the notices of disclosure of interests filed by each of Kimberland Credit Limited and Mr. Shi Andong on 23 January 2020, these long positions in the Shares are held by Kimberland Credit Limited which is directly wholly-owned by Mr. Shi Andong. Under the SFO, Mr. Shi Andong is deemed to be interested in these long positions in Shares held by Kimberland Credit Limited.

附註：

- 代表該法團／人士於股份中的好倉。
- 明晟投資有限公司由鄭偉京先生全資擁有。
- 中非資源控股有限公司由黃錫光先生全資擁有。
- 逸隆有限公司由胡金喜先生全資擁有。
- 翔昇有限公司由傅善平女士全資擁有。
- 根據金百盛信貸有限公司及施安東先生各自於二零二零年一月二十三日存檔的權益披露通知，該等股份中的好倉由金百盛信貸有限公司持有，而金百盛信貸有限公司由施安東先生直接全資擁有。根據證券及期貨條例，施安東先生被視為為金百盛信貸有限公司持有的股份中的好倉中擁有權益。

REPORT OF THE DIRECTORS (CONTINUED) 董事會報告(續)

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (CONTINUED)

Save as disclosed above, as at 31 December 2022, there was no person who had any interest or short position in the Shares or underlying Shares as recorded in the register required to be kept by the Company under Section 336 of the SFO.

SHARE OPTION SCHEME

The Company has adopted a share option scheme (the "Share Option Scheme") pursuant to the written resolution of the shareholders of the Company on 20 December 2011 for the purpose of providing incentives or rewards to the eligible participants for their contribution to the Group and/or enabling the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group.

Details of the Share Option Scheme are as follows:

1. Purpose of the Share Option Scheme

As incentive or rewards to eligible participants for their contribution to the Group.

2. Eligible participants of the Share Option Scheme

Any eligible employee (whether full-time or part-time, including any executive Director), any non-executive Director, any shareholder, any supplier and any customer of the Company or any of its subsidiaries or any entity in which any member of the Group holds any equity interest, and any other party having contribution to the development of the Group.

3. Total number of Shares available for issue under the Share Option Scheme and percentage to the issued share capital as at the date of this report

173,143,250 shares (approximately 10% of the total issued share capital as at the date of this annual report).

4. Maximum entitlement of each participant under the Share Option Scheme

Not exceeding 1% of the issued share capital of the Company for the time being in any 12-month period. Any further grant of options in excess of such limit must be separately approved by the Company's shareholders in general meeting.

主要股東及其他人士於股份及相關股份中的權益及淡倉(續)

除上文所披露者外，於二零二二年十二月三十一日，根據本公司按照證券及期貨條例第336條存置之登記冊所示，並無人士於股份或相關股份中擁有權益或淡倉。

購股權計劃

根據本公司股東於二零一一年十二月二十日的書面決議案，本公司採納一項購股權計劃（「購股權計劃」）以便對合資格參與者為本集團所作貢獻給予獎勵或獎賞及／或讓本集團得以招攬及挽留高質素僱員及吸引對本集團極重要的人力資源。

購股權計劃詳情如下：

1. 購股權計劃之目的

作為合資格參與者為本集團所作貢獻之獎勵或獎賞。

2. 購股權計劃之合資格參與者

本公司或其任何附屬公司或本集團任何成員公司持有任何股權之任何實體之任何合資格僱員（不論全職或兼職，包括任何執行董事）、任何非執行董事、任何股東、任何供應商及任何客戶，以及對本集團發展貢獻良多之任何其他人士。

3. 根據購股權計劃可供發行之股份總數及佔於本報告日期已發行股本之百分比

173,143,250 股股份（相當於本年報日期已發行股本總額約 10%）。

4. 各參與者根據購股權計劃可獲發行之股份數目上限

於任何十二個月期間不超過本公司當時已發行股本之 1%。超過此上限的任何進一步購股權批授必須經本公司股東於股東大會上逐項批准。

REPORT OF THE DIRECTORS (CONTINUED) 董事會報告(續)

SHARE OPTION SCHEME (CONTINUED)

5. The period within which the Shares must be taken up under an option

A period (which may not expire later than 10 years from the date of offer of that option) to be determined and notified by the Directors to the grantee thereof.

6. The minimum period for which an option must be held before it can be exercised

Unless otherwise determined by the Directors, there is no minimum period required under the Share Option Scheme for the holding of an option before it can be exercised.

7. The amount payable on application or acceptance of the option and the period within which payments or calls must or may be made

A remittance in favour of the Company of HK\$1.00 on or before the date of acceptance (which may not be later than 21 days from the date of offer).

8. The basis of determining the exercise price

Being determined by the Directors and being not less than the highest of:

- the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of offer;
- the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of offer; and
- the nominal value of the Shares.

9. The remaining life of the Share Option Scheme

The Share Option Scheme is valid and effective for a period of 10 years commencing on 20 December 2011 (being the date of adoption of the Share Option Scheme).

購股權計劃(續)

5. 必須根據購股權認購股份之期限

將由董事釐定及通知承授人之期限，但不得遲於購股權要約當日起計十年後屆滿。

6. 行使購股權前必須持有購股權之最短期限

除非董事另有決定，購股權計劃並無規定行使購股權前必須持有購股權之最短期限。

7. 申請或接納購股權應付之款項，以及必須或可予繳款或催繳款項之期間

於接納當日或之前(不會遲於自要約當日起計21日)匯寄1.00港元予本公司。

8. 釐定行使價之基準

由董事釐定，惟不會低於下列各項之最高者：

- 要約當日股份於聯交所每日報價表所示之收市價；
- 緊接要約當日前五個營業日股份於聯交所每日報價表所示平均收市價；及
- 股份面值。

9. 購股權計劃餘下之期限

購股權計劃自二零一一年十二月二十日(即採納購股權計劃之日)起計十年內有效及生效。

REPORT OF THE DIRECTORS (CONTINUED)

董事會報告(續)

SHARE OPTION SCHEME (CONTINUED)

All share options are subject to the fulfillment of relevant profit targets by the Company, as set out below, and share options shall not be vested if any of the profit targets is failed to be met.

Details of the specific categories of options are as follows:

	Date of grant 授出日期	Vesting date 歸屬日期	Exercise period 行使期	Exercise price 行使價 HK\$ 港元	Vesting conditions 歸屬條件
2018 Share Option 1 二零一八年購股權I	15 January 2018 二零一八年一月十五日	31 May 2018 二零一八年五月三十一日	1 June 2018 to 14 January 2023 二零一八年六月一日至 二零二三年一月十四日	0.842	<p>Profit after income tax (but before share-based payment expenses) according to the audited consolidated financial statement of the Company for the year ended 31 December 2017: 根據本公司截至二零一七年十二月三十一日止年度的經審核綜合財務報表，除所得稅(但未扣除股份付款開支)後溢利：</p> <ul style="list-style-type: none"> — Equal to or more than RMB100 million, 100% of 2018 Share Option 1 shall be vested; 相等於或多於人民幣100百萬元，則須歸屬二零一八年購股權I的100%； — Equal to or more than RMB80 million but less than RMB100 million, 50% of 2018 Share Option 1 shall be vested; and 相等於或多於人民幣80百萬元但少於人民幣100百萬元，則須歸屬二零一八年購股權I的50%；及 — Less than RMB80 million, no 2018 Share Option 1 shall be vested. 少於人民幣80百萬元，則毋須歸屬二零一八年購股權I。

購股權計劃(續)

所有購股權須待本公司達成有關盈利目標(如下文所載)後方可作實，倘未能達成有關盈利目標，購股權不得予以歸屬。

特定類別購股權詳情如下：

- Equal to or more than RMB100 million, 100% of 2018 Share Option 1 shall be vested;
相等於或多於人民幣100百萬元，則須歸屬二零一八年購股權I的100%；
- Equal to or more than RMB80 million but less than RMB100 million, 50% of 2018 Share Option 1 shall be vested; and
相等於或多於人民幣80百萬元但少於人民幣100百萬元，則須歸屬二零一八年購股權I的50%；及
- Less than RMB80 million, no 2018 Share Option 1 shall be vested.
少於人民幣80百萬元，則毋須歸屬二零一八年購股權I。

REPORT OF THE DIRECTORS (CONTINUED) 董事會報告(續)

SHARE OPTION SCHEME (CONTINUED)

Details of the specific categories of options are as follows: (Continued)

	Date of grant 授出日期	Vesting date 歸屬日期	Exercise period 行使期	Exercise price 行使價 HK\$ 港元	Vesting conditions 歸屬條件
2018 Share Option 2 二零一八年購股權II	15 January 2018 二零一八年一月十五日	31 May 2019 二零一九年五月三十一日	1 June 2019 to 14 January 2023 二零一九年六月一日至 二零二三年一月十四日	0.842	Profit after income tax (but before share-based payment expenses) according to the audited consolidated financial statement of the Company for the year ended 31 December 2018: 根據本公司截至二零一八年十二月三十一日止年度的經審核綜合財務報表，除所得稅(但未扣除股份付款開支)後溢利： <ul style="list-style-type: none"> — Equal to or more than RMB150 million, 100% of 2018 Share Option 2 shall be vested; 相等於或多於人民幣150百萬元，則須歸屬二零一八年購股權II的100%； — Equal to or more than RMB100 million but less than RMB150 million, 50% of 2018 Share Option 2 shall be vested; and 相等於或多於人民幣100百萬元但少於人民幣150百萬元，則須歸屬二零一八年購股權II的50%；及 — Less than RMB100 million, no 2018 Share Option 2 shall be vested. 少於人民幣100百萬元，則毋須歸屬二零一八年購股權II。

購股權計劃(續)

特定類別購股權詳情如下：(續)

REPORT OF THE DIRECTORS (CONTINUED)

董事會報告(續)

SHARE OPTION SCHEME (CONTINUED)

Details of the specific categories of options are as follows: (Continued)

	Date of grant 授出日期	Vesting date 歸屬日期	Exercise period 行使期	Exercise price 行使價 HK\$ 港元	Vesting conditions 歸屬條件
2018 Share Option 3 二零一八年購股權III	15 January 2018 二零一八年一月十五日	31 May 2020 二零二零年五月三十一日	1 June 2020 to 14 January 2023 二零二零年六月一日至 二零二三年一月十四日	0.842	Profit after income tax (but before share-based payment expenses) according to the audited consolidated financial statement of the Company for the year ended 31 December 2019: 根據本公司截至二零一九年十二月三十一日止年度的經審核綜合財務報表，除所得稅(但未扣除股份付款開支)後溢利： — Equal to or more than RMB200 million, 100% of 2018 Share Option 3 shall be vested; 相等於或多於人民幣200百萬元，則須歸屬二零一八年購股權III的100%； — Equal to or more than RMB150 million but less than RMB200 million, 50% of 2018 Share Option 3 shall be vested; and 相等於或多於人民幣150百萬元但少於人民幣200百萬元，則須歸屬二零一八年購股權III的50%；及 — Less than RMB150 million, no 2018 Share Option 3 shall be vested. 少於人民幣150百萬元，則毋須歸屬二零一八年購股權III。

購股權計劃(續)

特定類別購股權詳情如下：(續)

- Equal to or more than RMB200 million, 100% of 2018 Share Option 3 shall be vested;
相等於或多於人民幣200百萬元，則須歸屬二零一八年購股權III的100%；
- Equal to or more than RMB150 million but less than RMB200 million, 50% of 2018 Share Option 3 shall be vested; and
相等於或多於人民幣150百萬元但少於人民幣200百萬元，則須歸屬二零一八年購股權III的50%；及
- Less than RMB150 million, no 2018 Share Option 3 shall be vested.
少於人民幣150百萬元，則毋須歸屬二零一八年購股權III。

REPORT OF THE DIRECTORS (CONTINUED)

董事會報告(續)

SHARE OPTION SCHEME (CONTINUED)

Details of the specific categories of options are as follows: (Continued)

	Date of grant 授出日期	Vesting date 歸屬日期	Exercise period 行使期	Exercise price 行使價 HK\$ 港元	Vesting conditions 歸屬條件
2018 Share Option 4 二零一八年購股權IV	15 January 2018 二零一八年一月十五日	31 May 2021 二零二一年五月三十一日	1 June 2021 to 14 January 2023 二零二一年六月一日至 二零二三年一月十四日	0.842	Profit after income tax (but before share-based payment expenses) according to the audited consolidated financial statement of the Company for the year ended 31 December 2020: 根據本公司截至二零二零年十二月三十一日止年度的經審核綜合財務報表，除所得稅(但未扣除股份付款開支)後溢利： — Equal to or more than RMB250 million, 100% of 2018 Share Option 4 shall be vested; 相等於或多於人民幣250百萬元，則須歸屬二零一八年購股權IV的100%； — Equal to or more than RMB200 million but less than RMB250 million, 50% of 2018 Share Option 4 shall be vested; and 相等於或多於人民幣200百萬元但少於人民幣250百萬元，則須歸屬二零一八年購股權IV的50%；及 — Less than RMB200 million, no 2018 Share Option 4 shall be vested. 少於人民幣200百萬元，則毋須歸屬二零一八年購股權IV。

On 31 May 2016, options to subscribe for an aggregate of 22,800,000 Shares, being 100% of 2015 Share Option 1, have been vested to the grantees of the options. On 31 May 2017, options to subscribe for an aggregate of 19,350,000 Shares of 2015 Share Option 2 have been vested to the grantees of the options. On 31 May 2018, options to subscribe for an aggregated of 23,200,000 Shares and 9,800,000 Shares of 2015 Share Option 3 and 2018 Share Option 1, respectively have been vested to the grantees of the options. On 31 May 2019, options to subscribe for an aggregated of 6,840,000 Shares of 2018 Share Option 2 have been vested to the grantees of the options. On 31 May 2020, none of 2018 Share Option 3 have been vested to the grantees of the options. On 31 May 2021, none of 2018 Share Option 4 have been vested to the grantees of the options.

As at 31 December 2022, the total number of securities available for issue under the Share Option Scheme pursuant to its terms was 4,660,000 Shares, representing in aggregate approximately 0.3% of the Company's issued share capital.

購股權計劃(續)

特定類別購股權詳情如下：(續)

	Date of grant 授出日期	Vesting date 歸屬日期	Exercise period 行使期	Exercise price 行使價 HK\$ 港元	Vesting conditions 歸屬條件
2018 Share Option 4 二零一八年購股權IV	15 January 2018 二零一八年一月十五日	31 May 2021 二零二一年五月三十一日	1 June 2021 to 14 January 2023 二零二一年六月一日至 二零二三年一月十四日	0.842	Profit after income tax (but before share-based payment expenses) according to the audited consolidated financial statement of the Company for the year ended 31 December 2020: 根據本公司截至二零二零年十二月三十一日止年度的經審核綜合財務報表，除所得稅(但未扣除股份付款開支)後溢利： — Equal to or more than RMB250 million, 100% of 2018 Share Option 4 shall be vested; 相等於或多於人民幣250百萬元，則須歸屬二零一八年購股權IV的100%； — Equal to or more than RMB200 million but less than RMB250 million, 50% of 2018 Share Option 4 shall be vested; and 相等於或多於人民幣200百萬元但少於人民幣250百萬元，則須歸屬二零一八年購股權IV的50%；及 — Less than RMB200 million, no 2018 Share Option 4 shall be vested. 少於人民幣200百萬元，則毋須歸屬二零一八年購股權IV。

於二零一六年五月三十一日，共可認購22,800,000股股份的購股權(佔二零一五年購股權I的100%)已向購股權的承授人歸屬。於二零一七年五月三十一日，認購二零一五年購股權II合共19,350,000股股份的購股權已向購股權的承授人歸屬。於二零一八年五月三十一日，分別認購二零一五年購股權III及認購二零一八年購股權I合共23,200,000股及9,800,000股股份的購股權已向購股權的承授人歸屬。於二零一九年五月三十一日，認購二零一八年購股權II合共6,840,000股股份的購股權已向購股權的承授人歸屬。於二零二零年五月三十一日，二零一八年購股權III並無歸屬予購股權承授人。於二零二一年五月三十一日，概無二零一八年購股權IV歸屬予該購股權的承授人。

於二零二二年十二月三十一日，根據購股權計劃條款，其項下可供發行的證券總數為4,660,000股股份，合共佔本公司已發行股本約0.3%。

REPORT OF THE DIRECTORS (CONTINUED) 董事會報告(續)

SHARE OPTION SCHEME (CONTINUED)

Details of movements of the share options granted under the Share Option Scheme for the year ended 31 December 2022 were as follows:

購股權計劃(續)

截至二零二二年十二月三十一日止年度，根據購股權計劃授出的購股權的變動詳情如下：

Name	Date of grant	Outstanding as at 1 January 2022 於二零二二年 一月一日 尚未行使	Number of share options 購股權數目				Outstanding as at 31 December 2022 於二零二二年 十二月三十一日 尚未行使
			Granted during the year 年內授出	Exercised during the year 年內行使	Lapsed during the year 年內失效		
Executive Directors							
執行董事							
Mr. Zhang Gongjun 張公俊先生	15 January 2018 二零一八年一月十五日	800,000	-	-	-	800,000	
Independent non-executive Directors							
獨立非執行董事							
Dr. Vincent Cheng 鄭嘉福博士	15 January 2018 二零一八年一月十五日	120,000	-	-	-	120,000	
Dr. Miao Bo 苗波博士	15 January 2018 二零一八年一月十五日	120,000	-	-	-	120,000	
Sub-total 小計		1,040,000	-	-	-	1,040,000	
Employees in aggregate 僱員合計	15 January 2018 二零一八年一月十五日	2,060,000	-	-	-	2,060,000	
Total 總計		3,100,000	-	-	-	3,100,000	

No options were cancelled during the year. Further details of the share options are set out in note 28 to the consolidated financial statements.

年內並無註銷購股權。購股權之更多詳情載於綜合財務報表附註28。

REPORT OF THE DIRECTORS (CONTINUED) 董事會報告(續)

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed above, at no time during the year was the Company, any of its subsidiaries, its associated companies, its fellow subsidiaries or its holding companies a party to any arrangements to enable the Directors or the chief executive of the Company to hold any interests or short positions in the shares or underlying shares in, or debentures of, the Company and/or its associated corporations (within the meaning of the SFO).

PERMITTED INDEMNITY PROVISION

The Company has arranged for insurance cover for Directors' and officers' liabilities in respect of legal actions against its Directors and senior officers arising out of corporate activities. During the year ended 31 December 2022 and up to the date of this annual report, save that (i) pursuant to the service contract of each of the executive Directors, the Company shall indemnify such Directors against, to the extent permitted by laws, all losses, claims, compensations, liabilities or expenses incurred as a result of such Directors performing his/her duties and responsibilities under such contracts, including but not limited to any legal proceedings against such Directors and except for wilful default or negligence; and (ii) pursuant to the Articles of Association, the Directors shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their executors or administrators, shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts, except such (if any) as they shall incur or sustain through their own fraud or dishonesty, no other permitted indemnity provision (as defined in section 9 of the Companies (Directors' Report) Regulation (Cap. 622D of the Laws of Hong Kong)) was or is being in force for the benefit of any of the Directors (whether made by the Company or otherwise) or any of the directors of an associated company (if made by the Company).

董事購買股份或債券之權利

除上文所披露者外，本公司、其任何附屬公司、其相聯法團、其同系附屬公司或其控股公司概無於本年度參與訂立任何安排，致使本公司董事或主要行政人員於本公司及／或其相聯法團(定義見證券及期貨條例)之股份或相關股份或債券中擁有任何權益或淡倉。

獲准許彌償條文

本公司已就企業活動所引致對其董事及高級職員的法律行動中董事及高級職員的責任投保。截至二零二二年十二月三十一日止年度及截至本年報日期，除(i)本公司根據各執行董事的服務合約，在法律許可範圍內，就該等董事根據有關合約履行其職責及責任所引致的任何損失、索賠、賠償、負債或開支(包括但不限於向該等董事提出的法律訴訟，但不包括蓄意違約或疏忽職守所引致者)作出之彌償外，及(ii)根據章程細則，董事可從本公司之資產獲得彌償，就彼等或彼等任何一人、彼等的或彼等任何一名遺囑執行人或遺產管理人將或可能因在其各自之職位或受託的職責中所作出任何行為、同意或忽略或有關執行其職務或據稱職務而可能產生或蒙受的所有訴訟、成本、費用、損失、損害及開支，可獲確保免就此受任何損害，惟此彌償不得伸延至因彼等之欺詐或不誠實行為而產生或蒙受的損害(如有)，概無其他已生效或生效中的獲准許的彌償(定義見香港法例第622D章公司(董事報告)規例第9條)惠及任何董事(無論由本公司或其他人士作出)或聯營公司任何董事(倘由本公司作出)。

REPORT OF THE DIRECTORS (CONTINUED)

董事會報告(續)

INTEREST CAPITALISED

No interest was capitalised by the Group during the financial year ended 31 December 2022.

RELATED PARTY TRANSACTIONS

Save for the transactions disclosed under “Non-exempt Continuing Connected Transactions”, details of the material related party transactions entered into by the Group are set out in note 33 to the consolidated financial statements which do not constitute notifiable or connected transactions under the GEM Listing Rules. The Directors confirm that the Company has complied with the disclosure requirements (if any) in accordance with Chapter 20 of the GEM Listing Rules.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2022.

AUDIT COMMITTEE

The Audit Committee was established by the Board on 20 December 2011. The role, function and composition of the Audit Committee are set out in the paragraph headed “Audit Committee” of the Corporate Governance Report of this annual report.

The Group's consolidated results and the results announcement for the year ended 31 December 2022 have been reviewed by the Audit Committee. The Board is of opinion that the preparation of such financial information complied with the applicable accounting standards, the requirements under the GEM Listing Rules and any other applicable legal requirements, and that adequate disclosures have been made.

CORPORATE GOVERNANCE

The Company is committed to maintaining the highest standard of corporate governance practices. Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report of this annual report.

資本化利息

截至二零二二年十二月三十一日止財政年度，本集團概無產生資本化利息金額。

關連人士交易

除「不獲豁免持續關連交易」所披露的交易外，本集團訂立的重大的關連交易的詳情已載於綜合財務報表附註33，而該等交易根據GEM上市規則並不構成須予公佈或關連交易。董事確認，本公司已遵守GEM上市規則第20章之披露規定(如有)。

購回、出售或贖回上市證券

於截至二零二二年十二月三十一日止年度，概無本公司或其任何附屬公司購回、出售或贖回本公司任何上市證券。

審核委員會

董事會於二零一一年十二月二十日成立審核委員會。審核委員會之角色、職能及組成載於本年報企業管治報告「審核委員會」一段。

本集團截至二零二二年十二月三十一日止年度的綜合業績及業績公告已經審核委員會審閱。董事會認為有關財務資料已遵照適用會計準則、GEM上市規則及任何其他適用法例規定而編撰，並已作出充足披露。

企業管治

本公司一直致力維持最高水準之企業管治慣例。有關本公司採納的企業管治慣例的資料載於本年報企業管治報告。

REPORT OF THE DIRECTORS (CONTINUED)

董事會報告(續)

SUFFICIENCY OF PUBLIC FLOAT

As at the date of this annual report, based on information that is publicly available to the Company and within the knowledge of the Directors, the Directors confirm that the Company maintained the amount of public float as required under GEM Listing Rules.

AUDITOR

BDO Limited resigned as auditors of the Company with effect from 23 December 2021 and Elite Partners CPA Limited was appointed as the auditor of the Company with effect from 24 December 2021 to fill the vacancy following BDO Limited's resignation. An nomination proposal will be submitted to the forthcoming annual general meeting of the Company to re-appoint Elite Partners CPA Limited as auditor of the Company.

ON BEHALF OF THE BOARD

Zhang Gongjun

Chairman

Hong Kong, 14 April 2023

足夠公眾持股量

根據本公司可透過公開渠道獲得的資料且就董事所知，於本年報日期，董事確認本公司已維持 GEM 上市規則規定的公眾持股量。

核數師

立信德豪會計師事務所有限公司辭任本公司核數師職務，自二零二一年十二月二十三日起生效，開元信德會計師事務所有限公司獲聘任為本公司核數師，自二零二一年十二月二十四日起生效，以填補立信德豪會計師事務所有限公司辭任後的空缺。本公司將在應屆股東週年大會上提交一項提名建議，以重新委任開元信德會計師事務所有限公司為本公司核數師。

代表董事會

主席

張公俊

香港，二零二三年四月十四日

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ABOUT THIS REPORT:

We are pleased to present this Environmental, Social and Governance (“ESG”) Report in accordance with the Environmental, Social and Governance Reporting Guide (“ESG Guide”), as set out in Appendix 20 of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the “GEM Listing Rules”). The information stated in this report covers the period from 1 January 2022 to 31 December 2022 (the “Reporting Period”) which aligns with the financial year as the 2022 annual report of the Group.

CORE BUSINESS OF THE GROUP:

In the period under review, the Group’s main activities are operation of financial services platform, provision of entrusted loan and other loan services, financial consultation services, and finance lease in the People’s Republic of China (“PRC” or “China”)

ESG APPROACH

This Report demonstrates Flying Financial Service Holdings Ltd.’s (hereinafter referred to as “Flying Financial”, the “Company”) and its subsidiaries’ (the “Group”) policy, approach and performance in terms of sustainable development for the financial year ended on 31 December 2022.

The scope of this ESG report mainly includes the data and activities of the Hong Kong and Shenzhen offices which are the major operating locations of the Group.

In view of the nature of the business of the Group, the Group does not pose significant environmental risks in its operation as compared to other engineering or manufacturing focused companies. As such, the scope of this report focuses mainly on the Group’s management approach in the areas of labour practices, employee benefits, supply chain management, product responsibility, anti-corruption and anti-money laundering activity and community investment.

關於本報告

根據載於聯交所GEM證券上市規則(「GEM上市規則」)附錄二十的《環境、社會及管治報告指引》(「環境、社會及管治指引」)，我們欣然呈列本環境、社會及管治報告。本報告的資料涵蓋二零二二年一月一日至二零二二年十二月三十一日(「報告期間」)，與本集團二零二二年年報的財政年度一致。

本集團的核心業務

於回顧期內，本集團的主要業務為於中華人民共和國(「中國」)運作金融服務平台、提供委託貸款及其他貸款服務、財務顧問服務以及融資租賃。

環境、社會及管治方針

本報告說明匯聯金融服務控股有限公司(「本公司」，下稱「匯聯金融」)及其附屬公司(統稱「本集團」)於截至二零二二年十二月三十一日止財政年度有關可持續發展的政策、方針及表現。

本環境、社會及管治報告的範疇主要包括本集團主要經營地點香港及深圳辦公室的數據及活動。

鑒於本集團的業務性質，與其他工程或製造公司相比，本集團經營活動並無重大環境風險。因此，本報告主要涉及本集團於勞工措施、僱員福利、供應鏈管理、產品責任、反貪、反洗黑錢活動及社區投資方面的管理方針。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

STATEMENT FROM THE BOARD

The Board of Flying Financial believes that the establishment of the ESG management system can continuously promote the sustainable development of the Company. As the decision-making body for sustainable development, the Board of the Company is fully responsible for the Company's sustainable development strategies, and based on which conducts overall planning for the Company's ESG management, including but not limited to providing guidance on ESG working guidelines regularly.

The Group has appointed the management to oversee the Group's ESG-related issues and works, and identify and prevent major ESG risks in daily operations through the ESG risk management, mainly comprising risks related to environmental protection, safety and business operation. These risks are periodically reviewed and reported to the Board.

The management of the Group have also been appointed to develop the sustainable development policies and measures, and review the process of implementation periodically. The communication with the stakeholders will be strengthened and the sustainable development policies will be adjusted if the progress does not meet the expected targets or the conditions of operations are changed.

In the future, the Board will continue to monitor and improve the Group's measures and performance on sustainability and commit to create long-term values for all stakeholders and the communities where the business is located.

STAKEHOLDERS ENGAGEMENT AND MATERIALITY

Our approach to stakeholder engagement is designed to ensure that our stakeholders' perspectives and expectations are fully understood to help define our current and future sustainability strategies.

The Group believes that the interests of all stakeholders must be taken in account in order to strengthen relationship with our shareholders, employees, customers, suppliers, government authorities and the society as a whole.

董事會聲明

匯聯金融董事會認為，建立環境、社會及管治管理體系能持續推動本公司的可持續發展。作為可持續發展的決策機關，本公司董事會對本公司的可持續發展策略負全責，並在此基礎上對本公司的環境、社會及管治管理進行整體規劃，包括但不限於定期就環境、社會及管治工作指南提供指導。

本集團指派管理層監督本集團的環境、社會及管治相關議題及工作，並通過環境、社會及管治風險管理識別及防範日常營運中的重大環境、社會及管治風險，主要包括有關環境保護、安全及業務營運的風險。該等風險被定期審核並向董事會報告。

本集團管理層亦受委派定制可持續發展的政策及措施，並定期審查實施過程。我們將加強與持份者的溝通，如果進程未有達到預期目標或經營條件有變，我們將調整可持續發展政策。

未來，董事會將繼續監督及改進本集團在可持續發展方面的措施及績效，並致力於為所有持份者及業務所在的社區創造長期價值。

持份者的參與及重要性

我們的持份者參與方針旨在確保持份者的觀點及預期得到充分理解，以便規劃當前及未來的可持續策略。

本集團認為，我們必須考慮所有持份者的利益，方可促進我們與股東、僱員、客戶、供應商、政府及全社會的關係。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

The Group proactively engaged with the key stakeholder groups in a variety of ways to ensure effective communication of our objective and progress in relation to the following areas of concern.

本集團通過多種方式與主要持份者群體保持積極聯絡，以確保可就以下關注點的目標及進展進行有效溝通。

Major Stakeholder 主要持份者	Major Communication Channels 主要溝通渠道	Major Concerns 主要關注點
Shareholders and Investors 股東及投資者	<ul style="list-style-type: none"> • Press release, Corporate Announcements and Circulars • 新聞稿、公司公告及通函 • Annual and Interim Reports • 年報及中期報告 • Annual General Meetings • 股東週年大會 	<ul style="list-style-type: none"> • Profitability • 盈利能力 • Financial Stability • 財務穩定 • Information Disclosure & Transparency • 信息披露與透明度
Employees 僱員	<ul style="list-style-type: none"> • Trainings and Team Building Activities • 培訓及團隊建設活動 • Business Meetings and Briefings • 商務會議及簡報 • Performance Appraisals • 績效評估 	<ul style="list-style-type: none"> • Compensation & Benefits • 補償及福利 • Career Development and Training Opportunities • 職業發展和培訓機會 • Health & Safety Work Environment • 健康及安全的工作環境
Suppliers 供應商	<ul style="list-style-type: none"> • Procurement Meetings • 採購會議 • Phone Calls, Conferences, Emails, Site Visit • 電話、會議、電子郵件、實地探訪 	<ul style="list-style-type: none"> • Cooperation on Fair Terms • 公平合作 • Integrity • 誠信
Customers 客戶	<ul style="list-style-type: none"> • Customer Complaint Hotlines • 客戶投訴熱線 • Meetings and Correspondences • 會議及通訊 	<ul style="list-style-type: none"> • Quality Products and Services • 高質產品及服務 • Privacy Protection • 私隱保護
Public Community 公共社區	<ul style="list-style-type: none"> • Charitable and Volunteering Activities • 慈善及志願者活動 • Community Interactions • 社區互動 	<ul style="list-style-type: none"> • Corporate Social Responsibilities • 企業社會責任 • Community Investment and Charitable Activities • 社區投資及慈善活動
Government and Supervisory Institutions 政府及監管機構	<ul style="list-style-type: none"> • Major Meeting and Policy Consultation • 重要會議及政策諮詢 • Information Disclosures • 信息披露 • Institutional Visits • 機構訪問 	<ul style="list-style-type: none"> • Compliance Operation • 合規經營 • Corporate Governance • 企業管治 • Environmental Protection • 環境保護

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

MATERIALITY ASSESSMENT

During the Reporting Period, the Group conducted the materiality assessment through internal discussion of the management and the operational staff, and according to various factors such as its strategies, development and goals, and graded ESG levels identified in relation to its business and stakeholders and their respective impact levels, and listed the top 7 major ESG issues of the Group based on the results of the assessment.

重大性評估

報告期內，本集團通過管理層及業務人員的內部討論，根據本集團的策略、發展及目標等多種因素，進行了重大性評估，並結合業務及持份者的情況對環境、社會及管治等級進行分級識別，並根據評估結果列出本集團的7大環境、社會及管治議題。

Scope 範圍	Material Issues 重大議題
Operation Practices 經營常規	Customers Service Management 客戶服務管理 Customers Privacy Protection 客戶隱私保護
Environment 環境	GHG Emissions 溫室氣體排放 Energy and Resources Consumption 能源及資源消耗
Labour Practices 勞工常規	Employment Compliance 僱傭合規 Remuneration and Benefit 報酬及福利 Employees Turnover Minimization 將僱員流失減至最低

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

A. ENVIRONMENT PROTECTION

As far as environmental management is concerned, though businesses of the Group in the provision of financial services does not pose significant environmental risks, the Group has actively paid attention to reduce the use of natural resources in operations, and implement environmental control measures wherever practicable towards to minimize its impact on the environment.

A.1 Emissions

In order to seek long-term sustainability of the environment, the Group is prudent in controlling its emissions, and complies with relevant environmental laws and regulations in Hong Kong and China during its daily operations.

Given the nature of the business of the Group, the largest contributor of the Group's carbon footprint is the Indirect Greenhouse Gas ("GHG") emissions. The Group's GHG emissions are mainly due to electricity consumption during the operation at the workplace and the consumption of fuel for transportation by employees.

In order to achieve energy conservation and reduce GHG emissions, the Group has established the "Energy Conservation Management Policy" and adopted a number of energy conservation measures to ensure the most efficient use of electricity, reduce emission of GHG and demonstrate our determination to protect our environment, including but not limited to the below:

- Choose energy-efficient appliances and opt for low wattage lights;
- Maximise the use of natural light and limit the use of artificial lighting to the dark areas in the workplace that are out of the sun's reach;
- Advise employees to put their computers in hibernation mode and turn off all other office equipment when not in use;
- Switch off air conditioning systems and lighting after office hours;
- Keeping all the doors and windows closed when the air conditioners are running; and
- Teleconference and internet-meeting practices are also encouraged to avoid unnecessary business travel.

A. 環境保護

環境管理方面，儘管本集團金融服務業務並無重大環境風險，但本集團仍積極留意在運營中減少自然資源使用，並實施可行的環境控制措施盡量降低對環境的影響。

A.1 排放

為尋求環境的長期可持續發展，本集團嚴格控制排放，日常運營遵守香港及中國相關環境法律法規。

鑒於本集團的業務性質，本集團碳足跡的首要組成部分為間接溫室氣體(「溫室氣體」)排放。本集團的溫室氣體排放主要是由於工作場所的經營用電及僱員交通的燃料消耗。

為節約能源及減少溫室氣體排放，本集團制訂了「節能管理政策」，採用一系列節能措施確保電力的高效利用，減少溫室氣體排放，彰顯我們的環保決心。該等措施包括但不限於：

- 選擇節能電器及低功率電燈；
- 盡量使用自然光，僅在工作場所無陽光照射的黑暗區域使用人工照明；
- 建議僱員在不使用時將電腦設置為睡眠模式，並關閉所有其他辦公設備；
- 辦公時間結束後關閉空調系統及照明；
- 空調運轉時關閉所有門窗；及
- 鼓勵進行遠程電話會議及網絡會議，以避免非必要的商務出差。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

A. ENVIRONMENT PROTECTION (CONTINUED)

A.1 Emissions (Continued)

The Group will continue to improve the efficiency of resource utilization and gradually establish the quantitative targets for future electricity consumption based on the use of resource in the current year.

