



# Join-Share 中盈盛达

共创 共享 共成长

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

廣東中盈盛達融資擔保投資股份有限公司

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

(於中華人民共和國註冊成立的股份有限公司)

Stock Code 股份代號 : 1543

## 2023 年度報告 ANNUAL REPORT



\* For identification purpose only 僅供識別

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# CORPORATE PROFILE

## 公司介紹

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

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

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

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

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

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

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

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

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

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

### EXECUTIVE DIRECTOR

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

### NON-EXECUTIVE DIRECTORS

Mr. Zhang Minming  
Mr. Li Shenhua  
Mr. Luo Zhenqing  
Mr. Zhao Wei  
Mr. Ou Weiming

### INDEPENDENT NON-EXECUTIVE DIRECTORS

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

### SUPERVISORS

Mr. Li Qi (Chairman)  
Ms. Li Wanmin  
Mr. Chen Xin  
Mr. Zhong Jian  
Mr. Huang Shaoxiong  
Ms. Huang Yuzhen

### AUDIT COMMITTEE

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

### REMUNERATION AND APPRAISAL COMMITTEE

Mr. Leung Hon Man (Chairman)  
Mr. Luo Zhenqing  
Mr. Ou Weiming  
Mr. Wu Xiangneng  
Mr. Wang Bo

### NOMINATION COMMITTEE

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

### 執行董事

吳列進先生  
(董事會主席兼總裁)

### 非執行董事

張敏明先生  
李深華先生  
羅振清先生  
趙偉先生  
歐偉明先生

### 獨立非執行董事

吳向能先生  
梁漢文先生  
王波先生

### 監事

李琦先生(主席)  
李婉敏女士  
陳新先生  
鍾堅先生  
黃少雄先生  
黃瑜珍女士

### 審計委員會

吳向能先生(主席)  
梁漢文先生  
王波先生  
李深華先生  
羅振清先生

### 薪酬與考核委員會

梁漢文先生(主席)  
羅振清先生  
歐偉明先生  
吳向能先生  
王波先生

### 提名委員會

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

### RISK MANAGEMENT COMMITTEE

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

### STRATEGY COMMITTEE

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

### JOINT COMPANY SECRETARIES

Mr. Lau Kwok Yin  
Mr. Ou Weiming

### AUTHORISED REPRESENTATIVES

Mr. Wu Liejin  
Mr. Lau Kwok Yin

### REGISTERED OFFICE

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

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG PRC

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

### PRINCIPAL PLACE OF BUSINESS IN PRC

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

### 風險管理委員會

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

### 戰略委員會

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

### 聯席公司秘書

劉國賢先生  
歐偉明先生

### 授權代表

吳列進先生  
劉國賢先生

### 註冊辦事處

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

### 中國香港主要營業地點

中國香港  
灣仔  
皇后大道東248號  
大新金融中心40樓

### 中國總辦事處

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

## H SHARE REGISTRAR

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

## PRINCIPAL BANKERS

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

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

## LEGAL ADVISORS AS TO HONG KONG LAW

King & Wood Mallesons

## AUDITOR

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

## COMPANY'S WEBSITE

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

## STOCK CODE

1543

## H股證券登記處

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

## 主要往來銀行

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

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

## 香港法律顧問

金杜律師事務所

## 核數師

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

## 公司網站

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

## 股份代號

1543

# FINANCIAL HIGHLIGHTS

## 財務摘要

For the year ended 31 December 2023, the Group's operating results were as follows:

- Total revenue was approximately RMB388.56 million, including revenue of approximately RMB360.33 million and other revenue of approximately RMB28.23 million, representing an increase of approximately 7.72% as compared with last year.
- Profit for the year and net profit margin were approximately RMB41.86 million and 11.62%, respectively.
- Profit before taxation amounted to approximately RMB75.31 million, representing an increase of approximately 8.70% as compared with last year.
- Profit for the year attributable to equitable shareholders of the Company amounted to approximately RMB38.40 million, representing a decrease of approximately 9.82% as compared with last year.
- The payment of final dividends of RMB0.02 per Share for the year ended 31 December 2023 is recommended by the Board (2022: RMB0.035 per Share).

截至2023年12月31日止年度，本集團的經營業績如下：

- 總收益約為人民幣388.56百萬元（包括收益約人民幣360.33百萬元及其他收益約人民幣28.23百萬元），較去年增加約7.72%。
- 年內利潤及淨利潤率分別約為人民幣41.86百萬元及11.62%。
- 稅前利潤約為人民幣75.31百萬元，較去年增加約8.70%。
- 本公司權益股東應佔年內利潤約為人民幣38.40百萬元，較去年減少約9.82%。
- 董事會建議派發截至2023年12月31日止年度末期股息每股人民幣0.02元（2022年：每股人民幣0.035元）。

		Consolidated Accounts 綜合損益表				
		2023 2023年	2022 2022年	2021 2021年	2020 2020年	2019 2019年
(RMB'000)	(人民幣千元)					
<b>Operating Results</b>	<b>經營業績</b>					
Revenue	收益	360,326	319,127	310,072	284,447	306,001
— Net guarantee fee income	— 擔保費收入淨額	245,480	198,139	193,166	176,562	187,194
— Net interest income	— 利息收入淨額	87,400	93,923	78,747	78,683	87,783
— Service fee and other operating income	— 諮詢及其他業務收入	27,446	27,065	38,159	29,202	31,024
Other revenue	其他收益	28,228	45,475	8,631	22,240	60,305
Share of (losses)/gains of associates	應佔聯營公司(虧損)/收益	(15,673)	(9,928)	(3,022)	15,108	12,584
Provisions reversed/(charged) for guarantee	擔保賠償準備金回撥/(計提)	43,872	(24,496)	(10,249)	(2,811)	(2,440)
Impairment losses	資產減值損失	(146,079)	(117,549)	(42,937)	(50,595)	(58,307)
Operating expenses	營運開支	(143,375)	(139,453)	(125,245)	(114,095)	(123,941)
Profit for the year	年內利潤	41,862	52,491	96,353	118,077	142,949
— Attributable to equity shareholders of the Company	— 本公司股權持有人應佔	38,400	42,582	81,987	106,577	133,158
<b>Key Financial Ratios</b>	<b>主要財務比率</b>					
Return on net assets	淨資產回報率	1.8%	2.2%	4.1%	4.9%	6.0%
Return on assets	資產回報率	1.1%	1.4%	2.8%	3.7%	4.6%
Net profit margin	淨利潤率	11.6%	16.4%	31.1%	41.5%	46.7%
<b>Scale Indicators</b>	<b>規模指標</b>					
Total assets	資產總計	3,788,238	3,671,138	3,445,065	3,188,508	3,191,768
Total liabilities	負債總計	1,432,492	1,320,178	1,076,279	774,445	784,872
Net assets	淨資產	2,355,746	2,350,960	2,368,786	2,414,063	2,406,896

# CHAIRMAN'S STATEMENT 董事長致辭

## Dear Shareholders:

On behalf of the Board, I am pleased to present this annual report of Guangdong Join-Share Financing Guarantee Investment Co., Ltd.\* (the “**Company**” or “**Guangdong Join-Share**”) for the period from 1 January 2023 to 31 December 2023.

## 各位股東：

本人謹代表董事會，欣然呈報廣東中盈盛達融資擔保投資股份有限公司（「**本公司**」或「**中盈盛達**」）自2023年1月1日至2023年12月31日年度報告。





Looking back on the past year, against the backdrop of multiple intertwined difficulties and challenges, China's economic development underwent innumerable twists and turns, with hard-won achievements. Internationally, the sluggish recovery of the world economy, intensified geopolitical conflicts and other external environments have been rising adverse impacts on China's development. Domestically, after three years of COVID-19 epidemic, there are a number of challenges to economic recovery and development. Under the leadership of the Central Government and with concerted efforts of the whole country, governments at all levels have withstood the pressure, not only achieving the expected development targets for the whole year, but also making solid progress in high-quality development and maintaining social stability. This has taken a solid step forward in building a modern socialist country in all aspects.

In the second half of last year, the Central Financial Work Conference held by the Party Central Committee pointed out a new direction for our industry. The goal to develop a strong power in finance has put financial work to an unprecedented strategic level. The financial development with Chinese characteristics is confidence-inspiring. At the same time, the Conference also put forward new requirements, including adhering to the political finance and its affinity to the people and maintaining strict supervision of finance, and making great efforts on five major aspects covering scientific and technological finance, green finance, inclusive finance, finance of elderly care and digital finance. This reinforced our commitment to serving SMEs, to compliant operations, and to developing inclusive finance.

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

回顧過去一年，多重困難挑戰交織疊加，我國經濟波浪式發展、曲折式前進，成績來之不易。從國際看，世界經濟復甦乏力，地緣政治衝突加劇，外部環境對我國發展的不利影響持續加大。從國內看，經歷三年新冠疫情衝擊，經濟恢復發展本身有不少難題。在中央政府的正確領導下，全國上下共同努力下，各級政府頂住了壓力，不僅實現了全年預期發展目標，而且高質量發展紮實推進，社會大局保持穩定，在全面建設社會主義現代化國家邁出堅實步伐。

去年下半年，黨中央召開的中央金融工作會議為我們行業指明了新方向，金融強國的目標使金融工作上升到前所未有的戰略高度，中國特色金融發展之路讓人信心滿滿。與此同時，會議也提出了新要求包括堅持金融的政治性與人民性、金融嚴監管、做好科技金融、綠色金融、普惠金融、養老金融、數字金融五篇文章等，這更加堅定了我們服務中小微企業的初心，堅定了我們合規經營的信念，以及堅定了我們做好普惠金融的決心。

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

We have made new breakthroughs in operation and management: Firstly, when the guarantee subsidiary opened for operation, the top-level structure adjustment took an important step; Secondly, the third-party digital technology platform of supply chain, i.e., the (small- and medium-sized) supply chain technology service platform for the manufacturing industry in Foshan, has achieved good results since its trial operation, with accumulated credit of more than RMB100 million, and was included in the action programme of Guangdong Development and Reform Commission's credit application innovation "Open Competition Mechanism to Select the Best Candidates (揭榜掛帥)" last year; Thirdly, the "town and sub-districts model (鎮街模式)" we explored has been recognized by governments at all levels, and financial services have been deeply integrated into the town and subdistricts industry, gradually achieving a business form with ecology.

We have reached a new level in brand building: Firstly, we co-hosted the 2023 Forum on High Quality Development of Governmental Financing and Guarantee Institutions with the China Financing Guarantee Association (CFGGA), which was recognized by all sectors of the society. At the end of the year, we were awarded as the "Annual Best Financing Guarantee Company in Fulfilling Social Responsibility (年度最佳社會責任融資擔保公司)" by the Chinese Financial Institution Gold Medal List — Golden Dragon Prize Organizing Committee (中國金融機構金牌榜•金龍獎組委會); Secondly, a micro-credit company under Guangdong Join-Share has been rated AAA+ in the Model Rating of Guangdong's micro-credit industry for two consecutive years, laying a solid foundation for the provincial expansion and development across regions in the future; Thirdly, as the president of the Guangdong Credit Association, Guangdong Join-Share took the lead in organizing the first Guangdong-Hong Kong-Macao Greater Bay Area Credit Forum, and set up a joint-meeting system with the Hong Kong and Macao Credit Associations (港澳信用協會), which plays an active role in promoting the construction of the social credit system in the Greater Bay Area; Fourthly, a digital company under Guangdong Join-Share has been certified as a new high-tech enterprise, which lays a solid foundation for exploring the development of scientific and technological finance and digital finance in the future.

我們在經營管理上取得了新的突破：一是擔保子公司開業運營，頂層架構調整邁出重要一步；二是基於供應鏈第三方數字科技平台——佛山製造業(中小型)供應鏈科技服務平台試運營以來取得良好成效，累計獲得授信超人民幣1億元，並在去年納入了廣東省發改委信用應用創新「揭榜掛帥」行動計劃項目；三是我們探索的「鎮街模式」得到各級政府的認可，將金融服務深入到鎮街產業中，逐步實現從做「業態」到做「生態」的轉型。

我們在品牌建設方面邁上了新的台階：一是我們與中擔協聯合主辦2023年政府性融資擔保機構高質量發展論壇，得到了社會各界的肯定，年底獲中國金融機構金牌榜•金龍獎組委會評為「年度最佳社會責任融資擔保公司」；二是中盈盛達小額貸款公司連續兩年在廣東省小貸行業「楷模」評級中評為AAA+，為未來全省跨區域展業打下堅實基礎；三是作為廣東省信用協會會長單位，中盈盛達牽頭創辦了首屆粵港澳大灣區信用論壇，與港澳信用協會建立聯席會議制度，為推動大灣區社會信用體系建設發揮了積極作用；四是中盈盛達數科公司獲得高新技術企業認證，這為今後探索開展科技金融和數字金融打下堅實基礎。

Looking ahead to 2024, we will uphold the general principle of “making steady progress” and “promoting stability through progress”, stick to the commitment to serving the real economy with finance, innovate more business models and launch more new initiatives for supporting the financing development of SMEs. Meanwhile, we will optimise the Group’s management and control mode, improve incentive restraint mechanism and enhance cost management to create more comprehensive income for the Company.

On behalf of the Board, I would like to take this opportunity to express our sincere gratitude to governments at all levels, the Shareholders, business partners and corporate customers for their continuous care for and support to the Company’s development and show our high respect to all the staff for their hard work in the past year. Looking into 2024, my operation and management team and I will work diligently to promote the high-quality development of all businesses of the Company and achieve better performance.

**Mr. Wu Liejin***Chairman*

Foshan, the PRC

27 March 2024

展望2024，我們將堅持「穩中求進」、「以進促穩」的工作基調，繼續堅守金融服務實體經濟的本分，進一步創新業務模式，推出更多扶持中小微企業融資發展的新舉措，同時優化集團管控模式，完善激勵約束機制，加強成本管理，進一步提升公司綜合收益。

值此機會，本人謹代表董事會，向長期關心和  
支持公司發展的各級政府、公司股東、合作夥伴、企業客戶表示衷心的感謝，對全體員工過去一年辛勤的付出表示崇高的敬意。2024年我和經營管理團隊將勤勉盡職，努力推動公司各項事業高質量發展，創造更加優異的業績！

**吳列進先生***主席*

中國·佛山

2024年3月27日

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### OVERVIEW

In 2023, in the face of multiple challenges such as weak global economic recovery, insufficient domestic demand and the combination of cyclical problems and structural issues, China, under the general principle of seeking progress while maintaining stability, focused on expanding domestic demand and promoting high-quality development, and made every effort to stabilize growth, employment and prevent risk, thus rendering the Chinese economy to continue gaining advantages in structural adjustment and transformation and upgrading. As a result, residents' income recovered, consumption potential was unleashed, and investments in infrastructure and manufacturing maintained rapid growth, indicating a sustained recovery and positive momentum. According to data from the National Bureau of Statistics and based on the preliminary calculations, China's gross domestic product (GDP) reached RMB126.0582 trillion in 2023, with a year-on-year growth of 5.2% on the basis of constant prices, representing an increase of 2.2 percentage points compared to 2022 and further consolidating the positive trend. Specifically, the total retail sales of consumer goods amounted to RMB47.1495 trillion, with a year-on-year growth of 7.2%, of which service consumption showed a faster recovery, with service retail sales increasing by 20.0%. Total fixed asset investment (excluding peasant households) reached RMB50.3036 trillion, representing a growth of 3.0% compared to the previous year. Excluding the effect of price factors, the growth rate of retail sales of consumer goods was 6.4%. In terms of different sectors, infrastructure investment increased by 5.9%, manufacturing investment increased by 6.5%, and real estate development investment decreased by 9.6%.

Although China's economy continues to rebound and show positive trends, challenges and difficulties still exist, such as insufficient effective demand, overcapacity in certain industries, weak social expectations, numerous risks and vulnerabilities, and bottlenecks in the domestic circulation, which had a significant impact on the development of SMEs. According to data released by the China Association of Small and Medium Enterprises, the average development index for SMEs in 2023 was 89.2, higher than the 88.4 in 2022. With a focus on the challenges of "difficult to finance" and "expensive to finance" for SMEs, the Group has been committed to giving full play to its professional business advantages and exploring innovative financial service mechanisms and practice to provide the comprehensive investment and financing services to SMEs.

### 概覽

二零二三年，面對世界經濟復蘇乏力、國內需求不足、週期性矛盾與結構性矛盾並存等多重挑戰，中國在穩中求進總基調的支持下，著力擴大內需，推動高質量發展，全力做好穩增長、穩就業、防風險工作，推動中國經濟在結構調整和轉型升級中不斷贏得優勢，居民收入恢復、消費潛力釋放，基建與製造業投資維持較快增長，總體呈現出持續恢復的向好態勢。國家統計局數據顯示，初步核算，2023年，中國國內生產總值達人民幣1,260,582億元，按不變價格計算，比上年增長5.2%，增速比2022年加快2.2個百分點，向好趨勢進一步鞏固。具體來看，社會消費品零售總額人民幣47,149.5億元，同比增長7.2%，其中服務消費較快回暖，服務零售額同比增長20.0%；全國固定資產投資（不含農戶）人民幣50,303.6億元，比上年增長3.0%；扣除價格因素影響，增長6.4%。分領域看，基礎設施投資增長5.9%，製造業投資增長6.5%，房地產開發投資下降9.6%。

雖然中國經濟運行延續回升向好態勢，但也存在有效需求不足、部分行業產能過剩、社會預期偏弱、風險隱患仍然較多、國內大循環存在堵點等諸多困難和挑戰，對中小企業的發展產生較大影響。中國中小企業協發佈數據顯示，2023年，中小企業發展指數平均值為89.2，高於2022年的88.4。本集團聚焦小微企業「融資難」、「融資貴」的難題，充分發揮自身專業化業務優勢，致力於探索創新金融服務機制與實踐路徑，為中小微企業提供全方位的投融資服務。

In April 2020, in accordance with the Regulation on the Supervision and Administration of Financing Guarantee Companies (《融資擔保公司監督管理條例》) (Order No. 683 of the State Council) and the Administrative Measures for Business License of Financing Guarantee Business (《融資擔保業務經營許可證管理辦法》) (No. 1 [2018] of the China Banking and Insurance Regulatory Commission) and other relevant regulations, the Group has complied with industry regulatory requirements in terms of its various business indicators and obtained the business license of financing guarantee business approved and renewed by Guangdong Financial Supervisory Authority. At 30 December 2022, Guangdong Join-Share Financing Guarantee Co., Ltd.\* (廣東中盈盛達融資擔保有限公司), a subsidiary of the Group, also obtained the business license of financing guarantee business approved by Guangdong Financial Supervisory Authority. The healthy development of SMEs is of vital importance to China's stable employment, securing livelihood, and promoting industrial transformation and upgrading. After years of development, the Group has grown into a creditworthy, industry-driven, financially-driven systematic investment and financing service platform for SMEs based in Guangdong and radiating across the country. The Group has a unique management model in the domestic financing guarantee industry, which allows the flow of financial resources to SMEs through establishing supply chain companies to cooperate with banks, so as to effectively address the financing problems faced by the SMEs.

Mr. Wu Liejin, the chairman of the Board (the “**Chairman**”) and the president of the Group (the “**President**”), expressed that we will continue to adhere to the general principle of “Stable yet progressive growth, development co-existing with innovation”, practise the working guideline of “be steady, accurate and quick”, and implement the work style of “early, fast and diligent”. We will make every effort to provide enterprises with financial services in the process of development and provide enterprises with a continuous supply of financial support, so as to facilitate high-quality economic development.

於2020年4月，根據《融資擔保公司監督管理條例》(國務院令第683號)及《融資擔保業務經營許可證管理辦法》(銀保監發[2018]1號)等相關規定，本集團的各項經營指標均符合行業監管要求，成功獲得廣東省地方金融監督管理局批准換發的融資擔保業務經營許可證。本集團旗下子公司廣東中盈盛達融資擔保有限公司亦取得廣東省地方金融監督管理局於2022年12月30日核發的《融資擔保業務經營許可證》。中小微企業的健康發展對於我國穩定就業、保障民生和推動產業轉型升級具有至關重要的意義。經過多年發展，本集團已成長為一家以信用為基礎、以產業為依托、以金融為驅動，立足廣東、輻射全國的中小微企業系統化投融資服務平台，擁有一套在全國融資擔保行業獨具特色的管理模式，通過成立供應鏈公司與銀行聯手，讓金融活水切實流向中小微企業，有效解決中小微企業融資難題。

董事會董事長(「**董事長**」)兼本集團總裁(「**總裁**」)吳列進先生表示，我們將繼續堅持「穩中求進、以進促穩、發展與創新共存」的工作基調，踐行「穩、準、快」的工作思路，貫徹「早、快、勤」的工作作風，全力做好企業在發展過程中的融資服務保障工作，為企業提供源源不斷的金融支持，助力經濟的高質量發展。

## BUSINESS REVIEW

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

### Guarantee Business

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

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

As at 31 December 2023, the Group's total outstanding guarantee was approximately RMB9,792.61 million (31 December 2022: RMB10,208.36 million). For the year ended 31 December 2023, the net guarantee fee income was approximately RMB245.48 million (31 December 2022: RMB198.14 million).

## 業務回顧

本集團的業務主要包括兩個部分，分別為擔保業務及中小微企業貸款。

### 擔保業務

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

於2023年12月31日，本集團未償還擔保淨餘額為約人民幣9,792.61百萬元(2022年12月31日：人民幣10,208.36百萬元)。截至2023年12月31日止年度，擔保費收入淨額為約人民幣245.48百萬元(2022年12月31日：人民幣198.14百萬元)。

## SMEs Lendings

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

- (a) **Entrusted loan business.** The Group, operated through the Company, deposits its own funds into intermediary banks, which on-lend the funds to ultimate borrowers selected by the Group and charges fixed interest rate. The Group usually provides entrusted loans of relatively large amount ranging from approximately RMB1.00 million to approximately RMB35.00 million through banks, and is not subject to geographical restriction. According to Regulations on the Supervision and Administration of Financing Guarantee Companies promulgated by the State Council of the PRC, financing guarantee companies shall not run self-operated loans or entrusted loans, and hence the Company adopted the business model of lending loans through entrusting banks qualified to operate loan businesses. During the course of entrusted loan business of the Company, related entities including the Company, the bank and the borrowers agree on their respective rights and obligations by way of contract. The Company is in charge of the provision of entrusted loan fund, receipt of entrusted loan interests from borrowers and bearing the credit risks, while the bank is responsible for charging for commission expenses, lending entrusted loans, assisting on the supervision on the usage and recovery of the loans without bearing the credit risks. For the year ended 31 December 2023, the monthly fixed interest rate charged by the Group for entrusted loans ranged from 0.5% (inclusive) to 1.15% (inclusive) (for the year ended 31 December 2022: from 0.5% (inclusive) to 1.22% (inclusive))\* , which was determined by the negotiation with the borrowers according to the borrowers' creditworthiness, loan amount, loan term, type of guarantee and others. As at 31 December 2023, the balance of the Group's entrusted loans was approximately

## 中小微企業貸款業務

本集團向客戶提供貸款及墊款，包括委託貸款及小額貸款\*。

- (a) **委託貸款業務。**本集團(透過本公司營運)將資金存入中介銀行，再由中介銀行將有關款項轉借予本集團挑選的最終借款人並向其收取固定利息。本集團通過銀行提供相對大額的委託貸款，通常介乎約人民幣1.00百萬元至約人民幣35.00百萬元不等，且不受地區限制。根據中國國務院頒佈的《融資擔保公司監督管理條例》規定，融資擔保公司不得自營貸款或者受託貸款，因此本公司採用委託具備經營貸款業務資格的銀行代為發放貸款的業務形式。在本公司的委託貸款業務中，本公司、銀行及借款人等相關主體通過合同約定各方權利義務。本公司提供委託貸款資金，向借款人收取委託貸款利息，承擔貸款風險；銀行收取代理手續費，代為發放委託貸款，協助監督貸款使用及收回，不承擔貸款風險。於截至2023年12月31日止年度，本集團就委託貸款所收取的月化固定利率區間為0.5%(含)至1.15%(含)(於截至2022年12月31日止年度：自0.5%(含)至1.22%(含))\*，乃根據借款人徵信情況、借款金額、借款期限、擔保方式等與借款人協商確定所收取的利率。於2023年12月31日，本集團的委託貸款餘額約為人民幣395.57百萬元(2022年12月31日：人民幣231.42百萬元)。該業務五大客戶的貸款餘額佔於2023年12月

\* Monthly interest rates for entrusted loans and small loans, top five customer terms excluding overdue items.

\* 委託貸款及小額貸款的月利率，前五大客戶條款不含逾期項目。

RMB395.57 million (31 December 2022: RMB231.42 million). The top five customers of such business in terms of remaining balance represent approximately 35.77% of the total remaining balance of entrusted loans as at 31 December 2023 and their respective terms were as follows:

31日總委託貸款餘額約35.77%，其各自的條款如下：

Borrower	Cooperative institutions	Loan amount	Loan balance as at 31 December 2023	Loan interest rate	Loan term	Type of guarantee
借款人	合作機構	貸款金額 (RMB'000) (人民幣千元)	截至2023年 12月31日的 貸款餘額 (RMB'000) (人民幣千元)	貸款利率 (month, %) (月, %)	貸款期限	擔保類型
Company A	Bank a	33,000	33,000	1.15	2023.10.16– 2024.04.16	Collateral guarantee and Warranty
公司A	銀行a				2023年10月16日– 2024年4月16日	抵質押擔保和保證擔保
Company B	Bank a	30,000	30,000	0.76	2023.06.21– 2024.06.20	Warranty
公司B	銀行a				2023年6月21日– 2024年6月20日	保證
Company C	Bank b	28,000	28,000	0.9	2023.03.20– 2024.03.19	Warranty
公司C	銀行b				2023年3月20日– 2024年3月19日	保證
Company D	Bank a	25,500	25,500	0.5	2023.08.11– 2024.08.11	Warranty
公司D	銀行a				2023年8月11日– 2024年8月11日	保證
Company C	Bank a	25,000	25,000	0.9	2023.09.06– 2024.03.06	Warranty
公司C	銀行a				2023年9月6日– 2024年3月6日	保證
<b>Total 總計</b>		<b>141,500</b>	<b>141,500</b>			



(b) **Micro-lending business.** The Group, operated through Foshan Chancheng Join-Share Micro Credit Co., Ltd.\* (“**Foshan Micro Credit**”), provides advances to SMEs, individual business proprietors and individuals in Foshan and charges fixed interest rate. According to relevant regulations, micro-lending business refers to lending business operated by micro-lending companies established subject to the approval from relevant government authorities. Lending business conducted by micro-lending companies must follow the principle of “small loans, and decentralised resource distribution”. The amount of loans and repayment term must be determined with reference to factors such as the income, overall liabilities, asset position and actual demand of the borrowers to ensure the repayment amount may not exceed the borrowers’ repayment capacity. The Group operates micro-lending business through its subsidiary Foshan Micro Credit, a limited liability company operating micro-lending business under the approval of the Guangdong Financial Supervisory Authority. Due to regulatory limits, the amount of micro-lending that the Group may provide is up to RMB15.00 million. For the year ended 31 December 2023, the monthly fixed interest rate charged by the Group for micro-lending ranged from 0.55% (inclusive) to 2.0% (inclusive) (for the year ended 31 December 2022: from 0.55% (inclusive) to 1.7% (inclusive)), which was determined by the negotiation with the borrowers according to the borrowers’ creditworthiness, loan amount, loan term, type of guarantee and others. As at 31 December 2023, the balance of the Group’s micro-lending was approximately RMB580.31 million (31 December 2022: RMB550.74 million). The top five

(b) **小額貸款業務。**本集團(透過佛山禪城中盈盛達小額貸款有限公司(「**佛山小額貸款**」)運營)向佛山地區內的中小微企業、個體工商戶及個人提供墊款並向其收取固定利息。根據有關規定，小額貸款業務是指經相關政府部門批准設立的小額貸款公司經營的發放貸款業務。小額貸款公司發放貸款應遵循小額、分散的原則，根據借款人收入水平、總體負債、資產狀況、實際需求等因素，合理確定貸款金額和期限，使借款人還款額不超過其還款能力。本集團透過子公司佛山小額貸款經營小額貸款業務，而佛山小額貸款是經廣東省地方金融監督管理局批准設立並經營小額貸款業務的有限公司。受限於法規要求，本集團可以提供最高金額達人民幣15.00百萬元的小額貸款。於截至2023年12月31日止年度，本集團就小額貸款所收取的月化固定利率為0.55%(含)至2.0%(含)(於截至2022年12月31日止年度：自0.55%(含)至1.7%(含))，為根據借款人的徵信情況、借款金額、借款期限、擔保方式等與借款人協商確定所收取的利率。於2023年12月31日，本集團小額貸款餘額約為人民幣580.31百萬元(2022年12月31日：人民幣550.74百萬

customers of such business in terms of remaining balance represent approximately 12.75% of remaining balance of total micro-lending as at 31 December 2023 and their respective terms were as follows:

元)。該業務五大客戶的貸款餘額佔於2023年12月31日總小額貸款餘額約12.75%，其各自的條款如下：

Borrower	Loan amount	Loan balance as at 31 December 2023 截至2023年12月31日的 貸款餘額	Loan interest rate	Loan term	Type of guarantee
借款人	貸款金額 (RMB'000) (人民幣千元)	貸款餘額 (RMB'000) (人民幣千元)	貸款利率 (month, %) (月, %)	貸款期限	擔保類型
Individual A 自然人A	15,000	15,000	1.00	2023.12.11– 2024.06.10 2023年12月11日– 2024年6月10日	collateral guarantee 抵質押擔保
Individual B 自然人B	15,000	15,000	1.35	2023.12.20– 2024.02.19 2023年12月20日– 2024年2月19日	collateral guarantee 抵質押擔保
Individual C 自然人C	15,000	15,000	1.35	2023.12.20– 2024.02.19 2023年12月20日– 2024年2月19日	Warranty 保證
Individual D 自然人D	15,000	15,000	1.00	2023.12.07– 2024.06.06 2023年12月7日– 2024年6月6日	collateral guarantee 抵質押擔保
Company E 公司E	14,000	14,000	1.60	2023.10.18– 2024.04.17 2023年10月18日– 2024年4月17日	collateral guarantee 抵質押擔保
<b>Total 總計</b>	<b>74,000</b>	<b>74,000</b>			

For the year ended 31 December 2023, the Group's net interest income was approximately RMB87.40 million, representing a decrease of approximately 6.94% as compared to approximately RMB93.92 million for the year ended 31 December 2022.

截至2023年12月31日止年度，本集團的利息收入淨額為約人民幣87.40百萬元，與截至2022年12月31日止年度約人民幣93.92百萬元相比，減少約6.94%。

## Internal Control

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

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

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

## 內部控制

本集團已實施以下內部控制政策及程序以管理其業務風險：

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

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

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

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

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

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

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

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

(2) **委託貸款業務**方面：

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



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

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

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

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

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

(3) **小額貸款業務**方面：

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

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

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

During the year ended 31 December 2023, with an aim to strengthen the Group's overall market position, the Group has undertaken the major business activities during the year as follows:

- (1) In January 2023, in response to the requirements of Guangdong Bureau of the CSRC, Provincial Local Financial Regulatory Administration and Guangzhou Local Financial Regulatory Administration on the "State-owned Enterprises Cooperation" model and the pilot financing support for private real estate enterprises, provided a joint and several liability guarantee for the corporate bonds (Phase I (Variety II)) publicly issued by Guangzhou Panyu Agile Real Estate Development Company Limited\* (廣州番禺雅居樂房地產開發有限公司) in 2023 to professional investors with a scale of not more than RMB200 million.
- (2) Promoting adjustment of the top-level structure of the Group and establishing a new guarantee subsidiary and a performance guarantee subsidiary. Guangdong Join-Share Financing Guarantee Co., Ltd.\* (廣東中盈盛達融資擔保有限公司), the new guarantee subsidiary of the Group, received its business licence in February 2023 and officially commences its business in March 2023. The establishment of the new guarantee subsidiary plays an important part in the Group's adjustment of the top-level structure and future business development, and is also an essential intermediary between the Group and the government of Chancheng district of Foshan in their strategic cooperation. Besides, it is a significant achievement of provincial, municipal and district capital collaboration to improve the financing guarantee system development in Guangdong. The performance guarantee subsidiary, Guangdong Join-Share Performance Guarantee Co., Ltd.\* (廣東中盈盛達保證擔保有限公司), received its business licence in May 2023 and officially commenced its business. The establishment of the performance guarantee subsidiary pushed the letter of guarantee business towards professional development in order to improve the efficiency of the letter of guarantee business, reduce the impact of the two reserve provisioning requirements, and perform the guiding function of the letter of guarantee business of other subsidiaries of the Group while operating independently.

## 本集團年內進行的主要業務活動

於截至2023年12月31日止年度，為鞏固本集團的整體市場地位，本集團年內進行的主要業務活動如下：

- (1) 於2023年1月，響應廣東證監局、省地方金融監管局、廣州市地方金融監管管理局關於「央企合作」模式，民營房企融資支持試點的工作要求，為規模不超過人民幣2億元的廣州番禺雅居樂房地產開發有限公司2023年面向專業投資者公開發行公司債券(第一期)(品種二)債券提供連帶責任保證擔保。
- (2) 推進集團架構頂層調整，設立新擔保子公司以及保證擔保子公司。本集團新擔保子公司——廣東中盈盛達融資擔保有限公司於2023年2月領取營業執照並於2023年3月正式掛牌開業，新擔保子公司設立是本集團頂層架構調整和未來業務發展的重要部分，也是本集團與佛山市禪城區政府戰略合作的重要載體，更是省、市、區三級資本聯動，完善廣東省融資擔保體系建設的重要成果。保證擔保子公司——廣東中盈盛達保證擔保有限公司於2023年5月領取營業執照並正式開展業務。保證擔保子公司的設立，將保函業務推向專業化發展，以提高保函業務效率，降低兩項準備金計提要求的影響，在獨立運作的同時，兼顧集團其他子公司保函業務的指導職能。

- (3) In March 2023, the Group joined hands with the government of Lecong Town to carry out industrial credit risk compensation program of Lecong Town so as to follow the spirit of Foshan financial work conference, play a key role of the financial industry in developing economy and provide more support for the manufacturing industry to be a leader. The program aims at promoting the integrated development of industry and finance to offer loan credit support to qualified enterprises in Lecong Town and boosting the scale development of specialized markets such as steel and plastics with the first amount of RMB10 million by establishing industrial credit risk compensation, building multi-linkage among cities, districts, town and sub-districts, and promoting the collaboration model among “government, finance, industry and enterprises”. As a quality local financial organization, the Group further prospered the high-quality development of local industries by providing premium financial services through the program to the industry.
- (4) In order to effectively provide premium financial services for SMEs to support the high-quality development of local economy, the Group entered into the Cooperation Agreement on Guarantee Business with Postal Savings Bank of China, Foshan Branch, pursuant to which, the two parties will conduct comprehensive high-quality cooperation on inclusive business, fund projects, supply chain finance business and other business in a way that lays a sound foundation for better serving real economy in future.
- (3) 於2023年3月，為深入貫徹佛山市金融工作會議精神，發揮金融行業在全力拼經濟中的先行作用，加大對製造業當家支持力度，本集團與樂從鎮人民政府共同推動樂從鎮產業信貸風險補償項目的落地。該項目旨在通過設立產業信貸風險補償金，構建市、區、鎮街多層聯動，共同推動「政、金、產、企」四方聯動模式，促進產業與金融的融合發展，為樂從鎮符合條件的產業提供貸款增信支持，助力樂從鋼鐵、塑料等專業市場規模化發展，首期規模為人民幣10百萬元。作為本土優質金融機構，本集團通過項目面向產業提供優質的金融服務，進一步推動本地產業的高質量發展。
- (4) 為更好地向中小微企業提供優質金融服務，助力本地經濟的高質量發展，本集團與中國郵政儲蓄銀行佛山市分行簽署了《擔保業務合作協議》，雙方將在普惠業務、政策性基金業務、供應鏈融資業務等業務方面開啟全方位、高質量的合作，為今後更好地服務實體經濟打下了良好的基礎。

## FINANCIAL REVIEW

### Net Guarantee Fee Income

The Group's total guarantee fee income increased by approximately RMB43.20 million, or approximately 20.86%, from approximately RMB207.14 million for 2022 to approximately RMB250.34 million for 2023. Such increase was mainly because of (i) an increase in the Group's outstanding financing guarantee issued from approximately RMB4,356.96 million in 2022 to approximately RMB4,576.11 million in 2023; (ii) the Group's increased efforts in expanding its fund projects (State Financing Guarantee Fund & Foshan Financing Guarantee Fund).

## 財務回顧

### 擔保費收入淨額

本集團的擔保費收入總額由2022年的約人民幣207.14百萬元增加約人民幣43.20百萬元或約20.86%至2023年的約人民幣250.34百萬元。該增加主要是由於(i)本集團已發行尚未償還融資擔保由2022年的約人民幣4,356.96百萬元增加至2023年的約人民幣4,576.11百萬元；(ii)本集團不斷拓展基金項目(國家融資擔保基金和佛山市融資擔保基金)。

### Net Interest Income

The Group's net interest income decreased to approximately RMB87.40 million for 2023, as compared with approximately RMB93.92 million for 2022, which was a combined effect of factors set out below.

- interest income from entrusted loan business increased by approximately RMB11.70 million or approximately 82.34% from approximately RMB14.21 million for 2022 to approximately RMB25.91 million for 2023, which was mainly attributable to the newly added entrusted loans cooperative banks.
- interest income from micro-lending business remained stable at approximately RMB60.60 million in 2023, as compared with approximately RMB59.34 million for 2022.
- interest income from the factoring business decreased by approximately RMB2.13 million or approximately 10.40% from approximately RMB20.48 million for 2022 to approximately RMB18.35 million for 2023, which was mainly attributable to decrease in balance of factoring receivable.
- interest income from bank saving and pledged deposit increased by approximately RMB8.37 million or approximately 59.28% from approximately RMB14.12 million in 2022 to approximately RMB22.49 million in 2023, mainly because of the interest income derived from bank savings of the new subsidiary.

### Service Fee and other operating income

The Group's consultant service fee and other operating income remained stable at approximately RMB27.45 million in 2023, compared to RMB27.07 million in 2022.

### 利息收入淨額

本集團的利息收入淨額於2023年減少至約人民幣87.40百萬元，而2022年約人民幣93.92百萬元，其為下文所載因素的綜合影響。

- 委託貸款業務的利息收入由2022年的約人民幣14.21百萬元增加約人民幣11.70百萬元或約82.34%至2023年的約人民幣25.91百萬元，主要是由於新增委託貸款合作銀行所致。
- 小額貸款業務的利息收入保持穩定，由2022的約人民幣59.34百萬元增加至2023年的約人民幣60.60百萬元。
- 保理業務利息收入由2022年的約人民幣20.48百萬元減少約人民幣2.13百萬元或約10.40%至2023年的約人民幣18.35百萬元，主要乃因應收保理款餘額下降所致。
- 銀行存款及保證金利息收入由2022年的約人民幣14.12百萬元增加約人民幣8.37百萬元或約59.28%至2023年的約人民幣22.49百萬元，主要是由於新子公司的銀行存款產生的利息收入所致。

### 諮詢及其他業務收入

本集團的諮詢服務費及其他營運收入保持穩定，由2022年的約人民幣27.07百萬元增加至2023年的約人民幣27.45百萬元。

### Other Revenue

The Group's other revenue decreased by approximately RMB17.25 million, or approximately 37.93%, from approximately RMB45.48 million for 2022 to approximately RMB28.23 million in 2023, primary because (i) income from government grants decreased by approximately RMB7.73 million or approximately 27.42% from approximately RMB28.19 million for 2022 to approximately RMB20.46 million for 2023; and (ii) foreign exchange gains decreased from approximately RMB9.65 million for 2022 to approximately RMB0.10 million for 2023.

### Share of Losses of Associates

The Group recorded share of losses of associates of approximately RMB15.67 million for 2023 as compared with the share of losses of associates of approximately RMB9.93 million for 2022, which was primarily attributable to the losses from Foshan Chuangyuan Supply Chain Technology Co., Ltd.\* (佛山市創元供應鏈科技有限公司), an associated company of the Group.

### Provisions for Guarantee

Provisions for guarantee primarily reflect the management's estimate on the level of provisions that is adequate to the Group's guarantee business. A provision of RMB24.50 million was charged for guarantee in 2022 and changed to a reversal of RMB43.87 million in 2023, which is mainly due to the vigorous promotion of policy guarantee business in 2023, and the overall risk level is controllable.

### 其他收益

本集團的其他收益由2022年的約人民幣45.48百萬元減少約人民幣17.25百萬元或約37.93%至2023年的約人民幣28.23百萬元，主要是由於(i)政府補助收入由2022年的約人民幣28.19百萬元減少約人民幣7.73百萬元或約27.42%至2023年的約人民幣20.46百萬元；及(ii)匯兌收益由2022年約人民幣9.65百萬元減少至2023年的匯兌收益約人民幣0.10百萬元。

### 應佔聯營公司虧損

與2022年應佔聯營公司虧損約人民幣9.93百萬元相比，本集團於2023年錄得應佔聯營公司虧損約人民幣15.67百萬元，主要是由於本集團的聯營公司佛山市創元供應鏈科技有限公司的虧損所致。

### 擔保準備金

擔保準備金主要反映管理層對本集團擔保業務的充分撥備程度的估計。計提擔保準備金由2022年的人民幣24.50百萬元轉變為2023年的回撥人民幣43.87百萬元，主要是2023年大力推進政策性擔保業務，總體風險水平可控。



### Impairment Losses

Impairment losses mainly include impairment and provision charged for (i) default guarantee receivables which reflect the net amount of the default guarantee that are unable to be recovered; (ii) receivables from guarantee customers which reflect the net capital portfolio that is unable to be recovered for the financing solutions provided by the Group to its customers; (iii) loans and advances to customers which reflect the net amount of loans and advances to the customers primarily in the entrusted loan and micro-lending businesses that are unable to be recovered; (iv) factoring receivables which mainly reflect the net amount of factoring financing services provided to customers that are unable to be recovered; and (v) supply chain business receivables which mainly reflect the prepayments of the supply chain business of the Company that are unable to be recovered. The Group's impairment losses increased by approximately RMB28.53 million, or approximately 24.27%, from approximately RMB117.55 million for 2022 to approximately RMB146.08 million for 2023, primary due to (i) the increase in the impairment loss of receivables from default guarantee customers from approximately RMB2.64 million in 2022 to approximately RMB12.54 million in 2023; (ii) the increase in impairment loss of supply chain receivables from nil in 2022 to approximately RMB8.65 million in 2023; and (iii) the increase in the impairment loss of trade debtors from approximately RMB0.05 million in 2022 to approximately RMB5.69 million in 2023.

### Operating Expenses

The Group's operating expenses increased by approximately RMB3.93 million, or approximately 2.82%, from approximately RMB139.45 million for 2022 to approximately RMB143.38 million for 2023, mainly because of (i) the increase in the depreciation and amortisation expenses from approximately RMB11.02 million in 2022 to approximately RMB12.32 million in 2023; (ii) the increase in tax cost from approximately RMB2.46 million in 2022 to approximately RMB2.93 million in 2023; and (iii) the increase in finance cost from approximately RMB0.38 million in 2022 to approximately RMB0.84 million in 2023.

### 減值損失

減值損失主要包括減值及就(i)違約擔保款項應收款項(反映我們無法收回的違約擔保款項淨額);(ii)應收擔保客戶款項(反映本集團無法收回為客戶提供融資解決方案的資本組合的淨額);(iii)向客戶發放的貸款及墊款(反映我們無法收回主要向委託貸款及小額貸款業務客戶所發放的貸款及墊款淨額);(iv)應收保理款項(主要反映我們無法收回為客戶提供保理融資服務的淨額);及(v)應收供應鏈業務款項(主要反映無法收回本公司供應鏈業務墊款)計提的撥備。本集團的減值損失由2022年的約人民幣117.55百萬元增加約人民幣28.53百萬元或約24.27%至2023年的約人民幣146.08百萬元,主要是由於(i)應收違約擔保客戶款項的減值損失由2022年的約人民幣2.64百萬元增加至2023年的約人民幣12.54百萬元;(ii)應收供應鏈業務的減值損失由2022年的零增加至2023年的約人民幣8.65百萬元;及(iii)應收保理費的減值損失由2022年的約人民幣0.05百萬元增加至2023年的約人民幣5.69百萬元。

### 營運開支

本集團的營運開支由2022年的約人民幣139.45百萬元增加約人民幣3.93百萬元或約2.82%至2023年的約人民幣143.38百萬元,主要是由於(i)折舊及攤銷費由2022年的約人民幣11.02百萬元增加至2023年的約人民幣12.32百萬元;(ii)稅金及附加由2022年的約人民幣2.46百萬元增加至2023年的約人民幣2.93百萬元;及(iii)財務費用由2022年的約人民幣0.38百萬元增加至2023年的約人民幣0.84百萬元。

### Profit Before Taxation

As a result of the foregoing, the Group's profit before taxation increased by approximately RMB6.03 million, or approximately 8.70%, from approximately RMB69.28 million for 2022 to approximately RMB75.31 million for 2023. The Group's profit before taxation accounted for approximately 21.71% and approximately 20.90% of the Group's revenue for 2022 and 2023, respectively.

### Income Tax

Income tax increased by approximately RMB16.66 million, or approximately 99.23%, from approximately RMB16.79 million for 2022 to approximately RMB33.45 million for 2023.

### Profit for the Year

As a result of the foregoing, the Group's profit for the year decreased by approximately RMB10.63 million, or approximately 20.25%, from approximately RMB52.49 million for 2022 to approximately RMB41.86 million for 2023, and the Group's net profit margin decreased from approximately 16.45% for 2022 to approximately 11.62% for 2023.

### Capital Expenditure

The Group's capital expenditures consist primarily of expenditures for the purchase of motor vehicles, office and other equipment, office decorations and purchase of software. For 2023, the Group's capital expenditures amounted to approximately RMB6.62 million (2022: RMB8.39 million), which was primarily related to purchase of business operating system.

### Capital Commitments and Contingent Liabilities

As at 31 December 2023, the Group's outstanding capital commitments relating to (i) the total maximum guarantee issued to customers for its guarantee business amounted to approximately RMB9,792.61 million (31 December 2022: RMB10,208.36 million); and (ii) the Group's leases of office premises amounted to approximately RMB13.13 million (31 December 2022: RMB18.97 million).

### 稅前利潤

因以上種種，本集團的稅前利潤由2022年的約人民幣69.28百萬元增加約人民幣6.03百萬元或約8.70%至2023年的約人民幣75.31百萬元。本集團的稅前利潤分別佔本集團於2022及2023年的收入約21.71%及約20.90%。

### 所得稅

所得稅由2022年的約人民幣16.79百萬元增加約人民幣16.66百萬元或約99.23%至2023年的約人民幣33.45百萬元。

### 年內利潤

由於上述種種因素，本集團的年內利潤由2022年的約人民幣52.49百萬元下降約人民幣10.63百萬元或約20.25%至2023年的約人民幣41.86百萬元，而本集團的淨利潤率由2022年的約16.45%下降至2023年的約11.62%。

### 資本開支

本集團的資本開支主要包括購買汽車、辦公室及其他設備、辦公室裝修及購置辦公軟件的開支。於2023年，本集團的資本開支約為人民幣6.62百萬元(2022年：人民幣8.39百萬元)，主要與購置業務運營系統有關。

### 資本承擔及或然負債

於2023年12月31日，本集團的資本承擔餘額涉及(i)就其擔保業務向客戶發出的最高擔保總額約人民幣9,792.61百萬元(2022年12月31日：人民幣10,208.36百萬元)；及(ii)本集團辦公室物業租賃約人民幣13.13百萬元(2022年12月31日：人民幣18.97百萬元)。

## Charge on Assets

As at 31 December 2023, pledged loan of RMB20.00 million was secured by receivables from supply chain business amounting to RMB21.66 million.

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

### (1) Development Trend of the Industry

#### *Take multiple measures to support the healthy development of SMEs*

SMEs occupy an important position in China's economic development and play an important role in stabilizing growth, promoting innovation, increasing employment and improving people's livelihood. Since 2023, China has introduced a series of policies to effectively support the development of SMEs in terms of reducing the burden of taxes, promoting the development of inclusive finance, and supporting innovation and entrepreneurship.

On 11 January 2023, the State Council promoted the office of the leading group for the development of SMEs to issue Certain Measures to Assist SMEs to Stabilise Growth, Adjust Structure and Strengthen Capacity (《助力中小微企業穩增長調結構強能力若干措施》), which, from the aspects of further promoting stable growth and expectation, and striving to promote SMEs to adjust structure and strengthen capacity, proposed 15 measures to strengthen policy implementation and support, increase financial support for SMEs, and promote the financing of SMEs in the industrial chain, so as to promote the high-quality development of SMEs. On 20 August 2023, the Ministry of Finance of the PRC issued the "Notice on Strengthening the Implementation of Financial and Tax Support Policies to Promote the High-quality Development of SMEs" (《關於加強財稅支持政策落實促進中小企業高質量發展的通知》), which proposed that all regions should intensify their efforts to implement the financial and tax policies in support of the development of SMEs without any compromise, so as to provide a strong guarantee for the promotion of the high-quality development of SMEs. For the whole year of 2023, China's SMEs added RMB1,426.42 billion in tax reductions and fee reductions and tax refunds and buffers, accounting for 64% of the total. By the end of 2023, the balance of inclusive small and micro loans grew by 23.5% year-on-year, while the loan growth rate of "specialized, refined, differentiated and innovative" SMEs and technology SMEs was 18.6% and 21.9% respectively.

## 資產抵押

截至2023年12月31日，質押貸款人民幣20.00百萬元由供應鏈業務應收賬款人民幣21.66百萬元擔保。

## 展望及本集團未來業務發展

### (一) 行業發展趨勢

#### *多措并举支持中小微企業健康發展*

中小微企業在我國經濟發展中佔有重要地位，在穩定增長、促進創新、增加就業、改善民生等方面發揮着重要作用。2023年以來，我國從減輕稅費負擔、推動普惠金融發展、支持創新創業等方面，出台一系列政策，有力有效支持中小微企業發展。

2023年1月11日，國務院促進中小企業發展工作領導小組辦公室印發《助力中小微企業穩增長調結構強能力若干措施》，從進一步推動穩增長穩預期、著力促進中小微企業調結構強能力兩方面，提出強化政策落實和支持力度，加大對中小微企業的金融支持力度，促進產業鏈上中小微企業融資等15項措施，推動中小微企業實現高質量發展。2023年8月20日，中國財政部發佈《關於加強財稅支持政策落實促進中小企業高質量發展的通知》，提出各地區要加大工作力度，不折不扣落實支持中小企業發展的各項財稅政策，為推動中小企業高質量發展提供有力保障。2023年全年，中國中小微企業新增減稅降費及退稅緩費人民幣14,264.2億元，佔比64%。截止到2023年末，普惠小微貸款餘額同比增長23.5%，「專精特新」、科技中小企業貸款增速分別是18.6%和21.9%。

***Continuously optimising the financing environment for SMEs to facilitate the steady development of SMEs***

On 19 July 2023, the Xinhua News Agency promulgated the Opinions of the CPC Central Committee and the State Council on Promoting the Growth and Development of the Private Economy (《中共中央國務院關於促進民營經濟發展壯大的意見》), which proposed a series of specific measures to improve the policy and system for supporting the financing of private enterprises, including supporting the development of private enterprises from credit financing, bond market financing to listing financing and refinancing.

On 2 August 2023, the Ministry of Finance and the State Taxation Administration of the PRC promulgated the Announcement on Tax Policies on Supporting Financing for SMEs (《關於支持小微企業融資有關稅收政策的公告》), proposing to continue to increase the support for SMEs and to promote the alleviation of the problems of difficult and expensive financing.

On 11 October 2023, the State Council of the PRC promulgated the Implementing Opinions on Promoting the High-Quality Development of Inclusive Finance (《關於推進普惠金融高質量發展的實施意見》), stating that it is necessary to improve the organisational system of multi-level inclusive financial institutions, guide financing and guarantee institutions to expand the scale of their business in supporting agriculture and small-scale businesses, regulate charge behavior and lower their thresholds, support financial leasing and finance leasing companies to help SMEs and agriculture-related enterprises to revitalise their equipment and assets, and to promote innovation and upgrading.

***持續優化中小微企業融資環境為中小微企業發展保駕護航***

2023年7月19日，新華社發佈《中共中央國務院關於促進民營經濟發展壯大的意見》，其中就完善民營企業融資支持政策制度提出一系列具體措施，從信貸融資、債券市場融資到上市融資和再融資等多方面支持民營企業發展。

2023年8月2日，中國財政部及稅務總局發佈《關於支持小微企業融資有關稅收政策的公告》，繼續加大對小微企業的支持力度，推動緩解融資難、融資貴問題。

2023年10月11日，中國國務院發佈《關於推進普惠金融高質量發展的實施意見》，指出要健全多層次普惠金融機構組織體系，引導融資擔保機構擴大支農支小業務規模，規範收費，降低門檻。支持金融租賃、融資租賃公司助力小微企業、涉農企業盤活設備資產，推動實現創新升級。

On 20 November 2023, the People's Bank of China, the Ministry of Science and Technology, the State Administration of Financial Supervision and the China Securities Regulatory Commission jointly convened a meeting to promote the exchange of work on scientific and technological finance. The meeting proposed that more financial resources should be used to promote scientific and technological innovation, focusing on the key areas of scientific and technological innovation and the shortcomings and weaknesses of financial services, deepening the financial supply-side restructuring reform, and promoting the improvement of an all-round, multi-level scientific and technological financial service system, including credit, bonds, stocks, insurance, venture capital, and financial guarantees.

The Board believes that under the continuous regulation and guidance of the policy, the regulatory system of the China's financing guarantee industry has become increasingly perfect and the business positioning of the financing guarantee institutions has become clearer. With the gradual downward trend of the national financial guarantee policy support system, as intermediaries linking SMEs and credit institutions, the business competitiveness and development space of financial guarantee institutions will be enhanced accordingly. As a financial guarantee enterprise, the Group will maintain its foothold on the origin of financial services to the real economy, adhere to the positioning of supporting SMEs and micro-enterprises, continue to improve its service capacity, take the initiative to deeply integrate into the overall situation of high-quality development of the economy and society, and fulfil its mission of financial inclusion with practical actions, so as to contribute to the guarantee power for the construction of a strong financial country.

2023年11月20日，中國人民銀行、科技部、國家金融監管總局、中國證監會聯合召開科技金融工作交流推進會。會議提出，把更多金融資源用於促進科技創新。要聚焦科技創新的重點領域和金融服務的短板弱項，深化金融供給側結構性改革，推動完善包括信貸、債券、股票、保險、創業投資、融資擔保在內全方位、多層次的科技金融服務體系。

董事會認為，在政策的持續規範和引導下，中國融資擔保行業監管體系日益完善，融資擔保機構的業務定位逐漸清晰。融資擔保機構作為聯繫中小企業和信貸機構的中介，隨著國家融資擔保政策扶持體系逐步下沉，融資擔保機構業務競爭力和發展空間相應提升。作為融資擔保企業，本集團將持續立足金融服務實體經濟本源，堅守支持中小微企業定位，持續提高服務能力，主動深入融入經濟社會高質量發展大局，用實際行動踐行普惠金融的使命擔當，為建設金融強國貢獻擔保力量。

## (2) Development Strategies of the Group

In 2023, China's economy withstood domestic risks and challenges as well as the downward pressure brought about by the overlapping of multiple domestic factors, and successfully achieved the major expected targets of economic and social development for the year. Looking ahead to 2024, problems such as insufficient effective demand and weak social expectations will remain, and the complexity and uncertainty of the external environment will increase, and China's economy is still in a period where opportunities and risks and challenges coexist, and uncertainties are on the rise. However, the long-term trend of macroeconomic growth remains unchanged, and with the further development of macroeconomic policies to promote growth, China's economy is expected to continue to recover steadily.

The Group (stock code: 01543.HK), which was founded in May 2003 as the earliest financing guarantee institution in Foshan, with rich industry experience and expertise, has gradually pioneered the model of "mixed ownership of financing guarantee" in the course of its development and growth, and has become the first domestic company listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") with financing guarantee as its main business in 2015. From the active exploration along the way of transformation and upgrading to leapfrog development in capital increase, listing and bond issuance, the Group has witnessed its solid development over the past 20 years and formed a sustainable development model with its own characteristics. The Group is committed to solving the problems of difficult and expensive financing for SMEs and insisting on financial innovation. On the basis of guarantee as the main business, the Group has innovated guarantee plus (擔保+) according to the different needs of SMEs in different stages at different times and formed an integrated financial service system, including guarantee, microfinance, pawn, factoring, supply chain finance, equity investment and consultancy services, etc. Since its establishment, the Group has accumulatively provided financial services to nearly 20,000 enterprises with an accumulated service amount of more than RMB180 billion.

## (二) 集團發展戰略

2023年，中國經濟頂住了來自國內的風險挑戰以及國內多重因素交織疊加帶來的下行壓力，圓滿實現了全年經濟社會發展主要預期目標。展望2024年，有效需求不足、社會預期偏弱等問題依然存在，外部環境的複雜性、不確定性上升，中國經濟仍然處於機遇與風險挑戰並存，不確定因素增多的時期。不過，宏觀經濟增長的長期趨勢沒有改變，隨著促增長等宏觀政策進一步發力顯效，中國經濟有望延續穩健復甦走勢。

本集團(股份代碼：01543.HK)成立於2003年5月，作為佛山最早的融資擔保機構，憑藉豐富的行業經驗及專業知識，在發展壯大的過程中逐步開創了「融資擔保混合所有制」模式，並於2015年成為國內第一家以融資擔保作為主體在香港聯合交易所有限公司(「聯交所」)主板掛牌上市的公司，從轉型升級路上的積極探索再到增資、上市、發債等跨越式發展，本集團已步履堅實地走過了20個春秋，形成了具有自身特色的可持續發展模式。本集團致力於為中小微企業解決融資難融資貴問題，並堅持做金融創新，在以擔保為主業的基礎上，本集團根據中小微企業不同時期不同階段的不同需求，創新擔保+，形成擔保、小貸、典當、保理、供應鏈金融、股權投資、諮詢服務等一體化金融服務體系，成立至今本集團已累計為近20,000家企業提供超過人民幣1,800億元的金融服務。

In 2024, the Group intends to take the following measures:

1. **Integration of resources from various parties to fulfil performance targets.** Firstly, we will focus on the policy fund financing guarantee business and the asset financing (supply chain) business. Secondly, we will set up a finance lease company as soon as possible to complement the inclusive finance sector and increase revenue. Thirdly, we will sink our asset financing business into town and sub-districts, and explore the ecosystem of integrated development of finance, industry and technology to enhance consolidated revenue.
2. **Be vigilant about risks while preventing and controlling risks.** On the premise of endeavouring to achieve the annual performance target, we will adjust our business structure, improve the level of risk control and put in place risk prevention measures.
3. **Embrace regulation and operate in a compliant manner.** We will promote the adjustment of the top-level structure of the Group as planned. On the one hand, we will take into account the guidance from the provincial and municipal regulatory authorities and push forward the transition of the business of the old and the new guarantee companies in accordance with the progress. On the other hand, we will cooperate with the local financial regulatory authorities to carry out various types of regulatory ratings to ensure compliance operation.
4. **Insist on talent team building and cultivate a team with integrity, professionalism and high efficiency.** We will strengthen the Company's talent inventory, optimise the appraisal mechanism, and organically combine the refined management with striving for excellence activities and atmosphere creation activities and strengthen the team building, especially the youthfulness of the backbone team.
5. **Promotion and implementation of town and sub-districts industrial risk compensation fund model.** On the basis of the implementation of town and sub-districts funds such as Lecong and Leliu, we will continue to explore more town and sub-districts industrial risk compensation fund models, so as to guide more financial resources to support the development of local characteristic industries.

2024年，本集團擬採取以下措施：

- 1、**整合各方資源，完成業績目標。**一是重點做好政策基金融資擔保業務和產融(供應鏈)業務。二是儘快設立融資租賃公司，補齊普惠金融業態，增加收益。三是將產融業務下沉到鎮街，探索金融與產業、科技融合發展的生態圈，提升綜合收益。
- 2、**敬畏風險，防控風險。**在努力完成全年業績目標的前提下，調整業務結構，提升風控水平，做好風險防範措施。
- 3、**擁抱監管，合規經營。**按計劃推進集團頂層架構調整，一方面結合省、市監管部門的指導意見，按照進度推進新舊擔保公司業務過渡。二是配合地方金融監管部門做好各類監管評級工作，確保合規經營。
- 4、**堅持人才隊伍建設，培養純潔、專業、戰鬥力強的團隊。**加強公司人才盤點，優化考核機制，將精細化管理與爭先創優活動、氛圍營造活動等有機結合；強化隊伍建設，特別是骨幹團隊的年輕化建設。
- 5、**鎮街產業風險補償基金模式推廣落地。**在樂從、勒流等鎮街基金落地的基礎上，繼續探索更多鎮街產業風險補償基金模式，引導更多金融資源支持本土特色產業發展。

## CAPITAL STRUCTURE, LIQUIDITY AND FINANCIAL RESOURCES

### Capital Structure

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

The Group actively and regularly reviews and manages its capital structure in order to maintain a balance before the higher equity holders/shareholders returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

### Foreign Exchange Risks

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

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

## 資本架構、流動資金和財務資源

### 資本架構

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

本集團積極地定期覆核並管理其資本架構，以在較高股權持有人／股東回報情況下可能伴隨的較高借貸水平，以及良好的資本狀況帶來的好處與保證之前取得平衡，並依據經濟狀況的變動調整資本架構。

### 外匯風險

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

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



### Liquidity and Capital Resources

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

As at 31 December 2023, the Group's cash and bank deposits was approximately RMB1,222.78 million.

### Indebtedness

As at 31 December 2023, the Group's interest-bearing borrowings amounted to approximately RMB210.46 million which are repayable within one year bearing interest at a range of from 3.80% to 10.00% per annum.

As at 31 December 2023, the Group has issued Corporate Bonds of the nominal value of RMB500.00 million, among which the nominal value of the Tranche 1 and 2 was RMB260.00 million and RMB240.00 million, respectively with a coupon rate of 4.6% and 3.5%.

In addition, as at 31 December 2023, the Group had other financial instruments of approximately RMB150.57 million, financial liabilities measured at FVPL of approximately RMB23.97 million and lease liabilities of approximately RMB13.13 million.

The gearing ratios of the Group as at 31 December 2023 and 31 December 2022 were 37.81% and 35.96%, respectively, which was calculated by dividing total liabilities by total assets. Such increase in gearing ratio was mainly attributable to the issue of corporate bonds (Tranche 1).

### Off-Balance Sheet Arrangements

The Group enters into guarantee contracts with off-balance-sheet risk in the ordinary course of its business. The contract amount reflects the extent of the Group's involvement in the financing guarantee business and represents its maximum exposure to credit loss. As at 31 December 2023, the Group's outstanding guarantee totaled approximately RMB9,792.61 million. Save as disclosed above, the Group had no other off-balance-sheet arrangements as at 31 December 2023.

### 流動資金和資本資源

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

於2023年12月31日，本集團的現金及銀行存款約為人民幣1,222.78百萬元。

### 債務

於2023年12月31日，本集團須於一年內償還的計息借款約為人民幣210.46百萬元，該計息借款按3.80%至10.00%的年利率計息。

於2023年12月31日，本集團的已發行人民幣500.00百萬元面值的公司債券。其中，第一期債券面值為人民幣260.00百萬元，票面利率為4.6%；第二期債券面值為人民幣240.00百萬元，票面利率為3.5%。

此外，於2023年12月31日，本集團持有其他金融工具約人民幣150.57百萬元、按公允價值計入損益計量的金融負債約人民幣23.97百萬元及租賃負債約人民幣13.13百萬元。

本集團於2023年12月31日和2022年12月31日的資產負債率分別為37.81%及35.96%，該資產負債率乃採用總負債除以總資產計算。資產負債率增加主要由於發行公司債券(第一期)。

### 資產負債表外的安排

本集團訂立於日常業務過程中附有資產負債表外風險的擔保合約。合約金額反映本集團於融資擔保業務的參與度及其所承受的最大信貸虧損風險。於2023年12月31日，本集團的未償還擔保額合共約為人民幣9,792.61百萬元。除上文所披露者外，於2023年12月31日，本集團並無其他資產負債表外安排。

### Significant Investments

Save as disclosed under the paragraphs headed “Major business activities undertaken by the Group during the year” in this Management Discussion and Analysis, the Group had no significant investments for the year ended 31 December 2023.

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

Save as disclosed under the paragraphs headed “Major business activities undertaken by the Group during the year” in this Management Discussion and Analysis, there were no material acquisitions or disposals of subsidiaries, associates and joint ventures by the Group during the year ended 31 December 2023.

### Future Plans for Material Investments or Capital Assets

The Group had no specific plan for material investments or capital assets as at 31 December 2023.

### EVENTS AFTER REPORTING PERIOD

On 6 February 2024, the Company (as guarantor) and Zhongshan Torch Development Zone Construction Development Co., Ltd. (中山火炬開發區建設發展有限公司) (as warrantee) entered into the letter of guarantee maximum guarantee credit service contract, pursuant to which the Company and its subsidiaries shall provide the guarantee within the maximum guarantee limit of RMB260 million. The service fee for each individual provision of guarantee by the Group shall be agreed under separate guarantee service agreement to be entered into between the Group and Zhongshan Torch Development Zone Construction Development Co., Ltd. and any of its holding companies and/or subsidiaries, but in any event shall not exceed 4.8% of the guaranteed amount per annum. For further details, please refer to the announcement of the Company dated 6 February 2024.

### 重大投資

除本管理層討論與分析「本集團年內進行的主要業務活動」一段披露者外，本集團於截至2023年12月31日止年度並無持有重大投資。

### 重大收購及出售子公司、聯營企業及合營企業

除本管理層討論與分析「本集團年內進行的主要業務活動」一段披露者外，截至2023年12月31日止年度，本集團並無重大收購或出售子公司、聯營企業及合營企業。

### 有關重大投資或資本資產的未來計劃

本集團於2023年12月31日並無有關重大投資或資本資產的具體計劃。

### 報告期後事項

於2024年2月6日，本公司(作為擔保人)與中山火炬開發區建設發展有限公司(作為被擔保人)訂立保函最高額信貸擔保授信服務合同，據此，本公司及其附屬公司將提供擔保，擔保最高額的範圍為人民幣260百萬元之內。本集團提供的各項個別擔保的服務費將由本集團與中山火炬開發區建設發展有限公司及其任何控股公司及／或附屬公司根據將予訂立的單獨擔保服務協議達成，惟無論如何每年不得超過所提供的擔保金額的4.8%。進一步詳情請閱本公司日期為2024年2月6日的公告。

The Company issued the Tranche 1 of 2021 corporate bonds on 18 March 2021 with a total issuance amount of RMB260,000,000 and a bond term of 5 years. At the end of the third year of its existence, investors have the right to resell all or part of their holdings of the bonds to the Company at par value. In February 2024, some of the bondholders of the Tranche 1 of 2021 corporate bonds chose to resell their bonds with a total nominal value of RMB130,000,000 to the Group. On 18 March 2024, the Group paid the resale amount of the relevant first phase of 2021 corporate bonds to the above bondholders at the nominal value.

## HUMAN RESOURCES

The total number of staff within the Group as at 31 December 2023 was 294 (31 December 2022: 307). As at 31 December 2023, the number of staff holding a bachelor's degree or above was 255, accounting for 86.73% of its total number of staff; and the number of staff holding a junior college degree or below was 39, accounting for 13.27% of its total number of staff. The Directors believe that employees' quality is the most important factor in sustaining the development and growth of the Group and in raising its profitability. The Group offers a base salary with bonuses based on its employees' performance and benefits and allowances to all its employees as an incentive. For the year ended 31 December 2023, the Group incurred staff costs (including salaries, wages, bonuses and other benefits and contributions to retirement schemes) of approximately RMB91.26 million. The Group also offers trainings to its new employees once a year. The Directors believe that both the performance-based salary and staff training play an important role in recruiting and retaining talent as well as enhancing employee loyalty.

The Group is required to participate in pension schemes organised by the respective local governments of the PRC whereby the Group is required to pay annual contributions for PRC based employees at certain rate of the standard wages determined by the relevant authorities in the PRC during the year. The Group has complied with the relevant requirements during the year ended 31 December 2023.

本公司於2021年3月18日發行了第一期2021年公司債券，發行總額為人民幣260,000,000元，債券期限為5年。債券存續期第三年末，投資者有權將其持有的全部或部分債券按面值回售給本公司。於2024年2月，2021年第一期公司債券的部分債券持有人選擇將其持有的總面值為人民幣130,000,000元的債券回售給本集團。2024年3月18日，本集團按面值向上述債券持有人支付了相關2021年第一期公司債券的回售款。

## 人力資源

截至2023年12月31日，本集團的員工總數為294人(2022年12月31日：307人)。截至2023年12月31日，持有本科或以上學歷的員工人數為255人，佔員工總數的86.73%；及持有大專或以下學歷的員工人數為39人，佔員工總數的13.27%。董事相信，僱員的素質是維持本集團持續發展、增長及提高其盈利能力的最重要因素。本集團向所有僱員提供基本薪金，以及與表現掛鈎的獎金、福利及津貼，作為獎勵。截至2023年12月31日止年度，本集團已產生員工成本(包括薪金、工資、獎金及其他福利以及退休計劃供款)約人民幣91.26百萬元。本集團亦為新僱員提供每年一次的培訓。董事相信，與表現掛鈎的薪金及員工培訓在招聘、挽留人才及提升僱員忠誠度方面擔當重要角色。

本集團須參與中國各地方政府組織的退休福利計劃且本集團須按年內中國相關機構釐定的標準工資的一定比率為中國僱員支付年度供款。本集團於截至2023年12月31日止年度已遵守相關規定。

# DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

## 董事、監事及高級管理層

### DIRECTORS

#### Executive Directors

**Mr. Wu Liejin (吳列進)**, aged 62, is an executive Director, the chairman of the Board and the president of the Group. He was appointed as a Director on 23 May 2003 and was re-designated as an executive Director on 6 June 2014. Mr. Wu joined the Group on 23 May 2003. Mr. Wu is responsible for the overall development planning and business operation of the Group. Mr. Wu is also the chairman of each of Foshan Micro Credit, Anhui Join-Share Financing Guarantee Co., Ltd.\* (安徽中盈盛達融資擔保有限公司), Zhongshan Join-Share Technology Financing Guarantee Investment Co., Ltd.\* (中山中盈盛達科技融資擔保投資有限公司) as well as a director of each of Foshan Join-Share Investment and Financing Consultancy Co., Ltd.\* (佛山中盈盛達投融資諮詢服務有限公司), Foshan Join-Share Industrial Investment Co., Ltd.\* (佛山中盈興業投資有限公司)(“**Foshan Zhongying Xingye**”), Guangdong Join-Share Capital Management Co., Ltd.\* (廣東中盈盛達資本管理有限公司), Guangdong Join-Share Supply Chain Management Co., Ltd.\* (廣東中盈盛達供應鏈管理有限公司), Guangdong Join-Share Commercial Factoring Co., Ltd.\* (廣東中盈盛達商業保理有限公司) and Yunfu Puhui Financing Guarantee Co., Ltd.\* (雲浮市普惠融資擔保股份有限公司)(“**Yunfu Puhui Financing Guarantee**”), Guangdong Join-Share Digital Technology Co., Ltd.\* (廣東中盈盛達數字科技有限公司)(“**Guangdong Join-Share Digital Technology**”) and Guangdong Join-Share Financing Guarantee Co., Ltd.\* (廣東中盈盛達融資擔保有限公司)(“**New Guarantee Company**”). Apart from his duty in the Group, Mr. Wu holds or has previously held positions in various associations since 2008.

### 董事

#### 執行董事

**吳列進先生**，62歲，為本公司執行董事、董事會董事長兼本集團總裁。彼於2003年5月23日獲委任為董事，再於2014年6月6日調任為執行董事。吳先生於2003年5月23日加入本集團，負責本集團整體發展規劃及業務營運。吳先生亦為佛山小額貸款、安徽中盈盛達融資擔保有限公司、中山中盈盛達科技融資擔保投資有限公司董事長，亦為佛山中盈盛達投融資諮詢服務有限公司、佛山中盈興業投資有限公司(「**佛山中盈興業**」)、廣東中盈盛達資本管理有限公司、廣東中盈盛達供應鏈管理有限公司、廣東中盈盛達商業保理有限公司、雲浮市普惠融資擔保股份有限公司(「**雲浮普惠融資擔保**」)、廣東中盈盛達數字科技有限公司(「**廣東中盈盛達數字科技**」)及廣東中盈盛達融資擔保有限公司(「**新擔保公司**」)各自的董事。除彼於本集團的職責外，吳先生自2008年起於多個組織任職或曾任職。

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

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

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

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

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

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

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

### Non-Executive Directors

**Mr. Zhang Minming (張敏明)**, aged 44, is a non-executive Director. Mr. Zhang was appointed as a non-executive Director on 21 April 2015. Mr. Zhang joined the Group on 21 April 2015.

Mr. Zhang has over 16 years of experience in enterprise operations and management industry. From August 2008 to May 2009, Mr. Zhang served as the manager of purchasing department at concretes branch of Guangdong Formanda Group Co., Ltd.\* (廣東科明達集團有限公司), a company principally engaged in property development and the commodity concretes production, where he was primarily responsible for coordinating daily purchase work of concretes company and controlling procurement cost. From May 2009 to May 2010, Mr. Zhang served as the general manager of Guangdong Formanda Group Co., Ltd. and primarily responsible for daily operational management, establishing and improving management system, and implementing and realising management objectives and development goals. Since May 2010 to January 2023, Mr. Zhang has served as the president of Guangdong Formanda Group Co., Ltd.\* (廣東科明達集團有限公司) and primarily responsible for formulating and implementing the overall strategy and annual operational plan of the group, establishing and improving the management system and organisational structure of the group. Since February 2023, Mr. Zhang served as the chairman and the president of Guangdong Formanda Group Co., Ltd.\* (廣東科明達集團有限公司) and primarily responsible for preside over the work of the Board and make resolutions on major decisions of the Company.

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

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

### 非執行董事

**張敏明先生**，44歲，為非執行董事。張先生於2015年4月21日獲委任為非執行董事。張先生於2015年4月21日加入本集團。

張先生於企業營運及管理行業擁有逾16年經驗。由2008年8月至2009年5月，張先生於廣東科明達集團有限公司任混凝土分廠採購部經理，該公司主要經營物業發展及商品混凝土生產，而彼則主要負責協調混凝土公司的日常採購工作及控制採購成本。於2009年5月至2010年5月，張先生擔任廣東科明達集團有限公司的總經理，主要負責日常營運管理、建立及完善管理體系並推行及實現管理及發展目標。於2010年5月至2023年1月，張先生擔任廣東科明達集團有限公司的總裁，主要負責制訂及推行集團整體戰略及年度營運計劃、建立及完善集團管理體系及組織架構。由2023年2月起，張先生擔任廣東科明達集團有限公司董事長兼總裁，主要主持董事會的工作，對公司的重大決策作出決議。

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

目前，張先生為廣東省信用協會副會長。

**Mr. Li Shenhua (李深華)**, aged 68, is a non-executive Director. Mr. Li was appointed as a non-executive Director on 29 January 2021. Mr. Li joined the Group on 29 January 2021.

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

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

**李深華先生**，68歲，為非執行董事。李先生於2021年1月29日獲委任為非執行董事。李先生於2021年1月29日加入本集團。

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

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



**Mr. Luo Zhenqing (羅振清)**, aged 47, is a non-executive Director. Mr. Luo was appointed as a non-executive Director on 6 June 2018, retired on 5 June 2021 and re-elected on 13 January 2022. Mr. Luo joined the Group on 6 June 2018. He is an accountant and has over 28 years of experience in state-owned assets and enterprises management. Mr. Luo served as the accountant and the chief financial officer of Foshan Expressway and Industry Company Limited\* (佛山市公路實業發展公司) from July 1995 to April 2003, the manager of the finance and audit department of Foshan Chancheng Road and Bridge Construction Co., Ltd.\* (佛山市禪城區路橋建設有限公司) from April 2003 to July 2009, the chief financial officer of Foshan Railway Investment and Construction Co., Ltd.\* (佛山市鐵路投資建設集團有限公司) from August 2009 to May 2012 and the deputy general manager of Foshan Torch Innovation Entrepreneur Park Co., Ltd.\* (佛山火炬創新創業園有限公司) from May 2012 to November 2013. From December 2016 to June 2023, Mr. Luo served as an executive director, legal representative and general manager of Foshan Quality Technological Reform and Innovation Project Loan Risk Compensation Fund Co. Ltd.\* (佛山市優質技改創新項目貸款風險補償基金有限公司). Mr. Luo has been a member of the Communist Party Committee, a director and a deputy general manager of Foshan Investment Holdings Co., Ltd.\* (佛山市投資控股有限公司) (now known as Foshan Financial Investment Holdings Co., Ltd.\* (佛山市金融投資控股有限公司)) ("**Foshan Financial**"), since December 2013. Mr. Luo has served as the chairman of the board of supervisors of Foshan Innovation and Entrepreneur Industry Guidance Fund Investment Co., Ltd.\* (佛山市創新創業產業引導基金投資有限公司) since March 2016. Mr. Luo has served as the chairman and the legal representative of Foshan Science and Technology SME Credit Risk Compensation Fund Co., Ltd.\* (佛山市科技型中小企業信貸風險補償基金有限公司) since December 2016. Mr. Luo has been a director of Keen Fortune Investment Limited since May 2017. Mr. Luo has been a director of Fojin Hongkong Limited since December 2017.

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

**羅振清先生**，47歲，為非執行董事。羅先生於2018年6月6日獲委任為非執行董事及於2021年6月5日退任及於2022年1月13日重選連任。羅先生於2018年6月6日加入本集團。羅先生為會計師，在管理國有資產及企業方面擁有逾28年經驗。1995年7月至2003年4月，羅先生擔任佛山市公路實業發展公司會計財務主管；2003年4月至2009年7月，羅先生擔任佛山市禪城區路橋建設有限公司財務部經理；2009年8月至2012年5月，羅先生擔任佛山市鐵路投資建設集團有限公司財務總監；2012年5月至2013年11月，羅先生擔任佛山火炬創新創業園有限公司副總經理；2016年12月至2023年6月，羅先生擔任佛山市優質技改創新項目貸款風險補償基金有限公司執行董事、法定代表人兼總經理；2013年12月至今，羅先生擔任佛山市投資控股有限公司(後更名為佛山市金融投資控股有限公司(「**佛山金控**」))黨委委員、董事及副總經理。2016年3月至今，羅先生擔任佛山市創新創業產業引導基金投資有限公司監事會主席；2016年12月至今，羅先生擔任佛山市科技型中小企業信貸風險補償基金有限公司董事長、法定代表人；2017年5月至今，羅先生擔任建瑞投資有限公司董事；2017年12月至今，羅先生擔任佛金香港有限公司董事。

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

**Mr. Zhao Wei (趙偉)**, aged 47, is a non-executive Director. Mr. Zhao was appointed as a non-executive Director on 29 January 2021. Mr. Zhao joined the Group on 29 January 2021.

Mr. Zhao has over 29 years of experience in the finance industry in the PRC. Mr. Zhao joined Foshan Financial, a substantial shareholder of the Company, in July 2017 and is currently the chief officer of the strategic investment department of such company, being in charge of general operation. Prior to joining Foshan Financial, Mr. Zhao served as an officer responsible for information management at the Heng Yang Branch of Industry and Commercial Bank of China in Hunan Province from December 1995 to September 2004, a project manager at Guangdong Guang Xin Certified Public Accountants\* (廣東廣信會計師事務所有限公司) from June 2004 to April 2009, an assistant manager in the finance department of Southern Airlines Culture and Media Co., Ltd.\* (中國南航集團文化傳媒股份有限公司) from May 2009 to January 2017, and a senior merger and acquisition advisor of Foshan Public Utilities Holdings Co., Ltd.\* (佛山市公用事業控股有限公司) from February 2017 to June 2017. Mr. Zhao currently serves as the chairman of Foshan Fuside Infrastructure Investment Co., Ltd.\* (佛山市富思德基礎設施投資有限公司), a director of Foshan Financial Holding Fund Management Co., Ltd.\* (佛山市金控基金管理有限公司), a director of Keen Fortune Investment Limited, and a director of Fojin Hongkong Limited (佛金香港有限公司) since December 2017, and a chairman of Foshan Financial Holding Supply Chain Management Co., Ltd.\* (佛山金控供應鏈管理有限公司) since May 2023.

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

**Mr. Ou Weiming (歐偉明)**, aged 57, was appointed as a non-executive Director on 6 June 2021 and was appointed as the joint company secretary of the Company on 14 October 2022. Mr. Ou is a executive vice president of the Group, a director of Foshan Micro Credit, head of office of the Board of the Group, the general manager of the administration department and the general manager of human resources department, in charge of the human resources department, business management department and Yunfu Company. He joined the Group on 25 April 2005, and is responsible for promoting the implementation of the Group's strategic planning and the Group's management and control, human resources, channel development and maintenance, administration, party affairs and labour union.

**趙偉先生**，47歲，為非執行董事。趙先生於2021年1月29日獲委任為非執行董事。趙先生於2021年1月29日加入本集團。

趙先生於中國金融行業擁有逾29年經驗。趙先生於2017年7月加入本公司主要股東佛山金控，現時為該公司戰略投資部部長，主持全面工作。於加入佛山金控前，趙先生於1995年12月至2004年9月在中國工商銀行湖南省衡陽分行擔任職員，負責信息管理；於2004年6月至2009年4月在廣東廣信會計師事務所有限公司擔任項目經理；於2009年5月至2017年1月在中國南航集團文化傳媒股份有限公司擔任財務部經理助理；於2017年2月至2017年6月在佛山市公用事業控股有限公司擔任併購高級顧問。趙先生目前分別擔任佛山市富思德基礎設施投資有限公司董事長、佛山市金控基金管理有限公司董事及建瑞投資有限公司董事，並自2017年12月起擔任佛金香港有限公司董事，自2023年5月起擔任佛山金控供應鏈管理有限公司董事長。

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

**歐偉明先生**，57歲，於2021年6月6日獲委任為非執行董事，及於2022年10月14日獲委任為本公司聯席公司秘書。歐先生為本集團常務副總裁、佛山小額貸款的董事、本集團董事會辦公室主任、行政管理部總經理、人力資源部總經理，分管人力資源部、業務管理部及雲浮公司。彼於2005年4月25日加入本集團，負責推動本集團戰略規劃及本集團管控建設、人力資源、渠道開發與維護、行政管理、黨務及工會工作。

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

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

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

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

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

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

### Independent Non-Executive Directors

**Mr. Wu Xiangneng (吳向能)**, aged 48, was appointed as an independent non-executive Director on 7 August 2013.

### 獨立非執行董事

**吳向能先生**，48歲，於2013年8月7日獲委任為獨立非執行董事。

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

吳先生於金融及財務管理方面擁有逾20年經驗，在不同機構擔任或曾經擔任職位。

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

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

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

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

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

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

**Mr. Leung Hon Man (梁漢文)**, aged 57, was appointed as an independent non-executive Director on 23 June 2014.

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

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

**梁漢文先生**，57歲，於2014年6月23日獲委任為獨立非執行董事。

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

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

**Mr. Wang Bo (王波)**, aged 62, was appointed as an independent non-executive Director on 6 June 2021.

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

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

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

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

**王波先生**，62歲，於2021年6月6日獲委任為獨立非執行董事。

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

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

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

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

Mr. Wang was awarded “2005–2007 National Outstanding Lawyer” (2005–2007年度全國優秀律師) by National Lawyers Association in 2008, “Party Member Lawyer Pioneer in the Lawyer Industry for launching overachiever contests” (律師行業創先爭優活動黨員律師標兵) by the Ministry of Justice in 2011, “Individual Second Class Merit (個人二等功)” by Department of Justice of the Guangdong Province in 2016, “Political and Legal Officer with People’s Satisfaction” (人民滿意政法幹警) in Guangzhou by the Fifth Session of Guangzhou Municipal Committee in 2013, “Model Worker of Guangzhou” (廣州市勞動模範) by Guangzhou in 2009, “Top Ten Lawyers of Guangzhou” (廣州市十佳律師) by Guangzhou Municipal Bureau of Justice in 2007, and “40th Anniversary of Reform and Opening-up Contribution Award” (改革開放40週年貢獻獎) by Guangzhou Lawyers Association in 2018, Guangzhou Lawyers Association 2023 “Outstanding Personages of the Profession in 30th Anniversary of Guangzhou’s Deepening Reform of the Lawyer System”.

## SUPERVISORS

**Mr. Li Qi (李琦)**, aged 47, was appointed as the chairman of the board (the “**Board of Supervisors**”) of supervisors of the Company (the “**Supervisors**”) on 21 April 2015. Mr. Li joined the Group on 11 May 2012.

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

王先生於2008年獲全國律師協會「2005–2007年度全國優秀律師」、司法部2011年「律師行業創先爭優活動黨員律師標兵」、廣東省司法廳2016年度「個人二等功」、2013年廣州市委第五屆廣州市「人民滿意政法幹警」、廣州市2009年「廣州市勞動模範」、廣州市司法局2007年「廣州市十佳律師」、廣州市律師協會2018年「改革開放40週年貢獻獎」、廣州市律師協會2023年「廣州深化律師體制改革30周年行業傑出人物」。

## 監事

**李琦先生**，47歲，於2015年4月21日獲委任為本公司監事(「**監事**」)會(「**監事會**」)主席。李先生於2012年5月11日加入本集團。

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



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

**Ms. Li Wanmin (李婉敏)**, aged 34, was appointed as a Supervisor on 13 January 2022. Ms. Li joined the Group on 13 January 2022.

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

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

**Mr. Chen Xin (陳新)**, aged 64, was appointed as an independent Supervisor on 6 June 2021. Mr. Chen joined the Group on 6 June 2021. Mr. Chen currently serves as a executive director of Foshan Jinmao Private Equity Investment Fund Management Co., Ltd.\* (佛山今茂私募股權投資基金管理有限公司) (formerly known as Foshan Jinmao Investment Advisory Management Co., Ltd.\* (佛山金茂投資顧問管理有限公司)).

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

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

**李婉敏女士**，34歲，於2022年1月13日獲委任為監事。李女士於2022年1月13日加入本集團。

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

李女士於2012年6月畢業於廣東財經大學(前稱廣東商學院)，主修會計學。

**陳新先生**，64歲，於2021年6月6日獲委任為獨立監事。陳先生於2021年6月6日加入本集團。陳先生現任佛山今茂私募股權投資基金管理有限公司(前稱佛山金茂投資顧問管理有限公司)執行董事。

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

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

**Mr. Zhong Jian (鍾堅)**, aged 61, was appointed as an independent Supervisor on 21 April 2015. He joined the Group on 21 April 2015.

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

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

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

**鍾堅先生**，61歲，於2015年4月21日獲委任為獨立監事。彼於2015年4月21日加入本集團。

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

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

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

**Mr. Huang Shaoxiong (黃少雄)**, aged 36, was elected as an employee representative Supervisor on 20 December 2021. Mr. Huang joined the Group in July 2009.

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

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

**黃少雄先生**，36歲，於2021年12月20日獲選舉為職工代表監事。黃先生於2009年7月加入本集團。

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

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

**Ms. Huang Yuzhen (黃瑜珍)**, aged 46, was appointed as an employee representative Supervisor on 6 June 2018. She joined the Group on 25 May 2006.

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

## SENIOR MANAGEMENT

**Mr. Ou Weiming (歐偉明)**, aged 57, is an executive vice president of the Group and a director of Foshan Micro Credit, details about Mr. Ou's biography are set out in the paragraph headed "Directors, Supervisors and Senior Management — Non-Executive Directors" above.

**Mr. Liu Guangbin**, aged 49, is a vice president of the Group, the general manager of the Group's financial guarantee business headquarters and a director and general manager of New Guarantee Company. Mr. Liu joined the Group in March 2005 and is responsible for the financial guarantee business of the Group.

Mr. Liu has 27 years of experience in the finance and guarantee industry. Before joining the Group, he worked in Nanhai branch of Industrial and Commercial Bank of China from October 1996 to March 2005.

Mr. Liu graduated from Dalian University of Technology (大連理工大學) in Liaoning Province in July 1996 with a bachelor's degree in mechanical manufacturing technology and equipment. He attended the EMBA programme of South China University of Technology (華南理工大學) from 2008 to 2010. Mr. Liu obtained the qualification certificates of senior credit manager and intermediate economist.

黃先生於2009年7月畢業於華南理工大學，主修日語。

**黃瑜珍女士**，46歲，於2018年6月6日獲委任為職工代表監事。彼於2006年5月25日加入本集團。

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

## 高級管理層

**歐偉明先生**，57歲，為本集團常務副總裁及佛山小額貸款的董事。歐先生的履歷詳情載於上文「董事、監事及高級管理層—非執行董事」一段。

**劉廣斌先生**，49歲，為本集團副總裁、本集團融資擔保事業總部總經理、新擔保公司的董事及總經理。劉先生於2005年3月加入本集團，彼負責本集團的融資擔保業務。

劉先生於金融行業、擔保行業27年經驗。加入本集團前，彼於1996年10月至2005年3月就職於中國工商銀行南海支行；

劉先生於1996年7月畢業於遼寧大連理工大學，獲得機械製造工藝與設備專業學士學位。於2008年至2010年就讀於華南理工大學EMBA課程。劉先生獲得高級信用管理師、中級經濟師資格證書。

**Ms. Lu Haoming (陸皓明)**, aged 56, is the chief financial officer and general manager of finance management department (財務管理部) of the Company and director of Foshan Join-Share Micro Credit Co., Ltd.. Ms. Lu joined the Group on 8 July 2003. She is responsible for the overall financial management of the Group.

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

**陸皓明女士**，56歲，為本公司財務總監、財務管理部總經理及佛山中盈盛達小額貸款有限公司董事。陸女士於2003年7月8日加入本集團，彼負責本集團整體財務管理。

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

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

**Ms. Huang Biwen (黃碧汶)**, aged 48, is the chief risk officer of the Group. Ms. Huang joined the Group on 5 June 2003 and has over 15 years of working experience in the Group. She is responsible for risk management of the Group.

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

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

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

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

**黃碧汶女士**，48歲，為本集團風險總監，於2003年6月5日加入本集團，於本集團擁有逾15年工作經驗，負責本集團風險管理。

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

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

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

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Board currently comprises one executive Director, five non-executive Directors and three independent non-executive Directors. The Board has adopted the code provisions of the Corporate Governance Code (the “CG Code”) as set out in Appendix C1 (formerly Appendix 14 to the Listing Rules) to the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The Board is committed to maintaining statutory and regulatory standards and adherence to the principle of CG Code with emphasis on transparency, independence, accountability and responsibility.

During the year ended 31 December 2023, the Company had complied with all code provisions set out in the CG Code, except for the deviation from the CG Codes provision C.2.1 relating to the separation roles of chairman and chief executive officer, which is explained in the paragraph headed “Chairman of the Board and Chief Executive Officer” below in the Corporate Governance Report. The Board will continue to review and improve the Company’s corporate governance system to ensure its compliance with the CG Code.

### THE BOARD

#### Duties and Division of Responsibility

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

董事會目前由一名執行董事、五名非執行董事以及三名獨立非執行董事組成。董事會已採納載列於香港聯合交易所有限公司證券上市規則（「上市規則」）附錄C1（原上市規則附錄十四）內的企業管治守則（「企業管治守則」）的守則條文。董事會致力維持有關法定及監管標準，並緊守企業管治守則的原則，強調透明、獨立、問責及負責。

於截至2023年12月31日止年度期間，本公司已遵守企業管治守則的所有守則條文，惟偏離企業管治守則條文第C.2.1條有關主席與行政總裁角色分離（於下文企業管治報告「董事會董事長及最高行政人員」一段進行解釋）者除外。董事會將繼續檢討及改進本公司企業管治體系，確保遵守企業管治守則。

### 董事會

#### 職責及責任劃分

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

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

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

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

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

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

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



### Chairman of the Board and Chief Executive Officer

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

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

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

### Composition of the Board

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

### 董事會董事長及最高行政人員

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

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

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

### 董事會組成

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

During the year ended 31 December 2023, the Board has complied with the requirement of Rules 3.10(1) and 3.10(2) of the Listing Rules to have not less than three independent non-executive directors, including at least an independent non-executive director who has the relevant professional qualification or accounting or related financial management expertise, as well as Rule 3.10A of the Listing Rules, which stipulates at least one-third of the directors shall be independent non-executive directors. The Company had three independent non-executive Directors during the year ended 31 December 2023, representing one-third of the total number of Directors and was in compliance with the relevant requirements. In accordance with the Articles of Association, the Directors (including non-executive Directors) are elected by Shareholders at a general meeting for a term of three years, which is renewable upon re-election and re-appointment.

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

### Positions in other Listed Companies Held by Directors

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

### BOARD MEETINGS

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

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

於截至2023年12月31日止年度期間，董事會遵守上市規則第3.10(1)條及第3.10(2)條的要求，擁不少於三名獨立非執行董事，包括至少一名獨立非執行董事具有相關專業資格或會計或相關財務管理知識，以及上市規則第3.10A條規定，至少三分之一的董事屬於獨立非執行董事。於截至2023年12月31日止年度，本公司擁三名獨立非執行董事，佔董事總數的三分之一且符合相關要求。根據公司章程，董事（包括非執行董事）須由股東大會選舉產生，任期三年，可經重選及重新委任後重任。

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

### 董事於其他上市公司擔任的職務

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

### 董事會會議

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

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

During the year ended 31 December 2023, the Board held 9 meetings in total, with details of the attendance of Directors specified as follows:

截至2023年12月31日止年度期間，董事會總共召開9次會議，董事出席詳情如下：

Name	Position	Meetings attended/ Number of meetings during the tenure of office	Attendance rate
姓名	職位	出席次數/ 任期內會議次數	出席率
Mr. Wu Liejin 吳列進先生	Executive Director, Chairman and President 執行董事、主席兼總裁	9/9	100%
Mr. Zhang Minming 張敏明先生	Non-executive Director 非執行董事	9/9	100%
Mr. Li Shenhua 李深華先生	Non-executive Director 非執行董事	9/9	100%
Mr. Luo Zhenqing 羅振清先生	Non-executive Director 非執行董事	9/9	100%
Mr. Zhao Wei 趙偉先生	Non-executive Director 非執行董事	9/9	100%
Mr. Ou Weiming 歐偉明先生	Non-executive Director 非執行董事	9/9	100%
Mr. Wu Xiangneng 吳向能先生	Independent non-executive Director 獨立非執行董事	9/9	100%
Mr. Leung Hon Man 梁漢文先生	Independent non-executive Director 獨立非執行董事	9/9	100%
Mr. Wang Bo 王波先生	Independent non-executive Director 獨立非執行董事	9/9	100%

During the year ended 31 December 2023, the Chairman held meetings about corporate governance and development with the independent non-executive Directors without any other Directors present (except himself).

### ELECTION OF DIRECTORS AND SUPERVISORS

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

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

### DIRECTORS AND SUPERVISORS’ SERVICE CONTRACTS

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

### TRAINING AND PROFESSIONAL DEVELOPMENT OF DIRECTORS

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

截至2023年12月31日止年度，董事長與獨立非執行董事曾召開關於公司治理及發展的會議，但無任何其他董事（其本人除外）出席。

### 董事及監事的選任

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

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

### 董事及監事服務合約

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

### 董事培訓及專業發展

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

All Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. During the year ended 31 December 2023, the Company arranged 2 in-house trainings on corporate management, governance and law compliance (企業管理、管治及法律遵守) and on disclosure of inside information and other information (內幕消息及其他資料的披露) for the Directors and senior management of the Group, in compliance with Provision C.1.4 of the CG Code. According to the records provided by the Directors, the Directors received the following trainings during the year ended 31 December 2023:

本公司鼓勵全體董事參與持續專業發展，以增進及更新彼等之知識及技能。於截至2023年12月31日止年度，本公司為本集團董事及高級管理層安排了有關企業管理、管治及法律遵守以及內幕消息及其他資料的披露的2項內部培訓，符合企業管治守則第C.1.4條。根據董事提供之記錄，董事於2023年12月31日止年度期間接受了以下培訓：

- |   |                       |
|---|-----------------------|
| (1) Directors' and Supervisors' ongoing responsibilities and its regulatory penalty         | (1) 董事、監事的持續責任及其監管處罰  |
| (2) Impact of Directors' and senior managements' liability insurance on corporate behaviour | (2) 董事、高管責任保險對企業行為的影響 |

Directors	董事	Trainings attended/ Number of trainings held during the tenure of office 出席次數/ 任期內舉行的培訓次數	Attendance Rate 出席率
<b>Executive Director</b>	<b>執行董事</b>		
Mr. Wu Liejin	吳列進先生	2/2	100%
<b>Non-executive Directors</b>	<b>非執行董事</b>		
Mr. Zhang Minming	張敏明先生	2/2	100%
Mr. Li Shenhua	李深華先生	2/2	100%
Mr. Luo Zhenqing	羅振清先生	2/2	100%
Mr. Zhao Wei	趙偉先生	2/2	100%
Mr. Ou Weiming	歐偉明先生	2/2	100%
<b>Independent non-executive Directors</b>	<b>獨立非執行董事</b>		
Mr. Wu Xiangneng	吳向能先生	2/2	100%
Mr. Leung Hon Man*	梁漢文先生*	N/A 不適用	N/A 不適用
Mr. Wang Bo	王波先生	2/2	100%

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

1. Investment Series: Option Basics
2. Soft Skills Series: Negotiation Strategy
3. Minority Shareholder Protection: Unfair Prejudice, Statutory Derivative Actions and Reflective Loss and The Limits of Independent Directorships
4. Internal Audit Series: Establishing Effective ESG Controls

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

### INSURANCE FOR DIRECTORS

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

### BOARD COMMITTEES

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

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

1. 投資系列：購股權基礎
2. 軟技能系列：談判策略
3. 少數股東保護：不平等偏見、法定衍生訴訟及反射損失以及獨立董事局限性
4. 內部審核系列：建立有效ESG控制

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

### 董事保險

本公司已為董事安排有關法律訴訟的適當保險。

### 董事委員會

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

## AUDIT COMMITTEE

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

During the year ended 31 December 2023, the Audit Committee held 2 meetings. Details of the attendance of the members are as follows:

Name	Position	Meetings attended/ Number of meetings during the tenure of office	Attendance rate
姓名	職位	出席次數/ 任期內會議次數	出席率
Mr. Wu Xiangneng 吳向能先生	Independent non-executive Director 獨立非執行董事	2/2	100%
Mr. Leung Hon Man 梁漢文先生	Independent non-executive Director 獨立非執行董事	2/2	100%
Mr. Wang Bo 王波先生	Independent non-executive Director 獨立非執行董事	2/2	100%
Mr. Li Shenhua 李深華先生	Non-executive Director 非執行董事	2/2	100%
Mr. Luo Zhenqing 羅振清先生	Non-executive Director 非執行董事	2/2	100%

During the year ended 31 December 2023, the Audit Committee of the Company reviewed the accounting principles, policies adopted by the Group and the risk management and internal control systems of the Group, reviewed the Group's interim and annual results, and discussed the Group's financial reporting matters with the management. The Audit Committee has met with the auditor of the Company in the absence of management of the Company.

## 審計委員會

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

截至2023年12月31日止年度期間，審計委員會召開2次會議。成員出席詳情如下：

截至2023年12月31日止年度期間，本公司審計委員會已檢討本集團採納的會計原則、政策及本集團的風險管理及內部控制系統，已審閱本集團的中期和年度業績，並與管理層商討本集團的財務報告事宜。審計委員會曾在無本公司管理層出席的情況下會見本公司核數師。

During the period after 31 December 2023 and up to the date of this Corporate Governance Report, the Audit Committee held 1 meeting. During such meeting, the Audit Committee reviewed with the management and the Company's auditor, KPMG, the accounting principles and practices adopted by the Group and discussed internal control and financial reporting matters including the audit of the consolidated financial statements for the year ended 31 December 2023 as set out in this annual report.

The Audit Committee is of the view that the financial statements for the year ended 31 December 2023 have been prepared in accordance with the applicable accounting standards and requirements and all the relevant and required disclosures are adequate.

## REMUNERATION AND APPRAISAL COMMITTEE

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

於2023年12月31日後至本企業管治報告日期之期間，審計委員會已召開1次會議。是次會議期間，審計委員會與管理層及本公司核數師畢馬威會計師事務所審閱本集團採納的會計原則及慣例，並討論內部控制及財務報告事宜(包括審核載列於本年報內的截至2023年12月31日止年度綜合財務報表)。

審計委員會認為，截至2023年12月31日止年度的財務報表的編製符合適用的會計準則及規定，且所有相關及規定披露充分。

## 薪酬與考核委員會

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



During the year ended 31 December 2023, the Remuneration and Appraisal Committee held 1 meeting. Details of the attendance of the members are as follows:

截至2023年12月31日止年度期間，薪酬與考核委員會召開1次會議。成員出席詳情如下：

Name 姓名	Position 職位	Meetings attended/ Number of meetings during the tenure of office 出席次數／ 任期內會議次數	Attendance rate 出席率
Mr. Leung Hon Man 梁漢文先生	Independent non-executive Director 獨立非執行董事	1/1	100%
Mr. Wu Xiangneng 吳向能先生	Independent non-executive Director 獨立非執行董事	1/1	100%
Mr. Wang Bo 王波先生	Independent non-executive Director 獨立非執行董事	1/1	100%
Mr. Luo Zhenqing 羅振清先生	Non-executive Director 非執行董事	1/1	100%
Mr. Ou Weiming 歐偉明先生	Non-executive Director 非執行董事	1/1	100%

During the year ended 31 December 2023, the Remuneration and Appraisal Committee, under the leadership of the Board, proactively carried out work in accordance with relevant provisions under the Articles of Association and the terms of reference of the Remuneration and Appraisal Committee. It approved the performance of the Directors and evaluated the terms of the executive Directors' service contracts. It examined the performance assessment mechanism and remuneration distribution plan for Directors and senior management through study and examination of the Company's remuneration distribution system, and proposed advisory opinions on relevant circumstances and problems in the execution of remuneration management of the Company. At the same time, the remuneration of Directors is determined according to the completion of business objectives, the results of Directors' performance evaluation and reference to the remuneration levels of related positions of similar companies in the market. The committee practically fulfilled its obligations of due diligence, ensured the Board's effective control and supervision over the Company's operation and management and safeguarded the interests of all Shareholders and the Company as a whole.

Remuneration of the senior management for the year ended 31 December 2023 by band is as follows:

截至2023年12月31日止年度，薪酬與考核委員會在董事會領導下，按照《公司章程》、薪酬與考核委員會職權範圍中有關規定積極開展各項工作，其已批准董事的表現情況和評估執行董事服務合同條款，通過研究和審查本公司薪酬分配體系，對董事及高級管理人員的績效考核機制、薪酬分配方案進行審查，並對本公司薪酬管理執行過程中的相關情況和問題提出建議性意見等，同時根據經營目標完成情況、董事績效考核評估結果以及參考市場上同類企業相關崗位的薪酬水平釐定董事薪酬。委員會切實履行了勤勉盡責義務，確保了董事會對本公司經營管理的有效控制和監督，維護了全體股東及本公司的整體利益。

截至2023年12月31日止年度按薪酬等級劃分的高級管理人員薪酬如下：

Remuneration range 薪酬範圍 (RMB) (人民幣)		Number of people 人數
Above 1,500,000 (inclusive)	1,500,000 (含) 以上	2
Below 1,500,000	1,500,000 以下	4

## NOMINATION COMMITTEE

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

## 提名委員會

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

During the year ended 31 December 2023, the Nomination Committee held 1 meeting. Details of the attendance of the members are as follows:

截至2023年12月31日止年度期間，提名委員會召開1次會議。成員出席詳情如下：

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

During the year ended 31 December 2023, the Nomination Committee reviewed the size, structure and composition of the Board, made recommendations to the Board on the appointment and succession planning of Directors and reviewed the independence and appropriateness of the independent non-executive Directors.

於截至2023年12月31日止年度，提名委員會檢討董事會的人數、架構及組成，就董事的委任及繼任計劃向董事會提出建議及檢討及評核獨立非執行董事的獨立性及適當性。

During the period after 31 December 2023 and up to the date of this Corporate Governance Report, the Nomination Committee held 1 meeting. During such meeting, the structure, size and composition of this session of the Board have been reviewed; and the independence of independent non-executive Directors has been assessed.

於2023年12月31日後直至本企業管治報告日期期間，提名委員會召開1次會議。本次會議期間，已檢討本次董事會的架構、人數及組成；以及評核獨立非執行董事的獨立性。

### Nomination Policy

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

### Board Diversity Policy

During the year ended 31 December 2023, the following measurable objectives (the “**Measurable Objectives**”) for the purpose of implementation of the Board Diversity Policy were adopted:

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

During the year ended 31 December 2023, the Nomination Committee examined the structure, number of members and composition of the Board and considered the Measurable Objectives set out above for the purpose of implementation of the Board Diversity Policy were achieved.

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

### 提名政策

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

### 董事會多元化政策

於截至2023年12月31日止年度，就實施董事會多元化政策而言，乃採納以下可計量目標（「**可計量目標**」）：

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

截至2023年12月31日止年度，提名委員會已審查董事會的架構、成員人數及其構成並考慮上文所載就實施董事會多元化政策而言的可計量目標得以實現。

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

The Nomination Committee was aware that as at the date of this annual report, the Board was entirely comprised of males, and among the six senior management of the Company, there were two females, the female gender ratio is 33.33%; and there were four males, the male gender ratio is 66.67%. Having considered the particulars of the Directors, the Nomination Committee was of the view that the Board has achieved the objective of current Board Diversity Policy.

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

### RISK MANAGEMENT COMMITTEE

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

提名委員會知悉於本年報日期，董事會全由男性組成，而本公司六名高級管理層中有兩名女性，女性別比例是33.33%；有4名男性，男性別比例是66.67%。經審閱各董事的履歷，提名委員會認為董事會已實現達到目前的董事會多元化政策的目標。

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

### 風險管理委員會

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

During the year ended 31 December 2023, the Risk Management Committee held 1 meeting. The details of the attendance of the members are as follows:

截至2023年12月31日止年度期間，風險管理委員會召開1次會議。成員出席詳情如下：

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

During the year ended 31 December 2023, the Risk Management Committee earnestly reviewed the Company's risk management work plan, urged the Company's various business operations to strictly execute the Group's risk management system, and proposed instructional opinions on the problems identified in internal audit. In 2023, the Risk Management Committee fulfilled its duties in compliance with the professional standards of independence, objectiveness and fairness, and completed relevant work in a better way.

截至2023年12月31日止年度期間，風險管理委員會認真審閱了本公司的風險管理工作計劃，督促本公司各種業務營運嚴格按照集團的風險管理制度執行，並對內部審計出現的問題提出了指導性意見。2023年，風險管理委員會恪盡職守、遵循獨立、客觀、公正的職業準則，較好地完成了風險管理委員會相關工作。

## STRATEGY COMMITTEE

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

During the year ended 31 December 2023, the Strategy Committee held 1 meeting. Details of the attendance of the members are as follows:

## 戰略委員會

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

截至2023年12月31日止年度期間，戰略委員會召開1次會議。成員出席詳情如下：

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



During the year ended 31 December 2023, the Strategy Committee proactively fulfilled its duties and conducted systematic study on and adjustment to strategic plan based on the industry environment and market situation in a prompt manner. In addition, given the actual conditions of the Company, the committee put forward reasonable suggestions on adjustments to the implementation of development strategy. Relevant strategic suggestions gave rise to satisfactory effects upon implementation by the management.

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

The Directors acknowledged their responsibilities for preparing the financial statements of the Company for the year ended 31 December 2023, which give a true and fair view of the financial position of the Company and the Group and of the Group's results and cash flows.

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

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

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

截至2023年12月31日止年度期間，戰略委員會積極履行職責，及時根據本公司所處的行業環境、市場形勢進行了較為系統的戰略規劃研究和調整，並根據本公司的實際情況，對發展戰略的實施提出了合理的調整建議，相關戰略建議在得到管理層落實後，均取得了較為滿意的實施效果。

### **董事有關財務報表進行財務申報的責任**

董事確認彼等負責編製截至2023年12月31日止年度本公司財務報表，以真實及公允反映本公司及本集團的財務狀況以及本集團的業績及現金流量。

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

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

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

## INDEPENDENCE

We have a strong element of independence on the Board, providing independent and objective oversight on strategic issues and performance matters. During the year ended 31 December 2023, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors with at least one independent non-executive Director possessing appropriate professional qualifications, or accounting or related financial management expertise, and appointed independent non-executive Directors representing at least one-third of the Board. The Audit Committee and the Remuneration and Appraisal Committee are each chaired by an independent non-executive Director. All independent non-executive Directors have devoted sufficient time in addressing the Company's business and affairs and provided independent judgments.

In addition, the Company has received from the independent non-executive Directors a confirmation of their independence for the year ended 31 December 2023 pursuant to Rule 3.13 of the Listing Rules, and considered them to be independent. The Nomination Committee and the Board have reviewed the implementation and the effectiveness of the Board independence mechanism and considered it to be effective.

## COMPLIANCE WITH MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix C3 (formerly Appendix 10 to the Listing Rules) to the Listing Rules as the code of practice for carrying out securities transactions by the Directors and Supervisors. Having made specific enquiry with the Directors and Supervisors, they have confirmed their compliance with the relevant standards stipulated in the Model Code during the year ended 31 December 2023.

The Company has also established a written guideline no less exacting than the Model Code for Securities Transactions by relevant employees (including any employee of the Company or Director or employee of a subsidiary who, because of his office or employment in the Company or a subsidiary, is likely to possess inside information in relation to the securities of the Company). During the year ended 31 December 2023, no incidence of non-compliance was noted by the Company.

## 獨立性

我們的董事會有很強的獨立性，對策略問題及業績事項提供獨立客觀監督。截至2023年12月31日止年度，董事會一直符合上市規則有關委任至少三名獨立非執行董事的規定，其中至少有一名獨立非執行董事擁有適當的專業資格，或會計或相關財務管理專業知識，而獲委任的獨立非執行董事至少佔董事會成員三分之一。審計委員會及薪酬與考核委員會各自由一名獨立非執行董事擔任主席。所有獨立非執行董事均已投入足夠時間處理本公司的業務及事務，並作出獨立判斷。

此外，本公司已接獲獨立非執行董事根據上市規則第3.13條提交的截至2023年12月31日止年度的獨立性確認書，並認為彼等均屬獨立。提名委員會及董事會已審查董事會獨立性機制的實施及有效性，並認為該機制有效。

## 證券交易應遵守標準守則

本公司已採納上市規則附錄C3(原上市規則附錄十)所載上市發行人董事進行證券交易的標準守則(「標準守則」)以規管董事及監事進行證券交易。經向董事及監事作出具體查詢後，董事及監事確認，已於截至2023年12月31日止年度期間遵守標準守則的條文。

本公司亦已制定一份不遜於標準守則的有關僱員(包括本公司任何僱員、或子公司的任何董事或僱員，彼等可能因在本公司或子公司的職務或工作而掌握與本公司證券有關的內幕消息)進行證券交易的書面指引。截至2023年12月31日止年度期間，本公司並無知悉任何違規事件。

## JOINT COMPANY SECRETARIES

To maintain good corporate governance practices and compliance with the Listing Rules and applicable laws, the Company has appointed Mr. Ou Weiming, who is also a non-executive Director of the Company, and Mr. Lau Kwok Yin as joint company secretary. Mr. Lau Kwok Yin, as an external service provider, assists Mr. Ou Weiming, who is the primary corporate contact person of Mr. Lau at the Company, in performing his duties as company secretary of the Company. Each of Mr. Ou Weiming and Mr. Lau Kwok Yin has confirmed that he received not less than 15 hours of relevant professional training during the year ended 31 December 2023.

**Mr. Ou Weiming (歐偉明)**, aged 57, was appointed as the joint company secretary of the Company on 14 October 2022. For details of the biography of Mr. Ou, please refer to the section "Directors, Supervisors and Senior Management" in this annual report.

**Mr. Lau Kwok Yin (劉國賢)**, aged 38, was appointed as the joint company secretary of the Company on 30 May 2018. Mr. Lau is a vice president of SWCS Corporate Services Group (Hong Kong) Limited. He has over 14 years of experience in corporate secretarial services, finance and banking operations. He holds a bachelor's degree in business administration (accounting and finance) from The University of Hong Kong, and is a member of the Hong Kong Institute of Certified Public Accountants, a Chartered Financial Analyst charterholder, and a fellow of each of The Chartered Governance Institute and The Hong Kong Chartered Governance Institute.

## 聯席公司秘書

為維持良好的企業管治並確保符合上市規則及適用法律，本公司委聘歐偉明先生(亦為本公司非執行董事)及劉國賢先生擔任聯席公司秘書。劉國賢先生(作為外部服務提供商)協助歐偉明先生履行彼作為本公司的公司秘書的職責。劉先生於本公司的主要聯繫人為歐偉明先生。歐偉明先生及劉國賢先生已各自確認截至2023年12月31日止年度期間接受不少於15小時的相關專業培訓。

**歐偉明先生**，57歲，於2022年10月14日獲任命為本公司聯席公司秘書。有關歐先生的履歷詳情，請參閱本年報的「董事、監事及高級管理層」一節。

**劉國賢先生**，38歲，於2018年5月30日獲委任為本公司的聯席公司秘書。劉先生為方圓企業服務集團(香港)有限公司的總監。其在公司秘書服務、金融及銀行業務方面擁有逾14年的經驗。其持有香港大學工商管理學(會計及財務)學士學位，為香港會計師公會會員、特許財務分析師特許持有人及特許公司治理公會及香港公司治理公會的資深會士。

## RISK MANAGEMENT AND INTERNAL CONTROLS

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

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

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

## 風險管理及內部控制

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

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

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

The Group endeavours to strengthen the risk prevention and internal control capabilities. The Audit Committee continues to review and evaluate the effectiveness of the risk management and internal control systems of the Group and to report the findings to the Board. The Board continues to review and evaluate the risk management and internal control systems at least once a year covering the previous financial year to ensure that no material internal control loophole exists and to ensure the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting, internal audit, financial reporting functions, as well as those relating to the our ESG performance and reporting. During the year ended 31 December 2023, the Risk Management Committee has reviewed the risk management and control systems of the Group and considered them effective and adequate. The risk management and internal control procedures mentioned above were effectively implemented by the Company.

The Board has considered and endorsed the Risk Management Committee's assessment of the effectiveness of risk management and controls systems of the Group. During the year ended 31 December 2023, the management considered that there were no significant changes in the Group's business and there was no area of concern identified which might materially affect the operational, financial reporting and compliance controls of the Group, and that the existing risk management and internal control systems remain effective and adequate.

## INTERNAL AUDIT

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

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

本集團致力於增強風險預防及內部控制能力。審計委員會繼續檢討及評估本集團風險管理及內部控制系統的有效性，並向董事會報告結果。董事會亦繼續每年至少對上一財政年度的風險管理及內部控制系統進行一次審查及評估，以確保不存在重大內部控制漏洞並確保本集團會計、內部審計及財務申報職能以及與我們的環境、社會及管治表現及報告有關的資源、員工資歷及經驗、培訓計劃及預算充足。截至2023年12月31日止年度，風險管理委員會已檢討本集團的風險管理及控制系統，並認為該等系統有效且充分。本公司已有效實施上文所述風險管理及內部控制程序。

董事會已考慮及認可風險管理委員會對本集團風險管理及監控系統有效性的評估。截至2023年12月31日止年度，管理層認為本集團業務並無重大變動且並無發現可能對本集團營運、財務報告及合規監控產生重大影響的關注領域，且現有風險管理及內部監控系統仍然有效及充足。

## 內部審核

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

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

## INFORMATION DISCLOSURE

The Company discloses information in compliance with the Listing Rules and other applicable laws, and publishes periodic reports and announcements to the public in accordance with relevant laws and regulations. The Company has formulated and implemented the Information Disclosure Rules which set out, among others, the reporting procedures for handling and dissemination of inside information. The secretary to the Board is in charge of matters in relation to information disclosure of the Company, urging the Company to formulate and exercise information disclosure rules and internal reporting rules for material information, and procuring the Company and relevant parties to discharge their duties of information disclosure in compliance with the laws. The Board acts as the special organ in charge of information disclosure of the Company while the secretary to the Board and the personnel of the Board office are responsible for information disclosure of the Company. The Company confirms that relevant personnel have complied with the requirements of Information Disclosure Rules during the year ended 31 December 2023.

## AUDITOR'S REMUNERATION

For the year ended 31 December 2023, the total remuneration paid or payable to the Company's auditor, KPMG, for audit and audit related services amounted to a total of RMB2.99 million. There were no non-audit related services provided by KPMG during 2023.