As far as waste management is concerned, due to our business nature, no significant hazardous waste was generated from our operations during the Reporting Period.

During the Reporting Period, the Group has complied with relevant laws and regulations regarding the use of natural resources in operation and has not received any notice of violation from government authorities.

A.2 Use of Resources

The main resources consumed by the Group are electricity, water and paper. The water consumption of the Group is minimal while electricity is consumed during daily business operations in our offices through the use of indoor lighting, air-conditioning, functioning of office equipment, function of equipment related to repair and maintenance etc. As mentioned in Section A.1, the Group has established energy conservation procedures to help reduce the use of resources.

In order to enhance environment protection, the Group has also followed a number of energy saving and efficiency measures stipulated in the "Energy Conservation Management Policy" to promote paperless office and minimize the use of water, including but not limited to the below:

A. 環境保護(續)

A.1 排放(續)

本集團將不斷提高資源利用效率，並基於本年度的資源使用情況逐步制訂未來用電的定量目標。

廢棄物管理方面，鑒於我們的業務性質，於報告期間我們的營運並無產生顯著的有害廢棄物。

於報告期間，本集團一直遵守有關營運使用天然資源的法律法規，並無接獲政府機關的任何違規通知。

A.2 資源使用

本集團所耗用的主要資源為電力、水及紙張。本集團消耗少量水資源，而辦公室日常業務營運所消耗的電力主要源於使用室內照明、空調、操作辦公設備、操作維修及維護設備等。誠如A.1節所述，本集團已制定節能程序，以削減能源消耗。

為加強環保力度，本集團遵循「節能管理政策」規定的一系列節能提效措施，以推進落實無紙化辦公室及減少用水量。該等措施包括但不限於：

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

A. ENVIRONMENT PROTECTION (CONTINUED)

A.2 Use of Resources (Continued)

Water Conservation Measures:

- Cultivate the concept of saving for employees;
- Look for water leaks in fittings and use a water meter or flow restrictor where possible;
- Report leaking taps, toilets and showers;
- Install rainwater tanks and water-saving devices where possible; and
- Consider re-using or recycling water where possible.

Paper Conservation Measures:

- Use printers that can print on both sides of the paper; try to look into this option when replacing old printers;
- Recycled paper is used for intra-group informal documents and draft papers;
- Send electronic greetings over email or other forms of electronic applications, such as WhatsApp or WeChat, rather than faxing or writing; and
- Engage third parties for collection and handling of waste paper.

A. 環境保護(續)

A.2 資源使用(續)

節水措施：

- 培養僱員的節約意識；
- 檢查設備有無漏水，盡量使用水表及限流器；
- 發現水龍頭、廁所及淋浴器漏水，及時匯報；
- 盡量安裝雨水水箱及節水設施；及
- 盡量考慮重複用水或循環用水。

節約用紙措施：

- 使用可雙面打印的打印機；更換舊打印機時盡量選擇可雙面打印的打印機；
- 集團內部非正式文件及草稿紙使用環保紙；
- 通過電郵或其他形式的電子應用程序(如或微信)發送電子問候，取代傳真或書信；及
- 聘請第三方收集與處理廢紙。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

A. ENVIRONMENT PROTECTION (CONTINUED)

A.3 Environment and natural resources

This aspect is not applicable to the Group's operations, as the Group's environmental impact and use of natural resources is minimal.

2022 Key Performance Indicators

These tables present a quantitative overview of our 2022 Environmental aspect performance.

A.1. Emission — GHG	Units	2021	2022	Percentage Increase (+) or Decrease (-)
A.1. 排放 — 溫室氣體	單位	二零二一年	二零二二年	增加(+)或減少(-)百分比
Total GHG emission 溫室氣體總排放量	tonnes 噸	26.35	22.53	-14.52%
Total GHG emission per floor area 每平方米樓面面積溫室氣體總排放量	tonnes/m ² 噸/平方米	0.0120	0.0103	-14.52%
GHG emission for air travel per number of air travel 每次航空旅行的溫室氣體排放量	tonnes/no. of air travel 噸/航空差旅次數	0.00	0.00	0.00%
Indirect emission				
間接排放				
Electricity 電力	tonnes 噸	22.19	18.73	-15.62%
Air travel 航空差旅	tonnes 噸	0.00	0.00	0.00%
Paper consumption 用紙	tonnes 噸	4.16	3.80	-8.66%

A. 環境保護(續)

A.3 環境及自然資源

由於本集團之環境影響及所使用的自然資源微不足道，此範圍不適用於本集團之業務營運。

二零二二年關鍵績效指標

下表載列二零二二年環境績效表現的定量概覽。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

A. ENVIRONMENT PROTECTION (CONTINUED)

A.3 Environment and natural resources (Continued)

2022 Key Performance Indicators (Continued)

A.2. Use of resources	Units	2021	2022	Percentage Increase (+) or Decrease (-)
A.2. 資源使用	單位	二零二一年	二零二二年	增加(+)或減少(-)百分比
Total energy consumption 能源消耗總量	kWh 千瓦時	38,189.00	32,251.00	-15.55%
Total energy consumption per floor area 每平方米樓面面積能源消耗總量	kWh/m ² 千瓦時/平方米	17.43	14.72	-15.55%
Total paper consumption 用紙總量	kilograms 千克	842.00	770.00	-8.55%
Total paper consumption per floor area 每平方米樓面面積用紙總量	kilograms/m ² 千克/平方米	0.40	0.36	-8.66%
Total water consumption 用水總量	Gallons 加侖	284.00	243.00	-14.44%
Total water consumption per floor area 每平方米樓面面積用水總量	Gallons/m ² 加侖/平方米	0.14	0.12	-14.44%

Note to KPI:

- The above KPI are calculated based on the Hong Kong and Shenzhen offices' data which are the key operation sites of the Group. Emission factors were made reference to Appendix 27 of the Listing Rules and their referred documentation as set out by Hong Kong Exchanges and Clearing Limited, unless stated otherwise.
- The indirect greenhouse gas, carbon dioxide is calculated based on Hong Kong and Shenzhen offices' electricity usage and business travel. Figures are calculated based on the offices' electricity usage, the flying distance and frequency of business travels of all staff in Hong Kong and Shenzhen offices.
- Water usage of Hong Kong office is not included as the water supply is shared with other tenants in the building.
- Emission factor of 0.61kg CO₂e/kWh was used for purchased electricity in the PRC.

A. 環境保護(續)

A.3 環境及自然資源(續)

二零二二年關鍵績效指標(續)

關鍵績效指標附註：

- 上述關鍵績效指標以本集團的主要經營地點 — 香港及深圳辦公室的數據為基礎計算。除另有說明外，排放系數乃參照香港聯合交易所有限公司制定的上市規則附錄二十七及其提述的文件。
- 間接溫室氣體二氧化碳乃根據香港及深圳辦公室的用電及商務出差計算。計算基於香港及深圳辦公室的用電，以及全體員工商務出差的飛行里數及頻繁程度。
- 香港辦公室的用水並不包括與同一樓宇內其他租戶共享的水供應。
- 在中國購買電力使用的排放系數為0.61 千克二氧化碳當量/千瓦時。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

A. ENVIRONMENT PROTECTION (CONTINUED)

A.3 Environment and natural resources (Continued)

During the Reporting Period, the GHG emissions were 22.53 tonnes with an intensity of 0.0103 per square foot. This figure represents a reduction of approximately 4 tonnes, or 14.52%, compared to the total GHG emissions in 2021. The Group will continue to assess and record its greenhouse gas emissions and other environmental data annually and compare it with last year's data to assist the Group in further developing emission reduction targets in the future.

A.4 Climate Change

In view of the nature of the business of the Group, the Group does not have any significant impacts on or by the climate-related issues.

A. 環境保護(續)

A.3 環境及自然資源(續)

於報告期間，溫室氣體排放量為22.53噸，密度為0.0103每平方英尺。溫室氣體總排放量較二零二一年減少約4噸，即14.52%。本集團將繼續每年評估及記錄其溫室氣體排放及其他環境數據，並與去年的數據進行比較，以幫助本集團在未來進一步制定減排目標。

A.4 氣候變化

鑒於本集團的業務性質，本集團對氣候相關議題概無任何重大影響或受其影響。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

B. SOCIAL COMMITMENT

Employees are the most valuable asset to the Group. The Group provides employees with competitive remuneration, benefits and development opportunities to encourage them to reach their full potential. The Group complies with the relevant laws and regulations on labour issues to protect the rights of employees and to establish mutual relationship with them.

B.1 Employment and Labour Practices

As demonstrated in our Policy, the Group is committed to providing a workplace free from any form of discrimination and harassment and provides opportunities to employees with different backgrounds and characteristics so as to build a diversified workforce.

Any form of discrimination against our potential or current employees on the ground of nationality, age, gender, sexual orientation, gender identity, ethnicity, disability, pregnancy, political inclination is strongly prohibited. The Group also forbid unlawful harassment, harassment and victimisation of any type at workplace.

The Group has formulated "Staff Handbook", "Human Resource Policy" and Compensation and Benefits Management Policy" as guidelines for employment, termination, business conduct, social security funds, compensation, employee benefits, leave benefits, working hours/overtime and performance benefits to ensure all the process complies with the Labour Law of the PRC and the Employment Ordinance (Cap. 57 of the Laws of Hong Kong).

B. 社會承擔

本集團一向視僱員為本集團最寶貴的財富。本集團為僱員提供具競爭力的薪酬、福利及發展機會，鼓勵僱員充分發揮潛能。本集團在勞務問題上遵守相關法律法規，保障僱員權利，與僱員建立互惠關係。

B.1 僱傭及勞工常規

如本集團的政策所述，本集團致力於提供一個並無任何形式的歧視與騷擾的工作場所，並為具有不同背景及特徵的員工提供機會，以建立一個多元化的員工隊伍。

本集團嚴禁以國籍、年齡、性別、性取向、性別認同、種族、殘疾、妊娠、政治傾向為由對潛在或現任僱員施加任何形式的歧視，亦禁止在工作場所進行任何類型的非法騷擾、騷擾及侵害。

本集團已制訂「員工手冊」、「人力資源政策」及「薪酬及福利管理政策」，為僱用、解聘、業務守則、社會保險金、報酬、僱員福利、離職福利、工時／加班及績效福利事宜提供指引，確保所有流程遵守中國勞動法及香港法例第57章僱傭條例。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

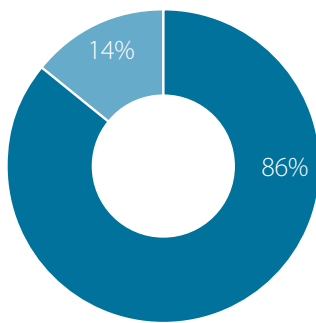
環境、社會及管治報告(續)

B. SOCIAL COMMITMENT (CONTINUED)

B.1 Employment and Labour Practices (Continued)

As at 31 December 2022, the Group had a total of 28 employees. Below figures are the detail composition of the Group's workforce.

Total Workforce by Employment Type
按就業類型劃分的總勞動力



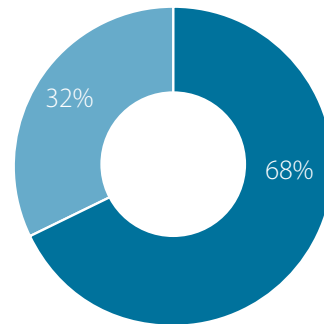
■ Full-time 全職 ■ Part-time 兼職

B. 社會承擔(續)

B.1 僱傭及勞工常規(續)

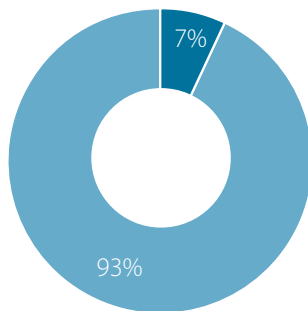
於二零二二年十二月三十一日，本集團總共有28名員工。以下數字為本集團員工隊伍的詳細構成。

Total Workforce by Gender
按性別劃分的總勞動力



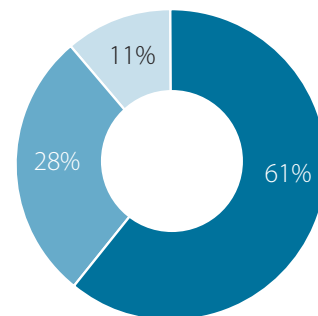
■ Male 男性 ■ Female 女性

Total Workforce by Region
按地區劃分的總勞動力



■ Hong Kong 香港 ■ PRC 中國

Total Workforce by Age Group
按年齡組別劃分的總勞動力



■ 31-40 ■ 41-50 ■ 51 or above 51或以上

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)
環境、社會及管治報告(續)

B. SOCIAL COMMITMENT (CONTINUED)

B.1 Employment and Labour Practices (Continued)

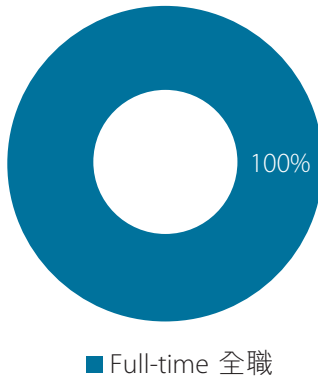
During the Reporting Period, 2 employees left the Group, representing an overall turnover rate of 6.90%.

B. 社會承擔(續)

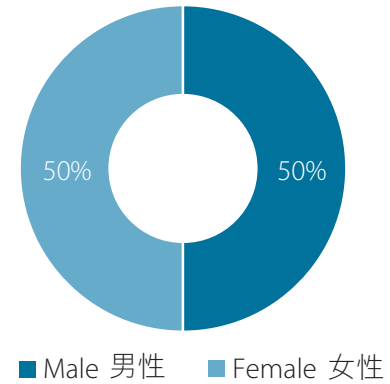
B.1 僱傭及勞工常規(續)

於報告期間，2名員工離開集團，整體流失率為6.90%。

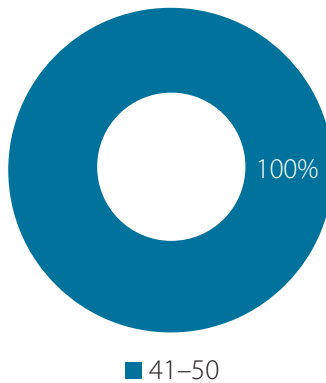
Employee Turnover Rate by Employment Type
按就業類型劃分的員工流失率



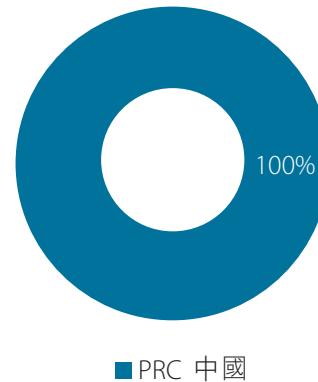
Employee Turnover Rate by Gender
按性別劃分的員工流失率



Employee Turnover Rate by Age Group
按年齡組別劃分的員工流失率



Employee Turnover Rate by Region
按地區劃分的員工流失率



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

B. SOCIAL COMMITMENT (CONTINUED)

B.1 Employment and Labour Practices (Continued)

The Group provides a wide range of incentives, including competitive remuneration and benefits packages, which are based on individual performances and qualifications of employees and benchmarked against our industry peers on an annual basis. Benefits to full-time employees include social insurance (endowment insurance, medical insurance, work-related injury insurance, unemployment insurance, childbirth insurance), housing provident fund and annual leave benefits. In addition, the Group also provides additional supplementary benefits to employees, including but not limited to the below:

1. Festive occasion benefit (monetary benefits for all statutory holiday, birthday, marriage, childbirth);
2. Medical care benefits (employees who have worked for the company for more than a year are entitled to have a free annual body check package and certain monetary benefits);
3. Incentive bonus (incentive activities are organized regularly to praise well performed employees); and
4. Other benefits (training, compassionate leave and allowance)

The Group distributed year-end bonus to employees based on individual performance in recognition of their contributions.

During the Reporting Period, the Group implemented different measures to reduce employee turnover rate in order to achieve on of our ESG goals, such as strengthening recruitment controls, so that applicants can fully understand the working environment and control of the Group. The Group also strengthen the staff trainings system to meet the career development requirement of employees at all levels; focus on the work pressure of employees, expand the development prospects of the group so that competitive career platform can be provided to the employees.

During the Reporting Period, the Group did not involve in any cases of illegality related to employment during the year.

B. 社會承擔(續)

B.1 僱傭及勞工常規(續)

本集團基於僱員個人表現及資歷，每年參考同業水平，為僱員提供具競爭力的薪酬和福利待遇等眾多激勵措施。全職僱員的福利包括社會保險(養老保險、醫療保險、工傷保險、失業保險、生育保險)、住房公積金及年假福利。此外，本集團亦為僱員提供額外補充福利，包括但不限於以下各項：

1. 節日福利(為所有法定假期、生日、婚禮、生育提供現金福利)；
2. 醫療福利(於本公司任職滿一年的僱員享有免費年度體檢及若干現金福利)；
3. 激勵花紅(定期組織激勵活動以表彰僱員的出色表現)；及
4. 其他福利(培訓、撫恤假及津貼)。

本集團基於僱員個人表現發放年終花紅以表彰所作貢獻。

於報告期間，本集團採取不同措施減少僱員流失率，以達致環境、社會及管治目標，如加強招聘監控，以便申請者能充分瞭解本集團的工作環境及監控狀況。本集團亦改善員工培訓制度，滿足各級僱員的職業發展需求；關注僱員的工作壓力，擴大本集團的發展前景，從而為僱員提供具競爭力的職業平台。

於報告期間，本集團並無於年內捲入與僱傭有關的任何違法行為。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

B. SOCIAL COMMITMENT (CONTINUED)

B.2 Health and Safety

The Group concerns about the health and safety of its employees and is committed to reduce the occurrence of dangerous accidents.

The Group has established “Employee Code of Conduct” and “Occupational Safety Policy”, requiring all employees to strictly abide by all safety rules and regulations during their work in the office. In addition, the Group provides employees with comprehensive set of insurance, including both medical and non-medical insurances as well as child benefits.

During the Reporting Period, the Group did not notice any violations of Hong Kong health and safety laws and regulations.

B.3 Development and Training

The development of employee professional skills is one of the Group’s priorities. The Group has established the “Training Management Policy” to ensure all employees receive an adequate level of training. Different levels of internal trainings are provided to employees to enhance their professional skills.

New Hires are provided with orientation programmes to be familiarized with the culture and structure of the Group and relevant department(s). For front-line employees, technical trainings are provided with the aims to achieve operational excellence and to enrich the employees’ knowledge in relation to the businesses and services of the Group. Our annual training plan requires each employee to attend at least 12 hours of training every year.

The Group also provides trainings to employees based on departmental or functional needs. For instance, employees from the finance team are provided training in corporate governance and new accounting standards.

The Group evaluates the training objectives, training arrangements, training content according to the business needs each year and make changes when necessary. The results of the training and the performance of each individual will also be assessed annually to ensure that all employees benefit from the training.

B. 社會承擔(續)

B.2 健康及安全

本集團關注僱員的健康和安全，致力減少危險事故的發生。

本集團已制訂「僱員行為守則」及「職業安全指引」，要求所有僱員在辦公室工作時嚴格遵守一切安全規則及條例。此外，本集團向僱員提供全面保險，包括醫療與非醫療保險以及兒童福利。

於報告期間，本集團概無發現違反香港健康及安全法律法規的情況。

B.3 發展及培訓

培養僱員專業技能是本集團的重中之重。本集團已制訂「管理層培訓政策」，確保所有僱員均可接受充足培訓。本集團為僱員提供不同層級的內部培訓，以發展其專業技能。

本集團向新僱員提供入職培訓，以便彼等了解本集團及有關於部門的文化與架構。為實現卓越營運及豐富僱員的業務及服務相關知識，本集團亦為前線員工提供技術培訓。我們的年度培訓計劃要求各僱員每年須最少參加12小時培訓。

本集團亦根據部門或職能需要向僱員提供培訓，例如向財務團隊的僱員提供企業管治與新會計準則的培訓。

本集團每年根據業務需求評估培訓目標、培訓安排及培訓內容，並於必要時作出改變。本集團每年亦會評估各僱員的培訓結果與表現，確保全體僱員能自培訓獲益。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

B. SOCIAL COMMITMENT (CONTINUED)

B.4 Labour Standards

In line with the local employment laws and relevant provisions of the International Labour Organisation, the Group prohibits the employment of child labour or any other form of forced and illegal labour.

According to the recruitment procedure, the Group requires all candidates to provide identification documents to determine if their age meets the legal age requirements. The Group strictly abides by the relevant labour regulations in China and Hong Kong regarding working hours and holidays to ensure the physical and mental health of all employees.

Employees are not encouraged to work beyond working hours. Overtime hours, if necessary, must not exceed legal time and overtime pay will be paid in accordance with the relevant standards.

During the Reporting Period, the Group was not aware of any non-compliance with laws and regulations which have a significant impact on employment and labour practices, or occupational health and safety.

B.5 Supply Chain Management

Due to the nature of the business, the Group has only a handful of suppliers and does not have high reliance on its suppliers. The Group has selected a list of suppliers for office and computer equipment, stationary and promotion activities gifts. With a comprehensive "Purchasing Policy", the Group is able to select and evaluate suppliers or service providers based on their reputation and performance records to ensure that the goods or services purchased are in compliance with national standards.

In relation to the risk management of the internet financial service platform, the Group's responsible team screens and monitors the lenders and borrowers who use the platform. It also performs Know-Your-Customer ("KYC") procedure to access the background and sources of fund of both lenders and borrowers, ensuring the best match between the lenders and borrowers. During the Reporting Period, the platform did not experience any delinquency, attributed to constant risk management screening, monitoring and the maintenance of high quality and reliable users within the platform.

B. 社會承擔(續)

B.4 勞工準則

根據當地就業法及國際勞工組織的相關準則，本集團禁止僱用童工或任何其他形式的強制及非法勞工。

根據招聘程序，本集團要求所有候選人提供身份證明文件，以釐定其年齡有否符合法定年齡要求。本集團嚴格遵守有關工時及休假的相關中國及香港勞動法例，以保證全體僱員身心健康。

本集團不鼓勵僱員超時工作。倘需要，加班時間不得超過法定時間，且僱員有權按照相關準則獲得超時工作的報酬。

於報告期間，就本集團所知並無出現任何不遵守有關法律法規而對僱傭慣例或職業健康安全有重大影響的情況。

B.5 供應鏈管理

鑒於本集團的業務性質，我們的供應商有限，但並不十分依賴供應商。本集團備有供應商名單，以採購辦公及電腦設備、固定裝置及推廣活動禮品。通過全面的「採購政策」，本集團可根據聲譽及往績挑選及評估供應商或服務供應商，以確保所採購的物品或服務符合國家標準。

就互聯網金融服務平台之風險管理而言，本集團之負責團隊篩查及監控使用平台之貸方及借方，並進行「了解客戶」程序，以評估貸方及借方之背景及資金來源，確保雙方之匹配度最高。於報告期間，多虧持續不斷的風險管理篩查、監控及維持平台內優質可靠的客戶，該平台並無出現任何違約欠款行為。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

B. SOCIAL COMMITMENT (CONTINUED)

B.6 Product Responsibility

Financial Consultation Services

The Group provides customers with convenient and quick access to short-term finance as well as financial consultation services to meet the customer's financial needs. We have put in place specific procedures in ensuring the quality of the services and products provided. The financial services or products provided to customers are tailored to their financial background, trading experience and risk tolerant level after performing the KYC procedures and assessment. The Group is committed to provide clear information to customers including product details, terms and conditions (such as loan repayment period, administration fee, interest rate, etc.) and any associated risks are communicated to enable customers to make an informed decision. Moreover, the Group has set standards for advertising and sales literature which require information contained in all advertising and sales literature to be true and prohibit the use of false, misleading or inaccurate statements in any form of our communication.

For financial consultation services to trust companies, the Group introduces borrowers with substantial assets (including listed and unlisted shares) to trust companies for setting up their trust funds. In addition to introducing borrowers to the trust companies, the Group also perform due diligence on borrowers by conducting feasibility studies on the background and the financial condition for the trust companies. The Group also devises financing plans for the borrowers, including the cost, duration and size of the proposed trust fund. The Group also liaises with banks regarding the sale of the trust funds after agreements are signed between the trust companies and the borrowers.

B. 社會承擔(續)

B.6 產品責任

財務顧問服務

本集團向客戶提供便利高效的短期融資以及財務顧問服務，以滿足客戶財務需求，我們已制定特別程序以保證所提供的服務及產品之質量。在進行「客戶須知」程序及評估流程後，向客戶提供之金融服務或產品乃基於彼等之財務背景、交易紀錄及風險承受能力量身定制。本集團致力向客戶提供清晰資訊，包括產品詳情、條款及條件(例如貸款還款期限、管理費、利率等)，任何相關風險已知會客戶以確保其作出知情決定。此外，本集團已就廣告及銷售材料制定準則，規定所有廣告及銷售材料所載資料真確無誤，並禁止在任何形式的通訊中使用虛假、誤導或失實陳述。

在向信託公司提供財務諮詢方面，本集團向信託公司介紹擁有大量資產(包括上市和非上市股票)的借款人，以設立其信託基金。除向信託公司介紹借款人外，本集團亦對借款人進行盡職調查，就信託公司的背景及財務狀況進行可行性研究。本集團亦為借款人制定融資計劃，包括擬議信託基金的成本、期限及規模。在信託公司與借款人簽署協議後，本集團亦會就信託基金的銷售與銀行聯絡。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

B. SOCIAL COMMITMENT (CONTINUED)

B.6 Product Responsibility (Continued)

Protection of Customer's Data

The Group handles a large amount of personal data and credit information of its customers and regards the maintenance of customer privacy as an important area for maintaining good corporate governance. To protect the confidentiality of customer data, the Group has implemented rigorous policy and procedures ensure a high degree of alertness among staff members in protecting customer data, to reach our ESG goals of customers privacy protection.

The Group has established "Customer's Data Confidential Policy" as a guideline of handling customer's data. As specified in the "Staff Hand Book", the Group's employees are required to sign a "Confidentiality Agreement" acknowledging their rights and obligations under data protection and to provide employees with an understanding of confidentiality and clear guidelines regarding handling of confidential information.

In addition, access to confidential information or documents is restricted and granted on a need-to-know basis. During the reporting period, the Group did not receive any complaints from customers regarding the confidentiality of personal information.

Handling of Complaints

The Group has established policies and procedures for the handling complaints. The Group's Customer Service Department is responsible for reviewing all complaints, collecting evidence and providing advice and comments on general complaints.

Specific or complex complaints will be forwarded to the responsible person of the relevant department for special treatment. The Group provides an initial response upon the receipt of all complaints and the follow up accordingly.

During the reporting period, the Group has not been notified of any violation of law regarding product or services responsibility.

B. 社會承擔(續)

B.6 產品責任(續)

保護客戶資料

本集團處理大量客戶的個人資料及信用資料，注重保護客戶私隱，維持良好的企業管治。為了將客戶資料保密，本集團實施嚴格政策及程序，確保員工高度重視保護客戶資料，以達致保護客戶資料的環境、社會及管治目標。

本集團已訂立「客戶資料保密政策」，作為處理客戶資料的指引。誠如「員工手冊」所述，本集團僱員須簽署「保密協議」，確認彼等保護資料的權利和責任，而本集團須確保僱員了解保密規定並提供處理保密資料的明確指引。

此外，查閱保密資料或文件受到限制，僅在有需要時方可獲得。報告期內，本集團並無接獲客戶關於個人資料私隱的投訴。

處理投訴

本集團已就處理投訴制定政策及指引。本集團之客戶服務部負責審閱所有投訴、收集證據並就一般投訴提供建議及意見。

特定或複雜的投訴將轉交相關部門負責人作具體處理。收到投訴後，本集團將及時給予客戶初步回覆，並相應跟進。

報告期內，本集團並無獲悉自身曾有違反有關產品或服務責任的法律。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

B. SOCIAL COMMITMENT (CONTINUED)

B.7 Anti-Corruption and Anti-Money Laundering

The Group stands against any form of bribery, extortion, fraud, and has a zero-tolerance policy towards misconduct.

To achieve this, the Group has established the “Anti-Fraud Management Policy”, “Anti-Money Laundering Internal Control Policy” and “Whistle-blowing Policy” in accordance with the relevant regulatory laws and standards to promote anti-fraud principles and consistent organisational behaviours by providing guidelines and assigning responsibility for the development of controls and conduct of investigations.

The Group’s risk management department also gathers information on our existing customer’s use of proceeds, the source of funding for repayment, the operating condition of our customers, from time to time in obtaining their updated status and promptly reports any abnormal situation for the purpose of risk management.

A whistle blowing channel has been in place for our employees to raise any concerns in good faith if they have their concerns and address in proper manner without any fear of receiving any negative impacts. Employees are also required to sign a statement of acknowledgement and agreement to their obligation and responsibility regarding to anti-corruption and anti-money laundering policies to ensure that all staff have been notified that no bribery, extortion, fraud or money laundering would be tolerated. The Group encourages the reporting of suspected business irregularities and provides clear channels specifically for this purpose. The Company is committed to creating a corporate culture of integrity and justice by accepting internal complaints and whistleblowing. All employees may directly contact the Human Resources Department and the senior management in charge of such matters for lodging a complaint or whistleblowing. The current whistleblowing procedures of the Company include direct mails to the senior management of the Company for reporting any misconduct or dishonest activities such as suspected corruption, fraud and other forms of crime. The Group is committed to adhering to the highest integrity and ethical standards.

The Group did not involve in any cases of violations related to corruption in this year, nor was involved in ant corruption litigation cases related to the Group and the employees.

B. 社會承擔(續)

B.7 反貪及反洗黑錢

本集團堅決抵制任何形式的賄賂、勒索及欺詐，絕不容忍瀆職行為。

為此，本集團根據相關法律法規制定「反欺詐管理政策」、「反洗錢內部控制政策」及「舉報政策」，為管控及調查提供指引並明確職責，提高反欺詐意識及保持組織行為一致。

本集團之風險管理部門為管理風險亦收集有關現有客戶的所得款項用途、還款資金來源及經營狀況等資料，並不時獲取其最新資料，一旦發現異常情況立即匯報。

本集團已開通舉報渠道，方便僱員以妥善的方式如實舉報問題，而毋庸擔心會受負面影響。僱員亦須簽署聲明，確認知悉並同意其有關反貪及反洗黑錢政策的責任及義務，確保全體僱員明白我們絕不容忍賄賂、勒索、欺詐或洗黑錢。本集團鼓勵員工舉報疑似業務違規，並就此提供明確的渠道。本公司希望透過接納內部投訴及舉報，創造誠信公正的企業文化。所有僱員可直接聯繫人力資源部及主管有關事宜的高級管理層，以提交投訴或舉報。本公司現時的舉報程序包括直接致信本公司高級管理層舉報任何不當行為或欺詐行為(如涉嫌貪污、欺詐或其他形式的罪行)。本集團致力遵守最高水平的誠信及道德標準。

本集團本年度並無牽涉任何腐敗案件，本集團及僱員均無涉及任何腐敗訴訟案件。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

B. SOCIAL COMMITMENT (CONTINUED)

B.8 Community Investment

The Group is committed to exert available resources to support our community and encourage our employees to participate in various charitable and voluntary activities. Also, the Group encourage the staff to participate the social and charitable activities on their own initiative.

The Group will continue to uphold the principle of being responsible for its shareholders and investors, employees, suppliers, customers, public community and will seek further development opportunities to maintain a harmonious relationship with its stakeholders.

B. 社會承擔(續)

B.8 社區投資

本集團積極運用可用資源支持社區，並鼓勵僱員參與各類慈善志願活動。此外，本集團鼓勵員工自發參與社區和慈善活動。

本集團將繼續秉承對股東、投資者、僱員、供應商、客戶及公眾負責的原則，進一步發掘發展機會維護各持份者之間的融洽關係。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



TO THE SHAREHOLDERS OF FLYING FINANCIAL SERVICE HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

QUALIFIED OPINION

We have audited the consolidated financial statements of Flying Financial Services Holdings Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 115 to 230, which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, except for the effects of the matters described in the “Basis for Qualified Opinion” section of our report, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2022 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

致匯聯金融服務控股有限公司股東

(於開曼群島註冊成立的有限公司)

保留意見

本核數師(以下簡稱「我們」)已審計載列於第115頁至第230頁的匯聯金融服務控股有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表，該等財務報表包括於二零二二年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益表及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，除本報告「保留意見的基礎」一節所述事項的影響外，綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的《香港財務報告準則》(「香港財務報告準則」)真實而中肯地反映了貴集團於二零二二年十二月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露要求妥為擬備。

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

獨立核數師報告(續)

BASIS FOR QUALIFIED OPINION

Opening balances and corresponding figures

The auditor's report on the consolidated financial statements of the Group for the year ended 31 December 2021 ("2021 Financial Statements") contained qualification on the limitation of audit scope relating to the certain bank balances in the PRC ("Qualification"). Details of which has been set out in the auditor's report for 2021 Financial Statements dated 30 June 2022.

As the 2021 Financial Statements formed the basis for the corresponding figures presented in the current year's consolidated financial statements, any adjustments found to be necessary in respect of the Qualification would have an effect on (i) the opening balances on the consolidated financial position of the Group as at 31 December 2022; (ii) corresponding figures in the consolidated financial statements for the year ended 31 December 2022; and (iii) the related disclosures thereof in the consolidated financial statements of the Group for the year ended 31 December 2022.

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") 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"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

保留意見的基礎

期初結餘及相應數字

貴集團截至二零二一年十二月三十一日止年度的綜合財務報表(「二零二一年財務報表」)的核數師報告載有對關於若干在中國的銀行結餘的審計範圍受限的保留意見(「保留意見」)。詳情載於日期為二零二二年六月三十日的二零二一年財務報表的核數師報告。

由於二零二一年財務報表構成本年度綜合財務報表所呈列的相應數字的基礎，任何有必要對保留意見作出的調整均會對以下各項造成影響：(i) 貴集團於二零二二年十二月三十一日的綜合財務狀況的期初結餘；(ii) 截至二零二二年十二月三十一日止年度的綜合財務報表中的相應數字；及(iii) 貴集團截至二零二二年十二月三十一日止年度的綜合財務報表中的相關披露。

我們根據香港會計師公會頒佈的《香港審計準則》(「《香港審計準則》」)進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(以下簡稱「守則」)，我們獨立於貴集團，並已履行守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的保留意見提供基礎。

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

獨立核數師報告(續)

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended 31 December 2022. 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. In addition to the matter described in the "Basis for Qualified Opinion" section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter

Expected credit losses ("ECLs") assessment of loans receivables

The Group had loans receivables of approximately RMB37,932,000 as at 31 December 2022.

ECLs assessment for loans receivables are based on management's estimate of the ECLs to be incurred, which is estimated by taking into account the credit loss experience, customers' repayment history, customers' financial position and an assessment of both the current and forecast general economic conditions, all of which involve a significant degree of management judgment.

We have identified ECLs assessment of loans receivables as a key audit matter because the estimation of ECLs of loans receivables based on the expected credit losses model involved the use of significant management's judgment and estimates.

How the matter was addressed in our audit:

Our key procedures in relation to ECLs assessment of loans receivables included:

- Understood and evaluation of related internal controls of ECLs assessments;
- Checked, on a sample basis, the settlement subsequent to the financial year end to the receivables; and
- Assessed the appropriateness of the expected credit losses provisioning methodology, examined the key data inputs on a sample basis to assess their accuracy and completeness, and challenged the assumptions including both historical and forward-looking information used to determine the expected credit losses.