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

Services by the Auditors 核數師提供的服務		Amount 金額 (RMB) (人民幣)
Annual auditing services:	年度審核服務：	
2023 interim reviewing service	2023年中期審閱服務	720,000
2023 annual auditing service	2023年年度審核服務	2,270,000
Total	總計	2,990,000

## 信息披露

本公司根據上市規則及其他適用法規披露資料，並根據有關法律法規向公眾刊發定期報告及公告。本公司已制定並實施了《信息披露制度》，其中規定(其中包括)對內幕消息的處理及發佈的報告程序。董事會秘書負責處理本公司信息披露事務，督促本公司制定並執行信息披露制度和重大信息的內部報告制度，促使本公司和相關當事人依法履行信息披露義務。董事會是負責本公司信息披露工作的專門機構，董事會秘書和董事會辦公室人員是負責本公司信息披露的工作人員。本公司確認相關人員截至2023年12月31日止年度期間均已遵守《信息披露制度》的要求。

## 核數師酬金

截至2023年12月31日止年度，就審核及審核相關服務已付或應付本公司核數師畢馬威會計師事務所的薪酬總計達人民幣2.99百萬元。於2023年，畢馬威會計師事務所並無提供非審核相關服務。

就畢馬威會計師事務所提供年度審核服務已付或應付的薪酬分析如下：

## GENERAL MEETINGS

During the year ended 31 December 2023, the Company held 1 general meeting. The details of the attendance of the Directors are as follows:

## 股東大會

截至2023年12月31日止年度期間，本公司召開1次股東大會，董事出席詳情如下：

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

## Annual General Meeting

The 2022 annual general meeting of the Company was held at the Training Room, 40th Floor, Block 1, Join-Share International Financing Center, No. 31 Fuhua Road, Dongping Community, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC on 28 June 2023 at 3:00 p.m. (the “2022 AGM”).

At the 2022 AGM, the following resolutions were considered and passed by way of poll by Shareholders and their proxies. The poll results are set out as follows:

## 股東週年大會

本公司2022年度股東週年大會於2023年6月28日下午三時正假座中國廣東省佛山市順德區樂從鎮東平社區富華路31號中盈盛達國際金融中心1棟40樓培訓室舉行(「2022年度股東週年大會」)。

於2022年度股東週年大會上，下列決議案已按股東及彼等委託代理人以投票表決方式審議通過，投票表決結果載列如下：

Ordinary Resolutions 普通決議案	Number of votes and percentage of the total voting shares at the 2022 AGM (%) 票數及佔2022年度股東週年大會上有表決權股份總數的百分比(%)		
	For 贊成	Against 反對	Abstain 棄權
1. To consider and approve the report of the Board for the year ended 31 December 2022 as set out in the 2022 annual report of the Company published on 20 April 2023 (the “2022 Annual Report”). 審議及批准本公司於2023年4月20日刊發的2022年年報(「2022年年報」)所載截至2022年12月31日止年度董事會報告。	1,152,653,041 (100.000000%)	0 (0.000000%)	0 —
2. To consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2022 as set out in the 2022 Annual Report. 審議及批准2022年年報所載截至2022年12月31日止年度本公司監事會報告。	1,152,653,041 (100.000000%)	0 (0.000000%)	0 —
3. To consider and approve the audited financial statements and the independent auditor's report of the Company for the year ended 31 December 2022 as set out in the 2022 Annual Report. 審議及批准2022年年報所載截至2022年12月31日止年度本公司經審核財務報表及獨立核數師報告。	1,152,653,041 (100.000000%)	0 (0.000000%)	0 —
4. To consider and approve the dividend distribution plan for the year ended 31 December 2022 as set out in the 2022 Annual Report. 審議及批准2022年年報所載截至2022年12月31日止年度股息分配方案。	1,152,653,041 (100.000000%)	0 (0.000000%)	0 —
5. To consider and approve the budget plan of the Group for the year ending 31 December 2023 as set out in the Notice. 審議及批准通告所載本集團截至2023年12月31日止年度的預算方案。	1,152,653,041 (100.000000%)	0 (0.000000%)	0 —
6. To consider and approve the reappointment of KPMG as the Company's auditor and to authorise the Board to fix its remuneration for the year ending 31 December 2023. 審議及批准續聘畢馬威會計師事務所為截至2023年12月31日止年度本公司核數師並授權董事會釐定其酬金。	1,152,653,041 (100.000000%)	0 (0.000000%)	0 —



## COMMUNICATIONS WITH SHAREHOLDERS

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

## SHAREHOLDERS' RIGHTS

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

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

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

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

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

## 與股東的溝通

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

## 股東權利

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

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

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

## 召開臨時股東大會及提呈提案

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

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

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

### ENQUIRIES TO THE BOARD

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

### AMENDMENT OF CONSTITUTIONAL DOCUMENTS

There were no amendments/changes to the Company's constitutional documents during the year ended 31 December 2023.

根據公司章程第66條，於本公司擬舉行股東大會時，單獨或者合計持有本公司有表決權的股份百分之三以上的股東，可以在股東大會召開十日前提出提案並書面提交董事會；董事會應當在收到提案後二日內通知其他股東，並將該提案提交股東大會審議。提案的內容應當屬於股東大會職權範圍，並有明確議題和具體決議事項。

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

### 向董事會提出查詢

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

### 章程文件的修訂

於截至2023年12月31日止年度，並無本公司章程文件修訂／變動。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### 1. ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

This is the eighth Environmental, Social and Governance Report (hereinafter referred to as the “ESG Report”) published by the Group. This Report elaborates the measures adopted by the Group to fulfill its corporate social responsibility and implement the concept of environmental sustainability for the year ended 31 December 2023 (hereinafter referred to as the “Year”).

#### 1.1. Reporting Standards

This ESG Report has been prepared in accordance with the Environmental, Social and Governance Reporting Guide (the “Guide”) set out in Appendix C2 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and the contents of this ESG Report have complied with the “comply or explain” provisions and the requirements of the four reporting principles (materiality, quantitative, balance and consistency) of the Guide. An index of the Guide prepared in accordance with the contents of this ESG Report is inserted in the last chapter of this ESG Report for readers’ easy reference.

### 1. 關於環境、社會及管治報告

本報告為本集團所發佈的第八份環境、社會及管治報告(下稱「ESG報告」)。本報告闡述本集團就截至2023年12月31日止年度(下稱「本年度」)履行企業社會責任、踐行環境可持續性發展的理念所及採取的措施。

#### 1.1. 報告準則

本ESG報告依據《香港聯合交易所有限公司證券上市規則》附錄C2《環境、社會及管治報告指引》(《指引》)編製，報告內容已符合《指引》中的「不遵守就解釋」的條文及四項匯報原則(重要性、量化、平衡及一致性)的要求。本ESG報告的最後一章有參考本ESG報告內容編製的《指引》索引，以便讀者快速查詢。

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

## 1.2. Reporting Scope

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

## 1.3. Preparation of the Report

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

## 1.4. Approval for the Report

This Report is published after being reviewed by the Board of Directors and is free of any false statements, misleading representations or material omissions.

## 1.5. Feedback

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

## 1.2. 報告範圍

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

## 1.3. 報告編寫

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

## 1.4. 報告批准

本報告經董事會審核後發佈，內容不存在任何虛假記載、誤導性陳述或重大遺漏。

## 1.5. 報告反饋

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

## 2. SUSTAINABLE DEVELOPMENT MANAGEMENT

Sustainable development is the cornerstone supporting the business operations carried by Guangdong Join-share, and is the core platform necessary to carry out business in a compliant manner. We insisted on integrating the ESG concepts into the Company's development strategy and explored a sustainable development model fit for a financial guarantee institution whereas our diversified and premium financial resources give a strong support for science and technology-based or environmentally friendly SMEs with good prospects and for the transition and upgrading of the real economy. Embracing the era featuring green development, we will continue to move forward and work on exploration and innovation, undertake the responsibility of boosting industrial development to serve our country and bring benefit to mankind, with a view to sharing the fruits of enterprise development with the whole society.

### 2.1. Board Statement

In compliance with the requirements under the Environmental, Social and Governance Reporting Guide of The Stock Exchange of Hong Kong Limited, the Group and the Board foster the Board's deeper engagement in governing the Company's Environmental, Social and Governance (ESG) matters and actively integrate ESG concepts into the Company's business practices.

The Board, as the highest decision-making body of the ESG management system, is responsible for regularly resolving and supervising the ESG policies, strategies, goals and annual work, reviewing and overseeing the ESG performance and progress towards goals on a regular basis, and making timely and appropriate adjustments based on the Group's business. In addition, the Group has an ESG Committee, which is responsible for identifying, assessing, reviewing and managing material ESG issues, coordinating and facilitating the implementation of the ESG policies across various departments, monitoring the ESG-related initiatives of all functional departments, as well as reviewing and monitoring the Group's ESG policies and practices, to ensure that the Group complies with the relevant legal and regulatory requirements.

## 2. 可持續發展管理

可持續發展是中盈盛達承載公司經營業務的基石，是合規開展業務需要的核心平台。我們堅持將ESG理念融入公司發展戰略，探索可持續發展的融資擔保機構發展模式，以豐富優質的金融供給，大力支持具有良好發展前景的科技型或環保類中小微企業，支持實體經濟的轉型升級。在綠色發展來臨的時代，我們將持續前行，開拓創新，以產業報國、造福人類為己任，與全社會共享企業發展成果。

### 2.1. 董事會聲明

本集團及董事會遵循香港聯合交易所《環境、社會及管治報告指引》要求，加強董事會在公司環境、社會及管治(ESG)事務治理的參與，積極將ESG理念融入公司業務實踐中。

董事會作為ESG管理體系的最高決策機構，負責定期決議及監督ESG方針、策略、目標及年度工作，同時定期檢討及監督ESG表現及目標達成進度，並根據本集團業務及時進行相應的調整。此外，本集團設置ESG委員會，負責識別、評估、審視及管理重大ESG事宜，協調及推動各部門執行各項ESG政策，監察各職能部門的ESG相關工作，同時負責檢討及監察本集團的ESG政策及常規，確保本集團符合相關法律及監管要求。

The Group's ESG Report for 2023 was reviewed and approved by the Board on 27 March 2024.

本集團2023年ESG報告已由董事會於二零二四年三月二十七日審閱批准。

## 2.2. Sustainable Development Governance

The benign ESG governance is of great significance in ensuring the stable operation for enterprises, coping with emergent crises and taking advantages of development opportunities. To ensure the proper implementation of policies set by the Board, we have established a three-level sustainability governance structure consisting of "Decision Making-Planning-Implementation" functions carried out by the Board, the ESG Committee, and the executive team respectively.

The Board reviews the corporate sustainability strategies, implementation plans, goals and performance reports proposed by the ESG Committee in a combination of regular and extraordinary meetings. The ESG Committee is responsible for assessing the environmental impact of the Company's business operations, promoting the implementation of environmental protection concepts and measures by all departments, and reporting on the Company's environmental and social performance to the Group's employees and other external stakeholders through various internal communication channels on a regular basis and through the publication of the ESG Report on an annual basis.

## 2.2. 可持續發展管治

良好的ESG管治在保障企業穩定運營、應對突發性危機與把握發展機遇等方面具有重要意義。為確保董事會制定的政策得以確切執行，我們已建立由董事會、ESG委員會和執行團隊構成的「決策 — 規劃 — 執行」三級可持續發展管治架構。

董事會以定期會議與臨時會議結合的方式，審核由ESG委員會提出的企業可持續發展戰略、執行計劃、目標及成效報告；ESG委員會則負責評估公司業務營運對環境的影響，推動各部門執行各項環保理念和措施，透過各種內部通訊渠道及每年刊發的ESG報告，向集團員工和其他外部持份者匯報企業的環保及社會的表現。

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

### 2.3. Communication with Major Stakeholders

In order to effectively fulfil its social responsibilities and safeguard the basic rights of all stakeholders in the course of its operations, the Group has identified its key stakeholders, including customers, shareholders and investors, employees, business partners, regulatory authorities, media, industrial peers, suppliers, community and non-government organisations, in accordance with the characteristics of the financial guarantee industry and its own operating conditions. The demands of each stakeholder are crucial to the long-term development of the Group. We hope to maintain effective communication with stakeholders to understand the issues of their concern and take proactive actions.

### 2.3. 與主要持份者溝通

為切實履行社會責任，保障經營過程中各持份者基本權利，根據融資擔保行業特點及自身經營狀況，本集團共識別出客戶、股東及投資者、員工、業務伙伴、監管機構、傳媒、同業、供應商、社區及非政府團體等在內的主要持份者。各持份者的訴求對於我們的長遠發展至關重要，我們希望與各持份者保持有效溝通，以了解其關切的議題並積極採取行動。

The Group has actively established various channels to maintain close contact with major stakeholders during the reporting period and has assessed and adjusted its own operation strategies and policies based on the opinions and suggestions of its stakeholders, striving to achieve sustainable development together with all stakeholders.

報告期內，我們積極建立多種渠道與主要持份者保持密切聯繫，並根據持份者的意見和建議評估和調整自身的運營策略和方針，致力與各持份者共同實現可持續發展。

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



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

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

## 2.4. Materiality Assessment

Taking into account the Group's own sustainable development, shareholders' focus concerns and the characteristics of the financial guarantee industry, the Group has ranked the Group's ESG material issues with reference to the disclosure obligations included in the Guide issued by The Stock Exchange of Hong Kong Limited, the SASB's Industry Materiality Issues Database (行業重要性議題庫) and the material issues concerned by outstanding peers as the basis of the preparation of this report and the work related to ESG management.

## 2.4. 重要性評估

本集團結合自身可持續發展情況、持份者關注重點及融資擔保行業特性，參考香港聯合交易所《指引》涵蓋的披露責任、美國可持續性會計準則委員會(SASB)的行業重要性議題庫以及優秀同行所關注的重要議題，對本集團ESG實質性議題進行排列，作為本報告的編製依據及開展ESG管理相關工作的基礎。

No. 序號	Name of Sustainable Development Issue 可持續發展議題名稱	Materiality Assessment 重要性評估
1	Enhancing the customer experience 提升客戶體驗	Core issues 核心議題
2	Intensifying risk management 強化風險管理	
3	Protecting employee rights and interests 保障員工權益	
4	Information security management 信息安全管理	
5	Caring for employee development 關注員工發展	

No. 序號	Name of Sustainable Development Issue 可持續發展議題名稱	Materiality Assessment 重要性評估
6	Adhering to business ethics 恪守商業道德	
7	Caring for employee benefits 關心員工福利	
8	Facilitating inclusive finance 助力普惠金融	
9	Coping with climate change 應對氣候變化	
10	Promoting green operation 推進綠色運營	
11	Promoting industry development 推動行業發展	
12	Achievements of Party Building 黨群建設成果	
13	Creating a satisfactory workplace 打造幸福職場	
14	Developing green finance 發展綠色金融	
15	Devoting to public charity 奉獻公益慈善	
16	Advocating green concepts 倡導綠色理念	
17	Respecting for intellectual property rights 尊重知識產權	
18	Supply chain management 供應鏈管理	
		General issues 一般議題

### 3. CORPORATE COMPLIANT OPERATIONS

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

#### 3.1. Intensifying Risk Management

The Group takes “risk control” as the first priority of operation and management to underpin its high-quality development with risk management, specifically including the establishment of a sound and effective internal risk management system in strict compliance with relevant national laws and regulations and industry regulatory requirements, building up various risk control modes suitable for the Company's business characteristics in accordance with the principles of “identifiable, measurable, controllable and disposable” and implementing “three-all” risk management with all aspects, all staff and all processes by adhering to the risk control concept of “Full Coverage Without Omission”.

In respect of organisational structuring, the Group follows the principles of comprehensiveness, concentration and independence, to divide the responsibilities in respect of risk management at each level. In accordance with their respective areas of responsibility, the Board, the management, departments and employees jointly managed credit risk, liquidity risk, market risk, operational risk, legal compliance, reputation risk and anti-fraud risk. The Group Risk Management Committee is responsible for reviewing the risk management system and policies, monitoring and evaluating their implementation and effectiveness, and giving recommendations to the Board in accordance with the Company's overall strategy; the Board monitors the risk management process through the Company's senior management and the Risk Management Department and is ultimately responsible for the overall risk management of the Company.

### 3. 企業合規經營

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

#### 3.1. 強化風險管理

本集團以「風險控制」為經營管理第一要務，嚴格遵守國家相關法律法規及行業監管要求，構建了健全有效的內部風險管理體系，按照「可識別、可計量、可控制、可處置」的原則，建立適合公司業務特點的各種風險控制模式，秉承「零縫隙、全覆蓋」的風控理念，實行全面、全員、全程的「三全」管理，以風險管理護航高質量發展。

在組織架構設置方面，本集團遵循全面性、集中性、獨立性等原則，劃分各層級在風險管理方面的職責，董事會、管理層、職能部門、員工均根據各自職責範圍，共同管理信用風險、流動性風險、市場風險、操作風險、法律合規、聲譽風險及反舞弊風險。集團風險管理委員會負責檢討風險管理制度及政策，監督及評審其實施和成效，並根據公司的整體戰略向董事會提供建議；董事會透過公司的高級管理層及風險管理部門監督風險管理工作，並對公司的整體風險管理負最終責任。

In respect of institutional system, the Group has formulated the “Measures for Project Risk Classification (《項目風險分類管理辦法》)” and the “Guidelines for Project Supervision (《項目監管操作指引》)” to supervise and control the potential risks of business operations, improve risk sensitivity and foresight and enhance asset risk management. We have also formulated the “Operation Manual on Financing Guarantee Business (《融資擔保業務操作手冊》)”, the “Operating Rules of Project Assessment Committee (《項目評審委員會操作細則》)”, the “Measures for Reputation Risk Management (《聲譽風險管理辦法》)”, the “Internal Audit System and Management Measures (《內部審計制度與管理辦法》)” and the “Internal Audit Management System (《內部審計管理制度》)”, covering the whole process of the financing guarantee business to effectively prevent and control risks.

In respect of risk assessment and management, we will assess and improve the existing risk management system in due course and formulate the “Risk Management Report (《風險管理報告》)”; we also conduct risk assessment and adopt stricter and higher standards, and increase specific risk monitoring or have project-specific risk screening on industries with greater risks or potentially involved in money laundering or on companies susceptible to the macro economy, or the projects of which material counter guarantee is in abnormal condition. In addition, we endeavour to improve our risk control team’s comprehensive capabilities through regular team building activities among our risk control personnel, activities including system promotion, salon sharing, product training and skill learning and the inclusion of personal learning and improvement into quarterly performance evaluation of our risk control personnel.

在制度體系建設方面，本集團制訂《項目風險分類管理辦法》《項目監管操作指引》監督控制業務運營的潛在風險，提高風險敏感度與前瞻性，強化資產風險管理。我們亦制定《融資擔保業務操作手冊》《項目評審委員會操作細則》《聲譽風險管理辦法》《內部審計制度與管理辦法》《內部審計管理制度》等，覆蓋融資擔保業務的全部流程，有效防範及控制風險。

在風險評估管理方面，我們會適時評估和完善現有的風險管理體系，製作《風險管理報告》；並對較高風險行業、可能涉及洗錢的行業、易受宏觀經濟影響的公司或重大反擔保措施處於不正常狀況的項目進行風險評估，實施更嚴格和更高的標準，增加進行特定風險監管或組織專項風險排查。此外，我們定期組織開展風控人員的團隊建設活動，開展制度宣貫、沙龍分享、產品培訓、技能學習等活動，並將學習提升納入風控人員的季度考核，提高風控隊伍的綜合水平。

### Three-All Risk Management 三全管理

#### All aspects

Including the management of major risks, such as credit risk, operational risk, market risk, liquidity risk, legal risk, reputation risk, etc.

#### 全面性

包括信用風險管理、操作風險管理、市場風險管理、流動性風險管理、法律風險管理、聲譽風險管理等主要風險管理。

#### All staff

Double due diligence by the project manager and risk control manager working in parallel under the mechanism of "Specific responsibilities for specific officers"; independent review of financial and legal departments, scientific and democratic decision-making by the Project Assessment Committee, contracts concluded and witnessed by two persons, post-transaction supervision and auditing supervision in the management system.

#### 全員性

「雙人雙責」的項目經理與風控經理平行盡職調查；財務、法律兩個專業崗位的獨立評審；科學民主決策的項目評審委員會；雙人參與合同簽約見證；後台的事後監管和審計監督等。

#### All processes

Including risk identification, risk assessment, risk monitoring, risk control, risk pricing, risk diversification, risk management and risk compensation during business operation to achieve the risk management objective of "Full Coverage Without Omission".

#### 全程性

包括業務運營過程中的風險識別、風險評估、風險監測、風險控制、風險定價、風險分散、風險處理、風險補償等，實現「全覆蓋、零縫隙」的風險管理目標。

### 3.2. Adhering to Business Ethics

The Group has been adhering to the concept of business ethics of honesty and integrity, and endeavours to create a fair and equitable business environment through system improvement, management enhancement and the construction of a culture of integrity.

In respect of system construction, the Group strictly complies policies, regulations and guidelines such as the “Law of the PRC on Anti-Money Laundering (《中華人民共和國反洗錢法》)”, the “Anti-Unfair Competition Law of the People’s Republic of China (《中華人民共和國反不當競爭法》)”, the “Guidelines for the Assessment of Money Laundering and Terrorism Financing Risks and Categorized Management of Customers of Financial Institutions (《金融機構洗錢和恐怖融資風險評估及客戶分類管理指引》) and the “Anti-Money Laundering and Counter Terrorist Financing Ordinance (《打擊洗錢條例》)” of the Hong Kong Special Administrative Region (the “HKSAR”) of the PRC, and formulates our anti-corruption systems, such as the “Anti-Money Laundering Management Measures (《反洗錢管理辦法》)” and the “Anti-Corruption Management Measures (《反舞弊管理辦法》)”, etc., and adopts a zero-tolerance approach for any form of corrupt conducts. During the reporting period, we formulated and issued the “Rules and Regulations on Integrity and Self-Discipline (《廉潔自律規定細則》)” to specify the methods of implementation and supervision of integrity and self-discipline, with a focus on eliminating corrupt conducts such as accepting inappropriate invitation to meals, accepting any benefits, inaction in performing duties for personal benefits and requesting benefits.

### 3.2. 恪守商業道德

本集團始終秉持誠信經營、廉潔從業的商業道德理念，通過制度完善、管理提升和廉潔文化建設，努力打造公平公正的營商環境。

在制度建設方面，集團嚴格遵守《中華人民共和國反洗錢法》《中華人民共和國反不正當競爭法》《金融機構洗錢和恐怖融資風險評估及客戶分類管理指引》、中國香港特別行政區《打擊洗錢條例》等政策法規和指引，制定《反洗錢管理辦法》《反舞弊管理辦法》等反貪腐制度，對任何形式的貪腐行為均採取零容忍。報告期內，我們制定印發《廉潔自律規定細則》，明確廉潔自律的實施與監督方法，重點杜絕「吃、拿、卡、要」等腐敗行為發生。



In respect of routine management, the Group builds an accessible channel for whistleblowing and complaining, encourages employees to actively report fraud, corruption and other corrupt practices via telephone, e-mail, WeChat official accounts and anti-corruption report boxes, and takes measures to effectively protect the legitimate rights and interests of the whistleblowers; the audit department, as a permanent body for anti-fraud initiatives, is responsible for organising and implementing the anti-fraud management across the Company, accepting and registering fraud reports, and carrying out investigations of fraud cases in accordance with the management authority under the Group's regulations.

In respect of education on integrity culture, the Group regularly conducts publicity and training on anti-corruption awareness and the concept of integrity through various means, such as the promotion of staff manuals and company rules and regulations, employees training so as to enhance the awareness of integrity in the workplace among all employees. During the reporting period, the Group conducts a number of integrity education and training activities, such as the party class on integrity and self-discipline and the party day activity themed with "Adhering to Workplace Integrity and Abiding by the Occupational Tolerance Threshold". 100% of our employees have taken in anti-corruption training.

During the reporting period, we have not discovered or been aware of any corruption-related litigation cases filed and concluded against the Group or its employees, and any breach of any relevant laws and regulations relating to bribery, blackmail, fraud and money laundering by the Group and its employees.

在日常管理方面，集團建設暢通的舉報投訴渠道，鼓勵員工通過電話、郵箱、公眾號及反舞弊舉報箱等方式，積極對舞弊、貪污等腐敗行為進行檢舉揭發，並採取措施有效保障舉報人的合法權益；審計部作為反舞弊工作的常設機構，負責具體組織及執行公司範圍內的反舞弊管理工作，受理舞弊舉報並進行舉報登記，並按集團規定的管理權限開展舞弊案件的調查。

在廉潔文化教育方面，集團定期通過員工手冊及公司規章制度的宣貫、員工培訓等多種方式開展反貪腐意識和廉潔從業理念的宣傳與培訓，提升全體員工廉潔從業意識。報告期內，集團開展了廉潔自律專題黨課學習會、「堅持廉潔從業恪守職業底線」主題黨日活動等多項廉潔教育培訓活動，員工反腐敗培訓覆蓋率達到100%。

報告期內，我們沒有發現或知悉任何對本集團或其員工提出並已審結的貪污訴訟案件，本集團及其員工在賄賂、勒索、欺詐或洗黑錢方面未違反任何有關法律法規。

### 3.3. Information Security Management

The Group strictly comply with the “Regulations of the People’s Republic of China for Safety Protection of Computer Information Systems (《中華人民共和國計算機信息系統安全保護條例》)”, the “Measures for Security Protection Administration of the International Networking of Computer Information Networks (《計算機信息網絡國際聯網安全保護管理辦法》)”, the “Personal Information Protection Law of the People’s Republic of China (《中華人民共和國個人信息保護法》)” as well as the “Personal Data (Privacy) Ordinance (《個人資料(私隱)條例》)” of the HKSAR of the PRC and other relevant laws and regulations in relation to cyber security and protection of personal information. We are highly concerned about the security and compliance of our business operations and endeavor to safeguard the security of our customers’ private data.

In terms of management structure, the Group has a cyber security and information technology leadership team to assure cyber security and business continuity management programmes with the main goals of cyber security and business sustainability.

In terms of system construction, the Group persistently improves its information security management system. At present, the Group has developed the “Compilation of Cyber Security Management System (《網絡安全管理制度匯編》)”, which is a compilation of rules and requirements under “Cyber Security Management Requirements (《網絡安全管理規定》)”, the “Server Room Security Management System (《機房安全管理制度》)”, the “Management System for the Protection of Users’ Personal Information (《用戶個人信息保護管理制度》)”, the “Management Requirements for Data Security and Backup and Recovery (《數據安全與備份恢復管理規定》)” and other requirements, so as to establish and improve the strategic, organizational, technical and operational systems for cyber security to ensure the sustained and steady operation of the information system and business.

### 3.3. 信息安全

本集團嚴格遵守《中華人民共和國計算機信息系統安全保護條例》《計算機信息網絡國際聯網安全保護管理辦法》《中華人民共和國個人信息保護法》和中國香港特別行政區的《個人資料(私隱)條例》等關於網絡安全、個人信息保護的相關法律條款，高度重視業務營運安全合規，努力保障客戶隱私數據安全。

在管理架構方面，集團設有網絡安全和信息化領導小組，以保護網絡安全、保證業務可持續發展為主要目標，落實網絡安全、業務連續性管理方案。

在制度建設方面，集團不斷完善信息安全管理制度，目前已制定有《網絡安全管理制度匯編》，匯集《網絡安全管理規定》《機房安全管理制度》《用戶個人信息保護管理制度》《數據安全與備份恢復管理規定》等細則要求，建立和完善網絡安全的策略體系、組織體系、技術體系和運作體系，保障信息系統和業務的持續穩定運行。

In addition, in terms of routine operation, the Group has set up a disaster recovery center in its subsidiaries in different locations and carries out effective operation and maintenance management to ensure the sustained and steady operation of information systems and businesses. In terms of training and promotion, the Group's Information Management Department is responsible for providing information and cyber security training on a regular basis to raise the awareness of information security among all staff.

During the reporting period, there are no material breaches of cyber security, information security and leakage of customer privacy in the Group.

此外，在日常運營方面，集團在異地子公司設有災備中心，並進行有效的運維管理，以保障信息系統和業務的持續穩定運行；在培訓宣貫方面，集團由信息管理部負責定期開展信息及網絡安全培訓，提升全體員工的信息安全意識。

報告期內，本集團未發生重大網絡安全、信息安全或客戶隱私泄露等違規事件。

<p>Cyber Security Management</p> <p>網絡安全管理</p>	<p>The Group regulates the management requirements for cyber security, online resources, network operation and maintenance, network configuration and network changes, and to improve the ability to resolve and eliminate cyber security incidents, designates network administrators to take charge of the implementation of cyber security technologies, including the Company's cyber security-related prevention, monitoring and disaster recovery, so as to ensure the safe and effective operation of the network communication system.</p> <p>規範網絡安全、網絡資源、網絡運維、網絡配置及網絡變更等管理要求，提高化解、消除網絡安全事故的能力；指定由網絡管理員負責公司網絡安全防範、監控和故障恢復等網絡安全技術的實施，確保網絡通訊系統的安全、有效運行。</p>
<p>Server Room Security Management</p> <p>機房安全管理</p>	<p>The Group has stipulated the site management, network management, anti-virus management, equipment management and security management of the server rooms, thereby ensuring the stable operation of the servers and normal operation of network equipment of the Company. The "Server Room Access Card Application Form" and the "Server Room Access Registration Form" must be completed to apply for entry and exit of the server room.</p> <p>對機房的環境管理、網絡管理、防病毒管理、設備管理、安全管理等方面做出規定，確保公司服務器穩定運行以及網絡設備的正常運轉；要求進出機房需要填寫「機房門禁卡申請表」、「機房出入登記表」等文件進行申請。</p>

<p>Data Security and Backup and Recovery Management</p>	<p>The Group regulates acts of data backup, storage and sampling, restoration, use, cleaning and transfer, destruction, to ensure the integrity, confidentiality and availability of all types of data; and it requires data backup or restoration of relevant documents to be carried out by backup administrators and regularly reviewed by the Information Management Department, so as to ensure the compliant backup and restoration.</p>
<p>數據安全與備份恢復管理</p>	<p>規範數據備份、保管與抽檢、恢復、使用、清理與轉存、銷毀等行為，確保各類數據的完整性、保密性和可用性；要求由備份管理員進行數據備份或恢復相關文檔，並由信息管理部門定期進行審閱，確保備份及恢復工作的合規性。</p>
<p>Management of Users' Personal Information Protection</p>	<p>The Group stipulates the regulations for the collection and use of users' personal information, requires the abidance by the principles of lawfulness, propriety and necessity, and clarify the purpose, manner and scope of the collection and use of the information; it prescribes the security measures such as safe storage and anti-hacking measures taken to prevent the leakage, corruption, tampering or loss of the user's personal information, and requires that the cyber security and information technology leadership team carry out supervision and inspection of the protection of the user's personal information at regular intervals.</p>
<p>用戶個人信息保護管理</p>	<p>明確用戶個人信息收集和使用規範，要求遵循合法、正當、必要的原則，明示收集、使用信息的目的、方式和範圍；規定採取安全儲存、防範入侵等安全保障措施防止用戶個人信息泄露、毀損、篡改或者丟失；要求網絡安全和信息化領導小組定期對用戶個人信息保護情況進行監督和檢查。</p>

### 3.4. Enhancing Customer Experience

The Group regards customers' demand as the compass of business development, upholds the customer service concept of "considerate care to meet more expectations (貼心關懷，更多期待)", makes full use of the advantages of financial technology, have accurate visibility of customer demand, and provides customers with convenient, efficient, sincere and considerate financing services and other value-added services to regulate finances and enhance management, so as to continuously improve our customer experience.

### 3.4. 提升客戶體驗

本集團將客戶的需求視為業務發展方向的指南針，秉持「貼心關懷，更多期待」的客戶服務理念，充分利用金融科技優勢，精準洞察客戶需求，為客戶提供便捷、高效、真誠、貼心的融資服務和其他規範財務、提升管理的增值服務，不斷提升客戶體驗。

We have ramped our tech-enabled financial services as we regard financial technology as a new engine for transitional development, and increase our investment in financial technology in terms of financial and human resources. We have set up Guangdong Join-Share Digital Technology Co., Ltd. (中盈盛達數科公司) to provide efficient and convenient online financing support services for SMEs relying on Internet technology and big data and intelligent risk control competency, and to provide data risk control support and online solutions for the Group's business segments.

Consistent efforts are made to improve the quality and efficiency of our financial services, by taking root in customer demand, innovating business types and modes, improving the business linkage mechanism, and fulfilling the role of a responsible financial institute. We are accountable for our customers with persistent strict and regulated business practices and satisfy our customers with superior and professional services, resolutely resisting illegal and irregular operations such as falsification and commercial bribery, and prohibiting any acts that may harm the interests of our customers.

As we value the opinions and suggestions of our customers, we have established a variety of communication channels. Customers can make complaints or give feedback through the feedback window on our official website and WeChat official account, or by phone or e-mail. Upon receipt of a complaint, we will register, accept, investigate and respond to it in a timely manner. In addition, we regularly organize forums, seminars and other activities and invite our customers to participate in, so as to proactively serve customers with our professional expertise and strive to enhance customer experience.

During the reporting period, the Group did not receive any complaints from customers and 100% of our customers give a satisfactory score.

我們加快科技賦能金融服務，將金融科技視作轉型發展的新引擎，加大對金融科技的資金與人員投入。我們設立中盈盛達數科公司，依靠互聯網技術及大數據智能風控能力，為中小微企業客戶提供高效便捷的線上融資支持服務，並為集團業務板塊提供數據風控支持和互聯網解決方案。

我們持續提升金融服務質效，以客戶需求為出發點，不斷創新業務品種及模式，完善業務聯動機制，發揮金融擔當作用。我們堅持通過嚴格規範的操作對客戶負責，通過優質專業的服務讓客戶滿意，堅決抵制弄虛作假、商業賄賂等違法違規操作，嚴禁任何可能損害客戶利益的行為。

我們重視客戶的意見與建議，建立多種溝通渠道，客戶可通過官網、微信公眾號的反饋窗口，或是電話、電郵等方式進行投訴或反饋。在接到客戶投訴後，我們會及時進行登記、受理、調查和回應。此外，我們定期組織論壇、講座等活動並邀請客戶參加，用專業所長主動服務客戶，努力提升客戶體驗。

報告期內，本集團未接獲客戶投訴，客戶好評度為100%。

**Case: launch of WeChat Mini Program “Tou Bao Bao (投保寶)”**

**案例：微信小程序「投保寶」上線**

In order to solve the financing difficulties of the tendering companies and foster the precise flows of liquidity to major fields and key parts in public resource transactions, our Anhui entity made proactive innovations, leading to the R&D initiatives and the launch of a WeChat applet designed for tender and letters of guarantee services “Tou Bao Bao”. “Tou Bao Bao” mainly serves for the tenderers which delivers complete online procedures from tender application, review to payment, connecting the “last one mile” of the e-enabled application of the whole tender and bid procedures and effectively improving the customer experience.

為更好地解決投標企業融資難題，讓金融活水精準流向公共資源交易中的主要領域和關鍵環節，安徽公司積極創新，研發並線上投標保函微信小程序「投保寶」。「投保寶」主要以投標企業為服務對象，通過金融和科技的雙重賦能，實現投標申請、審核和支付流程的全線上辦理，打通招投標全流程電子化應用的「最後一公里」，有效提升客戶體驗。

### 3.5. Respect for Intellectual Property Rights

The Group attaches importance to the protection of intellectual property rights and strictly complies with the Advertising Law of the People’s Republic of China, the Patent Law of the People’s Republic of China, the Implementation Rules of the Patent Law of the People’s Republic of China, the Trademark Law of the People’s Republic of China, as well as the Patent Ordinance and Copyright Ordinance of the Hong Kong Special Administrative Region of the People’s Republic of China. We have continued to strengthen the protection and management of intellectual property rights.

In terms of brand protection, the Group has registered the Group’s trademarks and names in accordance with the laws and emphasizes on the protection of the Group’s brands, product brands and other proprietary intellectual property rights, and resolutely opposes any form of infringement and endeavors to safeguard the Company’s legitimate interests. In terms of protection of research and development results, the software independently developed by the Group’s research and development team is only for internal use, and will be subject to software copyright registration in a timely manner. The Group also respects the intellectual property rights of all parties and requires the use of genuine software and hardware for other office software, computer systems and database systems to avoid infringing on the intellectual property rights of others.

### 3.5. 尊重知識產權

本集團重視知識產權的保護，嚴格遵守《中華人民共和國廣告法》《中華人民共和國專利法》《中華人民共和國專利法實施細則》《中華人民共和國商標法》及中國香港特別行政區的《專利條例》及《版權條例》等法律法規，持續強化知識產權保護和管理工作。

在品牌保護方面，本集團已對集團商標和名稱依法進行了註冊，注重對集團品牌、產品品牌等自有知識產權的保護，堅決反對任何形式的侵權行為，努力維護公司的合法權益；在研發保護方面，本集團研發團隊自主研發的軟件僅供內部使用，並要求及時進行軟件著作權登記。集團亦同樣尊重各方的知識產權權益，針對其他辦公軟件、計算機系統及數據庫系統均要求使用正版軟件及硬件，避免侵害他人知識產權。

As at the end of the reporting period, the Group had obtained a total of 31 software copyright registration certificates.

### 3.6. Supply Chain Management

While implementing the sustainable development strategies, the Group expects our suppliers to fulfill the same social responsibilities. We uphold the principle of fair, equitable and open procurement, and actively join hands with our supplier and partners to share our social responsibility and strive to achieve a win-win situation among multiple parties.

We have formulated the Guidelines on Collective Procurement of Special Materials (《專項物資集中採購工作指引》) and other procurement systems to regulate procurement activities and ensure the fairness of the procurement system and procedures. At the same time, we have set up a supplier database for the comparison and selection of supplier information, so as to continuously improve the efficiency of supplier management.

In terms of supplier evaluation, we not only evaluate the quality of products or services, goodwill, cost and other factors, but also include the performance of suppliers in terms of ethical standards, environmental protection standards, labor conditions and so on, and continue to give more concern about the social and environmental risk management of suppliers. In the selection of suppliers, we prioritize suppliers who have the same ethical standards as the Group and actively undertake corporate social responsibility. At the same time, we tend to purchase products and services with less environmental impact, and we are committed to working with our suppliers to create a responsible and sustainable business environment.

During the reporting period, there were a total of 25 suppliers in partnership with the Group, mainly providing products or services such as computers, stationery, office equipment, food and beverage, etc., all of which were from Guangdong province, the PRC.

截至報告期末，集團累計獲得31份軟件著作權登記證書。

### 3.6. 供應鏈管理

本集團在踐行可持續發展戰略的同時，亦希望我們的供應商履行相同的社會責任。我們秉持公平公正公開的採購原則，積極攜手供應商合作夥伴，共同承擔社會責任，努力實現多方共贏。

我們制定《專項物資集中採購工作指引》等採購制度，規範採購行為，確保採購制度和程序公平；同時設有供應商數據庫用於供應商信息比選，不斷提升供應商管理效率。

在供應商評估方面，我們在評估其產品或服務質素、商譽、成本等因素以外，還將供應商在道德標準、環保標準、勞動狀況等方面的表現納入評估範疇，持續強化對供應商社會及環境風險管理情況的關注。在供應商選擇方面，我們優先選擇與本集團具有同樣道德水平、積極承擔企業社會責任的供應商，同時亦傾向於採購對環境影響較小的產品及服務，致力於和供應商共同營造負責任、可持續的營商環境。

報告期內，與本集團合作的供應商累計25家，主要提供計算機、文書用品、辦公室設備、餐飲等產品或服務，全部來自中國廣東。

#### 4. FACILITATING EMPLOYEE GROWTH

Upholding the “people-oriented” core concept, Guangdong Join-Share aligns the development direction of the Company with the goals of the employees, and helps our talented employees to realize the transition from employment to occupation and from occupation to career, so as to realize the mutual growth of both the enterprise and the employees. We insist on equal employment and constantly improve our recruitment management rules to protect the basic rights and interests of our employees such as equal employment opportunities. We optimise the remuneration and benefits, and build a comprehensive remuneration management system that balances internal fairness and market competitiveness. We have a clear career development path and provide a prominent and robust development platform for our employees. We implement democratic management, establish an equal and democratic communication mechanism, persistently care for the lives of our employees, and create a safe and comfortable working environment.

##### 4.1. Protecting Employee Rights

The Group shows its respect for the rights of its employees, as evidenced by our strict compliance with the Labor Law of the PRC (《中華人民共和國勞動法》), the PRC Labor Contract Law (《中華人民共和國勞動合同法》) and other relevant laws and regulations, consistent adherence to the principles of equality, openness and fairness in recruitment practice, and prohibition of gender discrimination and race discrimination etc., and implementation of various regulations to avoid child labour and forced labour and assurance of employee’s basic rights and interests such as equal employment, remuneration, training and rest.

#### 4. 助力員工成長

中盈盛達倡導「以人為本」的核心理念，將企業發展方向與員工奮鬥目標結合在一起，幫助人才實現從就業到職業，從職業到事業的轉變，實現企業與員工共同成長。我們堅持平等僱傭，不斷完善招聘管理細則，保障員工平等就業等基本權益；我們優化薪酬福利，搭建兼顧內部公平和市場競爭性的全面薪酬管理體系；我們明確職業發展路徑，為員工提供卓越、健康的發展平台；我們實行民主管理，建立平等民主的溝通機制，持續關愛員工生活，營造安全、舒適的工作環境。

##### 4.1. 保障員工權益

本集團尊重員工的權利，嚴格執行《中華人民共和國勞動法》《中華人民共和國勞動合同法》等相關法律法規，始終堅持平等、公開、公正的招聘原則，杜絕性別歧視、民族歧視等現象，並落實避免童工、強制勞動的各項規定，保障員工平等就業、取得勞動報酬、接受培訓、休息等基本權益。



In terms of employee recruitment system, the Group has formulated the “Measures on Recruitment and Employment (《招聘與錄用管理辦法》)”, detailing the management requirements relating to recruitment, induction, probationary period and training. In terms of recruitment channels, we recruit talents through multiple channels. Apart from the official recruitment website of the Company, we also use recruitment websites, newspapers and periodicals, schools’ internal websites and employment guidance centers for college students to attract and recruit talents. Meanwhile, the Company also encourages employees to recommend outstanding talents who meet the Company’s employment standards and job qualifications. We will also establish industry talent information database, leverage on headhunters, use WeChat, community organizations and fraternity to recruit talents for key or special positions.

The Group is committed to creating a diverse, equal and harmonious and inclusive working environment, and prohibits discrimination and harassment against anyone due to gender, age, race, skin color, etc. During the reporting period, the Company did not find any incidents involving forced labour, illegal slavery, employment of child and underage workers, or any incidents of discrimination. 100% of our employees have entered into labour contracts and are covered by social insurance.

### **Employee Structure**

The Group has nearly 300 employees, most of whom have bachelor’s degree or above, and more than half of them have professional qualifications related to law, accounting, finance or economics. Senior management members have served the Company for an average of over ten years, and all of them are experienced professionals from different industries, including

在員工招聘制度方面，集團制定了《招聘與錄用管理辦法》，詳列了招聘、入職、試用期以及培訓相關的管理要求；在招聘渠道方面，我們多渠道廣納人才，除公司官方招聘網站外，還利用人才招聘網、報刊、校園內部網站、大學生就業指導中心等吸引和招聘人才，同時，公司也鼓勵員工推薦符合公司用人標準和崗位任職資格的優秀人才，亦會建立行業人才信息庫，借用獵頭公司，利用微信、社團組織及聯誼會招募關鍵或特殊職位人才。

本集團致力於打造一個多元平等、和諧共融的工作環境，禁止任何人因性別、年齡、種族、膚色等而被歧視或騷擾。報告期內，公司未發現任何涉及強迫勞動、非法奴役、僱傭童工及未成年工事件和任何歧視事件，勞動合同簽訂率與社會保險覆蓋率均達到100%。

### **員工結構**

本集團有近300位員工，其中大部分是本科或以上學歷，超過半數以上人員持有法律、會計、金融或經濟相關專業資質。高級管理層成員服務公司平均超過十年，均為來自包括銀行、保險、證券、信託、投資、法律、會計、金融等不同方面

banking, insurance, securities, trusts, investments, law, accounting, and financial services. The intermediate and senior management and the backbone of the Company hold equities in the Company and have consistent interests with the Company. The specific composition of the personnel is as follows:

的專才，行業經驗豐富。中高層管理人員和公司骨幹持有公司的股權，與公司利益一致。具體的人員構成如下：

Indicator 指標	2023 2023年度
Total number of employees 員工總數	294
<b>Number of employees by gender 按性別劃分的員工人數</b>	
Female 女性	130
Male 男性	164
<b>Number of employees by employment type 按僱傭類別劃分的員工人數</b>	
Full-time junior staff 全職初級員工	218
Full-time middle management 全職中級管理層	70
Full-time senior management 全職高級管理層	6
<b>Number of employees by age groups 按年齡劃分的員工人數</b>	
Below 30 years old 30歲以下	50
30–50 years old (including those who are aged 30 and 50) 30–50歲(含30歲及50歲)	224
Above 50 years old 50歲以上	20
<b>Number of employees by geographical region 按地區劃分的員工人數</b>	
Employees in Eastern China 華東地區員工	15
Employees in Southern China 南方地區員工	279

**Employee turnover**

**員工流失**

Indicator 指標	2023 2023年度
Total employee turnover rate 僱員總流失率	14.97%
<b>Employee turnover rate by gender 按性別劃分的員工流失率</b>	
Female employee turnover rate 女性僱員流失率	13.08%
Male employee turnover rate 男性僱員流失率	16.46%
<b>Employee turnover rate by age 按年齡劃分的員工流失率</b>	
Below 30 years old 30歲以下僱員流失率	22.00%
30-50 years old (including those who are aged 30 and 50) 30-50歲僱員流失率(含30歲及50歲)	13.84%
Above 50 years old 50歲以上僱員流失率	10.00%
<b>Employee turnover rate by geographical region 按地區劃分的員工流失率</b>	
Eastern China 華東區域僱員流失率	60.00%
Southern China 南方區域僱員流失率	12.54%

#### 4.2. Care for Employee Benefits

Adhering to the principles of fairness, impartiality, openness and transparency in remuneration management, and developing the open and transparent the “Remuneration Management Measures (《薪酬管理辦法》)” and the “Join-Share Remuneration Standards (《中盈盛達薪酬標準表》)”, the Group establishes a remuneration management system in line with the Company’s development strategies, and sets up a remuneration structure comprising of fixed salaries, performance commissions, performance bonuses and benefits and subsidies for all employees, so as to facilitate the delivery of the Company’s performance objectives and continuously improve the performance of its employees. Meanwhile, the Group has ramped up the establishment of the employee honour and incentive mechanism, highlighted the spiritual incentives of employees on the basis of material incentives, and enhanced employees’ sense of honor and sense of belonging.

In terms of talent incentives, upholding the principle of “clear goals and results-oriented practices”, the Group creates a positive organizational atmosphere while retaining and rewarding outstanding talents. Meanwhile, we insists that all remuneration and benefit systems shall be reviewed and announced through democratic procedures to ensure that the remuneration and benefit systems are legal and compliant. Through scientific and refined performance appraisal mechanism, we give employees impartial evaluation and fair return, with a view to “attracting talents, retaining talents, motivating talents and accomplishing talents”.

#### 4.2. 關心員工福利

本集團秉持公平、公正、公開、透明的薪酬管理原則，制定公開透明的《薪酬管理辦法》中盈盛達薪酬標準表》，建立與公司發展戰略相匹配的薪酬管理體系，為所有員工設定由固定工資、績效提成、績效獎金和福利補貼組成的薪酬結構，以促進公司業績目標實現，持續提高員工績效表現。同時，集團加大對員工榮譽激勵機制的建設，在物質激勵的基礎上重視員工的精神激勵，提升員工榮譽感與歸屬感。

在人才激勵方面，集團秉持「目標明確、結果導向」的原則，在保留和獎勵優秀人才的同時，營造了積極進取的組織氛圍；同時堅持各項薪酬福利制度均經過民主程序審核、公示，確保薪酬福利制度合法合規，通過科學完善的績效考核機制，給予員工公正評價、公平回報，以期「吸引人才、留住人才、激勵人才、成就人才」。

In terms of employee benefits, we are highly attentive to the needs of our employees' lives and provide comprehensive benefit security. We develop and implement employee benefit policies. On the basis of timely and full payment of basic salary, social insurance contribution and housing provident fund contributions for employees in accordance with the law, we provide a series of benefit items such as lunch subsidy, transportation allowance, seniority allowance, hot weather allowance, commercial insurance, health checkups, holiday benefits, and tailored uniforms for all employees in accordance with the requirements of compliance, individualization, and motivation.

Meanwhile, we are also concerned about the quality of life of our employees. In addition to statutory holidays and annual leave, our employees are also entitled to usual attendance-based pay during maternity leave, marriage leave, bereavement leave, maternity/paternity leave and other leave periods in accordance with the law. In addition, we also enhance our employees' sense of belonging and happiness by organizing team-building activities and offering gifts in important holidays and festivals.

#### 4.3. Care for Employee Development

By taking root in cultivating "career-loving talents" for a long term, the Group strives to establish harmonious cooperative relations between capital and talents. Through implementing flexible and scientific management of "system+culture", we have developed a long-term career platform, which gathers a batch of elite talents who are loyal, passionate for guarantee, and willing to grow together with the Company for a long term to fulfill their career goals. We attract, retain and cultivate talents through scientific and well-established training system, promotion mechanism, career planning and other measures, in an effort to enable our employees to advance from employment, to occupation, and to career.

在員工福利方面，我們全方位關注員工生活的需要，提供全面的福利保障。我們制定並落實員工福利政策，在定時足額發放基本工資、依法為員工繳納社會保險及住房公積金的基礎上，按照合規、個性化、激勵性要求，還為全體員工提供了午餐補貼、交通補貼、司齡津貼、高溫補貼、商業險、健康體檢、節日福利、量身定制司服等一系列福利項目。

同時，我們也密切關注員工生活質量，除了法定節假日和年假外，員工在產假、婚假、喪假、生育陪護假等假期期間也依法享有正常出勤薪酬；此外，我們還會通過舉辦團建活動、贈送年節禮品等方式，提升員工的歸屬感和幸福感。

#### 4.3. 關注員工發展

本集團立足長遠培養「事業人」，努力構建資本與人才的和諧合作關係，實行「制度+文化」剛柔並濟的科學管理，打造長久的事業平台，匯聚了一批忠誠熱愛擔保，願意長期與公司共同發展、成就事業的精英人才。通過科學完善的培訓體系、晉升機制和職業生涯規劃等措施吸引人才、保留人才、發展人才，努力讓員工實現從就業到職業到事業的提升。

We provided employees with diversified career development directions and dual-path career development plan, and formulated the “Administrative Measures on Recruitment and Employment (《招聘錄用管理辦法》)”, “Administrative Measures on Promotion (《晉升管理辦法》)” and other systems, which detailed qualification requirements for different posts, and provided explicit guideline and reference for development direction, promotion and position change of employees.

我們為員工提供了多元化的職業發展方向和雙通道職業發展規劃，制定了《招聘錄用管理辦法》《晉升管理辦法》等制度，針對不同類別設置了詳細的任職資格要求，為員工發展方向、晉升及崗位變動提供了明確指引與參考。



**Career Development Path**  
職業發展通道

We advocate life-long learning to employees and endeavor to establish a comprehensive training system to cultivate versatile talents. Based on the “Administrative Measures on Training (《培訓管理辦法》)”, we will develop different professional talent cultivation and training plan for specific job posts, providing tailor-made growth path and development direction plans for employees.

我們倡導員工終身學習，努力構建完善的培訓體系，努力培養複合型人才。我們會依據《培訓管理辦法》，針對具體工作崗位，制定不同的專業人才發展與培訓計劃，為員工規劃適合自身的成長路徑和發展方向。

For new employees, the Group will arrange one-on-one mentorship and induction training for them, to help them quickly adapt to the corporate environment, and meet the post requirements. Training includes general courses, professional courses and job rotation. For all employees, the Company offers general training and professional training, including business training, risk control training, management training and internal training for each department, to help employees grow. In addition, the Company also provides external training opportunities such as external training or exchange, academic qualification or title improvement support.

During the reporting period, the Company invested a total of RMB240,000 in conducting a series of training programs, such as special training on GONG E TONG (供E通) products, special training on laws, special meeting on publicity and training of the “Rules on Business Archives Management (《業務檔案管理細則》)” and the “Guidelines on Use of Credit Report (《徵信報告使用指引》)”, and special training class on goal management of middle and senior management.

針對新入職員工，集團會為其安排一對一導師輔導及新員工培訓，幫助新員工盡快適應公司環境，達到崗位工作要求，培訓內容包括通用類課程、專業課程和輪崗學習；針對公司全體員工，公司設有通用培訓及專業培訓，包括業務培訓、風控培訓、管理人員培訓和各部門內部培訓等，助力員工成長；此外，我們還會提供外出培訓或交流、學歷或職稱提升支持等外部培訓的機會。

報告期內，公司開展了供E通專項產品培訓、法律專題培訓、《業務檔案管理細則》及《徵信報告使用指引》宣貫培訓專題會議、中高層管理人員目標管理專題培訓班等一系列培訓活動，總計投入人民幣240,000元。



**Occupational Training System**  
**職業培訓體系**

Indicator 指標	2023 2023年度
Average training hours per female employee (hour) 每個女性僱員平均培訓時數(小時)	38.9
Average training hours per male employee (hour) 每個男性僱員平均培訓時數(小時)	34.4
Average training hours per full-time junior staff (hour) 每個全職初級員工平均培訓時數(小時)	38.3
Average training hours per full-time middle management (hour) 每個全職中級管理層平均培訓時數(小時)	32.8
Average training hours per full-time senior management (hour) 每個全職高級管理層平均培訓時數(小時)	10.7

**Case: Special training class on goal-specific management for middle and senior management**  
**案例：中高層管理人員目標管理專題培訓班**

On 7 November, in order to enhance the comprehensive managerial capabilities of middle and senior management in goal breakdown, process tracking and post review, the Group held the special training on goal-specific management for middle and senior management, with nearly 90 management and cadre employees participating in such training.

11月7日，為提升中高層管理人員的目標分解、過程追蹤以及事後復盤的綜合管理能力，本集團舉辦了中高層管理人員目標管理專題培訓，近90名公司管理人員及骨幹員工參加。





**Case: Training for 2023 new employees and military training at Huangpu Military Academy**  
**案例：2023年新員工培訓及黃埔軍校軍訓**

On 15 November, the training for 2023 new employees of the Group kicked off at Join-Share International Financing Center. Wu Liejin, chairman of the Company, delivered an opening speech and gave the first lesson — Inclusive Finance and Guangdong Join-Share, providing new employees with a brief introduction to the industry overview, company profile, corporate culture, etc.; the Company's senior management and middle management from units at front, middle and back ends gave new employees a series of lectures covering the four major business segments, risk management system, information construction, internal management practices and human resources policies of the Company respectively.

11月15日，本集團2023年新員工培訓在中盈盛達國際金融中心拉開帷幕，公司董事長吳列進作開訓致辭並講授第一門課程——《普惠金融與中盈盛達》，向新員工詳細介紹了行業概況、公司情況及企業文化等內容；公司高管及前中後台單位的中層管理幹部分別為新員工開展了包括公司四大業務板塊、風險管理體系、信息化建設、內部管理規範及人力資源政策等一系列的授課。



#### 4.4. Creating a Happy Workplace

##### *Occupational Health and Safety*

The Group values occupational health and safety management for employees, with a view to providing them with a healthy and safe working environment. With a goal of “zero work-related fatality and zero occupation disease”, we continue to improve our occupational health and safety management system and refine our safe production policies and management practices.

In order to consolidate our health and safety assurance services, the Group has made numerous efforts: in terms of safety management, to strengthen safety management for offices, the Group has formulated the “Contingency Plan for Sudden Disasters (《突發災害應急預案》)” in accordance with the “Management Measures on Administration (《行政管理辦法》)”, and conducted safety emergency drills on a regular basis; for office environment, the Company continued to optimize working environment by setting up several staff lounge areas within the Company, and also building a roof garden for employees to relieve their work stress; in addition, the Group provides employees with additional competitive commercial insurance annually, organizes regular physical checkups for employees, and carries out health lectures to guide all staff to establish a healthy lifestyle, and develop good habits, thereby preventing occurrence of disease at root and protecting their physical health to the maximum extent.

#### 4.4. 打造幸福職場

##### **職業健康與安全**

本集團重視員工職業健康安全管  
理，致力於為員工提供健康安全  
的工作條件，以「零工亡事故、零  
職業病」為目標，不斷完善職業  
健康與安全管理體系，健全安全  
生產制度與管理規範。

為夯實集團的健康與安全保障服  
務，集團做出了一系列的努力：在  
安全管理上，為加強公司辦公職  
場安全管理，集團根據《行政管  
理辦法》要求制定了《突發災害  
應急預案》，定期開展安全應  
急演練；在辦公環境方面，公司  
持續優化工作環境，不僅在公司  
內設立多個員工休息區，其中  
頂樓還設有空中花園為員工舒  
緩工作壓力；此外，集團每年  
為員工額外提供有競爭力的商  
業保險，定期組織員工體檢，並  
開展健康講座，引導全體員工  
樹立健康的生活理念，養成良  
好的生活方式，從根本上預防疾  
病的發生，最大程度地保障身  
體健康。

During the reporting period, the Group conducted 2 emergency drills, and we have reported no work-related injury or fatality throughout the year.

報告期內，集團開展應急演練2次，全年未有因工傷亡的員工。



Office Environment  
辦公環境



Roof Garden  
頂樓花園



Physical Checkup Notice  
體檢通知



Health Lecture  
健康講座

**Case: Fire safety training and drill organized in 2023**

**案例：組織2023年消防安全培訓與演練**

On 25 August, to further facilitate special screening and rectification of fire hazards, and consolidate fire safety defense, the Group, in conjunction with the property management company, Cushman & Wakefield, carried out fire safety training and drill at Join-Share International Financing Center, promoting employees in further mastering basic firefighting knowledge and skills, and improving their quick response ability and self-rescue ability in case of fire emergency.

8月25日，為進一步推進消防安全隱患專項排查整治工作，築牢消防安全屏障，集團聯合戴德梁行物業公司在中盈盛達國際金融中心開展消防安全培訓與演練，促進員工進一步掌握基本消防知識和技能，提高應對突發事件的快速反應能力和防火自救能力。



**Communication with and Care of Employees**

The Group fully respects and safeguards various legal rights of all employees, including equal negotiation and collective agreement. The Company has established the Staff Representative System, and developed smooth, efficient, positive and harmonious communication mechanism through reasonable suggestions, Chairman's Reception Day, staff representative congress, etc., to respond to and address the reasonable appeals of employees in various aspects, improve their sense of identity and belonging, and promote the benign development of enterprise. By adhering to service-oriented and problem-oriented approach, the trade union of the Group attaches great importance to the appeals of employees and provides timely responses thereto, in order to continuously boost service standard and capability for employees.