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對截至二零二二年十二月三十一日止年度的綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。除「保留意見的基礎」一節所述的事項外，我們已確定以下事項為在報告中須溝通的關鍵審計事項。

關鍵審計事項

應收貸款的預期信貸虧損(「預期信貸虧損」)評估
貴集團於二零二二年十二月三十一日的應收貸款約為人民幣 37,932,000 元。

應收貸款的預期信貸虧損評估乃基於管理層對將產生的預期信貸虧損的估計，此乃考慮信貸虧損經驗、客戶還款歷史、客戶財務狀況以及對當前和預測的整體經濟狀況的評估而得出所作估計，所有這些均涉及管理層重大判斷。

我們將應收貸款的預期信貸虧損評估識別為關鍵審計事項，因為根據預期信貸虧損模式估計應收貸款的預期信貸虧損涉及使用重大的管理層判斷及估計。

我們的審計如何處理此事項：

我們對應收貸款的預期信貸虧損評估的主要程序包括：

- 了解並評估預期信貸虧損評估的相關內部控制；
- 抽樣檢查財政年度結束後對應收款項的結算情況；及
- 評估預期信貸虧損撥備方法是否適當，抽樣核查關鍵數據輸入值以評估其是否準確和完整，並對用於釐定預期信貸虧損的假設，包括歷史及前瞻性資料，提出質疑。

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

獨立核數師報告(續)

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include 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.

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. As described in the Basic for Qualified Opinion section above, we were unable to obtain sufficient appropriate evidence to conclude whether the opening balances and corresponding figures presented in the current year's consolidated financial statements were free from material misstatement. Accordingly, we are unable to conclude whether or not the Other Information is materially misstated with respect to this matter.

其他資料

貴公司董事須為其他資料負責。其他資料包括年報所載的全部資料，惟綜合財務報表及我們就此出具的核數師報告除外。

我們對綜合財務報表的意見並不涵蓋其他資料，我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為本其他資料存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

基於我們已執行的工作，如果我們認為本其他資料存在重大錯誤陳述，我們需要報告該事實。誠如上文保留意見的基礎一節所述，我們未能取得充足、適當的憑證，就本年度的綜合財務報表所呈列的期初結餘及相應數字是否並無重大錯誤陳述得出結論。因此，我們無法就此事項總結出其他資料是否有重大錯誤陳述。

INDEPENDENT AUDITOR'S REPORT (CONTINUED) 獨立核數師報告(續)

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company 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.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

管理層及負責管治的人員對財務報表的責任

本公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港《公司條例》之披露規定擬備真實而中肯的綜合財務報表，並對其認為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所必需的內部控制負責。

在擬備綜合財務報表時，董事負責評估 貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將 貴集團清盤或停止經營，或別無其他實際的替代方案。

負責管治的人員有責任監督 貴集團財務報告過程。

INDEPENDENT AUDITOR'S REPORT (CONTINUED) 獨立核數師報告(續)

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, in accordance with our agreed terms of engagement, 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 judgment and maintain professional skepticism 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 of the Company.

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們的意見的核數師報告。我們是按協定的委聘條款的規定，僅向整體股東報告。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。合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴財務報表所作出的經濟決定，即有關錯誤陳述可被視為重大。

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對該等風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計有關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策是否適當及所作出會計估計和相關披露的是否合理。

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

獨立核數師報告(續)

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 those charged with governance 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 those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

核數師就審計綜合財務報表承擔的責任(續)

- 對董事採用持續經營會計基礎是否適當作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能對貴集團持續經營的能力產生重大疑慮。如果我們認為存在重大不確定性，則須於核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映相關交易及事項。
- 就貴集團內實體或業務活動的財務資料獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督及執行。我們為審計意見承擔全部責任。

除其他事項外，我們與管治層溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出的內部控制的任何重大缺陷。

我們還向管治層提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

INDEPENDENT AUDITOR'S REPORT (CONTINUED) 獨立核數師報告(續)

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

From the matters communicated with those charged with governance, 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 director on the audit resulting in this independent auditor's report is Ms. Chow Ka Li with practising certificate number P07809.

Elite Partners CPA Limited

Certified Public Accountants

10th Floor
8 Observatory Road
Tsim Sha Tsui
Kowloon, Hong Kong

Hong Kong, 14 April 2023

核數師就審計綜合財務報表承擔的 責任(續)

從與管治層溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目董事為周嘉莉女士(執業證書編號P07809)。

開元信德會計師事務所有限公司

執業會計師

香港
尖沙咀
天文臺道8號
10樓

香港，二零二三年四月十四日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

		Notes	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
		附註		
Revenue	收益	7	76,671	20,059
Other expenses, net	其他開支淨額	8	(4,548)	(47,829)
Employee benefit expenses	僱員福利開支		(7,272)	(7,774)
Other administrative expenses	其他行政開支		(52,882)	(23,235)
Fair value changes in financial assets at fair value through profit or loss ("FVTPL")	按公平值計入損益(「按公平值計入損益」)的金融資產公平值變動	37	-	(195,987)
Loss allowance on financial assets	金融資產虧損撥備		(2,377)	(10,601)
Finance costs	財務成本	9	(72)	(228)
Profit/(loss) before income tax expense	除所得稅開支前溢利/(虧損)	10	9,520	(265,595)
Income tax expenses	所得稅開支	12	(6,700)	(9)
Profit/(Loss) for the year	年度溢利/(虧損)		2,820	(265,604)
Other comprehensive income/(expense)	其他全面收入/(開支)			
Item that will not be reclassified to profit or loss:	不會重新分類至損益的項目:			
— Changes in fair value of equity investments at fair value through other comprehensive income ("FVOCI")	— 按公平值計入其他全面收益(「按公平值計入其他全面收益」)的權益投資的公平值變動		-	(54,129)
Item that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益的項目:			
— Exchange differences on translating foreign operations	— 海外業務換算的匯兌差額		2,391	(843)
Other comprehensive income/(expense) for the year	年度其他全面收入/(開支)		2,391	(54,972)
Total comprehensive income/(expense) for the year	年度全面收入/(開支)總額		5,211	(320,576)
Profit/(loss) for the year attributable to:	應佔年度溢利/(虧損):			
Owners of the Company	本公司擁有人		2,605	(265,276)
Non-controlling interests	非控股權益		215	(328)
			2,820	(265,604)
Total comprehensive income/(expense) for the year attributable to:	應佔年度全面收入/(開支)總額:			
Owners of the Company	本公司擁有人		4,996	(293,725)
Non-controlling interests	非控股權益		215	(26,851)
			5,211	(320,576)
				(restated) (經重列)
Earnings/(loss) per share	每股盈利/(虧損)	13		
— Basic (RMB cents)	— 基本(人民幣分)		7.52	(766.05)
— Diluted (RMB cents)	— 攤薄(人民幣分)		7.52	(766.05)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

AS AT 31 DECEMBER 2022 於二零二二年十二月三十一日

			2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
	Notes 附註			
ASSETS AND LIABILITIES		資產及負債		
Non-current assets		非流動資產		
Property, plant and equipment	15	物業、廠房及設備	6,496	646
Financial assets at FVTPL		按公平值計入損益的 金融資產	-	67,172
Loans and accounts receivables	18	貸款及應收賬款	-	3,540
			6,496	71,358
Current assets		流動資產		
Loans and accounts receivables	18	貸款及應收賬款	38,451	1,616
Deposits paid, prepayments and other receivables		已付按金、預付款項及 其他應收款項	5,846	1,107
Amount due from a non-controlling interest	20	應收非控股權益款項	-	1
Tax recoverable		可收回稅項	-	37
Cash and cash equivalents	21	現金及現金等值項目	4,912	14,086
			49,209	16,847
Current liabilities		流動負債		
Receipts in advance, accruals and other payables		預收款項、應計費用及 其他應付款項	24,222	70,884
Contract liabilities	23	合約負債	385	4,555
Dividend payable		應付股息	112	103
Loan from directors	24	來自董事之貸款	1,536	2,862
Bank borrowings	25	銀行借款	-	2,705
Lease liabilities	26	租賃負債	1,774	263
Current tax liabilities		即期稅項負債	6,988	11,098
			35,017	92,470
Net current assets/(liabilities)		流動資產/(負債)淨額	14,192	(75,623)
Total assets less current liabilities		資產總額減流動負債	20,688	(4,265)
Non-current liabilities		非流動負債		
Lease liabilities	26	租賃負債	5,195	119
			5,195	119
NET ASSETS/(LIABILITIES)		資產/(負債)淨額	15,493	(4,384)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

綜合財務狀況表(續)

AS AT 31 DECEMBER 2022 於二零二二年十二月三十一日

			2022	2021
			二零二二年	二零二一年
		Notes	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
EQUITY	權益			
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Share capital	股本	27	142,004	142,004
Reserves	儲備	30(a)	(126,765)	(131,761)
			15,239	10,243
Non-controlling interests	非控股權益	32	254	(14,627)
TOTAL EQUITY	權益總額		15,493	(4,384)

On behalf of the board of directors

代表董事會

Zhang Gongjun

張公俊

Executive Director

執行董事

Liu Yi

劉毅

Executive Director

執行董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

	Attributable to owners of the Company 本公司擁有人應佔								Non-controlling interests 非控股權益	Total 總額		
	Share capital 股本	Share premium 股份溢價 (note 30(c)(i) (附註 30(c)(i))	Merger reserve 合併儲備 (note 30(c)(ii) (附註 30(c)(ii))	Statutory reserve 法定儲備 (note 30(c)(iii) (附註 30(c)(iii))	Exchange reserve 匯兌儲備 (note 30(c)(iv) (附註 30(c)(iv))	Share option reserve 購股權儲備 (note 30(c)(v) (附註 30(c)(v))	Fair value through other comprehensive income reserve 按公平值 計入其他全面 收益儲備 (note 30(c)(vi) (附註 30(c)(vi))	Accumulated losses 累計虧損	Total 總額			
	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	
Balance at 1 January 2021	於二零二一年 一月一日結餘	142,004	217,853	116,659	51,199	3,697	25,286	2,124	(269,343)	289,479	12,224	301,703
Loss for the year	年度虧損	-	-	-	-	-	-	-	(265,276)	(265,276)	(328)	(265,604)
Fair value loss on financial assets at FVOCI	按公平值計入其他 全面收益的金融 資產的公平值虧損	-	-	-	-	-	-	(27,606)	-	(27,606)	(26,523)	(54,129)
Exchange differences on translating foreign operation	海外業務換算的 匯兌差額	-	-	-	-	(843)	-	-	-	(843)	-	(843)
Total comprehensive income for the year	年度全面收益總額	-	-	-	-	(843)	-	(27,606)	(265,276)	(293,725)	(26,851)	(320,576)
Transfer	轉撥	-	-	-	8	-	-	-	(8)	-	-	-
Share options lapsed (note 28)	已失效購股權(附註 28)	-	-	-	-	-	(24,219)	-	24,219	-	-	-
Waiver of amount due to a shareholder	豁免應付一名股東款項	-	-	-	-	-	-	-	14,489	14,489	-	14,489
Balance at 31 December 2021	於二零二一年 十二月三十一日結餘	142,004	217,853	116,659	51,207	2,854	1,067	(25,482)	(495,919)	10,243	(14,627)	(4,384)

	Attributable to owners of the Company 本公司擁有人應佔								Non-controlling interests 非控股權益	Total 總額		
	Share capital 股本	Share premium 股份溢價 (note 30(c)(i) (附註 30(c)(i))	Merger reserve 合併儲備 (note 30(c)(ii) (附註 30(c)(ii))	Statutory reserve 法定儲備 (note 30(c)(iii) (附註 30(c)(iii))	Exchange reserve 匯兌儲備 (note 30(c)(iv) (附註 30(c)(iv))	Share option reserve 購股權儲備 (note 30(c)(v) (附註 30(c)(v))	Fair value through other comprehensive income reserve 按公平值 計入其他全面 收益儲備 (note 30(c)(vi) (附註 30(c)(vi))	Accumulated losses 累計虧損	Total 總額			
	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元		
Balance at 1 January 2022	於二零二二年 一月一日結餘	142,004	217,853	116,659	51,207	2,854	1,067	(25,482)	(495,919)	10,243	(14,627)	(4,384)
Profit for the year	年度溢利	-	-	-	-	-	-	-	2,605	2,605	215	2,820
Exchange differences on translating foreign operation	海外業務換算的 匯兌差額	-	-	-	-	2,391	-	-	-	2,391	-	2,391
Total comprehensive income for the year	年度全面收益總額	-	-	-	-	2,391	-	-	2,605	4,996	215	5,211
Disposal of subsidiaries	出售附屬公司	-	-	-	(51,200)	-	-	25,482	25,718	-	14,666	14,666
Balance at 31 December 2022	於二零二二年 十二月三十一日結餘	142,004	217,853	116,659	7	5,245	1,067	-	(467,596)	15,239	254	15,493

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Cash flows from operating activities	來自經營活動的現金流量		
Profit/(loss) before income tax expense	除所得稅開支前溢利/(虧損)	9,520	(265,595)
Adjustments for:	就下列各項調整：		
Bank interest income	銀行利息收入	(9)	(8)
Interest expenses	利息開支	72	228
Depreciation of property, plant and equipment	物業、廠房及設備折舊	737	624
Written off of deposits paid, prepayments and other receivables	撇銷已付按金、預付款項及其他應收款項	-	2,639
Impairment loss of right-of-use assets	使用權資產的減值虧損	-	529
Fair value loss on investment properties	投資物業公平值虧損	-	47,870
Fair value change on financial assets at FVTPL	按公平值計入損益的金融資產公平值變動	-	195,987
Loss allowance on financial assets	金融資產虧損撥備	2,377	10,601
Loss on disposal of subsidiaries	出售附屬公司的虧損	4,557	-
Operating cash flows before working capital changes	營運資金變動前的經營現金流量	17,254	(7,125)
Increase in loans and accounts receivables	貸款及應收賬項增加	(39,896)	(115)
(Increase)/Decrease in deposits paid, prepayments and other receivables	已付按金、預付款項及其他應收款項 (增加)/減少	(5,271)	1,404
Increase in receipts in advance, accruals and other payables	預收款項、應計費用及其他應付款項增加	10,970	10,048
(Decrease)/Increase in contract liabilities	合約負債(減少)/增加	128	843
Cash (used in)/generated from operations	經營(所用)/所得現金	(16,815)	5,055
Income taxes paid	已付所得稅	-	(8)
Net cash (used in)/from operating activities	經營活動(所用)/所得現金淨額	(16,815)	5,047

CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

綜合現金流量表(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

	Note 附註	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Cash flows from investing activities			
Net cash in flow on disposal of subsidiaries	39	11,731	-
Purchases of property, plant and equipment		(38)	-
Repayment from a non-controlling interest		1	-
Interest received		9	8
Net cash from investing activities		11,703	8
Cash flows from financing activities			
Advance from a director		1,471	2,904
Repayment to a director		(2,993)	-
Repayment of bank borrowings		-	(285)
Repayment of principal portion of lease liabilities		-	(294)
Interest paid		-	(228)
Net cash (used in)/from financing activities		(1,522)	2,097
Net (decrease)/increase in cash and cash equivalents		(6,634)	7,152
Cash and cash equivalents at beginning of the year		14,086	7,324
Effect of foreign exchange rates, net		(2,540)	(390)
Cash and cash equivalents at end of the year		4,912	14,086

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

1. GENERAL

Flying Financial Service Holdings Limited (the “Company”) is an exempted company with limited liability incorporated in the Cayman Islands on 4 May 2011. The registered office of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, the Cayman Islands. The principal place of business of the Company is located at Room 1309, 13/F, Mirror Tower Centre, 61 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong. The Company’s shares have been listed on GEM of The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) since 7 May 2012. Trading in the shares of the Company (the “Shares”) on the Hong Kong Stock Exchange has been suspended on 29 March 2021. As at the date of approval of these consolidated financial statements, the trading of the Shares remains suspended.

The Group, comprising the Company and its subsidiaries, currently engages in investment in property development projects, operation of financial services platform, provision of entrusted loans and other loan services, financial consultation services and finance lease services mainly in the People’s Republic of China (the “PRC”). The Company acts as an investment holding company. The principal activities of its subsidiaries are set out in note 31.

In the opinion of the directors of the Company, the immediate and ultimate holding company of the Company is Ming Cheng Investments Limited, a limited liability company incorporated in the British Virgin Islands (the “BVI”).

1. 一般資料

匯聯金融服務控股有限公司(「本公司」)乃於二零一一年五月四日在開曼群島註冊成立為獲豁免有限責任公司。本公司的註冊辦事處為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, the Cayman Islands。本公司之主要營業地點位於香港九龍尖沙咀麼地道61號冠華中心13樓1309室。本公司股份自二零一二年五月七日起於香港聯合交易所有限公司(「香港聯交所」)GEM上市。本公司股份(「股份」)自二零二一年三月二十九日起在香港聯交所停牌。於批准此等綜合財務報表當日，股份仍然停牌。

本集團(包括本公司及其附屬公司)目前主要於中華人民共和國(「中國」)從事投資於物業發展項目、運作金融服務平台、提供委託貸款、其他貸款服務及財務顧問服務及融資租賃服務。本公司為一間投資控股公司。附屬公司主要業務載於附註31。

本公司董事認為，本公司的直接及最終控股公司為明晟投資有限公司(一間於英屬維爾京群島(「英屬維爾京群島」)註冊成立的有限責任公司)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

Amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") for the first time, which are mandatorily effective for the annual periods beginning on or after 1 January 2022 for the preparation of the consolidated financial statements:

Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendment to HKFRS 16	Covid-19-Related Rent Concessions beyond 30 June 2021
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018–2020

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

New and amendments to HKFRSs in issue but not yet effective

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

HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	Insurance Contracts ¹
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ²
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback ³
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ¹
Amendments to HKAS 1	Non-current Liabilities with Covenants ³
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies ¹
Amendments to HKAS 8	Definition of Accounting Estimates ¹
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ¹

1 Effective for annual periods beginning on or after 1 January 2023.

2 Effective for annual periods beginning on or after a date to be determined.

3 Effective for annual periods beginning on or 1 January 2024.

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

2. 採納香港財務報告準則(「香港財務報告準則」)

於本年度強制生效的香港財務報告準則之修訂

於本年度，本集團於編製綜合財務報表時，已首次應用於二零二二年一月一日或之後開始之年度期間強制生效的由香港會計師公會(「香港會計師公會」)頒佈的下列香港財務報告準則之修訂：

香港財務報告準則第3號之修訂	概念框架的引用
香港財務報告準則第16號之修訂	二零二一年六月三十日後之Covid-19相關租金優惠
香港會計準則第16號之修訂	物業、廠房及設備 — 擬定用途前的所得款項
香港會計準則第37號之修訂	有償合約一履行合約的成本
香港財務報告準則之修訂	香港財務報告準則二零一八年 至二零二零年的年度改進

於本年度應用香港財務報告準則之修訂對本集團於本年度及過往年度的財務表現及狀況及／或於此等綜合財務報表載列的披露事項並無重大影響。

已發佈但尚未生效之新訂香港財務報告準則及其條訂

本集團並無提前應用下列已發佈但尚未生效之新訂香港財務報告準則及其修訂：

香港財務報告準則第17號 (包括二零二零年十月及 二零二二年二月之香港財務 報告準則第17號之修訂)	保險合約 ¹
香港財務報告準則第10號及 香港會計準則第28號之修訂	投資者與其聯營公司或合營 企業之間銷售或注入資產 ²
香港財務報告準則第16號之修訂	售後租回之租賃負債 ³
香港會計準則第1號之修訂	將負債分類為流動或非流動 及香港詮釋第5號 (二零二零年)之相關修訂 ¹
香港會計準則第1號之修訂	附帶契諾的非流動負債 ³
香港會計準則第1號及香港財務 報告準則實務報告第2號之修訂	會計政策披露 ¹
香港會計準則第8號之修訂	會計估計定義 ¹
香港會計準則第12號之修訂	與單一交易產生的資產及 負債有關的遞延稅項 ¹

1 於二零二三年一月一日或之後開始之年度期間生效。

2 於待定期或之後開始之年度期間生效。

3 於二零二四年一月一日或之後開始之年度期間生效。

本公司董事預期，應用所有新訂香港財務報告準則及其修訂將不會對可見將來之綜合財務報表構成重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

3. BASIS OF PREPARATION

(a) Statement of compliance

The consolidated financial statements have been prepared in accordance with all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations (hereinafter collectively referred to as the “HKFRS”) and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on GEM of the Hong Kong Stock Exchange.

(b) Basis of measurement

The consolidated financial statements have been prepared under the historical cost basis, except for investment properties and certain financial assets, which are measured at fair values as explained in the accounting policies set out below.

(c) Functional and presentation currency

The functional currency of the Company is Hong Kong Dollar (“HK\$”). The consolidated financial statements are presented in Renminbi (“RMB”) since most of the companies comprising the Group are operating in RMB environment and the functional currency of most of the companies comprising the Group is RMB.

3. 編製基準

(a) 遵規聲明

綜合財務報表乃根據所有香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋(以下統稱為「香港財務報告準則」)及香港公司條例的披露規定而編製。此外，綜合財務報表包括香港聯交所GEM證券上市規則規定的適用披露。

(b) 計量基準

綜合財務報表乃根據歷史成本法編製，惟以公平值計量的投資物業及若干金融資產除外，詳情見下文載列之會計政策。

(c) 功能及呈列貨幣

本公司的功能貨幣為港元(「港元」)。由於組成本集團之大多數公司乃於人民幣(「人民幣」)環境經營，且組成本集團之大多數公司之功能貨幣為人民幣，故綜合財務報表乃以人民幣呈列。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES

(a) Business combination and basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries. Inter-company transactions and balances between companies of the Group together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the effective dates of acquisition or up to the effective dates of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

Subsequent to acquisition, the carrying amount of non-controlling interests that represent present ownership interests in the subsidiary is the amount of those interests at initial recognition plus such non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to such non-controlling interests even if this results in those non-controlling interests having a deficit balance.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interest. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for in the same manner as would be required if the relevant assets or liabilities were disposed of.

4. 重大會計政策

(a) 業務合併及綜合基準

綜合財務報表包括本公司及其附屬公司的財務報表。集團內公司間所有交易、結餘及未變現溢利已在編製綜合財務報表時悉數抵銷。除非交易提供證據顯示已轉讓資產有所減值，否則未變現虧損亦會撇銷，在此情況下，虧損於損益確認。

於年內收購或出售之附屬公司之業績由收購生效日期起計或直至出售生效日期止(倘適用)，列入綜合損益及其他全面收益表內。必要時，附屬公司之財務報表將予調整以使其會計政策與本集團其他成員公司所使用者一致。

於收購後，代表於附屬公司目前擁有權益的非控股權益賬面值為該等權益於初始確認時的金額加有關非控股權益應佔權益的後續變動。全面收益總額乃歸屬於該等非控股權益，即使此舉會導致有關非控股權益結餘出現虧絀。

當本集團失去附屬公司控制權時，出售所產生的損益為以下兩者的差額：(i) 已收代價的公平值與任何保留權益的公平值之總額；及(ii) 該附屬公司的資產(包括商譽)及負債與任何非控股權益的過往賬面值。以往於其他全面收益確認與附屬公司有關的金額，入賬方式與出售相關資產或負債所需使用的方式相同。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) Subsidiaries

A subsidiary is an investee over which the Group is able to exercise control. The Company controls an investee if all three of the following elements are present: (i) power over the investee, (ii) exposure, or rights, to variable returns from the investee, and (iii) the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment loss, if any. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

(c) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

The cost of property, plant and equipment includes its purchase price and the costs directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are recognised as an expense in profit or loss during the financial period in which they are incurred.

4. 重大會計政策(續)

(b) 附屬公司

附屬公司指本集團可控制的被投資方。倘以下三個元素全部滿足：(i) 對被投資方擁有權力；(ii) 對被投資方之可變回報承擔風險或享有權利，及(iii) 可使用其權力影響該等可變回報，則本公司擁有被投資方的控制權。倘事實及情況表明任何該等控制權元素可能變動，則重新評估控制權。

於本公司的財務狀況表內，於附屬公司的投資乃按成本扣除減值虧損(如有)呈列。附屬公司的業績按已收及應收股息的基準計入本公司賬目。

(c) 物業、廠房及設備

物業、廠房及設備按成本減累計折舊及累計減值虧損後列賬。

物業、廠房及設備的成本包括其購入價及收購該等項目的直接應佔成本。

其後成本僅會在項目相關的未來經濟利益可能會流入本集團及能可靠地計量項目成本時，方會計入資產賬面值或確認為獨立資產(視情況而定)。已更換零件的賬面值已取消確認。所有其他維修及保養均於其產生的財政期間於損益中確認為開支。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(c) Property, plant and equipment (Continued)

Property, plant and equipment are depreciated so as to write off their cost net of expected residual value over their estimated useful lives on a straight-line basis. The useful lives, residual value and depreciation method are reviewed, and adjusted if appropriate, at the end of each reporting period. The useful lives are as follows:

Office buildings	The shorter of the lease terms or 20 years
Other buildings leased for own use carried at costs	Over the lease terms
Leasehold improvements	Over the leases term but not exceeding 5 years
Furniture, fixtures and office equipment	3 years to 5 years
Motor vehicles	5 years

An asset is written down immediately to its recoverable amount if its carrying amount is higher than the asset's estimated recoverable amount.

The gain or loss on disposal of an item of property, plant and equipment is the difference between the net sale proceeds and its carrying amount, and is recognised in profit or loss on disposal.

4. 重大會計政策(續)

(c) 物業、廠房及設備(續)

物業、廠房及設備按於其估計可使用年期使用直線法折舊，以將其成本(扣除預計剩餘價值)撇銷。於各報告期末，可使用年期、剩餘價值及折舊法會予以審閱及調整(如適合)。可使用年期列示如下：

辦公樓宇	租賃期或20年 (以較短者為準)
按成本列賬租作自用的其他樓宇	租賃期內
租賃裝修	租賃期內但不超過5年
傢俬、裝置及辦公設備	3年至5年
汽車	5年

倘資產的賬面值高於其估計可收回金額，資產即時撇減至其可收回金額。

出售物業、廠房及設備項目的損益，指銷售所得款項淨額與其賬面值兩者間的差額，於出售時在損益賬中予以確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) Government grant

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable and are recognised as other revenue, rather than reducing the related expense.

(e) Leasing

All leases (irrespective of they are operating leases or finance leases) are required to be capitalised in the statement of financial position as right-of-use assets and lease liabilities, but accounting policy choices exist for an entity to choose not to capitalise (i) leases which are short-term leases and/or (ii) leases for which the underlying asset is of low-value. The Group has elected not to recognise right-of-use assets and lease liabilities for low-value assets and leases for which at the commencement date have a lease term less than 12 months. The lease payments associated with those leases have been expensed on straight-line basis over the lease term.

4. 重大會計政策(續)

(d) 政府補助金

作為補償已產生的開支或虧損或為向本集團提供即時財務支援而不涉及未來相關成本的應收政府補助金，於其應收期間在損益中確認，並確認為其他收益，而非扣除相關開支。

(e) 租賃

所有租賃(不論為經營租賃或融資租賃)均須於財務狀況表資本化為使用權資產及租賃負債，惟實體可因會計政策決定而選擇不將(i)屬短期租賃的租賃及/或(ii)相關資產為低價值的租賃資本化。本集團已選擇不就低價值資產及於開始日期租期少於12個月的租賃確認使用權資產及租賃負債。與該等租賃相關的租賃付款已於租期內按直線法支銷。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(e) Leasing (Continued)

Right-of-use asset

The right-of-use asset is recognised at cost and would comprise: (i) the amount of the initial measurement of the lease liability (see below for the accounting policy to account for lease liability); (ii) any lease payments made at or before the commencement date, less any lease incentives received; (iii) any initial direct costs incurred by the lessee; and (iv) an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories. The Group measures the right-of-use assets applying a cost model. Under the cost model, the Group measures the right-of-use assets at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liability.

The depreciation method used for right-of-use assets is the same as that used for property, plant and equipment. Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

4. 重大會計政策(續)

(e) 租賃(續)

使用權資產

使用權資產乃按成本確認並包括(i)租賃負債於初次計量日期的金額(請見下文有關租賃負債入賬的會計政策);(ii)於開始日期或之前作出的任何租賃付款減已收取的任何租賃優惠;(iii)承租人產生的任何初步直接成本;及(iv)承租人根據租賃條款及條件規定的情況下分解及移除相關資產時將產生的估計成本,除非該等成本乃為生產存貨而產生則除外。本集團採用成本模式計量使用權資產。根據成本模式,本集團按成本減任何累計折舊及任何減值虧損計量使用權資產,並就租賃負債的任何重新計量作出調整。

使用權資產使用的折舊方法與物業、廠房和設備使用者相同。本集團有理由確定在租賃期屆滿時能夠取得相關租賃資產的擁有權的使用權資產,由開始日起至可使用年期屆滿時止計提折舊。否則,使用權資產以直線法按估計可使用年期與租賃期兩者中較短者計提折舊。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(e) Leasing (Continued)

Lease liability

The lease liability is recognised at the present value of the lease payments that are not paid at the date of commencement of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses the Group's incremental borrowing rate.

The following payments for the right of use the underlying asset during the lease term that are not paid at the commencement date of the lease are considered to be lease payments: (i) fixed payments less any lease incentives receivable; (ii) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date; (iii) amounts expected to be payable by the lessee under residual value guarantees; (iv) the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and (v) payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

Subsequent to the commencement date, the Group measures the lease liability by: (i) increasing the carrying amount to reflect interest on the lease liability; (ii) reducing the carrying amount to reflect the lease payments made; and (iii) remeasuring the carrying amount to reflect any reassessment or lease modifications, e.g., a change in future lease payments arising from change in an index or rate, a change in the lease term, a change in the in substance fixed lease payments or a change in assessment to purchase the underlying asset.

4. 重大會計政策(續)

(e) 租賃(續)

租賃負債

租賃負債乃按並非於租賃開始日期支付的租賃付款現值確認。倘租賃隱含的利率可輕易釐定，則租賃付款將採用該利率折現。倘該利率無法輕易釐定，本集團將採用本集團的遞增借款利率。

下列並非於租賃開始日期支付的租期內就使用相關資產權支付的款項被視為租賃付款：(i) 固定付款減任何應收租賃優惠；(ii) 初次使用於開始日期的指數或利率計量的浮動租賃付款(取決於指數或利率)；(iii) 承租人根據剩餘價值擔保預期將應付的金額；(iv) 購買選擇權的行使價(倘承租人合理確定行使該選擇權)；及(v) 終止租賃的罰款付款(倘租期反映承租人行使選擇權終止租賃)。

於開始日期後，本集將透過下列方式計量租賃負債：(i) 增加賬面值以反映租賃負債的利息；(ii) 減少賬面值以反映作出的租賃付款；及(iii) 重新計量賬面值以反映任何重估或租賃修訂，如指數或利率變動導致未來租賃付款變動、租期變動、實質固定租賃付款變動或購買相關資產的評估變動。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(e) Leasing (Continued)

Lease liability (Continued)

When the Group revises its estimate of the term of any lease (because, for example, it re-assesses the probability of a lessee extension or termination option being exercised), it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted using a revised discount rate. The carrying value of lease liabilities is similarly revised when the variable element of future lease payments dependent on a rate or index is revised, except the discount rate remains unchanged. In both cases, an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease term. If the carrying amount of the right-of-use asset is adjusted to zero, any further reduction is recognised in profit or loss.

When the Group renegotiates the contractual terms of a lease with the lessor, if the renegotiation results in one or more additional assets being leased for an amount commensurate with the standalone price for the additional rights-of-use obtained, the modification is accounted for as a separate lease, in all other cases, where the renegotiated increases the scope of the lease (whether that is an extension to the lease term, or one or more additional assets being leased), the lease liability is remeasured using the discount rate applicable on the modification date, with the right-of-use asset being adjusted by the same amount. With the exception to which the practical expedient for Covid-19-Related Rent Concessions applies, if the renegotiation results in a decrease in the scope of the lease, both the carrying amount of the lease liability and right-of-use asset are reduced by the same proportion to reflect the partial or full termination of the lease with any difference recognised in profit or loss. The lease liability is then further adjusted to ensure its carrying amount reflects the amount of the renegotiated payments over the renegotiated term, with the modified lease payments discounted at the rate applicable on the modification date and the right-of-use asset is adjusted by the same amount.

4. 重大會計政策(續)

(e) 租賃(續)

租賃負債(續)

當本集團修改其對任何租賃期限的估計時(因為(例如)其重新評估承租人行使續租或終止選項的可能性),租賃負債的賬面值亦會予以調整,以反映於修訂期限所作的付款,該付款使用經修訂貼現率進行貼現。當取決於某一利率或指數的未來租賃付款的可變要素獲修訂時,租賃負債的賬面值同樣獲修訂,惟貼現率保持不變。於此兩種情況下,使用權資產的賬面值均會進行相應的調整,經修訂賬面值於剩餘(經修訂)租賃期內攤銷。倘使用權資產之賬面值調整至零,則任何進一步扣減均於損益中確認。

當本集團與出租人就租賃合同條款重新協商時,倘重新協商導致一個或以上額外資產獲出租,其金額與所獲得的額外使用權的單獨價格相當,於所有其他情況下,該修改作為單獨租賃入帳。倘重新協商中擴大了租賃範圍(不論延長租賃期或增加一項或以上租賃資產),則採用修訂日期適用之貼現率對租賃負債進行重新計量,同時對使用權資產進行相同金額調整。倘重新協商導致租賃範圍縮小,則租賃負債及使用權資產之賬面值均按相同比例減少,以反映部分或全部終止租賃,任何差額於損益中確認,惟應用新冠肺炎相關租金優惠的可行權宜法的特殊情況外。租賃負債再作進一步調整,以確保其賬面值反映重新協商期限內重新協商之付款金額,經修訂租賃付款按修訂日期適用之利率貼現,而使用權資產則按相同金額予以調整。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(f) Financial instruments

(i) Financial assets

A financial asset (unless it is a accounts receivables without a significant financing component) is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. Account receivable without a significant financing component is initially measured at the transaction price.

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

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets at amortised cost are subsequently measured using the effective interest rate method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain on derecognition is recognised in profit or loss.

4. 重大會計政策(續)

(f) 金融工具

(i) 金融資產

並非按公平值計入損益的金融資產(並無重大融資成分的應收賬款除外)初步按公平值加上與其收購或發行直接相關的交易成本計量。並無重大融資成分的應收賬款初步按交易價計量。

所有以常規方式購買及銷售的金融資產於交易日(即本集團承諾購買或出售資產當日)確認。常規買賣指規定於一般由市場規則或慣例確立的期間內交付資產的金融資產買賣。

在確定嵌入式衍生工具金融資產的現金流量是否僅為支付本金及利息時，會整體考慮有關金融資產。

債務工具

債務工具的后續計量取決於本集團管理該項資產的業務模式及該項資產的現金流量特徵。本集團將其債務工具分類為三種計量類別：

攤銷成本：為收取合約現金流量而持有且該等現金流量僅為支付本金及利息的資產按攤銷成本計量。按攤銷成本計量的金融資產其後用實際利率法計量。利息收入、匯兌收益及虧損及減值均於損益確認。取消確認的任何收益亦於損益確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(f) Financial instruments (Continued)

(i) Financial assets (Continued)

Debt instruments (Continued)

FVOCI: Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Debt investments at FVOCI are subsequently measured at fair value. Interest income calculated using the effective interest rate method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in other comprehensive income. On derecognition, gains and losses accumulated in other comprehensive income are reclassified to profit or loss.