**員工溝通與關懷**

本集團充分尊重並維護所有員工包括平等協商與集體協議在內的各項合法權利。公司建立《員工代表制度》，並通過合理化建議、董事長接待日、職工代表大會等活動形式，建立了順暢高效、積極和諧的溝通機制，回應與滿足員工多方面合理訴求，提升員工認同感與歸屬感，促進企業良性發展；集團工會堅持服務導向與問題導向，高度重視員工的訴求並及時給予答覆，不斷提高服務員工的水平和能力。

Meanwhile, the Group advocates joy for work and life, and actively creates a warm-hearted workplace. It gathers team power with advanced corporate culture, and strengthens team exchanges through regular cultural and sports activities. We have a well-established employee care system in place, to empower and support employees from multiple dimensions and aspects. In daily life and major festivals, we create rich and colorful leisure-time activities platform for employees, carry out a series of activities, such as badminton fellowship activities, friendly basketball match and walking events, to encourage employees to keep the balance of work and relaxation; for female care, we also pay attention to various needs of female employees in work and life at all times, actively implement maternity leave, breastfeeding leave and allowance policy, and send holiday gifts to female employees on the Women's Day each year, delivering warmth to female employees.

同時，本集團提倡快樂工作、快樂生活，積極打造暖心職場，用先進的企業文化凝聚團隊力量，通過定期組織文體活動，加強團隊交流。我們建設了完善的員工關懷體系，多維度、多方面給予員工賦能支持。在日常生活和重大節日中，我們為員工創造豐富多彩的業餘活動平台，開展了羽毛球聯誼活動、籃球友誼賽、徒步活動等一系列活動，鼓勵員工勞逸結合；在女性關懷方面，我們也始終關注女員工的在工作生活中的各項需求，積極落實產假、哺乳假以及津貼政策，每年在婦女節都會為女員工送上節日福利，為女員工帶來溫暖。

#### Case: Celebrating the International Women's Day on 8 March

##### 案例：舉辦「三八」國際婦女節慶祝活動

On the morning of 8 March, to celebrate the International Women's Day on 8 March, enrich cultural life of female employees, and create a healthy, happy and positive cultural atmosphere, the labour union of the Company carried out themed celebration activities, with specially prepared terrific dim sum and stove-boiled tea (圍爐煮茶), ring toss, song guessing game, photo taking and other forms of game sessions, giving holiday benefits and blessings to all female employees, so that they can feel a warmly home-like atmosphere.

3月8日上午，為慶祝「三八」國際婦女節，豐富女員工的文化生活，營造健康快樂、積極向上的文化氛圍，公司工會組織開展主題慶祝活動，特別準備了精美的點心與圍爐煮茶、套圈圈、歡樂猜歌、拍照打卡等形式多樣的遊戲環節，為全體女員工送上節日福利及祝福，讓大家感受大家庭般的溫暖。



**Case: Participating in the 50km walking event in Foshan**  
**案例：參加佛山50公里徒步活動**

On 1 April, the Group organized employees to participate in the 50km walking event in Foshan. Nearly 100 employees took active part in such event, to feel the beauty of Foshan City with foot, and take the lead to have a new healthy lifestyle. Such route started from Qiandeng Lake Living Water Park, ran through Nanhai Financial Park, Yingyue Lake Park, Cuibao Garden and other stations, and finally ended at Century Lotus Sports Center. Such walking event not only strengthened employees' willpower and stamina, but also demonstrated their sound spirituality and positive and healthy mentality.

4月1日，集團組織員工參加佛山50公里徒步活動，近百名員工踴躍參與其中，用腳步丈量佛山城市之美，引領健康生活新時尚。活動從千燈湖活水公園出發，穿越南海金融公園、映月湖公園、翠寶園等站點，最後直達世紀蓮體育中心。本次徒步活動，不僅強化了員工自身的意志力和毅力，展現了大家良好的精神風貌和積極向上的健康心態。



**Case: Carrying out open day activity**  
**案例：舉辦家庭開放游園日活動**

On 29 August, to further narrow the distance between the "big family" of the Company and the "small family" of employees, the Company especially carried out the Guangdong Join-Share open day activity, and distributed the Company's 20th anniversary gifts to the families who successfully completed the game. Through diversified activities, such open day allowed family members of our employees to visit and gain an understanding of the Company, and feel a warmly home-like atmosphere in the Company.

8月29日，為進一步拉近公司「大家」和員工「小家」之間的距離，公司特別舉辦中盈盛達家庭開放游園日活動，並為成功完成遊戲闖關的家庭派發公司成立20周年的紀念禮品。開放日通過豐富精彩的活動讓員工家屬走進公司、了解公司，感受到公司大家庭的溫暖。



Festival Activity  
節日活動



1Q Birthday Party  
第一季度生日會

Sports Activity  
體育活動



Third Session of "Good Player" Badminton Game  
第三屆「好球手」羽毛球比賽



"International Programmer's Day"  
Celebration Activity  
「國際程序員日」慶祝活動



"3+2" 3-on-3 Basketball  
Match Mixed Team Competition  
「3+2」三人籃球賽混合團體賽

## 5. SERVING GREEN DEVELOPMENT

Under the principal guideline of finance leading green development, serving the real economy, and supporting green reform and transformation of traditional industries, the Group adheres to the concept of green throughout its business operations. By centering on ecological civilization construction, green finance demonstration area construction, and other major national strategic deployments, we actively provide professional and efficient green financial services for the green and low-carbon transformation of economy and society, thus promoting the achievement of “dual carbon” goals with all efforts.

### 5.1. Coping with Climate Change

Climate change has become one of the major crises which threaten the survival and development of mankind. Given increased risks relating to extreme weather disasters, food crisis, energy shortage, etc. caused by changes in weather patterns, combating climate change has become a core sustainability issue globally. With increasing potential financial risk brought by global climate change, the stability of financial market has also been threatened. Therefore, it is increasingly important for financial institutions to carry out climate- and environment-related risk analysis and prevention and control. As the Group is located in South China region, we have identified climate change-related risks based on the characteristics of our business, defined and described the risks and opportunities brought to the Company by climate

## 5. 服務綠色發展

本集團以金融引領綠色發展、服務實體經濟、支持傳統產業綠色改造轉型為主線，堅持把綠色的理念貫穿在各項業務當中，圍繞生態文明建設、綠色金融示範區建設等重大國家戰略部署，積極為經濟社會綠色低碳轉型提供專業、高效的綠色金融服務，全力助推「雙碳」目標實現。

### 5.1. 應對氣候變化

氣候變化已成為威脅人類生存和發展的主要危機之一，天氣模式改變導致極端天氣災害、糧食危機、能源短缺等風險增加，應對氣候變化已成為全球可持續發展的核心議題。隨著全球氣候變化帶來的潛在財務風險與日俱增，金融市場的穩定性也受到威脅，金融機構開展氣候和環境相關風險分析和防控的重要性日益凸顯。本集團處於華南地區，根據自身業務特性，我們已經



change, and formulated corresponding countermeasures upon analysis item by item, details of which are set out in the table below:

對氣候變化相關風險進行識別，定義和描述氣候變化為公司帶來的風險和機遇，並逐條分析制定相應應對措施，具體情況見下表：

Transition Risk 轉型風險					
Type of risk 風險類型	Description of risk 風險描述	Potential major financial implication 潛在的主要財務影響	Primary climate-related risk driver 首要氣候相關風險動因	Time frame/ Degree of impact 時間範圍/ 影響程度	Countermeasures 應對措施
Policy and legal risk 政策和法律風險	<p>Since the official proposal of the carbon peaking and carbon neutrality goals in China since 2020, the national and local governments have successively introduced laws and regulations on green, low carbon, circular economic development, etc., with continuously improved policy systems centering on the dual carbon goals. The Group shall follow the regulatory guidelines of multiple parties, including the China Banking and Insurance Regulatory Commission, People's Bank of China, China Securities Regulatory Commission and stock exchanges, and meet the requirements on green financial development and information disclosure.</p> <p>In the future, it is expected that the government and regulators will continue to increase the information disclosure requirements on green finance and low-carbon development for financial institutions, which may lead to an increase in compliance costs of the Group.</p> <p>自2020年我國正式提出碳達峰碳中和目標以來，全國及各地方政府相繼推出綠色低碳及循環經濟發展等相關法律法規，圍繞雙碳目標的政策體系不斷完善。本集團需遵循包括銀保監會、人民銀行、證監會及交易所在內的多方監管指引，滿足綠色金融發展及信息披露相關需求。</p> <p>未來，預計政府及監管機構將不斷提高對金融機構在綠色金融及低碳發展領域信息披露要求，可能導致本集團合規成本上升。</p>	<p>Increase in indirect (operating) costs</p> <p>間接(運營)成本增加</p>	<p>Regulation of climate-related risks in finance industry</p> <p>金融行業氣候相關風險的監管</p>	<p>Long term/ High</p> <p>長期/高</p>	<p>The Group will pay close attention to the requirements of government and regulators on environmental information disclosure, to ensure the Company's compliance with relevant environmental regulations, and reduce its compliance risk.</p> <p>The Group will disclose ESG report on an annual basis, to elaborate to stakeholders the Group's practices and achievements in green operations, green finance, etc.</p> <p>本集團密切關注政府和監管機構對環境信息披露的要求，確保公司遵守相關環保法規，降低合規風險。</p> <p>本集團以年度為單位定期披露ESG報告，向持份者詳細闡述本集團在綠色運營、綠色金融等方面的工作實踐及取得的成果。</p>

Transition Risk 轉型風險					
Type of risk 風險類型	Description of risk 風險描述	Potential major financial implication 潛在的主要財務影響	Primary climate-related risk driver 首要氣候相關風險動因	Time frame/ Degree of impact 時間範圍/ 影響程度	Countermeasures 應對措施
Technical risk 技術風險	<p>During the process of achieving the “dual carbon” goal in China, traditional industries, including electricity, steel, construction, construction materials and chemical industry, will embrace mass renovations and technological upgrades for energy conservation and emission reduction. In the future, if the business personnel of the Group are lack of expertise in green technological renovations and environmental benefits, etc., it may impact the Group's investments in enterprises and conducting of guarantee business in green fields.</p> <p>During the process of comprehensively exploring digital transformation, more and more business of the Group is conducted online, with greater pressures on back-end data processing. If the Group fails to timely grasp and apply leading information technology, it may lead to poor customer experience and low internal management and operation efficiency.</p>	<p>Increase in indirect (operating) costs</p> <p>間接(運營)成本增加</p>	<p>Technical transformation to low emissions</p> <p>向低排放技術轉型</p>	<p>Short term/ Moderate</p> <p>短期/中</p>	<p>The Group will actively participate in training and exchanges on green finance and carbon finance organized by regulators and peers, and assist business departments to broaden horizons and improve expertise in green finance.</p> <p>The Group will continue to increase information technology inputs in technology-enabled finance fields, optimize customer experience and enhance internal operational efficiency.</p> <p>積極參與監管機構組織及同業組織的綠色金融、碳金融相關培訓及交流活動，幫助業務部門拓寬視野、提升綠色金融專業技能。</p> <p>本集團在科技賦能金融領域不斷加大信息科技投入，優化客戶體驗，提升內部運營效率。</p>
	<p>在我國實現「雙碳」目標過程中，包括電力、鋼鐵、建築、建材及化工在內的傳統工業行業將迎來大面積節能減排改造、技術升級。未來，若本集團業務人員對於綠色技術改造、環境效益等專業知識認知不足，可能影響集團對綠色領域企業投資及擔保業務的開展。</p> <p>在全面探索數字化轉型的過程中，本集團業務線上化程度越來越高，後台數據處理壓力增加。若本集團無法及時掌握並應用領先信息技術，可能導致客戶體驗下降，內部管理運營效率低下。</p>				

Transition Risk 轉型風險					
Type of risk 風險類型	Description of risk 風險描述	Potential major financial implication 潛在的主要財務影響	Primary climate-related risk driver 首要氣候相關風險動因	Time frame/ Degree of impact 時間範圍/ 影響程度	Countermeasures 應對措施
Market risk 市場風險	<p>The intrinsic value of an enterprise is closely related to its long-term sustainable development capacity. As present, an increasing number of capital market players and financial consumers pay attention to an enterprise's ability at tackling climate change-related risks, and measure its sustainable development capacity in this regard. If the Group fails to meet the expectations in the capital market on the Company's performance in responding to climate change, it may lead to a decrease in the Group's investment value and lack of product competitiveness.</p> <p>During the process of promoting achievement of the "dual carbon" goals, coal and electricity consumption will be constrained in the "Fourteenth Five-year Plan" period, and decreased gradually in the "Fifteenth Five-year Plan" period, while solar energy, wind energy and other clean energy will be strongly supported. Against the backdrop of further promotion in the national and local carbon markets, the asset quality in high-emission industries may be affected, such as thermal power, steel, cement and chemical industry, which may in turn affect the guarantee and investment business of such enterprises.</p> <p>企業內在價值與其長期可持續發展能力密切相關。目前越來越多的資本市場參與者及金融消費者關注企業應對氣候變化風險能力並以此衡量其可持續發展能力，若本集團無法滿足資本市場對公司氣候變化應對表現預期，可能導致本集團投資價值下降，產品競爭力不足。</p> <p>推動「雙碳」目標實現過程中，煤炭及電力消費在「十四五」期間將受到限制，「十五五」期間逐步減少，而太陽能、風能等清潔能源將獲得大力扶持。在全國及地方碳市場進一步推廣的背景下，火電、鋼鐵、水泥及化工等高排放行業的資產質量可能會受到影響，從而影響該類企業的擔保和投資業務。</p>	Decrease in income caused by lower demands for products and services 產品和服務需求降低造成的收入減少	Changes in consumer behaviors 消費者行為改變	Long term/ Moderate to high 長期/ 中—高	<p>The Group will practice ESG development concept, publish ESG report on a regular basis, and present to stakeholders our performance in fulfilling social responsibilities and responding to climate change.</p> <p>For investment business, the Group will select technology-based or eco-friendly enterprises, and invest majorly in state-backed technology-based or eco-friendly SMEs.</p> <p>本集團踐行ESG發展理念，定期發佈ESG報告，向持份者展示本集團履行社會責任，應對氣候變化等方面的表現。</p> <p>投資業務上，本集團均選擇科技型、環保型的企業，所投項目多為國家支持的科技型或環保類中小微企業。</p>

Transition Risk 轉型風險					
Type of risk 風險類型	Description of risk 風險描述	Potential major financial implication 潛在的主要財務影響	Primary climate-related risk driver 首要氣候相關風險動因	Time frame/ Degree of impact 時間範圍/ 影響程度	Countermeasures 應對措施
Reputation risk 聲譽風險	<p>Global climate change has now been an issue of great public concern. If the Group or our guarantee or investment customers cause destructive effect on climate or environment during our or their operations, it may result in reputation risk faced by the Group, and less attraction to stakeholders including customers, investors and employees.</p> <p>The Group may face reputation risk if it causes environmental and social risks due to incomplete management of environmental and social risks or lack of strict review in financing guarantee projects.</p> <p>當下全球氣候變化問題受到社會公眾高度重視，若本集團或本集團擔保或者投資客戶在經營過程中對氣候或環境造成破壞性影響，可能導致本集團面臨聲譽風險，對包括客戶、投資者及員工在內的持份者的吸引力下降。</p> <p>本集團若因融資擔保項目中對環境和社會風險管理不完善、審查不嚴格而導致發生環境和社會風險，可能會面臨聲譽風險。</p>	Decrease in income caused by lower demands for products and services 產品和服務需求降低造成的收入減少	Negative press coverage related to support of projects or activities with negative impacts on the climate 與支持對氣候有負面影響的項目或活動有關的負面新聞報道	Short term/ Moderate 短期/中	<p>The Group will actively promote green operation and office, regularly collect data on energy consumption, monitor operational risk, and disclose our measures and achievements in climate-related risk management.</p> <p>The Group will do our best to support and participate in climate change mitigation and adaptation activities, such as a variety of international or domestic activities related to enterprise and product emission reduction, and actively fulfill our corporate social responsibilities.</p> <p>本集團積極推行綠色運營辦公，定期收集能源消耗數據，監控運營風險，並披露在氣候風險管理方面的措施和成果。</p> <p>本集團盡力支持並參與氣候變化減緩和適應活動，例如國際國內各種與企業和產品減排相關的活動，積極履行企業的社會責任。</p>

Physical Risk 實體風險					
Type of risk 風險類型	Description of risk 風險描述	Potential major financial implication 潛在的主要財務影響	Primary climate-related risk driver 首要氣候相關風險動因	Time frame 時間範圍	Countermeasures 應對措施
Acute risk 急性風險	Due to climate change in recent years, the frequency of extreme weather has increased on a nationwide scale, including rainstorms, floods, gale, draught, etc., which may give rise to the following risks: (1) the Group's place of business or data center may be damaged, thereby affecting the continuity of the business of the Company; (2) employee health and safety may be impacted, thereby affecting business operations of the Company; (3) financing guarantee customers' place of business may be damaged, thereby affecting their business activities with decreases in solvency; and (4) restoration of damaged place of business may be expensive, thereby affecting the Group's operating results.	Increase in indirect (operating) costs	Increased severity and frequency of extreme weather events, such as cyclones and floods	Long term/ Moderate to low	The Group has formulated flexible financing plan, including diversified financing sources, to mitigate the impacts on liquidity caused by natural disasters and other factors.
急性風險	近年來因氣候變化，全國各地極端天氣發生頻率上升，包括暴雨洪水、大風、乾旱等極端天氣事件可能導致以下風險：(1)本集團經營場所或數據中心遭到破壞，影響公司業務連續性；(2)損害員工健康與安全，影響公司業務開展；(3)對融資擔保客戶經營場所造成破壞，影響其經營活動，償債能力下降；及(4)受損經營場所修復花費大量資金，影響本集團經營業績。	間接(運營)成本增加	極端天氣事件(如氣旋和洪水)的嚴重程度和頻率增加	長期/ 中—低	本集團已制定靈活的融資計劃，包括多元化融資來源，以降低自然災害等因素對資金流動性的沖擊。
Chronic risk 慢性風險	Chronic natural disasters, such as rising sea level and changes in rainfalls, arising from global climate warming will have negative impacts on the economic development in Foshan, which may in turn affect the business activities of the Group and our financing guarantee customers in the province, and lead to declining asset quality of our customers, and transfer of some place of business.	Increase in indirect (operating) costs	Rising average temperature	Long term/ Moderate to low	The Group has identified material climate-related issues which have impacted, and may impact, the Company, and formulated relevant mitigation measures, policies and response actions. The Group has formulated emergency plans for extreme weather or events, and regularly conducted emergency drills in various places of business. The Group will take comprehensive consideration of regional climate conditions in site selection of machine room, to ensure continuity of our business.
慢性風險	全球氣候變暖引起的海平面上升，降雨量變化等慢性自然災害因素將對佛山地區經濟發展產生負面影響，從而影響本集團及省內融資擔保客戶經營活動，可能導致本集團客戶資產質量下降，部分經營場所需要轉移。	間接(運營)成本增加	平均氣溫上升	長期/ 中—低	本集團已識別及應對已經及可能會對公司產生影響的重大氣候相關事宜的相關減緩措施的政策及應對行動。 本集團針對極端天氣或事件制定應急預案並定期安排各經營場所進行應急演練。綜合考量機房選址地區氣候條件，保障業務連續性。

Opportunities 機遇					
Type of opportunity 機遇類型	Description of opportunity 機遇描述	Potential major financial implication 潛在的主要財務影響	Primary climate-related risk driver 首要氣候相關風險動因	Time frame 時間範圍	Countermeasures 應對措施
Efficiency of resources 資源效率	With the continual development of low-carbon technology in new energy fields, and further expansion of application scope, the Group is expected to reduce operating costs by promoting such energy-saving and emission-reduction technology to offices of various places of business. 隨著新能源等領域低碳技術的不斷發展，以及應用範圍的進一步擴大，本集團有望通過辦公將此類節能減排技術推廣至各經營場所來降低經營成本。	Increase in indirect (operating) costs 間接(運營)成本增加	Practicing green and low-carbon operations 踐行綠色低碳營運	Medium term/ Moderate 中期/中	The Group adheres to the concept of green decoration in our headquarters building, practically fulfills the commitment of low-carbon operations, and implements energy-saving and emission-reduction strategies through monitoring data on energy consumption, to support the Group's green and low-carbon operations. 本集團總部大樓建築秉承綠色裝飾理念，切實履行低碳運營承諾，通過監控能耗數據，實施節能減排策略，助力本集團綠色低碳運營。
Products and services 產品及服務	During the process of achieving the "dual carbon" goals in China, various green and eco-friendly industries will have huge demands for financing guarantee as emerging industries supported by national strategies. As a financing guarantee institution, the Group is expected to complete business transformation by providing customers in the province with diverse and customized financing guarantee services, and generate returns to investors. 在我國實現「雙碳」目標的過程中，各類綠色環保產業作為國家戰略新興扶持產業將會有巨大融資擔保需求。作為融資擔保機構，本集團有望通過為省內客戶提供多樣化、個性化的融資擔保服務完成業務轉型，並為投資者帶來回報。	Increase in income caused by stronger demands for products and services 產品和服務需求增加帶來的收入增長	Development and/or expansion of low-emission products and services 低排放產品和服務的開發和/或擴展	Long term/ High 長期/高	For investment business, the Group will select technology-based or eco-friendly enterprises, and invest majorly in state-backed technology-based or eco-friendly SMEs. 投資業務上，本集團均選擇科技型、環保型的企業，所投項目多為國家支持的科技型或環保類中小微企業。

## 5.2. Developing Green Finance

The Group actively responds to the call of national policy by co-building the community of shared future for mankind and nature. We firmly implement new development concepts of innovation, coordination, green, openness and sharing, continue to explore products and services in green finance, “dual carbon” goals and other sustainability fields, actively integrate the concept of green and sustainable development into various businesses, and insist on aligning economic benefits with environmental and ecological benefits.

In respect of investment business, we select technology-based or eco-friendly enterprises. Moreover, we adopt innovative business model of investment linkage, and channel financial liquidity into strategic emerging industries, to achieve win-win situation in improved benefits and environmental protection. We firmly abandon the extensive economic growth pattern featuring great investment, high energy consumption and pollution, and low returns. During the reporting period, over 90% of our investment projects were state-backed, technology-based or eco-friendly SMEs with good development prospects, thereby firmly practicing the national strategy of green development.

In respect of finance scenarios, we explore diversified model of “finance + scenario” through empowerment of technology finance under the principal guideline of finance leading green development, serving the real economy, and supporting green reform and transformation of traditional industries. We also thoroughly explore a new model of integrated development of green finance and inclusive finance, develop services of “digital finance + green finance”, and accelerate the pace of digital transformation of financial guarantee business.

## 5.2. 發展綠色金融

本集團積極回應國家政策號召，共建人與自然命運共同體，堅定不移貫徹創新、協調、綠色、開放、共享的新發展理念，持續探索綠色金融、「雙碳」等可持續發展領域相關的產品服務，主動將綠色可持續發展理念與各業務領域相結合，堅持經濟效益與環境生態效益相統一。

投資業務層面，我們均選擇科技型、環保型的企業，而且創新投貸聯動的業務模式，將「金融活水」引向戰略性新興產業，實現效益增長和環保的雙贏，堅決摒棄高投入、高能耗、高污染、低效益的粗放型經濟增長方式。報告期內，我們所投項目90%以上都是國家支持的、具有良好發展前景的科技型或環保類中小微企業，堅定不移踐行國家綠色發展戰略。

金融場景層面，我們以金融引領綠色發展、服務實體經濟、支持傳統產業綠色改造轉型為主線，運用科技金融賦能，探索「金融+場景」的多元模式，深入探索綠色金融和普惠金融融合發展新模式，發展「數字金融+綠色金融」服務，加快融資擔保業務數字化轉型的步伐。

### 5.3. Boosting Green Operations

The Group guides and promotes the flow of more resources into green-related fields, while continuing to intensify our own carbon footprint management. We propel green operations through energy conservation and emission reduction in four major areas, namely water resource management, waste management, energy management and emission management. We continue to strengthen publicity and education of green and environmental protection, and practice the “dual carbon” strategy and green development concept.

#### *Water Resource Management*

Production and operation activities of an enterprise are often associated with a large amount of consumption and discharge of water resources. Irrational usage and discharge of water may cause waste, pollution or even exhaustion of water resources. Despite that the Group’s water consumption is mainly allocated to washroom water and direct drinking water, which is relatively less compared to manufacturing enterprises, we still actively execute measures on water resource management to effectively reduce consumption of water resources.

We adopted faucets with infrared sensing technology for washrooms, which will automatically cut water supply if it detects the discontinued use of water, thus effectively reducing unnecessary waste of water; meanwhile, we posted a lot of water-saving slogans within the Company, with an aim to arouse employees’ water-saving awareness and advocate them to actively participant in water-saving actions, which cultivated environmental awareness of all staff radically and created a sound water-saving atmosphere; in addition, we replaced drinking water from barreled water with public direct drinking water, which is unpacked and can significantly reduce the production of barreled water and bottled water, and help build an energy-saving society and create a low-carbon homeland. Through the above measures, we endeavored to reduce water usage during the process of operations, to ensure consumption of water resources as less as possible while developing our business, and contribute to the sustainable development.

### 5.3. 推進綠色運營

本集團在引導和促進更多資源流入與綠色相關領域的同時不斷加強自身碳足跡管理，從水資源管理、廢棄物管理、能源管理、排放管理四個主要領域進行節能減排，提升綠色營運水平，並不斷強化綠色環保宣傳教育，踐行「雙碳」戰略和綠色發展理念。

#### *水資源管理*

企業的生產經營活動往往伴隨著大量的水資源消耗和排放，不合理的用水和排水行為可能導致水資源的浪費、污染甚至枯竭。儘管本集團的用水主要來自洗手間用水和直飲水，相較於生產型企業，用水量相對較少，但我們仍積極推行水資源管理措施以有效降低水資源的消耗。

我們採用了紅外感應技術的洗手間水龍頭，當檢測不到人員使用時會自動停止供水，這有效地減少了不必要的水浪費；同時，我們在公司內部張貼了大量的節水標語，旨在喚起員工的節水意識，號召大家積極參與節約用水的行動，從根本上培養了全員的環保意識，形成了節約用水的良好氛圍；此外，我們將飲用水由桶裝水更換為直飲水，飲用無包裝的公共直飲水，可以大幅度地降低對於桶裝水、瓶裝水的生產量，有利於建設節約型社會，打造低碳家園。我們通過以上措施在運營過程中努力降低用水量，以確保在業務發展的同時對水資源的消耗盡可能地減少，為可持續發展貢獻一己之力。



During the reporting period, our offices at headquarters in Foshan had a total water consumption of 2,326 tons, representing a consumption of 0.28 tons per square meter. In the future, we are committed to continuously improving water use efficiency by technological renovation, awareness enhancement and other means.

### **Waste Management**

Waste management is vital to the ESG performance of an enterprise. Improper management may lead to environmental issues, lawsuits, damage to enterprise reputation and other risks. The Group attaches great importance to waste management, strives for green development, energy saving and emission reduction, and has adopted multiple measures to achieve this goal, thereby making positive contribution to environmental protection and sustainable development.

Reducing generation of waste is critical to waste management. No packaging materials were produced during operations. Meanwhile, employees were encouraged to use recyclable office stationery to minimize wastes generated in the office. For some financing guarantee business, we rely on internet technology to conduct business online in a paperless and intelligent manner, to reduce consumption of papers, and therefore effectively reduce the generation of waste.

報告期內，佛山總部辦公室總耗水量為2,326噸，每平方米耗水量為0.28噸。未來，我們致力於繼續通過技術改造、意識提升等方式，不斷提升用水效率。

### **廢棄物管理**

廢棄物的管理對企業ESG表現至關重要。管理不當可能導致環境問題、法律訴訟以及企業聲譽受損等風險。我們集團高度重視廢棄物管理，致力於綠色發展、節能減排，並採取了多項措施以實現這一目標，為環境保護和可持續發展做出積極的貢獻。

減少廢棄物的產生對廢棄物管理至關重要。我們在運營過程中並無生產任何包裝材料，同時鼓勵員工使用可循環的辦公用具，以盡量減少辦公室的廢棄物量；同時，針對部分融資擔保業務，我們依靠互聯網技術，將業務走向線上無紙化、智能化，以減少紙張的消耗，從而有效減少廢棄物的產生。

Proper treatment of waste is an important link of waste management. During our waste treatment process, we paid special attention to the treatment of hazardous wastes, such as waste ink cartridges, waste toner cartridges and other waste electronic products. To ensure such hazardous wastes will not have negative effect on the environment and human health, we have entrusted a qualified third-party organization for proper treatment, to minimize the burden on environment. On the other hand, we also emphasize on recycling of used paper, which will be centrally sent to a carton recycling factory for recycling after a sufficient amount is collected, to realize effective reuse of resources while reducing emissions of solid wastes.

During the reporting period, the amount of hazardous waste and non-hazardous waste generated by the Group was 0.60 ton and 1.40 tons, respectively, and the amount of hazardous waste and non-hazardous waste generated per employee was 0.0020 ton and 0.0048 ton, respectively.

合理處置廢棄物是廢棄物處理的重要環節。在我們的廢棄物處理流程中，特別重視處理有害廢棄物，例如廢墨盒、廢碳粉盒以及其他廢棄電子產品。為了確保這些有害廢棄物不會對環境和人類健康造成負面影響，我們委託了經過資格認證的第三方處理機構進行妥善處理以最大程度地減少對環境的負荷。另一方面，我們也重視廢舊紙張的回收利用，一旦我們收集到足夠數量的廢舊紙張，我們將其集中送往回收紙箱廠進行循環再利用，從而實現資源的有效再利用，同時也降低了固體廢物的排放量。

報告期內，本集團的有害廢棄物產生量及無害廢棄物產生量分別為0.60公噸及1.40公噸，每名員工的有害廢棄物產生量及無害廢棄物產生量分別為0.0020公噸及0.0048公噸。

**Case: Zhongshan Entity facilitated the successful launch of the first electronic guarantee letter for contract performance in the province**

**案例：中山公司推動全省首筆電子履約保函順利落地**

In September 2023, as driven jointly by the Zhongshan Public Resources Trading Platform (中山公共資源交易平臺) and Guangdong Join-Share Zhongshan Entity, the winner of the tender, which was granted the "Tanzhou Town Industrial Platform Road Water Supply Pipe Engineering Project (坦洲鎮產業平台道路供水管工程項目)", paid the project contract performance deposit in way of electronic guarantee letter, marking it the first of its kind in engineering construction tender project in the province. Such move streamlined the complicated paper work procedures into efficient electronic form, and fundamentally tackling the time-consuming issue and difficulty in discerning the authenticity, etc. It is also an innovative practice of paperless office, demonstrating forward-looking and positive impact of green finance.

2023年9月，在中山公共資源交易平臺與中盈盛達中山公司的共同推動下，「坦洲鎮產業平台道路供水管工程項目」中標企業使用電子保函方式繳納項目履約保證金，成為全省首單工程建設招投標項目應用履約電子保函。這一舉措將紙質保函繁瑣的手續化為高效的電子形式，從根本上解決了保函處理耗時、真偽難辨等問題，也是無紙化辦公的創新實踐，展示了綠色金融的前瞻性和積極影響。

### **Energy Management**

Excellent energy management not only helps enterprises reduce carbon emissions, save energy and costs, but also improves enterprises' competitiveness and sustainability. In this connection, we closely monitor energy consumption, and try to reduce energy consumption in our business operations. The energy consumption of the Group mainly comes from electricity, and therefore electricity conservation is significant to our overall reduction of energy consumption.

For illumination system and air conditioning system, we have adopted a series of effective energy-saving measures. For illumination system, we promote less use of lighting, advocate use of natural light, and conduct regular cleaning of lamps and lanterns to improve lighting efficiency. We also set independent switches for zoning lighting, with timely shutdown of lighting equipment in areas not in use, to reduce unnecessary waste of energy. After employees get off work, we inspect air conditioners and power equipment in office areas, and ensure switch off the equipment not in use, to further reduce energy consumption. For air conditioning system, we set the air conditioner at a reasonable temperature, and clean the air conditioner filters regularly to improve cooling efficiency.

During the reporting period, the headquarters in Foshan had a total electricity consumption of 439,577 kWh during its course of operation and a total electricity consumption intensity of 52.94 kWh per square meter. In the future, we will continue the monitoring of energy consumption with refined energy management at the core, and make energy saving plan to further lower our energy consumption.

### **能源管理**

卓越的能源管理不僅有助於降低企業的碳排放、節約資源和成本，還可以提高企業的競爭力和可持續性，因此我們密切監測能源消耗情況，努力減少業務運營中的能源消耗。本集團的能源消耗主要來自電力，因此節約用電對我們整體降低能源消耗量至關重要。

針對照明和空調系統，我們採取了一系列有效的節能措施。對於照明系統，我們推廣減少照明使用，倡導自然光利用，同時定期清潔燈具，以提高照明效率。我們還設置了獨立開關分區域照明，及時關閉不使用區域的燈光設備，以減少不必要的能源浪費。在員工下班時，我們進行辦公區域的空調、電源設備巡查，確保關閉不使用的設備，進一步降低能源消耗。對於空調系統，我們合理設定溫度，並定期清洗空調濾網，以提高製冷效率。

報告期內，佛山總部辦公室在運營過程中的總耗電量為439,577千瓦時，而總耗電密度則為每平方米52.94千瓦時。未來，我們將以能源精細化管理為核心，繼續做好能源消耗情況的監測，並做好節能方案，進一步減少能源消耗。

### Emission Management

The Group is actively shouldering its corporate social responsibility. In line with national policy trends, we have identified emission sources and implemented corresponding control measures. For example, we regularly monitored and recorded emission data, and made improvements according to assessment results, with a view to reducing greenhouse gas emissions and achieving sustainable development.

Our greenhouse gas sources were mainly from electricity consumption in our offices at headquarters in Foshan and carbon emissions from the use of vehicles. Set forth below is the greenhouse gas (GHG) emissions from our offices at headquarters in Foshan during the reporting period<sup>1</sup>:

GHG 溫室氣體	unit 單位	2023 2023年度
Direct GHG emissions (Scope 1) 直接溫室氣體排放(範圍1)	Tonnes CO <sub>2</sub> equivalent (tCO <sub>2</sub> e) 公噸二氧化碳當量	7.49
Indirect GHG emissions (Scope 2) 間接溫室氣體排放(範圍2)	tCO <sub>2</sub> e 公噸二氧化碳當量	250.69
Total GHG emissions (Scope 1 & 2) 總溫室氣體排放量(範圍1及2)	tCO <sub>2</sub> e 公噸二氧化碳當量	258.18
GHG emission intensity 溫室氣體排放密度		
Per square meter (Scope 1 & 2) 每平方米(範圍1及2)	tCO <sub>2</sub> e/m <sup>2</sup> 公噸二氧化碳當量/平方米	0.031

### 排放管理

本集團積極肩負企業社會責任，配合國家政策趨勢，識別排放源頭並實施相應的控制措施，例如我們定期監測和記錄排放數據，並根據評估結果進行改進，致力於減少溫室氣體排放量，實現可持續發展。

我們的溫室氣體來源主要是佛山總部辦公室的電力消耗及使用公司車輛所產生的碳排放量，以下是報告期內我們位於佛山總部辦公室的溫室氣體排放情況<sup>1</sup>：

1. With reference to the Corporate Greenhouse Gas Emission Accounting Methods and Reporting Guidelines for Power Generation Facilities (2022 Revision) issued by the Ministry of Ecology and Environment of the People's Republic of China.

1. 參考中國生態環境部發佈的《企業溫室氣體排放核算方法與報告指南發電設施(2022年修訂版)》。

#### 5.4. Advocating Green Concept

The Group strictly complies with the Environmental Protection Law of the People's Republic of China (《中華人民共和國環境保護法》) and the Energy Conservation Law of the People's Republic of China (《中華人民共和國節約能源法》) and other laws and regulations related to environmental protection. Moreover, we establish our in-house Corporate Environmental Policy to clarify the administrative system related to environmental protection, adopt relevant environmental protection measures, and call on thrifty among employees, so as to minimize the burden of corporate operations on the environment. Furthermore, we vigorously advocate green and low-carbon lifestyle, continue to organize, carry out or participate in various environmentally friendly activities, and consciously undertake the social responsibility of "Going clean and low carbon, saving energy first (綠色低碳、節能先行)". By doing this, we strive to become a mover in protecting the ecological environment and an advocate of green lifestyle, showing our responsibility as a local financial institution.

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

#### 5.4. 倡導綠色理念

本集團嚴格遵守《中華人民共和國環境保護法》和《中華人民共和國節約能源法》等環境相關法律法規，並於集團內部制定《企業環境政策》明確環保相關的行政制度，並採取相關環保措施，號召員工厲行節約，盡可能降低企業運營對環境造成的負擔。此外，我們大力倡導綠色低碳的生活方式，持續組織開展或參加各種環保活動，自覺肩負起「綠色低碳、節能先行」的社會責任，努力成為保護生態環境的行動者和綠色生活的倡導者，展現出地方金融機構的責任與擔當。

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

**Case: Event of “Foshan New Town Binshui Run for Fun (佛山新城濱水樂跑賽)”**  
**案例：「佛山新城濱水樂跑賽」活動**

In April 2023, to encourage our employees to practice green development concept, take part in the ecological and environmental protection cause with practical actions, and actively respond to the initiative of the government of Lecong Town, Shunde District, the Group organized a 50-person delegation to take part in the event of “Foshan New Town Binshui Run for Fun”, making a voice for protection of the earth with a group of players, and co-creating a social atmosphere of green development.

2023年4月，本集團為呼叻員工踐行綠色發展理念，以實際行動參與到生態環保事業中，積極響應順德區樂從鎮政府號召，組建了50人的公司方陣代表隊參加「佛山新城濱水樂跑賽」活動，與一眾選手一起為保護地球發聲，共同營造綠色發展社會氛圍。



## 6. CO-BUILDING A BEAUTIFUL COMMUNITY

The Group insists on making progress amid stability, and makes joint efforts in higher quality and efficiency, so as to achieve quality, efficient and sustainable development. We make unremitting contribution to the building of a harmonious society and concurrent increase in both enterprise value and social value through our devotion to inclusive financial services, industrial development, fulfilment of social responsibilities, public charity and remarkable party building results.

## 6. 共建美好社區

本集團堅持穩中求進，聚力提質增效，實現有質量、有效益、可持續的發展。我們致力於強化普惠金融服務，促進行業發展，切實履行社會責任，踐行公益慈善，黨群建設效果顯著，為構建和諧社會付出不懈努力，實現了企業價值與社會價值的同步提升。

### 6.1. Supporting Inclusive Finance

Inclusive finance is an important mean to boost shared prosperity, while financial guarantee institutions, as a significant part of inclusive finance, are critical in supplementing and extending banking services for SMEs. With inclusive finance as a top priority, the Group continues to implement innovative mechanism, enabling the extension of financial services of inclusive loans to SMEs in a practical manner. We comprehensively strengthen and improve financial services for SMEs, actively advance supply chain finance, and provide varied services at different stage of the life cycle of an enterprise, with a view to further stimulating the endogenous motivation, innovation ability and development vitality of SMEs, and boosting the steady and healthy development of regional real economy.

We are tasked with tackling the financing difficulties of SMEs. We are attentive to people's livelihood, SMEs and other underprivileged social groups, and support the growth of a large number of SMEs. Meanwhile, we continue to expand the coverage of inclusive financial services. We bravely and actively fulfill our responsibilities, and have been taking the lead in bailing out businesses in difficulty by fully leveraging our advantageous financial resources.

### 6.1. 助力普惠金融

普惠金融是促進共同富裕的重要手段，而融資擔保機構是銀行服務中小微企業的重要補充和延伸，是普惠金融重要的一環。本集團將普惠金融作為重中之重，不斷創新機制，切實讓金融服務延伸至普惠小微，全面加強和改進小微金融服務，積極推進供應鏈金融，在企業不同的生命周期提供不同的服務，進一步激發中小企業內生動力、創新能力和發展活力，推動區域實體經濟平穩健康發展。

我們以解決中小企業融資難為己任，關注民生，關注小微企業等社會弱勢群體，扶持大批中小企業成長；同時持續拓寬普惠金融服務覆蓋面，始終走在金融助企紓困前列，勇於擔當、主動作為，充分運用優勢資源助企紓困。

As to innovative mechanism, we are committed to facilitating the construction of a risk sharing mechanism among governments, banks and guarantee institutions, by joining efforts and shouldering responsibilities, to co-build an ecosystem for inclusive finance. Firstly, we expanded the risk sharing mechanism among governments, banks and guarantee institutions. On the basis of the district-level credit risk compensation fund established in Shunde District, we pushed forward the establishment of industrial risk compensation fund in Lecong Town and Leliu Town, forming a risk sharing system encompassing five levels including state, province, city, district and town. Through such risk sharing mechanism, we established the concept of serving SMEs by multiple parties, and improved the service efficiency for SMEs. Secondly, we explored the cooperative model of guarantee fund. We successively supported the establishment of fund business at town and street levels, and made more quality financial services available to more SMEs through the risk sharing mechanism among governments, banks and guarantee institutions. As such, we further extended our financial guarantee fund model downwards to district, town and street levels, forming a fiscal linkage mechanism encompassing five levels including state, province, city, district and town, which diverted financial liquidity to mainly support the characteristic industrial development of towns and streets, and opened up the last one mile of financial services.

在創新機制層面，我們致力推動構建政府、銀行、擔保機構風險共擔機制，聚合力扛責任，共建普惠金融生態圈。一是對「政銀擔」風險分擔機制進行了擴展，我們在順德區設立區級信貸風險補償金的基礎上，推動樂從鎮、勒流鎮設立產業風險補償基金，形成了國家、省、市、區、鎮五級風險分擔體系，通過風險共擔機制，各方服務中小微企業的觀念，提高了服務中小微企業的效率。二是擔保基金合作模式的探索，我們先後助力鎮街設立基金業務，通過「政銀擔」風險機制為更多中小微企業提供更優質的金融服務，進一步將融擔基金模式下沉到區、鎮街，形成了國家、省、市、區、鎮街五級財政聯動機制，引金融活水重點扶持鎮街特色產業發展，打通了金融服務的最後100米。





As to specific measures, we actively performed our social responsibilities of fee reduction and concession as a financial institution, by giving play to the financial role of “guaranteeing supply chain, stabilizing supply chain and strengthening supply chain”. We issued the Notice on Preferential Guarantee Fee Rate Scheme for Policy-induced Fund Projects (《關於實施政策基金業務擔保費率優惠方案的通知》), as a response to policies to divert the medium and long-term credit grant, and we further implemented fee reduction by 10%–30%, in order to continuously improve the quality and efficiency of financial services; we launched the (medium-sized) supply chain technology service platform for the manufacturing industry in Foshan, to assist local enterprises in Foshan to achieve one-stop, comprehensive notes financing services directly connected with financial institutions through dual strength of financial + technology, and further stepped up efforts in bailing out businesses in difficulty, to relieve the burden of SMEs and individual businesses.

In the future, we will continue to adhere to the corporate mission of “benefiting people’s livelihood with finance and creating a better future with credit (用金融普惠民生讓信用美好明天)” and actively fulfill our social responsibilities so as to give back to the society with practical actions.

在具體措施方面，我們積極履行金融機構減費讓利社會責任，發揮金融「保鏈、穩鏈、強鏈」作用。我們印發《關於實施政策基金業務擔保費率優惠方案的通知》，響應政策號召引導中長期信貸投放，進一步實施降費優惠，降費幅度在10%–30%之間，不斷提高金融服務質效；推出佛山製造業(中型)供應鏈科技服務平台，通過金融+科技的雙重賦能，助力佛山本土企業實現與金融機構直連的一站式票據融資綜合服務，進一步加大助企紓困力度，減輕中小微企業和個體工商戶負擔。

未來，我們將繼續秉承「用金融普惠民生讓信用美好明天」的企業使命，積極履行社會責任，以實際行動反饋社會。

**Case: One-stop notes financing service platform — “GONG E TONG (供E通)”**

**案例：一站式票據融資服務平台 —「供E通」**

Supply chain finance played an important role in promoting the sustainable development of SMEs, through provision of flexible and tailor-made financing services to SMEs, reduction of financing costs, risk sharing and other means. We have launched a one-stop notes financing service platform — “GONG E TONG”, which is developed for local small- and medium-sized manufacturers in Foshan and leverages on the dual strength of technology + finance. Such platform goes a step further into the full life cycle of enterprises with a focus on supply chain. By joining hands with the company and the banks, it can precisely solve the SMEs’ problems in raw materials procurement, and the financing difficulties of enterprises in the upstream supply chain, thereby precisely divert financial liquidity into major areas and crucial parts of the industry chain.

供應鏈金融通過為小微企業提供靈活、定制的融資服務，降低融資成本，共擔風險等方式，為促進小微企業的可持續發展發揮了重要作用。我們推出了為佛山本土製造業中小型企業打造的、融合科技與金融雙重賦能的一站式票據融資服務平台 —「供E通」。該平台圍繞供應鏈深入企業的全生命周期，通過公司與銀行聯手，能精準解決中小微企業原材料採購等問題，解決了上游供應鏈企業融資難題，讓金融活水精準流向產業鏈的主要領域、關鍵環節。

**Case: “Guarantee letter for electricity bills payment” launched by the Yunfu Entity**

**案例：雲浮公司推出「電費支付保函」**

“Guarantee letter for electricity bills payment” exempts enterprise customers from prepayment of electricity bills deposit, through innovative method of issuing a letter of guarantee to replace electricity bills deposit, thereby realizing “pay after use of electricity”. In order to better solve the financing problems of enterprises, vitalize their accumulated funds, and reduce their cost burden, our Yunfu Entity and the various power supply departments in Yunfu jointly launched a people-benefiting product, “guarantee letter for electricity bills payment”, in August 2023, which helped relieve the burden of enterprises, lower their cost and improve the business environment.

「電費支付保函」通過出具保函置換電費保證金的創新擔保方式，免去客戶企業須提前繳納的電費保證金，實現「先用電後交錢」。為更好解決企業融資難題，盤活企業沉澱資金，降低企業成本負擔，2023年8月，雲浮公司與雲浮轄區各供電部門聯合推出惠民產品「電費支付保函」，利於減輕企業負擔、降低企業成本、改善營商環境。

## 6.2. Promoting the Industrial Development

The Group is determined to innovate in developing a sustainable profit-making model. We endeavour to advance policy publicity and industry regulations, facilitate the sharing and exchange of industry knowledge, and actively leverage on our industry influence, to promote the industrial development. We have played a vital role in leading the regulated, ordered and sustainable development of the guarantee industry, with enhanced enterprise value and social value. During the reporting period, the Group won the award of “Annual Best Financing Guarantee Company in Fulfilling Social Responsibility (年度最佳社會責任融資擔保公司)” by virtue of its active fulfillment of social responsibilities and adherence to its position of tackling “financing difficulties and high financing costs” of SMEs.

### *Developing a Sustainable Profit-making Model*

On the basis of fully drawing on the essence of the three common models in the industry, i.e. policy-based model, commercial model and reciprocal model, we made best use of their strengths to create a unique fourth model in the industry — “mixed ownership model”, which is a guarantee model whereby integrated social resources are co-created to serve SMEs by forming cooperative relations between capital and talents as funded and guided by the government in uniting well-known enterprises nationwide and famous entrepreneurs with a sense of social responsibility, local outstanding SMEs and strategic investors to join hands with professional talents.

## 6.2. 推動行業發展

本集團銳意創新，創立可持續發展的盈利模式，致力於推動政策倡導和行業規範，促進行業知識分享與交流、積極發揮行業影響力，推動行業發展，在引領擔保業規範有序、可持續發展中發揮了不可或缺的重要作用，實現了企業價值與社會價值的同步提升。報告期內，本集團憑藉在社會責任領域上積極擔當，堅持解決中小微企業「融資難、融資貴」的定位，斬獲「年度最佳社會責任融資擔保公司」獎。

### *創立可持續發展的盈利模式*

我們在充分汲取政策性、商業性、互助性三種行業常見類型精髓的基礎上，揚長避短、融會貫通，創建出獨具特色的業界「第四種模式」—「混合所有制模式」，即政府出資引導，聯合全國知名企業和有社會責任感的知名企業家、本土優秀中小企業和戰略投資者，與專業人才團隊聯手，形成資本和人才的合作關係，共同打造「整合社會資源服務中小企業」的擔保模式。

### ***Driving the Construction of a Modern Financing Guarantee System***

We actively communicated and exchanged with a wide range of industry organizations across the country as well as regulatory authorities at various levels, and participated in relevant surveys, discussions, and the drafting and revision of policies and regulations. In addition, we continued to strive for government policy support for the industry, and advocated establishing new industry orders of regulated, steady and sustainable development, to drive the construction of a modern financing guarantee system.

### ***Facilitating the Sharing and Exchange of Industry Knowledge***

As one of the sponsors of the Joint Conference of the Persons in Charge of the National SME Credit Guarantee Institutions (全國中小企業信用擔保機構負責人聯席會議), we actively supported the work of the industry association, and maintained close communications with peers by means of “bringing in and going out (請進來、走出去)”. Meanwhile, we actively exchanged with a wide range of industry organizations across the country. The Group welcomed multiple visits by the governments, banks, peers, associations, etc. nationwide, while the senior management of the Group was also invited to give a lecture at universities and deliver a speech at various forums.

### ***推動現代融資擔保體系建設***

我們積極與全國各地各類行業組織交流與各級監管部門溝通交流，參與相關調研、討論和政策法规的擬寫、修訂等工作，並不斷為行業爭取政府政策支持，倡導構建規範、穩健、可持續發展的行業新秩序，推動現代融資擔保體系建設。

### ***促進行業知識分享與交流***

作為全國中小企業信用擔保機構負責人聯席會議的發起單位之一，我們積極支持行業協會工作，通過「請進來、走出去」形式與同行進行密切交流，同時積極與全國各地各類行業組織交流，全國各地政府、銀行、同行、協會等多次來訪本集團，本集團高管也經常應邀到高校授課和各種論壇演講。

**Case: National Governmental Financial Guarantee Institutions High-quality Development Forum 2023**  
**案例：2023年全國政府性融資擔保機構高質量發展論壇**

In July 2023, we hosted the National Governmental Financial Guarantee Institutions High-quality Development Forum 2023 jointly with China Financing Guarantee Industry Association. At such forum, we summarized and shared the successful experiences and valuable achievements currently obtained in the construction of governmental financing guarantee system, and conducted in-depth analysis of the opportunities and challenges in the industrial development, which played an important role in the high-quality development of the financing guarantee industry.

2023年7月，我們與中國融資擔保業協會聯合主辦了2023年全國政府性融資擔保機構高質量發展論壇。本次論壇總結分享了當前政府性融資擔保體系建設取得的成功經驗與寶貴成果，深入剖析了行業發展中面臨的機遇與挑戰，對融資擔保行業高質量發展具有重要啟示作用。



**Case: First Guangdong-Hong Kong-Macau Greater Bay Area Credit Forum**  
**案例：首屆粵港澳大灣區信用論壇**

In December 2023, the Group took the lead in holding the First Session of Guangdong-Hong Kong-Macau Greater Bay Area Credit Forum as the chairman unit of Guangdong Credit Association, which facilitated the in-depth cooperation of credit services and the fostering of a solid credit business environment in the Greater Bay Area.

2023年12月，本集團作為廣東省信用協會會長單位牽頭舉辦了首屆粵港澳大灣區信用論壇，為深化大灣區信用服務業合作、營造良好的信用營商環境起到推動作用。



**Case: Business exchange meeting between Guangdong Join-Share and Bank of Dongguan**

**案例：中盈盛達與東莞銀行舉行業務交流會**

In April 2023, the Group and the Bank of Dongguan held the business exchange meeting at the Party Building Conference Room, 39th Floor, Join-Share International Financing Center, at which the representatives of both parties introduced their respective key businesses and products, and conducted in-depth exchanges in terms of procedural optimization, approval authority and onboarding criteria of online financing guarantee products, which aimed to further display the complementary advantages of bank and guarantee institution, earnestly optimize inclusive finance, and support the high-quality development of local economy.

2023年4月，本集團與東莞銀行在中盈盛達國際金融中心39樓黨建會議室召開業務交流會，雙方代表分別介紹了各自的重點業務產品情況，並就線上融資擔保類產品的流程優化、審批權限、準入標準等方面開展深入交流，旨在為進一步發揮銀擔互補優勢，切實做優普惠金融，助力本地經濟的高質量發展。



**Case: (Second Session of) Special Meeting on Province-wide Government Financing Guarantee System Collaboration Work successfully convened at the Group**

**案例：全省政府性融資擔保體系協同工作專題會議（第二次）在本集團順利召開**

In June 2023, the Second Session of Special Meeting on Province-wide Government Financing Guarantee System Collaboration Work, as led by Yuecai Guarantee Group (粵財擔保集團) and Guangdong Re-Guarantee (廣東再擔保) and supported by Guangdong Join-Share, was convened at Join-Share International Financing Center. This meeting aimed to promote the in-depth industry exchanges, deepen the province-wide government financing guarantee system building, and boost the high-quality development of cooperative government financing guarantee institutions in the province.

2023年6月，由粵財擔保集團、廣東再擔保主辦、中盈盛達協辦的第二次全省政府性融資擔保體系協同工作專題會議於中盈盛達國際金融中心召開，此次會議致力於促進行業交流深化，深化全省政府性融資擔保體系建設，推動省內合作政府性融資擔保機構高質量發展。



### 6.3. Devoting to Public Charity

The Group actively fulfills its social responsibilities. It continued to conduct a series of in-depth public welfare activities, such as charitable student assistance and volunteer services, delivered public charity with practical actions, to give back to the society. As of the end of the reporting period, the Group had made charitable donations of RMB417,400 in total, and held 96 hours of community investment and charitable activities.

### 6.3. 奉獻公益慈善

本集團積極履行社會責任，持續深入開展助學公益、志願服務等系列公益活動，用實際行動踐行公益事業，回饋社會。截至報告期末，本集團公益捐款總額達41.74萬元，社區投資及公益活動所舉辦的活動總時長達96小時。

### **Delivering Public Welfare for a Loving World**

In March 2023, the first Party branch of Guangdong Join-Share conducted public welfare activities at the Bohua Rehabilitation Center in Dinghu District, Zhaoqing, providing volunteer services for children with intellectual disabilities, cerebral palsy and autism, in an effort to continuously care about and provide the utmost support and assistance to the disabled groups.



In June 2023, the sixth Party branch of Guangdong Join-Share and other organizations and groups participated in the 2023 Help for the Disabled in South Guangdong with a theme of "Going for a Walk with 'Snails' & Special Olympic Games (牽著蝸牛去散步暨特奧會)" in Gaoming District under the 33th National Day of Help for the Disabled series activities, practicing public welfare and conveying warmth by helping the "underprivileged groups".



### **踐行愛心公益**

2023年3月，中盈盛達第一黨支部走進肇慶市鼎湖區博華康復中心開展愛心公益活動，為智障、腦癱、自閉癥等特殊兒童提供志願服務，持續關注並力所能及地為特殊群體提供支持與幫助。

2023年6月，中盈盛達第六黨支部等組織和團體參加了第33次全國助殘日系列活動之2023年南粵扶殘「牽著蝸牛去散步暨特奧會」高明站活動，踐行公益傳遞溫暖，幫扶「弱勢群體」。



In October 2023, as led by Dongguan New Social Stratum Association (東莞市新的社會階層人士聯合會), the fifth Party branch of Guangdong Join-Share visited the Morning Glory Children Potential Development Center in Dongguan and conducted charitable activities themed with "Conveying Warmth and Caring Children of the Stars (傳遞溫暖·關愛星星的孩子)", delivering condolence and care to children with autism and their parents, so as to perform our social responsibilities and contribute to the social development.

2023年10月，中盈盛達第五黨支部在東莞市新的社會階層人士聯合會的帶領下前往東莞市牽牛花兒童潛能開發中心，開展「傳遞溫暖·關愛星星的孩子」主題公益活動，為孤獨癥孩子與家長們帶去慰問與關懷，切實履行社會責任，為社會發展貢獻自己的一份力量。

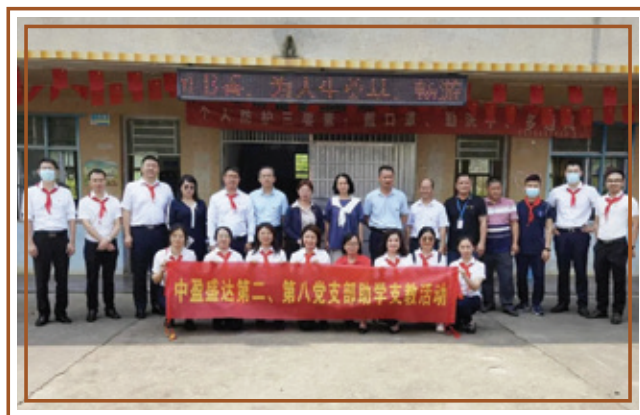


### **Supporting Education Cause**

In May 2023, the second and eighth Party branches of Guangdong Join-Share, together with the Party branch of Yunfu Finance Bureau (雲浮市金融工作局), visited the Shilong Primary School in Jinji Town, Luoding, Yunfu City and conducted educational and teaching assistance activities, providing the utmost support and help for the impoverished students, and contributing to the social development.

### **助力教育事業**

2023年5月，中盈盛達第二、第八黨支部聯合雲浮市金融工作局黨支部前往雲浮市羅定金雞鎮石龍小學共同開展助學支教活動，力所能及地為貧困學生提供支持與幫助，為社會發展貢獻自己的一份力量。



In July 2023, the sixth Party branch of Guangdong Join-Share organized and carried out the eighth session of poverty relief and educational assistance activities among students in need at the Hebei Primary School in Taishan, Jiangmen, to inherit and carry forward the spirit of "Let's Stand Together (同心同行)", thoroughly conduct educational assistance public welfare activities, and assist students with financial difficulties with practical actions.

2023年7月，中盈盛達第六黨支部組織開展第八期幫困助學活動，前往江門台山市河北小學的幫困助學旅程，繼承和發揚「同心同行」的精神，深入開展助學公益，用實際行動為困難學子助學解困。



#### 6.4. Achievements in Party Building

Based on the general requirements for Party building in the new era, the Group conscientiously implemented the Party's and state's policies, continued to improve its Party building level, and gave full play to the leading role of Party building. We took a deep dive into the co-planning, co-deployment and co-implementation of Party building and operation management, united positive energy of reform and development with Party building cultural construction, realized integration and co-advancement of Party building and business development, and guided and safeguarded our high-quality development with high-quality Party building.

#### 6.4. 黨群建設成果

本集團圍繞新時代黨的建設總要求，認真貫徹黨和國家決策部署，持續提升黨建水平，充分發揮黨建的引領作用。我們深入推進黨建與經營管理工作同籌劃、同部署、同落實，以黨建文化建設凝聚改革發展正能量，實現黨建與業務發展相融共進，以高質量黨建引領保障高質量發展。



### ***Insisting on Ideological Education about the Party***

The Group has persistently emphasized on the deepened educational management of the Party members, intensified their ideological and political leading roles, and enhanced their Party devotion. It also promoted the role of Party members as pioneers and models, providing a solid ideological guarantee for the corporate development.