FVTPL: Financial assets at FVTPL include financial assets held for trading, financial assets designated upon initial recognition at FVTPL, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at FVTPL, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at FVOCI, as described above, debt instruments may be designated at FVTPL on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

4. 重大會計政策(續)

(f) 金融工具(續)

(i) 金融資產(續)

債務工具(續)

按公平值計入其他全面收益：收取合約現金流量及出售金融資產而持有且該等現金流量僅為支付本金及利息的資產按公平值計入其他全面收益計量。按公平值計入其他全面收益的債務投資其後按公平值計量。利息收入用實際利率法計算，匯兌收益及虧損及減值於損益確認。其他收益及虧損淨額於其他全面收益確認。取消確認時，於其他全面收益累計的收益及虧損重新分類至損益。

按公平值計入損益：按公平值計入損益的金融資產包括持作買賣的金融資產、於初步確認時指定為按公平值計入損益的金融資產或強制規定為按公平值計量的金融資產。倘收購金融資產的目的為出售或於短期內購回，則該金融資產會分類為持作買賣。除非衍生工具(包括單獨處理之嵌入式衍生工具)指定為有效對沖工具，否則亦列為持作買賣。不論業務模式如何，現金流量並非僅為支付本金及利息的金融資產均分類為按公平值計入損益並按公平值計入損益計量。如上文所述，不論債務工具的分類標準符合按攤銷成本計量或按公平值計入其他全面收益，倘可消除或顯著減少會計錯配，則債務工具可於初步確認時指定為按公平值計入損益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(f) Financial instruments (Continued)

(i) Financial assets (Continued)

Equity instruments

On initial recognition of an equity investment that is not held for trading, the Group could irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income. This election is made on an investment-by-investment basis. Equity investments at FVOCI are measured at fair value. Dividend income are recognised in profit or loss unless the dividend income clearly represents a recovery of part of the cost of the investments. Other net gains and losses are recognised in other comprehensive income and are not reclassified to profit or loss in subsequent periods. All other equity instruments are classified as FVTPL, whereby changes in fair value, dividends and interest income are recognised in profit or loss.

(ii) Impairment loss on financial assets

The Group recognises loss allowances for expected credit losses ("ECLs") on loans and accounts receivables, other receivables, deposit paid and financial asset measured at amortised cost. The ECLs are measured on either of the following bases: (1) 12-month ECLs: these are the ECLs that result from possible default events within the 12 months after the reporting date; and (2) lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

4. 重大會計政策(續)

(f) 金融工具(續)

(i) 金融資產(續)

股本工具

於初步確認並非持作買賣的權益投資時，本集團可不可撤銷地選擇於其他全面收益呈列投資公平值的後續變動。有關選擇乃按投資情況個別作出。按公平值計入其他全面收益的權益投資按公平值計量。除非股息收入明確表示收回部分投資成本，否則股息收入於損益確認。其他收益及虧損淨額於其他全面收益確認且其後期間不會重新分類至損益。所有其他股本工具均分類為按公平值計入損益，而公平值變動、股息及利息收入均於損益確認。

(ii) 金融資產減值虧損

本集團就貸款及應收賬款、其他應收款項、已付按金及按攤銷成本計量的金融資產確認預期信貸虧損(「預期信貸虧損」)虧損撥備。預期信貸虧損按以下其中一項基準計量：(1)12個月的預期信貸虧損：為於報告日期後12個月內可能發生的違約事件導致的預期信貸虧損；及(2)年限內預期信貸虧損：金融工具預計年期內所有可能發生的違約事件產生的預期信貸虧損。估計預期信貸虧損的最長期間為本集團面臨信貸風險的最長合約期間。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(f) Financial instruments (Continued)

(ii) Impairment loss on financial assets (Continued)

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the assets' original effective interest rate.

The Group has elected to measure loss allowances for financial consultation service income receivables, platform services income receivables and finance lease receivables and has calculated ECLs based on lifetime ECLs. The Group has established a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For other debt financial assets, the ECLs are based on the 12-month ECLs. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 90 days past due.

4. 重大會計政策(續)

(f) 金融工具(續)

(ii) 金融資產減值虧損(續)

預期信貸虧損為信貸虧損的概率加權估計。信貸虧損乃按本集團根據合約應付的合約現金流量與本集團預期收取的所有現金流量之間的差額計算得出。該差額其後按資產原有實際利率相近的差額貼現。

本集團已選擇計量應收財務顧問服務收入、應收平台服務收入及應收融資租賃款項虧損撥備，並已根據年限內預期信貸虧損計算預期信貸虧損。本集團已設立根據本集團過往信貸虧損經驗計算的撥備矩陣，並按債務人前瞻性因素及經濟環境作出調整。

就其他債務金融資產而言，預期信貸虧損根據12個月預期信貸虧損釐定。然而，倘開始以來信貸風險顯著增加，撥備將以年限內預期信貸虧損為基準。

當釐定金融資產的信貸風險是否自初始確認後大幅增加，並於估計預期信貸虧損時，本集團考慮相關及無須付出過多成本或努力即可獲得的合理及可靠資料。此包括根據本集團的過往經驗及已知信貸評估得出定量及定性之資料及分析，並包括前瞻性資料。

本集團假設，倘金融資產逾期超過90日，則信貸風險會大幅增加。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(f) Financial instruments (Continued)

(ii) Impairment loss on financial assets (Continued)

The Group considers a financial asset to be credit-impaired when: (1) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (2) the financial asset is more than 90 days past due.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt instruments that are measured at FVTOCI, for which the loss allowance is recognised in other comprehensive income and accumulated in "FVTOCI reserve (recycling)".

Interest income on credit-impaired financial assets is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset. For non credit-impaired financial assets interest income is calculated based on the gross carrying amount.

(iii) Financial liabilities

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at FVTPL are initially measured at fair value and financial liabilities at amortised cost are initially measured at fair value, net of directly attributable costs incurred.

4. 重大會計政策(續)

(f) 金融工具(續)

(ii) 金融資產減值虧損(續)

本集團認為金融資產於下列情況下屬產生信貸減值：(1) 借款人不大可能在本集團並無追索權(如變現擔保)(如持有)下向本集團悉數支付其信貸義務；或(2) 該金融資產逾期超過90日。

除按公平值計入其他全面收益的債務工具投資(其虧損撥備於其他全面收益確認並於「按公平值計入其他全面收益儲備(可劃轉)」中累計)外，本集團於損益確認所有金融工具的減值收益或虧損，並透過虧損撥備賬對其賬面值進行相應調整。

已產生信貸減值的金融資產的利息收入按該金融資產的攤銷成本(即賬面總值減虧損撥備)計量。就未產生信貸減值的金融資產而言，利息收入按賬面總值計量。

(iii) 金融負債

本集團視乎負債產生的目的將金融負債分類。按公平值計入損益之金融負債初步按公平值計量，而按攤銷成本計量之金融負債則初步按公平值扣除所產生的直接應佔成本計量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(f) Financial instruments (Continued)

(iii) Financial liabilities (Continued)

Financial liabilities at amortised cost

Financial liabilities at amortised cost including other payables, contract liabilities, amount due to a shareholder, bank borrowings, accruals, lease liabilities, corporate bond and convertible bonds issued by the Group are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

(iv) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

(v) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

4. 重大會計政策(續)

(f) 金融工具(續)

(iii) 金融負債(續)

按攤銷成本計量之金融負債

按攤銷成本計量之金融負債(包括其他應付款項、合約負債、應付一名股東款項、銀行借款、應計款項、租賃負債及本集團發行之公司債券及可換股債券)隨後採用實際利率法按攤銷成本計量。相關利息開支於損益確認。

當負債取消確認以及在攤銷過程中，收益或虧損於損益賬中確認。

(iv) 實際利率法

實際利率法為就有關期間計算一項金融資產或金融負債的攤銷成本及分配利息收入或利息開支的方法。實際利率指實際用於將估計未來現金收入或付款按相關金融資產或負債的預計年期或較短期間(如適用)準確折算的利率。

(v) 股本工具

本公司所發行之股本工具以已收所得款項(扣除直接發行費用)入賬。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(f) Financial instruments (Continued)

(vi) Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKFRS 9.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

(g) Revenue recognition

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Depending on the terms of the contract and the laws that apply to the contract, control of the goods or service may be transferred over time or at a point in time. Control of the goods or service is transferred over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer;
- creates or enhances an asset that the customer controls as the Group performs; or
- does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

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

4. 重大會計政策(續)

(f) 金融工具(續)

(vi) 取消確認

倘與金融資產相關的未來現金流的合約性權利到期或金融資產已轉讓及轉讓事項根據香港財務報告準則第9號符合取消確認標準，則本集團會取消確認金融資產。

金融負債於有關合約所訂明責任解除、註銷或屆滿時取消確認。

(g) 收益確認

客戶合約收益於貨品或服務控制權轉讓至客戶時確認，有關金額反映本集團預期就交換該等貨品或服務而可獲得之代價，惟不包括代第三方收取的金額。收益不計及增值稅或其他銷售稅，且已扣除任何貿易折扣。

貨品或服務的控制權是在一段時間內或某一時間點轉移，取決於合約的條款與適用於合約的法律規定。倘本集團符合下列條件時，貨品或服務的控制權在一段時間內轉移：

- 提供全部利益，而客戶亦同步收到並消耗有關利益；
- 本集團履約時創建及優化由客戶控制的資產；或
- 並無產生本集團有替代用途的資產，且本集團有可執行權利就至今已完成的履約部分收取款項。

倘貨品或服務的控制權在一段時間內轉移，則收益於整個合約期間經參考完成履約責任的進度確認。否則，收益於客戶獲得貨品或服務控制權的時間點確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(g) Revenue recognition (Continued)

When the contract contains a financing component which provides the customer a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amounts receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method. For contracts where the period between the payment and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

Platform services income

For the platform services, there are 2 categories of services:

- The 1st category of the service is to match borrower's financing target with investor's fund. Service charge is recognised at a point when matching is successful and the borrower draws down the loan, which representing the borrower accepts the service performed by the Group. PO is satisfied at the point and the borrower is obliged to pay for the service.
- The 2nd category of service is to provide community finance by monthly instalment plan (normally 2 years) to the borrower. Service charge is recognised over time when monthly instalments are repaid. The borrower simultaneously receives and consumes the benefits for the instalment services from the Group and the borrower is obliged to pay for the satisfied PO over time.

There is variable consideration for above platform services. The Group used the expected cost plus a margin approach and adjusted market assessment approach to estimate the stand-alone services price.

4. 重大會計政策(續)

(g) 收益確認(續)

倘合約中包含為客戶提供超過一年轉移貨品或服務的重大融資利益的融資成分，則收益按應收金額的現值計量，並使用訂立合約時本集團與客戶的單獨融資交易中反映的貼現率貼現。倘合約中包含為本集團提供重大融資利益的融資成分，則根據該合約確認的收益包括按實際利率法計算的合約負債所產生的利息開支。對於付款與承諾的貨品或服務轉移之間的期限為一年或少於一年的合約，交易價不會因重大融資成分的影響而調整，而是使用香港財務報告準則第15號可行的權宜之計。

平台服務收入

平台服務包括兩類服務：

- 第一類服務匹配借款人的融資目標與投資者的資金。服務費於成功匹配及借款人提取貸款時確認，即借款人接受本集團提供的服務時，履約責任即告完成，借款人須就服務付款。
- 第二類服務按月付計劃(通常為兩年)向借款人提供社區金融。服務費於每月分期付款時隨時間確認。借款人同時接收並使用本集團分期付款服務所帶來的裨益，而須隨時間就已完成之履約責任付款。

上述平台服務有可變代價。本集團按預期成本加利潤率及經調整市場評估法估計獨立服務價格。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(g) Revenue recognition (Continued)

Platform services income (Continued)

However, the Group considers the impact from recognition of contract assets is immaterial and therefore no contract assets is recognised during the year.

(h) Income taxes

Income taxes for the year comprise current tax and deferred tax.

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowable for income tax purposes and is calculated using tax rates that have been enacted or substantively enacted at the end of reporting period.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Except for goodwill and recognised assets and liabilities that affect neither accounting nor taxable profits, deferred tax liabilities are recognised for all temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is measured at the tax rates expected to apply in the period when the liability is settled or the asset is realised based on tax rates that have been enacted or substantively enacted at the end of reporting period.

An exception to the general requirement on determining the appropriate tax rate used in measuring deferred tax amount is when an investment property is carried at fair value under HKAS 40 "Investment Property". Unless the presumption is rebutted, the deferred tax amounts on these investment properties are measured using the tax rates that would apply on sale of these investment properties at their carrying amounts at the reporting date. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all the economic benefits embodied in the property over time, rather than through sale.

4. 重大會計政策(續)

(g) 收益確認(續)

平台服務收入(續)

然而，本集團認為確認合約資產的影響並不重大，故不會於年內確認合約資產。

(h) 所得稅

年內的所得稅包括即期稅項及遞延稅項。

即期稅項乃根據日常業務之溢利或虧損，就所得稅項而言毋須課稅或不可扣稅項目作出調整，按報告期末已制定或實質上已制定之稅率計算。

遞延稅項會就用作財務報告用途的資產及負債賬面值與用作稅項用途的相應金額的暫時差異確認。除商譽及不影響會計或應課稅溢利的已確認資產及負債外，遞延稅項負債就所有暫時差異進行確認。倘有可用以抵銷可扣減暫時差異的應課稅溢利，則會確認遞延稅項資產。遞延稅項以於報告期間完結時已頒佈或實質上已頒佈的稅率為基準，按預期將於清償負債或變現資產的期間所採用的稅率計量。

就釐定計量遞延稅項金額時所用適當稅率的一般規定而言，有一個例外情況，即投資物業乃根據香港會計準則第40號「投資物業」按公平值列賬。除非該假定被推翻，否則此等投資物業的遞延稅項金額乃以出售此等投資物業時所適用的稅率以及按其於報告日期的賬面值而計量。當投資物業為可計提折舊並根據一個業務模式而持有，而該業務模式的目的是隨著時間推移而消耗該物業所體現的絕大部分經濟利益(而非通過出售)時，該假定即被推翻。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) Income taxes (Continued)

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and jointly controlled entities, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Income taxes are recognised in profit or loss except when they relate to items recognised in other comprehensive income in which case the taxes are also recognised in other comprehensive income or when they relate to items recognised directly in equity in which case the taxes are also recognised directly in equity.

(i) Foreign currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency").

In the individual financial statements of the consolidated entities, foreign currency transactions are translated into the functional currency of the individual entity using the exchange rates prevailing at the dates of the transactions. At reporting date, monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at that date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the reporting date retranslation of monetary assets and liabilities are recognised in profit or loss.

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined and are reported as part of the fair value gain or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

4. 重大會計政策(續)

(h) 所得稅(續)

遞延稅項負債就於附屬公司及共同控制實體的投資產生的應課稅暫時差額確認，惟本集團可控制暫時差額的撥回及暫時差額可能不會於可見將來撥回者除外。

所得稅於損益中確認，惟倘所得稅與其他全面收益內確認的項目相關除外，在此情況下，稅項亦在其他全面收益中確認；或倘所得稅與直接於權益中確認的項目相關，在此情況下，稅項亦直接於權益中確認。

(i) 外幣

本集團各實體的財務報表所包括的項目，乃採用該實體經營所在的主要經濟環境的貨幣(「功能貨幣」)計量。

於合併實體的獨立財務報表中，外幣交易乃按交易當日的匯率換算為個別實體的功能貨幣。於報告日期，以外幣計值的貨幣資產及負債乃按該日期的匯率換算。因結算該等交易及於報告日期重新換算的貨幣資產及負債所產生的外匯損益均於損益中確認。

以外幣計值且按公平值呈列的非貨幣項目乃按公平值釐定當日適用的匯率重新換算，並呈報為公平值盈虧的一部分。按歷史成本以外幣入賬的非貨幣項目不作重新換算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Foreign currency (Continued)

In the consolidated financial statements, all individual financial statements of foreign operations, originally presented in a currency different from the Group's presentation currency, have been converted into RMB. Assets and liabilities have been translated into RMB at the closing rates at the reporting date. Income and expenses have been converted into RMB at the exchange rates ruling at the transaction dates or at the average rates over the reporting period provided that the exchange rates do not fluctuate significantly. Any differences arising from this procedure have been recognised in other comprehensive income and accumulated separately in the exchange reserve in equity.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation on or after 1 January 2005 are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of reporting period. Exchange differences arising are recognised in the exchange reserve.

(j) Employee benefits

(i) Short term employee benefits

Short term employee benefits are employee benefits (other than termination benefits) that are expected to be settled wholly before twelve months after the end of the annual reporting period in which the employees render the related service. Short term employee benefits are recognised in the year when the employees render the related service.

4. 重大會計政策(續)

(i) 外幣(續)

於綜合財務報表中，原以本集團呈報貨幣以外的貨幣呈列的海外業務的所有獨立財務報表均已換算為人民幣。資產及負債已按報告日期的收市匯率換算為人民幣。收入與支出按交易日的匯率，或按報告期間的平均匯率換算為人民幣(假設匯率並無重大波動)。任何因此程序產生的差額已於其他全面收益中確認並於權益內的匯兌儲備單獨累計。

於二零零五年一月一日或之後因收購海外業務而產生之已收購可識別資產之商譽及公平值調整將視為海外業務之資產及負債，並按報告期末之匯率進行換算。所產生之匯兌差額於匯兌儲備中確認。

(j) 僱員福利

(i) 短期僱員福利

短期僱員福利是指預期在僱員提供相關服務的年度呈報期末後十二個月以前將全數結付的僱員福利(離職福利除外)。短期僱員福利於僱員提供相關服務的年度內確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Employee benefits (Continued)

(ii) Defined contribution retirement plans

The Group operates a defined contribution retirement benefit scheme ("MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance, for all of its employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employee's basic salaries.

The employees of the Group's subsidiaries which operate in the PRC are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute certain percentage of employees' salaries to the central pension scheme.

Contributions are recognised as an expense in profit or loss as employees render services during the year. The Group's obligations under these plans are limited to the fixed percentage contributions payable.

(k) Share-based payments

Where share options are awarded to employees and others providing similar services, the fair value of the options at the date of grant is recognised in profit or loss over the vesting period with a corresponding increase in the employee share option reserve within equity. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at the end of each reporting period so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest. Market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether the market vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition.

4. 重大會計政策(續)

(j) 僱員福利(續)

(ii) 定額供款退休計劃

本集團根據強制性公積金計劃條例為其所有合資格參與定額供款退休福利計劃(「強積金計劃」)的僱員實施強積金計劃。供款乃根據僱員基本薪資的百分比而作出。

本集團於中國經營的附屬公司的僱員須參加由當地市政府運作的中央退休金計劃。該等附屬公司須按僱員薪金的若干百分比向中央退休金計劃供款。

由於僱員於年內提供服務，故供款在損益中確認為開支。本集團於該等計劃項下的責任僅限於按固定百分比供款。

(k) 股份付款

當僱員及提供類似服務之其他人士獲頒授購股權時，於授出日期購股權的公平值乃於歸屬期於損益內確認，並於權益內相應增加僱員購股權儲備。非市場歸屬條件乃透過調整預期將於各報告期末歸屬之股本工具之數目予以考慮，以便最終於歸屬期確認的累計金額乃以最終歸屬的購股權數量計算。市場歸屬條件乃將授出購股權的公平值作為因素計入。所有其他歸屬條件得以達成時，不論市場歸屬條件能否達成，均會收取費用。累計開支不會因未能達成市場歸屬條件而作出調整。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Share-based payments (Continued)

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also recognised in profit or loss over the remaining vesting period.

Where equity instruments are granted to persons other than employees and others providing similar services, the fair value of goods or services received is recognised in profit or loss unless the goods or services qualify for recognition as assets. A corresponding increase in equity is recognised. For cash-settled share based payments, a liability is recognised at the fair value of the goods or services received.

(l) Impairment of assets (other than financial assets)

At the end of each reporting period, the Group reviews the carrying amounts of the following assets to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment (including right-of-use assets);
- investments in subsidiaries.

If the recoverable amount (i.e. the greater of the fair value less costs of disposal and value in use) of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount under another HKFRS, in which case the impairment loss is treated as a revaluation decrease under the HKFRSs.

4. 重大會計政策(續)

(k) 股份付款(續)

倘購股權的條款及條件於歸屬前修訂，購股權的公平值增加(緊隨修訂前後計量)亦會按餘下歸屬期在損益中確認。

倘股本工具授予僱員及提供類似服務之其他人士以外人士，則在損益中確認已收貨品或服務之公平值，惟該貨品或服務合資格確認為資產除外。將於權益中確認相應之增加。對於以現金結算的以股份形式付款，負債以已收貨品或服務的公平值確認。

(l) 資產(金融資產除外)減值

於各報告期末，本集團會審閱下列資產的賬面值以釐定是否有跡象顯示該等資產出現減值虧損或以往確認的減值虧損不再出現或有所減少：

- 物業、廠房及設備(包括使用權資產)；
- 於附屬公司的投資。

倘資產的可收回金額(即公平值減銷售成本與使用價值兩者的較高者)估計低於其賬面值，則該資產的賬面值將減至其可收回金額。減值虧損即時確認為開支，除非相關資產根據其他香港財務報告準則以經重估金額列值，在此情況下減值虧損根據香港財務報告準則視作重估減少處理。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**(I) Impairment of assets (other than financial assets) (Continued)**

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately, unless the relevant asset is carried at a revalued amount under another HKFRS, in which case the reversal of impairment loss is treated as a revaluation increase under that HKFRS.

Value in use is based on the estimated future cash flows expected to be derived from the asset or cash generating unit, 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 or cash-generating unit.

4. 重大會計政策(續)**(I) 資產(金融資產除外)減值(續)**

倘某項減值虧損其後撥回，則該項資產的賬面值將增至重新估計之可收回金額，惟以增加後的賬面值不得超逾該項資產於過往年度並無確認減值虧損所釐定的賬面值為限。減值虧損撥回時將即時確認為收入，除非相關資產根據其他香港財務報告準則以經重估金額列值，在此情況下減值虧損撥回根據香港財務報告準則視作重估增加處理。

使用價值根據預期來自於資產或現金產生單位的估計未來現金流量，並使用反映當前市場對貨幣時間價值的評估及對資產或現金產生單位的特定風險的稅前折現率折現至其現值計算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(m) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event and it is probable to result in an outflow of economic benefits that can be reasonably estimated.

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, the existence of which 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.

(n) 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 key management personnel of the Group or the Company's parent.

4. 重大會計政策(續)

(m) 撥備及或然負債

如本集團因過往事件產生法定或推定責任而出現時間或金額未確定之負債，並可合理估計將可能導致經濟利益流出時，即會確認撥備。

倘若導致經濟利益流失的可能性不大，或未能可靠地衡量該責任的金額，該責任會披露為或然負債，除非導致經濟利益流失之可能性極低。潛在責任(須視乎日後是否發生一宗或多宗事件而確定其會否實現)亦會披露為或然負債，除非導致經濟利益流失的可能性極低。

(n) 關連方

- (a) 倘適用下列情況，該名人士或該名人士的近親家屬便被視為與本集團有關連：
- (i) 對本集團有控制權或共同控制權；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本集團或本公司母公司主要管理人員。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(n) Related parties (Continued)

(b) An entity is related to the Group if any of the following conditions apply:

- (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 entity;
- (v) The entity is a post-employment benefit plan for the benefit of the employees of 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 key management personnel of the entity (or of a parent of the entity); or
- (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 Company's parent.

4. 重大會計政策(續)

(n) 關連方(續)

(b) 倘適用下列任何情況，該實體便被視為與本集團有關連：

- (i) 該實體及本集團屬同一集團的成員(即各母公司、附屬公司及同系附屬公司互相關連)；
- (ii) 一個實體為另一實體的聯營公司或合資公司(或為某一集團的成員的聯營公司或合資公司，而該另一實體為此集團的成員公司)；
- (iii) 兩個實體皆為相同第三方的合資公司；
- (iv) 一個實體為第三方實體的合資公司及另一實體為第三方實體的聯營公司；
- (v) 該實體為本集團或與本集團有關連的實體為僱員福利而設的離職後福利計劃；
- (vi) 該實體受(a)所識別的人士控制或共同控制；
- (vii) 於(a)(i)所識別對實體有重大影響的人士，或是實體(或實體的母公司)主要管理人員；或
- (viii) 該實體或其所屬集團的任何成員公司向本集團或本公司的母公司提供主要管理人員服務。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(n) Related parties (Continued)

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 and include:

- (i) that person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

(o) Share capital

Ordinary shares are classified as equity. Share capital is determined using the nominal value of shares that have been issued.

Any transaction costs associated with the issuing of capital are deducted from capital (net of any related income tax benefit) to the extent they are incremental costs directly attributable to the equity transaction.

(p) Cash and cash equivalents

Cash and cash equivalents presented on the consolidated statement of financial position include:

- (a) cash, which comprises of cash on hand and demand deposits, excluding bank balances that are subject to regulatory restrictions that result in such balances no longer meeting the definition of cash; and
- (b) cash equivalents, which comprises of short-term (generally with original maturity of three months or less), highly liquid investments that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value. Cash equivalents are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

4. 重大會計政策(續)

(n) 關連方(續)

某一人士的近親家屬指預期可影響該人士與實體進行買賣或於買賣時受該人士影響的有關家屬並包括：

- (i) 該名人士的子女及配偶或同居伴侶；
- (ii) 該名人士的配偶或同居伴侶的子女；及
- (iii) 該名人士或該名人士的配偶或同居伴侶的受養人。

(o) 股本

普通股乃分類為權益。股本乃採用已發行股份的面值釐定。

與發行資本相關的任何交易成本乃自資本(扣除任何相關所得稅利益)中扣除，惟僅限於直接來自權益交易的遞增成本。

(p) 現金及現金等值項目

綜合財務狀況表所呈列的現金及現金等值項目包括：

- (a) 現金，包括手頭現金及活期存款，不包括受監管限制而導致有關結餘不再符合現金定義的銀行結餘；及
- (b) 現金及現金等值項目，包括短期(通常原到期日為三個月或更短時間)、可隨時轉換為已知數額現金且價值變動風險不大的高流動性投資。現金及現金等值項目持作達到短期現金承擔，而非用於投資或其他目的。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**(p) Cash and cash equivalents (Continued)**

For the purposes of the consolidated statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts which are repayable on demand and form an integral part of the Group's cash management. Such overdrafts are presented as short-term borrowings in the consolidated statement of financial position.

(q) Segment reporting

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive directors for their decisions about resources allocation to the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the executive directors are determined following the Group's major operations.

The measurement policies the Group uses for reporting segment results under HKFRS 8 "Operating Segments" are the same as those used in its financial statements prepared under HKFRSs.

4. 重大會計政策(續)**(p) 現金及現金等值項目(續)**

就綜合現金流量表而言，現金及現金等值項目包括上文所界定的現金和現金等值項目，減去應按要求償還的未償還銀行透支，構成本集團現金管理的重要部分。有關透支在綜合財務狀況表以短期借款呈列。

(q) 分部報告

本集團定期向執行董事報告內部財務資料，以供彼等就本集團業務組成部分的資源分配作決定，以及供彼等檢討該等組成部分的表現，而本集團則根據該等資料劃分營運分部及編製分部資料。內部財務資料呈報予執行董事的業務組成部分乃根據本集團主要業務釐定。

本集團按香港財務報告準則第8號「經營分部」制定報告分部業績的計量政策，與財務報表的其他按香港財務報告準則制定的政策一致。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, the directors are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The key sources of estimation uncertainty

In addition to information disclosed elsewhere in these financial statements, other key sources of uncertainty at the end of each reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

(i) Impairment of financial assets

The Group adopts the impairment policy to recognise loss allowances for ECLs on receivables. ECLs are probability-weighted estimate of credit losses and the Group has to make judgement to determine whether the credit risk of a financial asset has increased significantly since initial recognition by considering and analysing on the Group's historical experience and informed credit assessment including forward-looking information.

5. 關鍵會計判斷及估計不確定性因素的主要來源

於應用本集團的會計政策時，董事須就其他來源並不明顯的資產及負債的賬面值作出判斷、估計及假設。估計及相關假設乃以過往經驗及其他被認為有關的因素為基礎。實際結果與此等估計不同。

估計及相關假設乃按持續基準審閱。會計估算的修訂乃於估計有所修訂的期間(倘修訂僅影響該期間)，或修訂期間及未來期間(倘修訂影響當前期間及未來期間)內確認。

估計不確定性因素的主要來源

除於該等財務報表披露之資料外，於各報告期末有重大風險可導致下一個財政年度的資產及負債賬面值須予重大調整的不確定性因素的其他主要來源討論如下。

(i) 金融資產減值

本集團採用減值政策就應收款項的預期信貸虧損確認虧損撥備。預期信貸虧損為信貸虧損的概率加權估計，本集團須在考慮及分析本集團的過往經驗及已知信貸評估(包括前瞻性資料)後作出判斷，釐定金融資產的信貸風險是否自初始確認後大幅增加。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

6. SEGMENT INFORMATION

The Group determines its operating segments based on the reports reviewed by the chief operating decision-maker that are used to make strategic decision.

The Group has four (2021: four) reportable and operating segments. The segments are managed separately as each business offers different services and requires different business strategies. The following summary describes the operations in each of the Group's reportable segments:

Investment in property development projects	Investments income and relevant consultation service income generated from LPs, which invest in property development projects and are accounted for as financial assets at FVTPL;
Operation of financial services platform	Provision of financial consultation services and financial services platform;
Provision of entrusted loan, pawn loan, other loan services, and financial consultation services	Provision of short-term and long-term loans and financial consultation services to borrowers and financial institutions; and
Finance lease services	Provision of long-term finance lease services.

6. 分部資料

本集團根據主要營運決策者所審閱並賴以作出戰略決策的報告釐定其經營分部。

本集團有四個(二零二一年：四個)可呈報及經營分部。由於從事的服務及所需業務策略各不相同，故區分管理。下文概述本集團各可呈報分部的經營情況：

投資於物業發展項目	有限合夥(投資於物業發展項目並入賬列作按公平值計入損益的金融資產)產生的投資收入及有關顧問服務收入；
運作金融服務平台	提供金融顧問服務及金融服務平台；
提供委託貸款、典當貸款、其他貸款服務以及財務顧問服務	向借款人及財務機構提供短期及長期貸款及財務顧問服務；及
融資租賃服務	提供長期融資租賃服務。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

6. SEGMENT INFORMATION (CONTINUED)

Segment information about reportable segments:

(a) Business segments

		Investment in property development projects	Operation of financial services platform	Provision of entrusted loan, pawn loan, other loan services and financial consultation services	Finance lease services	Total
		投資於物業 發展項目	運作金融 服務平台	提供委託貸款、 典當貸款、其他 貸款服務及 財務顧問服務	融資租賃服務	總計
		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
For the year ended	截至二零二二年十二月三十一日					
31 December 2022	止年度					
Revenue from external customers	來自外部客戶的收益	-	75,225	1,446	-	76,671
Reportable segment (loss)/profit	可呈報分部(虧損)/溢利	-	21,903	(1,178)	-	20,725
Items included in the measure of segment profit or loss or segment assets:	計入分部溢利或虧損或分部資產 計量的項目：					
Other expenses/(income), net	其他開支/(收入)淨額	-	(9)	-	-	(9)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	-	737	-	-	737
Loss allowance on financial assets	金融資產虧損撥備	-	(247)	2,624	-	2,377
Addition of non-current assets	添置非流動資產	-	6,935	-	-	6,935
Salaries and wages	薪金及工資	-	5,049	-	-	5,049
As at 31 December 2022	於二零二二年十二月三十一日					
Reportable segment assets	可呈報分部資產	-	17,345	37,932	-	55,277
Reportable segment liabilities	可呈報分部負債	-	29,427	-	-	29,427

6. 分部資料(續)

可呈報分部資料：

(a) 業務分部

	Investment in property development projects	Operation of financial services platform	Provision of entrusted loan, pawn loan, other loan services and financial consultation services	Finance lease services	Total
	投資於物業 發展項目	運作金融 服務平台	提供委託貸款、 典當貸款、其他 貸款服務及 財務顧問服務	融資租賃服務	總計
	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

For the year ended	截至二零二二年十二月三十一日					
31 December 2022	止年度					
Revenue from external customers	來自外部客戶的收益	-	75,225	1,446	-	76,671
Reportable segment (loss)/profit	可呈報分部(虧損)/溢利	-	21,903	(1,178)	-	20,725
Items included in the measure of segment profit or loss or segment assets:	計入分部溢利或虧損或分部資產 計量的項目：					
Other expenses/(income), net	其他開支/(收入)淨額	-	(9)	-	-	(9)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	-	737	-	-	737
Loss allowance on financial assets	金融資產虧損撥備	-	(247)	2,624	-	2,377
Addition of non-current assets	添置非流動資產	-	6,935	-	-	6,935
Salaries and wages	薪金及工資	-	5,049	-	-	5,049
As at 31 December 2022	於二零二二年十二月三十一日					
Reportable segment assets	可呈報分部資產	-	17,345	37,932	-	55,277
Reportable segment liabilities	可呈報分部負債	-	29,427	-	-	29,427

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

6. SEGMENT INFORMATION (CONTINUED)

(a) Business segments (Continued)

	Investment in property development projects	Operation of financial services platform	Provision of entrusted loan, pawn loan, other loan services and financial consultation services	Finance lease services	Total
	投資於物業 發展項目 RMB'000 人民幣千元	運作金融 服務平台 RMB'000 人民幣千元	提供委託貸款、 典當貸款、其他 貸款服務及 財務顧問服務 RMB'000 人民幣千元	融資租賃服務 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
For the year ended 31 December 2021	截至二零二一年十二月三十一日 止年度				
Revenue from external customers	-	19,658	401	-	20,059
Reportable segment (loss)/profit	(198,021)	907	(13,387)	(89)	(210,590)
Items included in the measure of segment profit or loss or segment assets:	計入分部溢利或虧損或分部資產 計量的項目：				
Change in fair value of financial assets at FVTPL	195,987	-	-	-	195,987
Other expenses/(income), net	(1)	(36)	(1)	-	(38)
Depreciation of property, plant and equipment	-	594	30	-	624
Impairment loss on property, plant and equipment	-	-	529	-	529
Written off on deposits paid, prepayments and other receivables	1,336	802	501	-	2,639
Loss allowance on financial assets	-	467	10,134	-	10,601
Addition of non-current assets	-	-	529	-	529
Salaries and wages	282	4,122	833	-	5,237
As at 31 December 2021	於二零二一年十二月三十一日				
Reportable segment assets	67,599	13,178	4,933	176	85,886
Reportable segment liabilities	14,452	25,751	6,660	4,952	51,815

6. 分部資料(續)

(a) 業務分部(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

6. SEGMENT INFORMATION (CONTINUED)

(b) Reconciliation of reportable segment revenues, profit/(loss) before income tax expenses, assets and liabilities

6. 分部資料(續)

(b) 可呈報分部收益、除所得稅開支前溢利/(虧損)、資產及負債之對賬

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Revenue	收益		
Revenue from external customers	來自外部客戶的收益	76,671	20,059
Profit/(loss) before income tax expense	除所得稅開支前溢利/(虧損)		
Reportable segment profit/(loss)	可呈報分部溢利/(虧損)	20,725	(210,590)
Loss on disposal of subsidiaries	出售附屬公司的虧損	(4,557)	-
Fair value loss on investment properties	投資物業公平值虧損	-	(47,870)
Unallocated finance costs	未分配財務成本	-	192
Unallocated corporate expenses	未分配公司開支	(6,648)	(7,327)
Consolidated gain/(loss) before income tax expense	除所得稅開支前綜合收益/(虧損)	9,520	(265,595)
Assets	資產		
Reportable segment assets	可呈報分部資產	55,277	85,886
Amount due from a non-controlling interest	應收非控股權益款項	-	1
Cash and cash equivalents	現金及現金等值項目	103	2,318
Unallocated corporate assets	未分配公司資產	325	-
Consolidated total assets	綜合資產總額	55,705	88,205
Liabilities	負債		
Reportable segment liabilities	可呈報分部負債	29,427	51,815
Dividend payable	應付股息	112	103
Loan from a director	來自一名董事之貸款	1,536	2,862
Bank borrowings	銀行借款	-	2,705
Unallocated corporate liabilities	未分配公司負債	9,137	35,104
Consolidated total liabilities	綜合負債總額	40,212	92,589

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

6. SEGMENT INFORMATION (CONTINUED)

(c) Geographic information and disaggregation of revenue from contracts with customers

In the following table, segment revenue of the Group's reportable segments are disaggregated by primary geographical market, major products and service lines and timing of revenue recognition.