### **堅持黨的思想教育**

本集團始終重視深化黨員教育管理，加強思想政治引領，提升黨性修養，推動黨員發揮先鋒模範作用，為企業發展提供堅強的思想保障。

#### **Case: Learning activities of Party class conducted by the third Party branch of Guangdong Join-Share 案例：中盈盛達第三黨支部開展黨課學習活動**

In November 2023, the third Party branch of Guangdong Join-Share organized and carried out the learning activities of Party class themed with the Special Extracts of Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era (《習近平新時代中國特色社會主義思想專題摘編》). All Party members and membership applicants shared their reading resonance on the Special Extracts of Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era (《習近平新時代中國特色社會主義思想專題摘編》). Each member shared, in rotation, his/her thoughts based on his/her posts by focusing on chapter 17 headed “Talking about Party Governance with Strict Discipline in All Aspects from the Prospective of Self-revolution Spirit” in the book. All members indicated that they will firmly support the leadership of the Party, enhance their Party devotion, and contribute to the triumph in the final battle and promoting the high-quality development of the Company.

2023年11月，中盈盛達第三黨支部組織開展《習近平新時代中國特色社會主義思想專題摘編》專題黨課學習活動。全體黨員、積極分子進行《習近平新時代中國特色社會主義思想專題摘編》的讀書心得分享。每位成員重點圍繞書中專題十七「自我革命精神談全面從嚴治黨」內容，立足本職崗位輪流作感想發言。大家紛紛表示將堅定擁護黨的領導，提升黨性修養，為打贏收官戰，推動公司高質量發展貢獻力量。



### **Enhancing Organizational Building of the Party**

The Group practically enhanced organizational building of the Party, strengthened organizational discipline, improved Party team building, and advanced all-round deepening of Party building work, thereby providing an organizational guarantee for its high-quality development.

### **加強黨的組織建設**

本集團切實增強黨的組織建設，強化組織紀律，加強黨員隊伍建設，推動黨建工作全面深入，為高質量發展提供組織保證。

#### **Case: The third Party branch of Guangdong Join-Share visited and learned at Zinan Village, an educational base for Party members in Foshan**

#### **案例：中盈盛達第三黨支部參觀學習佛山市黨員教育基地紫南村**

In October 2023, the third Party branch of Guangdong Join-Share Party Committee organised a total of 16 Party members, Party member candidates and membership applicants to visit and learn at Zinan Village, Nanzhuang Town, Chancheng District, an educational base for Party members in Foshan. During the activities, all members of the third Party branch gained an understanding of the rural civilization construction, historical development, cultural tourism industry, etc. of Zinan Village, with a focus on the innovative measures for rural revitalization of Zinan Village under the guidance of the Party building, and reflected how Zinan Village is transformed from the previous “Village Appealing for Help” to today’s “Advanced Village”, “Model Village” and “Star Village”, which is well known across the country. Such activities helped members of the Party organization learn from the experiences of other typical advanced grassroots-level Party organization, improved and stimulated their love for the country and the Party and their enthusiasm for entrepreneurship, and enhanced their devotion to the Party. 2023年10月，中盈盛達黨委第三黨支部組織全體黨員同志、發展對象及積極分子共16人到佛山市黨員教育基地——禪城區南莊鎮紫南村參觀學習。活動上，三支部全員了解了紫南村的鄉風文明建設、歷史發展、文旅產業等方面內容，重點了解學習了紫南村在黨建引領下鄉村振興的創新舉措，體會紫南村由曾經的「上訪村」蛻變為現在聞名全國的「先進村」「模範村」「明星村」的蛻變過程。此次活動有助於黨組織成員學習其他典型先進基層黨組織經驗，提升激發黨組織成員愛國愛黨情懷和幹事創業的熱情，增強黨性修養。



**Interconnected Joint Party Building, and Mutual Support and Benefits**

The Group conducted interconnected joint Party building with the Party branch of several enterprises by ways of joint Party building, through fully leveraging on and making complementary use of the advantages of both parties, to realize organic integration of Party building and business operation.

**聯動共建互助共贏**

本集團通過黨建共建的方式，與多家企業黨支部進行聯動共建，充分發揮雙方優勢互補作用，實現黨的建設和業務工作有機融合。

**Case: The sixth Party branch of Guangdong Join-Share and the Party branch of Guangdong Jubian Human Resources Group (廣東聚變人力集團) carried out exchange activities about joint Party building**

**案例：中盈盛達第六黨支部與廣東聚變人力集團黨支部開展黨建共建交流活動**

In September 2023, the sixth Party branch of Guangdong Join-Share and the Party branch of Guangdong Jubian Human Resources Group carried out exchange activities about joint Party building, during which both parties introduced their respective business operations. Such joint Party building activities were successfully conducted, laying a solid foundation for the collaboration between small lending companies and Guangdong Jubian Human Resources Group. Both parties indicated that they hope to have deeper subsequent exchanges, co-explore innovative model of Party building, and contribute to the sustainable development of enterprises and even the society.

2023年9月，中盈盛達第六黨支部與廣東聚變人力集團黨支部開展黨建共建交流活動，座談雙方分別介紹了各自公司的經營情況。此次黨建共建活動的成功舉辦，為小貸公司與廣東聚變人力集團的協同合作奠定了堅實的基礎。雙方均表示希望後續深化交流，共同探索創新性黨建工作模式，為企業乃至社會的可持續發展貢獻力量。



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

Environmental 環境範疇	Unit 單位	2023 2023年度
<b>A1: Emission</b> <b>A1：排放物</b>		
<b>A1.1 The types of emissions and respective emissions data</b> <b>A1.1 排放物種類及相關排放數據</b>		
<b>Air emission<sup>1</sup></b> <b>空氣排放物<sup>1</sup></b>		
Nitrogen oxide (NO <sub>x</sub> ) 氮氧化物(NO <sub>x</sub> )	kilogram (kg) 千克	2.26
Sulfur oxide (SO <sub>x</sub> ) 硫氧化物(SO <sub>x</sub> )	kilogram (kg) 千克	0.05
Particulate matters (PM) 顆粒物(PM)	kilogram (kg) 千克	0.17
<b>A1.2 Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).</b> <b>A1.2 直接(範圍1)及能源間接(範圍2)溫室氣體排放量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。</b>		
<b>GHG emissions<sup>2</sup></b> <b>溫室氣體排放量<sup>2</sup></b>		
Direct GHG emissions (Scope 1) 直接溫室氣體排放(範圍1)	tonnes CO <sub>2</sub> equivalent (tCO <sub>2</sub> e) 公噸二氧化碳當量	7.49
Indirect GHG emissions (Scope 2) 間接溫室氣體排放(範圍2)	tCO <sub>2</sub> e 公噸二氧化碳當量	250.69
Total GHG emissions (Scope 1 & 2) 總溫室氣體排放量(範圍1及2)	tCO <sub>2</sub> e 公噸二氧化碳當量	258.18
GHG emission intensity (Scope 1 & 2) 溫室氣體排放密度(範圍1及2)	tCO <sub>2</sub> e/m <sup>2</sup> 公噸二氧化碳當量/平方米	0.031

1 With reference to the Reporting Guidance on Environmental KPIs issued by The Stock Exchange of Hong Kong Limited.

1 參考香港聯合交易所發佈的《環境關鍵績效指標匯報指引》。

2 With reference to the Corporate Greenhouse Gas Emission Accounting Methods and Reporting Guidelines for Power Generation Facilities (2022 Revision) issued by the Ministry of Ecology and Environment of the People's Republic of China.

2 參考中國生態環境部發佈的《企業溫室氣體排放核算方法與報告指南發電設施(2022年修訂版)》。

Environmental 環境範疇	Unit 單位	2023 2023年度
<b>A1.3 Total hazardous wastes produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).</b>		
<b>A1.3 所產生有害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。</b>		
<b>Waste generation</b>		
<b>廢棄物產生</b>		
Hazardous waste 有害廢棄物	tonne 公噸	0.60
Hazardous waste intensity (per employee) 有害廢棄物密度(每名員工)	tonne/employee 公噸/員工	0.002
Scrapped computers 廢棄電腦	unit 台	16
<b>A1.4 Total non-hazardous wastes produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).</b>		
<b>A1.4 所產生無害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。</b>		
Total non-hazardous wastes 無害廢棄物總量	tonne 公噸	1.40
Non-hazardous waste intensity (per employee) 無害廢棄物密度(每名員工)	tonne/employee 公噸/員工	0.005
<b>Paper consumption</b>		
<b>紙張消耗</b>		
Total paper consumption (A4) 紙張用量(A4)	pcs 張	401,568
Total paper consumption (A3) 紙張用量(A3)	pcs 張	2,460

Environmental 環境範疇	Unit 單位	2023 2023年度
<b>A2: Use of Resources</b> <b>A2 : 資源使用</b>		
<b>A2.1 Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in'000s) and intensity (e.g. per unit of production volume, per facility).</b> <b>A2.1 按類型劃分的直接及/或間接能源(如電、氣或油)總耗量(以千個千瓦時計算)及密度(如以每產量單位、每項設施計算)。</b>		
<b>Energy consumption<sup>3</sup></b> <b>能源消耗<sup>3</sup></b>		
Total electricity consumption 總耗電量	kWh 千瓦時	439,577
Total electricity consumption intensity (per square meter) 總耗電量密度(每平方米)	kWh/m <sup>2</sup> 千瓦時/平方米	52.94
Total electricity consumption intensity (per employee) 總耗電量密度(每名員工)	kWh/employee 千瓦時/員工	1,495.16
Vehicle gasoline 車輛汽油量	liter 公升	3,328
<b>A2.2 Water consumption in total and intensity (e.g. per unit of production volume, per facility).</b> <b>A2.2 總耗水量及密度(如以每產量單位、每項設施計算)。</b>		
<b>Water Consumption</b> <b>水資源消耗</b>		
Total water consumption 總耗水量	tonne 公噸	2,326
Total water consumption intensity (per m <sup>2</sup> ) 總耗水量密度(每平方米)	tonne/square meter 公噸/平方米	0.28

3 Standard coal equivalent is calculated with reference to the GB/T 2589-2020 General Principles for the Calculation of Comprehensive Energy Consumption issued by State Administration for Market Regulation and Standardization Administration.

3 參考國家市場監督管理總局和國家標準化管理委員會頒佈的《GB/T 2589-2020綜合能耗計算通則》進行標準煤折算。



Environmental 環境範疇	Unit 單位	2023 2023年度
<b>B1: Employment</b> <b>B1: 僱傭</b>		
<b>B1.1 Total workforce by gender, employment type (e.g. full-time or part-time), age group and geographical region.</b> <b>B1.1 按性別、僱傭類型(如全職或兼職)、年齡組別及地區劃分的僱員總數。</b>		
<b>Number of employees</b> <b>員工人數</b>		
Total number of employees 員工總數	Number of people 人數	294
<b>Total number of employees by gender</b> <b>員工總數(按性別劃分)</b>		
Female 女性	Number of people 人數	130
Male 男性	Number of people 人數	164
<b>Total number of employees by employment type</b> <b>員工總數(按僱員類型劃分)</b>		
Full-time junior staff 全職初級員工	Number of people 人數	218
Full-time middle management 全職中級管理層	Number of people 人數	70
Full-time senior management 全職高級管理層	Number of people 人數	6
<b>Total number of employees by age groups</b> <b>員工總數(按年齡組別劃分)</b>		
Below 30 years old 30歲以下	Number of people 人數	50
30-50 years old (including those who are aged 30 and 50) 30-50歲(含30歲及50歲)	Number of people 人數	224
Above 50 years old 50歲以上	Number of people 人數	20
<b>Total number of employees by geographical region</b> <b>員工總數(按地區劃分)</b>		
Eastern China 華東地區	Number of people 人數	15
Southern China 南方區域	Number of people 人數	279

Environmental 環境範疇	Unit 單位	2023 2023年度
<b>B1.2 Employee turnover rate by gender, age group and geographical region.</b> B1.2 按性別、年齡組別及地區劃分的僱員流失比率。		
<b>Employee turnover rate</b> 員工流失比率		
Total number of employees 員工總數	% %	14.97%
<b>Employee turnover rate (by gender)</b> 員工流失率(按性別劃分)		
Female 女性	% %	13.08%
Male 男性	% %	16.46%
<b>Employee turnover rate (by age groups)</b> 員工流失率(按年齡組別劃分)		
Below 30 years old 30歲以下	% %	22.00%
30–50 years old (including those who are aged 30 and 50) 30–50歲(含30歲及50歲)	% %	13.84%
Above 50 years old 50歲以上	% %	10.00%
<b>Employee turnover rate (by geographical region)</b> 員工流失率(按地區劃分)		
Eastern China 華東區域	% %	60.00%
Southern China 南方區域	% %	12.54%

Environmental 環境範疇	Unit 單位	2023 2023年度
<b>B2: Health and Safety</b> <b>B2 : 健康與安全</b>		
<b>B2.1 Number and rate of work-related fatalities occurred in each of the past three years including the reporting year.</b> <b>B2.1 過去三年(包括匯報年度)每年因工亡故的人數及比率。</b>		
Number of work-related fatalities 因工死亡人數	Number of people 人數	0
Rate of work-related fatalities 因工亡故的比率	% %	0
<b>B2.2 Lost days due to work injury.</b> <b>B2.2 因工損失工作日數。</b>		
Lost days due to work injury 因工傷損失工作日數	Day 天數	45
<b>B3: Development and training</b> <b>B3 : 發展與培訓</b>		
<b>B3.2 The average training hours completed per employee by gender and employee category.</b> <b>B3.2 按性別及僱員類別劃分，每名僱員完成受訓的平均時數。</b>		
<b>Training hours received by employees by gender</b> <b>按性別劃分的員工培訓時數</b>		
Female 女性	Hour 小時	38.9
Male 男性	Hour 小時	34.4
<b>Training hours received by employees by employment type</b> <b>按員工類別劃分的員工培訓時數</b>		
Per full-time junior staff 每個全職初級員工	Hour 小時	38.3
Per full-time middle management 每個全職中級管理層	Hour 小時	32.8
Per full-time senior management 每個全職高級管理層	Hour 小時	10.7

Environmental 環境範疇	Unit 單位	2023 2023年度
<b>B4: Labour Standards</b> <b>B4：勞工準則</b>		
Number of child labors found during the reporting period 在報告期內發現童工數目	Number of people 人數	0
Number of forced labors found during the reporting period 在報告期內發現強制勞工數目	Number of people 人數	0
Signing rate of employment contract 勞動合同簽訂率	% %	100%
Social insurance coverage 社會保險覆蓋率	% %	100%
<b>B5: Supply Chain Management</b> <b>B5：供應鏈管理</b>		
<b>Number of suppliers by geographical region</b> <b>按地區分類的供應商數量</b>		
Guangdong region 廣東地區	Item 個	23
Other regions 其他地區	Item 個	0
<b>B6: Product Responsibility</b> <b>B6：產品責任</b>		
Customer recognition 客戶好評度	% %	100%
<b>B7: Anti-corruption</b> <b>B7：反貪污</b>		
<b>B7.1 Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases.</b> <b>B7.1 於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。</b>		
Number of concluded legal cases regarding corrupt practices brought against the company or its employees during the reporting period 於匯報期內對公司或僱員提出並已審結的貪污訴訟案件數目	Case 宗	0
<b>B7.3 Description of anti-corruption training provided to directors and staff.</b> <b>B7.3 描述向董事及員工提供的反貪污培訓。</b>		
Employee anti-corruption training coverage 員工反腐敗培訓覆蓋率	% %	100%

Environmental 環境範疇	Unit 單位	2023 2023年度
<b>B8: Community Investment</b> <b>B8 : 社區投資</b>		
<b>B8.1 Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport).</b> <b>B8.1 專注貢獻範疇(如教育、環境事宜、勞工需求、健康、文化、體育)。</b>		
Group employees participating in the activities 參與活動的集團員工	Person 人次	320
Community members participating in the activities 參與活動的社區人士	Person 人次	50
Members of Group employees volunteer team 集團員工志願團隊成員	Number of people 人數	120
<b>B8.2 Resources contributed to the focus area (e.g. money or time).</b> <b>B8.2 在專注範疇所動用資源(如金錢或時間)。</b>		
Total public service contributions 公益捐款總額	RMB/yuan 人民幣/元	417,400
Total time of activities held 所舉辦的活動總時間	Hour 小時	96
Time for Group employees volunteer team to drop off their services 集團員工志願團隊投放服務的時間	Hour 小時	80

APPENDIX II: INDEX OF ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING GUIDE IN 2023

附錄二：2023年度《環境、社會及管治報告指引》索引

Index 指標內容			Relevant section 相關章節
<b>A. Environmental</b> <b>A. 環境</b>			
A1: Emissions	General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.	5. Serving Green Development
A1: 排放物	一般披露	有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。	5. 服務綠色發展
	A1.1	The types of emissions and respective emissions data.	Appendix I: Sustainability Data Statements
	A1.1	排放物種類及相關排放數據。	附錄一：可持續發展資料摘要
	A1.2	Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	5.3 Boosting Green Operations
	A1.2	直接(範圍1)及能源間接(範圍2)溫室氣體排放量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	5.3 推進綠色運營
	A1.3	Total hazardous wastes produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	5.3 Boosting Green Operations Appendix I: Sustainability Data Statements
	A1.3	所產生有害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	5.3 推進綠色運營 附錄一：可持續發展資料摘要
	A1.4	Total non-hazardous wastes produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	5.3 Boosting Green Operations Appendix I: Sustainability Data Statements
	A1.4	所產生無害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	5.3 推進綠色運營 附錄一：可持續發展資料摘要
	A1.5	Description of emissions target(s) set and steps taken to achieve them.	5.3 Boosting Green Operations
	A1.5	描述所訂立的排放量目標及為達到這些目標所採取的步驟。	5.3 推進綠色運營
	A1.6	Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them.	5.3 Boosting Green Operations
	A1.6	描述處理有害及無害廢棄物的方法，及描述所訂立的減廢目標及為達到這些目標所採取的步驟。	5.3 推進綠色運營

Index 指標內容		Relevant section 相關章節	
A2: Use of Resources A2 : 資源使用	General Disclosure 一般披露	Policies on the efficient use of resources, including energy, water and other raw materials. 有效使用資源(包括能源、水及其他原材料)的政策。	5.3 Boosting Green Operations 5.3 推進綠色運營
	A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility).	5.3 Boosting Green Operations Appendix I: Sustainability Data Statements
	A2.1	按類型劃分的直接及/或間接能源(如電、氣或油)總耗量(以千個千瓦時計算)及密度(如以每產量單位、每項設施計算)。	5.3 推進綠色運營 附錄一：可持續發展資料摘要
	A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility).	5.3 Boosting Green Operations
	A2.2	總耗水量及密度(如以每產量單位、每項設施計算)。	5.3 推進綠色運營
	A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them.	5.3 Boosting Green Operations
	A2.3	描述所訂立的能源使用效益目標及為達到這些目標所採取的步驟。	5.3 推進綠色運營
	A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them.	5.3 Boosting Green Operations
	A2.4	描述求取適用水源上可有任何問題，以及所訂立的用水效益目標及為達到這些目標所採取的步驟。	5.3 推進綠色運營
	A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced.	Appendix I: Sustainability Data Statements
A3: The Environment and Natural Resources A3 : 環境及天然資源	General Disclosure 一般披露	Policies on minimising the issuer's significant impacts on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。	5.4 Advocating Green Concept 5.4 倡導綠色理念
	A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.	5.4 Advocating Green Concept
A4: Climate Change A4 : 氣候變化	General Disclosure 一般披露	Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer. 識別及應對已經及可能會對發行人產生影響的重大氣候相關事宜的政策。	5.1 Coping with Climate Change 5.1 應對氣候變化
	A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them.	5.1 Coping with Climate Change
	A4.1	描述已經及可能會對發行人產生影響的重大氣候相關事宜，及應對行動。	5.1 應對氣候變化

Index 指標內容			Relevant section 相關章節
<b>B. Social</b> <b>B. 社會</b>			
B1: Employment	General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.	4. Facilitating Employee Growth
B1: 僱傭	一般披露	有關薪酬及解僱招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。	4. 助力員工成長
	B1.1	Total workforce by gender, employment type (e.g. full-time or part-time), age group and geographical region.	4.1 Protecting Employee Rights Appendix I: Sustainability Data Statements
	B1.1	按性別、僱傭類型(如全職或兼職)、年齡組別及地區劃分的僱員總數。	4.1 保障員工權益 附錄一：可持續發展資料摘要
	B1.2	Employee turnover rate by gender, age group and geographical region.	4.2 Protecting Employee Rights Appendix I: Sustainability Data Statements
	B1.2	按性別、年齡組別及地區劃分的僱員流失比率。	4.2 保障員工權益 附錄一：可持續發展資料摘要
B2: Health and Safety	General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards.	4.4 Creating a Happy Workplace
B2: 健康與安全	一般披露	有關提供安全工作環境及保障僱員避免職業性危害的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。	4.4 打造幸福職場
	B2.1	Number and rate of work-related fatalities occurred in each of the past three years including the reporting year.	4.4 Creating a Happy Workplace
	B2.1	過去三年(包括匯報年度)每年因工亡故的人數及比率。	4.4 打造幸福職場
	B2.2	Lost days due to work injury.	Appendix I: Sustainability Data Statements
	B2.2	因工傷損失工作日數。	附錄一：可持續發展資料摘要
	B2.3	Description of occupational health and safety measures adopted, and how they are implemented and monitored.	4.4 Creating a Happy Workplace
	B2.3	描述所採納的職業健康與安全措施，以及相關執行及監察方法。	4.4 打造幸福職場



Index 指標內容			Relevant section 相關章節
B3: Development and Training B3 : 發展及培訓	General Disclosure 一般披露	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	4.3 Care for Employee Development 4.3 關注員工發展
	B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management). 按性別及僱員類別(如高級管理層、中級管理層)劃分的受訓僱員百分比。	Appendix I: Sustainability Data Statements 附錄一：可持續發展資料摘要
	B3.2	The average training hours completed per employee by gender and employee category. 按性別及僱員類型劃分，每名僱員完成受訓的平均時數。	4.3 Care for Employee Development 4.3 關注員工發展
B4: Labour Standards B4 : 勞工準則	General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour. 有關防止兒童或強制勞工的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。	4.1 Protecting Employee Rights 4.1 保障員工權益
	B4.1	Description of measures to review employment practices to avoid child and forced labour. 描述檢討招聘慣例的措施以避免童工及強制勞工。	4.1 Protecting Employee Rights 4.1 保障員工權益
	B4.2	Description of steps taken to eliminate such practices when discovered. 描述在發現違規情況時消除有關情況所採取的步驟。	4.1 Protecting Employee Rights 4.1 保障員工權益
	B4.2		

Index 指標內容		Relevant section 相關章節	
B5: Supply Chain Management B5 : 供應鏈管理	General Disclosure 一般披露	Policies on managing environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策。	3.6 Supply Chain Management 3.6 供應鏈管理
	B5.1	Number of suppliers by geographical region.	3.6 Supply Chain Management Appendix I: Sustainability Data Statements
	B5.1	按地區劃分的供應商數目。	3.6 供應鏈管理 附錄一：可持續發展資料摘要
	B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored.	3.6 Supply Chain Management
	B5.2	描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目，以及相關執行及監察方法。	3.6 供應鏈管理
	B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.	3.6 Supply Chain Management
	B5.3	描述有關識別供應鏈每個環節的環境及社會風險的慣例，以及相關執行及監察方法。	3.6 供應鏈管理
B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored.	3.6 Supply Chain Management	
B5.4	描述在揀選供應商時促使多用環保產品及服務的慣例，以及相關執行及監察方法。	3.6 供應鏈管理	

Index 指標內容		Relevant section 相關章節	
B6: Product Responsibility	General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.	3. Corporate Compliant Operations
B6 : 產品責任	一般披露	有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。	3. 企業合規經營
	B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons.	Appendix I: Sustainability Data Statements
	B6.1	已售或已運送產品總數中因安全與健康理由而須回收的百分比。	附錄一：可持續發展資料摘要
	B6.2	Number of products and service related complaints received and how they are dealt with.	3.4 Enhancing Customer Experience
	B6.2	接獲關於產品及服務的投訴數目以及應對方法。	Appendix I: Sustainability Data Statements 3.4 提升客戶體驗 附錄一：可持續發展資料摘要
	B6.3	Description of practices relating to observing and protecting intellectual property rights.	3.5 Respect for Intellectual Property Rights
	B6.3	描述與維護及保障知識產權有關的慣例。	3.5 尊重知識產權
	B6.4	Description of quality assurance process and recall procedures.	Not applicable as the Group's business does not involve the sale or delivery of products
	B6.4	描述質量檢定過程及產品回收程序。	不適用，本集團業務不涉及出售或運送產品
	B6.5	Description of consumer data protection and privacy policies, and how they are implemented and monitored.	3.3 Information Security Management
	B6.5	描述消費者資料保障及私隱政策，以及相關執行及監察方法。	3.3 信息安全治理

Index 指標內容		Relevant section 相關章節
B7: Anti-corruption B7: 反貪污	General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering. 有關防止賄賂、勒索、欺詐及洗黑錢的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。
	B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases. 3.2 Adhering to Business Ethics
	B7.1	於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。 3.2 恪守商業道德
	B7.2	Description of preventive measures and whistle-blowing procedures, and how they are implemented and monitored. 3.2 Adhering to Business Ethics
	B7.2	描述防範措施及舉報程序，以及相關執行及監察方法。 3.2 恪守商業道德
	B7.3	Description of anti-corruption training provided to directors and staff. 3.2 Adhering to Business Ethics
	B7.3	描述向董事及員工提供的反貪污培訓。 3.2 恪守商業道德
B8: Community Investment B8: 社區投資	General Disclosure 一般披露	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests. 6. Co-Building a Beautiful Community
	B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport). 6.3 Devoting to Public Charity
	B8.1	專注貢獻範疇(如教育、環境事宜、勞工需求、健康、文化、體育)。 6.3 奉獻公益慈善
	B8.2	Resources contributed to the focus area (e.g. money or time). 6. Co-Building a Beautiful Community
	B8.2	在專注範疇所動用資源(如金錢或時間)。 6. 共建美好社區

# REPORT OF THE BOARD OF DIRECTORS

## 董事會報告

The Board is pleased to present the annual report together with the audited consolidated financial statements for the year ended 31 December 2023.

### PRINCIPAL ACTIVITIES

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

### RESULTS

The results of the Group for the year ended 31 December 2023 are set out on pages 205 to 360 of this annual report.

### BUSINESS REVIEW

A review of the business of the Group for the year ended 31 December 2023, a discussion on the Group's future business development and particulars of important events affecting the Group that have occurred since the end of the financial year are set out in the paragraphs headed "Business Review", "Prospects and Future Developments in the Business of the Group" and "Events after Reporting Period" under the section headed "Management Discussion and Analysis" in this annual report respectively. Descriptions of principal risks and uncertainties that the Group may be facing are provided in this Report of the Board of Directors on pages 193 to 194. An analysis of the Group's performance during the year ended 31 December 2023 using financial key performance indicators is set out in the sections headed "Financial Summary" and "Management Discussion and Analysis" in this annual report. Discussions on the environmental policies and performance, the Group's compliance with relevant laws and regulations and the account of the key relationships of the Group with its stakeholders are contained in this Report of the Board of Directors and the "Environmental, Social and Governance Report" in this annual report. The above discussions constitute part of this Report of the Board of Directors. Discussion and analysis of the Group's performance and an explanation of the basis on which the Company generates or preserves value over the longer term and the strategy for delivery of the Company's objectives are set out in the section headed "Management Discussion and Analysis" in this annual report.

董事會謹此提呈本集團截至2023年12月31日止年度年報以及經審核綜合財務報表。

### 主營業務

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

### 業績

本集團截至2023年12月31日止年度的業績載於本年報第205頁至360頁。

### 業務回顧

截至2023年12月31日止年度本集團的業務回顧、本集團未來業務發展討論及自財政年度末影響本集團重大事宜的細目分別載於本年報「管理層討論與分析」一節中「業務回顧」、「展望及本集團未來業務發展」以及「報告期後事項」各段。本集團可能面對的主要風險及不確定因素描述見於本董事會報告第193頁至194頁。截至2023年12月31日止年度內採用財務關鍵績效指標的本集團表現分析載列於本年報「財務概要」及「管理層討論與分析」各節。有關環境政策及表現之討論、本集團遵守相關法律法規的情況以及本集團與其利益相關方之主要關係論述載於本董事會報告及本年報「環境、社會及管治報告」。以上討論構成本董事會報告的一部分。關於本集團表現的討論與分析以及關於本公司長期產生或保持價值的基礎以及實現本公司目標的策略的說明，載於本年報「管理層討論與分析」一節。

## DIVIDEND POLICY

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

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

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

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

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

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

## 股息政策

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

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

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

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

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

董事會將酌情每年檢討股息政策，以確保其持續有效性。

## FINAL DIVIDEND

The Board recommends the distribution of a final dividend of RMB0.02 (before considering any tax effect) per each Domestic Share and H Share for the year ended 31 December 2023, amounting to, in aggregate, RMB31,215,853.74 (the “**2023 Final Dividend**”). No Shareholder has waived or agreed to waive the 2023 Final Dividend.

According to the Articles of Association, dividend payable to holders of Domestic Shares will be paid in Renminbi, whereas dividend payable to holders of the H Shares will be declared in Renminbi and paid in Hong Kong dollars. The exchange rate of which will be calculated in accordance with the related national regulations on foreign exchange control. The 2023 Final Dividend will be subject to approval by Shareholders at the forthcoming 2023 annual general meeting (the “**AGM**”) and is expected to be paid on or about Wednesday, 31 July 2024.

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

## 末期股息

董事會建議派發截至2023年12月31日止年度末期股息每股內資股及H股人民幣0.02元(未考慮任何稅務影響),合計人民幣31,215,853.74元(「**2023年末期股息**」)。概無股東放棄或同意放棄2023年末期股息。

根據公司章程,應付予內資股持有人的股息將以人民幣派付,而應付H股持有人的股息以人民幣宣派但以港元派付。其匯率將根據匯率控制的相關國家規定計算。2023年末期股息須待即將召開的2023年股東週年大會(「**股東週年大會**」)批准並預計將於2024年7月31日(星期三)或前後支付。

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

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

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

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

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

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

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



## CLOSURE OF REGISTER OF MEMBERS

In order to determine the Shareholders' eligibility to attend the AGM to be held on Thursday, 6 June 2024, the register of members of the Company will be closed from Monday, 3 June 2024 to Thursday, 6 June 2024, both days inclusive, during which no transfer of Shares will be registered. Only Shareholders whose names appear on the register of members of the Company on Thursday, 6 June 2024 or their proxies or duly authorised corporate representatives are entitled to attend the AGM. In order to qualify for attending and voting at the AGM, all properly completed transfer documents accompanied with relevant Share certificates must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, PRC (for holders of H Shares), or the Company's office in the PRC at Room 4101-4110, Block 1, Join-Share International Financing Center, No. 31 Fuhua Road, Dongping Community, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC (for holders of Domestic Shares) not later than 4:30 p.m. on Friday, 31 May 2024.

In order to determine the Shareholders entitled to the 2023 Final Dividend, the register of members of the Company will be closed from Friday, 14 June 2024 to Wednesday, 19 June 2024, both days inclusive, during which no transfer of Shares will be registered. Only Shareholders whose names appear on the register of members of the Company on Wednesday, 19 June 2024 are entitled to the 2023 Final Dividend. In order to qualify for receiving the 2023 Final Dividend which is still subject to approval of the Shareholders at the AGM, all properly completed transfer documents accompanied with relevant Share certificates must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, PRC (for holders of H Shares), or the Company's office in the PRC at Room 4101-4110, Block 1, Join-Share International Financing Center, No. 31 Fuhua Road, Dongping Community, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC (for holders of Domestic Shares) not later than 4:30 p.m. on Thursday, 13 June 2024.

## 暫停辦理股份過戶登記手續

為釐定將於2024年6月6日(星期四)舉行的股東週年大會的出席資格，本公司將於2024年6月3日(星期一)至2024年6月6日(星期四)(包括首尾兩天在內)暫停辦理股份過戶登記手續，期間不接受任何股份過戶登記。於2024年6月6日(星期四)名列本公司股東名冊之股東或彼等之委任代表或正式授權之公司代表，方有權出席股東週年大會。凡擬出席股東週年大會及於會上表決的人士，務必將所有過戶文件連同相關股份證書於2024年5月31日(星期五)下午四時三十分前交回本公司H股過戶登記處香港中央證券登記有限公司，地址為中國香港灣仔皇后大道東183號合和中心17樓1712-1716號舖(就H股持有人而言)或本公司中國辦公地址，地址為中國廣東省佛山市順德區樂從鎮東平社區富華路31號中盈盛達國際金融中心1棟4101室-4110室(就內資股持有人而言)。

為釐定股東收取2023年末期股息的資格，本公司將於2024年6月14日(星期五)至2024年6月19日(星期三)(包括首尾兩天在內)暫停辦理股份過戶登記手續，期間不接受任何股份過戶登記。於2024年6月19日(星期三)名列本公司股東名冊之股東，方有權領取2023年末期股息。凡擬領取2023年末期股息(須待股東於股東週年大會上批准)的人士，務必將所有過戶文件連同相關股份證書於2024年6月13日(星期四)下午四時三十分前交回本公司H股過戶登記處香港中央證券登記有限公司，地址為中國香港灣仔皇后大道東183號合和中心17樓1712-1716號舖(就H股持有人而言)或本公司中國辦公地址，地址為中國廣東省佛山市順德區樂從鎮東平社區富華路31號中盈盛達國際金融中心1棟4101室-4110室(就內資股持有人而言)。

## FINANCIAL SUMMARY

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

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

### (I) Proceeds from the Listing

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

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

## 財務概要

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

## 上市所得款項以及發行投資者認購股份及配售新H股所得款項

### (一) 上市所得款項

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

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

As at 31 December 2023, details of use of proceeds from the Listing are as follows:

於2023年12月31日，上市所得款項的詳細用途如下：

Net proceeds allocation	Intended use of the proceeds	Actual use of the proceeds as at 31 December 2023	Amount of proceeds brought forward to the current financial year (approximate)	Amount of the remaining proceeds as at 31 December 2023 (approximate)	Expected time of utilisation
所得款項淨額分配	所得款項的擬定用途	於2023年12月31日所得款項的實際用途	結轉至本財政年度的所得款項金額(約)	於2023年12月31日之剩餘所得款項金額(約)	預期使用時間
(i) HK\$120.00 million	Develop financing guarantee business, establish new subsidiaries and branches (including those in Dongguan, Yunfu and Zhuhai, Guangdong Province) and increase the capital base for financing guarantee and expand the Group's business in order to enhance competitive advantage in the financing guarantee market.	Approximately HK\$23.86 million and HK\$47.56 million had been utilised to establish Yunfu Yuecai Puhui Financing Guarantee Co., Ltd.* (雲浮市粵財普惠融資擔保股份有限公司), the name of which was changed to Yunfu Puhui Financing Guarantee Co., Ltd.* (雲浮市普惠融資擔保股份有限公司) ("Yunfu Puhui") afterwards, with Guangdong Financing Re-Guarantee Company Limited* (廣東省融資再擔保有限公司), Yunfu Rongda Asset Operations Company Limited* (雲浮市融達資產經營有限公司) and Guangdong Wenshi Investment Company Limited* (廣東溫氏投資有限公司) and to increase the registered capital of Yunfu Puhui after Guangdong Financing Re-Guarantee Company Limited ceased to be a shareholder thereof. Upon the completion of capital contribution, the shareholding of the Group in Yunfu Puhui increased to 53.85%. And approximately HK\$48.58 million had been used to contribute to the registered capital of Anhui Join-Share Financing Guarantee Co., Ltd.* (安徽中盈盛達融資擔保有限公司) ("Anhui Join-Share"), following which the Group's shareholding in Anhui Join-Share increased from 51% to approximately 63.05%.	Nil	Nil	N/A
(i) 120.00 百萬港元	推展融資擔保業務，成立新的子公司及分支機構(包括位於廣東省東莞、雲浮及珠海)，同時增加融資擔保業務的資本基礎及拓展本集團業務規模，以提升在融資擔保市場上的競爭優勢。	約23.86百萬港元及47.56百萬港元用於與廣東省融資再擔保有限公司、雲浮市融達資產經營有限公司及廣東溫氏投資有限公司共同設立雲浮市粵財普惠融資擔保股份有限公司(其後更名為雲浮市普惠融資擔保股份有限公司)(「雲浮普惠」)，並於廣東省融資再擔保有限公司不再為其股東後，用於增加雲浮普惠的註冊資本。於注資完成後，本集團於雲浮普惠的持股比例增加至53.85%。約48.58百萬港元用於注入安徽中盈盛達融資擔保有限公司(「安徽中盈盛達」)的註冊資本，注資完成後，本集團於安徽中盈盛達的持股比例由51%增加至約63.05%。	無	無	不適用

Net proceeds allocation	Intended use of the proceeds	Actual use of the proceeds as at 31 December 2023	Amount of proceeds brought forward to the current financial year (approximate)	Amount of the remaining proceeds as at 31 December 2023 (approximate)	Expected time of utilisation
所得款項淨額分配	所得款項的擬定用途	於2023年12月31日所得款項的實際用途	結轉至本財政年度的所得款項金額(約)	於2023年12月31日之剩餘所得款項金額(約)	預期使用時間
(ii) HK\$61.18 million	Develop SMEs lending business, establish new subsidiaries and increase capital base in order to expand the Group's SME lending business and improve its status in the market.	Approximately HK\$28.79 million and HK\$32.39 million had been used to contribute to the registered capital of Foshan Micro Credit and the acquisition of shares in Foshan Micro Credit from its existing shareholders, respectively. Following the acquisition of shares in Foshan Micro Credit, the Group's shareholding in Foshan Micro Credit increased from 30% to approximately 55.247%.	Nil	Nil	N/A
(ii) 61.18 百萬港元	推廣中小微企業貸款業務，成立新的子公司，增加資本基礎，以提升本集團中小微企業貸款業務規模與市場地位。	約28.79百萬港元及32.39百萬港元分別用於注入佛山小額貸款的註冊資本及向佛山小額貸款的現有股東收購股份。於收購佛山小額貸款的股份後，本集團於佛山小額貸款的持股比例從30%增加至約55.247%。	無	無	不適用
(iii) HK\$33.90 million	To increase the registered capital of Foshan Micro Credit and/or acquire part of the equity interests held by other shareholders, where practicable.	Approximately HK\$8.40 million and HK\$13.72 million has been used to contribute to the registered capital of Foshan Micro Credit and the acquisition of shares in Foshan Micro Credit from its existing shareholders, respectively. The Group's shareholding in Foshan Micro Credit increased from 55.247% to 58.00%.	HK\$33.90 million	HK\$11.78 million	2024-12-31
(iii) 33.90 百萬港元	增加佛山小額貸款的註冊資本，及/或在可行的情況下收購其他股東持有的部分股權。	約8.40百萬港元及13.72百萬港元分別用於注入佛山小額貸款的註冊資本及向佛山小額貸款的現有股東收購股份。本集團於佛山小額貸款的持股比例從55.247%增加至58.00%。	33.90百萬港元	11.78百萬港元	2024-12-31
(iv) HK\$63.70 million	Contribution to the registered capital of a new wholly-owned subsidiary to provide capital management services.	Approximately HK\$63.70 million had been used to contribute to the registered capital of Guangdong Join-Share Capital Management Limited* ("Guangdong Capital Investment") (廣東中盈盛達資本管理有限公司).	Nil	Nil	N/A
(iv) 63.70 百萬港元	向新的全資子公司注入註冊資本，以提供資本管理服務。	約63.70百萬港元用於注入廣東中盈盛達資本管理有限公司(「廣東資本管理」)的註冊資本。	無	無	不適用
(v) HK\$61.52 million	Supplement operating capital and other business expenses.	Approximately HK\$61.52 million had been utilised for supplementing operating capital and other business expenses.	HK\$37.72 million	Nil	N/A
(v) 61.52 百萬港元	補足營運資金和其他業務開支。	約61.52百萬港元用於補充營運資金和其他業務開支。	37.72百萬港元	無	不適用

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

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

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

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

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

## (二) 投資者認購股份及配售新H股所得款項

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

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

發行投資者認購股份的理由及裨益,請參閱2017通函。

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

As at 31 December 2023, details of the use of proceeds from the Investors Subscription are as follows:

於2023年12月31日，投資者認購事項所得款項的詳細用途如下：

Net proceeds allocation	Intended use of the proceeds	Actual use of the proceeds as at 31 December 2023	Amount of proceeds brought forward to the current financial year (approximate)	Amount of the remaining proceeds as at 31 December 2023 (approximate)	Expected time of utilisation
所得款項淨額分配	所得款項擬定用途	於2023年12月31日所得款項的實際用途	結轉至本財政年度的所得款項金額(約)	12月31日之剩餘所得款項金額(約)	預期使用時間
(i) Approximately 60% (i.e. approximately RMB225.27 million (equivalent to approximately HK\$254.52 million) of the proceeds)	Pursuing acquisition and merger opportunities when suitable target becomes available, in order to expand the Group's service mix and further consolidate the market position of the Group in Guangdong Province or Pearl River Delta region, among which:	RMB45.00 million and RMB90.00 million have been used for the capital contribution of establishment of Shenzhen Join-Share Commercial Factoring Co., Ltd.* (深圳中盈盛達商業保理有限公司) (currently known as Guangdong Join-Share Commercial Factoring Co., Ltd.* (廣東中盈盛達商業保理有限公司)) and capital contribution of establishment of Shenzhen Join-Share Engineering Guarantee Co., Ltd.* (深圳市中盈盛達工程擔保有限公司), which was held as to 90% by the Company.	Nil	Nil	N/A
(i) 約60% (即所得款項約人民幣225.27百萬元(相當於約254.52百萬港元))	於適當的目標出現時尋找併購機會，以擴大本集團的服務組合及進一步鞏固本集團於廣東省或珠三角地區的市場地位，其中：	人民幣45.00百萬元及人民幣90.00百萬元已分別用於出資設立深圳中盈盛達商業保理有限公司(現稱為廣東中盈盛達商業保理有限公司)及出資設立深圳市中盈盛達工程擔保有限公司(由本公司持有其90%)。	無	無	不適用
	(a) Approximately RMB30.00 million (equivalent to approximately HK\$33.89 million) to establish a new engineering guarantee company in Foshan, PRC.	N/A	HK\$33.89 million	HK\$28.81 million	2024-12-31
	(a) 約人民幣30.00百萬元(相當於約33.89百萬港元)將用於在中國佛山成立新的工程保證擔保公司。	不適用	33.89百萬港元	28.81百萬港元	2024-12-31
	(b) Approximately RMB20.00 million (equivalent to approximately HK\$22.60 million) to increase the registered capital of Foshan Micro Credit and/or acquire part of the equity interests held by other shareholders, where practicable.	Approximately HK\$22.60 has been used to contribute to the registered of Foshan Micro Credit. The Group's shareholding in Foshan Micro Credit increased from 55.247% to 58.00%.	HK\$22.60 million	Nil	N/A
	(b) 約人民幣20.00百萬元(相當於約22.60百萬港元)將用於增加佛山小額貸款的註冊資本，及/或在可行的情況下收購其他股東持有的部分股權。	約22.60百萬港元用於註冊佛山小額貸款的註冊資本。本集團於佛山小額貸款的持股比例從55.247%增加至58.00%。	22.60百萬港元	無	不適用
	(c) Approximately RMB40.27 million, equivalent to approximately HK\$45.50 million) establish the New Subsidiary as detailed in the 2022 June Circular.	Approximately HK\$45.50 million has been used to establish the New Subsidiary as detailed in the 2022 June Circular. <sup>(Note 1)</sup>	HK\$45.50 million	Nil	N/A
	(c) 約人民幣40.27百萬元(相當於約45.50百萬港元)將用於成立2022年6月通函中所披露的新子公司。	約45.50百萬港元已用於成立2022年6月通函中所披露的新子公司。 <sup>(註1)</sup>	45.50百萬港元	無	不適用
(ii) Approximately 40% (i.e. approximately RMB150.18 million (equivalent to approximately HK\$169.68 million) of the proceeds)	Capital injection into Guangdong Yaoda and/or development of other financial-related services business that comply with the relevant regulations and policies, whereby:	RMB112.57 million (equivalent to approximately HK\$132.84 million) has been used for capital injection into Guangdong Yaoda.	Nil	Nil	N/A
(ii) 約40% (即所得款項約人民幣150.18百萬元(相當於約169.68百萬港元))	向廣東耀達注資及/或發展符合相關規例及政策的其他金融相關服務業務，其中：	人民幣112.57百萬元(相當於約132.84百萬港元)已用作向廣東耀達注資。	無	無	不適用
	(a) Following disposal of Guangdong Yaoda, approximately RMB37.61 million (equivalent to approximately HK\$36.84 million) will be used to establish the New Subsidiary as detailed in the 2022 June Circular. <sup>(Note 2)</sup>	Approximately HK\$36.84 million has been used to establish the New Subsidiary as detailed in the 2022 June Circular. <sup>(Note 1)</sup>	HK\$36.84 million	Nil	N/A
	(a) 於出售廣東耀達後，約人民幣37.61百萬元(相當於約36.84百萬港元)將用於成立2022年6月通函中所披露的新子公司。 <sup>(註2)</sup>	約36.84百萬港元已用於成立2022年6月通函中所披露的新子公司。 <sup>(註1)</sup>	36.84百萬港元	無	不適用

Notes:

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

註：

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

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

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

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

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



As at 31 December 2023, actual use of proceeds from Placing are as follows:

於2023年12月31日，配售事項所得款項的實際用途如下：

Net proceeds allocation	Intended use of the proceeds	Actual use of the proceeds as at 31 December 2023	Amount of proceeds brought forward to the current financial year (approximate) 結轉至本財政年度的 所得款項金額(約)	Amount of the remaining proceeds as at 31 December 2023 (approximate) 於2023年12月31日 之剩餘所得款項 金額(約)	Expected time of utilisation 預期 使用時間
所得款項淨額分配	所得款項擬定用途	於2023年12月31日所得款項的實際用途	所得款項金額(約)	之剩餘所得款項 金額(約)	預期 使用時間
(i) Approximately 55% (i.e. approximately HK\$144.32 million of the proceeds)	(a) Approximately RMB60.00 million (equivalent to approximately HK\$67.79 million) will be used for capital injection in Guangdong Capital Investment.	Approximately RMB60.00 million (equivalent to approximately HK\$67.79 million) has been used for capital injection in Guangdong Capital Investment.	Nil	Nil	N/A
(i) 約55% (即所得款項約144.32百萬港元)	(a) 約人民幣60.00百萬元(相當於約67.79百萬港元)將用於向廣東資本管理注資。	約人民幣60.00百萬元(相當於約67.79百萬港元)將用於向廣東資本管理注資。	無	無	不適用
	(b) Approximately RMB50.00 million (equivalent to approximately HK\$56.49 million) will be used to establish the New Subsidiary as detailed in the 2022 June Circular.	Approximately HK\$56.49 million has been used to establish the New Subsidiary as detailed in the 2022 June Circular. <i>(Note 1)</i>	HK\$56.49 million	Nil	N/A
	(b) 約人民幣50.00百萬元(相當於約56.49百萬港元)將用於成立2022年6月通函中所披露的新子公司。	約56.49百萬港元已用於成立2022年6月通函中所披露的新子公司。 <i>(註1)</i>	56.49百萬港元	無	不適用
	(c) Approximately RMB17.73 million (equivalent to approximately HK\$20.04 million) will be used for general working capital and general corporate purposes of the Group.	Approximately HK\$20.04 million has been used for general working capital and general corporate purposes of the Group.	Nil	Nil	N/A
	(c) 約人民幣17.73百萬元(相當於約20.04百萬港元)將用作本集團的一般營運資金及一般公司用途。	約20.04百萬港元將用作本集團的一般營運資金及一般公司用途。	無	無	不適用
(ii) Approximately 35% (i.e. approximately HK\$91.84 million of the proceeds)	To establish the New Subsidiary as detailed in the 2022 June Circular.	Approximately HK\$91.84 million has been used to establish the New Subsidiary as detailed in the 2022 June Circular. <i>(Note 1)</i>	HK\$91.84 million	Nil	N/A
(ii) 約35% (即所得款項約91.84百萬港元)	成立2022年6月通函中所披露的新子公司。	約91.84百萬港元已用於成立2022年6月通函中所披露的新子公司。 <i>(註1)</i>	91.84百萬港元	無	不適用
(iii) Approximately 10% (i.e. approximately HK\$26.24 million of the proceeds)	General working capital purposes, of which approximately 6% will be used for the renovation of existing office premises of the Group and the setting up of new offices by the Group in Foshan to enhance its business network in the city and approximately 4% will be used for purchasing office equipment including computers and for upgrading the computer software.	HK\$15.744 million has been used for the renovation of existing office premises of the Group and the setting up of new offices by the Group in Foshan to enhance its business network in the city and HK\$10.496 million has been used for purchasing office equipment including computers and for upgrading the computer software.	Nil	Nil	N/A
(iii) 約10% (即所得款項約26.24百萬港元)	一般營運資金用途，其中約6%將用於本集團現有辦公場所翻新以及在佛山設立新辦事處以增強本集團在該市的業務網絡，約4%將用於購買辦公設備(包括電腦)及升級電腦軟件。	15.744百萬港元已被用於本集團現有辦公場所翻新以及在佛山設立新辦事處以增強本集團在該市的業務網絡，10.496百萬港元已被用於購買辦公設備(包括電腦)及升級電腦軟件。	無	無	不適用

Notes:

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

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

註：

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

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

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

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

The Board noted that, the PRC government and regulatory authorities remained stringent in the regulation and control over the financial industry to prevent systemic financial risks, and the approval procedures for investments in the financial industry continued to be strictly scrutinised and complicated. The establishment of, or investments in certain businesses, in particular micro-lending, guarantee, finance leasing, factoring and asset management companies, are subject to prior-approval by relevant government authorities. Such industries are currently undergoing the stage of regulatory compliance enhancement and reification, resulting in delay or suspension in certain approval process. Accordingly, during 2023, the Board remained having the view that it was no wise timing to deploy its resources to identify and execute its expansion or investments in the PRC financial industry.

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

### (三) 進一步變更所得款項之預期使用時間

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

董事會注意到，中國政府及監管機構對金融業的監管及控制持續嚴謹，以預防系統性金融風險，而投資金融業的審批程序持續受到嚴格且複雜審查。成立或投資若干業務，特別是小額貸款、擔保、融資租賃、保理及資產管理公司，須事先獲得有關政府機關的批准。有關行業目前正處於監管合規優化及整頓的階段，令若干審批程序推遲或暫停。因此，於2023年，董事會仍然認為調配資源以物色及實行其於中國金融業的擴張或投資不為明智之舉。

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

## MAJOR BANKING PARTNERS

Cooperation with commercial banks are essential to the Group's financing guarantee business, as the Group depends on its relationships with commercial banks for acceptance of guarantees and for customer referrals. Most of these commercial banks are state-owned commercial banks or major joint-stock commercial banks. The relevant member of the Group generally enters into cooperative agreement with these banks which sets out the term of cooperation, the maximum amount of liability in respect of which the relevant member of the Group could guarantee, the requirement for the relevant member of the Group making security deposits with these banks, various operative covenants the relevant member of the Group may need to comply with and the default payment arrangements. In 2023, the five largest cooperative banks of the Group accounted for approximately 38% of its outstanding guarantees, while the largest cooperative bank accounted for approximately 18% of its outstanding guarantees. As of 31 December 2023, the Group guaranteed a total financing of approximately RMB1,907.81 million provided by the Group's top five cooperative banks. In addition to banks, various other stakeholders may be involved in the provision of different products and services by the Group, including re-guarantee institutions, other guarantee companies, trust companies, securities companies, finance lease companies and local governments. The relevant member of the Group has entered into re-guarantee arrangements with several re-guarantee institutions, which will pay the default amount for the relevant member of the Group to settle with the lenders in the event that such member of the Group is insolvent and cannot settle such default amount for the customers. The relevant member of the Group has entered into joint-guarantee arrangements with other guarantee institutions, which will pay a certain portion of the default amount to such member of the Group in the event that such member of the Group settles the full default amount for the customers. The relevant member of the Group has also entered into cooperative agreements with several local governments to better manage the Group's credit risks through allocating the risks between the local government and the Group.

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

## 主要合作銀行

由於本集團在接受擔保及客戶轉介方面依賴與商業銀行的關係，故與商業銀行的合作對於本集團的融資擔保業務至關重要。該等商業銀行中，絕大部分為國有商業銀行或主要股份制商業銀行。本集團的相關成員公司通常與該等銀行訂立合作協議，當中載列合作期限、相關成員公司可擔保的最高擔保金額、相關成員公司向該等銀行存入保證金的規定、相關成員公司可能須應對的不同有效契約以及違約支付安排。2023年，本集團的五大合作銀行約佔其未償還擔保責任餘額的38%，最大合作銀行約佔未償還融資擔保責任餘額的18%。於2023年12月31日，本集團為五大合作銀行提供的融資餘額合共人民幣約1,907.81百萬元提供擔保。除銀行外，其他眾多利益相關者可能會涉及本集團所提供的不同產品及服務，包括再擔保機構、其他擔保公司、信託公司、證券公司、融資租賃公司及地方政府。本集團的相關成員公司已與數家再擔保機構訂立再擔保安排，當相關成員公司無償債能力且無法向客戶結算違約金額時，該等機構將會為該等成員公司支付違約金額以結算與貸方的款項。本集團的相關成員公司已與其他擔保機構訂立分保安排，當該等成員公司向客戶結算全部的違約金額時，該等機構將向該等成員公司支付若干比例的違約金額。本集團的相關成員公司亦已與數個地方政府訂立合作協議，以透過與地方政府分擔風險的方式更好地管理本集團的信用風險。

基於本集團的業務性質，本集團並無主要供應商。

## MAJOR CUSTOMERS

The Group's customers primarily include SMEs and individual business proprietors. The Group charges mainly guarantee fee and interest fee in return for the guarantee and lending services provided by it, respectively, to its customers. For the year ended 31 December 2023, revenue derived from the Group's five largest customers accounted for approximately 4.32% of its total income and revenue derived from the Group's largest customer accounted for approximately 0.99% of its total income.

To the best knowledge of the Directors, none of the Directors or any of their close associates or any Shareholders, which to the best knowledge of the Company own more than 5% of the Company's issued share capital had any interests in the Group's five largest customers for the year ended 31 December 2023.

## PROPERTY AND EQUIPMENT

Details of movements in the property, plant and equipment of the Company and the Group during the year ended 31 December 2023 are set out in Note 20 to the audited consolidated financial statements in this annual report.

## SHARE CAPITAL

Details of movements in the share capital of the Company during the year ended 31 December 2023 are set out in Note 31 to the audited consolidated financial statements in this annual report.

## DEBENTURES

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

## RESERVES AND DISTRIBUTABLE RESERVES

Details of movements in the reserves of the Company during the year ended 31 December 2023 are set out in Note 31 to the audited consolidated financial statements in this annual report, and details of movement in the reserves of the Group during the year ended 31 December 2023 are set out in the consolidated statement of changes in equity in this annual report.

## 主要客戶

本集團的客戶主要包括中小微企業及個體工商戶。本集團主要就其向客戶提供的擔保及貸款服務收取擔保費用及利息費用。截至2023年12月31日止年度，來自本集團五大客戶的收入佔本集團總收入的約4.32%，來自本集團的最大客戶的收入佔本集團總收入的約0.99%。

據董事所知，概無董事或彼等任何的緊密聯繫人或據本公司所知的任何股東於截至2023年12月31日止年度擁有本公司已發行股本5%以上的權益於本集團五大客戶中擁有任何權益。

## 物業及設備

於截至2023年12月31日止年度內，本公司及本集團的物業、廠房及設備變動詳情載於本年報的經審核綜合財務報表附註20。

## 股本

於截至2023年12月31日止年度內，本公司股本的變動詳情載於本年報的經審核綜合財務報表附註31。

## 債券

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

## 儲備及可分配儲備金

截至2023年12月31日止年度內本公司的儲備變動詳情載於本年報經審核綜合財務報表附註31。截至2023年12月31日止年度內本集團的儲備變動詳情載於本年報綜合權益變動表。

As at 31 December 2023, the Company's reserves available for distribution, calculated in accordance with the provisions of Companies Law of the PRC, amounted to approximately RMB69.10 million. Please refer to Note 31 to the audited consolidated financial statements in this annual report for calculation of reserves available.

## OTHER BORROWINGS

Particulars of interest-bearing borrowings of the Company and the Group as at 31 December 2023 are set out in Note 23 to audited consolidated financial statements in this annual report.

## CONNECTED TRANSACTIONS

The Company has entered into several transactions with connected persons during the year ended 31 December 2023 which constituted connected transactions of the Company under Chapter 14A of the Listing Rules:

On 30 March 2023, the Company (as guarantor) and LingNan Eco&Culture-Tourism Co., Ltd. (嶺南生態文旅股份有限公司) (and/or any of its subsidiaries, "**LingNan Eco&Culture-Tourism Group Company**") (as warrantee) entered into the maximum guarantee service agreement, pursuant to which the Company and its subsidiaries shall provide the guarantee within the maximum guarantee limit of RMB350 million. The service fee for each individual provision of guarantee by any member of the Group (the "**Group Company**") shall be agreed under separate guarantee service agreement to be entered into between the Group Company and LingNan Eco&Culture-Tourism Group Company, but in any event shall not exceed 4.8% of the guaranteed amount per annum.

Zhongshan Join-Share Technology Financing Guarantee Investment Co., Ltd. (中山中盈盛達科技融資擔保投資有限公司), one of the subsidiaries of the Company, is owned as to 43% by Zhongshan Torch Huaying Investment Co., Ltd. (中山火炬華盈投資有限公司). On the other hand, Zhongshan Torch Huaying Investment Co., Ltd.\* owns 99% interest in Zhongshan Huaying Industrial Investment Partnership (Limited Partnership) (中山華盈產業投資合夥企業(有限合夥)), which controls the composition of a majority of the board of directors of LingNan Eco&Culture-Tourism Co., Ltd. Therefore, LingNan Eco&Culture-Tourism Co., Ltd. is a connected person of the Company under Chapter 14A of the Listing Rules. As such, the provision of the guarantee contemplated under the maximum guarantee service agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rule. As (i) LingNan

於2023年12月31日，本公司根據中國公司法條文計算的可分配儲備金總額約為人民幣69.10百萬元。關於可分配儲備金的計算方式，請參閱本年報的經審核綜合財務報表附註31。

## 其他借款

於2023年12月31日，本公司及本集團的計息借款的詳情載於本年報經審核綜合財務報表附註23。

## 關連交易

本公司已於截至2023年12月31日止年度與關連人士訂立若干交易，該等交易根據上市規則第14A章構成本公司的關連交易：

於2023年3月30日，本公司(作為擔保人)與嶺南生態文旅股份有限公司(及/或其附屬公司「**嶺南生態文旅集團公司**」)(作為被擔保人)訂立保函最高額擔保授信服務合同，據此，本公司及其附屬公司將提供擔保，擔保最高額為人民幣350,000,000元。本集團任何成員公司(「**集團公司**」)提供的各項個別擔保的服務費將由集團公司與嶺南生態文旅集團公司根據將予訂立的單獨擔保服務協議達成，惟無論如何每年不得超過所提供的擔保金額的4.8%。

中山中盈盛達科技融資擔保投資有限公司(本公司其中一間附屬公司)由中山火炬華盈投資有限公司擁有43%權益。另一方面，中山火炬華盈投資有限公司擁有中山華盈產業投資合夥企業(有限合夥)的99%權益，控制著嶺南生態文旅股份有限公司董事會的大部分成員組成。因此，根據上市規則第14A章，嶺南生態文旅股份有限公司為本公司的關連人士。因此，根據上市規則第14A章，保函最高額擔保授信服務合同項下擬提供擔保構成本公司的關連交易。由於(i)根據上市規則，嶺南生態文旅股份有限公司為本公司附屬公司層面的關連人士；(ii)董事會已批准提供擔保；及(iii)獨立非執行董事已確認，保函最高額擔保授信服務合同之條款屬公平合理，其項下擬進行之交易乃按一般

Eco&Culture-Tourism Co., Ltd. is a connected person of the Company at the subsidiary level under the Listing Rules; (ii) the Board has approved the provision of the guarantee; and (iii) the independent non-executive Directors have confirmed that the terms of the maximum guarantee service agreement are fair and reasonable and the transactions contemplated thereunder are on normal commercial terms or better and in the interests of the Company and its shareholders as a whole, the provision of the guarantee is subject to the reporting and announcement requirements under Chapter 14A of the Listing Rules but is exempt from the circular, independent financial advice and shareholders' approval requirements pursuant to Rule 14A.101 of the Listing Rules. For further details, please refer to the announcement of the Company dated 30 March 2023.

The shareholders' agreement of the Company entered with Yunfu Rongda Asset Operations Company Limited (雲浮市融達資產經營有限公司), Guangdong Wenshi Investment Company Limited (廣東溫氏投資有限公司) and Guangdong Yuecai Financing Guarantee Group Co., Ltd. (廣東粵財融資擔保有限公司) ("GD Yuecai") dated 13 June 2023 concerning Yunfu Puhui, pursuant to which certain terms of the capital contribution agreement are restated or modified and refined to better achieve a revenue-risk sharing business model among the shareholders of Yunfu Puhui. In particular, the put option, right of guaranteed return, right of guarantee to capital contribution, and liquidation preference are granted to and in favour of GD Yuecai under the shareholders' agreement.

GD Yuecai is a substantial shareholder of Guangdong Join-Share Financing Guarantee Co., Limited\* (廣東中盈盛達融資擔保有限公司), a subsidiary of the Company. As (i) GD Yuecai is a connected person of the Company at the subsidiary level under the Listing Rules; (ii) the Board has approved the entering into the shareholders' agreement and the transactions contemplated thereunder; and (iii) the independent non-executive Directors have confirmed that the terms of the shareholders' agreement are fair and reasonable and the transactions contemplated thereunder are on normal commercial terms or better and in the interests of the Company and its shareholders as a whole, the entering into the shareholders' agreement and the transactions contemplated thereunder are subject to the reporting and announcement requirements under Chapter 14A of the Listing Rules. For further details, please refer to the announcement of the Company dated 13 June 2023.

商業條款或更佳條款訂立，並符合本公司及其股東的整體利益。擔保條文須遵守上市規則第14A章的申報及公告規定，惟根據上市規則第14A.101條獲豁免遵守通函、獨立財務意見及股東批准的規定。進一步詳情請參閱本公司日期為2023年3月30日的公告。

根據本公司與雲浮市融達資產經營有限公司、廣東溫氏投資有限公司及廣東粵財融資擔保有限公司(「廣東粵財」)就雲浮普惠於2023年6月13日訂立的股東協議，已對注資協議的若干條款進行重列或修訂及細化，以更好地實現雲浮普惠股東之間的收入風險分擔商業模式。具體而言，根據股東協議，出售選擇權、保證回報權、注資擔保權及優先清算權已授予廣東粵財並以其為受益人。

廣東粵財為廣東中盈盛達融資擔保有限公司(本公司附屬公司)的主要股東。由於(i)根據上市規則，廣東粵財為本公司附屬公司層面的關連人士；(ii)董事會已批准訂立股東協議及其項下擬進行的交易；及(iii)獨立非執行董事已確認股東協議的條款屬公平合理，其項下擬進行的交易乃按一般商業條款或更佳條款訂立，並符合本公司及其股東的整體利益，故訂立股東協議及其項下擬進行的交易須遵守上市規則第14A章的申報及公告規定。進一步詳情請參閱本公司日期為2023年6月13日的公告。

## RELATED PARTY TRANSACTIONS

Details of material related party transactions entered into by the Company are set out in Note 34 to the audited consolidated financial statements in this annual report. Save as disclosed in the paragraphs headed “Connected Transactions” in this Report of the Board of Directors, the related party transactions did not fall under the definition of “connected transaction” or “continuing connected transaction” under Chapter 14A of the Listing Rules.

## BOARD OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

The Directors and the supervisors of the Company during the year ended 31 December 2023 and up to the date of this annual report were:

### Executive Director

Mr. Wu Liejin (*Chairman and President*)

### Non-executive Directors

Mr. Zhang Minming  
Mr. Li Shenhua  
Mr. Luo Zhenqing  
Mr. Zhao Wei  
Mr. Ou Weiming

### Independent non-executive Directors

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

### Supervisors

Mr. Li Qi (*Chairman*)  
Ms. Li Wanmin  
Mr. Chen Xin  
Mr. Zhong Jian  
Mr. Huang Shaoxiong  
Ms. Huang Yuzhen

Details of the Directors, Supervisors and senior management of the Group are set out in the section headed “Directors, Supervisors and Senior Management” in this annual report.

## 關聯方交易

本公司訂立的重大關聯方交易詳情見於本年報經審核綜合財務報表附註34。除本董事會報告「關連交易」各段所披露者外，關聯方交易不屬於上市規則第14A章下的「關連交易」或「持續關連交易」的定義。

## 董事、監事及高級管理層

截至2023年12月31日止年度及直至本年報日期，本公司董事及監事為：

### 執行董事

吳列進先生 (*主席兼總裁*)

### 非執行董事

張敏明先生  
李深華先生  
羅振清先生  
趙偉先生  
歐偉明先生

### 獨立非執行董事

吳向能先生  
梁漢文先生  
王波先生

### 監事

李琦先生 (*主席*)  
李婉敏女士  
陳新先生  
鍾堅先生  
黃少雄先生  
黃瑜珍女士

本集團董事、監事及高級管理層的詳細資料載於本年報「董事、監事及高級管理層」一節。



## CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

In accordance with Rule 3.13 of the Listing Rules, the Company has received the annual confirmation from each of the independent non-executive Directors in respect of their independence, and considered all of the independent non-executive Directors to be independent.

## DIRECTORS AND SUPERVISORS' SERVICE CONTRACTS

Each of the Directors and the Supervisors has entered a service contract with the Company with a term commencing on 6 June 2021 or his/her respective appointment dates (whichever is later) to the date of expiry of the fifth session of the Board or the board of supervisors of the Company (as the case may be), which is expected to be 5 June 2024.

None of the Directors or the Supervisors has a service contract which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

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

Save as the connected transactions as set out in the paragraph headed "Connected Transactions" in the Report of the Board of Directors and the material related party transactions entered into by the Company and the relevant related parties as set out in Note 34 to the audited consolidated financial statements in this annual report, no material transactions, arrangements or contract of significance to the Group's business to which the Company, any of its subsidiaries, fellow subsidiaries was a party and in which any Director or Supervisor has any material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year ended 31 December 2023.

## DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year ended 31 December 2023, none of the Directors and their respective close associates (as defined in the Listing Rules) had an interest in a business which causes or may cause any significant competition with the business of the Group and any other conflicts of interest which any such person has or may have with the Group.

## 獨立非執行董事的獨立性確認

根據上市規則第3.13條，本公司已收到每名獨立非執行董事就其獨立性而作出的年度確認函，並認為全體獨立非執行董事均為獨立人士。

## 董事及監事服務合約

各董事及監事已與本公司訂立服務合約，任期自2021年6月6日或其各自的委任日期(以較後日期為準)至第五屆董事會或本公司監事會(視情況而定)屆滿之日止，預計為2024年6月5日。

概無董事及監事與本公司訂立本公司不可於一年內不付賠償(法定賠償除外)而終止的服務合約。

## 董事及監事於重大交易、安排或合約之權益

除董事會報告「關連交易」一段載述的關連交易以及本年報經審核綜合財務報表附註34所載本公司與關聯方訂立的重大關聯方交易外，概無由本公司、其任何子公司、同系子公司所訂立且任何董事及監事直接或間接擁有重大權益，及對本集團業務而言屬重大，並於本年底或於截至2023年12月31日止年度內仍然存續的任何重大交易、安排或合約。

## 董事於競爭業務的權益

截至2023年12月31日止年度，概無董事及彼等各自緊密聯繫人士(定義見上市規則)於對本集團業務構成或可能構成任何重大競爭的業務中擁有任何權益或與本集團有或可能有其他利益衝突。

## MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 December 2023.

## REMUNERATION POLICY

The Remuneration and Appraisal Committee was set up for, among others, reviewing and making recommendations on remuneration policy for Directors and senior management of the Company, taking into account salaries paid by comparable companies, time commitment, responsibilities and employment conditions elsewhere in the Group.

For general emolument policy, please refer to the paragraphs headed "Human Resources" in the section headed "Management Discussion and Analysis" in this annual report. Other than the general emolument policy, currently the Group does not have long-term incentive schemes. For remuneration of the Group's senior management, please refer to paragraphs headed "Remuneration and Appraisal Committee" in the section headed "Corporate Governance Report" in this annual report.

## PRINCIPAL RISKS AND UNCERTAINTIES

As a financing services provider, the Company's principal risks include credit risk, market risk and liquidity risk. The Group has put in place a series of risk management procedures for guarantee business since its establishment in 2003. It reviews and enhances such procedures annually and when necessary to cater to the on-going development and evolution of its business and products as well as any changes in the regulatory and industry environment, and supplements its risk management procedures when it starts new business lines or introduces new products.

The Group aims to manage risks through internal mechanisms that carefully and systematically manage the risks via a series of standardised risk management procedures, and external mechanisms that allocate risks among itself and other parties, including counter-guarantees from customers or their affiliates, and joint-guarantee arrangements with certain guarantee companies and local governments. It is also trying to develop and maintain a diversified customer base to reduce the risks of any downturn in any of its customers' industries causing a material adverse effect on its business, and to cautiously select its customers. In addition, it continuously manages its project portfolio to avoid concentration of its guarantee obligations and loans maturing in a particular period. It tailors its risk

## 管理合同

於截至2023年12月31日止年度，概無訂立或存在任何有關本公司全部或任何主要部分業務的管理及行政合同。

## 薪酬政策

本公司已成立薪酬與考核委員會，經考慮同類公司支付的薪金、任職時間、責任及本集團其他的聘用條件，檢討及向董事及本公司高級管理層就薪酬政策提出建議等。

關於總體薪酬政策，請參閱本年報「管理層討論與分析」一節「人力資源」一段。除總體薪酬政策以外，目前本集團並無長期激勵計劃。關於本集團高級管理層的薪酬，請參閱本年報「企業管治報告」一節「薪酬與考核委員會」一段。

## 主要風險及不確定因素

作為金融服務的提供者，本公司的主要風險包括信用風險、市場風險及流動性風險。自2003年成立起，本集團已為擔保業務實施一系列風險管理程序。本集團每年及有需要時檢討及加強該等程序，以適應業務及產品持續發展及演進，以及監管及業內一切環境改變，開展新業務線或引入新產品時補充風險管理程序。

本集團旨在透過內部機制以一系列標準化的風險管理程序審慎而有系統地管理其所承受的風險，並透過外部機制分配其與其他各方之間的風險，包括客戶或其聯屬人士的反擔保，以及與若干擔保公司及地方政府的比例分保安排。本集團亦嘗試發展及維持多元化的客戶群，以降低由於其任何客戶的行業出現衰退而使本集團業務面臨重大不利影響的風險，並謹慎挑選客戶。此外，本集團有意識地管理其項目組

management procedures according to the characteristics of each business segments, focusing on implementing a systematic and thorough review of its potential risks at multiple levels, and covering every key stage of its business operations, from pre-transaction assessment, customer due diligence, multiple-level review and approval processes and counter-guarantee arrangement to post- transaction monitoring. It also continuously monitors the strengths and weaknesses of its risk management system, aiming to minimise risk and adapt to changes in the markets in which it operates.

For details of financial risk management, please refer to Note 32 to the audited consolidated financial statements in this annual report.

### PERMITTED INDEMNITY

For the year ended 31 December 2023, the Company has purchased liability insurance for the Directors and Supervisors which provides proper insurance for the Directors and Supervisors in respect of liabilities from legal actions against them arising from corporate activities.

### RETIREMENT BENEFITS SCHEME

The Group is required to participate in pension schemes organised by the respective municipal governments of the PRC whereby the Group is required to pay annual contributions for PRC based employees at certain rate of the standard wages determined by the relevant authorities in the PRC during the year. During the year ended 31 December 2023, the Group did not use the forfeited pension to reduce its existing level of contribution. The Group has no other material obligation for payment of retirement benefits to the PRC based employees beyond the annual contributions described above. Please refer to Notes 1(j) and 4(b) to the audited consolidated financial statements in this annual report for details of the Group's retirement benefits scheme.

### REMUNERATION OF DIRECTORS, SUPERVISORS AND FIVE INDIVIDUALS WITH HIGHEST EMOLUMENTS

Details of the emoluments of the Directors, Supervisors and the five highest paid individuals are set out in Notes 6 and 7 to the audited consolidated financial statements in this annual report.

合，避免本集團擔保責任及貸款集中在某一期間到期。本集團按旗下各業務分部的特徵制定風險管理程序，重點是透過在多個層面有系統並透徹地審查其潛在風險，並涵蓋本集團業務營運中各個關鍵階段，從交易前評估、客戶盡職審查、多層審查及審批過程、反擔保安排至事後監察。本集團亦會持續監察自身風險管理系統的優劣，務求將風險降至最低並適應其經營所處市場的變化。

有關財務風險管理的詳情，請參閱本年報經審核綜合財務報表附註32。

### 獲准許彌償

截至2023年12月31日止年度內，本公司已為董事及監事購買責任保險，向董事及監事提供因公司活動令其產生法律訴訟債務的合適保險。

### 退休金計劃

本集團須參與中國相關市政府組織的養老保險計劃，當中本集團須每年為中國僱員繳付養老保險，養老保險按中國相關部門在本年按標準工資的若干比例繳納。截至2023年12月31日止年度，本集團並無利用被沒收的養老保險來降低現有供款水平。除上述年度供款外，本集團並無其他有關支付予中國僱員退休福利的重大責任。關於本集團退休金計劃的詳情，請參閱本年報經審核綜合財務報表附註1(j)及附註4(b)。

### 董事、監事及五位最高薪酬人士的薪酬

董事、監事及五位最高薪酬人士的薪酬詳情載於本年報經審核綜合財務報表附註6及7。

## CHANGES TO INFORMATION IN RESPECT OF DIRECTORS AND SUPERVISORS

Save as disclosed in the section headed “Directors, Supervisors and Senior Management” in this annual report, there was no change to any of the information required to be disclosed in relation to any Director and Supervisor pursuant to paragraphs (a) to (e) and (g) of Rule 13.51(2) of the Listing Rules during the year ended 31 December 2023.

## DIRECTORS, CHIEF EXECUTIVES AND SUPERVISORS’ INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATION

As at 31 December 2023, the interests or short positions of the Directors, Supervisors, or the chief executive of the Company in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”)) which were required, (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or (b) to be recorded in the register required to be kept under Section 352 of

## 董事及監事資料的變動

除本年報「董事、監事及高級管理層」一節所披露者外，於截至2023年12月31日止年度內，任何須根據上市規則第13.51(2)條第(a)至(e)段及第(g)段予以披露董事及監事資料概無任何變動。

## 董事、主要行政人員及監事於本公司及其相聯法團的股份、相關股份及債券中擁有的權益及淡倉

於2023年12月31日，本公司董事、監事及主要行政人員於本公司或其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份或債券中持有須(a)根據證券及期貨條例第XV部第7及8分部通知本公司及聯交所之權益或淡倉(包括彼等根據證券及期貨條例之該等條文被當作或被視為持有之權益或淡倉)；或(b)須記入根據證券及期貨條例第352條存置之登記冊內之權益或淡倉；或(c)根據上市規則附錄C3(原上市規則附錄十)所載的上市發

the SFO, or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix C3 (formerly Appendix 10 to the Listing Rules) to the Listing Rules (the “Model Code”) were as follows:

行人董事進行證券交易的標準守則(「標準守則」)須通知本公司及聯交所之權益或淡倉列載如下：

### Interest in Shares of the Company

### 於本公司股份的權益

Name of Shareholder	Position	Nature of Interest	Number and class of Shares <sup>(1)</sup>	Approximate percentage of shareholding in the relevant class of Shares <sup>(2)</sup>	Approximate percentage of shareholding in the total share capital of the Company <sup>(3)</sup>
股東名稱	職位	權益性質	股份數目及類別 <sup>(1)</sup>	佔有關股份類別之持股概約百分比 <sup>(2)</sup>	佔本公司股本總數之持股概約百分比 <sup>(3)</sup>
Mr. Wu Liejin	Director	Beneficial owner	32,110,351 Domestic Shares (L)	3.19%	2.06%
吳列進先生	董事	實益擁有人	32,110,351股內資股(L)		
Mr. Li Shenhua	Director	Beneficial owner	35,000,000 H Shares (L)	6.31%	2.24%
李深華先生	董事	實益擁有人	77,720,000 Domestic Shares (L)	7.72%	4.98%
			35,000,000股H股(L)		
			77,720,000股內資股(L)		
Mr. Ou Weiming	Director	Beneficial owner	560,000 Domestic Shares (L)	0.06%	0.04%
歐偉明先生	董事	實益擁有人	560,000股內資股(L)		
Ms. Huang Yuzhen	Supervisor	Beneficial owner	50,000 Domestic Shares (L)	0.01%	0.01%
黃瑜珍女士	監事	實益擁有人	50,000股內資股(L)		
Mr. Huang Shaoxing	Supervisor	Beneficial owner	150,000 Domestic Shares (L)	0.01%	0.01%
黃少雄先生	監事	實益擁有人	150,000股內資股(L)		

Notes:

附註：

- (1) The letter “L” denotes the person’s long position in the Shares.
- (2) As at 31 December 2023, the issued Domestic Shares and the H Shares of the Company were 1,006,429,353 Shares and 554,363,334 Shares, respectively.
- (3) As at 31 December 2023, there were a total of 1,560,792,687 Shares of the Company in issue.

- (1) 字母「L」指該人士於股份的好倉。
- (2) 於2023年12月31日，本公司已發行內資股及H股數目分別是1,006,429,353股及554,363,334股。
- (3) 於2023年12月31日，本公司發行在外的股份數目合共為1,560,792,687股。

Save as disclosed above, as at 31 December 2023, none of the Directors, Supervisors, or the chief executives of the Company had any interests or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of SFO) which are required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or (b) to be recorded in the register required to be kept under Section 352 of the SFO, or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code.

### Interests in associated corporations

None of the Directors, Supervisors, or the chief executives of the Company had any interests or short positions in any shares, underlying shares and debentures of associated corporations (within the meaning of Part XV of SFO) of the Company.

### DIRECTORS AND SUPERVISORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

None of the Directors or Supervisors or any of their respective associates was granted by the Company or its subsidiaries any right to acquire shares or debentures of the Company or any other body corporate, or had exercised any such right.

除上文所披露者外，截至2023年12月31日止，概無本公司董事、監事或主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債券中，擁有須(a)根據證券及期貨條例第XV部第7及8分部通知本公司及聯交所之權益或淡倉（包括彼等根據證券及期貨條例之該等條文被當作或被視為持有之權益或淡倉）；或(b)須記入根據證券及期貨條例第352條存置之登記冊內之權益或淡倉；或(c)根據標準守則須知會本公司及聯交所之權益或淡倉。

### 於相聯法團的權益

概無本公司董事、監事或主要行政人員於本公司相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債券中擁有任何權益或淡倉。

### 董事及監事收購股份或債券之權利

概無董事及監事或彼等各自之聯繫人獲本公司或其子公司授予權利或行使任何該等權利以收購本公司或任何其他法人團體之股份或債券。

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

As at 31 December 2023, the persons, (not being the Directors, Supervisors or the chief executive of the Company) or corporations having short positions in the Shares or underlying Shares of the Company which are required to be notified to the Company and the Stock Exchange under Divisions 2 and 3 of Part XV of the SFO and recorded in the register required to be kept under section 336 of the SFO and who were directly and/or indirectly deemed to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company are listed as follows:

## 主要股東於股份及相關股份之權益及淡倉

於2023年12月31日，於本公司之股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部須向本公司及聯交所披露之淡倉，或記入根據證券及期貨條例第336條須置存之登記冊內之淡倉，或被視作於附有權利可於任何情況下在本公司股東大會投票之任何類別股本之面值中直接及／或間接擁有5%或以上之權益之人士（並非本公司董事、監事及主要行政人員）或公司列載如下：

Name of Shareholders 股東名稱	Nature of Interest 權益性質	Number and class of Shares <sup>(1)</sup> 股份數目及類別 <sup>(1)</sup>	Approximate percentage of shareholding in the relevant class of Shares <sup>(2)</sup> 佔有關股份類別之概約持股百分比 <sup>(2)</sup>	Approximate percentage of shareholding in the total share capital of the Company <sup>(3)</sup> 佔本公司股本總數之概約持股百分比 <sup>(3)</sup>
Fojin Hongkong Limited ("Fojin HK") <sup>(5)</sup> 佛金香港有限公司(「佛金香港」) <sup>(5)</sup>	Beneficial owner 實益擁有人	164,164,000 H Shares (L) 164,164,000股H股(L)	29.61%	10.52%
Foshan Financial Investment Holding Co., Ltd.* ("Foshan Financial") <sup>(5)</sup> 佛山市金融投資控股有限公司 (「佛山金控」) <sup>(5)</sup>	Interest of controlled corporation <sup>(5)</sup> 於受控法團權益 <sup>(5)</sup>	164,164,000 H Shares (L) 164,164,000股H股(L)	29.61%	10.52%
	Beneficial owner 實益擁有人	239,854,838 Domestic Shares (L) 239,854,838股內資股(L)	23.83%	15.37%
	Interest of controlled corporation <sup>(6)</sup> 於受控法團權益 <sup>(6)</sup>	33,002,680 Domestic Shares (L) 33,002,680股內資股(L)	3.28%	2.11%
Hong Kong Wellknown Development Limited ("Hong Kong Wellknown") <sup>(7)</sup> 香港華樂發展有限公司 (「香港華樂」) <sup>(7)</sup>	Beneficial owner 實益擁有人	87,268,000 H Shares (L) 87,268,000股H股(L)	15.74%	5.59%
Dragon Pearl Hong Kong Investment Development Limited ("Dragon Pearl") <sup>(7)</sup> 龍珠香港投資發展有限公司 (「龍珠」) <sup>(7)</sup>	Beneficial owner 實益擁有人	97,088,000 H Shares (L) 97,088,000股H股(L)	17.51%	6.22%
Wu Zhi Jian <sup>(7)</sup> 吳志堅 <sup>(7)</sup>	Interest of controlled corporation 於受控法團權益	109,286,000 H Shares (L) 109,286,000股H股(L)	19.71%	7.00%

Name of Shareholders 股東名稱	Nature of Interest 權益性質	Number and class of Shares <sup>(1)</sup> 股份數目及類別 <sup>(1)</sup>	Approximate percentage of shareholding in the relevant class of Shares <sup>(2)</sup> 佔有關股份類別 之概約持股百分比 <sup>(2)</sup>	Approximate percentage of shareholding in the total share capital of the Company <sup>(3)</sup> 佔本公司股本總數 之概約持股百分比 <sup>(3)</sup>
True Faith International Enterprise Limited ("True Faith International") <sup>(4)</sup> 真誠國際企業有限公司 (「真誠國際」) <sup>(4)</sup>	Beneficial owner 實益擁有人	30,414,000 H Shares (L) 30,414,000股H股(L)	5.49%	1.95%
True Faith Holdings (Hong Kong) Limited ("True Faith HK") <sup>(4)</sup> 真誠集團(香港)有限公司 (「真誠集團(香港)」) <sup>(4)</sup>	Interest of controlled corporation 於受控法團權益	30,414,000 H Shares (L) 30,414,000股H股(L)	5.49%	1.95%
Real Faith Enterprise (Hong Kong) Company Limited ("Real Faith") <sup>(4)</sup> 昭信企業(香港)有限公司 (「昭信」) <sup>(4)</sup>	Interest of controlled corporation 於受控法團權益	30,414,000 H Shares (L) 30,414,000股H股(L)	5.49%	1.95%
Guangdong Zhaoxin Group Holdings Co. Ltd.* ("Guangdong Zhaoxin") <sup>(4)</sup> 廣東昭信集團股份有限公司 (「廣東昭信」) <sup>(4)</sup>	Interest of controlled corporation 於受控法團權益	30,414,000 H Shares (L) 30,414,000股H股(L)	5.49%	1.95%

Notes:

附註：

- |   |   |
|---|---|
| <p>(1) The letter "L" denotes the person's long position in the Shares.</p> <p>(2) As at 31 December 2023, the issued Domestic Shares and the H Shares of the Company were 1,006,429,353 Shares and 554,363,334 Shares, respectively.</p> <p>(3) As at 31 December 2023, there were 1,560,792,687 Shares of the Company in issue.</p> <p>(4) Based on the disclosure of interests form submitted by Guangdong Zhaoxin on 11 April 2019, True Faith International is wholly-owned by True Faith HK, which is in turn wholly-owned by Real Faith, which is in turn wholly-owned by Guangdong Zhaoxin. Therefore, True Faith HK, Real Faith and Guangdong Zhaoxin are all deemed to be interested in the 30,414,000 H Shares held by True Faith International.</p> <p>(5) Foshan Financial holds 100% of Fojin HK and is deemed to be interested in 164,164,000 H Shares of the Company held by the latter.</p> <p>(6) Foshan Fuside Infrastructure Investment Co., Ltd.* (佛山市富思德基礎設施投資有限公司) ("Fuside") is wholly owned by Foshan Financial. Therefore, Foshan Financial was deemed to be interested in the 33,002,680 Domestic Shares held by Fuside. Taking into account the 239,854,838 Domestic Shares held by Foshan Financial, Foshan Financial was deemed to be interested in 272,857,518 Domestic Shares in total.</p> | <p>(1) 字母「L」指該人士於股份的好倉。</p> <p>(2) 於2023年12月31日，本公司已發行內資股及H股數目分別是1,006,429,353股及554,363,334股。</p> <p>(3) 於2023年12月31日，本公司發行在外的股份數目為1,560,792,687股。</p> <p>(4) 根據廣東昭信於2019年4月11日提交的權益披露表格，真誠國際由真誠集團(香港)全資擁有，而真誠集團(香港)由昭信全資擁有，昭信則由廣東昭信全資擁有。因此，真誠集團(香港)、昭信及廣東昭信均被視為於真誠國際持有的30,414,000股H股中擁有權益。</p> <p>(5) 佛山金控持有佛金香港100%權益，因此佛山金控被視作持有佛金香港持有的本公司164,164,000股H股的權益。</p> <p>(6) 佛山市富思德基礎設施投資有限公司(「富思德」)由佛山金控全資擁有。因此，佛山金控被視作持有富思德持有的33,002,680股內資股的權益。計及由佛山金控持有的239,854,838股內資股，佛山金控被視作合共於272,857,518股內資股中擁有權益。</p> |
|---|---|



(7) Based on the disclosure of interests form submitted by Hong Kong Wellknown on 14 April 2023, Hong Kong Wellknown, which is wholly owned by Dragon Pearl and in turn wholly owned by Mr. Wu Zhi Jian, was interested in 87,268,000 H Shares. Based on the disclosure of interests form submitted by Dragon Pearl on 28 August 2023, Dragon Pearl, which is wholly owned by Mr. Wu Zhi Jian, was interested in 97,088,000 H Shares. Based on the disclosure of interests form submitted by Mr. Wu Zhi Jian on 28 August 2023, Mr. Wu Zhi Jian was interested in 109,286,000 H Shares in aggregate through corporations controlled by him.

Save as disclosed above, as at 31 December 2023, the Company is not aware of any other persons (not being the Directors, Supervisors or the chief executive of the Company) or corporations having interests or short positions in the Shares or underlying Shares of the Company which are required to be notified to the Company and the Stock Exchange under Divisions 2 and 3 of Part XV of the SFO or recorded in the register required to be kept under section 336 of the SFO or who were directly and/or indirectly deemed to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company.

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

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

### **PRE-EMPTIVE RIGHTS**

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

(7) 根據香港華樂於2023年4月14日提交的權益披露表格，香港華樂(由龍珠全資擁有，而龍珠由吳志堅先生全資擁有)於87,268,000股H股中擁有權益。根據龍珠於2023年8月28日提交的權益披露表格，龍珠(由吳志堅先生全資擁有)於97,088,000股H股中擁有權益。根據吳志堅先生於2023年8月28日提交的權益披露表格，吳志堅先生透過其控制的公司共計於109,286,000股H股中擁有權益。

除上文所披露者外，於2023年12月31日，本公司並不知悉任何其他人士(並非本公司董事、監事及主要行政人員)或公司於本公司之股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部須向本公司及聯交所披露之權益或淡倉，或記入根據證券及期貨條例第336條須置存之登記冊內之權益或淡倉，或被視作於附有權利可於任何情況下在本公司股東大會投票之任何類別股本之面值中直接及/或間接擁有5%或以上之權益。

### **購入、出售或贖回本公司上市證券**

於截至2023年12月31日止年度內，本公司或其任何子公司並無購買、出售及贖回任何本公司上市證券。

### **優先購買權**

公司章程及中國相關法律概無有關優先購買權的條文，故本公司毋須向現有股東按比例提呈發售新股份。

## POST-BALANCE SHEET EVENTS

Non-adjusting post balance sheet events are disclosed in Note 39 to the audited consolidated financial statements in this annual report.

## AUDIT COMMITTEE

The Audit Committee had held 1 meeting during the year ended 31 December 2023. During the meeting, the Audit Committee has reviewed the accounting principles and policies adopted by the Group and discussed the Group's internal controls and financial reporting matters with the management.

## ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group carries out internal recycling measures in terms of its consumables (e.g. toner cartridge and paper) in order to lessen its impact on consumption of resources and impact on environment resulting from the operating activities. The Group implements energy saving measures in the offices and branches and encourages its employees to reduce unnecessary use of light and air-conditioning. Further details on the environmental policies adopted by the Group and the implementation related thereto are set out under "Environmental, Social and Governance Report" of this annual report.

## 結算日後事項

非調整結算日後事項披露於本年報經審核綜合財務報表附註39。

## 審計委員會

於截至2023年12月31日止年度，審計委員會已召開1次會議。會議期間，審計委員會已檢討本集團採納的會計原則及政策以及與管理層商討本集團的內部控制及財務報告事宜。

## 環境政策及表現

本集團實行消耗品內部循環措施(如墨盒及紙張)，以減輕運營活動對資源消耗及環境的影響。本集團在辦公場所及分支機構採取節能措施，鼓勵員工減少燈具及空調設備的不必要使用。有關本集團所採納的環境政策及其實施情況的其他詳情載列於本年度報告的「環境、社會及管治報告」。

## COMPANY'S COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

The Group is able to comply with relevant requirements of laws, regulations, rules and provisions of the Companies Ordinance (Chapter 622 of the laws of Hong Kong), the Listing Rules and the SFO in Hong Kong, PRC, the Company Law of the PRC (《中華人民共和國公司法》), the Basic Norms of Enterprise Internal Control (《企業內部控制基本規範》), Interim Measures for the Administration of Financing Guarantee Companies (《融資性擔保公司管理暫行辦法》), Guiding opinions of China Banking Regulatory Commission and People's Bank of China on Pilot Projects of Small Loan Companies (《中國銀行業監督管理委員會、中國人民銀行關於小額貸款公司試點的指導意見》) in China etc., including information disclosure, corporate governance and standard industry operation, etc. Further details on the Group's compliance with relevant laws and regulations are set out in "Corporate Governance Report" and "Environmental, Social and Governance Report" of this annual report.

## CORPORATE GOVERNANCE

The Group is committed to maintaining high level of corporate governance. The Board currently comprises one executive Director, five non-executive Directors and three independent non-executive Directors. The Board has adopted the code provisions of the Corporate Governance Code (the "CG Code") as set out in Appendix C1 (formerly Appendix 14 to the Listing Rules) to the Listing Rules.

During the year ended 31 December 2023, except that Mr. Wu Liejin, an executive Director, has been performing the roles as the Chairman and the President, which deviates from provision C.2.1 of the CG Code, the Company has complied with all the code provisions under the CG Code. Details on the corporate governance practice of the Group during the year ended 31 December 2023 are set out in "Corporate Governance Report" in this annual report. The Board will continue to review and improve the Company's corporate governance system to ensure its compliance with the CG Code.

## SUFFICIENCY OF PUBLIC FLOAT

As at the latest practicable date prior to the issue of this annual report and based on information that is publicly available to the Company and within the knowledge of the Directors, the Directors confirmed that the Company has maintained the prescribed public float under the Listing Rules.

## 本公司應遵守相關法律法規

本集團能夠遵守中國香港的相關法律法規的要求、香港法例第622章公司條例的規則條文、上市規則及證券及期貨條例、以及中國大陸的《中華人民共和國公司法》、《企業內部控制基本規範》、《融資性擔保公司管理暫行辦法》及《中國銀行業監督管理委員會、中國人民銀行關於小額貸款公司試點的指導意見》等，包括信息披露、企業管治及行業標準操作。有關本集團遵守相關法律及法規的進一步詳情載於本年報「企業管治報告」及「環境、社會及管治報告」。

## 企業管治

本集團一直致力維持高水準企業管治。董事會目前由一名執行董事、五名非執行董事及三名獨立非執行董事組成。董事會已採納上市規則附錄C1(原上市規則附錄十四)企業管治守則(「企業管治守則」)的守則條文。

於截至2023年12月31日止年度，除執行董事吳列進先生同時擔任主席兼總裁職務違反企業管治守則第C.2.1條外，本公司已遵守企業管治守則項下的所有守則條文。有關本集團於截至2023年12月31日止年度的企業管治常規的詳情，載於本年報「企業管治報告」。董事會將繼續檢討及完善本公司的企業管治系統，以確保符合企業管治守則。

## 充足的公眾持股量

於本年報刊發前之最後實際可行日期，根據本公司可從公開途徑得到的資料及據董事所知，董事確認本公司一直維持上市規則所訂明的公眾持股量。

## AUDITOR

The consolidated financial statements for the year ended 31 December 2023 have been audited by KPMG. There has been no change in the auditor of the Company in the preceding three years. KPMG shall retire in the forthcoming AGM and, being eligible, will offer themselves for re-appointment. A resolution for the appointment of an accounting firm as the auditor of the Company for the year ending 31 December 2024 will be proposed at the forthcoming AGM.

By order of the Board of  
**Guangdong Join-Share Financing  
Guarantee Investment Co., Ltd.\***  
**Wu Liejin**  
*Chairman of the Board*  
27 March 2024

\* *For identification purposes only*

## 核數師

畢馬威會計師事務所已審核截至2023年12月31日止年度的綜合財務報表。於過往三個年度，本公司核數師概無變動。畢馬威會計師事務所須於即將舉行的股東週年大會上退任，並符合資格及願意膺選連任。有關聘請會計師事務所為截至2024年12月31日止年度本公司核數師的決議案將於即將舉行的股東週年大會上提呈。

承董事會命  
**廣東中盈盛達融資擔保  
投資股份有限公司**  
**吳列進**  
董事長  
2024年3月27日

\* 僅供識別

# REPORT OF THE BOARD OF SUPERVISORS

## 監事會報告

The board (the “**Board of Supervisors**”) of Supervisors has executed its duties earnestly, safeguarded the rights and interests of the Company and its Shareholders, complied with the principle of good faith and carried out its work in a diligent and proactive manner pursuant to the provisions of the Company Law of the PRC, other relevant laws and regulations and the articles of association of the Company (the “**Articles of Association**”).

During the year ended 31 December 2023, the Board of Supervisors reviewed cautiously the operation and development plans of the Company and put forward reasonable suggestions and opinions to the Board. It also strictly and effectively monitored and supervised the significant policies and specific decisions made by the management of the Company to ensure that they were in compliance with the laws and regulations of the PRC and the Articles of Association, and in the interests of the Shareholders.

The Board of Supervisors have reviewed earnestly and approved the report of the Board of Directors, audited financial statements and the dividend payment proposal to be presented by the Board of the Company at the forthcoming annual general meeting. We are of the opinion that the Board, chief executive and other senior management of the Company have strictly complied with the principle of good faith, and have worked diligently, exercised their authority faithfully in the best interests of the Company, and executed various tasks pursuant to the Articles of Association. Up till now, none of the Directors, chief executive nor senior management of the Company has been found to have been in breach of any laws or regulations or the Articles of Association and damaged the interests of the Company or the Shareholders.

The Board of Supervisors is satisfied with the various tasks carried out by the Company in 2023 and the economic benefits generated therefrom. It has full confidence in the future development outlook of the Company.

By order of the Board of Supervisors  
**Li Qi**  
*Chairman of the Board of Supervisors*  
27 March 2024

監事會(「**監事會**」)按照中國公司法、其他相關法律法規及本公司公司章程(「**公司章程**」)的條文，勤勉盡責、保護本公司及其股東的權利及權益、遵守誠信原則並勤勉積極執行其工作。

監事會於截至2023年12月31日止年度內謹慎檢討本公司運營及發展計劃，並向董事會提出合理建議及意見，嚴格有效地監控及監督本公司管理層所作的重大政策及特定決策，以確保其符合中國法律法規及公司章程，並符合本公司股東的利益。

監事會已認真審閱並通過本公司董事會將於即將舉行的股東週年大會遞呈的董事會報告、經審核財務報表及股息派發議案。我們一致認為，本公司董事會、行政人員及其他高級管理人員已嚴格遵守誠信原則、工作勤勉、忠誠行使其職權以最大化本公司利益及按照公司章程執行各項任務。目前為止，並無發現本公司任何董事、行政人員或高級管理人員違反法律法規或公司章程或損害本公司或股東利益的情況。

監事會對本公司2023年進行的各項任務及其產生的經濟效益表示滿意，對本公司未來發展前景充滿信心。

承監事會命  
**李琦**  
*監事會主席*  
2024年3月27日

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告



Independent auditor's report to the shareholders of  
Guangdong Join-Share Financing Guarantee Investment Co.,  
Ltd.

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

### OPINION

We have audited the consolidated financial statements of Guangdong Join-Share Financing Guarantee Investment Co., Ltd. ("the Company") and its subsidiaries ("the Group") set out on pages 215 to 360 which comprise the consolidated statement of financial position as at 31 December 2023, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and notes, comprising material accounting policy information and other explanatory information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2023 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

致廣東中盈盛達融資擔保投資股份有限公司  
全體股東的獨立核數師報告

*(於中華人民共和國註冊成立的有限公司)*

### 審計意見

我們審計了後附第215頁至360頁廣東中盈盛達融資擔保投資股份有限公司(「貴公司」)及其子公司(統稱「貴集團」)的綜合財務報表,包括於2023年12月31日的綜合財務狀況表、截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表,以及附註(包括重大會計政策資料及其他解釋信息)。

我們認為,上述綜合財務報表已經按照香港會計師公會頒佈的《香港財務報告準則》的規定,真實而公允地反映了貴集團於2023年12月31日的綜合財務狀況以及貴集團截至該日止年度的綜合財務表現和綜合現金流量,並已遵照香港《公司條例》的披露要求妥善編製。

## BASIS FOR OPINION

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

## KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

## 形成審計意見的基礎

我們按照香港會計師公會頒佈的《香港審計準則》的規定執行了審計工作。核數師報告的「核數師對綜合財務報表審計的責任」部分進一步闡述了我們在這些準則下的責任。按照香港會計師公會頒佈的《職業會計師道德守則》(以下簡稱「道德守則」)以及中華人民共和國境內關於綜合財務報表審計相關的其他職業道德方面的要求，我們獨立於貴集團，並履行了道德守則以及中國境內職業道德方面的其他責任。我們相信，我們獲取的審計證據是充分、適當的，為發表審計意見提供了基礎。

## 關鍵審計事項

關鍵審計事項是我們根據職業判斷，認為對本期綜合財務報表審計最為重要的事項。這些事項的應對以對綜合財務報表整體進行審計並形成審計意見為背景，我們不對這些事項單獨發表意見。

## IMPAIRMENT OF RECEIVABLES AND PROVISIONS FOR GUARANTEE LOSSES

## 應收款項減值與擔保賠償準備金

Refer to Notes 12, 13, 14, 17 and 24 to the consolidated financial statements and the accounting policies in Notes 1(e) and (m).

請參閱綜合財務報表附註12、13、14、17及24以及附註1(e)及(m)的會計政策。

### The Key Audit Matter 關鍵審計事項

The Group has applied Hong Kong Financial Reporting Standard No. 9 — Financial Instruments (“HKFRS 9”) since 1 January 2018 and developed a new impairment model for financial assets.

貴集團自2018年1月1日起應用香港財務報告準則第9號—金融工具(「香港財務報告準則第9號」)並就金融資產制定新的減值模式。

The determination of loss allowances using the expected credit loss model (“ECL model”) is subject to a number of key parameters and assumptions, including the identification of credit-impaired stage, estimates of probability of default, loss given default, exposures at default and discount rate, adjustments for forward-looking information and other adjustment factors. Management judgment is involved in the selection of those parameters and the application of the assumptions.

採用預期信貸虧損模式(「預期信貸虧損模式」)釐定虧損撥備受限於多項主要參數及假設，包括識別信貸減值階段、估計違約可能性、違約損失、違約風險及貼現率、前瞻性資料調整及其他調整因素。選擇該等參數及應用假設時涉及管理層判斷。

In particular, the determination of the loss allowances and provisions for guarantee losses is heavily dependent on the external macro environment and the Group’s internal credit risk management strategy. The Group’s expected credit losses and provisions for guarantee losses are derived from estimates including the Group’s historical losses, internal and external credit grading and other adjustment factors.

尤其是，釐定虧損撥備及擔保賠償準備金很大程度上取決於外界宏觀環境及貴集團的內部信貸風險管理策略。貴集團的預期信貸虧損及擔保賠償準備金乃源自估計，包括貴集團的過往虧損、內部及外部信用評級及其他調整因素。

### How the matter was addressed in our audit 我們審計過程中如何處理該事項

Our audit procedures to assess the impairment of receivables and provisions for guarantee losses included the following:

我們評估應收款項減值與擔保賠償準備金的審計程序包括：

- understanding and assessing the design, implementation and operating effectiveness of key internal controls of financial reporting over the approval, recording and monitoring of receivables and financial guarantees issued, the identification of the three stages of ECL model and the measurement of impairment losses for receivables and provisions for financial guarantees issued.
- 對於審批、記錄與監控應收款項及已發出的融資擔保的財務報告關鍵內部控制措施的設計、實施及運行效果、預期信貸虧損模式三個階段的確認、應收款項的減值虧損計量及已發出的融資擔保的撥備作出分析及評估。
- with the assistance of our internal specialists, assessing the reliability of the expected credit loss model used by management in determining loss allowances, including assessing the appropriateness of the key parameters and assumptions in the expected credit loss model, including the identification of loss stages, probability of default, loss given default, exposure at default, discount rate, adjustments for forward-looking information and other management adjustments.
- 在我們內部專家的協助下評估管理層於釐定虧損撥備時所用的預期信貸虧損模式的可靠性，包括評估預期信貸虧損模式的主要參數及假設是否適當，包括識別虧損階段、違約可能性、違約損失、違約風險、貼現率、前瞻性資料調整及其他管理層調整。



Refer to Notes 12, 13, 14, 17 and 24 to the consolidated financial statements and the accounting policies in Notes 1(e) and (m).

請參閱綜合財務報表附註12、13、14、17及24以及附註1(e)及(m)的會計政策。

### The Key Audit Matter

#### 關鍵審計事項

Management also exercises judgement in determining the quantum of loss given default based on a range of factors. These include available remedies for recovery, the financial situation of the debtors, the recoverable amount of collateral, the seniority of the claim and the existence and cooperativeness of other creditors.

管理層在釐定違約損失率的金額時亦會根據多項因素作出判斷。這些因素包括收回款項的可用補救措施、債務人的財務狀況、抵押品的可收回金額、索賠受償順序及其他債權人是否存在及其合作意向等。

Whilst the Group appoints external valuers for the valuation of certain properties and other illiquid collateral, the enforceability, timing and means of realisation of collateral can also have an impact on the recoverable amount of collateral and, therefore, the amount of impairment losses and provisions for guarantee losses as at the end of the reporting period.

儘管 貴集團委聘外部估值師評估若干物業及其他非現金抵押品，但變現抵押品的可執行性、時機及方式亦會對抵押品可收回金額產生影響，並因此對報告期末擔保損失的減值虧損金額及撥備產生影響。

We identified the impairment of receivables and provisions for guarantee losses as a key audit matter because of the inherent uncertainty and management judgment involved and because of their significance to the financial results and capital of the Group.

我們將應收款項減值及擔保賠償準備金確定為關鍵審計事項，乃由於所涉及的固有不明朗因素及管理層判斷以及對 貴集團財務業績及資本的重要意義。

### How the matter was addressed in our audit

#### 我們審計過程中如何處理該事項

- assessing the completeness and accuracy of data used for the key parameters in the expected credit loss model. For key parameters derived from internal data relating to original receivables or guarantees agreements, we compared the total balance of the receivables grading report and guarantee list, which contain information used by management to assess impairment losses and provisions for guarantee losses with the general ledger, selecting samples and comparing individual receivables and guarantee information with the underlying receivables and guarantee agreements and other related documentation to assess the accuracy of compilation of the receivables grading report and of the guarantee list. For key parameters derived from external data, we selected samples to inspect the accuracy of such data by comparing them with public resources.
- 評估預期信貸虧損模式中主要參數所用數據的完整性及準確性。對於與原應收款項或擔保協議有關的內部數據得出的主要參數而言，我們比較應收款項評級報告的總結餘與擔保列表，其中包括管理層評估減值虧損及擔保賠償準備金所用的資料連同總分類賬目、選取樣本及將個別應收款項及擔保資料與相關應收款項及擔保協議以及其他相關文件進行比較，以評估編纂應收款項評級報告及擔保列表的準確性。就外部數據得出的主要參數而言，我們選取樣本，將其與公眾來源資料相比以檢測有關數據的準確性。

Refer to Notes 12, 13, 14, 17 and 24 to the consolidated financial statements and the accounting policies in Notes 1(e) and (m). 請參閱綜合財務報表附註12、13、14、17及24以及附註1(e)及(m)的會計政策。

**The Key Audit Matter**  
**關鍵審計事項**

**How the matter was addressed in our audit**  
**我們審計過程中如何處理該事項**

- for key parameters involving judgement, critically assessing input parameters by seeking evidence from external sources and comparing to the Group's internal records including historical loss experience and type of collateral. As part of these procedures, we challenged management's revisions to estimates and input parameters compared with prior period and on transition to the new accounting standard and considered the consistency of judgement. We compared the economic factors used in the models with market information to assess whether they were aligned with market and economic development.
- 就涉及判斷的主要參數而言，透過自外部來源尋求實證及比較貴集團的內部記錄(包括過往虧損經歷及抵押品類別)批判性地評估輸入參數。作為該等程序之一部分，我們質疑管理層對估計及輸入參數與過往期間相比作出的修訂以及向新訂會計準則的過渡，並考慮判斷是否一致。我們將模式所用的經濟因素與市場信息進行比較，以評估其是否與市場及經濟發展一致。
- evaluating the validity of management's assessment on whether the credit risk of the receivables and guarantees have, or have not, increased significantly since initial recognition and whether the receivables and guarantees are credit-impaired by selecting samples in industries more vulnerable to the current economic situation with reference to other debtors with potential credit risk. We checked the overdue information, making enquiries of the credit managers about the debtors' business operations, checking debtors' financial information and researching market information about debtors' businesses.
- 透過從更易受現時經濟形勢影響的行業中選取樣本並參考具有潛在信貸風險的其他債務人評價管理層對應收款項及擔保的信貸風險自初始確認以來是否已經或並無大幅增加及應收款項及擔保是否出現信貸減值評估的有效性。我們核實逾期資料、向信貸經理問詢有關債務人的業務營運情況，核實債務人的財務資料及調研有關債務人業務的市場信息。

Refer to Notes 12, 13, 14, 17 and 24 to the consolidated financial statements and the accounting policies in Notes 1(e) and (m). 請參閱綜合財務報表附註12、13、14、17及24以及附註1(e)及(m)的會計政策。

**The Key Audit Matter**  
**關鍵審計事項**

**How the matter was addressed in our audit**  
**我們審計過程中如何處理該事項**

- for receivables that are credit-impaired, evaluating management's assessment of the value of any property collateral held by comparison with market prices based on the location and use of the property and the prices of neighbouring properties. We also evaluated the timing and means of realisation of collateral, evaluated the forecast cash flows, challenged the viability of the Group's recovery plans and evaluated other credit enhancements that are integral to the contract terms.
- 就信貸減值的應收款項而言，透過比較按物業所在位置及用途確定的市價與鄰近物業的價格評價管理層對所持任何物業抵押品價值的評估。我們亦評估變現抵押品的時間及方式、評估預測現金流、質疑貴集團收回計劃的可行性及評估其合約條款不可或缺的其他信貸升級措施。
- recalculating the amount of credit loss allowance for 12-month and life time credit losses using the expected credit loss model based on the above parameters and assumptions for receivables and guarantees where the credit risk of receivables and guarantees has not, or has, increased significantly since initial recognition, respectively.
- 採用預期信貸虧損模式按上文應收款項及擔保的參數及假設重新計算12個月的信貸虧損撥備金額及全期信貸虧損金額，惟倘應收款項及擔保的信貸風險各自自初始確認以來並無或已經大幅增加。
- assessing the completeness and accuracy of outstanding financial guarantees by inspecting contracts, on a sample basis, and obtaining confirmations from the beneficiaries of all financial guarantees issued.
- 通過抽樣基準檢查合約及對已發出的所有融資擔保的受益人進行函證，評估未償還融資擔保責任的完整性及準確性。
- evaluating whether the disclosures on impairment of receivables and provisions for guarantee losses meet the disclosure requirements in Hong Kong Financial Reporting Standard No. 7 — Financial Instruments: Disclosures ("HKFRS 7").
- 評估有關應收款項減值及擔保賠償準備金的披露是否符合香港財務報告準則第7號 — 金融工具：披露（「香港財務報告準則第7號」）的披露規定。

## INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The directors are responsible for the other information. The other information comprises all the information included in the annual report, other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of Hong Kong Companies Ordinance and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The directors are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

## 除了綜合財務報表及其所含的本所核數師報告之外的其他信息

貴集團董事對其他信息負責。其他信息包括年度報告中涵蓋的全部信息，但不包括綜合財務報表和我們的核數師報告。

我們對綜合財務報表發表的審計意見不涵蓋其他信息，我們也不對其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或者我們在審計過程中了解到的情況存在重大不一致或者似乎存在重大錯報。

基於我們已執行的工作，如果我們確定其他信息存在重大錯報，我們應當報告該事實。在這方面，我們無任何事項需要報告。

## 董事對綜合財務報表的責任

貴集團董事負責按照香港會計師公會頒佈的《香港財務報告準則》和香港《公司條例》的披露規定編製綜合財務報表，使其實現真實和公允反映，以及對董事認為必要的內部控制負責，以使綜合財務報表不存在由於舞弊或錯誤而導致的重大錯報。

在編製綜合財務報表時，貴集團董事負責評估貴集團的持續經營能力，披露與持續經營相關的事項（如適用），並運用持續經營假設，除非董事有意將貴集團進行清算、終止運營或別無其他現實的選擇。

審計委員會協助貴集團董事履行監督貴集團的財務報告過程的責任。

## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

## 核數師對綜合財務報表審計的責任

我們的目標是對綜合財務報表整體是否不存在由於舞弊或錯誤導致的重大錯報獲取合理保證，並出具包含審計意見的核數師報告。我們僅向全體股東報告，除此以外，我們的報告不可用作其他用途。我們不就本報告的內容，對任何其他人士負責或承擔任何責任。

合理保證是高水平的保證，但並不能保證按照《香港審計準則》執行的審計在某一重大錯報存在時總能發現。錯報可能由舞弊或錯誤導致，如果合理預期錯報單獨或匯總起來可能影響綜合財務報表使用者作出的經濟決策，則通常認為錯報是重大的。

在按照《香港審計準則》執行審計工作的過程中，我們運用職業判斷，並保持職業懷疑。同時，我們也執行了以下工作：

- 識別和評估由於舞弊或錯誤導致的綜合財務報表重大錯報風險，設計和實施審計程序以應對這些風險，並獲取充分、適當的審計證據，作為發表審計意見的基礎。由於舞弊可能涉及串通、偽造、故意遺漏、虛假陳述或凌駕於內部控制之上，未能發現由於舞弊導致的重大錯報的風險高於未能發現由於錯誤導致的重大錯報的風險。
- 了解與審計相關的內部控制，以設計適用於該等情況的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事選用會計政策的恰當性和作出會計估計及相關披露的合理性。

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.
- 對董事使用持續經營假設的恰當性得出結論。同時，根據獲取的審計證據，就可能導致對貴集團的持續經營能力產生重大疑慮的事項或情況是否存在重大不確定性得出結論。如果我們得出結論認為存在重大不確定性，審計準則要求我們在核數師報告中提請報表使用者注意綜合財務報表中的相關披露。如果披露不充分，我們應當發表非無保留意見。我們的結論基於截至核數師報告日可獲得的審計證據。然而，未來的事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的總體列報、結構和內容(包括披露)，並評價綜合財務報表是否公允反映相關交易和事項。
- 獲取關於貴集團內實體或業務活動的財務信息的充分、適當的審計證據，以就綜合財務報表發表審計意見。我們負責指導、監督和執行審計。我們僅對本所的審計意見承擔責任。

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and, where applicable, actions taken to eliminate threats or safeguards applied.

在其他事項中，我們與審計委員會就計劃的審計範圍、時間安排和重大審計發現等事項進行溝通，包括溝通我們在審計中識別出的重大內部控制缺陷。

我們還就已遵守與獨立性相關的職業道德要求向審計委員會提供聲明，並與其溝通可能被合理認為影響我們獨立性的所有關係和其他事項，以及所採取行動以消除威脅或運用的防範措施(如適用)。

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Lee Lok Man.

*Certified Public Accountants*

8th Floor, Prince's Building

10 Chater Road

Central, Hong Kong

27 March 2024

從與審計委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規禁止公開披露這些事項，或在極少數情形下，如果合理預期在核數師報告中溝通某事項造成的負面後果超過在公眾利益方面產生的益處，我們確定不應在核數師報告中溝通該事項。

負責審計出具本獨立核數師報告的項目合夥人為李樂文。

執業會計師

香港中環

遮打道十號

太子大廈八樓

2024年3月27日

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME 綜合損益及其他全面收益表

For the year ended 31 December 2023 (Expressed in RMB'000) / 截至2023年12月31日止年度 (以人民幣千元列示)

			2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Guarantee fee income	擔保費收入		250,340	207,138
Guarantee cost	擔保成本		(4,860)	(8,999)
Net guarantee fee income	擔保費收入淨額		245,480	198,139
Interest income	利息收入		131,852	118,478
Interest expenses	利息支出		(44,452)	(24,555)
Net interest income	利息收入淨額		87,400	93,923
Service fee and other operating income	諮詢及其他業務收入		27,446	27,065
<b>Revenue</b>	<b>收益</b>	2(a)	<b>360,326</b>	319,127
Other revenue	其他收益	3	28,228	45,475
Losses from fair value changes	公允價值變動虧損	4(c)	(51,991)	(3,894)
Share of losses of associates	應佔聯營公司虧損		(15,673)	(9,928)
Provisions reversed/(charged) for guarantee	轉回/(計提)擔保賠償準備金	24(a)	43,872	(24,496)
Impairment losses	資產減值損失	4(a)	(146,079)	(117,549)
Operating expenses	營運開支		(143,375)	(139,453)
<b>Profit before taxation</b>	<b>稅前利潤</b>		<b>75,308</b>	69,282
Income tax	所得稅	5	(33,446)	(16,791)
<b>Profit for the year</b>	<b>年內利潤</b>		<b>41,862</b>	52,491

The Notes on pages 224 to 360 form part of these financial statements.

第224頁至360頁的附註構成此等財務報表的一部分。



CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (CONTINUED)  
 綜合損益及其他全面收益表(續)

For the year ended 31 December 2023 (Expressed in RMB'000) / 截至2023年12月31日止年度 (以人民幣千元列示)

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
		<i>Note</i> <i>附註</i>	
<b>Attributable to:</b>	<b>歸屬於：</b>		
Equity shareholders of the Company	本公司股權持有人	<b>38,400</b>	42,582
Non-controlling interests	非控制性權益	<b>3,462</b>	9,909
<b>Profit for the year</b>	<b>年內利潤</b>	<b>41,862</b>	52,491
<b>Earnings per share</b>	<b>每股收益</b>		
Basic and diluted (RMB per share)	基本及稀釋 (人民幣元/股)	<b>0.02</b>	0.03
	<i>9(a)</i>		

The Notes on pages 224 to 360 form part of these financial statements. Details of dividends payable to equity shareholders of the Company attributable to the profit of the year are set out in Note 31(b).