6. 分部資料(續)

(c) 客戶合約收益的地區資料及分拆

下表載列按主要地區市場、主要服務項目及確認收益的時間拆分的本集團可呈報分部的分部收益。

For the year ended 31 December	截至十二月三十一日 止年度	Investment in property development projects		Operation of financial services platform		Provision of entrusted loan, pawn loans, other loan services and financial consultation services		Finance lease services		Total	
		投資於物業發展項目	二零二一年	融服務平台	二零二一年	提供委託貸款、典當貸款、 其他貸款服務 以及財務顧問服務	二零二一年	融資租賃服務	二零二一年	總計	二零二一年
		2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
		二零二二年	二零二一年	二零二二年	二零二一年	二零二二年	二零二一年	二零二二年	二零二一年	二零二二年	二零二一年
Primary geographical markets	主要地區市場										
PRC	中國	-	-	75,225	19,658	1,446	38	-	-	76,671	19,696
Hong Kong	香港	-	-	-	-	-	363	-	-	-	363
Total	總計	-	-	75,225	19,658	1,446	401	-	-	76,671	20,059
Revenue	收益										
Investment income	投資收入	-	-	-	-	-	-	-	-	-	-
Financial consultation services income	財務顧問服務收入	-	-	-	-	-	-	-	-	-	-
Platform services income	平台服務收入	-	-	75,225	19,658	-	-	-	-	75,225	19,658
Interest income	利息收入	-	-	-	-	1,446	401	-	-	1,446	401
Finance lease service income	融資租賃服務收入	-	-	-	-	-	-	-	-	-	-
		-	-	75,225	19,658	1,446	401	-	-	76,671	20,059
Timing of revenue recognition	確認收益的時間										
At a point in time	於某一時間點	-	-	75,225	19,658	-	-	-	-	75,225	19,658
Over time	一段時間	-	-	-	-	1,446	401	-	-	1,446	401
		-	-	75,225	19,658	1,446	401	-	-	76,671	20,059

The Group's non-current assets (excluding financial assets) are predominantly attributable to a single geographical region, which is the PRC. Therefore, no analysis of non-current assets by geographical region is presented.

本集團的非流動資產(不包括金融資產)主要歸屬於單一地區,即中國。因此,並無按地區呈列非流動資產分析。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

6. SEGMENT INFORMATION (CONTINUED)

(d) Information about major customers

The Group's customer base is diversified. Revenue of the Group includes the following revenue earned from counterparties with whom transactions have exceeded 10% of the Group's revenue, all of which were derived from revenue by the operation of financial services platform segment for the years ended 31 December 2022 and 2021:

Counterparty A	交易對手 A

N/A: The relevant comparative figures for the corresponding period in 2021 and 2022 representing revenue from the relevant customers did not exceed 10% of the Group's revenue.

No customer contributed revenue exceed 10% of Group's revenue during the current year.

6. 分部資料(續)

(d) 主要客戶資料

本集團的客戶基礎龐大。本集團收益包括自下列交易超過本集團收益10%的交易對手獲得的收益，有關收益均來自截至二零二二年及二零二一年十二月三十一日止年度運作金融服務平台分部所得的收益：

2022	2021
二零二二年	二零二一年
RMB'000	RMB'000
人民幣千元	人民幣千元

N/A 不適用	8,019
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不適用：二零二一年及二零二二年同期自相關客戶所得收益的相關比較數字不超過本集團收益10%。

於本年內，概無客戶貢獻的收益超過本集團收益的10%。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

7. REVENUE

Revenue, which is also the Group's turnover, represents the income from its principal activities. Revenue recognised during the year are as follows:

		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Revenue from contract with customers within the scope of HKFRS 15:	香港財務報告準則第15號範圍內的客戶合約收益：		
Platform services income	平台服務收入	75,225	19,658
Revenue from other sources:	其他來源收入：		
Interest income	利息收入	1,446	401

Disaggregation of revenue from contracts with customers by the timing of revenue recognition and by geographic markets is disclosed in note 6(c).

The following table provides information about loans and accounts receivables and contract liabilities from contracts with customers.

		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Contract liabilities (note 23)	合約負債(附註23)	385	4,555

Contract liabilities increased by RMB843,000 in 2021 as a result of the advance consideration received from the customers for platform services.

Contract liabilities decreased by RMB4,170,000 in 2022 as a result of disposal of certain subsidiaries.

The transaction price allocated to the performance obligation that is unsatisfied, has not been disclosed, as substantially all of the Group's contracts with customers within the scope of HKFRS 15 have a duration of one year or less.

7. 收益

收益(亦為本集團的營業額)指來自其主要活動的收入。年內確認的收益如下：

	2022	2021
	二零二二年	二零二一年
	RMB'000	RMB'000
	人民幣千元	人民幣千元
Revenue from contract with customers within the scope of HKFRS 15:		
Platform services income	75,225	19,658
Revenue from other sources:		
Interest income	1,446	401

按確認收益的時間及地區市場拆分的客戶合約收益披露於附註6(c)。

下表載列有關客戶合約貸款及應收賬款及合約負債的資料。

	2022	2021
	二零二二年	二零二一年
	RMB'000	RMB'000
	人民幣千元	人民幣千元
Contract liabilities (note 23)	385	4,555

由於就平台服務自客戶收取墊款代價，合約負債於二零二一年增加人民幣843,000元。

由於出售若干附屬公司，合約負債於二零二二年減少人民幣4,170,000元。

由於本集團絕大部分客戶合約(按香港財務報告準則第15號界定)的期限均為一年或以下，故未有披露分配至未完成履約責任的交易價格。

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綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

8. OTHER EXPENSES, NET

			2022	2021
			二零二二年	二零二一年
		Notes	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
Bank interest income	銀行利息收入		9	8
Fair value loss on investment properties	投資物業公平值虧損	16	-	(47,870)
Loss on disposal of subsidiaries	出售附屬公司的虧損	39	(4,557)	-
Others	其他		-	33
			(4,548)	(47,829)

8. 其他開支淨額

9. FINANCE COSTS

			2022	2021
			二零二二年	二零二一年
		Notes	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
Interest on bank borrowings	銀行借款利息	25	-	192
Interest on lease liabilities	租賃負債利息	26	72	36
			72	228

9. 財務成本

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

10. PROFIT/(LOSS) BEFORE INCOME TAX EXPENSE

10. 除所得稅開支前溢利/(虧損)

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Auditor's remuneration	核數師酬金	790	1,087
Depreciation charge	折舊開支		
— Owned property, plant and equipment	— 自有物業、廠房及設備	300	624
— Right-of-use assets included in other buildings leased for own use carried at cost	— 計入按成本列賬租作自用的其他樓宇的使用權資產	437	-
Short-term leases expenses	短期租賃開支	-	558
Legal and professional fees	法律及專業費	10,265	13,309
Marketing expense	營銷開支	34,114	-
Written off of deposits paid, prepayments and other receivables	撇銷已付按金、預付款項及其他應收款項	-	2,639
Employee benefit expenses including directors' remuneration	僱員福利開支(包括董事薪酬)	7,273	7,774
Salaries and wages	薪金及工資	6,687	6,587
Pension scheme contributions	退休金計劃供款		
— defined contribution plans	— 定額供款計劃	586	1,187

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

11. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID INDIVIDUALS

(a) Directors' remuneration

The remuneration of each of the directors for the year is set out below:

		Salaries allowances and benefits		Pension scheme	Total
		Fees	in kind (note a)	contributions	
		薪金、津貼及袍金	實物福利(附註a)	退休金計劃供款	總計
		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
Year ended 31 December 2022	截至二零二二年十二月三十一日止年度				
<i>Executive directors:</i>	<i>執行董事：</i>				
Mr. Zhang Gongjun	張公俊先生	-	565	-	565
Ms. Wan Suyuan ("Ms. Wan") (Note (b))	萬素園女士(「萬女士」)(附註(b))	-	257	-	257
Mr. Leung Man Kit ("Mr. Leung") (Note (b))	梁文傑先生(「梁先生」)(附註(b))	-	599	-	599
Ms. Liu Yi ("Ms. Liu") (Note (b))	劉毅女士(「劉女士」)(附註(b))	-	125	-	125
		-	1,546	-	1,546
<i>Independent non-executive directors:</i>	<i>獨立非執行董事：</i>				
Dr. Vincent Cheng	鄭嘉福博士	123	-	-	123
Dr. Miao Bo	苗波博士	123	-	-	123
Mr. Hsu Tawei	徐大偉先生	123	-	-	123
Mr. Tsao Hoi Ho ("Mr. Tsao") (Note (b))	曹海豪先生(「曹先生」)(附註(b))	113	-	-	113
Mr. Lau Jing Yeung, William ("Mr. Lau") (Note (b))	劉正揚先生(「劉先生」)(附註(b))	92	-	-	92
		574	-	-	574
Total	總計	574	1,546	-	2,120

11. 董事薪酬及五名最高酬金人士

(a) 董事薪酬

年內每名董事的薪酬載列如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

11. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID INDIVIDUALS (CONTINUED)

(a) Directors' remuneration (Continued)

Year ended 31 December 2021	截至二零二一年十二月三十一日止年度
<i>Executive directors:</i>	<i>執行董事：</i>
Mr. Zhang Gongjun	張公俊先生
Ms. Wan Suyuan	萬素圓女士
<i>Independent non-executive directors:</i>	<i>獨立非執行董事：</i>
Dr. Vincent Cheng	鄭嘉福博士
Dr. Miao Bo	苗波博士
Mr. Hsu Tawei	徐大偉先生
Mr. Tsao Hoi Ho	曹海豪先生
Total	總計

Notes:

- (a) The executive directors' emoluments shown above were mainly for their services in connection with the management of the affairs of the Company and the Group. The independent non-executive directors' emoluments shown above were mainly for their services as directors of the Company.
- (b) Mr. Leung, Mr. Lau and Ms. Liu were appointed as the directors of the Company with effect on 1 February 2022, 11 March 2022, 23 May 2022 respectively; while Mr. Leung, Mr. Lau, Mr. Tsao and Ms. Wan resigned on 5 December 2022.

11. 董事薪酬及五名最高酬金人士(續)

(a) 董事薪酬(續)

Fees	Salaries allowances and benefits in kind (note a)	Pension scheme contributions	Total
薪金、津貼及實物福利袍金	退休金計劃供款	總計	
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
-	533	-	533
-	24	-	24
-	557	-	557
117	-	-	117
117	-	-	117
98	-	-	98
10	-	-	10
342	-	-	342
342	557	-	899

附註：

- (a) 上表所示執行董事酬金主要是就其管理本公司及本集團事務的相關服務所支付。上表所示獨立非執行董事酬金主要是就其擔任本公司董事的服務所支付。
- (b) 梁先生、劉先生及劉女士已獲委任為本公司董事，分別於二零二二年二月一日、二零二二年三月十一日及二零二二年五月二十三日生效，而梁先生、劉先生、曹先生及萬女士已於二零二二年十二月五日辭任。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

11. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID INDIVIDUALS (CONTINUED)**(b) Five highest paid individuals**

The five highest paid individuals of the Group included one (2021: three) directors whose emoluments are included above for the years ended 31 December 2022 and 2021.

The analysis of the emoluments of the remaining four (2021: two) highest paid individuals is as below:

Salaries, allowances and benefits in kind	薪金、津貼及實物福利
Pension scheme contributions	退休金計劃供款

2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
-----------------------------------	-----------------------------------

2,265	1,514
-	31
2,265	1,545

Their emoluments were within the following band:

Nil to HK\$1,000,000	零至 1,000,000 港元
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- (c) No director or any of the highest paid individuals waived or agreed to waive any emoluments for the year (2021: nil). No emoluments were paid by the Group to the directors or any of the highest paid individuals of the Group as an inducement to join or upon joining the Group or as compensation for loss of office for the year (2021: nil).

- (d) The emoluments paid or payable to member of senior management other than the directors were within the following band:

Nil to HK\$1,000,000	零至 1,000,000 港元
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11. 董事薪酬及五名最高酬金人士 (續)**(b) 五名最高酬金人士**

本集團截至二零二二年及二零二一年十二月三十一日止年度五名最高酬金人士中包括一名(二零二一年：三名)董事，彼等之酬金載於上文。

其餘四名(二零二一年：兩名)最高酬金人士的酬金分析如下：

2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
-----------------------------------	-----------------------------------

2,265	1,514
-	31
2,265	1,545

彼等之薪酬範圍如下：

2022 二零二二年 Number of individual 人士數目	2021 二零二一年 Number of individual 人士數目
--	--

4	2
----------	----------

- (c) 年內，概無董事或任何最高酬金人士放棄或同意放棄任何酬金(二零二一年：無)。年內，本集團概無向本集團的董事或任何最高酬金人士支付任何酬金，作為促使其加盟或在加盟本集團時的獎賞或離職補償(二零二一年：無)。

- (d) 向高級管理層成員(董事除外)已付或應付的薪酬範圍如下：

2022 二零二二年 Number of individual 人士數目	2021 二零二一年 Number of individual 人士數目
--	--

1	1
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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

12. INCOME TAX EXPENSE AND DEFERRED TAX LIABILITIES

12. 所得稅開支及遞延稅項負債

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
PRC Enterprise Income Tax	中國企業所得稅		
— Provision in current year	— 本年度撥備	6,700	9
		6,700	9

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operated.

Enterprise income tax ("EIT") arising from the PRC for the year was calculated at 25% (2021: 25%) of the estimated assessable profits of subsidiaries operating in the PRC during the year. According to the EIT law, the taxable income of an enterprise shall be the total revenue of such enterprise, deducted by any non-assessable revenue, exempted revenue, other deductions and amount of offsetting any accumulated tax losses.

本集團須就本集團成員公司所處及經營的司法權區所產生或賺取的溢利，按實體基準繳付所得稅。

於年內的中國企業所得稅(「企業所得稅」)按年內正在營運的中國附屬公司估計應課稅溢利的25%(二零二一年: 25%)計算。根據企業所得稅法，企業的應課稅收入須為該企業的收益總額減去任何非應課稅收益、豁免收益、其他扣減款項及用以抵銷任何累計稅項虧損的款項。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

12. INCOME TAX EXPENSE AND DEFERRED TAX LIABILITIES (CONTINUED)

The provision for Hong Kong Profits Tax for 2022 is calculated at 16.5% (2021: 16.5%) of the estimated assessable profits for the year, except for one subsidiary of the Group which is a qualifying corporation under the two-tiered Profits Tax rate regime. For this subsidiary, the first HK\$2 million of assessable profits are taxed at 8.25% and the remaining assessable profits are taxed at 16.5%. The provision for Hong Kong Profits Tax for this subsidiary was calculated at the same basis in 2021.

Withholding tax was calculated at 5% of the dividends declared in respect of profits earned by a PRC subsidiary to its intermediate holding company incorporated in Hong Kong from 1 January 2008 onwards.

The income tax expense for the year can be reconciled to the loss before income tax expense per the consolidated statement of profit and loss and other comprehensive income as follows:

12. 所得稅開支及遞延稅項負債(續)

二零二二年之香港利得稅撥備乃按本年度估計應課稅溢利的16.5%(二零二一年: 16.5%)計算,惟根據利得稅兩級制屬合資格公司的一間本集團旗下附屬公司除外。就該附屬公司而言,首2百萬港元的應課稅溢利按8.25%的稅率徵稅,餘下的應課稅溢利按16.5%的稅率徵稅。該附屬公司的香港利得稅撥備按與二零二一年相同的基準計算。

自二零零八年一月一日起,預扣稅按就中國附屬公司賺取的溢利向香港註冊成立之中間控股公司宣派股息的5%計算。

本年度所得稅開支可與綜合損益及其他全面收益表所載之除所得稅開支前虧損對賬如下:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Profit/(loss) before income tax expense	除所得稅開支前溢利/(虧損)	9,520	(265,595)
Tax calculated at the domestic tax rate of 25% (2021: 25%)	按國內稅率25% (二零二一年: 25%)計算的稅項	2,380	(66,399)
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區經營的 附屬公司的稅率差異的影響	(4,581)	765
Tax effect of non-deductible expenses	不可扣稅開支的稅務影響	9,680	65,865
Tax effect of non-taxable income	非應課稅收入的稅務影響	-	(40)
Tax effect of tax losses not recognised	尚未確認稅項虧損的稅務影響	-	281
Utilisation of tax losses not recognised	動用尚未確認的稅項虧損	(779)	(463)
Income tax	所得稅	6,700	9

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

12. INCOME TAX EXPENSE AND DEFERRED TAX LIABILITIES (CONTINUED)

As at 31 December 2022, the aggregate amount of temporary differences associated with the PRC subsidiaries' undistributed retained earnings for which deferred tax liabilities have not been recognised is approximately RMB18,341,000 (2021: RMB52,506,000). No deferred tax liabilities have been recognised in respect of these differences because the Group is in a position to control the dividend policies of these subsidiaries and it is probable that such differences will not be reversed in the foreseeable future.

The Group has accumulated tax losses arising in Hong Kong and the PRC of approximately RMBnil (2021: RMB16,030,000) and RMB nil (2021: RMB373,379,000) respectively. Deferred tax assets have not been recognised in respect of these losses as it is not probable that sufficient taxable profits will be available to allow all or part of the deferred tax assets to be utilised. The tax losses can be carried forward with a maximum period of five years in the PRC while the tax loss in Hong Kong can be carried forward indefinitely. In the opinion of the directors of the Group, there are no other deferred tax assets which will have a significant impact to the Group.

13. EARNINGS/(LOSS) PER SHARE

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

12. 所得稅開支及遞延稅項負債(續)

於二零二二年十二月三十一日，與未確認遞延稅項負債的中國附屬公司未分派保留盈利相關的暫時差額合共約為人民幣18,341,000元(二零二一年：人民幣52,506,000元)。由於本集團可控制該等附屬公司的股息政策，且該等差額於可見將來不太可能撥回，故並無就該等差額確認遞延稅項負債。

本集團於香港及中國分別產生累計稅項虧損約人民幣零元(二零二一年：人民幣16,030,000元)及人民幣零元(二零二一年：人民幣373,379,000元)。由於不大可能獲得足夠應課稅溢利以動用全部或部分遞延稅項資產，故此並無就該等虧損確認遞延稅項資產。於中國的稅項虧損可於最多五年內結轉，而於香港的稅項虧損可不定期結轉。本集團董事認為，並無其他遞延稅項資產將對本集團產生重大影響。

13. 每股盈利/(虧損)

計算本公司擁有人應佔每股基本及攤薄盈利/(虧損)乃基於下列數據：

	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Earnings/(loss)		
Earnings/(loss) for the purposes of basic and diluted earnings/(loss) per ordinary share being earnings/(loss) for the year attributable to owners of the Company	2,605	(265,276)
盈利/(虧損)		
就計算每股普通股基本及攤薄盈利/(虧損)所用之盈利/(虧損)(即本公司擁有人應佔年內盈利/(虧損))	2,605	(265,276)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

13. EARNINGS/(LOSS) PER SHARE (CONTINUED)

13. 每股盈利/(虧損)(續)

		2022 二零二二年	2021 二零二一年 (Restated) (經重列)
Number of shares	股數		
Weighted average number of ordinary shares for the purpose of basic earnings/(loss) per share	就計算每股基本盈利/(虧損)所用之普通股加權平均數	34,629,000	34,629,000
Effect of exercise of share options	行使購股權之影響		
Weighted average number of ordinary shares for the purpose of diluted earnings/(loss) per share	就計算每股攤薄盈利/(虧損)所用之普通股加權平均數	3,996	-
		34,632,996	34,629,000

On 22 March 2023, the Company completed a capital reorganisation which involved the consolidation of every 50 ordinary share of the company of HK\$0.1 each into one consolidated share of HK\$5 each. For the years ended 31 December 2022 and 2021, the weighted average number of ordinary share has been adjusted for the effect of the share consolidated.

The computation of diluted earnings per share was reference to the closing price of the Company's share immediately before the suspension of trading of the Company's share.

The diluted loss per share is same as basic loss per share for the years ended 2021 as the shares issuable in respect of the outstanding share options have an anti-dilutive effect on the basic loss per share.

於二零二三年三月二十二日，本公司完成股本重組，其涉及將本公司每50股每股面值0.1港元之普通股合併為一股每股面值5港元之合併股份。截至二零二二年及二零二一年十二月三十一日止年度，普通股加權平均數已就股份合併之影響作出調整。

計算每股攤薄盈利時參照了緊隨本公司股份暫停買賣前本公司股份之收市價。

由於涉及尚未行使購股權之可發行股份對每股基本虧損構成反攤薄效應，截至二零二一年十二月三十一日止年度之每股攤薄虧損與每股基本虧損相同。

14. DIVIDENDS

The Board does not recommend the payment of final dividend to shareholders of the Company for the year ended 31 December 2022 (2021: Nil).

14. 股息

董事會並不建議向本公司股東派發截至二零二二年十二月三十一日止年度之末期股息(二零二一年：無)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

15. PROPERTY, PLANT AND EQUIPMENT

15. 物業、廠房及設備

	Other buildings leased for own use carried at cost	Leasehold improvements	Furniture, fixtures and office equipment	Motor vehicles	Total	
	按成本列賬 租作自用的 其他樓宇	租賃裝修	傢俬、裝置 及辦公設備	汽車	總額	
	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	
Cost:	成本：					
At 1 January 2021	於二零二一年一月一日	-	1,876	9,859	866	12,601
Additions	添置	529	-	-	-	529
At 31 December 2021	於二零二一年十二月三十一日	529	1,876	9,859	866	13,130
Addition	添置	6,897	-	38	-	6,935
Disposal of subsidiaries (Note 39)	出售附屬公司(附註39)	(529)	(1,876)	(9,859)	(866)	(13,130)
At 31 December 2022	於二零二二年十二月三十一日	6,897	-	38	-	6,935
Accumulated depreciation and impairment:	累計折舊及減值：					
At 1 January 2021	於二零二一年一月一日	-	1,876	8,589	866	11,331
Charge for the year	年度開支	-	-	624	-	624
Impairment	減值	529	-	-	-	529
At 31 December 2021	於二零二一年十二月三十一日	529	1,876	9,213	866	12,484
Charge for the year	年度開支	437	-	300	-	737
Disposal of subsidiaries (Note 39)	出售附屬公司(附註39)	(529)	(1,876)	(9,511)	(866)	(12,782)
At 31 December 2022	於二零二二年十二月三十一日	437	-	2	-	439
Net carrying amount:	賬面淨值：					
At 31 December 2022	於二零二二年十二月三十一日	6,460	-	36	-	6,496
At 31 December 2021	於二零二一年十二月三十一日	-	-	646	-	646

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

15. PROPERTY, PLANT AND EQUIPMENT (CONTINUED) 15. 物業、廠房及設備(續)

Notes:

(a) Right-of-use assets

		Other buildings leased for own use carried at cost 按成本列賬 租作自用的 其他樓宇 RMB'000 人民幣千元
At 1 January 2021	於二零二一年一月一日	-
Addition	添置	529
Impairment	減值	(529)
At 31 December 2021	於二零二一年十二月三十一日	-
Addition	添置	6,897
At 31 December 2022	於二零二二年十二月三十一日	6,897

- (b) The impairment charges related to property, plant and equipment and right-of-use assets amounting to approximately RMBnil (2021: RMBnil) and RMBnil (2021: RMB529,000), respectively, have been recorded in other administrative expenses.

For the impairment assessment as at 31 December 2022, the Management of the Group concluded no impairment for furniture, fixtures and office equipment, and right of use asset.

附註：

(a) 使用權資產

- (b) 物業、廠房及設備與使用權資產的相關減值費用分別約為人民幣零元(二零二一年：人民幣零元)及人民幣零元(二零二一年：人民幣529,000元)，已計入其他行政開支。

就於二零二二年十二月三十一日的減值評估而言，本集團管理層得出結論認為，本集團的傢俬、裝置及辦公設備以及使用權資產並無減值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

16. INVESTMENT PROPERTIES

16. 投資物業

		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Fair value	公平值		
At 1 January	於一月一日	-	47,870
Change in fair value (note 8)	公平值變動(附註8)	-	(47,870)
At 31 December	於十二月三十一日	-	-

All the investment properties of the Group are held under long-term land use right in the PRC.

At 31 December 2021, the Group's investment properties with a carrying value of nil were pledged to secure certain bank borrowing of the Group (note 25).

At 31 December 2021, the Group's investment properties were seized by the Bureau and pledged pursuant to the Guarantee Documents for the settlement of the Unsettled Repayment Funds as stated in note 1 to the consolidated financial statements. As advised by the Company's PRC legal advisor, and with reference to the valuation report issued by Eidea Professional Services Company Limited, in view of the low probability and feasibility for the Group to recover the investment properties, the Group recognised RMB47,870,000 for the change in fair value of the investment properties in the profit of loss. The interest of the investment properties was disposed through the disposal of the subsidiaries during the year ended 31 December 2022.

本集團位於中國的所有投資物業以長期土地使用權持有。

於二零二一年十二月三十一日，本集團賬面值為零的投資物業已予抵押，用作擔保本集團若干銀行借款(附註25)。

於二零二一年十二月三十一日，本集團的投資物業被分局扣押，並根據擔保文件被抵押，以清償綜合財務報表附註1所述的未清償資金。根據本公司中國法律顧問的建議，並參考意達專業服務有限公司出具的估值報告，鑒於本集團收回投資物業的可能性及可行性較低，本集團於損益中確認投資物業公平值變動人民幣47,870,000元。於截至二零二二年十二月三十一日止年度，投資物業的權益已經由出售附屬公司而出售。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

17. FINANCIAL ASSETS AT FVTPL

17. 按公平值計入損益的金融資產

		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Financial assets at FVTPL	按公平值計入損益的金融資產		
— unlisted equity securities (note a(i))	— 非上市股本證券(附註a(i))	-	67,172

Notes:

(a) The amounts comprised investments in LPs at amounts of approximately RMB67,172,000 as at 31 December 2021.

(i) As at 31 December 2021, the Group invested in certain LPs in the PRC and acted as a limited partner with capital contributions at a range of RMB20 million to RMB60 million for each LP. The contributions represented 1.9% to 42.5% of the total contributions of the corresponding LPs. The Group revoked its voting right on decision making over these LPs and therefore, the directors are of the opinion that the Group did not have any control, joint control nor significant influence over these LPs. These LPs invested in property development project companies which are engaged in property development projects in the PRC which are being developed by a property developer in the PRC (the "PRC Property Developer"). The Group intends to hold these equity investments for receiving investment income and will sell them out if the return is not optimal as management expected.

During the year ended 31 December 2021, no investment income was recognised. As at 31 December 2021, there was gross carrying amount of approximately RMB26 million investment income receivables from these LPs (note 18). The financial assets were disposed during the year ended 31 December 2022 through dispose of subsidiaries.

附註:

(a) 於二零二一年十二月三十一日，金額包括於有限合夥的投資約人民幣67,172,000元。

(i) 於二零二一年十二月三十一日，本集團以有限合夥人身份投資於中國若干有限合夥，就各有限合夥注資額介乎人民幣20百萬元至人民幣60百萬元不等。注資佔該等有限合夥總注資的1.9%至42.5%。本集團撤銷其於該等有限合夥的決策投票權，因此，董事認為本集團對該等有限合夥並無任何控制權、共同控制權或重大影響。該等有限合夥投資於物業發展項目公司，該等公司於中國從事物業發展項目，而有關項目由中國物業發展商（「中國物業發展商」）開發。本集團擬持有該等權益投資以獲取投資收入，當回報不如管理層預期般理想時會將有關權益投資出售。

截至二零二一年十二月三十一日止年度，並無確認投資收入。於二零二一年十二月三十一日，來自該等有限合夥的應收投資收入的總賬面值約為人民幣26百萬元（附註18）。金融資產已於截至二零二二年十二月三十一日止年度經由出售附屬公司而出售。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

18. LOANS AND ACCOUNTS RECEIVABLES

18. 貸款及應收賬款

			2022	2021
		Notes	二零二二年	二零二一年
		附註	RMB'000	RMB'000
			人民幣千元	人民幣千元
Pawn loan receivables	應收典當貸款	a	-	11
Entrusted loan receivables	應收委託貸款	b	-	1,327
Financial consultation services income receivables	應收財務顧問服務收入	c	-	6,952
Investment income receivables	應收投資收入	d	-	26,000
Platform services income receivables	應收平台服務收入	e	529	4,568
Finance lease receivables	應收融資租賃款項	f	-	258
Other loan receivables	其他應收貸款	g	40,556	45,637
			41,085	84,753
Less: non-current portion	減：非流動部分			
Other loan receivables	其他應收貸款	g	-	(3,540)
			41,085	81,213
Less: loss allowance of loans and accounts receivables (note 36)	減：貸款及應收賬款虧損撥備(附註36)		(2,634)	(79,597)
Current portion	流動部分		38,451	1,616

a. Pawn loan receivables represented the short-term loan of approximately RMB11,000 as at 31 December 2021 arranged in the PRC. Customers were obliged to settle the amounts according to the terms set out in relevant contracts, with the option to renew the loans granted for a period up to 183 days. Interest rates offered were based on the assessment of a number of factors including the borrowers' creditworthiness and repayment ability, collaterals as well as the general economic trends. The pawn loans bore effective interest rate at 2.7% per month as at 31 December 2021, and the maturity date for each loan contract was not more than 183 days.

a. 於二零二一年十二月三十一日，應收典當貸款指於中國安排的約人民幣11,000元短期貸款。客戶須根據相關合約所載條款清償款項。客戶可選擇將所獲貸款續期至183日。利率乃根據對多項因素的評估而提供，該等因素包括借款人的信用度及償還能力、抵押物以及一般經濟趨勢。於二零二一年十二月三十一日，典當貸款按每月實際利率2.7%計息，各貸款合約的到期日不多於183日。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

18. LOANS AND ACCOUNTS RECEIVABLES (CONTINUED)

- b. Entrusted loan receivables represent loans to borrowers through certain banks or other financial institutions in the PRC. In an entrusted loan arrangement, the Group enters into a loan agreement with the borrower and a bank or other financial institution. The borrower repays the loan to the bank or the other financial institution and then the bank or financial institution returns the principal and accrued interest to the Group. While the bank or the other financial institution exercises supervision over the arrangement and receives repayment from the borrower, the bank or the other financial institutions does not assume any risk of default by the borrower. The effective interest rate on entrusted loan receivables are 0.46% per month as at 31 December 2021. Independent third parties have guaranteed these entrusted loans with maturity dates between 1 month to 2 years.
- c. For financial consultation services income receivables, the credit period is 30 days and customers are obliged to settle the amounts according to the terms set out in the relevant contracts.
- d. Investment income receivables represent income from the investment in LPs as described in note 17(a)(i). The receivables are typically settled 3 months after the date of the board meeting of the LPs.
- e. Platform services income receivables represent service income charged to the platform users who are obliged to pay service fees to the Group. There is no credit period and customers are obliged to settle the amount according to the terms set out in the relevant contracts.

18. 貸款及應收賬款(續)

- b. 應收委託貸款指透過中國的若干銀行或其他金融機構向借款人授出的貸款。在委託貸款安排中，本集團與借款人及一間銀行或其他金融機構訂立貸款協議。借款人向銀行或其他金融機構償還貸款，而銀行或金融機構隨後將本金及應計利息歸還予本集團。雖然銀行或其他金融機構對該安排進行監督及接收借款人還款，但銀行或其他金融機構並不承擔任何因借款人違約而引發的風險。於二零二一年十二月三十一日，應收委託貸款每月按0.46%的實際利率計息。該等委託貸款由獨立第三方擔保，到期日介乎1個月至兩年。
- c. 應收財務顧問服務收入的信貸期為30日，且客戶須根據相關合約所載條款清償款項。
- d. 應收投資收入指來自附註17(a)(i)所述投資於有限合夥的收入。該應收款項一般為於有限合夥董事會會議日期後三個月結算。
- e. 應收平台服務收入指向平台用戶收取的服務收入，平台用戶須向本集團支付服務費。有關款項並無信貸期，且客戶須根據相關合約所載條款清償款項。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

18. LOANS AND ACCOUNTS RECEIVABLES
(CONTINUED)

- f. For finance lease receivables, borrowers are obliged to settle the amounts according to the terms set out in relevant contracts and acquire the leased assets at the end of the lease period. The interest rate is 9.5% per annum as at 31 December 2021 with lease periods of less than one year.

The finance lease receivables as at 31 December 2021 and 2022 are further analysed as follows:

18. 貸款及應收賬款(續)

- f. 就應收融資租賃款項而言，借款人須根據相關合約所載條款清償款項，並須於租賃期屆滿時收購租賃資產。於二零二一年十二月三十一日的年利率為9.5%，租賃期少於一年。

於二零二一年及二零二二年十二月三十一日，應收融資租賃款項進一步分析如下：

As at 31 December 2022	於二零二二年 十二月三十一日	Minimum lease payments 最低租賃付款 RMB'000 人民幣千元	Interest income 利息收入 RMB'000 人民幣千元	Present value 現值 RMB'000 人民幣千元
Not later than one year	不遲於一年	-	-	-
As at 31 December 2021	於二零二一年 十二月三十一日	Minimum lease payments 最低租賃付款 RMB'000 人民幣千元	Interest income 利息收入 RMB'000 人民幣千元	Present value 現值 RMB'000 人民幣千元
Not later than one year	不遲於一年	258	-	258

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

18. LOANS AND ACCOUNTS RECEIVABLES
(CONTINUED)

f. (Continued)

The present value of future lease income is analysed as:

Current assets	流動資產
Non-current assets	非流動資產

Finance lease receivable balances are secured over the equipment leased and guaranteed from independent third parties. The Group is not permitted to sell or repledge the collateral in the absence of default by the leasees.

- g. Other loan receivables represent loans to borrowers including individuals and entities at fixed interest rate ranging from 5% to 15% per annum with loan periods of 1 to 10 years. Included in the other loan receivables were long-term loan of approximately RMB6,269,000 as at 31 December 2021. Such loan bears fixed interest rate of 6.09% per annum and will be repaid over a period of 10 years. The other loan as at 31 December 2021 was disposed through the disposal of subsidiaries during the current year. As at 31 December 2022, the amount represents loans borrowed to independent third parties, which carried interest rate at 8% per annum, repayable within one year and unsecured. The amount was fully settled up to the date of this report.

Based on the commencement date of the loans as stated in the relevant contracts and the service provided date of the amount receivable, the ageing analysis of the gross carrying amounts of the Group's loans and accounts receivables is as follows:

0 to 30 days	0至30日
31 to 90 days	31至90日
91 to 180 days	91至180日
Over 180 days	180日以上

18. 貸款及應收賬款(續)

f. (續)

未來租賃收入的現值分析如下：

	2022	2021
	二零二二年	二零二一年
	RMB'000	RMB'000
	人民幣千元	人民幣千元
Current assets	-	258
Non-current assets	-	-
	-	258

應收融資租賃款項的結餘以出租設備作抵押並由獨立第三方擔保。本集團不得在承租人未違約的情況下將抵押物出售或再抵押。

- g. 其他應收貸款指借款人(包括個別人士及實體)所借的貸款，固定年利率介乎5%至15%，借貸期為一至十年。於二零二一年十二月三十一日，其他應收貸款包括長期貸款約人民幣6,269,000元。該貸款按固定年利率6.09%計息，將於10年內償還。於二零二一年十二月三十一日的其他貸款已於本年度經由出售附屬公司而出售。於二零二二年十二月三十一日，該款項指第三方所借的貸款，年利率為8%，一年內償還並且為無抵押。截至本報告日期，該款項已悉數償付。

按照相關合約載明的貸款開始日期及應收款項的服務提供日期，本集團的貸款及應收賬款的總賬面值的賬齡分析如下：

	2022	2021
	二零二二年	二零二一年
	RMB'000	RMB'000
	人民幣千元	人民幣千元
0 to 30 days	12,704	27
31 to 90 days	28,174	673
91 to 180 days	121	-
Over 180 days	86	84,053
	41,085	84,753

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

18. LOANS AND ACCOUNTS RECEIVABLES
(CONTINUED)

Ageing analysis of the gross carrying amounts of the Group's loans and accounts receivables, before impairment allowance, is as follows:

Neither past due nor impaired	既無逾期亦未減值
0 to 30 days past due	逾期0至30日
31 to 90 days past due	逾期31至90日
91 to 180 days past due	逾期91至180日
Over 180 days past due	逾期180日以上

Impairment losses in respect of loans and accounts receivables are recorded using an allowance account unless the Group is satisfied that recovery of the amounts is remote, in which case the impairment losses are written off against loans and accounts receivables directly. Based on this assessment, the movements in impairment of loans and accounts receivables are as follows:

Balance at 1 January	於一月一日的結餘
Loss allowance in loans and accounts receivables recognised (note 36)	已確認貸款及應收賬款虧損撥備(附註36)
Recovery of impairment of loans and accounts receivables previously recognised (note 36)	收回以往確認的貸款及應收賬款減值(附註36)
Disposal of subsidiaries (note 39)	出售附屬公司(附註39)
Balance at 31 December	於十二月三十一日的結餘

As at 31 December 2021, the Group received guarantee from independent third parties to secure the balances of gross carrying amount of other loan receivables and entrusted loan receivables approximately of RMB5,543,000 and RMB1,327,000, respectively.

18. 貸款及應收賬款(續)

本集團未減值撥備的貸款及應收賬款的賬齡分析如下：

2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
40,556	700
273	–
49	–
121	–
86	84,053
41,085	84,753

貸款及應收賬款的減值虧損使用備抵賬記錄，除非本集團認為不大可能收回該金額，於此情況下減值虧損會直接於貸款及應收賬款撇銷。基於此評估，貸款及應收賬款的減值變動如下：

2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
79,597	69,485
2,634	10,173
–	(61)
(79,597)	–
2,634	79,597

於二零二一年十二月三十一日，本集團從獨立第三方取得擔保，以作為其他應收貸款及信託應收貸款總賬面值結餘分別約人民幣5,543,000元及人民幣1,327,000元的抵押。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

19. DEPOSITS PAID, PREPAYMENTS AND OTHER RECEIVABLES

19. 已付按金、預付款項及其他應收款項

		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Deposits paid (note a)	已付按金(附註a)	-	190
Prepayments (note b)	預付款項(附註b)	4,863	171
Other receivables	其他應收款項	1,197	1,217
		6,060	1,578
Less: other receivables, non-current portion	減：其他應收款項，非流動部分	-	-
		6,060	1,578
Less: loss allowance on other receivables, in aggregate	減：其他應收款項虧損撥備總額	(214)	(471)
Current portion	流動部分	5,846	1,107

Note:

- (a) Deposits paid mainly comprised rental and various deposits.
- (b) Prepayment was mainly for marketing expenses.

附註：

- (a) 已付按金主要包括租金及各類按金。
- (b) 預付款項主要為營銷開支。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

20. AMOUNTS DUE FROM A NON-CONTROLLING INTEREST

The balances due were unsecured, interest-free and repayable on demand.

21. CASH AND CASH EQUIVALENTS

Cash and cash equivalents represented cash in hand and bank balance. As at 31 December 2022, the Group had cash and cash equivalents denominated in RMB amounting to approximately RMB4,832,000 (2021: RMB12,178,000), and were kept in the PRC. RMB is not freely convertible into other currencies and the remittance of funds out of the PRC is subject to exchange restrictions imposed by the PRC government.

Segregated clients' accounts

The Group maintains segregated client's accounts with independent online financial centers which are affiliated to licensed banks in the PRC to hold clients' deposits arising from normal business transactions in connection with the provision for financing platform business. As at 31 December 2021, clients' account not dealt within these consolidated financial statements amounted to approximately RMB3,073,000. The amount is nil as at 31 December 2022 through the disposal of subsidiaries.

20. 應收非控股權益款項

到期結餘為無抵押、免息及須按要求償還。

21. 現金及現金等值項目

現金及現金等值項目指手頭現金及銀行結餘。於二零二二年十二月三十一日，本集團的現金及現金等值項目以人民幣計值，分別約為人民幣4,832,000元(二零二一年：人民幣12,178,000元)，並存置於中國。人民幣不可自由兌換為其他貨幣，且從中國匯出資金須受中國政府的匯兌限制所規限。

獨立客戶賬戶

本集團於中國持牌銀行之聯屬獨立網上金融中心維持獨立客戶賬戶，以持有來自有關提供融資平台業務的正常業務交易之客戶存款。於二零二一年十二月三十一日，未於此等綜合財務報表處理的客戶賬戶金額約為人民幣3,073,000元。透過出售附屬公司後，該金額於二零二二年十二月三十一日為零。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

22. RECEIPTS IN ADVANCE, ACCRUALS AND OTHER PAYABLES

22. 預收款項、應計費用及其他應付款項

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Receipts in advance (note a)	預收款項(附註a)	-	979
Accruals	應計費用	8,750	6,561
Other payables (note b)	其他應付款項(附註b)	15,472	63,344
		24,222	70,884

Notes:

- a. As at 31 December 2021, the receipts in advance mainly comprised RMB760,000 received from LPs as investment income in advance.
- b. As at 31 December 2021, other payables mainly comprised (i) the amount of approximately RMB16.3 million representing the provision made for the settlement of the legal action against two PRC subsidiaries of the Company (note 40); (ii) the amount of approximately RMB12.9 million representing the provision made for the settlement of the legal action against the PRC subsidiary of the Company; (iii) other payables to various independent third parties for technical service fee of approximately RMB5.8 million; (iv) other tax payables of approximately RMB4.1 million; (v) other payables for purchasing the leased assets under finance leases of approximately RMB1.8 million; and (vi) deposits received from finance lessees of approximately RMB0.6 million. As at 31 December 2022, the balance mainly represented the other payable for marketing expense approximately amounting to RMB6,430,000.

附註：

- a. 於二零二一年十二月三十一日，預收款項主要包括預先自有限合夥收取作為投資收入的人民幣760,000元。
- b. 於二零二一年十二月三十一日，其他應付款項主要包括(i)就解決對本公司兩家中國附屬公司及本公司的法律行動作出的撥備款項約人民幣16.3百萬元(附註40)；(ii)就解決對本公司中國附屬公司的法律行動作出的撥備款項約人民幣12.9百萬元；(iii)就技術服務費應付多名獨立第三方的其他款項約人民幣5.8百萬元；(iv)其他應付稅項約人民幣4.1百萬元；(v)購買融資租賃項下租賃資產的其他應付款項約人民幣1.8百萬元；及(vi)自融資租賃收取的按金約人民幣0.6百萬元。於二零二二年十二月三十一日，結餘主要為營銷開支的其他應付款項約人民幣6,430,000元。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

23. CONTRACT LIABILITIES

23. 合約負債

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Contract liabilities arising from:	以下項目產生的合約負債：		
Receipts in advance	預收款項	385	4,555
		385	4,555

Typical payment terms which impact on the amount of contract liabilities are as follows:

A contract liability which arises in respect of the Group's financial consultancy service and platform service income is recognised as revenue relating to the general financial advisory services at the time of the services rendered to the customers.

影響合約負債金額的一般付款條件如下：

本集團的財務顧問服務及平台服務收入產生的合約負債於向客戶提供服務時確認為一般財務顧問服務相關收益。

Movement in contract liabilities

合約負債變動

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Balance as at 1 January	於一月一日結餘	4,555	3,712
Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the year	合約負債因年內確認於年初計入合約負債的收益而減少	(257)	(3,712)
Increase in contract liabilities as a result of billing in advance	合約負債因提前計費而增加	385	4,555
Disposal of subsidiaries (Note 39)	出售附屬公司(附註39)	(4,298)	-
Balance as at 31 December	於十二月三十一日結餘	385	4,555

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

24. LOAN FROM DIRECTORS

The loan was unsecured, interest-free and on demand (2021: within six months).

25. BANK BORROWINGS**24. 來自董事之貸款**

該貸款屬無抵押、免息按要償還(二零二一年：六個月)。

25. 銀行借款

		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Unsecured and guaranteed (note)	無抵押而有擔保(附註)	-	2,705
		-	2,705
Analysed into:	分析為：		
Current	即期	-	2,705
Non-current	非即期	-	-
		-	2,705

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

25. BANK BORROWINGS (CONTINUED)

Note:

This bank facility is unsecured and guaranteed by Ms. Guo and bore fixed interest rate of 9.45% per annum. As Ms. Guo was held in custody by the Bureau as detailed in note 1, pursuant to the loan agreement, the bank borrowing of RMB2,705,000 became immediately repayable. The bank borrowings was settled by disposal of subsidiaries during the year ended 31 December 2022.

The bank borrowings are scheduled to be repaid as follows:

On demand or within one year	按要求或於一年內
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The amounts due are based on the scheduled repayment dates in the loan agreements.

26. LEASES

Nature of leasing activities (in the capacity as lessee)

The Group leases a number of properties with a leased period of 5 years as their offices in the jurisdictions from which it operates. The payment is fixed throughout the leased period.

The weighted average incremental borrowing rate is 3.15% for the year ended 31 December 2022.

25. 銀行借款(續)

附註：

該筆銀行融資為無抵押，但獲郭女士擔保，並按固定年利率9.45%計息。誠如附註1所詳述，由於郭女士已被分局拘留，故根據借款協議，銀行借款人民幣2,705,000元變為須即時償還。於截至二零二二年十二月三十一日止年度，該銀行借款通過出售附屬公司結付。

銀行借款之預定償還情況如下：

2022	2021
二零二二年	二零二一年
RMB'000	RMB'000
人民幣千元	人民幣千元
-	2,705

到期款項乃根據貸款協議所載預訂還款日期計算。

26. 租賃

租賃活動的性質(作為承租人)

本集團在其經營所在的司法權區租賃多項物業，租期為5年，用作其辦公室。租期內所付款項為固定。

截至二零二二年十二月三十一日止年度，加權平均增量借款利率為3.15%。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

26. LEASES (CONTINUED)

Nature of leasing activities (in the capacity as lessee)
(Continued)

The carrying amounts of the Group's lease liabilities and the movement during the year are as follows:

Lease liabilities

26. 租賃(續)

租賃活動的性質(作為承租人)(續)

本集團租賃負債賬面值於年內的變動如下：

租賃負債

		Other buildings leased for own use carried at cost
		按成本列賬 租作自用的 其他樓宇
		RMB'000 人民幣千元
At 1 January 2021	於二零二一年一月一日	155
Additions	添置	529
Interest expense	利息支出	36
Lease payments	租賃付款	(330)
Exchange realignment	匯兌調整	(8)
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日 及二零二二年一月一日	382
Additions	添置	6,897
Interest expense	利息支出	72
Lease payments	租賃付款	-
Disposal of subsidiaries (note 39)	出售附屬公司(附註39)	(382)
At 31 December 2022	於二零二二年十二月三十一日	6,969

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

26. LEASES (CONTINUED)

Nature of leasing activities (in the capacity as lessee)
(Continued)

Lease liabilities (Continued)

The present value of future lease payments are analysed as:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Within one year	一年內	1,774	263
In the second to fifth years inclusive	第二年至第五年(包括首尾兩年)	5,195	119
		6,969	382
		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Current liabilities	流動負債	1,774	263
Non-current liabilities	非流動負債	5,195	119
		6,969	382

26. 租賃(續)

租賃活動的性質(作為承租人)(續)

租賃負債(續)

未來租賃付款現值分析為：

27. SHARE CAPITAL

27. 股本

		2022 二零二二年		2021 二零二一年	
		Number of ordinary shares '000 千股	Amount RMB'000 人民幣千元	Number of ordinary shares '000 千股	Amount RMB'000 人民幣千元
Authorised:	法定：				
Ordinary shares of HK\$0.1 each At 1 January and 31 December	每股面值0.1港元的普通股 於一月一日及 十二月三十一日	5,000,000	407,450	5,000,000	407,450
Issued and fully paid:	已發行及繳足：				
Ordinary shares of HK\$0.1 each At 1 January and 31 December	每股面值0.1港元的普通股 於一月一日及 十二月三十一日	1,731,433	142,004	1,731,433	142,004

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

28. EQUITY-SETTLED SHARE-BASED PAYMENTS

A share option scheme (the "Share Option Scheme") was adopted pursuant to a resolution in writing passed by all shareholders on 20 December 2011. The purpose of the Share Option Scheme is to provide incentives or rewards to the eligible participants for their contribution to the Group.

The maximum number of shares which may be allotted and issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme adopted by the Group shall not exceed 30% of the share capital of the Company in issue from time to time. The total number of shares issued and which may fall to be issued upon exercise of the options granted under the Share Option Scheme and any other share option scheme of the Group to each grantee in any 12-month period shall not exceed 1% of the issued share capital of the Company for the time being. Any further grant of options in excess of the limit is subject to shareholders' approval in general meeting.

The exercise price of the share options is determinable by the Directors, but may not be less than the highest of (i) the Hong Kong Stock Exchange closing price of the Company's shares on the date of the offer of the share options; (ii) the average Hong Kong Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of the offer; and (iii) the nominal value of the Company's shares on the date of the offer.

28. 以權益結算股份為基礎之付款

本公司根據全體股東於二零一一年十二月二十日通過的書面決議案採納一項購股權計劃(「購股權計劃」)。購股權計劃的目的為獎勵或獎賞合資格參與者為本集團所作之貢獻。

於根據購股權計劃及本集團所採納的任何其他購股權計劃已授出但尚未行使其所有未行使購股權獲行使後可予配發及發行之股份最高數目不得超過本公司不時已發行股本之30%。於根據購股權計劃及本集團任何其他購股權計劃授出之購股權獲行使後而發行或可能將予發行予各承授人之股份總數於任何12個月期間不得超過本公司當時已發行股本之1%。超過此上限的任何進一步購股權批授必須經股東於股東大會上批准。

購股權的行使價由董事釐定，惟不可低於以下最高者：(i)本公司股份於授出購股權日期在香港聯交所之收市價；(ii)本公司股份於緊接授出日期前五個交易日在香港聯交所之平均收市價；及(iii)本公司股份於授出日期之面值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

28. EQUITY-SETTLED SHARE-BASED PAYMENTS (CONTINUED)**(a) Equity-settled share option scheme**

On 17 December 2015, options to subscribe for an aggregate of 70,000,000 shares of the Company were granted by the Company to the existing directors and employees of the Group under the Share Option Scheme ("2015 Scheme"). 30% of share options have an exercise period from 1 June 2016 to 19 December 2021 ("Share Option 1"), 30% of share options have an exercise period from 1 June 2017 to 19 December 2021 ("Share Option 2"); and the remaining share options have an exercise period from 1 June 2018 to 19 December 2021 ("Share Option 3"). All share options are subject to the fulfillment of relevant profit targets by the Group, and share options shall not be vested if any of the profit targets is failed to meet.

On 15 January 2018, options to subscribe for an aggregate of 90,200,000 shares of the Company were granted by the Company to the existing directors and employees of the Group under the Share Option Scheme ("2018 Scheme"). 10% of share options have an exercise period from 1 June 2018 to 14 January 2023 ("Share Option 4"), 20% of share options have an exercise period from 1 June 2019 to 14 January 2023 ("Share Option 5"), 30% of share options have an exercise period from 1 June 2020 to 14 January 2023 ("Share Option 6") and the remaining share options (40%) have an exercise period from 1 June 2021 to 14 January 2023 ("Share Option 7"). All share options are subject to the fulfillment of relevant profit targets by the Group, and share options shall not be vested if any of the profit targets is failed to meet.

28. 以權益結算股份為基礎之付款 (續)**(a) 權益結算購股權計劃**

於二零一五年十二月十七日，本公司根據購股權計劃向本集團現有董事及僱員授出購股權，可合共認購本公司70,000,000股股份(「二零一五年計劃」)。其中30%購股權的行使期為二零一六年六月一日至二零二一年十二月十九日(「購股權I」)，30%購股權的行使期為二零一七年六月一日至二零二一年十二月十九日(「購股權II」)，及餘下購股權的行使期為二零一八年六月一日至二零二一年十二月十九日(「購股權III」)。所有購股權須待本集團達成有關盈利目標後方可作實，倘未能達成有關盈利目標，購股權不得予以歸屬。

於二零一八年一月十五日，本公司根據購股權計劃向本集團現有董事及僱員授出購股權，可合共認購本公司90,200,000股股份(「二零一八年計劃」)。其中10%購股權的行使期為二零一八年六月一日至二零二三年一月十四日(「購股權IV」)，20%購股權的行使期為二零一九年六月一日至二零二三年一月十四日(「購股權V」)，30%購股權的行使期為二零二零年六月一日至二零二三年一月十四日(「購股權VI」)，及餘下購股權(40%)的行使期為二零二一年六月一日至二零二三年一月十四日(「購股權VII」)。所有購股權須待本集團達成有關盈利目標後方可作實，倘未能達成有關盈利目標，購股權不得予以歸屬。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

28. EQUITY-SETTLED SHARE-BASED PAYMENTS (CONTINUED)

(a) Equity-settled share option scheme (Continued)

Details of the specific categories of options are as follows:

	Date of grant 授出日期	Vesting date 歸屬日期	Exercise period 行使期	Exercise price 行使價 HK\$ 港元	Vesting conditions 歸屬條件
Share Option 1 購股權I	17 December 2015 二零一五年 十二月十七日	31 May 2016 二零一六年 五月三十一日	1 June 2016 to 19 December 2021 二零一六年 六月一日至 二零二一年 十二月十九日	1.046	Profit after income tax (but before share-based payment expenses) according to the audited consolidated financial statements of the Company for the year ended 31 December 2015 — Equal to or more than RMB35 million, 100% of Share Option 1 shall be vested; — Equal to or more than RMB25 million but less than RMB35 million, 50% of Share Option 1 shall be vested; and — Less than RMB25 million, no Share Option 1 shall be vested.

根據本公司截至二零一五年十二月三十一日止年度的經審核綜合財務報表，除所得稅(但未扣除股份付款開支)後溢利

- 相等於或多於人民幣35百萬元，則須歸屬購股權I的100%；
- 相等於或多於人民幣25百萬元但少於人民幣35百萬元，則須歸屬購股權I的50%；及
- 少於人民幣25百萬元，則毋須歸屬購股權I。

28. 以權益結算股份為基礎之付款(續)

(a) 權益結算購股權計劃(續)

特定類別購股權詳情如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

28. EQUITY-SETTLED SHARE-BASED PAYMENTS (CONTINUED)

(a) Equity-settled share option scheme (Continued)

	Date of grant 授出日期	Vesting date 歸屬日期	Exercise period 行使期	Exercise price 行使價 HK\$ 港元	Vesting conditions 歸屬條件
Share Option 2 購股權II	17 December 2015 二零一五年 十二月十七日	31 May 2017 二零一七年 五月三十一日	1 June 2017 to 19 December 2021 二零一七年 六月一日至 二零二一年 十二月十九日	1.046	Profit after income tax (but before share-based payment expenses) according to the audited consolidated financial statements of the Company for the year ended 31 December 2016 — Equal to or more than RMB65 million, 100% of Share Option 2 shall be vested; — Equal to or more than RMB50 million but less than RMB65 million, 50% of Share Option 2 shall be vested; and — Less than RMB25 million, no Share Option 2 shall be vested. 根據本公司截至二零一六年十二月三十一日止年度的經審核綜合財務報表，除所得稅(但未扣除股份付款開支)後溢利 — 相等於或多於人民幣65百萬元，則須歸屬購股權II的100%； — 相等於或多於人民幣50百萬元但少於人民幣65百萬元，則須歸屬購股權II的50%；及 — 少於人民幣25百萬元，則毋須歸屬購股權II。

28. 以權益結算股份為基礎之付款(續)

(a) 權益結算購股權計劃(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

28. EQUITY-SETTLED SHARE-BASED PAYMENTS
(CONTINUED)

(a) Equity-settled share option scheme (Continued)

	Date of grant 授出日期	Vesting date 歸屬日期	Exercise period 行使期	Exercise price 行使價 HK\$ 港元	Vesting conditions 歸屬條件
Share Option 3 購股權 III	17 December 2015 二零一五年 十二月十七日	31 May 2018 二零一八年 五月三十一日	1 June 2018 to 19 December 2021 二零一八年 六月一日至 二零二一年 十二月十九日	1.046	Profit after income tax (but before share-based payment expenses) according to the audited consolidated financial statements of the Company for the year ended 31 December 2017 — Equal to or more than RMB100 million, 100% of Share Option 3 shall be vested; — Equal to or more than RMB80 million but less than RMB100 million, 50% of Share Option 3 shall be vested; and — Less than RMB80 million, no Share Option 3 shall be vested. 根據本公司截至二零一七年十二月三十一日止年度的經審核綜合財務報表，除所得稅(但未扣除股份付款開支)後溢利 — 相等於或多於人民幣100百萬元，則須歸屬購股權 III 的100%； — 相等於或多於人民幣80百萬元但少於人民幣100百萬元，則須歸屬購股權 III 的50%；及 — 少於人民幣80百萬元，則毋須歸屬購股權 III。

28. 以權益結算股份為基礎之付款
(續)

(a) 權益結算購股權計劃(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

28. EQUITY-SETTLED SHARE-BASED PAYMENTS (CONTINUED)

(a) Equity-settled share option scheme (Continued)

	Date of grant 授出日期	Vesting date 歸屬日期	Exercise period 行使期	Exercise price 行使價 HK\$ 港元	Vesting conditions 歸屬條件
Share Option 4 購股權IV	15 January 2018 二零一八年 一月十五日	31 May 2018 二零一八年 五月三十一日	1 June 2018 to 14 January 2023 二零一八年 六月一日至 二零二三年 一月十四日	0.842	Profit after income tax (but before share-based payment expenses) according to the audited consolidated financial statements of the Company for the year ended 31 December 2017 — Equal to or more than RMB100 million, 100% of Share Option 4 shall be vested; — Equal to or more than RMB80 million but less than RMB100 million, 50% of Share Option 4 shall be vested; and — Less than RMB80 million, no Share Option 4 shall be vested. 根據本公司截至二零一七年十二月三十一日止年度的經審核綜合財務報表，除所得稅(但未扣除股份付款開支)後溢利 — 相等於或多於人民幣100百萬元，則須歸屬購股權IV的100%； — 相等於或多於人民幣80百萬元但少於人民幣100百萬元，則須歸屬購股權IV的50%；及 — 少於人民幣80百萬元，則毋須歸屬購股權IV。

28. 以權益結算股份為基礎之付款(續)

(a) 權益結算購股權計劃(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

28. EQUITY-SETTLED SHARE-BASED PAYMENTS
(CONTINUED)

(a) Equity-settled share option scheme (Continued)

	Date of grant 授出日期	Vesting date 歸屬日期	Exercise period 行使期	Exercise price 行使價 HK\$ 港元	Vesting conditions 歸屬條件
Share Option 5 購股權V	15 January 2018 二零一八年 一月十五日	31 May 2019 二零一九年 五月三十一日	1 June 2019 to 14 January 2023 二零一九年 六月一日至 二零二三年 一月十四日	0.842	Profit after income tax (but before share-based payment expenses) according to the audited consolidated financial statements of the Company for the year ended 31 December 2018 — Equal to or more than RMB150 million, 100% of Share Option 5 shall be vested; — Equal to or more than RMB100 million but less than RMB150 million, 50% of Share Option 5 shall be vested; and — Less than RMB100 million, no Share Option 5 shall be vested. 根據本公司截至二零一八年十二月三十一日止年度的經審核綜合財務報表，除所得稅(但未扣除股份付款開支)後溢利 — 相等於或多於人民幣150百萬元，則須歸屬購股權V的100%； — 相等於或多於人民幣100百萬元但少於人民幣150百萬元，則須歸屬購股權V的50%；及 — 少於人民幣100百萬元，則毋須歸屬購股權V。

28. 以權益結算股份為基礎之付款
(續)

(a) 權益結算購股權計劃(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

28. EQUITY-SETTLED SHARE-BASED PAYMENTS (CONTINUED)

(a) Equity-settled share option scheme (Continued)

	Date of grant 授出日期	Vesting date 歸屬日期	Exercise period 行使期	Exercise price 行使價 HK\$ 港元	Vesting conditions 歸屬條件
Share Option 6 購股權VI	15 January 2018 二零一八年 一月十五日	31 May 2020 二零二零年 五月三十一日	1 June 2020 to 14 January 2023 二零二零年 六月一日至 二零二三年 一月十四日	0.842	Profit after income tax (but before share-based payment expenses) according to the audited consolidated financial statements of the Company for the year ended 31 December 2019 — Equal to or more than RMB200 million, 100% of Share Option 6 shall be vested; — Equal to or more than RMB150 million but less than RMB200 million, 50% of Share Option 6 shall be vested; and — Less than RMB150 million, no Share Option 6 shall be vested. 根據本公司截至二零一九年十二月三十一日止年度的經審核綜合財務報表，除所得稅(但未扣除股份付款開支)後溢利 — 相等於或多於人民幣200百萬元，則須歸屬購股權VI的100%； — 相等於或多於人民幣150百萬元但少於人民幣200百萬元，則須歸屬購股權VI的50%；及 — 少於人民幣150百萬元，則毋須歸屬購股權VI。

28. 以權益結算股份為基礎之付款(續)

(a) 權益結算購股權計劃(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

28. EQUITY-SETTLED SHARE-BASED PAYMENTS (CONTINUED)

(a) Equity-settled share option scheme (Continued)

	Date of grant 授出日期	Vesting date 歸屬日期	Exercise period 行使期	Exercise price 行使價 HK\$ 港元	Vesting conditions 歸屬條件
Share Option 7 購股權VII	15 January 2018 二零一八年 一月十五日	31 May 2021 二零二一年 五月三十一日	1 June 2021 to 14 January 2023 二零二一年 六月一日至 二零二三年 一月十四日	0.842	Profit after income tax (but before share-based payment expenses) according to the audited consolidated financial statements of the Company for the year ending 31 December 2020 — Equal to or more than RMB250 million, 100% of Share Option 7 shall be vested; — Equal to or more than RMB200 million but less than RMB250 million, 50% of Share Option 7 shall be vested; and — Less than RMB200 million, no Share Option 7 shall be vested. 根據本公司截至二零二零年十二月三十一日止年度的經審核綜合財務報表，除所得稅(但未扣除股份付款開支)後溢利 — 相等於或多於人民幣250百萬元，則須歸屬購股權VII的100%； — 相等於或多於人民幣200百萬元但少於人民幣250百萬元，則須歸屬購股權VII的50%；及 — 少於人民幣200百萬元，則毋須歸屬購股權VII。

28. 以權益結算股份為基礎之付款 (續)

(a) 權益結算購股權計劃(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

28. EQUITY-SETTLED SHARE-BASED PAYMENTS (CONTINUED)

(a) Equity-settled share option scheme (Continued)

Set out below are details of movements of the outstanding options granted under the Share Option Scheme during the years ended 31 December 2022 and 2021:

28. 以權益結算股份為基礎之付款 (續)

(a) 權益結算購股權計劃(續)

下表載列截至二零二二年及二零二一年十二月三十一日止年度根據購股權計劃授出的尚未行使購股權的變動詳情：

		Number of share options 購股權數目									
		Outstanding as at 31 December 2021 and 2022					Outstanding as at 31 December 2022				
		Exercise price	Outstanding as at 1 January 2021	Addition during the year	Exercised during the year	Lapsed during the year*	2021 and 2022	Addition during the year	Exercised during the year	Lapsed during the year*	31 December 2022
		行使價	於二零二一年一月一日 尚未行使	年內添置	年內行使	年內失效*	於二零二一年十二月三十一日及二零二二年一月一日 尚未行使	年內添置	年內行使	年內失效*	於二零二二年十二月三十一日 尚未行使
2015 Scheme	二零一五年計劃										
Directors	董事	HK\$1.046 港元	18,000,000	-	-	(18,000,000)	-	-	-	-	-
Employees	僱員	HK\$1.046 港元	21,000,000	-	-	(21,000,000)	-	-	-	-	-
2018 Scheme	二零一八年計劃										
Directors	董事	HK\$0.842 港元	6,540,000	-	-	(5,500,000)	1,040,000	-	-	-	1,040,000
Employees	僱員	HK\$0.842 港元	18,120,000	-	-	(16,060,000)	2,060,000	-	-	-	2,060,000
Total	總計		63,660,000	-	-	(60,560,000)	3,100,000	-	-	-	3,100,000

* Lapsed share options were resulted from (i) the resignation of employees; (ii) a failure by the employees to satisfy the vesting conditions for the respective years; and (iii) expiry of the exercise period of the options.

* 因(i)僱員辭職；(ii)未有滿足各年度的歸屬條件；及(iii)購股權行使期屆滿導致購股權失效。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

28. EQUITY-SETTLED SHARE-BASED PAYMENTS (CONTINUED)**(a) Equity-settled share option scheme (Continued)**

Share options and weighted average exercise price are as follows for the reporting periods presented:

		2022 二零二二年		2021 二零二一年	
		Number 數目	Weighted average exercise price 加權平均行使價 HK\$ 港元	Number 數目	Weighted average exercise price 加權平均行使價 HK\$ 港元
Outstanding at 1 January	於一月一日尚未行使	3,100,000	0.842	63,660,000	0.967
Lapsed	已失效	-	-	(60,560,000)	0.973
Outstanding at 31 December	於十二月三十一日尚未行使	3,100,000	0.842	3,100,000	0.842
Exercisable at the end of the year	於年末可行使	3,100,000	0.842	3,100,000	0.842

The options outstanding at the end of the year have a weighted average remaining contractual life of 0.1 year (2021: 1 year) and the exercise price of HK\$0.842 (2021: HK\$0.842).

28. 以權益結算股份為基礎之付款 (續)**(a) 權益結算購股權計劃(續)**

報告期內的購股權及加權平均行使價呈列如下：

年末尚未行使購股權的加權平均剩餘合約期限為0.1年(二零二一年：1年)，行使價為0.842港元(二零二一年：0.842港元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

28. EQUITY-SETTLED SHARE-BASED PAYMENTS (CONTINUED)

(a) Equity-settled share option scheme (Continued)

2015 Scheme

The total fair value of the share options under 2015 Scheme at the grant date on 17 December 2015 was HK\$43,472,000. The following information is relevant in the determination of the fair value of options.

		Share Option 1 購股權 I	Share Option 2 購股權 II	Share Option 3 購股權 III	Weighted average 加權平均
Option pricing model used	使用的購股權定價模型				Binomial option pricing 二項期權定價
Fair value per option at grant date	於授出日期每份購股權之公平值	HK\$0.51 港元	HK\$0.57 港元	HK\$0.62 港元	HK\$0.572 港元
Exercise price	行使價				HK\$1.046 港元
Contractual life	合約期限				6 years 年
Expected volatility	預期波幅				83%
Expected dividend rate	預期股息率				-
Risk-free interest rate	無風險利率				1.17%

The volatility assumption, measured at the standard deviation of expected share price returns, is based on a statistical analysis of daily share prices over the last three years. Changes in the subjective input assumptions could materially affect the fair value estimate.

For the year ended 31 December 2021, no share option expenses was recognised in expense in relation to share options under 2015 Scheme.

During the year ended 31 December 2021, all of the outstanding share options under 2015 Scheme had expired on 19 December 2021, end of the exercise period.

28. 以權益結算股份為基礎之付款(續)

(a) 權益結算購股權計劃(續)

二零一五年計劃

於二零一五年十二月十七日(授出日期)，根據二零一五年計劃，購股權之公平值總額為43,472,000港元。以下為有關釐定購股權的公平值的資料。

按預計股價回報的標準偏差計量的波幅假設乃根據過去三年每日股價的統計數據分析計算得出。主觀輸入數據假設的變動可能對公平值估計造成重大影響。

截至二零二一年十二月三十一日止年度，概無就二零一五年計劃所涉購股權之開支確認股權開支。

截至二零二一年十二月三十一日止年度，二零一五年計劃項下所有未行使購股權已於二零二一年十二月十九日(行使期結束之時)屆滿。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

28. EQUITY-SETTLED SHARE-BASED PAYMENTS (CONTINUED)

(a) Equity-settled share option scheme (Continued)

2018 Scheme

The total fair value of the share options under 2018 Scheme at the grant date on 15 January 2018 was RMB31,850,000. The following information is relevant in the determination of the fair value of options.

		Share Option 4 購股權IV	Share Option 5 購股權V	Share Option 6 購股權VI	Share Option 7 購股權VII	Weighted average 加權平均
Option pricing model used	使用的購股權定價模型					Binomial option pricing 二項期權定價
Fair value per option at grant date	於授出日期每份購股權之公平值	HK\$0.26 港元	HK\$0.30 港元	HK\$0.33 港元	HK\$0.35 港元	HK\$0.33 港元
Exercise price	行使價					HK\$0.842 港元
Contractual life	合約期限					5 years 年
Expected volatility	預期波幅					59%
Expected dividend rate	預期股息率					2%
Risk-free interest rate	無風險利率					1.67%

The volatility assumption, measured at the standard deviation of expected share price returns, is based on a statistical analysis of daily share prices over the last three years. Changes in the subjective input assumptions could materially affect the fair value estimate.

For the year ended 31 December 2022 and 2021, no share option expenses was recognised in expense in relation to share options under 2018 Scheme.

Of the total number of share options outstanding as at 31 December 2022, no share option had not vested and were not exercisable as at 31 December 2022 (2021: same).

28. 以權益結算股份為基礎之付款(續)

(a) 權益結算購股權計劃(續)

二零一八年計劃

於二零一八年一月十五日(授出日期)，根據二零一八年計劃，購股權之公平值總額為人民幣31,850,000元。以下為有關釐定購股權的公平值的資料。

按預計股價回報的標準偏差計量的波幅假設乃根據過去三年每日股價的統計數據分析計算得出。主觀輸入數據假設的變動可能對公平值估計造成重大影響。

截至二零二二年及二零二一年十二月三十一日止年度，概無就二零一八年計劃之購股權在開支內確認購股權開支。

於二零二二年十二月三十一日的尚未行使購股權總數當中，概無購股權於二零二二年十二月三十一日未獲歸屬，亦未獲行使(二零二一年：相同)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

28. EQUITY-SETTLED SHARE-BASED PAYMENTS (CONTINUED)**(b) Equity-settled service contract**

On 17 December 2015, the Company entered into separate services contracts with 5 individual advisors (the "2015 Advisors") to provide advisory services to the Group for six years. In consideration of the services provided by the 2015 Advisors, the Company granted in a total of 6,000,000 share options to them.

Set out below are details of the share options granted to the 2015 Advisors:

- (i) All share options are granted with an exercise price of HK\$1.046 per share;
- (ii) All holders of share options have to follow the vesting date, vesting conditions and exercise period under 2015 Scheme as mentioned in note 28(a);
- (iii) 6,000,000 share options were lapsed during the year ended 31 December 2021; and
- (iv) All of the outstanding share options had expired on 19 December 2021, end of the exercise period.

The total fair values of the share options granted to the 2015 Advisors on 17 December 2015 were approximately RMB3,000,000. These fair values were based on the terms and conditions stated in the service contracts.

On 15 January 2018, the Company entered into separate services contracts with 6 individual advisors (the "2018 Advisors") to provide advisory services to the Group for five years. In consideration of the services provided by the 2018 Advisors, the Company granted in a total of 7,800,000 share options to them.

28. 以權益結算股份為基礎之付款 (續)**(b) 以權益結算之服務合約**

於二零一五年十二月十七日，本公司分別與五名個人顧問(「二零一五年顧問」)就向本集團提供為期六年的顧問服務訂立獨立服務合約。作為二零一五年顧問提供服務的代價，本公司向彼等授出合共6,000,000份購股權。

下文載列授予二零一五年顧問的購股權詳情：

- (i) 所有已授出購股權的行使價均為每股1.046港元；
- (ii) 所有購股權持有人均受附註28(a)所述的二零一五年計劃歸屬日期、歸屬條件及行使期限規限；
- (iii) 6,000,000份購股權於截至二零二一年十二月三十一日止年度失效；及
- (iv) 所有未行使購股權已於二零二一年十二月十九日(行使期結束之時)屆滿。

於二零一五年十二月十七日，授予二零一五年顧問的購股權的公平值總額約為人民幣3,000,000元。該等公平值乃根據服務合約所載條款及條件計算。

於二零一八年一月十五日，本公司分別與六名個人顧問(「二零一八年顧問」)就向本集團提供為期五年的顧問服務訂立獨立服務合約。作為二零一八年顧問提供服務的代價，本公司向彼等授出合共7,800,000份購股權。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

28. EQUITY-SETTLED SHARE-BASED PAYMENTS (CONTINUED)

(b) Equity-settled service contract (Continued)

Set out below are details of the share options granted to the 2018 Advisors:

- (i) All share options are granted with an exercise price of HK\$0.842 per share;
- (ii) All holders of share options have to follow the vesting date, vesting conditions and exercise period under 2018 Scheme as mentioned in note 28(a);
- (iii) No share options were lapsed and exercised during the year ended 31 December 2022 and 2021. There were no exercised share options as at 31 December 2021 and 2022.

The total fair values of the share options granted to the Advisors on 15 January 2018 were RMB2,535,000. These fair values were based on the terms and conditions stated in the service contracts.

The weighted average exercise price of the share options under 2018 Scheme is HK\$0.842 per share and the weighted average remaining contractual life is 0.1 year (2021: 1.1 years).

No expense was recognised for the year ended 31 December 2021 and 2022 in relation to share options granted by the Company to the 2018 Advisors.

28. 以權益結算股份為基礎之付款 (續)

(b) 以權益結算之服務合約(續)

下文載列授予二零一八年顧問的購股權詳情：

- (i) 所有已授出購股權的行使價均為每股0.842港元；
- (ii) 所有購股權持有人均受附註28(a)所述的二零一八年計劃歸屬日期、歸屬條件及行使期限規限；
- (iii) 截至二零二二年及二零二一年十二月三十一日止年度，概無購股權失效及獲行使。於二零二一年及二零二二年十二月三十一日，概無已獲行使的購股權。

於二零一八年一月十五日，授予該等顧問的購股權的公平值總額為人民幣2,535,000元。該等公平值乃根據服務合約所載條款及條件計算。

二零一八年計劃下的購股權的加權平均行使價為每股0.842港元，而加權平均剩餘合約期限為0.1年(二零二一年：1.1年)。

概無就本公司授予二零一八年顧問的購股權於截至二零二一年及二零二二年十二月三十一日止年度確認為開支。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

30. RESERVES

(a) Group

Details of the movements on the Group's reserve are as set out in the consolidated statement of changes in equity.

(b) Company

30. 儲備

(a) 本集團

本集團儲備變動的詳情載於綜合權益變動表。

(b) 本公司

		Share premium 股份溢價 RMB'000 人民幣千元	Exchange reserve 匯兌儲備 RMB'000 人民幣千元	Share option reserve 購股權儲備 RMB'000 人民幣千元	Accumulated losses 累計虧損 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
At 1 January 2021	於二零二一年一月一日	217,853	13,548	25,286	(371,278)	(114,591)
Loss for the year	年度虧損	-	-	-	(93,061)	(93,061)
Exchange difference translating foreign operation	海外業務換算的匯兌差額	-	1,957	-	-	1,957
Total comprehensive income for the year	年度全面收益總額	-	1,957	-	(93,061)	(91,104)
Share options lapsed (note 28)	已失效購股權(附註28)	-	-	(24,219)	24,219	-
Waiver amount due to a shareholder	豁免應付一名股東款項	-	-	-	14,489	14,489
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及二零二二年一月一日	217,853	15,505	1,067	(425,631)	(191,206)
Profit for the year	年度溢利	-	-	-	53,896	53,896
Exchange difference translating foreign operation	海外業務換算的匯兌差額	-	(7,739)	-	-	(7,739)
Total comprehensive income for the year	年度全面收益總額	-	(7,739)	-	53,896	46,157
At 31 December 2022	於二零二二年十二月三十一日	217,853	7,766	1,067	(371,735)	(145,049)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

30. RESERVES (CONTINUED)

(c) Nature and purpose of reserves

(i) Share premium

Share premium account of the Company and Group represents the excess of the proceeds received over the nominal value of the Company's shares issued.

(ii) Merger reserve

Merger reserve of the Group arose as a result of the Reorganisation and represents the difference between the nominal value of the registered capital and capital reserve of Guangdong Huijin and the nominal value of the shares of the Company issued pursuant to the Reorganisation.

(iii) Statutory reserve

In accordance with the Company Law of the PRC, the Company's subsidiaries registered in the PRC are required to appropriate 10% of the annual statutory profit after tax (after offsetting any prior years' losses) determined in accordance with generally accepted accounting principles in the PRC to the statutory reserve until the balance of the reserve fund reaches 50% of the entity's registered capital. The statutory reserve can be utilized to offset prior years' losses or to increase capital, provided the remaining balance of the statutory reserve is not less than 25% of registered capital.

(iv) Exchange reserve

Exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations.

(v) Share option reserve

Share option reserve represents the cumulative expenses recognised on the granting of share options to the directors, employees and advisors over the vesting period.

(vi) Retained earnings/(accumulated losses)

The amount represents accumulative net gains and losses recognised in profit or loss.

(vii) Fair value through other comprehensive income reserve

Fair value through other comprehensive income reserve comprises all gains/losses arising on the revaluation of financial assets at FVOCI.

30 儲備(續)

(c) 儲備的性質及用途

(i) 股份溢價

本公司及本集團的股份溢價賬指已收所得款項超出本公司已發行股份面值的差額。

(ii) 合併儲備

本集團的合併儲備因重組而產生，指廣東匯金註冊資本及資本儲備的面值與本公司根據重組發行的股份的面值之間的差額。

(iii) 法定儲備

根據中國公司法，本公司於中國註冊的附屬公司須劃撥10%根據中國公認會計原則釐定的年度法定除稅後溢利(經扣除任何過往年度虧損)至法定儲備，直至儲備金結餘達到該實體註冊資本的50%為止。法定儲備可用以抵銷過往年度虧損或用於增資，惟法定儲備的餘額不得少於註冊資本的25%。

(iv) 匯兌儲備

匯兌儲備包括財務報表海外業務換算所產生的所有匯兌差額。

(v) 購股權儲備

購股權儲備指於歸屬期間向董事、僱員及顧問授出購股權時確認之累計開支。

(vi) 保留盈利/(累計虧損)

該款項指於損益確認的累計收益及虧損淨額。

(vii) 計入其他全面收益儲備的公平值

計入其他全面收益儲備的公平值包括按公平值計入其他全面收益的金融資產重估產生的所有收益/虧損。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

31. PARTICULARS OF SUBSIDIARIES

Details of the principal subsidiaries are as follows:

31. 附屬公司詳情

主要附屬公司的詳情載列如下：

Name	Place of incorporation/ establishment	Place of operation and principal activities	Description of fully paid up share capital/ registered capital held 所持已悉數 繳足股本/ 註冊資本詳情	Percentage of ownership interest's/ voting rights/profit share	
名稱	註冊成立/ 成立地點	經營地點及主要業務		所有權權益/ 投票權/利潤分配百分比	
				2022	2021
				二零二二年	二零二一年
Limited liability company					
有限責任公司					
Mega Rising Investment Ltd	Hong Kong	Provision of financial consultation services in Hong Kong	1 share HK\$1	(Note)	100%
怡昇投資有限公司	香港	在香港提供財務顧問服務	1股1港元	(附註)	
Sunny Sino Holdings Limited	Hong Kong	Investment holding and provision of other loan services in Hong Kong	1 share HK\$1	(Note)	100%
益華集團有限公司	香港	投資控股及在香港提供其他貸款服務	1股1港元	(附註)	
Flying Investment	The PRC [#]	Provision of financial consultation and investment income services in the PRC	HK\$50,000,000	(Note)	100%
匯聯投資	中國 [#]	在中國提供財務顧問及投資收入服務	50,000,000港元	(附註)	
Qianhai Flying Financial PRC Service (Shenzhen) Limited	The PRC [#]	Provision of financial consultation services in the PRC	HK\$300,000,000	(Note)	100%
前海匯聯金融服務(深圳)有限公司	中國 [#]	在中國提供財務顧問服務	300,000,000港元	(附註)	
Huilian E-Home Internet Financial Services (Shenzhen) Co., Ltd	The PRC [#]	Provision of financial consultation services in the PRC	-	(Note)	90%
匯聯易家互聯網金融服務(深圳)有限公司	中國 [#]	在中國提供財務顧問服務	-	(附註)	
Profit Success Technology Limited ("Profit Success")	The BVI	Investment holding company in the BVI	US\$1	-	51%
Profit Success Technology Limited ("Profit Success")	英屬維爾京群島	英屬維爾京群島的投資控股公司	1美元		

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

31. PARTICULARS OF SUBSIDIARIES (CONTINUED)

31. 附屬公司詳情(續)

Details of the principal subsidiaries are as follows: (Continued)

主要附屬公司的詳情載列如下：(續)

Name	Place of incorporation/ establishment	Place of operation and principal activities	Description of fully paid up share capital/ registered capital held 所持已悉數繳足股本/ 註冊資本詳情	Percentage of ownership interest's/ voting rights/profit share	
				2022 二零二二年	2021 二零二一年
Shenzhen Flying Financial Internet Financial Services Corporation 深圳市匯聯互聯網金融服務有限公司	The PRC [#] 中國 [#]	Provision of financial consultation services in the PRC 在中國提供財務顧問服務	RMB50,000,000 人民幣 50,000,000 元	(Note) (附註)	51%
Shenzhen Huilian Huishenghuo Internet Financial Services Limited 深圳市匯聯匯生活互聯網金融服務有限公司	The PRC [#] 中國 [#]	Provision of financial consultation services in the PRC 在中國提供財務顧問服務	-	(Note) (附註)	63%
Shenzhen Huilian Huiyoufang Internet Financial Services Limited 深圳市匯聯匯有房互聯網金融服務有限公司	The PRC [#] 中國 [#]	Provision of financial consultation services in the PRC 在中國提供財務顧問服務	RMB7,000,000 人民幣 7,000,000 元	(Note) (附註)	63%
Zhongxi Rongzi Zulin (Shanghai) Limited 中熙融資租賃(上海)有限公司	The PRC [#] 中國 [#]	Provision of finance lease services in the PRC 在中國提供融資租賃服務	RMB200,000,000 人民幣 200,000,000 元	(Note) (附註)	100%
Le Dao Internet Media (Shenzhen) Limited 樂道互聯網傳媒(深圳)有限公司	The PRC [#] 中國 [#]	Provision of finance consultation services in the PRC 在中國提供財務顧問服務	RMB3,000,000 人民幣 3,000,000 元	(Note) (附註)	54%
Shenzhen Huidun Technology Company Ltd. 深圳市匯盾科技有限公司	The PRC [#] 中國 [#]	Provision of financial consultation services in the PRC 在中國提供財務顧問服務	RMB20,000,000 人民幣 20,000,000 元	99%	99%
Zhongxi Investment Consulting (Shanghai) Limited 中熙投資諮詢(上海)有限公司	The PRC [#] 中國 [#]	Provision of financial consultation services in the PRC 在中國提供財務顧問服務	RMB10,000,000 人民幣 10,000,000 元	(Note) (附註)	100%
Huilian Technology Data Service (Shenzhen) Limited 匯聯科技數據服務(深圳)有限公司	The PRC [#] 中國 [#]	Provision of financial consultation services in the PRC 在中國提供財務顧問服務	RMB20,000,000 人民幣 20,000,000 元	(Note) (附註)	90%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

31. PARTICULARS OF SUBSIDIARIES (CONTINUED)

Details of the principal subsidiaries are as follows: (Continued)

Name	Place of incorporation/ establishment	Place of operation and principal activities	Description of fully paid up share capital/ registered capital held 所持已悉數 繳足股本/ 註冊資本詳情	Percentage of ownership interest's/ voting rights/profit share	
名稱	註冊成立/ 成立地點	經營地點及主要業務		所有權權益/ 投票權/利潤分配百分比	
				2022 二零二二年	2021 二零二一年
Huilian Yuanjing Investment Management (Beijing) Limited 匯聯遠景投資管理(北京)有限公司	The PRC [#] 中國 [#]	Provision of financial consultation services in the PRC 在中國提供財務顧問服務	RMB10,000,000 人民幣10,000,000元	-	100%
Shenzhen Qianhai Yuanbo Financial Service Limited 深圳市前海元鉞金融服務有限公司	The PRC [#] 中國 [#]	Provision of financial consultation services in the PRC 在中國提供財務顧問服務	RMB5,000,000 人民幣5,000,000元	-	70%
Zhuhai Huilian Zhitou Technology Service Limited 珠海匯聯智投科技服務有限公司	The PRC [®] 中國 [®]	Provision of financial consultation services in the PRC 在中國提供財務顧問服務	RMB10,000,000 人民幣10,000,000元	-	100%
深圳市豐銀禾科技有限公司 深圳市豐銀禾科技有限公司	The PRC 中國	Provision of financial consultation services in the PRC 在中國提供財務顧問服務	RMB20,000,000 人民幣20,000,000元	100%	N/A 不適用

* Except Profit Success, all other subsidiaries are indirectly held by the Company.

[#] The Company is a wholly domestic owned enterprises.[®] This Company is a wholly foreign owned enterprise.

(Note) The subsidiaries are disposed during the year ended 31 December 2022.

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

31. 附屬公司詳情(續)

主要附屬公司的詳情載列如下：(續)

Name	Place of incorporation/ establishment	Place of operation and principal activities	Description of fully paid up share capital/ registered capital held 所持已悉數 繳足股本/ 註冊資本詳情	Percentage of ownership interest's/ voting rights/profit share	
名稱	註冊成立/ 成立地點	經營地點及主要業務		所有權權益/ 投票權/利潤分配百分比	
				2022 二零二二年	2021 二零二一年
Huilian Yuanjing Investment Management (Beijing) Limited 匯聯遠景投資管理(北京)有限公司	The PRC [#] 中國 [#]	Provision of financial consultation services in the PRC 在中國提供財務顧問服務	RMB10,000,000 人民幣10,000,000元	-	100%
Shenzhen Qianhai Yuanbo Financial Service Limited 深圳市前海元鉞金融服務有限公司	The PRC [#] 中國 [#]	Provision of financial consultation services in the PRC 在中國提供財務顧問服務	RMB5,000,000 人民幣5,000,000元	-	70%
Zhuhai Huilian Zhitou Technology Service Limited 珠海匯聯智投科技服務有限公司	The PRC [®] 中國 [®]	Provision of financial consultation services in the PRC 在中國提供財務顧問服務	RMB10,000,000 人民幣10,000,000元	-	100%
深圳市豐銀禾科技有限公司 深圳市豐銀禾科技有限公司	The PRC 中國	Provision of financial consultation services in the PRC 在中國提供財務顧問服務	RMB20,000,000 人民幣20,000,000元	100%	N/A 不適用

* 除 Profit Success 外，所有其他附屬公司均由該公司間接擁有。

[#] 該公司為全內資經營企業。[®] 該公司為外商獨資經營企業。

(附註) 該等附屬公司於截至二零二二年十二月三十一日止年度出售。

董事認為上表所載之本公司附屬公司對本集團本年度業績有重大影響或佔本集團資產淨值之重大部分。董事會認為倘列出其他附屬公司之資料，將使篇幅過於冗長。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

32. NON-CONTROLLING INTERESTS

Profit Success Technology Limited, a 51% owned subsidiary of the Group, has material non-controlling interests ("NCI"). All other NCI of non-wholly owned subsidiaries are considered as immaterial. The NCI became insignificant through the completion of disposal of subsidiaries. Details of the disposal set out in note 39.

Summarised financial information of Profit Success Group, for the years ended 31 December 2021, subsequent to acquisition and before intra-group eliminations, is presented below on a consolidated basis:

		2021 二零二一年 RMB'000 人民幣千元
For the year ended 31 December	截至十二月三十一日止年度	
Revenue	收益	-
Loss for the year	年度虧損	(189)
Total comprehensive income for the year	年度全面收益總額	(54,318)
(Loss)/Profit allocated to NCI	分配予非控股權益的(虧損)/溢利	(93)
Accumulated non-controlling interests	累計非控股權益	(26,616)
For the year ended 31 December	截至十二月三十一日止年度	
Cash outflows from operating activities	經營活動現金流出	(282)
Cash inflows from investing activities	投資活動現金流入	(9)
Cash inflows from financing activities	融資活動現金流入	301
As at 31 December	於十二月三十一日	
Current assets	流動資產	2,150
Non-current assets	非流動資產	98
Current liabilities	流動負債	(3,401)
Non-current liabilities	非流動負債	-
Net (liabilities)/assets	(負債)/資產淨額	(1,153)

33. RELATED PARTIES DISCLOSURE

Save as disclosed elsewhere in the consolidated financial statements, the Group does not have other material related party transactions during the years ended 31 December 2022 and 2021.

Compensation of key management personnel

The emoluments of directors who are also identified as members of key management of the Group during the year are set out in note 11(a).

32. 非控股權益

持有51%權益的附屬公司)擁有重大非控股權益(「非控股權益」)。非全資附屬公司的所有其他非控股權益均視為不重大。非控股權益於完成出售附屬公司後並不重大。出售詳情載於附註39。

於收購後及集團內公司間交易撤銷前，Profit Success集團截至二零二一年十二月三十一日止年度的財務資料概要按綜合基準呈列如下：

33. 關連方披露

除綜合財務報表其他部分所披露外，本集團於截至二零二二年及二零二一年十二月三十一日止年度並無其他重大關連方交易。

主要管理層人員之補償

於本年度，亦屬於本集團主要管理層成員的董事的酬金載於附註11(a)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

34. NOTE TO CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

During the year, the Group had non-cash addition to right-of-use assets and lease liabilities of approximately RMB6,897,000, in respect of the lease arrangement of the office.

(b) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows from financing activities.

34. 綜合現金流量表附註

(a) 重大非現金交易

年內，本集團就辦公室的租賃安排而錄得使用權資產及租賃負債非現金增加約人民幣6,897,000元。

(b) 融資活動所產生的負債之對賬

下表詳列本集團自融資活動所產生的負債變動，包括現金及非現金變動。融資活動所產生的負債之過去及未來現金流量均於本集團融資活動綜合現金流量表入賬。

		Loan from directors (note 24) 來自董事 之貸款 (附註24) RMB'000 人民幣千元	Bank borrowings (note 25) 銀行借款 (附註25) RMB'000 人民幣千元	Dividends payable 應付股息 RMB'000 人民幣千元	Lease liabilities (note 26) 租賃負債 (附註26) RMB'000 人民幣千元	Total liabilities from financing activities 融資活動 所產生的 負債總額 RMB'000 人民幣千元
At 1 January 2022	於二零二二年一月一日	2,862	2,705	103	382	6,052
Changes from cash flows:	現金流量變動：					
Advance from a director	一名董事墊款	1,471	-	-	-	1,471
Repayment to a director	向一名董事還款	(2,993)	-	-	-	(2,993)
Interest paid	已付利息	-	-	-	-	-
Total changes from financing cash flows	融資現金流量變動總額	(1,522)	-	-	-	(1,522)
Other changes:	其他變動：					
Effective interest expense	實際利息開支	-	-	-	72	72
Exchange adjustments	匯兌調整	196	-	9	-	205
Additions of leases	租賃增加	-	-	-	6,897	6,897
Disposal of subsidiaries (Note 39)	出售附屬公司(附註39)	-	(2,705)	-	(382)	(3,087)
Total other changes	其他變動總額	196	(2,705)	9	6,587	4,087
At 31 December 2022	於二零二二年 十二月三十一日	1,536	-	112	6,969	8,617

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

34. NOTE TO CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

(b) Reconciliation of liabilities arising from financing activities (Continued)

		Loan from a director (note 24) 來自董事 之貸款 (附註24) RMB'000 人民幣千元	Amount due to a shareholder (note 20) 應付一名 股東款項 (附註20) RMB'000 人民幣千元	Bank borrowings (note 25) 銀行借款 (附註25) RMB'000 人民幣千元	Dividends payable 應付股息 (附註25) RMB'000 人民幣千元	Lease liabilities (note 26) 租賃負債 (附註26) RMB'000 人民幣千元	Total liabilities from financing activities 融資活動 所產生的 負債總額 RMB'000 人民幣千元
At 1 January 2021	於二零二一年一月一日	-	11,506	15,735	106	155	27,502
Changes from cash flows:	現金流量變動：						
Advance from a director	一名董事墊款	2,904	-	-	-	-	2,904
Repayment of bank borrowings	償還銀行借款	-	-	(285)	-	-	(285)
Lease payment	租賃付款	-	-	-	-	(294)	(294)
Interest paid	已付利息	-	-	-	-	(36)	(36)
Payment of interest on bank borrowings	支付銀行借款的利息	-	-	(192)	-	-	(192)
Total changes from financing cash flows	融資現金流量變動總額	2,904	-	(477)	-	(330)	2,097
Other changes:	其他變動：						
Effective interest expense	實際利息開支	-	-	192	-	36	228
Exchange adjustments	匯兌調整	(42)	423	-	(3)	(8)	370
Additions of leases	租賃增加	-	-	-	-	529	529
Transfer to other payable	轉撥至其他應付款項	-	-	(12,745)	-	-	(12,745)
Waiver of amount due to a shareholder	豁免應付一名股東款項	-	(11,929)	-	-	-	(11,929)
Total other changes	其他變動總額	(42)	(11,506)	(12,553)	(3)	557	(23,547)
At 31 December 2021	於二零二一年 十二月三十一日	2,862	-	2,705	103	382	6,052

34. 綜合現金流量表附註(續)

(b) 融資活動所產生的負債之對賬(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

35. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the reporting date are as follows:

35. 按類別劃分的金融資產及金融負債概要

各類金融工具於報告日期的賬面值如下：

		2022		2021	
		二零二二年		二零二一年	
		Carrying amount	Fair value	Carrying amount	Fair value
		賬面值	公平值	賬面值	公平值
		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
Financial assets	金融資產				
Financial assets at FVTPL	按公平值計入損益的金融資產				
— Equity investments	— 權益投資	-	-	67,172	67,172
Financial assets at amortised cost	按攤銷成本計量之金融資產				
— Loans and accounts receivables	— 貸款及應收賬款	38,451	38,451	5,156	5,156
— Deposits and other receivables	— 按金及其他應收款項	983	983	936	936
— Amount due from a non-controlling interest	— 應收非控股權益款項	-	-	1	1
— Cash and cash equivalents	— 現金及現金等值項目	4,912	4,912	14,086	14,086
Financial liabilities	金融負債				
Financial liabilities measured at amortised cost	按攤銷成本計量之金融負債				
— Accruals and other payables	— 應計費用及其他應付款項	15,472	15,472	65,777	65,777
— Loan from directors	— 來自董事之貸款	1,536	1,536	2,862	2,862
— Dividend payable	— 應付股息	112	112	103	103
— Bank borrowings	— 銀行借款	-	-	2,705	2,705

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36. FINANCIAL RISK MANAGEMENT

The Group's principal financial instruments comprise financial assets at FVTPL, loans and accounts receivables, deposits and other receivables, cash and cash equivalents, accruals and other payables, loan from directors, amount due from a non-controlling interest, dividend payable and bank borrowings. These financial instruments mainly arise from its operations.

The carrying amounts of the Group's financial instruments approximated their fair values as at the reporting date. Fair value estimates are made at a specific point in time and based on relevant market information on the financial instruments.

These estimates are subjective in nature and involve uncertainties and matters of significant judgment, and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. As the Group's exposure to these risks is kept to a minimum, the Group has not used any derivatives and other instruments for hedging purposes. The Group does not hold or issue any derivative financial instruments for trading purposes. The board of directors of the Company reviews and agrees policies for managing each of these risks and they are summarised below.

36. 財務風險管理

本集團的主要金融工具包括按公平值計入損益的金融資產、貸款及應收賬款、按金及其他應收款項、現金及現金等值項目、應計費用及其他應付款項、來自董事之貸款及應收非控股權益款項、應付股息及銀行借款。該等金融工具主要來自本集團營運。

於報告日期，本集團金融工具的賬面值與其公平值相若。公平值估計乃於特定時間根據金融工具的相關市場資料作出。

該等估計因其主觀性質使然，涉及不確定因素及重大判斷事項，因此不能準確釐定估計。假設的改變有可能嚴重影響該等估計。

來自本集團金融工具的主要風險為利率風險、外幣風險、信貸風險及流動資金風險。由於本集團將上述風險減至最低，故本集團並無使用任何衍生及其他工具作對沖用途。本集團並無持有或發行任何衍生金融工具作買賣用途。本公司董事會檢討並同意管理上述各風險的政策，並概述如下。

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36. FINANCIAL RISK MANAGEMENT (CONTINUED)

Interest rate risk

Interest rate risk means the risk on the fluctuation of fair value or future cash flows of financial instruments which arise from changes in interest rates. Floating interest rate instruments will result in the Group facing the risk of changes in market interest rate.

The Group is exposed to interest rate risk in relation to variable-rate bank balance, interest-bearing bank borrowing and lease liability. The Group currently does not have a policy on cash flow hedges of interest rate risk. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise. The interest bearing bank borrowing and lease liability bear floating interest rates and are denominated in RMB.

The sensitivity analysis below has been determined based on the exposure to interest rates for variable-rate bank borrowing. The analysis is prepared assuming that the amount of assets and liabilities outstanding at the end of each of the reporting periods were outstanding for the whole year. 100 basis points increase or decrease represents management's assessment of the reasonably possible change in the interest rates of borrowing.

In management's opinion, the sensitivity analysis is unrepresentative of the inherent interest rate risk as the exposures at the end of the reporting periods do not reflect the exposures during the years.

If interest rates on bank borrowing at the end of reporting period had been 100 basis points higher/lower and all other variables were held constant, the potential effect on the Group's post-tax loss/profit for the years ended 31 December 2022 and 2021 are as follow:

		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
(Increase)/decrease in loss for the year	年內虧損(增加)／減少		
As a result of an increase in interest rate	因利率上升而導致	-	(20)
As a result of a decrease in interest rate	因利率下降而導致	-	20

36. 財務風險管理(續)

利率風險

利率風險指利率變動造成金融工具的公平值或未來現金流量波動的風險。浮動利率工具將導致本集團面對市場利率變動的風險。

本集團面臨有關浮息銀行結餘、計息銀行借款及租賃負債的利率風險。本集團目前並無現金流量對沖利率風險的政策。然而，管理層監察利率風險，並將考慮於有需要時對沖重大利率風險。計息銀行借款及租賃負債以浮動利息計息，並以人民幣列值。

以下敏感度分析乃根據浮息銀行借款之利率風險而釐定。分析的編製乃假設資產及於各報告期末尚未償還負債的金額在整個年度均尚未償還。100基點增加或減少指管理層評核借款利率的合理可能變動。

管理層認為，由於報告期末之風險並不反映年內之風險，故敏感度分析不代表固有利率風險。

倘於報告期末的銀行借款利率上升／下降100基點，而所有其他可變因素維持不變，此對本集團截至二零二二年及二零二一年十二月三十一日止年度除稅後虧損／溢利的潛在影響如下：

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36. FINANCIAL RISK MANAGEMENT (CONTINUED)**Foreign currency risk**

As the Group's revenue and expenses are mainly in RMB which is the functional currency of most of the entities making up the Group, the currency risk resulting from the Group's daily operations is considered not significant. The Group currently does not have a foreign currency hedging policy. However, management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

Equity price risk

Equity price risk is the risk that the fair value of financial assets at FVTPL decrease as a result of changes in the levels of the equity price of unlisted equity investments. The Group was exposed to equity price risk arising from unlisted equity securities in the PRC classified as financial assets at FVTPL as at 31 December 2021. All of these investments are unquoted securities.

All of the Group's unquoted investments are held for long term strategic purposes. Their performance is assessed at least bi-annually against the performance of similar listed entities, based on the limited information available to the Group, together with an assessment of their relevance to the Group's long term strategic plans.

36. 財務風險管理(續)**外幣風險**

由於本集團的收益及開支主要以組成本集團的大部分實體的功能貨幣人民幣列值，故本集團日常營運所造成的貨幣風險並不重大。本集團目前並無制訂外幣對沖政策。然而，管理層一直監察外匯風險，並於必要時考慮對沖重大外幣風險。

股價風險

股價風險指因為非上市股本投資股價水平變動，而導致按公平值計入損益的金融資產的公平值下跌的風險。於二零二一年十二月三十一日，本集團面臨由分類為按公平值計入損益的金融資產之中國非上市股本證券引致的股價風險。上述投資均為非掛牌證券。

本集團的全部無報價投資均以長期策略目的持有。根據本集團所得有限資料及本集團長期策略計劃的相關評估，最少半年一次與相類似上市實體的表現比較以對該等投資作出評估。

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36. FINANCIAL RISK MANAGEMENT (CONTINUED)

Equity price risk (Continued)

Sensitivity analysis

The following table demonstrates the sensitivity to every 10% change in the fair values of the Group's equity investments of which the directors of the Company expect the possible future changes of financial assets, with all other variables, held constant and before any impact on tax, based on their carrying amounts at the end of the reporting period.

36. 財務風險管理(續)

股價風險(續)

敏感度分析

下表列示對本公司董事預期未來金融資產可能變動的本集團權益投資之公平值每10%變動之敏感度，乃按其於報告期末之賬面值計算，而所有其他變數維持不變且未計算稅項影響。

		Increase/ (decrease) in fair value	Decrease/ (increase) in loss before income tax expenses 除所得稅 開支前虧損 減少/(增加)
	公平值 增加/(減少)	%	RMB'000 人民幣千元
2021	二零二一年		
Financial assets at FVTPL	按公平值計入損益的金融資產		
— Unlisted equity securities in the PRC	— 中國的非上市股本證券	10/(10)	6,717/(6,717)
2022	二零二二年		
Financial assets at FVTPL	按公平值計入損益的金融資產		
— Unlisted equity securities in the PRC	— 中國的非上市股本證券	-	-

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36. FINANCIAL RISK MANAGEMENT (CONTINUED)

Credit risk

Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

The Group's credit risk is primarily attributable to its cash and cash equivalents (note 21), loans and accounts receivables (note 18), other receivables (note 19), amount due from a non-controlling interest (note 20) and other financial assets at amortised cost and at FVTPL. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

The Group's financial assets at FVTPL included unlisted debt security held for strategic purposes. Credit risk refers to issuers to these financial instruments failing to discharge their obligations under the terms, leading to a financial loss to the Group. The Group monitors the financial status and credit rating of individual issuers by reviewing the financial information provided by issuers on a regular basis. Please refer to note 17 for the details of the Group's investments.

In respect of loans and accounts receivables and other receivables, the Group's policy is that all borrowers who wish to obtain loans from the Group are subject to management review. The Group holds collaterals directly or indirectly to cover its risks associated with loans receivable.

All collaterals of loans and accounts receivables and other receivables are held directly by the Group.

For loan and accounts receivable, individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customers' past history of making payments when due and current ability to pay, and take into account information specific to the customers as well as pertaining to the economic environment in which the customers operate. Normally, the Group does not obtain collaterals from customers on accounts receivable.

As at 31 December 2022 and 2021, the Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The default risk of the industry and country in which customers operate also has an influence on credit risk but to a lesser extent. As at 31 December 2021, the Group's exposure under certain outstanding loans and account receivables are secured by the pledged assets of the customers as disclosed in note 18. As at 31 December 2022, the outstanding loans and accounts receivable are unsecured.

36. 財務風險管理(續)

信貸風險

管理層已推行信貸政策，並持續監控該等信貸風險。

本集團的信貸風險主要來自其現金及現金等值項目(附註21)、貸款及應收賬款(附註18)、其他應收款項(附註19)、應收非控股權益款項(附註20)以及按攤銷成本計量及按公平值計入損益的其他金融資產。管理層制定信貸政策，並持續監察該等信貸風險。

本集團按公平值計入損益的金融資產包括持作戰略目的的非上市債務證券。信貸風險指該等金融工具的發行人未能履行條款項下的責任而引致的本集團的財務虧損。本集團透過定期審閱發行人提供的財務資料監察個別發行人的財務狀況及信貸評級。有關本集團投資的詳情請參閱附註17。

就貸款及應收賬款及其他應收款項而言，本集團政策規定所有擬從本集團獲得貸款的借款人須經管理層審閱。本集團持有抵押物可直接或間接保障其應收貸款相關風險。

本集團直接持有貸款及應收賬款及其他應收款項之所有抵押物。

就貸款及應收賬款而言，對於所有要求若干信貸金額的客戶均會進行個別信貸評估。此等評估主要針對客戶以往到期時的還款紀錄及現時的還付能力，並考慮客戶特有的資料及客戶業務所處經濟環境的資料。一般而言，本集團不會就應收賬款向客戶收取抵押物。

於二零二二年及二零二一年十二月三十一日，本集團的信貸風險主要受各客戶個別特徵的影響。客戶經營所在行業及國家的違約風險亦對信貸風險造成較為微弱的影響。於二零二一年十二月三十一日，本集團若干未償還貸款及應收賬款的風險由附註18所披露的客戶質押資產作抵押。於二零二二年十二月三十一日，未償還貸款及應收賬款為無抵押。

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36. FINANCIAL RISK MANAGEMENT (CONTINUED)

Credit risk (Continued)

The credit risk of the Group's other financial assets, which mainly comprise of cash and cash equivalents, other receivables and financial assets at FVTPL, arises from potential default of the counterparties, with a maximum exposure equal to the carrying amounts of these instruments. Credit risk in cash and cash equivalents and restricted cash is mitigated as cash is deposited in banks with high credit rating.

The Group measures loss allowances for accounts receivable at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

The following table provides information about the Group's exposure to credit risk and ECLs for accounts receivable as at 31 December 2022 and 2021:

As at 31 December 2022	於二零二二年十二月三十一日	Gross carrying amount brought forward	Average expected loss rate	Net carrying amount after Loss allowance	Net carrying amount after impairment
		承前 總賬面值 RMB'000 人民幣千元	平均預期 虧損率 %	虧損撥備 RMB'000 人民幣千元	減值後 賬面淨值 RMB'000 人民幣千元
Current (not past due)	即期(未逾期)	-	-	-	-
0-30 days past due	逾期0至30日	273	0.3	1	272
31-90 days past due	逾期31至90日	49	2	1	48
91-180 days past due	逾期91至180日	121	0.8	1	120
Over 180 days past due	逾期180日以上	86	8	7	79
		529		10	519

36. 財務風險管理(續)

信貸風險(續)

本集團其他金融資產(主要包括現金及現金等值項目、其他應收款項及按公平值計入損益之金融資產)的信貸風險來自交易對手的潛在違約,而最高風險相等於該等工具的賬面值。現金及現金等值項目及受限制現金的信貸風險已因現金存於享有高度信貸評級的銀行而緩和。

本集團計量應收賬款的虧損撥備,金額相當於採用撥備矩陣計算的年限內預期信貸虧損金額。由於本集團的過往信貸虧損經驗表明各客戶分部之間的虧損模式無重大差異,故基於逾期狀態的虧損撥備不會於本集團各客戶基礎之間進一步區分。

下表載列二零二二年及二零二一年十二月三十一日本集團面臨的應收賬款信貸風險及預期信貸虧損資料:

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36. FINANCIAL RISK MANAGEMENT (CONTINUED)

Credit risk (Continued)

As at 31 December 2021	於二零二一年十二月三十一日	Gross carrying amount brought forward	Average expected loss rate	Loss allowance	Net carrying amount after impairment
		承前總賬面值	平均預期虧損率	虧損撥備	減值後賬面淨值
		RMB'000	%	RMB'000	RMB'000
		人民幣千元		人民幣千元	人民幣千元
Current (not past due)	即期(未逾期)	700	0%	-	700
0-30 days past due	逾期0至30日	-	-	-	-
31-90 days past due	逾期31至90日	-	-	-	-
91-180 days past due	逾期91至180日	-	-	-	-
Over 180 days past due	逾期180日以上	11,078	100%	11,078	-
		11,778		11,078	700

Expected loss rates are based on actual loss experience over one year. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

預期虧損率乃根據一年的實際虧損經驗得出。該等比率乃經調整，以反映收集過往數據期間的經濟狀況、目前狀況以及本集團對應收款項的預期年限內經濟狀況之看法的差異。

36. 財務風險管理(續)

信貸風險(續)

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36. FINANCIAL RISK MANAGEMENT (CONTINUED)

Credit risk (Continued)

The Group has adopted the general expected credit loss model for material financial assets in relation to loans and other receivables. A summary of the assumptions underpinning the Group's expected credit loss model is as follows:

Category 類別	Company definition of category 公司對各類的定義	Basis for recognition of expected credit loss provision 預期信貸虧損撥備的確認基準
Performing 正常	Customers have a low risk of default and a strong capacity to meet contractual cash flows 客戶違約風險低，且滿足合約現金流量需求的能力強	12-month expected losses. Where the expected lifetime of an asset is less than 12 months, expected losses are measured at its expected lifetime. 12個月預期虧損。倘資產的預期年限少於12個月，則預期虧損按預期年限計量。
Underperforming 關注	Loans and other receivables for which there is a significant increase in credit risk as significant increase in credit risk is presumed if interest and/or principal repayments/other receivables are 30 days past due 倘利息及／或應償還本金／其他應收款項逾期30日，則假定信貸風險顯著增加，應收貸款及其他應收款項的信貸風險因此大幅增加年限內	Lifetime expected losses 預期虧損
Non-performing 不良	Interest and/or principal repayments/other receivables are 90 days past due 利息及／或應償還本金／其他應收款項逾期90日	Lifetime expected losses 年限內預期虧損
Write-off 撇銷	Interest and/or principal repayments/other receivables are 180 days past due and there is no reasonable expectation of recovery 利息及／或應償還本金／其他應收款項逾期180日且無收回的合理預期	Asset is written off 撇銷資產

Interest bearing loans receivables are generally pawn loan receivables and entrusted loan receivables. Other receivables includes amount due from third parties and income receivables derived from investment in debt investments at amortised cost.

信貸風險(續)

本集團就與貸款及其他應收款項有關的重大金融資產採納一般預期信貸虧損模式。支持本集團預期信貸虧損模式之假設概要如下：

36. 財務風險管理(續)

應收計息貸款一般為應收典當貸款及應收委託貸款。其他應收款項包括應收第三方款項及來自按攤銷成本計量的債務投資的收入。

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36. FINANCIAL RISK MANAGEMENT (CONTINUED)

Credit risk (Continued)

The Group accounts for the above items' credit risk by appropriately providing for expected credit losses on a timely basis. In calculating the expected credit loss rates, the Group considers historical loss rates for each category of customers/investments, and adjusts for forward-looking macroeconomic data. The Group provides for credit losses against loans and other receivables as at 31 December 2022 and 2021 are as follows:

As at 31 December 2022:

Company internal credit rating	External credit rating	Average Expected credit loss rate 平均 預期信貸 虧損率	Basis for recognition of expected credit loss provision 的確認基準	Estimated gross carrying amount 估計 總賬面值 RMB'000 人民幣千元	Carrying amount (net of impairment provision) 賬面值 (扣除減值 撥備) RMB'000 人民幣千元	Basis for calculation of interest revenue 計算利息收益的基準
Performing 正常	N/A 不適用	6.79	12-month expected losses 12個月預期虧損	41,753	38,915	Gross carrying amount 總賬面值
Underperforming 關注	N/A 不適用	N/A 不適用	Lifetime expected losses 年限內預期虧損	-	-	Gross carrying amount 總賬面值
Non-performing 不良	N/A 不適用	-	Lifetime expected losses 年限內預期虧損	-	-	Gross carrying amount 總賬面值
Total loans and other receivables 貸款及其他應收款項 總額				41,753	38,915	

36. 財務風險管理(續)

信貸風險(續)

本集團通過及時就預期信貸虧損作出適當撥備核算上述項目的信貸風險。於計算預期信貸虧損率時，本集團考慮每類客戶／投資的過往虧損率，並針對前瞻性宏觀經濟數據進行調整。本集團於二零二二年及二零二一年十二月三十一日就貸款及其他應收款項所作信貸虧損撥備分別如下：

於二零二二年十二月三十一日：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

36. FINANCIAL RISK MANAGEMENT (CONTINUED)

Credit risk (Continued)

As at 31 December 2021:

Company internal credit rating	External credit rating	Average Expected credit loss rate 平均預期信貸虧損率	Basis for recognition of expected credit loss provision 預期信貸虧損撥備的確認基準	Estimated gross carrying amount 估計總賬面值 RMB'000 人民幣千元	Carrying amount (net of impairment provision) 賬面值 (扣除減值撥備) RMB'000 人民幣千元	Basis for calculation of interest revenue 計算利息收益的基準
Performing 正常	N/A 不適用	–	12-month expected losses 12個月預期虧損	–	–	Gross carrying amount 總賬面值
Underperforming 關注	N/A 不適用	16.8	Lifetime expected losses 年限內預期虧損	6,479	5,392	Gross carrying amount 總賬面值
Non-performing 不良	N/A 不適用	100	Lifetime expected losses 年限內預期虧損	67,902	–	Gross carrying amount 總賬面值
Total loans and other receivables 貸款及其他應收款項總額				74,381	5,392	

No significant changes to estimation techniques or assumptions were made during the reporting period.

36. 財務風險管理(續)

信貸風險(續)

於二零二一年十二月三十一日：

Estimated gross carrying amount 估計總賬面值 RMB'000 人民幣千元	Carrying amount (net of impairment provision) 賬面值 (扣除減值撥備) RMB'000 人民幣千元	Basis for calculation of interest revenue 計算利息收益的基準
–	–	Gross carrying amount 總賬面值
6,479	5,392	Gross carrying amount 總賬面值
67,902	–	Gross carrying amount 總賬面值
74,381	5,392	

於報告期間，估計技術或假設並無重大變動。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

36. FINANCIAL RISK MANAGEMENT (CONTINUED)

Credit risk (Continued)

The closing loss allowance for loans and other receivables as at 31 December 2022 and 2021 reconciles to the opening loss allowance for that provision, and the gross carrying amounts are as follows:

As at 31 December 2022	於二零二二年十二月三十一日	Performing 正常 RMB'000 人民幣千元	Under- performing 關注 RMB'000 人民幣千元	Non- performing 不良 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Gross carrying amount for loans and other receivables as at 31 December 2022	二零二二年十二月三十一日貸款及其他應收款項總賬面值	41,753	-	-	41,753
Less: Expected credit losses:	減：預期信貸虧損：				
Opening balance as at 1 January 2022	二零二二年一月一日日期初結餘	-	1,087	67,902	68,989
— Loss allowance provided for the year	一年內虧損撥備	2,838	-	-	2,838
— Recovery of impairment of other receivables	— 收回其他應收款項減值	-	(471)	-	(471)
— Transfer:	— 轉移：				
Disposal through disposal of subsidiaries	經由出售附屬公司而出售	-	(616)	(67,902)	(68,518)
Closing loss allowance as at 31 December 2022	二零二二年十二月三十一日期末虧損撥備	2,838	-	-	2,838
Net carrying amount for loans and other receivables as at 31 December 2022	二零二二年十二月三十一日貸款及其他應收款項賬面淨值	38,915	-	-	38,915

36. 財務風險管理(續)

信貸風險(續)

貸款及其他應收款項於二零二二年及二零二一年十二月三十一日的期末虧損撥備與期初虧損撥備之對賬及總賬面值如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

36. FINANCIAL RISK MANAGEMENT (CONTINUED)

Credit risk (Continued)

As at 31 December 2021	於二零二一年十二月三十一日	Performing 正常 RMB'000 人民幣千元	Under- performing 關注 RMB'000 人民幣千元	Non- performing 不良 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Gross carrying amount for loans and other receivables as at 31 December 2021	二零二一年十二月三十一日貸款及其他應收款項總賬面值	-	6,479	67,902	74,381
Less: Expected credit losses:	減：預期信貸虧損：				
Opening balance as at 1 January 2021	二零二一年一月一日期初結餘	-	634	191,770	192,404
— Loss allowance provided for the year	- 年內虧損撥備	-	879	9,725	10,604
— Recovery of impairment of other receivables	- 收回其他應收款項減值	-	-	-	-
— Amounts written off as uncollectible	- 撇銷為無法收回金額	-	-	(134,019)	(134,019)
— Transfer:	- 轉移：	-	-	-	-
Under-performing to non-performing	表現欠佳至不良	-	(426)	426	-
Closing loss allowance as at 31 December 2021	二零二一年十二月三十一日期末虧損撥備	-	1,087	67,902	68,989
Net carrying amount for loans and other receivables as at 31 December 2021	二零二一年十二月三十一日貸款及其他應收款項賬面淨值	-	5,392	-	5,392

Movement in the loss allowance account in respect of loans and accounts receivables and other receivables during the year is as follows:

年內有關貸款及應收賬款以及其他應收款項的虧損撥備變動如下：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Balance at 1 January	於一月一日的結餘	80,068	203,486
Loss allowance recognised during the year	年內已確認虧損撥備	2,848	10,601
Amounts written off as uncollectible	撇銷為無法收回金額	-	(134,019)
Recovery of impairment of loans and accounts receivables and other receivables previously recognised	收回以往確認的貸款及應收賬款及其他應收款項減值	(471)	-
Disposal through subsidiaries	經由附屬公司出售	(79,597)	-
Balance at 31 December	於十二月三十一日的結餘	2,848	80,068

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

36. FINANCIAL RISK MANAGEMENT (CONTINUED)

Liquidity risk

Management of the Group monitors current and expected liquidity requirements to ensure that the Group maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

The maturity profile of the Group's financial liabilities as at the reporting date, based on the contractual undiscounted payments, are as follows:

		Total contractual		Repayable on demand	Within 1 year	Within 2 to 5 years	More than 5 years
		Carrying amount	undiscounted cash flow				
		賬面值	現金流量總額	按要求償還	於一年內	於二至五年內	五年以上
		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
At 31 December 2022	於二零二二年十二月三十一日						
Accruals and other payables	應計費用及其他應付款項	15,472	15,472	15,472	-	-	-
Loan from directors	來自董事之貸款	1,536	1,536	1,536	-	-	-
Dividend payable	應付股息	112	112	112	-	-	-
Lease liabilities	租賃負債	6,969	7,348	-	1,874	5,474	-
		24,089	24,468	17,120	1,874	5,474	-
At 31 December 2021	於二零二一年十二月三十一日						
Accruals and other payables	應計費用及其他應付款項	65,777	65,777	-	65,777	-	-
Loan from a director	來自董事之貸款	2,862	2,862	-	2,862	-	-
Dividend payable	應付股息	103	103	103	-	-	-
Bank borrowings	銀行借款	2,705	2,705	2,705	-	-	-
Lease liabilities	租賃負債	382	417	-	294	123	-
		71,829	71,864	2,808	68,933	123	-

36. 財務風險管理(續)

流動資金風險

本集團管理層監察當前及預期流動資金需求，以確保本集團於短期及長期內維持充足的現金儲備以應付其流動資金需求。

按照合約未貼現付款的基準，本集團於報告日期的金融負債到期情況如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

37. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS**Fair value**

The carrying amounts and fair values of the Group's financial instruments, other than those carried at amortised costs, are as follows:

	Carrying amounts		Fair values	
	賬面值		公平值	
	2022	2021	2022	2021
	二零二二年	二零二一年	二零二二年	二零二一年
	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
Financial assets at FVTPL	按公平值計入損益的金融資產			
— Equity securities — unlisted	— 非上市股本證券			
	-	67,172	-	67,172

Management has assessed that the fair values of the financial assets and liabilities carried at amortised cost approximate their carrying amounts largely due to the short term maturities of these instruments.

The Group's risk control team is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The risk control team reports directly to the chief financial officer and the audit committee. At each reporting date, the risk control team analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the chief financial officer. The valuation process and results are discussed with the audit committee twice a year for interim and annual financial reporting.

The fair values of the financial assets are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

37. 金融工具的公平值及公平值層級**公平值**

本集團金融工具(按攤銷成本列賬者除外)的賬面值及公平值如下:

	Carrying amounts		Fair values	
	賬面值		公平值	
	2022	2021	2022	2021
	二零二二年	二零二一年	二零二二年	二零二一年
	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
Financial assets at FVTPL	按公平值計入損益的金融資產			
— Equity securities — unlisted	— 非上市股本證券			
	-	67,172	-	67,172

管理層評估按攤銷成本列賬的金融資產及負債的公平值與其賬面值相近，主要是由於該等工具乃於短期內到期。

本集團風險控制團隊負責釐定金融工具公平值計量的政策及程序。風險控制團隊直接向財務總監及審核委員會彙報。於各報告日期，風險控制團隊分析金融工具價值的變動，確定估值採用的主要輸入數據。估值由財務總監審批。每年兩次分別為中期及年度財務報告與審核委員會討論估值程序及結果。

金融資產之公平值按當前交易中雙方自願交易之金額入賬，強制或清算出售不包含在內。用於估計公平值之方法及假設如下：

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綜合財務報表附註(續)

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37. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)**Fair value (Continued)**

The fair value of equity instruments and debt securities have been estimated using a discounted cash flow valuation model or guideline public company marketability model based on assumptions that are not supported by observable market price or rates. The valuation requires the directors to make estimates about the expected future cash flows including expected proceeds on subsequent disposal of the debt securities.

The directors believe that the estimated fair value of the equity instruments and debt securities based on valuation technique, and the related change in fair value, reasonable, and represents the most appropriate value at end of the reporting period.

During the year ended 31 December 2021, certain unlisted equity instruments classified as financial assets at fair value through profit or loss were seized by the Bureau and pledged pursuant to the Guarantee Documents for the settlement of the Unsettled Repayment Funds as stated in note 1 to the consolidated financial statements. As advised by the Company's PRC legal advisor, and with reference to the valuation report issued by Eidea Professional Services Company Limited, in view of the low probability and feasibility for the Group to recover their carrying amount, the Group recognised RMB176,941,000 for the fair value changes in financial assets at FVTPL in respect of those seized unlisted equity instruments.

37. 金融工具的公平值及公平值層級(續)**公平值(續)**

股權工具及債務證券的公平值基於並無可觀察市價或費率作為依據的假設採用折現現金流量估值模式或指標上市公司市場流通性模式估定。估值要求董事估計預期未來現金流量(包括債務證券後續處置預期所得款項)。

董事認為，因估值技術而產生的股權工具及債務證券估計公平值以及相關公平值變動均屬合理，亦為報告期末的最恰當值。

截至二零二一年十二月三十一日止年度，若干分類為按公平值計入損益的金融資產的非上市股權工具已遭分局扣押，亦已根據擔保文件予以抵押，用作結付未清償資金，見綜合財務報表附註1所載。根據本公司中國法律顧問的建議，並參考意達專業服務有限公司出具的估值報告，鑒於本集團收回其賬面值的可能性及可行性較低，本集團就該等扣押非上市股權工具確認按公平值計入損益的金融資產公平值變動人民幣176,941,000元。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

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37. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

Fair value (Continued)

Below is a summary of significant unobservable inputs to the valuation as at 31 December 2021 of the remaining unlisted equity instruments classified as financial assets at FVTPL which is not seized by the Bureau.

	Valuation 估值	Significant unobservable input 重大不可觀察輸入數據	Range of estimates 估計範圍	Sensitivity of the input to fair value 公平值輸入數據之敏感度
As at 31 December 2021				
於二零二一年十二月三十一日				
Financial assets at FVTPL				
按公平值計入損益的金融資產				
Equity instruments — unlisted	Discounted cash flow method — Future cash flows are estimated based on expected return, discounted at a rate that reflects risk of underlying assets	Timeline of the underlying projects	2.67 years	Earlier receipts of the investment income in the determination of timeline of each underlying projects will result in an increase in the fair value of the unlisted equities securities and vice versa.
非上市股權工具	折現現金流量法 — 根據預期回報估計未來現金流量，並以反映相關資產風險的利率貼現	相關項目的時間表	2.67年	釐定各相關項目的時間表時提早收取投資收入將導致非上市股本證券的公平值上升，反之亦然。
		Weighted average cost of capital	2.9%	An increase in WACC will result in a decrease in the fair value of the unlisted equity securities and vice versa.
		加權平均資本成本	2.9%	加權平均資本成本上升將導致非上市股本證券的公平值下降，反之亦然。

37. 金融工具的公平值及公平值層級(續)

公平值(續)

下文為分類為按公平值計入損益的金融資產的餘下非上市股權工具(並無遭分局扣押)於二零二一年十二月三十一日的估值的重大不可觀察輸入數據概要。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

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37. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

As at 31 December 2022	於二零二二年十二月三十一日
Financial assets at FVTPL	按公平值計入損益的 金融資產
— Equity securities — unlisted	— 非上市股本證券
As at 31 December 2021	於二零二一年十二月三十一日
Financial assets at FVTPL	按公平值計入損益的 金融資產
— Equity securities — unlisted	— 非上市股本證券

37. 金融工具的公平值及公平值層級(續)

公平值層級

下表為本集團金融工具的公平值計量層級：

按公平值計量資產：

Fair value measurement using 運用下列各項的公平值計量			
Quoted price in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
活躍市場報價 (第一層級)	重大可觀察 輸入數據 (第二層級)	重大不可觀察 輸入數據 (第三層級)	總計
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
-	-	-	-
-	-	67,172	67,172

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

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37. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

Fair value hierarchy (Continued)

The movements during the period in the balance of these level 3 fair value measurements are as follows:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Financial assets at FVTPL	按公平值計入損益的金融資產		
Unlisted equity securities	非上市權益證券		
At 1 January	於一月一日	-	231,351
Changes in fair value recognised in profit or loss during the year	年內計入損益的公平值變動	-	(164,179)
At 31 December	於十二月三十一日	-	67,172
Unlisted debt securities	非上市債務證券		
At 1 January	於一月一日	-	31,808
Changes in fair value recognised in profit or loss during the year	年內計入損益的公平值變動	-	(31,808)
At 31 December	於十二月三十一日	-	-

The Group did not have any liabilities measured at fair value as at 31 December 2021 and 2022.

37. 金融工具的公平值及公平值層級(續)

公平值層級(續)

第三層級公平值計量餘額的期內變動如下：

	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Financial assets at FVTPL		
Unlisted equity securities		
At 1 January	-	231,351
Changes in fair value recognised in profit or loss during the year	-	(164,179)
At 31 December	-	67,172
Unlisted debt securities		
At 1 January	-	31,808
Changes in fair value recognised in profit or loss during the year	-	(31,808)
At 31 December	-	-

本集團於二零二一年及二零二二年十二月三十一日並無按公平值計量的負債。

38. CAPITAL RISK MANAGEMENT

The Group's capital management objectives include:

- (i) to safeguard the Group's ability to continue as a going concern, so that it continues to provide returns for owner's benefits for other stakeholders;
- (ii) to support the Group's stability and growth; and
- (iii) to provide capital for the purpose of strengthening the Group's risk management capability.

The Group actively and regularly reviews and manages its capital structure to ensure optimal capital structure and shareholder's returns, taking into consideration the future capital requirements of the Group and capital efficiency, prevailing and projected profitability, projected operating cash flows, projected capital expenditures and projected strategic investment opportunities.

38. 資本風險管理

本集團的資本管理目標包括：

- (i) 保障本集團可持續經營的能力，以繼續為擁有人提供回報並為其他權益持有人創造利益；
- (ii) 支持本集團的穩定及增長；及
- (iii) 提供資本以加強本集團的風險管理能力。

本集團積極並定期審閱及管理其資本架構，以確保達致最理想的資本架構從而為股東創造最佳回報，當中已考慮本集團的未來資本需求及資本效益、當前及盈利能力預測、經營現金流量預測、資本開支預測及預期策略投資機會。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

39. DISPOSAL OF SUBSIDIARIES

- (a) On 29 June 2022, the Group completed the very substantial disposal to dispose of certain subsidiaries of the Group (the "First Disposal"). Please refer to the announcements of the Company dated 26 January 2022, 18 February 2022, 1 June 2022 and 29 June 2022 and the circular of the Company dated 10 May 2022 in relation to the First Disposal. The net assets of the subsidiaries at the completion date of the First Disposal were as follow:

39. 出售附屬公司

- (a) 於二零二二年六月二十九日，本集團完成非常重大出售事項，以出售本集團若干附屬公司（「第一次出售事項」）。請參閱本公司日期為二零二二年一月二十六日、二零二二年二月十八日、二零二二年六月一日及二零二二年六月二十九日的公告，以及日期為二零二二年五月十日的通函，內容有關第一次出售事項。附屬公司於第一次出售事項完成日期的資產淨值如下：

		RMB'000 人民幣千元
Consideration	代價	
Cash received	已收現金	12,828
		12,828
Analysis of assets and liabilities as at the date of disposal:	於出售日期資產及負債的分析：	
Property, plant and equipment	物業、廠房及設備	348
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	67,172
Loans and accounts receivables	貸款及應收賬款	4,224
Deposits paid, prepayments and other receivables	已付按金、預付款項及其他應收款項	530
Cash and cash equivalents	現金及現金等值項目	896
Receipts in advance, accruals and other payables and contract liabilities	預收款項、應計費用及其他應付款項和合約負債	(56,818)
Current tax liabilities	即期稅項負債	(11,099)
Bank borrowings	銀行借款	(2,705)
Lease liabilities	租賃負債	(382)
		2,166
Loss on disposal	出售時虧損	
Consideration received	已收代價	12,838
Net assets disposal of	出售資產淨值	(2,166)
Non-controlling interest	非控股權益	(14,666)
Cumulative exchange gain	累計匯兌收益	(227)
		(4,221)
Net cash flow effect on disposal of subsidiaries	出售附屬公司的淨現金流影響	
Cash consideration received	已收現金代價	12,828
Cash and cash equivalents disposal of	已出售現金及現金等值項目	(896)
		11,932

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

39. DISPOSAL OF SUBSIDIARIES (CONTINUED)

- (b) On 2 July 2022, the Group completed to dispose of certain non-principal subsidiaries of the Group (the "Second Disposal") to independent third parties at a cash consideration of less than RMB1,000. The net assets of the subsidiaries at the completion date of the Second Disposal were as follow:

39. 出售附屬公司(續)

- (b) 於二零二二年七月二日，本集團完成向獨立第三方出售本集團若干非主要附屬公司，現金代價低於人民幣1,000元(「第二次出售事項」)。附屬公司於第二次出售事項完成日期的資產淨值如下：

		RMB'000 人民幣千元
Consideration	代價	
Cash received	已收現金	1
		1
Analysis of assets and liabilities as at the date of disposal:	於出售日期資產及負債的分析：	
Deposits paid, prepayments and other receivables	已付按金、預付款項及其他應收款項	39
Cash and cash equivalents	現金及現金等值項目	202
Receipts in advance, accruals and other payables	預收款項、應計費用及其他應付款項	(5,110)
Current tax liabilities	即期稅項負債	(37)
		(4,906)
Loss on disposal	出售時虧損	
Consideration received	已收代價	1
Net liabilities disposal of	出售負債淨額	4,906
Cumulative exchange gain	累計匯兌收益	(5,243)
		(336)
Net cash flow effect on disposal of subsidiaries	出售附屬公司的淨現金流影響	
Cash consideration received	已收現金代價	1
Cash and cash equivalents disposal of	已出售現金及現金等值項目	(202)
		(201)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

40. LITIGATIONS, CLAIMS AND DISPUTES

- (1) Part of the investments and assets of the disposal group included in the very substantial disposal transaction (“VSD Transaction”) were subject to litigations and seizure during the year 31 December 2021. As disclosed in the Company’s announcement dated 26 March 2021, a writ of civil summons (“Writ”) have been issued against two previous directors of the Company (namely, Mr. Zheng Weijing (“Mr. Zheng”) and Ms. Guo Chanjiao (“Ms. Guo”), two PRC subsidiaries of the Company (namely, Qianhai Flying Financial PRC Service (Shenzhen) Limited (“Qianhai Flying Financial”) and Flying Investment Service (Shenzhen) Company Limited (“Flying Investment”) in October 2020 in relation to the repayment of certain loans and interest accrued thereon. Pursuant to the Writ, (i) Mr. Zheng was demanded for the repayment of an aggregate amount of RMB16,306,300 (“Claimed Amount”), alleging to be the principal and interest accrued thereon pursuant for a loan agreement in 2019; (ii) Ms. Guo, the Company, two PRC subsidiaries of the Company and a number of PRC companies independent to the Group were alleged to be guarantors of the Claimed Amount under a guarantee in 2019 (“2019 Loan Guarantee”) in favour of the claimant under the Writ to secure the Claimed Amount.

For further details, please refer to the circular of the Company dated 10 May 2022 and the announcement of the Company dated 26 March 2021, 26 January 2022 and 22 February 2022.

With reference to announcement of the Company dated 29 June 2022, the completion of the VSD Transaction took place on 29 June 2022. Following the completion of the VSD Transaction, the Disposal Group ceased to be subsidiaries of the Company and the Company ceased to have any interests in the Disposal Group. The financial results of the Disposal Group would no longer be consolidated into the Group’s financial statements. In the opinion of the Director, the litigation mentioned above do not have any continue impact to the Group.

40. 訴訟、申索及糾紛

- (1) 出售集團非常重大出售交易(「非常重大出售交易」)中有部分的投資及資產於二零二一年十二月三十一日受到訴訟及扣押的影響。誠如本公司日期為二零二一年三月二十六日的公告所披露，於二零二零年十月，本公司兩名前董事(即鄭偉京先生(「鄭先生」)及郭嬋嬌女士(「郭女士」))、本公司兩間中國附屬公司(即目前海匯聯金融服務(深圳)有限公司(「匯聯金融」)及匯聯投資服務深圳有限公司(「匯聯投資」))就償還若干貸款及其應計利息接獲民事傳訊令狀(「令狀」)。根據令狀，(i)鄭先生被要求償還合共人民幣16,306,300元(「申索金額」)，指該金額為根據二零一九年一份貸款協議的本金及其應計利息；(ii)郭女士、本公司、本公司兩間中國附屬公司及若干獨立於本集團的中國公司被指稱為以令狀下申索人為受益人於二零一九年的擔保書(「二零一九年貸款擔保書」)項下申索金額的擔保人，以擔保申索金額。

進一步詳情請參閱本公司日期為二零二二年五月十日的通函以及本公司日期為二零二一年三月二十六日、二零二二年一月二十六日及二零二二年二月二十二日的公告。

參照本公司日期為二零二二年六月二十九日的公告，非常重大出售交易已於二零二二年六月二十九日完成。非常重大出售交易完成後，出售集團不再為本公司的附屬公司，而本公司不再擁有出售集團的任何權益。出售集團的財務業績將不再在本集團的財務報表內綜合入賬。董事認為，上文所述的訴訟不會繼續對本集團有任何影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

40. LITIGATIONS, CLAIMS AND DISPUTES (CONTINUED)

- (2) Following online search (but without any access to the court documents), the Company became aware recently that the Shenzhen branch of China Guangfa Bank Co., Ltd. (廣發銀行股份有限公司深圳分行) (the “CGB Bank”) has sought and obtained a PRC civil judgement in November 2021 to discharge the loan agreement entered into between the CGB Bank and Qianhai Flying Financial in August 2016 (the “CGB Agreement”), as well as to require Qianhai Flying Financial, Huilian Technology (concerning the Investment Properties) and Mr. Zheng to settle their joint and several liability of approximately RMB12,947,000 (being the outstanding principal and interest of bank borrowing under the CGB Agreement and the cost of the civil litigation). As at the date of this report, the Company was not aware of any change of status of the said PRC civil judgement sought and obtained by CGB Bank in November 2021.

41. EVENTS AFTER THE REPORTING PERIOD

Subsequent to the reporting date, there are some changes in the share capital of the Company as follows:

Capital Reorganisation

All conditions precedent to the share consolidation proposed on 23 May 2022 have been fulfilled. The share consolidation take effect on 22 March 2023.

On 23 May 2022, the board proposed to implement the capital reorganisation which will involve the share consolidation, the capital reduction and the share sub-division, detail as follows:

(1) Share Consolidation

Every fifty issued and unissued existing shares of par value of HK\$0.10 each in the share capital of the Company will be consolidated into one consolidated share of par value of HK\$5.00 each in the share capital of the Company.

40. 訴訟、申索及糾紛(續)

- (2) 本公司經網上搜索(惟並無查閱任何法院文件)後於最近得悉,廣發銀行股份有限公司深圳分行(「廣發銀行」)於二零二一年十一月尋求並獲得中國民事判決,以解除廣發銀行與前海匯聯金融於二零一六年八月訂立的貸款協議(「廣發銀行協議」),並要求前海匯聯金融、匯聯科技(關於投資物業)及鄭先生承擔彼等的連帶責任,清償約人民幣12,947,000元(為廣發銀行協議下銀行借款的未償還本金及利息和民事訴訟費)。於本報告日期,本公司並不知悉廣發銀行於二零二一年十一月尋求並獲得的中國民事判決的情況有任何改變。

41. 報告期後事項

於報告日期後,本公司的股本有若干變動如下:

股本重組

於二零二二年五月二十三日的建議股份合併之全部先決條件已獲達成。股份合併於二零二三年三月二十二日生效。

於二零二二年五月二十三日,董事會建議實行股本重組,其將涉及股份合併、資本削減及股份分拆,有關詳情如下:

(1) 股份合併

本公司股本中每五十股每股面值0.10港元之已發行及未發行現有股份將會合併為一股本公司股本中每股面值5.00港元之合併股份。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2022 截至二零二二年十二月三十一日止年度

41. EVENTS AFTER THE REPORTING PERIOD (CONTINUED)

Capital Reorganisation (Continued)

(2) Capital Reduction

The capital reduction will be implemented upon the share consolidation becoming effective, pursuant to which (a) any fractional consolidated share in the issued share capital of the Company arising from the share consolidation will be cancelled; and (b) the par value of each of the then issued consolidated shares will be reduced from HK\$5.00 to HK\$0.01 by cancelling the paid-up capital of the Company to the extent of HK\$4.99 on each of the then issued consolidated shares.

(3) Share Sub-division (of authorised but unissued Consolidated Shares)

Immediately following the capital reduction, each of the authorised but unissued consolidated shares of par value of HK\$5.00 each will be sub-divided into five hundred new shares of par value of HK\$0.01 each.

Based on the 1,731,432,500 existing shares in issue as at 31 December 2022, a credit of approximately HK\$172,796,963.50 will arise as a result of the capital reduction. It is proposed that the total credit arising from the capital reduction will be applied towards setting off the accumulated losses of the Company upon the capital reduction becoming effective.

42. APPROVAL OF FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of directors on 14 April 2023.

41. 報告期後事項(續)

股本重組(續)

(2) 資本削減

資本削減將於股份合併生效後實施，據此，(a)本公司已發行股本中因股份合併產生的任何零碎合併股份將予註銷；及(b)透過註銷本公司之繳足股本(每股當時已發行合併股份註銷4.99港元)，將每股當時已發行合併股份之面值由5.00港元減少至0.01港元。

(3) (法定但未發行合併股份之)股份分拆

於緊隨資本削減後，將每一股每股面值5.00港元之法定但未發行合併股份分拆為五百股每股面值0.01港元之新股份。

根據於二零二二年十二月三十一日之已發行現有股份1,731,432,500股計算，因進行資本削減而產生之進賬將約為172,796,963.50港元。本公司建議自資本削減所產生之進賬總額用作抵銷本公司於資本削減生效時之累計虧損。

42. 批准財務報表

綜合財務報表經董事會於二零二三年四月十四日批准及授權刊發。

FINANCIAL SUMMARY

財務概要

Below is a summary of the Group's results for the last five financial years and the assets and liabilities of the Group as at 31 December 2022, 2021, 2020, 2019 and 2018, as extracted from the published audited financial statements for the years ended 31 December 2022, 2021, 2020, 2019 and 2018. The amounts set out in this financial summary are prepared as if the current structure of the Group had been in existence throughout the years presented.

下表為本集團過去五個財政年度業績及本集團於二零二二年、二零二一年、二零二零年、二零一九年及二零一八年十二月三十一日的資產及負債概要，乃摘錄自己發表截至二零二二年、二零二一年、二零二零年、二零一九年及二零一八年十二月三十一日止年度經審核財務報表。此財務概要所載數額乃以本集團現有架構猶如於所呈報年度內已存在而編製。

RESULTS

業績

		Year ended 31 December				
		截至十二月三十一日止年度				
		2022	2021	2020	2019	2018
		二零二二年	二零二一年	二零二零年	二零一九年	二零一八年
		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
Revenue	營業額	76,671	20,059	19,721	104,390	220,353
Profit/(loss) for the year attributable to:	應佔本年度溢利/(虧損)：					
Owners of the Company	本公司持有人	2,605	(265,276)	(468,725)	(673,713)	102,575
Non-controlling interests	非控股權益	215	(328)	(1,622)	(25,549)	(3,650)
		2,820	(265,604)	(470,347)	699,262	98,925

FINANCIAL SUMMARY (CONTINUED)
財務概要(續)

**TOTAL ASSETS, TOTAL LIABILITIES AND
NON-CONTROLLING INTERESTS**

總資產、總負債及非控股權益

		At 31 December				
		於十二月三十一日				
		2022	2021	2020	2019	2018
		二零二二年	二零二一年	二零二零年	二零一九年	二零一八年
		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
Total assets	總資產	55,705	88,205	394,665	854,816	1,743,025
Total liabilities	總負債	(40,212)	(92,589)	(92,962)	(97,587)	(269,860)
Non-controlling interests	非控股權益	(254)	14,627	(12,224)	(11,778)	(37,101)
		15,239	10,243	289,479	745,451	1,436,064



Flying Financial Service Holdings Limited
匯聯金融服務控股有限公司