第224頁至360頁的附註構成此等財務報表的一部分。屬於年內利潤應付本公司股權持有人股息的詳情列載於附註31(b)。

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (CONTINUED)  
綜合損益及其他全面收益表(續)

For the year ended 31 December 2023 (Expressed in RMB'000) / 截至2023年12月31日止年度 (以人民幣千元列示)

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
<b>Profit for the year</b>	<b>年內利潤</b>	<b>41,862</b>	52,491
<b>Other comprehensive income for the year</b>	<b>年內其他全面收益</b>		
Items that will not be reclassified to profit or loss:	不會重新歸類為損益的項目：		
Equity investment at fair value through other comprehensive income-net movement in fair value reserve (non-recycling)	按公允價值計入其他全面收益計量的股本投資 — 公允價值儲備變動淨額(不可回撥)	<b>(43,513)</b>	(3,439)
Income tax arises from financial assets measured at FVOCI	按公允價值計入其他全面收益計量的金融資產產生的所得稅	<b>10,878</b>	860
Other comprehensive income for the year	年內其他全面收益	<b>(32,635)</b>	(2,579)
<b>Total comprehensive income for the year</b>	<b>年內全面收益總額</b>	<b>9,227</b>	49,912
<b>Attributable to:</b>	<b>歸屬於：</b>		
Equity shareholders of the Company	本公司股權持有人	<b>5,765</b>	40,003
Non-controlling interests	非控制性權益	<b>3,462</b>	9,909
<b>Total comprehensive income for the year</b>	<b>年內全面收益總額</b>	<b>9,227</b>	49,912

The Notes on pages 224 to 360 form part of these financial statements.

第224頁至360頁的附註構成此等財務報表的一部分。

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

As at 31 December 2023 (Expressed in RMB'000) / 於2023年12月31日 (以人民幣千元列示)

			At 31 December 2023 於2022年 12月31日 RMB'000 人民幣千元	At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元
		Note 附註		
<b>Assets</b>	<b>資產</b>			
Cash and bank deposits	現金及銀行存款	10	1,222,784	1,085,492
Pledged deposits	存出保證金	11	261,057	329,782
Trade and other receivables	應收及其他應收款項	12	947,335	1,023,217
Loans and advances to customers	發放貸款及墊款	13	885,864	713,145
Factoring receivables	應收保理款項	14	123,871	179,659
Financial assets measured at FVOCI	按公允價值計入其他 全面收益計量的金融 資產	15	25,371	76,163
Financial assets measured at FVPL	按公允價值計入損益 計量的金融資產	16	81,689	40,943
Receivable investments	應收款項類投資	17	26,672	26,151
Interests in associates	於聯營公司之權益	19	18,298	28,719
Fixed assets	固定資產	20(a)/(b)	19,342	26,403
Investment property	投資性房地產		5,859	6,248
Intangible assets	無形資產	21	7,953	5,935
Goodwill	商譽	22	419	419
Deferred tax assets	遞延所得稅資產	30(c)	161,724	128,862
<b>Total assets</b>	<b>資產總計</b>		<b>3,788,238</b>	<b>3,671,138</b>
<b>Liabilities</b>	<b>負債</b>			
Interest-bearing borrowings	計息借款	23	210,455	162,872
Liabilities from guarantees	擔保負債	24	265,754	300,769
Customer pledged deposits	存入保證金	25(a)	49,491	71,260
Accruals and other payables	應計及其他應付款項	25(b)	207,624	140,327
Debt securities issued	已發行債務證券	26	511,217	510,838
Other financial instruments	其他金融工具	27	150,565	113,173
Financial liabilities measured at FVPL	按公允價值計入損益計 量的金融負債	28	23,968	1,818
Lease liabilities	租賃負債	29	13,125	18,965
Deferred tax liabilities	遞延所得稅負債	30(c)	293	156
<b>Total liabilities</b>	<b>負債總計</b>		<b>1,432,492</b>	<b>1,320,178</b>
<b>NET ASSETS</b>	<b>淨資產</b>		<b>2,355,746</b>	<b>2,350,960</b>

The Notes on pages 224 to 360 form part of these financial statements.

第224頁至360頁的附註構成此等財務報表的一部分。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)  
綜合財務狀況表(續)

As at 31 December 2023 (Expressed in RMB'000) / 於2023年12月31日 (以人民幣千元列示)

			At 31 December 2023 於2022年 12月31日 RMB'000 人民幣千元	At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元
		<i>Note</i> 附註		
<b>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>	<i>31</i>		
Share capital	股本		<b>1,560,793</b>	1,560,793
Reserves	儲備		<b>455,634</b>	504,573
<b>Total equity attributable to equity shareholders of the Company</b>	<b>本公司股權持有人應佔權益合計</b>		<b>2,016,427</b>	2,065,366
<b>Non-controlling interests</b>	<b>非控制性權益</b>		<b>339,319</b>	285,594
<b>TOTAL EQUITY</b>	<b>權益總計</b>		<b>2,355,746</b>	2,350,960

Approved and authorised for issue by the board of directors on 27 March 2024. 董事會於2024年3月27日批准及授權發佈。

**Wu Liejin**  
**吳列進**

*Executive Director and Chairman*  
執行董事兼董事長

**Company Stamp**  
**公司印章**

The Notes on pages 224 to 360 form part of these financial statements.

第224頁至360頁的附註構成此等財務報表的一部分。

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

For the year ended 31 December 2023 (Expressed in RMB'000) / 截至2023年12月31日止年度（以人民幣千元列示）

		Attributable to equity shareholders of the Company 歸屬於本公司股權持有人										
		Share capital	Share premium	Capital reserve	Fair value reserve	Surplus reserve	General reserve	Other financial instrument- equity component	Retained earnings	Total	Non-controlling interests	Total equity
		股本	股本溢價	資本公積	公允價值公積	盈餘公積	一般風險準備	一權益部分	留存收益	總計	非控制性權益	權益合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		Note 31(c)	Note 31(d)(i)	Note 31(d)(ii)	Note 31(d)(iii)	Note 31(d)(iv)	Note 31(d)(v)	Note 31(d)(vi)				
		附註31(c)	附註31(d)(i)	附註31(d)(ii)	附註31(d)(iii)	附註31(d)(iv)	附註31(d)(v)	附註31(d)(vi)				
<b>Balance at 31 December 2022</b>	<b>於2022年12月31日的餘額</b>	1,560,793	133,773	5,711	(1,452)	140,912	156,185	—	69,444	2,065,366	285,594	2,350,960
<b>Changes in equity for 2023:</b>	<b>2023年的權益變動：</b>											
Profit for the year	年內利潤	—	—	—	—	—	—	—	38,400	38,400	3,462	41,862
Other comprehensive income	其他全面收益	—	—	—	(32,635)	—	—	—	—	(32,635)	—	(32,635)
Disposal of FVOCI	處置按公允價值計入其他全面收益計量的金融資產	—	—	—	(1,145)	—	—	—	1,145	—	—	—
<b>Total comprehensive income</b>	<b>全面收益總額</b>	—	—	—	(33,780)	—	—	—	39,545	5,765	3,462	9,227
Capital injection in subsidiaries from non-controlling interests	非控制性權益向子公司注資	—	—	—	—	—	—	—	—	—	60,500	60,500
Appropriation to surplus reserve	提取盈餘公積	—	—	—	—	7,603	—	—	(7,603)	—	—	—
Appropriation to general reserve	提取一般風險準備	—	—	—	—	—	12,259	—	(12,259)	—	—	—
Dividends approved in respect of the previous year	上一年度已批准的股息	—	—	—	—	—	—	—	(54,704)	(54,704)	(10,237)	(64,941)
<b>Balance at 31 December 2023</b>	<b>2023年12月31日的餘額</b>	1,560,793	133,773	5,711	(35,232)	148,515	168,444	—	34,423	2,016,427	339,319	2,355,746

The Notes on pages 224 to 360 form part of this financial report.

第224頁至360頁的附註構成此等財務報表的一部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED)  
綜合權益變動表(續)

For the year ended 31 December 2023 (Expressed in RMB'000) / 截至2023年12月31日止年度 (以人民幣千元列示)

		Attributable to equity shareholders of the Company 歸屬於本公司股權持有人										
		Share capital	Share premium	Capital reserve	Fair value reserve	Surplus reserve	General reserve	Other financial instrument-equity component	Retained earnings	Total	Non-controlling interests	Total equity
		股本	股本溢價	資本公積	公允價值公積	盈餘公積	一般風險準備	一權益部分 其他金融工具	留存收益	總計	非控制性權益	權益合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		Note 31(c)	Note 31(d)(i)	Note 31(d)(ii)	Note 31(d)(iii)	Note 31(d)(iv)	Note 31(d)(v)	Note 31(d)(vi)				
		附註31(c)	附註31(d)(i)	附註31(d)(ii)	附註31(d)(iii)	附註31(d)(iv)	附註31(d)(v)	附註31(d)(vi)				
<b>Balance at 31 December 2021</b>	<b>2021年12月31日的餘額</b>	1,560,793	133,773	4,002	1,127	136,113	149,917	—	115,970	2,101,695	267,091	2,368,786
<b>Changes in equity for 2022:</b>	<b>2022年的權益變動:</b>											
Profit for the year	年內利潤	—	—	—	—	—	—	—	42,582	42,582	9,909	52,491
Other comprehensive income	其他全面收益	—	—	—	(2,579)	—	—	—	—	(2,579)	—	(2,579)
<b>Total comprehensive income</b>	<b>全面收益總額</b>	—	—	—	(2,579)	—	—	—	42,582	40,003	9,909	49,912
Purchase equity interest from non-controlling interest	向非控制性權益購買股權	—	—	2,061	—	—	—	—	—	2,061	(16,561)	(14,500)
Capital increase in subsidiaries	向子公司增資	—	—	(352)	—	—	—	—	—	(352)	35,002	34,650
Appropriation to surplus reserve	提取盈餘公積	—	—	—	—	4,799	—	—	(4,799)	—	—	—
Appropriation to general reserve	提取一般風險準備	—	—	—	—	—	6,268	—	(6,268)	—	—	—
Dividends approved in respect of the previous year	上一年度已批准的股息	—	—	—	—	—	—	—	(78,041)	(78,041)	(9,847)	(87,888)
<b>Balance at 31 December 2022</b>	<b>2022年12月31日的餘額</b>	1,560,793	133,773	5,711	(1,452)	140,912	156,185	—	69,444	2,065,366	285,594	2,350,960

The Notes on pages 224 to 360 form part of these financial statements.

第224頁至360頁的附註構成此等財務報表的一部分。

# CONSOLIDATED CASH FLOW STATEMENT

## 綜合現金流量表

For the year ended 31 December 2023 (Expressed in RMB'000) / 截至2023年12月31日止年度 (以人民幣千元列示)

			2023	2022
			2023年	2022年
		Note	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
<b>Operating activities</b>	<b>經營活動</b>			
Cash generated from/(used in) operations	經營活動所得/(所用)的現金	10(b)	37,978	(2,997)
PRC income tax paid	支付的中國所得稅	30(a)	(72,148)	(34,570)
<b>Net cash used in operating activities</b>	<b>經營活動所用現金淨額</b>		<b>(34,170)</b>	<b>(37,567)</b>
<b>Investing activities</b>	<b>投資活動</b>			
Investment income	投資收益		26,606	16,184
Decrease in term deposits with banks	銀行定期存款減少		9,985	71,192
Proceeds from disposal of financial assets	處置金融資產所產生的現金		7,579	2,860
Proceeds from disposal of associated company	處置聯營公司所產生的現金		6,703	—
Proceeds from disposal of subsidiary	處置子公司所產生的現金		191	—
Proceeds from sales of fixed assets	處置固定資產所產生的現金		1	10,586
Increase in term deposits with banks	銀行定期存款增加		(191,489)	—
Payments for interests in jointly controlled Trust Plan	共同控制信託計劃的利息支付		(46,639)	(21,409)
Payments on acquisition of investments	收購投資支付的現金		(24,248)	(15,658)
Payments for the purchase of fixed assets and other non-current assets	購買固定資產及其他非流動資產支付的現金		(7,242)	(8,386)
Prepayments on setting up a subsidiary	成立一家子公司的預付款項		—	(210,000)
<b>Net cash used in investing activities</b>	<b>投資活動所用現金淨額</b>		<b>(218,553)</b>	<b>(154,631)</b>

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

For the year ended 31 December 2023 (Expressed in RMB'000) / 截至2023年12月31日止年度 (以人民幣千元列示)

			2023	2022
		Note	2023年	2022年
		附註	RMB'000	RMB'000
			人民幣千元	人民幣千元
<b>Financing activities</b>	<b>融資活動</b>			
Proceeds from capital contributions to subsidiaries	向子公司注資產生的現金		270,500	34,650
Proceeds from acquiring new borrowings	獲得新借款所產生的現金	10(c)	209,990	297,400
Proceeds from other financial instruments	其他金融工具所產生的現金	10(c)	30,000	10,000
Proceeds from issuance of debt securities	發行應付債券所產生的現金	10(c)	—	239,040
Repayment of borrowings	償還借款	10(c)	(162,700)	(204,000)
Dividends paid	已付股息		(67,507)	(87,913)
Payment of interests of debt securities	支付應付債券的利息	10(c)	(20,359)	(11,960)
Payment of fixed return of other financial instruments	支付其他金融工具的固定收益	10(c)	(6,809)	(5,780)
Interest paid	已付利息	10(c)	(6,761)	(6,830)
Payment for leases principal	支付租賃本金	10(c)/(d)	(3,832)	(4,506)
Payment for leases interest	支付租賃利息	10(c)/(d)	(623)	(870)
Other financing activities	其他融資活動		(703)	—
Purchase equity interests of subsidiaries from non-controlling interests	自非控制性權益收購子公司股權		—	(14,500)
<b>Net cash generated from financing activities</b>	<b>融資活動所產生的現金淨額</b>		<b>241,196</b>	<b>244,731</b>
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>現金及現金等價物(減少)/增加淨額</b>		<b>(11,527)</b>	<b>52,533</b>
<b>Cash and cash equivalents at 1 January</b>	<b>1月1日現金及現金等價物</b>		<b>844,624</b>	<b>782,441</b>
<b>Effect of foreign exchange rate changes</b>	<b>外匯匯率波動所產生的影響</b>		<b>103</b>	<b>9,650</b>
<b>Cash and cash equivalents at 31 December</b>	<b>12月31日現金及現金等價物</b>	10(a)	<b>833,200</b>	<b>844,624</b>

The Notes on pages 224 to 360 form part of these financial statements.

第224頁至360頁的附註構成此等財務報表的一部分。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 1 MATERIAL ACCOUNTING POLICIES

#### (a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the applicable disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Material accounting policies adopted by the Group are disclosed below.

The HKICPA has issued certain amendments to HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 1(c) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current accounting period reflected in these financial statements.

#### (b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2023 comprise the Company and its subsidiaries (together referred to as the “Group”) and the Group’s interest in associates.

The measurement basis used in the preparation of the financial statements is the historical cost basis except for financial assets measured at fair value through other comprehensive income (FVOCI), financial assets and liabilities measured at fair value through profit or loss (FVPL) (see Note 1(e)) that are stated at their fair value.

### 1 重大會計政策

#### (a) 合規聲明

該等財務報表已根據所有適用香港財務報告準則（「香港財務報告準則」），包括香港會計師公會（「香港會計師公會」）頒佈的所有適用個別香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋以及香港公司條例的適用披露規定編製。該等財務報表亦遵循香港聯合交易所有限公司證券上市規則的適用披露條文。本集團採納的重大會計政策披露於下文。

香港會計師公會已頒佈若干香港財務報告準則之修訂，有關準則於本集團之當前會計期間首次生效或可提前採納。在與本集團有關之範圍內初始應用更新所引致當前會計期間之會計政策變更，已於該等財務報表內反映，有關資料載列於附註1(c)。

#### (b) 財務報表的編製基礎

截至2023年12月31日止年度的綜合財務報表包括本公司及其子公司（統稱「本集團」）以及本集團於聯營公司的權益。

除按公允價值計入其他全面收益（按公允價值計入其他全面收益）計量的金融資產、按公允價值計入損益（按公允價值計入損益）計量的金融資產及負債（見附註1(e)）外，編製財務報表時乃採用歷史成本法為計量基準。

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

## 1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

### (b) Basis of preparation of the financial statements (CONTINUED)

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in Note 37.

### (c) Changes in accounting policies

The Group has applied the following new and amended HKFRSs issued by the HKICPA to these financial statements for the current accounting period:

- Amendments to HKAS 1, *Presentation of financial statements and HKFRS Practice Statement 2, Making materiality judgements: Disclosure of accounting policies*
- Amendments to HKAS 8, *Accounting policies, changes in accounting estimates and errors: Definition of accounting estimates*

## 1 重大會計政策(續)

### (b) 財務報表的編製基礎(續)

編製符合香港財務報告準則的財務報表時，管理層須作出判斷、估計及假設，有關判斷、估計及假設會影響政策的應用及資產、負債、收入及費用的列報。該等估計及相關假設乃基於過往經驗及其他於相關情況下被認為合理的因素，從而作為判斷未能從其他來源確定的資產及負債的賬面值的基準。實際結果可能與該等估計不同。

該等估計及相關假設會持續予以審閱。會計估計的修訂如只影響該修訂期間，則於該修訂期間確認；修訂如影響本期間及未來期間，則於修訂期間及未來期間確認。

有關管理層應用香港財務報告準則時所作出對財務報表有重大影響的判斷，以及主要不明朗估計來源的討論載列於附註37。

### (c) 會計政策的變動

本集團已於本會計期間對該等財務報表應用下列由香港會計師公會頒佈之新訂及經修訂香港財務報告準則：

- 香港會計準則第1號之修訂— 財務報表之呈列及香港財務報告準則實務報告第2號— 作出重大判斷：會計政策披露
- 香港會計準則第8號之修訂— 會計政策、會計估計變動及錯誤：會計估計的定義

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

## 1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

### (c) Changes in accounting policies (CONTINUED)

- Amendments to HKAS 12, *Income taxes: Deferred tax related to assets and liabilities arising from a single transaction*

None of these amendments has had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented in this financial report.

The Group has not applied any new standard of interpretation that is not yet effective for the current accounting period.

### (d) Goodwill

Goodwill arising on acquisition of businesses is measured at cost less accumulated impairment losses and is tested annually for impairment (see Note 1(i)).

### (e) Financial instruments

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

A financial asset or financial liability is recognized in the consolidated statement of financial position when the Group becomes a party to the contractual provisions of a financial instrument. The investments are initially stated at fair value plus directly attributable transaction costs, except for those investments measured at FVPL for which transaction costs are recognised directly in profit or loss. For an explanation of how the Group determines fair value of financial instruments, see Note 32. These investments are subsequently accounted for as follows, depending on their classification.

## 1 重大會計政策(續)

### (c) 會計政策的變動(續)

- 香港會計準則第12號之修訂—*所得稅：與單一交易產生的資產及負債有關的遞延稅項*

該等修訂對本財務報告內本集團當期或過往期間業績及財務狀況的編製或呈列方式均無重大影響。

本集團並未採納任何於本會計期間尚未生效的新準則或詮釋。

### (d) 商譽

收購業務產生的商譽按成本減累計減值虧損計量，並每年進行減值測試(見附註1(i))。

### (e) 金融工具

#### (i) *金融資產及負債的確認和計量*

金融資產或金融負債在本集團成為金融工具合約條款的一方時，於綜合財務狀況表內確認。投資初始以公允價值加直接應佔交易成本入賬，惟按公允價值計入損益計量的投資除外，其交易成本直接於損益內確認。有關本集團釐定金融工具公允價值方式的說明請參閱附註32。該等投資其後視乎其分類按以下方式入賬。

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

## 1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

### (e) Financial instruments (CONTINUED)

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

##### Investments other than equity investments

Non-equity investments are classified into one of the following measurement categories:

- amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Expected credit losses, interest income is calculated using the effective interest method (see Note 1(o)(ii)), foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
- FVOCI — recycling, if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Expected credit losses, interest income (calculated using the effective interest method) and foreign exchange gains and losses are recognised in profit or loss and computed in the same manner as if the financial asset was measured at amortised cost. The difference between the fair value and the amortised cost is recognised in OCI. When the investment is derecognised, the amount accumulated in OCI is recycled from equity to profit or loss.
- FVPL if the investment does not meet the criteria for being measured at amortised cost or FVOCI (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

## 1 重大會計政策(續)

### (e) 金融工具(續)

#### (i) 金融資產及負債的確認和計量(續)

##### 非股權投資

非股權投資分類為以下計量類別之一：

- 攤銷成本，倘所持投資用作收回合約現金流（僅代表本金及利息付款）。預期信貸虧損及利息收入按實際利率法計算（見附註1(o)(ii)），匯兌損益於損益內確認。終止確認之任何收益或虧損於損益內確認。
- 按公允價值計入其他全面收益 — 轉入損益，倘投資之合約現金流量僅包括本金及利息付款，並且按目標為收回合約現金流量及銷售之業務模式持有投資。預期信貸虧損、利息收入（按實際利率法計算）及匯兌損益於損益內確認，其計算方式與金融資產按攤銷成本計量的方式相同。公允價值與攤銷成本之間的差額於其他全面收益內確認。於終止確認該投資時，於其他全面收益累計之金額由權益轉入損益。
- 按公允價值計入損益，倘該投資不符合按攤銷成本或按公允價值計入其他全面收益 — 轉入損益計量的標準。該投資的公允價值變動（包括利息）於損益內確認。

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

## 1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

### (e) Financial instruments (CONTINUED)

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

##### Equity investments

An investment in equity securities is classified as FVPL, unless the investment is not held for trading purposes and on initial recognition the Group makes an irrevocable election to designate the investment at FVOCI (non-recycling) such that subsequent changes in fair value are recognised in OCI. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. If such election is made for a particular investment, at the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained earnings and not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVPL or FVOCI, are recognised in profit or loss as other income.

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

The Group recognises a loss allowance for expected credit losses ("ECL"s) on:

- financial assets measured at amortised cost (including cash and cash equivalents, loans and advances to customers, factoring receivables and receivable investments, trade receivables and other receivables including those loans to associates, which are held for the collection of contractual cash flows which represent solely payments of principal and interest);

## 1 重大會計政策(續)

### (e) 金融工具(續)

#### (i) 金融資產及負債的確認和計量(續)

##### 股權投資

於股本證券的投資分類為按公允價值計入損益，除非該投資並非持作買賣用途，且於初次確認時本集團不可撤銷地選擇指定投資為按公允價值計入其他全面收益(不可轉入損益)，以致公允價值的後續變動於其他全面收益確認。有關選擇乃按工具個別作出，惟僅當發行人認為投資符合權益定義時方可作出。倘就特定投資作出有關選擇，出售時，於公允價值儲備(不可轉入損益)累計的金額轉撥至留存收益，而非透過損益賬轉入損益。來自股本證券(不論分類為按公允價值計入損益或按公允價值計入其他全面收益)投資的股息，均於損益內確認為其他收入。

#### (ii) 金融資產信貸虧損

本集團就以下項目確認預期信貸虧損的損失準備：

- 按攤銷成本計量的金融資產(包括貨幣資金、發放貸款及墊款、應收保理款項及應收款項類投資以及貿易應收款項及其他應收款項(包括為收取合約現金流量而持有的聯營公司貸款，而該等現金流量僅代表本金及利息付款))；

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## 1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

### (e) Financial instruments (CONTINUED)

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

- receivables from guarantee customers;
- receivables for default guarantee payments; and
- financial guarantee contracts issued (see Note 1(l)).

Other financial assets measured at fair value, including financial assets measured at FVPL and equity investments designated at FVOCI, are not subject to the ECL assessment.

#### Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Generally, credit losses are measured as the present value of all expected cash shortfalls between the contractual and expected amounts.

The expected cash shortfalls are discounted using the following rates if the effect is material:

- fixed-rate financial assets, trade and other receivables: effective interest rate determined at initial recognition or an approximation thereof;
- variable-rate financial assets: current effective interest rate;

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

## 1 重大會計政策(續)

### (e) 金融工具(續)

#### (ii) 金融資產信貸虧損(續)

- 應收擔保客戶款項；
- 應收違約擔保付款；及
- 已發出的融資擔保合約(見附註1(l))。

無須對以公允價值計量的其他金融資產(包括按公允價值計入損益計量的金融資產及指定為按公允價值計入其他全面收益計量的股權投資)進行預期信貸虧損評估。

#### 預期信貸虧損計量

預期信貸虧損為信貸虧損的概率加權估計。一般而言，信貸虧損是按合約金額及預期金額之間所有預期現金差額的現值計量。

倘影響重大，預期現金短缺金額將使用以下比率貼現：

- 固定利率金融資產、應收及其他應收款項：初始確認時釐定之實際利率或其近似值；
- 浮動利率金融資產：當前實際利率；

預計預期信貸虧損所計及的最長期間為本集團面臨信貸風險的最長合約期間。

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

## 1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

### (e) Financial instruments (CONTINUED)

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

##### Measurement of ECLs (CONTINUED)

ECLs are measured on either of the following bases:

- 12-month ECLs: these are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months); and
- lifetime ECLs: these are the ECLs that result from all possible default events over the expected lives of the items to which the ECL model applies.

The Group measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-months ECLs:

- financial instruments that are determined to have low credit risk at the reporting date; and
- other financial instruments (including loan commitments issued) for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables (except for receivables from guarantee customers and receivables from supply chain services) and contract assets are always measured at an amount equal to lifetime ECLs.

## 1 重大會計政策(續)

### (e) 金融工具(續)

#### (ii) 金融資產信貸虧損(續)

##### 預期信貸虧損計量(續)

預期信貸虧損按以下任一基準計量：

- 12個月預期信貸虧損：指因呈報日後12個月內（若金融工具的預計存續期少於12個月，則為預計存續期）可能發生的違約事件而導致的預期信貸虧損，是整個存續期預期信貸虧損的一部分；及
- 整個存續期的預期信貸虧損：指預期信貸虧損模型適用項目之預計年內所有可能發生的違約事件所導致的預期信貸虧損。

本集團按相等於整個存續期的預期信貸虧損金額計量虧損準備，下列按12個月預期信貸虧損計量者除外：

- 於呈報日確定存在低信貸風險的金融工具；及
- 其他金融工具（包括已發行貸款承擔），其信貸風險（即金融工具的預計年內發生的違約風險）自初始確認後並未顯著增加。

貿易應收款項（應收擔保客戶款項及應收供應鏈服務款項除外）及合約資產之虧損撥備一般按等同於整個存續期的預期信貸虧損的金額計量。

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

## 1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

### (e) Financial instruments (CONTINUED)

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

##### *Significant increases in credit risk*

When determining whether the credit risk of a financial instrument (including a loan commitment) has increased significantly since initial recognition and when measuring 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 and analysis, based on the Group's historical experience and informed credit assessment, that includes forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is past due.

For loan commitments, the date of initial recognition for the purpose of assessing ECLs is considered to be the date that the Group becomes a party to the irrevocable commitment. In assessing whether there has been a significant increase in credit risk since initial recognition of a loan commitment, the Group considers changes in the risk of default occurring on the loan to which the loan commitment relates.

The Group considers the credit risk of a financial asset has increased significantly when:

- the borrower is unlikely to pay its credit obligations to the Group or the banks in full, without recourse by the Group to actions such as realising security (if any is held); or
- the micro-lending loans to customers are over 7 days past due; or
- the entrusted loans to customers or other financial assets are past due.

## 1 重大會計政策(續)

### (e) 金融工具(續)

#### (ii) 金融資產信貸虧損(續)

##### *信貸風險大幅上升*

於釐定金融工具(包括貸款承擔)之信貸風險自初始確認以來是否大幅增加時，以及於計量預期信貸虧損時，本集團考慮相關且無需付出過多成本或努力即可獲得之合理有據資料。此包括根據本集團過往經驗及知情信貸評估之定量及定性資料分析，以及包括前瞻性資料。

本集團假設金融資產之信貸風險於逾期時大幅增加。

就貸款承擔而言，用於評估預期信貸虧損之初始確認日期被視為本集團成為不可撤銷承擔之訂約方當日。評估信貸風險自初始確認貸款承擔以來有否大幅上升時，本集團會考慮與貸款承擔有關之貸款發生違約之風險之變動。

當出現以下情況時，本集團認為金融資產的信貸風險大幅上升：

- 借款人不大可能在本集團或銀行無追索權採取變現抵押(如持有)等行動的情況下向本集團悉數支付其信貸債務；或
- 發放小額貸款已逾期超過7日；或
- 發放委託貸款或其他金融資產已逾期。



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## 1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

### (e) Financial instruments (CONTINUED)

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

##### *Significant increases in credit risk (CONTINUED)*

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for financial instruments subject to the ECL assessment with a corresponding adjustment to their carrying amount through a loss allowance account.

##### *Credit-impaired financial assets*

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or past due event;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the debtor will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

## 1 重大會計政策(續)

### (e) 金融工具(續)

#### (ii) 金融資產信貸虧損(續)

##### *信貸風險大幅上升(續)*

預期信貸虧損於各呈報日進行重新計量以反映金融工具自初始確認以來的信貸風險變動。預期信貸虧損金額的任何變動均於損益確認為減值收益或虧損。本集團就須進行預期信貸虧損評估的金融工具確認減值收益或虧損，並通過虧損撥備賬對彼等之賬面值作出相應調整。

##### *預計信貸減值的金融資產*

於各呈報日，本集團評估金融資產是否出現信貸減值。當發生一項或多項對金融資產預計未來現金流量有不利影響的事件時，金融資產出現信貸減值。

金融資產存在信貸減值的證據包括以下可觀察事件：

- 債務人發生重大債務困難；
- 違反合約，如發生違約或逾期事件；
- 本集團根據其他情況下不會考慮的條款重組貸款或墊款；
- 債務人很可能破產或進行其他財務重組；或
- 因發行人財務困難，導致證券失去活躍市場。

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

## 1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

### (e) Financial instruments (CONTINUED)

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

##### Write-off policy

The gross carrying amount of a financial asset is written off to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

#### (iii) Fair value measurement

If there is an active market for a financial asset or financial liability, the quoted price in the active market without adjusting for transaction costs that may be incurred upon future disposal or settlement is used to establish the fair value of the financial asset or financial liability.

If no active market exists for a financial instrument, a valuation technique is used to establish the fair value. Valuation techniques include using recent arm's length market transactions between knowledgeable, willing parties; reference to the current fair value of another instrument that is substantially the same; discounted cash flow analysis and option pricing models. Where discounted cash flow technique is used, future cash flows are estimated based on management's best estimates and the discount rate used is the prevailing market rate applicable for instrument with similar terms and conditions at the end of each reporting period. Where other pricing models are used, inputs are based on market data at the end of each reporting period.

## 1 重大會計政策(續)

### (e) 金融工具(續)

#### (ii) 金融資產信貸虧損(續)

##### 核銷政策

若日後實際上不可收回款項，本集團則會核銷金融資產的總賬面值。該情況通常出現在本集團確定債務人沒有資產或可產生足夠現金流量的收入來源來償還應核銷的金額之時。

隨後收回先前核銷之資產於收回期間在損益內確認為減值撥回。

#### (iii) 公允價值計量

對存在活躍市場的金融資產或金融負債，用活躍市場中的報價確定其公允價值，且不調整將來出售或處置該金融資產或金融負債時可能發生的交易費用。

對不存在活躍市場的金融工具，採用估值技術確定其公允價值。所採用的估值技術包括參考熟悉情況並自願交易的各方最近進行的市場公平交易的成交價、參照實質上相同的其他金融工具的當前公允價值、現金流量折現分析及期權定價模式。當使用現金流量折現時，估計未來現金流量乃根據管理層的最佳估計，所使用的折現率乃具有相若條款及條件的工具所適用之各報告期末之市場利率。當使用其他定價模式時，輸入的數據乃根據各報告期末的市場數據計算。

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

## 1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

### (e) Financial instruments (CONTINUED)

#### (iii) Fair value measurement (CONTINUED)

In estimating the fair value of a financial asset and financial liability, the Group considers all factors including, but not limited to, risk-free interest rate, credit risk, foreign exchange rate and market volatility, that are likely to affect the fair value of the financial asset and financial liability.

The Group obtains market data from the same market where the financial instrument was originated or purchased.

#### (iv) Derecognition of financial assets and financial liabilities

Financial assets (or a part of a financial asset or group of financial assets) are derecognised when the financial assets meet one of the following conditions:

- the contractual rights to the cash flows from the financial asset expire; or
- the Group transfers substantially all the risks and rewards of ownership of the financial assets or where substantially all the risks and rewards of ownership of a financial asset are neither retained nor transferred, the control over that asset is relinquished.

If the Group neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset, but retains control, the Group continues to recognise the financial asset and relevant liability to the extent of its continuing involvement in the financial asset.

## 1 重大會計政策(續)

### (e) 金融工具(續)

#### (iii) 公允價值計量(續)

在評估金融資產及金融負債的公允價值時，本集團已考慮所有可能影響金融資產及金融負債的公允價值的因素，包括(但不限於)無風險利率、信貸風險、外匯匯率及市場波動。

本集團獲得的市場數據來自產生或購買該金融工具的同市場。

#### (iv) 終止確認金融資產及金融負債

當滿足下列條件之一時，金融資產(或金融資產的一部分或某組金融資產的一部分)將被終止確認：

- 收取該金融資產現金流量的合約權利終止；或
- 本集團已轉移與該金融資產所有權有關的幾乎全部的風險和報酬或既沒有保留也未轉移與該金融資產所有權有關的幾乎全部的風險和報酬而放棄對該資產的控制。

倘本集團並未轉移或保留與該金融資產所有權有關的幾乎全部的風險和報酬，但保留控制權，則本集團根據繼續涉入該金融資產的程度確認金融資產及相關負債。

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## 1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

### (e) Financial instruments (CONTINUED)

#### (iv) Derecognition of financial assets and financial liabilities (CONTINUED)

The financial liability (or part of it) is derecognised only when the underlying present obligation (or part of it) specified in the contracts is discharged, cancelled or expired. An agreement between the Group and an existing lender to replace the original financial liability with a new financial liability with substantially different terms, or a substantial modification of the terms of an existing financial liability is accounted for as an extinguishment of the original financial liability and recognition of a new financial liability. The difference between the carrying amount of the derecognised financial liability and the consideration paid is recognised in profit or loss. (Except for the modification of the other financial instruments in Note 27).

#### (v) Offsetting

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position when the Group has a legally enforceable right to set off the recognised amounts and the transactions are intended to be settled on a net basis, or by realizing the asset and settling the liability simultaneously.

#### (vi) Derivative financial instruments

Derivative financial instruments are recognised initially at fair value. At the end of each reporting period the fair value is remeasured. The gain or loss on remeasurement to fair value is recognised immediately in profit or loss, except where the derivatives qualify for cash flow hedge accounting or hedges of the net investment in a foreign operation, in which case recognition of any resultant gain or loss depends on the nature of the item being hedged.

## 1 重大會計政策(續)

### (e) 金融工具(續)

#### (iv) 終止確認金融資產及金融負債(續)

當合約中規定的相關現有義務全部或部分解除、取消或到期時，金融負債(或其一部分)才能終止確認。倘本集團與現有債權人協定按顯著不同的條款以新的金融負債替代原金融負債，或對當前金融負債的條款作出了重大的修改，則該替代或修改事項將作為原金融負債的終止確認以及一項新金融負債的初始確認處理。終止確認金融負債的賬面價值與已付代價之間的差額於損益確認。(附註27內的其他金融工具修改除外)。

#### (v) 抵銷

倘本集團具有抵銷確認金額的法定權利，且本集團計劃以淨額結算，或同時變現該金融資產和清償該負債，該金融資產和金融負債將在綜合財務狀況表內互相抵銷並以淨額列示。

#### (vi) 衍生金融工具

衍生金融工具以公允價值進行初始確認。公允價值會在每個報告期末重新計量。重新計量公允價值而產生的利得或損失，即時計入當期損益。然而，如衍生財務工具符合現金流量對沖會計或對沖海外業務淨投資，確認所得盈虧則取決於被對沖項目的性質。

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## 1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

### (e) Financial instruments (CONTINUED)

#### (vii) Convertible financial instrument

Convertible financial instrument that can be converted to ordinary shares at the option of the holder, where the number of shares to be issued is fixed, are accounted for as compound financial instrument, i.e. they contain both a liability component and an equity component.

At initial recognition the liability component of the convertible financial instrument is measured at fair value based on the future interest and principal payments, discounted at the prevailing market rate of interest for similar non-convertible instruments. The equity component is the difference between the initial fair value of the convertible notes as a whole and the initial fair value of the liability component. Transaction costs that relate to the issue of a compound financial instrument are allocated to the liability and equity components in proportion to the allocation of proceeds.

The liability component is subsequently carried at amortised cost. The interest expense recognised in profit or loss on the liability component is calculated using the effective interest method. The equity component is recognised in the capital reserve until either the note is converted or redeemed. If the notes are converted, the capital reserve, together with the carrying amount of the liability component at the time of conversion, is transferred to share capital and share premium as consideration for the shares issued. If the notes are redeemed, the capital reserve is released directly to retained profits.

## 1 重大會計政策(續)

### (e) 金融工具(續)

#### (vii) 可兌換金融工具

在持有人選擇時可換成普通股的可兌換金融工具，倘將發行的股份數目固定，則會視作複合金融工具(即含有負債部分及權益部分)入賬。

初始確認可兌換金融工具的負債部分時，基於未來利息及本金付款按公允價值計值，並按類似不可兌換工具的現行市場利率貼現。權益部分為全部可換股票據初始公允價值與負債部分初始公允價值的差額。有關發行複合金融工具的交易成本會按所得款項的分配比例分配至負債及權益部分。

負債部分會隨後按攤銷成本記賬。計入損益的負債部分之利息支出，利用實際利率法計算。權益部分則於資本公積中確認，直至該票據得以兌換或贖回為止。兌換票據時，資本公積連同負債部分在換股時的賬面值會轉撥至股本及股份溢價賬作為已發行股份的代價。贖回該票據時，資本公積會直接轉移至留存利潤。

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## 1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

### (f) Interest-bearing borrowings

Interest-bearing borrowings are measured initially at fair value less transaction costs. Subsequently, these borrowings are stated at amortised cost using the effective interest method. Interest expense is recognised in accordance with the Group's accounting policy for borrowing costs.

### (g) Trade and other payables

Trade and other payables are initially recognised at fair value. Except for financial guarantee liabilities measured in accordance with Note 1(l), trade and other payables are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

### (h) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, property pre-sale proceeds held by solicitors that are held for meeting short-term cash commitments, and other short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated cash flow statement. Cash and cash equivalents are assessed for ECL (see Note 1(e)).

## 1 重大會計政策(續)

### (f) 計息借款

計息借款於起始時以公允價值減交易成本計值。隨後，該等借款採用實質利率計算法以攤銷成本列賬。利息開支根據本集團借款成本的會計政策確認。

### (g) 應付及其他應付款項

應付及其他應付款項初步按公允價值確認。除按附註1(l)所述方式計量的財務擔保負債外，應付及其他應付款項其後均按攤銷成本列賬，惟倘貼現影響不屬重大，則會按成本列賬。

### (h) 貨幣資金

貨幣資金包括銀行存款及現金、存放於銀行及其他金融機構的活期存款、為滿足短期現金承擔而由律師持有的物業預售所得款項以及可隨時兌換為已知數額現金、價值變動風險不大，並在認購後三個月內到期的其他短期高流動性投資。就綜合現金流量表而言，倘銀行透支須按要求償還且構成本集團現金管理的一環，則應作為貨幣資金的組成部分入賬。貨幣資金乃就預期信貸虧損進行評估(見附註1(e))。

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## 1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

### (i) Impairment of non-financial assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or an impairment loss previously recognised no longer exists or may have decreased:

- Fixed assets;
- Intangible assets;
- Goodwill; and
- Investments in subsidiaries and associates in the Group's and the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated.

#### — Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

## 1 重大會計政策(續)

### (i) 非金融資產減值

會於各報告期末對內部及外部資料進行審核，以識別顯示如下資產可能出現減值，或先前已確認之資產減值損失不復存在或已有所減少：

- 固定資產；
- 無形資產；
- 商譽；及
- 本集團及本公司財務狀況表內於子公司及聯營公司的投資。

倘存在任何該等跡象，則會對該資產的可收回金額作出估計。

#### — 計算可收回金額

資產的可收回金額以其公允價值減處置費用及使用價值兩者中較高金額為準。在評估使用價值時，會使用稅前折讓率將估計未來現金流量折讓至其現值，以反映目前資金時值的市場評估及該資產的獨有風險。倘資產產生的現金流入大部分不獨立於其他資產產生的現金流入，則以可獨立產生現金流入的最小資產類別(即現金產生單位)來釐定可收回金額。

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## 1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

### (i) Impairment of non-financial assets (CONTINUED)

#### — Recognition of impairment losses

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units (or group of units) are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

#### — Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years.

Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

## 1 重大會計政策(續)

### (i) 非金融資產減值(續)

#### — 確認資產減值損失

倘資產或其所屬的現金產生單位的賬面值超過其可收回金額，應確認減值損失，計入當期損益。與現金產生單位或者現金產生單位組相關的減值損失，先抵減任何分配至現金產生單位或者現金產生單位組的商譽賬面價值，再按現金產生單位或者現金產生單位組中其他各項資產的賬面價值所佔比例，相應抵減其賬面價值，但抵減後的各資產的賬面價值不得低於該資產的個別公允價值減去處置費用(倘可計量)或其使用價值(如可確定)。

#### — 資產減值損失的撥回

就非商譽的資產而言，如用於釐定可收回金額的估計發生有利的變化，則資產減值損失將予以撥回。有關商譽之減值損失不會撥回。

撥回的資產減值虧損限於資產在過往年度並未確認減值虧損時原應釐定的賬面價值。

撥回的資產減值損失於確認有關撥回的年度內計入當期損益。



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## 1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

### (j) Employee benefits

Employee benefits include short-term employee benefits and contributions to defined contribution retirement plans.

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Pursuant to the relevant laws and regulations of the PRC, the Group's subsidiaries in the PRC have joined defined contributions for the employees, such as basic pension scheme, housing fund, basic medical insurance, unemployment insurance, injury insurance and maternity insurance. The Group makes contributions to the above mentioned schemes at the applicable rates based on the amounts stipulated by the government organisation. The contributions are charged to the consolidated statement of profit or loss on an accrual basis and not reduced by contributions forfeited by those employees who leave the plans prior to vesting fully in the contributions.

### (k) Income tax

Income tax expense comprises current tax and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in OCI.

Current tax comprises the estimated tax payable or receivable on the taxable income or loss for the year and any adjustments to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects any uncertainty related to income taxes. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax also includes any tax arising from dividends.

## 1 重大會計政策(續)

### (j) 職工薪酬

職工薪酬包括短期職工薪酬及界定供款退休計劃的供款。

短期僱員福利在提供相關服務時支銷。倘本集團現時因僱員過往提供的服務而有支付該等金額的法律或推定義務且該等義務能夠可靠的估計，則將預計支付的金額確認為負債。

根據相關中國法律及法規，本集團位於中國的子公司為員工加入了界定供款，例如基本養老金計劃、住房公積金、基本醫療保險、失業保險、意外傷害保險及生育險。本集團根據政府組織規定金額按適用比例向上述計劃供款。供款按應計基準於綜合損益表內扣除，而僱員因在獲歸屬全數供款前退出計劃而被沒收的供款將不會用作扣減該等供款。

### (k) 所得稅

所得稅開支包括當期稅項及遞延稅項。其於損益確認，惟與業務合併或直接於權益或其他全面收益確認的項目有關除外。

當期稅項包括年內就應納稅所得額或虧損的應付或應收的預計稅項，連同就過往年度應付或應收稅項的任何調整。應付或應收當期稅項金額為可反映所得稅相關的任何不確定因素的預期支付或收取稅項金額最佳估計。當期稅項乃使用報告日期已頒佈或大致已頒佈的稅率計量。當期稅項亦包括股息產生的任何稅項。

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## 1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

### (k) Income tax (CONTINUED)

Current tax assets and liabilities are offset only if certain criteria are met.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;
- temporary differences related to investment in subsidiaries, associates and joint venture to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future;
- taxable temporary differences arising on the initial recognition of goodwill; and
- those related to the income taxes arising from tax laws enacted or substantively enacted to implement the Pillar Two model rules published by the Organisation for Economic Co-operation and Development.

The Group recognised deferred tax assets and deferred tax liabilities separately in relation to its lease liabilities and right-of-use assets.

## 1 重大會計政策(續)

### (k) 所得稅(續)

當期稅項資產及負債僅於符合若干條件時抵銷。

遞延稅項按資產與負債就財務報告而言的賬面值與就稅項而言所用金額的暫時差額確認。遞延稅項不會就以下各項確認：

- 就並非業務合併，且不會影響會計或應課稅溢利或虧損及不會引致等額應課稅及可扣稅暫時差額的交易初步確認資產或負債的暫時差額；
- 有關於附屬公司、聯營公司及合營企業的投資的暫時差額，惟以本集團能控制暫時差額的撥回時間，且暫時差額可能未會於可見未來撥回的情況為限；
- 商譽初始確認引起的應課稅暫時差額；及
- 與為實施經濟合作與發展組織頒佈的支柱二立法模板而頒佈或實質上頒佈的稅法產生的所得稅有關者。

本集團就其租賃負債及使用權資產分別確認遞延稅項資產及遞延稅項負債。

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

## 1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

### (k) Income tax (CONTINUED)

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for individual subsidiaries in the Group. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

Where investment properties are carried at their fair value in accordance with note 1(s), the amount of deferred tax recognised is measured using the tax rates that would apply on sale of those assets at their carrying value at the reporting date, unless the property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the property over time, rather than through sale. In all other cases, the measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if certain criteria are met.

## 1 重大會計政策(續)

### (k) 所得稅(續)

遞延所得稅資產確認為未使用的稅項損失、未使用的稅項抵免和可抵扣暫時性差異，前提是未來應納稅利潤很可能取得。未來應納稅利潤以相關應納稅暫時性差異轉回為基礎確定。如果應納稅暫時性差異的金額不足以全額確認遞延稅項資產，則根據本集團個別附屬公司的業務計劃，考慮對現有暫時性差異的轉回進行調整的未來應納稅所得額。遞延稅項資產於各報告日期進行審查，並於不再可能實現相關稅項利益時減少；當未來應稅利潤的可能性提高時，這種減少就會轉回。

當投資性房地產根據附註1(s)按公允價值計量，則確認的遞延稅款金額採用按報告日賬面價值出售該資產時適用的稅率進行計量，除非該房地產可折舊，並且是在一種商業模式下持有，其目標是隨著時間的推移而消耗房地產所體現的大部分經濟利益，而不是通過出售形式。在所有其他情況下，遞延稅項的計量反映本集團於報告日期時預期收回或結算其資產及負債賬面值的方式會帶來的稅務影響。

遞延稅項資產及負債僅於符合若干條件時抵銷。

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

## 1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

### (I) Guarantees issued

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the “holder”) for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

The Group issues performance guarantee and litigation guarantee contracts, in which the Group agrees to provide guarantees to its customers who entered into contracts with third parties for services to be rendered, goods to be supplied or obligation to fulfil within an agreed time period. The Group is required to compensate the guarantee holder if a specified uncertain future event adversely results in the counterparties’ failure to delivery services and goods, or to fulfil the obligation.

Financial guarantees issued are initially recognised as deferred income within “Liabilities from guarantees” at fair value, which is determined by reference to fees charged in an arm’s length transaction for similar services, when such information is obtainable, or to interest rate differentials, by comparing the actual rates charged by lenders when the guarantee is made available with the estimated rates that lenders would have charged, had the guarantees not been available, where reliable estimates of such information can be made. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group’s policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss.

The amount initially recognised as deferred income is subsequently amortised in profit or loss over the term of the guarantee as income.

The Group monitors the risk that the specified debtor will default on the contract and remeasures the above liability at a higher amount when ECLs on the financial guarantees are determined to be higher than the carrying amount in respect of the guarantees.

## 1 重大會計政策(續)

### (I) 已發出的擔保

融資擔保乃要求發行人(即擔保人)就擔保受益人(「持有人」)因特定債務人未能根據債務工具的條款於到期時付款而蒙受的損失，而向持有人支付特定款項的合約。

本集團發出履約擔保及訴訟擔保合約，其中，就訂立合約於協定期間由第三方提供服務、供應商品或履行義務的客戶而言，本集團同意為其提供擔保。倘未來發生不確定事件的不利影響導致交易對手無法提供服務、商品或履行義務，則本集團須對擔保持有人進行賠償。

已發出的融資擔保最初按公允價值於「擔保負債」確認為遞延收入，其公允價值乃參照公平交易下提供類似服務收取的費用而釐定(如能獲得有關費用信息)，或參照利率差釐定，即將債權人在有擔保情況下所收取的實際利率，與債權人在無擔保情況下所收取的估計利率作出比較(如能對有關資料作出可靠估計)。倘在發出該擔保時收取或可收取代價，該代價則根據適用於該類資產的本集團政策而予確認。倘沒有有關尚未收取或應予收取的代價，即於損益確認當期費用。

最初確認為遞延收入的金額隨後於擔保期內於損益內作為收入進行攤銷。

本集團監察特定債務人違約的風險，並於財務擔保的預期信貸虧損確定為高於擔保的賬面值時以較高的金額重新計量上述負債。

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## 1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

### (l) Guarantees issued (CONTINUED)

A 12-month ECL is measured unless the risk that the specified debtor will default has increased significantly since the guarantee is issued, in which case a lifetime ECL is measured. The same definition of default and the same assessment of significant increases in credit risk as described in Note 1(e)(ii) apply.

As the Group is required to make payments only in the event of a default by the specified debtor in accordance with the terms of the instrument that is guaranteed, an ECL is estimated based on the expected payments to reimburse the holder for a credit loss that it incurs less any amount that the Group expects to receive from the holder of the guarantee, the specified debtor or any other party. The amount is then discounted using the current risk-free rate adjusted for risks specific to the cash flows.

### (m) Provisions and contingent liabilities

Generally provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessment of the time value of money and the risks specific to the liability.

A provision for onerous contracts is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract, which is determined based on the incremental costs of fulfilling the obligation under that contract and an allocation of other costs directly related to fulfilling that contract. Before a provision is established, the group recognises any impairment loss on the assets associated with that contract (see Note 1(e)(ii)).

## 1 重大會計政策(續)

### (l) 已發出的擔保(續)

除非特定債務人違約的風險自擔保發出以來顯著增加(在此情況下，將計量整個存續期的預期信貸虧損)，否則計量12個月的預期信貸虧損。附註1(e)(ii)所述之違約的相同定義及信貸風險顯著增加的相同評估適用於此。

由於根據擔保工具條款，本集團僅須在特定債務人違約時作出付款，預期信貸虧損乃基於為償還持有人所產生信貸虧損的預計款項減本集團預計自擔保持有人、特定債務人或任何其他方收取的任何金額估計。該金額其後採用就現金流量特定風險作出調整的當前零風險利率貼現。

### (m) 撥備及或有負債

一般而言，撥備乃通過按稅前匯率對預期的未來現金流量進行貼現以確定，該稅前匯率反映貨幣時間值之現行市場評估及負債特定風險。

多項虧損性合約之撥備乃按終止合約預期成本及繼續合約預期成本淨額(以較低者為準)的現值計量，成本淨額乃根據履行合約項下義務的增量成本及與履行合約直接相關的其他成本分配而釐定。於計提撥備前，本集團就該合約相關資產確認任何減值虧損(見附註1(e)(ii))。

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## 1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

### (m) Provisions and contingent liabilities (CONTINUED)

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

Where some or all of the expenditure required to settle a provision is expected to be reimbursed by another party, a separate asset is recognised for any expected reimbursement that would be virtually certain. The amount recognised for the reimbursement is limited to the carrying amount of the provision.

### (n) Other investments in debt and equity securities

The Group's policies for investments in securities, other than investments in subsidiaries, associates, are set out below.

Investments in securities are recognized/derecognised on the date the Group commits to purchase/sell the investment. The investments are initially stated at fair value plus directly attributable transaction costs, except for those investments measured at FVPL for which transaction costs are recognised directly in profit or loss. For an explanation of how the Group determines fair value of financial instruments, see Note 32. These investments are subsequently accounted for as follows, depending on their classification.

## 1 重大會計政策(續)

### (m) 撥備及或有負債(續)

倘不一定須要付出經濟利益，或是無法可靠地估計有關金額，則將有關責任披露為或有負債，惟付出經濟利益的可能極低則除外。如果本集團可能須承擔的責任須視乎某宗或多宗未來事件是否發生才能確定是否存在，則該等責任亦會披露為或有負債，惟付出經濟利益的可能極低則除外。

倘結算撥備所需之部份或全部支出預計將由另一方償還，則將幾乎確定的任何預期償還確認為一項單獨資產。補償確認的金額以撥備的賬面值為限。

### (n) 於債務及股本證券之其他投資

本集團於證券之投資(於子公司及聯營公司之投資除外)政策載列如下。

證券投資在本集團承諾購買/出售投資當日確認/終止確認。投資初始以公允價值加直接應佔交易成本入賬，惟按公允價值計入損益計量的投資除外，其交易成本直接於損益內確認。有關本集團釐定金融工具公允價值方式的說明請參閱附註32。該等投資其後視乎其分類按以下方式入賬。

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## 1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

### (n) Other investments in debt and equity securities (CONTINUED)

#### (i) Non-equity investments

Non-equity investments are classified into one of the following measurement categories:

- amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Expected credit losses, interest income is calculated using the effective interest method (see Note 1(o)(ii)), foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
- FVOCI — recycling, if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Expected credit losses, interest income (calculated using the effective interest method) and foreign exchange gains and losses are recognised in profit or loss and computed in the same manner as if the financial asset was measured at amortised cost. The difference between the fair value and the amortised cost is recognised in OCI. When the investment is derecognised, the amount accumulated in OCI is recycled from equity to profit or loss.

## 1 重大會計政策(續)

### (n) 於債務及股本證券之其他投資(續)

#### (i) 非股權投資

非股權投資分類為以下計量類別之一：

- 攤銷成本，倘所持投資用作收回合約現金流（僅代表本金及利息付款）。預期信貸虧損及利息收入按實際利率法計算（見附註1(o)(ii)），匯兌損益於損益內確認。終止確認之任何收益或虧損於損益內確認。
- 按公允價值計入其他全面收益 — 轉入損益，倘投資之合約現金流量僅包括本金及利息付款，並且按目標為收回合約現金流量及銷售之業務模式持有投資。預期信貸虧損、利息收入（按實際利率法計算）及匯兌損益於損益內確認，其計算方式與金融資產按攤銷成本計量的方式相同。公允價值與攤銷成本之間的差額於其他全面收益內確認。於終止確認該投資時，於其他全面收益累計之金額由權益轉入損益。

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## 1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

### (n) Other investments in debt and equity securities (CONTINUED)

#### (i) Non-equity investments (CONTINUED)

- FVPL if the investment does not meet the criteria for being measured at amortised cost or FVOCI (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

#### (ii) Equity investments

An investment in equity securities is classified as FVPL, unless the investment is not held for trading purposes and on initial recognition the Group makes an irrevocable election to designate the investment at FVOCI (non-recycling) such that subsequent changes in fair value are recognised in OCI. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. If such election is made for a particular investment, at the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained earnings and not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVPL or FVOCI, are recognised in profit or loss as other income.

## 1 重大會計政策(續)

### (n) 於債務及股本證券之其他投資(續)

#### (i) 非股權投資(續)

- 按公允價值計入損益，倘該投資不符合按攤銷成本或按公允價值計入其他全面收益(轉入損益)計量的標準。該投資的公允價值變動(包括利息)於損益內確認。

#### (ii) 股權投資

於股本證券的投資分類為按公允價值計入損益，除非該投資並非持作買賣用途，且於初次確認時本集團不可撤銷地選擇指定投資為按公允價值計入其他全面收益(不可轉入損益)，以致公允價值的後續變動於其他全面收益確認。有關選擇乃按工具個別作出，惟僅當發行人認為投資符合權益定義時方可作出。倘就特定投資作出有關選擇，出售時，於公允價值儲備(不可轉入損益)累計的金額轉撥至留存收益，而非透過損益賬轉入損益。來自股本證券(不論分類為按公允價值計入損益或按公允價值計入其他全面收益)投資的股息，均於損益內確認為其他收入。



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## 1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

### (o) Revenue and other income

Revenue is measured at the fair value of the consideration received or receivable. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in profit or loss as follows:

#### (i) Guarantee fee income

Guarantee fee income is recognised when guarantee contracts have been made whereby the related guarantee obligation has been accepted, the economic benefits associated with the guarantee contracts will probably flow in, and the amount of revenue associated with guarantee contracts can be measured reliably. Guarantee fee income is determined based on the total agreed fee in the guarantee contracts and is recognised in the statement of profit or loss over the period of guarantee. Generally, the Group receives guarantee fee income in full at inception and records it as unearned income before amortising it throughout the period of guarantee. Guarantee fee income also includes the subsidy income from the relevant financing guarantee funds for carrying out the eligible financing guarantee business.

#### (ii) Interest income

Interest income is recognised using the effective interest method. In calculating interest income, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired). However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

## 1 重大會計政策(續)

### (o) 收益及其他收入

收益按已收取或應收取代價的公允價值計算得出。只當經濟利益可能會流入本集團，而收益及成本(如適用)能夠可靠地計量時，收益才會根據下列方法於損益中確認：

#### (i) 擔保費收入

擔保費收入於擔保合約成立並承擔相應擔保責任，與擔保合約相關的經濟利益很可能流入，且擔保合約相關的收入能夠可靠計量時予以確認。擔保費收入按照擔保合約規定費用總額確定，並在擔保合約期內在損益表中確認。一般而言，本集團擔保費收入在服務提供前全額預收並確認為未賺取收入，再於擔保期間內攤銷。擔保費收入亦包括相關融資擔保資金用於開展符合條件的融資擔保業務的補貼收入。

#### (ii) 利息收入

利息收入採用實際利率法確認。於計算利息收入時，實際利率用於資產(就無信貸減值的資產而言)總賬面值。然而，對於初始確認後出現信貸減值的金融資產，利息收入的計算方法是將實際利率應用於金融資產的攤銷成本。如果該資產不再出現信貸減值，則利息收入的計算恢復為總額基數。

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## 1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

### (o) Revenue and other income (CONTINUED)

#### (iii) Rendering of services

When the outcome of a transaction involving the rendering of services can be estimated reliably, revenue from the rendering of services (e.g. financial consulting services, sales/procurement on behalf of customers in the supply chain business) is recognised by reference to the stage of completion of the transaction based on the services performed to date as a percentage of the total services should be performed.

When the outcome of a transaction involving the rendering of services cannot be estimated reliably, revenue is recognised only to extent of the costs incurred that it is probable be recoverable.

#### (iv) Rental income from operating leases

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives granted are recognised as an integral part of the total rental income, over the term of the lease. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are earned.

#### (v) Dividends

Dividend income is recognised in profit or loss on the date on which the Group's right to receive payment is established.

## 1 重大會計政策(續)

### (o) 收益及其他收入(續)

#### (iii) 提供服務

當涉及提供服務的交易結果能可靠估算時，提供服務(如：融資諮詢服務、代表供應鏈業務的客戶進行銷售/採購)所得收益按交易完成度根據當日已履行的服務佔所有應履行服務的百分比分段確認。

當涉及提供服務的交易結果無法可靠估算，收益僅在已產生的可能收回的成本的限度內確認。

#### (iv) 經營租賃的租金收入

經營租賃的租金收入在租賃期內以直線法計入損益。給予的租賃獎勵在租賃期內確認為總租金收入的組成部分。不取決於指數或費率的可變租賃付款在賺取的會計期間確認為收入。

#### (v) 股息

股息收入在本集團收款權利確定之日在損益中確認。

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

## 1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

### (p) Government grants

Government grants are recognised in the statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them.

Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred.

Grants that compensate the Group for the cost of an asset are deducted from the carrying amount of the assets and consequently are effectively recognised in profit or loss over the useful life of the asset by way of reduced depreciation expense.

### (q) Repossessed assets

Repossessed assets are physical assets or property rights obtained by the Group from debtors, guarantors or third parties following the enforcement of its creditor's rights. The initial cost of repossessed assets is measured at the lower of the net carrying amount of loans and advances and the fair value of the assets less costs to sell on the acquisition date. Repossessed assets are not depreciated or amortised. The impairment losses of initial measurement and subsequent revaluation are charged to the profit or loss.

### (r) Related parties

- (a) A person, or a close member of that person's family, is related to the Group if that person:
- (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or the Group's parent.

## 1 重大會計政策(續)

### (p) 政府補助金

政府補助金於有合理保證將收取政府補助金且本集團符合政府補助金所附條件時於財務狀況表予以確認。

補償本集團支出的補助金在發生支出的同一時期系統地在損益中確認為收入。

補償本集團資產成本的補助從資產的賬面金額中減去，其後於該項資產的可用年期以減少折舊費用方式於損益內實際確認。

### (q) 抵債資產

抵債資產指本集團於強制執行債權人的權利後向債務人、擔保人或第三方獲取的實物資產或產權。抵債資產的初始成本乃以貸款及墊款的賬面淨值與資產公允價值減去收購日期的處置費用的較低者計算。抵債資產不計提折舊或進行攤銷。初始計量及後續重新評估的減值損失計入損益。

### (r) 關聯方

- (a) 如下個人或與其關係密切的家庭成員可視為本集團的關聯方：
- (i) 對本集團實施控制或共同控制；
  - (ii) 對本集團施加重大影響；或
  - (iii) 本集團及本集團母公司的關鍵管理人員。

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

## 1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

### (r) Related parties (CONTINUED)

- (b) An entity is related to the Group if any of the following conditions applies:
- (i) The entity and the Group are members of the same Group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
  - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a Group of which the other entity is a member).
  - (iii) Both entities are joint ventures of the same third party.
  - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
  - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
  - (vi) The entity is controlled or jointly controlled by a person identified in (a).
  - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
  - (viii) The entity, or any member of a Group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

## 1 重大會計政策(續)

### (r) 關聯方(續)

- (b) 倘實體符合下列任何條件，則可視為本集團的關聯方：
- (i) 實體及本集團同屬同一集團的成員(即集團內所有母公司、子公司及同系子公司之間互為關聯方)。
  - (ii) 一個實體為另一實體的聯營公司或合營企業(或另一實體的集團成員公司的聯營公司或合營企業成員)。
  - (iii) 實體同為同一第三方的合營企業。
  - (iv) 一個實體為第三方實體的合營企業，而另一實體為第三方實體的聯營公司。
  - (v) 實體為就本集團或與本集團有關聯的實體的僱員利益設立的退休福利計劃。
  - (vi) 受(a)中個人控制或共同控制的實體。
  - (vii) 受(a)(i)中個人重大影響的實體，或(a)(i)中個人為企業(或企業母公司)的關鍵管理人員。
  - (viii) 為本集團或本集團母公司提供關鍵管理人員服務的實體或為本集團任何成員公司成員的實體。

關係密切的家庭成員指在處理與實體的交易時有可能影響某人或受其影響的家庭成員。

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

## 1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

### (s) Investment property

Investment properties are land and/or buildings which are owned or held under a leasehold interest to earn rental income and/or for capital appreciation. These include land held for a currently undetermined future use and property that is being constructed or developed for future use as investment property.

Investment properties are stated at cost less accumulated depreciation and any impairment losses. Depreciation is calculated on the straight-line basis to write off the cost of investment properties to its residual value over its estimated useful life, i.e. 20 years. Rental income from investment properties is accounted for as described in Note 1(o)(iv).

### (t) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

## 1 重大會計政策(續)

### (s) 投資性房地產

投資性房地產是指根據租賃權益擁有或持有以賺取租金收入及／或資本增值的土地及／或建築物。這包括為目前尚未確定的未來用途而持有的土地，以及為未來用作投資性房地產而正在建設或開發的物業。

投資性房地產按成本減去累計折舊及任何減值虧損列值。折舊按直線基準計算，將投資性房地產的成本在其估計使用年限(即20年)內撇銷至其剩餘價值。投資性房地產的租金收入如附註1(o)(iv)所述入賬。

### (t) 分部報告

經營分部及財務報表所呈列各分部項目的金額，乃從本集團的各項業務及地理位置定期向本集團最高行政管理層提供的、以供分配資源及評估其表現的財務資料當中識別出來。

個別重要的經營分部不會合併以供財務報告之用，但如該等經營分部的產品和服務性質、生產工序性質、客戶類別或階層、分銷產品或提供服務的方法以至監管環境的本質等經濟特性均屬類似，則作別論。個別不重要的經營分部如果符合以上大部分條件，則可以合併為一個報告分部。

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

## 2 REVENUE AND SEGMENT REPORTING

### (a) Revenue

The principal activities of the Group are provision of financing guarantee services, loans and advances to customers, factoring services, supply chain services and related consulting services in the PRC. Revenue represents net guarantee fee income, net interest income and service fee from consulting services and supply chain services. The amount of each significant category of net fee and interest income recognised in revenue is as follows:

## 2 收益及分部報告

### (a) 收益

本集團的主要業務是在中國向客戶提供融資擔保服務、發放貸款及墊款、保理服務、供應鏈服務及相關諮詢服務。收益包括擔保費淨收入、利息淨收入、諮詢服務費及供應鏈服務收入。各主要類別下於收益確認的淨費用及利息收入載列如下：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
<b>Guarantee fee income</b>	<b>擔保費收入</b>		
Financing guarantee fee income	融資擔保費收入	206,772	156,949
Performance guarantee fee income	履約擔保費收入	43,568	50,189
Subtotal	小計	250,340	207,138
<b>Guarantee cost</b>	<b>擔保成本</b>		
Re-guarantee expenses	再擔保開支	(4,074)	(2,330)
Risk management service expense	風險金費用	(786)	(6,669)
Subtotal	小計	(4,860)	(8,999)
<b>Net guarantee fee income</b>	<b>擔保費淨收入</b>	<b>245,480</b>	<b>198,139</b>
<b>Interest income arising from:</b>	<b>以下各項產生的利息收入：</b>		
— Loans and advances to customers	— 發放貸款及墊款	86,513	73,551
— Cash at banks and pledged deposits	— 銀行存款及存出保證金	22,491	14,119
— Factoring service	— 保理服務	18,348	20,480
— Trade and other receivables	— 貿易及其他應收款項	4,500	7,949
— Interest income from other financial instruments	— 其他金融工具的利息收入	—	2,379
Subtotal	小計	131,852	118,478

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

**2 REVENUE AND SEGMENT REPORTING  
(CONTINUED)**

**2 收益及分部報告(續)**

**(a) Revenue (CONTINUED)**

**(a) 收益(續)**

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
<b>Interest expenses arising from:</b>	<b>以下各項產生的利息 開支：</b>		
— Debt securities issued	— 應付債券	<b>(20,738)</b>	(15,048)
— Interest expenses from other financial instruments	— 其他金融工具的利息 開支	<b>(14,201)</b>	—
— Interest-bearing borrowings	— 計息借款	<b>(7,054)</b>	(6,887)
— Others	— 其他	<b>(2,459)</b>	(2,620)
Subtotal	小計	<b>(44,452)</b>	(24,555)
<b>Net interest income</b>	<b>利息淨收入</b>	<b>87,400</b>	93,923
<b>Service fee and other operating income arising from:</b>	<b>以下各項產生的諮詢 及其他業務收入：</b>		
— Consulting services fee	— 諮詢服務費	<b>14,599</b>	20,482
— Supply chain services	— 供應鏈服務	<b>12,847</b>	6,583
Subtotal	小計	<b>27,446</b>	27,065
<b>Revenue</b>	<b>收益</b>	<b>360,326</b>	319,127

The Group's customer base is diversified and has no customer with whom transactions have exceeded 10% of the Group's net guarantee fee, interest income and service fees from consulting services and supply chain services during the years ended 31 December 2023 and 2022. Details of concentrations of credit risk are set out in Note 32(a).

本集團擁有多元化的客戶基礎，截至2023年及2022年12月31日止年度，未有交易超過本集團淨擔保費用、利息收入、諮詢服務費及供應鏈服務收入10%的客戶。有關集中信貸風險詳情載列於附註32(a)。

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

## 2 REVENUE AND SEGMENT REPORTING (CONTINUED)

### (b) Segment reporting

The Group manages its business by business lines. Consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group defines reporting segments based on the following operating segments:

#### ***Guarantee business***

This segment represents the provision of a range of guarantee services, loan and advances and related consulting service to customers. These guarantee services include financing guarantee, performance guarantee and litigation guarantee. The consulting services include debt financing, internal control and risk management related consulting services to the guarantee customers.

#### ***SME lending***

This segment represents the provision of a range of loan and related financing consulting services to the small and medium sized and micro enterprises ("SME enterprises") or the owners of SME enterprises.

#### ***Supply chain business***

This segment represents the provision of supply chain services to customers where the Group executes sales/procurement on behalf of customers.

## 2 收益及分部報告(續)

### (b) 分部報告

本集團根據業務鏈進行業務管理。本集團的經營分部已按與內部報送信息一致的方式列報，這些內部報送信息是提供給本集團最高行政管理層以向分部分配資源並評價分部表現，本集團以下列經營分部為基礎，確定了報告分部：

#### ***擔保業務***

該分部向客戶提供一系列的擔保服務、貸款及墊款及相關諮詢服務。擔保服務包括融資擔保、履約擔保及訴訟擔保。諮詢服務包括提供予擔保客戶的債務融資、內部控制及風險管理相關諮詢服務。

#### ***中小微企業貸款業務***

該分部向中小微企業(「中小微企業」)或中小微企業的擁有人提供一系列的貸款及相關融資諮詢服務。

#### ***供應鏈業務***

該分部指本集團代表客戶執行銷售／採購，為客戶提供供應鏈服務。



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

## 2 REVENUE AND SEGMENT REPORTING (CONTINUED)

### (b) Segment reporting (CONTINUED)

#### *Others*

This segment represents the aggregation of other non-significant business lines and the operational results of the headquarters.

#### (i) *Segment results, assets and liabilities*

For the purposes of assessing segment performance and allocating resources between segments, the Group's senior executive management monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

Segment assets include all tangible, intangible assets and current assets with the exception of deferred tax assets. Segment liabilities include all liabilities managed directly by the segments.

Revenue and expenses are allocated to the reportable segments with reference to revenue generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortization of assets attributable to those segments.

## 2 收益及分部報告(續)

### (b) 分部報告(續)

#### *其他*

該分部包括其他非重大業務線及總部之經營業績。

#### (i) *分部利潤、資產及負債*

為了評價各個分部的表現及向其配置資源，本集團高級行政管理層會按以下基礎審閱歸屬於各個報告分部的利潤、資產及負債：

分部資產包括所有有形資產、無形資產及流動資產，但不包括遞延稅項資產。分部負債包括所有由各分部直接管理的負債。

收益及開支按照各個分部產生的收入，各個分部發生的費用或歸屬於各分部的資產發生的折舊或攤銷費用，以分配至各個報告分部。

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

## 2 REVENUE AND SEGMENT REPORTING (CONTINUED)

### (b) Segment reporting (CONTINUED)

#### Others (CONTINUED)

#### (i) Segment results, assets and liabilities (CONTINUED)

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purpose of resource allocation and assessment of segment performance for the years ended 31 December 2023 and 2022 are set out below:

## 2 收益及分部報告(續)

### (b) 分部報告(續)

#### 其他(續)

#### (i) 分部利潤、資產及負債(續)

針對截至2023年及2022年12月31日止年度分配資源及評價分部表現，提呈予本集團最高行政管理層的可報告分部相關資料載列如下：

		2023 2023年			
		Guarantee business 擔保業務 RMB'000 人民幣千元	SME lending business 中小微企業 貸款業務 RMB'000 人民幣千元	Supply chain and others 供應鏈及 其他業務 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Guarantee fee income	擔保費收入	250,340	—	—	250,340
Guarantee cost	擔保成本	(4,860)	—	—	(4,860)
Interest income	利息收入	48,079	79,422	4,351	131,852
Interest expenses	利息開支	(36,120)	(6,397)	(1,935)	(44,452)
Service fee and other operating income	諮詢及其他業務 收入	6,144	3,792	17,510	27,446
Reportable segment revenue	可報告分部收益	263,583	76,817	19,926	360,326
Other revenue	其他收益	25,798	20	2,410	28,228
Losses from fair value changes	公允價值變動虧損 changes	(48,497)	—	(3,494)	(51,991)
Share of losses of associates	應佔聯營公司虧損	—	—	(15,673)	(15,673)
Provisions reversed for guarantees issued	撥回擔保賠償 準備金	43,872	—	—	43,872
Impairment losses	資產減值損失	(106,510)	(24,647)	(14,922)	(146,079)
Operating expenses	營運開支	(115,917)	(15,996)	(11,462)	(143,375)
Reportable segment profit before taxation	可報告分部稅前 利潤	62,329	36,194	(23,215)	75,308

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

**2 REVENUE AND SEGMENT REPORTING  
(CONTINUED)**

**(b) Segment reporting (CONTINUED)**

**Others (CONTINUED)**

(i) Segment results, assets and liabilities (CONTINUED)

**2 收益及分部報告(續)**

**(b) 分部報告(續)**

**其他(續)**

(i) 分部利潤、資產及負債(續)

		At 31 December 2023 於2023年12月31日			
		Guarantee business 擔保業務 RMB'000 人民幣千元	SME lending business 中小微企業 貸款業務 RMB'000 人民幣千元	Supply chain and others 供應鏈及 其他業務 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Segment assets	分部資產	3,752,284	700,589	861,543	5,314,416
Segment liabilities	分部負債	949,417	362,328	593,045	1,904,790

		2022 2022年			
		Guarantee business 擔保業務 RMB'000 人民幣千元	SME lending business 中小微企業 貸款業務 RMB'000 人民幣千元	Supply chain and others 供應鏈及 其他業務 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Guarantee fee income	擔保費收入	207,138	—	—	207,138
Guarantee cost	擔保成本	(8,999)	—	—	(8,999)
Interest income	利息收入	33,823	59,802	24,853	118,478
Interest expenses	利息開支	(16,234)	(5,814)	(2,507)	(24,555)
Service fee and other operating income	諮詢及其他業務 收入	17,932	1,017	8,116	27,065
Reportable segment revenue	可報告分部收益	233,660	55,005	30,462	319,127
Other revenue/(expenses)	其他收益/(開支)	40,424	(43)	5,094	45,475
Losses from fair value changes	公允價值變動虧損 changes	(6,939)	—	3,045	(3,894)
Share of losses of associates	應佔聯營公司虧損	(8,916)	—	(1,012)	(9,928)
Provisions charged for guarantees issued	計提擔保賠償 準備金	(24,496)	—	—	(24,496)
Impairment losses	資產減值損失	(77,020)	(10,145)	(30,384)	(117,549)
Operating expenses	營運開支	(102,462)	(24,156)	(12,835)	(139,453)
Reportable segment profit before taxation	可報告分部稅前 利潤	54,251	20,661	(5,630)	69,282

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

## 2 REVENUE AND SEGMENT REPORTING (CONTINUED)

### (b) Segment reporting (CONTINUED)

#### Others (CONTINUED)

(i) Segment results, assets and liabilities (CONTINUED)

		At 31 December 2022 於2022年12月31日			
		Guarantee business 擔保業務 RMB'000 人民幣千元	SME lending business 中小微企業 貸款業務 RMB'000 人民幣千元	Supply chain and others 供應鏈及 其他業務 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Segment assets	分部資產	2,588,151	928,055	656,232	4,172,438
Segment liabilities	分部負債	1,633,038	130,945	154,332	1,918,315

(ii) Reconciliation of reportable segment assets and liabilities

## 2 收益及分部報告(續)

### (b) 分部報告(續)

#### 其他(續)

(i) 分部利潤、資產及負債(續)

(ii) 可報告分部資產及負債對賬

		At 31 December 2023 於2023年 12月31日 RMB'000 人民幣千元		At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元	
		Note 附註			
<b>Assets</b>	<b>資產</b>				
Reportable segment assets	可報告分部資產		<b>5,314,416</b>		4,172,438
Deferred tax assets	遞延稅項資產	30(c)	<b>161,724</b>		128,862
Elimination of inter-segment receivables	抵銷分部間應收款		<b>(1,687,902)</b>		(630,162)
Consolidated total assets	綜合資產合計		<b>3,788,238</b>		3,671,138
<b>Liabilities</b>	<b>負債</b>				
Reportable segment liabilities	可報告分部負債		<b>1,904,790</b>		1,918,315
Deferred tax liabilities	遞延稅項負債	30(c)	<b>293</b>		156
Elimination of inter-segment payables	抵銷分部間應付款		<b>(472,591)</b>		(598,293)
Consolidated total liabilities	綜合負債合計		<b>1,432,492</b>		1,320,178

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

### 3 OTHER REVENUE

### 3 其他收益

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Government grant	政府補助金	20,463	28,192
Foreign exchange gains	匯兌收益	103	9,650
Investment income from financial assets measured at FVPL	按公允價值計入損益計量的金融資產之投資收入	3,038	2,880
Investment income of receivable investments	應收款項類投資之投資收入	1,708	1,459
Gains arising from a disposal of an associate	出售一家聯營公司的收益	1,042	—
Others	其他	1,874	3,294
<b>Total</b>	<b>合計</b>	<b>28,228</b>	<b>45,475</b>

### 4 PROFIT BEFORE TAXATION

### 4 稅前利潤

Profit before taxation is arrived at after charging/(crediting):

稅前利潤已扣除/(計入)：

#### (a) Impairment and provision charged/(reversed)

#### (a) 減值及撥備計提/(撥回)

		Note 附註	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Receivables for default guarantee payments	應收違約擔保付款	12(b)(i)	86,206	56,615
Receivables from guarantee customers	應收擔保客戶款項	12(b)(ii)	12,538	2,641
Loans and advances to customers	發放貸款及墊款	13(f)	24,566	26,683
Factoring receivables	應收保理款項	14(b)	(243)	29,935
Receivable investments	應收款項類投資		(521)	1,050
Receivables from supply chain business	供應鏈業務應收賬款	12(b)(iii)	8,645	—
Trade debtors	貿易應收賬款		5,688	46
Other receivables	其他應收款項		9,200	579
			<b>146,079</b>	<b>117,549</b>

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

4 PROFIT BEFORE TAXATION (CONTINUED)

(b) Staff costs

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Salaries, wages, bonuses and other benefits	薪金、工資、獎金及其他福利	83,716	75,716
Contributions to retirement schemes	退休計劃供款	7,540	7,236
		91,256	82,952

The Group is required to participate in pension schemes organized by the respective local governments of the People's Republic of China (the "PRC") whereby the Group is required to pay annual contributions for PRC based employees at certain rate of the standard wages determined by the relevant authorities in the PRC during the year. The Group has no other material obligation for payment of retirement benefits to the PRC based employees beyond the annual contributions described above.

本集團須參與中華人民共和國(「中國」)相關當地政府組織的養老金計劃，據此本集團須按中國相關部門於年內釐定的標準工資的若干比例每年為中國僱員繳付養老保險。除上述年度供款外，在為中國僱員支付退休福利方面本集團無其他重大責任。

(c) Profit or losses from fair value changes

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Fair value changes loss from unlisted equity instruments	非上市權益工具的公允價值變動虧損	2,023	91
Fair value changes loss/(gain) from redemption option arising from unlisted equity instruments	非上市權益工具產生的回購權之公允價值變動虧損/(收益)	1,484	(3,040)
Fair value changes gain from wealth management products	理財產品公允價值變動收益	(139)	—
Fair value changes loss from financial assets arising from interest in jointly controlled Trust Plans	共同控制信託計劃的權益所產生的金融資產之公允價值變動虧損	26,473	—
Fair value changes loss from financial liabilities arising from interest in jointly controlled Trust Plans	共同控制信託計劃的權益所產生的金融負債之公允價值變動虧損	22,150	6,843
Total	總額	51,991	3,894

(c) 公允價值變動損益

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

**4 PROFIT BEFORE TAXATION (CONTINUED)**

**(d) Other items**

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Depreciation and amortization	折舊及攤銷	12,315	11,024
Auditors' remuneration	核數師酬金		
— annual audit	— 年度審計	2,270	2,180
— others	— 其他	720	683
Gains on disposal of long-term assets	處置長期資產收益	33	2,391

**4 稅前利潤(續)**

**(d) 其他項目**

**5 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS**

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

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<b>Current tax</b>	<b>當期稅項</b>		
Provision for PRC income tax for the year	年內計提中國所得稅	55,097	75,860
	30(a)		
<b>Deferred tax</b>	<b>遞延稅項</b>		
Origination of temporary differences	暫時性差異的產生	(21,466)	(58,871)
	30(b)		
<b>Over-provision in previous year</b>	<b>去年超額計提</b>		
Over-provision in previous year	去年超額計提	(185)	(198)
<b>Income tax expense</b>	<b>所得稅開支</b>	<b>33,446</b>	<b>16,791</b>

**5 綜合損益表中所得稅**

**(a) 綜合損益表中稅項：**

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

5 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (CONTINUED)

5 綜合損益表中所得稅(續)

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

(b) 按適用稅率計算的所得稅開支與會計利潤的對賬：

			2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Profit before taxation	稅前利潤		75,308	69,282
Notional tax on profit before taxation, calculated at 25%	按照25%稅率計算的稅前利潤的名義所得稅	(i)	18,827	17,321
Tax effect of subsidiary using different taxation rate	使用不同稅率的子公司的稅項影響	(ii)	(88)	(637)
Tax effect of non-deductible expenses	不可抵扣開支的稅項影響		933	277
Over-provision in previous year	去年超額計提		(185)	(198)
Tax effect of unused tax losses not recognised	未確認的未使用稅項虧損的稅項影響		9,767	—
Tax effect of non-deductible interest expenses/(income) arising from other financial instruments	其他金融工具產生的不可扣減利息支出/(收入)的稅項影響		3,425	(595)
Others	其他		767	623
Actual income tax expense	實際所得稅開支		33,446	16,791

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

(i) 根據於2008年1月1日生效的中國企業所得稅(「企業所得稅」)法，本公司及本集團的中國子公司須按法定稅率25%繳納中國所得稅。

(ii) The provision for Hong Kong Profits Tax for 2023 is calculated at 7.5%. Join-Share Financial Holdings Co., Limited located in Hong Kong is subject to Hong Kong Profits Tax at the statutory tax rate of 7.5% during 2023 and 2022.

(ii) 2023年香港利得稅撥備按7.5%計算。位於香港的中盈盛達金融控股有限公司於2023年及2022年須按7.5%的法定稅率繳納香港利得稅。



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

## 6 DIRECTORS' AND SUPERVISORS' EMOLUMENTS

Directors' and supervisors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

## 6 董事及監事薪酬

根據香港公司條例第383(1)條及公司(披露董事利益資料)規例第二部分，董事及監事薪酬披露如下：

		2023 2023年				
		Directors' and supervisors' fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement Scheme contributions	Total
		董事及監事袍金	薪酬、津貼及實物福利	酌情獎金	退休計劃供款	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Chairman</b>	<b>董事長</b>					
Wu Liejin	吳列進	113	484	2,822	—	3,419
<b>Non-executive directors</b>	<b>非執行董事</b>					
Zhao Wei	趙偉	—	—	—	—	—
Zhang Minming	張敏明	30	—	—	—	30
Li Shenhua	李深華	30	—	—	—	30
Ou Weiming	歐偉明	98	341	1,101	45	1,585
Luo Zhenqing	羅振清	—	—	—	—	—
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>					
Wu Xiangneng	吳向能	80	—	—	—	80
Wang Bo	王波	80	—	—	—	80
Leung Hon Man	梁漢文	80	—	—	—	80
<b>Supervisors</b>	<b>監事</b>					
Huang Shaoxiong	黃少雄	20	149	256	45	470
Huang Yuzhen	黃瑜珍	20	154	178	41	393
Li Qi	李琦	20	—	—	—	20
Zhong Jian	鍾堅	20	—	—	—	20
Chen Xin	陳新	20	—	—	—	20
Li Wanmin	李婉敏	20	—	—	—	20
		<b>631</b>	<b>1,128</b>	<b>4,357</b>	<b>131</b>	<b>6,247</b>

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

6 DIRECTORS' AND SUPERVISORS' EMOLUMENTS (CONTINUED)

6 董事及監事薪酬(續)

		2022 2022年				
		Directors' and supervisors' fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement Scheme contributions	Total
		董事及監事袍金	薪酬、津貼及實物福利	酌情獎金	退休計劃供款	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Chairman</b>	<b>董事長</b>					
Wu Liejin	吳列進	88	485	2,580	—	3,153
<b>Non-executive directors</b>	<b>非執行董事</b>					
Zhao Wei	趙偉	—	—	—	—	—
Zhang Minming	張敏明	25	—	—	—	25
Li Shenhua	李深華	25	—	—	—	25
Ou Weiming	歐偉明	52	261	939	41	1,293
Luo Zhenqing (appointed on 13 January 2022)	羅振清 (於2022年1月13日獲委任)	—	—	—	—	—
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>					
Wu Xiangneng	吳向能	61	—	—	—	61
Wang Bo	王波	61	—	—	—	61
Leung Hon Man	梁漢文	62	—	—	—	62
<b>Supervisors</b>	<b>監事</b>					
Huang Shaoxiong	黃少雄	20	145	260	41	466
Huang Yuzhen	黃瑜珍	20	150	166	37	373
Li Qi	李琦	17	—	—	—	17
Zhong Jian	鍾堅	25	—	—	—	25
Chen Xin	陳新	25	—	—	—	25
Li Wanmin (appointed on 13 January 2022)	李婉敏 (於2022年1月13日獲委任)	16	—	—	—	16
Liu Shu (resigned on 13 January 2022)	劉樹 (於2022年1月13日辭任)	1	—	—	—	1
		498	1,041	3,945	119	5,603

There were no amounts paid during the years ended 31 December 2023 and 2022 to the directors or supervisors in connection with their retirement from employment or compensation for loss of office with the Group, or inducement to join the Group. During the years ended 31 December 2023 and 2022, except for Luo Zhenqing and Zhao Wei, there was no arrangement under which a director or supervisor waived or agreed to waive any remuneration. During the years ended 31 December 2023 and 2022, the emolument of Luo Zhenqing and Zhao Wei, representative of the Company's state-owned shareholder, has been paid by the latter.

截至2023年及2022年12月31日止年度，概無向董事或監事支付款項作為彼等退休或離職的補償或作為加盟本集團的獎勵。截至2023年及2022年12月31日止年度，除羅振清及趙偉外，概無董事或監事放棄或同意放棄任何薪酬的安排。截至2023年及2022年12月31日止年度，本公司國有股東代表羅振清及趙偉的薪金已由後者支付。

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

## 7 INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, two (2022: two) are directors of the Company whose emoluments are disclosed in Note 6.

The aggregate of the emoluments in respect of the other, three (2022: three) individuals are as follows:

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Salaries, allowance and benefits in kind	薪酬、津貼及實物福利	714	686
Discretionary bonuses	酌情獎金	2,521	2,161
Retirement scheme contributions	退休計劃供款	91	82
Total	合計	3,326	2,929

The emoluments of the three (2022: three) individuals with the highest emoluments are all within the following band:

		2023	2022
		2023年	2022年
		Number of	Number of
		Individuals	Individuals
		人數	人數
HKD	港元		
Nil-1,000,000	零至1,000,000	0	1
1,000,001-1,500,000	1,000,001至1,500,000	3	2

There were no amounts paid during the years ended 31 December 2023 and 2022 to the individuals in connection with their retirement from employment or compensation for loss of office with the Group, or inducement to join the Group.

## 7 最高薪酬人士

五名最高薪酬人士中，其中兩名(2022年：兩名)為本公司董事，彼等的酬金已於附註6披露。

其他三名(2022年：三名)個人的薪酬總額分別載列如下：

三名(2022年：三名)最高薪酬人士的薪酬全屬以下界別：

本集團截至2023年及2022年12月31日止年度未向該等人士支付退休或離職補償或加盟獎勵。

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

## 8 OTHER COMPREHENSIVE INCOME

### (a) Tax effects relating to each component of other comprehensive income

	2023 2023年			2022 2022年		
	Before-tax amount 稅前數額 RMB'000 人民幣千元	Tax benefit 稅項利益 RMB'000 人民幣千元	Net-of-tax amount 扣除稅項 數額 RMB'000 人民幣千元	Before-tax amount 稅前數額 RMB'000 人民幣千元	Tax benefit 稅項利益 RMB'000 人民幣千元	Net-of-tax amount 扣除稅項 數額 RMB'000 人民幣千元
Net movement in fair value reserve: Financial assets measured at FVOCI						
公允價值公積變動淨額： 按公允價值計入其他全面收益計量的金融資產	(43,513)	10,878	(32,635)	(3,439)	860	(2,579)

## 8 其他全面收益

### (a) 其他全面收益各項目之稅務影響

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

	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Changes in fair value recognised during the year: Financial assets measured at FVOCI		
於本年度內確認之公允價值變動： 按公允價值計入其他全面收益計量的金融資產	(43,513)	(3,439)
Net deferred tax credited to other comprehensive income	10,878	860
Net movement in the fair value reserve during the year recognised in other comprehensive income	(32,635)	(2,579)
年內於其他全面收益內確認之公允價值公積變動淨額		

### (b) 包括重新分類調整的其他全面收益的組成部分

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

## 9 EARNINGS PER SHARE

### (a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to ordinary equity shareholders of the Company and the weighted average of ordinary shares in issue during the year, calculated as follows:

		2023 2023年	2022 2022年
Profit attributable to the equity shareholders of the Company (RMB'000)	歸屬於本公司股權持有人的利潤(人民幣千元)	38,400	42,582
Weighted average number of ordinary shares in issue for the purpose of basic earnings per share ('000)	用作計算每股基本收益的已發行普通股加權平均數(千股)	1,560,793	1,560,793
Basic earnings per share (RMB per share)	每股基本收益(每股人民幣元)	0.02	0.03

### (b) Weighted average number of ordinary shares

		2023 2023年	2022 2022年
Issued ordinary shares at 1 January ('000)	於1月1日已發行普通股(千股)	1,560,793	1,560,793
Weighted average number of new issue ('000)	發行新股的加權平均數(千股)	—	—
Weighted average number of ordinary shares at 31 December ('000)	於12月31日普通股的加權平均數(千股)	1,560,793	1,560,793

### (c) Diluted earnings per share

There were no dilutive potential ordinary shares during the years ended 31 December 2023 and 2022, and therefore, diluted earnings per share are the same as the basic earnings per share.

## 9 每股收益

### (a) 每股基本收益

每股基本收益根據年內歸屬於本公司普通股股權持有人的利潤及已發行普通股的加權平均數計算如下：

### (b) 普通股的加權平均數

### (c) 每股稀釋收益

截至2023年及2022年12月31日止年度內，概無潛在稀釋普通股，故每股稀釋收益等同每股基本收益。

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

## 10 CASH AND BANK DEPOSITS

### (a) Cash and cash equivalents comprise:

		At 31 December 2023 於2023年 12月31日 RMB'000 人民幣千元	At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元
Cash in hand	庫存現金	12	24
Cash at banks	銀行存款	833,188	844,600
Cash and cash equivalents in the condensed consolidated cash flow statement	簡明綜合現金流量表的貨幣資金	833,200	844,624
Term deposits with banks	銀行定期存款	192,554	11,050
Restricted bank deposits	使用受限的銀行存款	192,060	226,350
Accrued interest	應計利息	1,217,814 4,970	1,082,024 3,468
		<b>1,222,784</b>	1,085,492

The Group's operation of principal activities in the PRC are conducted in RMB. RMB is not a freely convertible currency and the remittance of RMB out of the PRC is subject to the relevant rules and regulations of foreign exchange control promulgated by the PRC government. Restricted bank deposits mainly represent certificates of deposit pledged for customers to obtain bank loans and pledged deposits for bank acceptance bill. As at 31 December 2023, there was no bank deposits restricted for use due to judicial freeze (31 December 2022: RMB6,902,000).

For the purpose of the consolidated cash flow statement, the Group's restricted bank deposits and term deposits with banks have been excluded from cash and cash equivalents.

## 10 現金及銀行存款

### (a) 貨幣資金包括：

本集團在中國經營的主要業務以人民幣進行。人民幣並非可自由兌換的貨幣，將人民幣匯出中國境外須受中國政府頒佈的相關外匯管制規則及法規所規限。使用受限的銀行存款指為客戶取得銀行貸款而質押的存單以及為取得銀行承兌票據而形成的存出保證金。於2023年12月31日，概無因司法凍結而使用受限的銀行存款(2022年12月31日：人民幣6,902,000元)。

就綜合現金流量表而言，本集團受限的銀行存款及銀行定期存款已自貨幣資金中扣除。

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

## 10 CASH AND BANK DEPOSITS (CONTINUED)

### (b) Reconciliation of profit before taxation to cash generated from/(used in) operating activities:

			2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
		Note 附註		
<b>Profit before taxation</b>	<b>稅前利潤</b>		<b>75,308</b>	69,282
Adjustments for:	調整：			
Impairment losses	資產減值損失	4(a)	146,079	117,549
Interest income	利息收入		(19,327)	(11,360)
Interest expenses	利息支出	2(a)	44,452	24,555
Amortisation of lease rentals	租賃租金攤銷		623	870
Depreciation and amortisation	折舊與攤銷	4(d)	12,315	11,024
Amortisation of guarantee fee expense for debt securities issued	應付債券的發行擔保費支出攤銷		4,930	3,339
Gains on disposal of fixed assets and other non-current assets	出售固定資產及其他非流動資產的收益		(33)	(2,391)
Investment income	投資收益		(6,819)	(4,339)
Profit and loss from fair value changes	公允價值變動損益	4(c)	51,991	3,894
Provisions (reversed)/charged for guarantee	(撥回)/計提擔保準備金	24(a)	(43,872)	24,496
Deferred income	遞延收益		8,857	36,104
Foreign exchange gains	匯兌收益	3	(103)	(9,650)
Share of losses of associates	應佔聯營公司虧損		15,673	9,928
<b>Changes in working capitals:</b>	<b>營運資金變動：</b>			
Decrease from restricted banks deposits and pledged deposits	受限制銀行存款及存出保證金減少		104,746	222,366
Increase in loans and advances to customers	發放貸款及墊款增加		(196,467)	(120,918)
Increase in trade and other receivables	應收及其他應收款項增加		(222,242)	(211,183)
Decrease in customer pledged deposits	存入保證金減少		(21,769)	(179,674)
Increase in accruals and other payables	應計及其他應付款項增加		83,636	13,111
<b>Cash generated from/(used in) operations</b>	<b>經營活動所得/(所用)的現金</b>		<b>37,978</b>	(2,997)

## 10 現金及銀行存款(續)

### (b) 稅前利潤與經營活動所產生/(所用)的現金的對賬：

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

## 10 CASH AND BANK DEPOSITS (CONTINUED)

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

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated cash flow statement as cash flows from financing activities.

## 10 現金及銀行存款(續)

### (c) 融資活動所產生負債的對賬

下表列示本集團融資活動所產生負債變動之詳情，包括現金及非現金變動。融資活動所產生負債之過往及將來之現金流量均作為融資活動所產生現金流量歸類至本集團綜合現金流量表。

		Interest-bearing borrowings	Debt securities issued	Fixed return payable for other financial instruments	Other financial instruments	Lease liabilities	Others	Total
		計息借款	應付債券	應付固定回報	其他金融工具	租賃負債	其他	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		Note 23	Note 26	Note 27	Note 27	Note 29		
		附註23	附註26	附註27	附註27	附註29		
At 1 January 2023	於2023年1月1日	162,700	510,838	(296)	113,469	18,965	18,200	823,876
<b>Changes from financing cash flows:</b>	<b>融資現金流量之變動：</b>							
Proceeds from other financial instruments	其他金融工具所產生的現金	—	—	—	30,000	—	—	30,000
Proceeds from acquiring new borrowings	取得新增借款所產生的現金	209,990	—	—	—	—	—	209,990
Repayment of borrowings	償還借款	(162,700)	—	—	—	—	—	(162,700)
Payment of interests of debt securities	支付應付債券利息	—	(20,359)	—	—	—	—	(20,359)
Payment of fixed return of other financial instruments	支付其他金融工具的固定回報	—	—	(6,809)	—	—	—	(6,809)
Interest paid	已付利息	(7,054)	—	—	—	—	293	(6,761)
Payment for leases principal	支付租賃本金	—	—	—	—	(3,832)	—	(3,832)
Payment for leases interest	支付租賃利息	—	—	—	—	(623)	—	(623)
<b>Total changes from financing cash flows</b>	<b>融資現金流量之變動總額</b>	<b>40,236</b>	<b>(20,359)</b>	<b>(6,809)</b>	<b>30,000</b>	<b>(4,455)</b>	<b>293</b>	<b>38,906</b>
<b>Other changes:</b>	<b>其他變動：</b>							
Interest expenses	利息支出	7,054	20,738	13,699	—	—	2,459	43,950
Increase in lease liabilities from entering into new leases during the year	年內訂立新租賃產生的租賃負債增加	—	—	—	—	(1,385)	—	(1,385)
<b>Total other changes</b>	<b>其他變動之總額</b>	<b>7,054</b>	<b>20,738</b>	<b>13,699</b>	<b>—</b>	<b>(1,385)</b>	<b>2,459</b>	<b>42,565</b>
At 31 December 2023	於2023年12月31日	209,990	511,217	6,594	143,469	13,125	20,952	905,347



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

## 10 CASH AND BANK DEPOSITS (CONTINUED)

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

		Interest-bearing borrowings	Debt securities issued	Fixed return payable for other financial instruments	Other financial instruments	Lease liabilities	Others	Total
		計息借款	應付債券	應付固定回報	其他金融工具	租賃負債	其他	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		Note 23	Note 26	Note 27	Note 27	Note 29		
		附註23	附註26	附註27	附註27	附註29		
<b>At 1 January 2022</b>	<b>於2022年1月1日</b>	69,300	268,710	5,484	105,848	15,046	15,523	479,911
<b>Changes from financing cash flows:</b>	<b>融資現金流量之變動:</b>							
Proceeds from other financial instruments	其他金融工具所產生的現金	—	—	—	10,000	—	—	10,000
Proceeds from acquiring new borrowings	取得新增借款所產生的現金	297,400	—	—	—	—	—	297,400
Proceeds from issuance of debt securities	發行應付債券所產生的現金	—	239,040	—	—	—	—	239,040
Repayment of borrowings	償還借款	(204,000)	—	—	—	—	—	(204,000)
Payment of interests of debt securities	支付應付債券利息	—	(11,960)	—	—	—	—	(11,960)
Payment of fixed return of other financial instruments	支付其他金融工具的固定回報	—	—	(5,780)	—	—	—	(5,780)
Interest paid	已付利息	(6,887)	—	—	—	—	57	(6,830)
Payment for leases principal	支付租賃本金	—	—	—	—	(4,506)	—	(4,506)
Payment for leases interest	支付租賃利息	—	—	—	—	(870)	—	(870)
<b>Total changes from financing cash flows</b>	<b>融資現金流量之變動總額</b>	86,513	227,080	(5,780)	10,000	(5,376)	57	312,494
<b>Other changes:</b>	<b>其他變動:</b>							
Interest expenses	利息支出	6,887	15,048	—	—	—	2,620	24,555
Interest income	利息收入	—	—	—	(2,379)	—	—	(2,379)
Increase in lease liabilities from entering into new leases during the year	年內訂立新租賃產生的租賃負債增加	—	—	—	—	8,425	—	8,425
Amortisation of lease rentals	租賃租金攤銷	—	—	—	—	870	—	870
<b>Total other changes</b>	<b>其他變動之總額</b>	6,887	15,048	—	(2,379)	9,295	2,620	31,471
<b>At 31 December 2022</b>	<b>於2022年12月31日</b>	162,700	510,838	(296)	113,469	18,965	18,200	823,876

### (d) Total cash outflow for leases

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within financing cash flows	屬於融資現金流量	4,455	5,376
		4,455	5,376

## 10 現金及銀行存款(續)

### (c) 融資活動所產生負債的對賬(續)

### (d) 租賃現金流出總額

## 11 PLEDGED DEPOSITS

All pledged deposits represent the deposits at banks and other financial institutions for the financing guarantees that the Group provides to third parties in respect of their borrowings from banks and other financial institutions.

## 11 存出保證金

所有存出保證金指本集團就第三方自銀行及其他金融機構獲取的借款向第三方提供融資擔保而須存放於銀行及其他金融機構的保證金。

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

## 12 TRADE AND OTHER RECEIVABLES

## 12 應收及其他應收款項

			At 31 December 2023 於2023年 12月31日 RMB'000 人民幣千元	At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元
		Note 附註		
Receivables for default guarantee payments	應收違約擔保付款	(i)/12(a)(i)	565,243	474,459
Less: Allowance for doubtful debts	減：呆賬撥備	12(b)(i)	(200,028)	(127,754)
			<b>365,215</b>	346,705
Receivables from guarantee customers	應收擔保客戶款項	(ii)/12(a)(ii)	144,955	182,742
Less: Allowance for doubtful debts	減：呆賬撥備	12(b)(ii)	(43,950)	(48,200)
			<b>101,005</b>	134,542
Interest receivables	應收利息		7,916	9,375
Less: Allowance for interest receivables	減：應收利息撥備		(4,641)	(2,473)
			<b>3,275</b>	6,902
Receivables from supply chain services	應收供應鏈服務款項	(iii)/12(a)(iii)	169,802	60,658
Less: Allowance for doubtful debts	減：呆賬撥備	12(b)(iii)	(8,645)	—
			<b>161,157</b>	60,658
Prepayment to a related party	向關聯方的預付款項	34(d)	113,807	92,600
Loan to related parties	授予關聯方的貸款	(iv)/34(d)	63,444	67,260
Receivables from debt purchased	應收已購債項	(v)/34(d)	49,227	54,574
Trade debtors	貿易應收賬款	12(a)(iv)	35,644	6,675
Prepayment for investment	用於投資的預付款項	(vi)	—	210,000
Other receivables	其他應收款項		3,165	5,757
			<b>265,287</b>	436,866
Repossessed assets	抵債資產		39,832	29,896
Deposits and prepayments	按金及預付款項		11,564	7,648
			<b>51,396</b>	37,544
			<b>947,335</b>	1,023,217

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

## 12 TRADE AND OTHER RECEIVABLES (CONTINUED)

As at 31 December 2023, receivables from deposits and prepayments and repossessed assets expected to be recovered or recognized as expense after more than one year is RMB46.3 million (31 December 2022: RMB34.4 million). All of the remaining trade and other receivables are expected to be recovered or recognized as expense within one year.

- (i) During the year ended 31 December 2023, the Group disposed of receivables for default guarantee payments amounted to RMB14,066,000 (2022: RMB2,333,000) with no allowances for doubtful debts (2022: RMB nil), without recourse to other parties at considerations (including considerations of overdue interests and penalty interests) amounted to RMB15,202,000 (2022: RMB700,000).
- (ii) During the year ended 31 December 2023, the Group did not dispose of receivables from guarantee customers. During the year ended 31 December 2022, the Group disposed of receivables from guarantee customers amounted to RMB5,593,000 with no allowances for doubtful debts, without recourse to other parties at considerations (including considerations of overdue interests and penalty interests) amounted to RMB5,193,000.
- (iii) As at 31 December 2023, receivables from supply chain services of RMB21,657,000 was pledged for the Group's interest-bearing borrowing. Please see Note 23(i).
- (iv) The interest on the loan to related parties is 8% per annum. As at 31 December 2023, the loan to Chuangyuan Supply Chain, one of the Group's associates, is RMB26,000,000 (2022: RMB43,000,000). Due to the excess loss incurred by Chuangyuan Supply Chain, the Group recorded a cumulative loss arising from share of loss of associates amounted to RMB5,566,000 against the loan to Chuangyuan Supply Chain. Please see Note 19(iii).

## 12 應收及其他應收款項(續)

於2023年12月31日，預期將於一年多以後獲收回或確認為開支的按金及預付款項以及抵債資產應收款項為人民幣46.3百萬元(2022年12月31日：人民幣34.4百萬元)。所有餘下應收及其他應收款項預期將於一年內獲收回或確認為開支。

- (i) 於截至2023年12月31日止年度內，本集團出售金額為人民幣14,066,000元(2022年：人民幣2,333,000元)的無追索權且無呆賬撥備(2022年：人民幣零元)應收違約擔保付款予其他各方，代價(包括逾期利息及罰息的代價)為人民幣15,202,000元(2022年：人民幣700,000元)。
- (ii) 於截至2023年12月31日止年度內，本集團並無出售應收擔保客戶款項。於截至2022年12月31日止年度內，本集團出售金額為人民幣5,593,000元的無追索權且無呆賬撥備應收擔保客戶款項予其他各方，代價(包括逾期利息及罰息的代價)為人民幣5,193,000元。
- (iii) 於2023年12月31日，應收供應鏈服務款項人民幣21,657,000元為本集團的計息借款作質押。請參閱附註23(i)。
- (iv) 授予關聯方的貸款年利率為8%。於2023年12月31日，發放予本集團的一家聯營公司佛山創元供應鏈的貸款為人民幣26,000,000元(2022年：人民幣43,000,000元)。由於佛山創元供應鏈發生超額虧損，本集團對發放予佛山創元供應鏈的貸款，確認應佔聯營公司虧損產生的累計虧損為人民幣5,566,000元。請參閱附註19(iii)。

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

## 12 TRADE AND OTHER RECEIVABLES (CONTINUED)

- (v) On 28 December 2018, the Group entered into a debt purchase contract with Guangdong Join-Share Holding Co., Ltd. such that the Group purchased the creditor's right and relevant interests, amounting to RMB41,874,000, of Foshan Zhongsheng Properties Co., Ltd. (Foshan Zhongsheng), one of the Group's associates, at a price of RMB42,094,000. The Group is entitled to 12% fixed interest on the principal of RMB26,000,000. Due to the excess loss incurred by Foshan Zhongsheng Properties, the Group recorded a accumulated losses arising from the share of loss of associates amounted to RMB5,347,000 against the receivables from debt purchased. Please see Note 19(i).
- (vi) In 2022, the Group entered into a shareholders' agreement with Guangdong Utrust Financing Guarantee Group Co., Ltd. (Guangdong Utrust) and Foshan High-Tech Industry Investment Development Company Limited (Foshan High-Tech), to establish a subsidiary, Guangdong Zhongying Shengda Finance Guarantee Company Limited (Guangdong Finance Guarantee). Guangdong Finance Guarantee's registered capital is RMB300,000,000, whereas the Company contributes RMB210,000,000, i.e. 70% of the capital. As of 31 December 2022, the Company paid its capital contribution of RMB210,000,000 in advance. Subsequently, Guangdong Finance Guarantee was formally established on 3 February 2023.

## 12 應收及其他應收款項(續)

- (v) 於2018年12月28日，本集團與廣東中盈盛達控股股份有限公司訂立債務購買合約，因此本集團購入本集團的一家聯營公司佛山市中盛置業有限公司(佛山中盛)總值人民幣41,874,000元的債權人權利及相關權益，作價人民幣42,094,000元。本集團有權收取本金人民幣26,000,000元按固定利率12%計算的利息。由於佛山中盛置業發生超額虧損，本集團對應收已購債項，確認應佔聯營公司虧損產生的累計虧損為人民幣5,347,000元。請參閱附註19(i)。
- (vi) 於2022年，本集團與廣東粵財融資擔保集團有限公司(廣東粵財)和佛山高新技術產業投資發展有限公司(佛山高新技術)訂立股東協議，以成立附屬公司廣東中盈盛達融資擔保有限公司(廣東融資擔保)。廣東融資擔保註冊資本為人民幣300,000,000元，本公司的出資額為人民幣210,000,000元，佔資本的70%。截至2022年12月31日，本公司的預付出資額為人民幣210,000,000元。隨後，廣東融資擔保於2023年2月3日正式成立。

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

## 12 TRADE AND OTHER RECEIVABLES (CONTINUED)

### (a) Ageing analysis:

As of the end of the reporting period, the ageing analysis of receivables for default guarantee payments and receivables from guarantee customers, based on the transaction date and net of allowance for doubtful debts, is as follows:

#### (i) Receivables for default guarantee payments

		At 31 December 2023 於2023年 12月31日 RMB'000 人民幣千元	At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元
Within 1 year	一年以內	220,985	188,646
Over 1 year but less than 2 years	一至二年	134,394	103,372
Over 2 years but less than 3 years	二至三年	71,173	52,879
Over 3 years but less than 5 years	三至五年	113,230	87,636
Over 5 years	五年以上	25,461	41,926
Subtotal	小計	565,243	474,459
Less: Allowance for doubtful debts	減：呆賬撥備	(200,028)	(127,754)
		365,215	346,705

Receivables for default guarantee payments are due from the date of payment. Further details on the Group's credit policy are set out in Note 32(a).

## 12 應收及其他應收款項(續)

### (a) 賬齡分析：

於報告期末，根據交易日期及扣除呆賬撥備後的應收違約擔保付款及應收擔保客戶款項的賬齡分析如下：

#### (i) 應收違約擔保付款

應收違約擔保付款於付款日期到期。本集團信貸政策進一步詳情載列於附註32(a)。

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

12 TRADE AND OTHER RECEIVABLES (CONTINUED)

(a) Ageing analysis: (CONTINUED)

(ii) Receivables from guarantee customers

		At 31 December 2023 於2023年 12月31日 RMB'000 人民幣千元	At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元
Within 1 year	一年以內	17,673	22,841
Over 1 year but less than 2 years	一至二年	22,525	26,391
Over 2 years but less than 3 years	二至三年	3,459	27,198
Over 3 years but less than 5 years	三至五年	27,100	28,498
Over 5 years	五年以上	74,198	77,814
Subtotal	小計	144,955	182,742
Less: Allowance for doubtful debts	減：呆賬撥備	(43,950)	(48,200)
		101,005	134,542

The ageing of receivables from guarantee customers is from the date of payment. Further details on the Group's credit policy are set out in Note 32(a).

應收擔保客戶款項的賬齡自付款日期起計。本集團信貸政策的進一步詳情載列於附註32(a)。

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

**12 TRADE AND OTHER RECEIVABLES (CONTINUED)**

**(a) Ageing analysis: (CONTINUED)**

**(iii) Receivables from supply chain services**

		At 31 December 2023 於2023年 12月31日 RMB'000 人民幣千元	At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元
Within 1 year	一年以內	167,750	45,542
Over 1 year but less than 2 years	一至二年	—	14,763
Over 2 years but less than 3 years	二至三年	1,985	286
Over 3 years	三年以上	67	67
Subtotal	小計	169,802	60,658
Less: Allowance for doubtful debts	減：呆賬撥備	(8,645)	—
		161,157	60,658

The ageing of receivables from supply chain services is from the date of payment. Further details on the Group's credit policy are set out in Note 32(a).

應收供應鏈服務款項的賬齡自付款日期起計。本集團信貸政策的進一步詳情載列於附註32(a)。

**12 應收及其他應收款項(續)**

**(a) 賬齡分析：(續)**

**(iii) 應收供應鏈服務款項**

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

12 TRADE AND OTHER RECEIVABLES (CONTINUED)

(a) Ageing analysis: (CONTINUED)

(iv) Trade debtors

		At 31 December 2023 於2023年 12月31日 RMB'000 人民幣千元	At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元
Within 1 year	一年以內	40,860	7,133
Over 1 year but less than 2 years	一至二年	—	5
Over 2 years but less than 3 years	二至三年	5	—
Over 3 years	三年以上	—	—
Subtotal	小計	40,865	7,138
Less: Allowance for doubtful debts	減：呆賬撥備	(5,221)	(463)
		35,644	6,675

The ageing of receivables from guarantee customers is from the date of payment. Further details on the Group's credit policy and credit risk arising from trade debtors and bills receivable are set out in Note 32(a).

應收擔保客戶款項的賬齡自付款日期起計。本集團信貸政策以及應收貿易賬款及應收票據產生的信貸風險的進一步詳情載列於附註32(a)。



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

## 12 TRADE AND OTHER RECEIVABLES (CONTINUED)

- (b) Impairment of receivables for default guarantee payments, receivables from guarantee customers and receivables from supply chain services:

Impairment losses in respect of receivables for default guarantee payments and receivables from guarantee customers and receivables from supply chain services are recorded using an allowance unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against receivables for default guarantee payments, receivables from guarantee customers and receivables from supply chain services (see Note 1(e)(ii)).

The movement in the allowance for receivables for default guarantee payments and receivables from guarantee customers during the years ended 31 December 2023 and 2022, are as follows:

### (i) Receivables for default guarantee payments

		At 31 December 2023 於2023年 12月31日 RMB'000 人民幣千元	At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元
As at 1 January	於1月1日	127,754	78,491
Impairment losses recognised in the consolidated statement of profit or loss	於綜合損益表確認的減值虧損	86,206	56,615
Amounts written off	核銷金額	(13,996)	(7,352)
Amounts recovered	收回已核銷金額	64	—
As at 31 December	於12月31日	200,028	127,754

## 12 應收及其他應收款項(續)

- (b) 應收違約擔保付款、應收擔保客戶款項及應收供應鏈服務款項的減值：

應收違約擔保付款、應收擔保客戶款項及應收供應鏈服務款項的減值損失以撥備賬記錄，除非本集團認為收回有關款項的機會甚微，在該情況下，減值損失將從應收違約擔保付款、應收擔保客戶款項及應收供應鏈服務款項(見附註1(e)(ii))核銷。

截至2023年及2022年12月31日止年度，應收違約擔保付款及應收擔保客戶款項的準備變動如下：

### (i) 應收違約擔保付款

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

**12 TRADE AND OTHER RECEIVABLES (CONTINUED)**

(b) Impairment of receivables for default guarantee payments, receivables from guarantee customers and receivables from supply chain services: (CONTINUED)

(ii) *Receivables from guarantee customers*

		2023 2023年			
		12-month ECL	Lifetime ECL not credit- impaired	Lifetime ECL credit- impaired	Total
		無信貸減值的 12個月 預期信貸虧損	存在信貸減值 的生命週期 預期信貸虧損	存在信貸減值 的生命週期 預期信貸虧損	合計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
As at 1 January 2023	於2023年1月1日	—	739	47,461	48,200
Transfer to lifetime ECL credit-impaired	轉撥至存在信貸減值的生命週期預期信貸虧損	—	(739)	739	—
Net re-measurement of loss allowance	虧損準備重新計量淨額	—	—	9,586	9,586
Receivables from guarantee customers newly originated	來自新發放客戶擔保的應收款項	—	2,700	252	2,952
Uncollectible amounts write-off	無法收回的已核銷金額	—	—	(16,788)	(16,788)
As at 31 December 2023	於2023年12月31日	—	2,700	41,250	43,950

**12 應收及其他應收款項(續)**

(b) 應收違約擔保付款、應收擔保客戶款項及應收供應鏈服務款項的減值：(續)

(ii) *應收擔保客戶款項*

		2022 2022年			
		12-month ECL	Lifetime ECL not credit- impaired	Lifetime ECL credit- impaired	Total
		無信貸減值的 12個月 預期信貸虧損	存在信貸減值 的生命週期 預期信貸虧損	存在信貸減值 的生命週期 預期信貸虧損	合計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
As at 1 January 2022	於2022年1月1日	—	8,267	37,292	45,559
Transfer to lifetime ECL credit-impaired	轉撥至存在信貸減值的生命週期預期信貸虧損	—	(8,267)	8,267	—
Net re-measurement of loss allowance	虧損準備重新計量淨額	—	—	203	203
Receivables from guarantee customers newly originated	來自新發放客戶擔保的應收款項	—	739	1,699	2,438
As at 31 December 2022	於2022年12月31日	—	739	47,461	48,200

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

## 12 TRADE AND OTHER RECEIVABLES (CONTINUED)

- (b) Impairment of receivables for default guarantee payments, receivables from guarantee customers and receivables from supply chain services: (CONTINUED)

### (iii) Receivables from supply chain services

		2023 2023年			
		12-month ECL 12個月 預期信貸虧損 RMB'000 人民幣千元	Lifetime ECL not credit- impaired 無信貸減值的 生命週期 預期信貸虧損 RMB'000 人民幣千元	Lifetime ECL credit- impaired 存在信貸減值 的生命週期 預期信貸虧損 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
As at 1 January 2023	於2023年1月1日	—	—	—	—
Receivables from supply chain services newly originated	應收新增供應鏈服務款項	1,236	68	7,341	8,645
As at 31 December 2023	於2023年12月31日	1,236	68	7,341	8,645

## 12 應收及其他應收款項(續)

- (b) 應收違約擔保付款、應收擔保客戶款項及應收供應鏈服務款項的減值：(續)

### (iii) 應收供應鏈服務款項

## 13 LOANS AND ADVANCES TO CUSTOMERS

- (a) Analysed by nature

		At 31 December 2023 於2023年 12月31日 RMB'000 人民幣千元	At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元
Entrusted loans	委託貸款	395,566	231,418
Micro-lending	小額貸款	580,305	550,739
Gross loans and advances to customers	發放貸款及墊款總額	975,871	782,157
Accrued interest	應計利息	6,618	5,800
Total allowances for impairment losses	減值損失準備總額	(96,625)	(74,812)
Net loans and advances to customers	發放貸款及墊款淨額	885,864	713,145

## 13 發放貸款及墊款

- (a) 按性質分析

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

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

**13 發放貸款及墊款(續)**

**(b) Analysed by industry sector**

**(b) 按行業分析**

		At 31 December 2023		At 31 December 2022	
		於2023年12月31日		於2022年12月31日	
		RMB'000	%	RMB'000	%
		人民幣千元	%	人民幣千元	%
Wholesale and retail	批發和零售業	416,446	43%	301,036	38%
Service sector	服務業	336,786	34%	370,869	48%
Manufacturing	製造業	186,639	19%	110,252	14%
Real Estate and construction	房地產和建築業	36,000	4%	—	0%
Gross loans and advances to customers	發放貸款及墊款總額	975,871	100%	782,157	100%

**(c) Analysed by type of collateral**

**(c) 按擔保方式分析**

		At 31 December 2023		At 31 December 2022	
		於2023年12月31日		於2022年12月31日	
		RMB'000		RMB'000	
		人民幣千元		人民幣千元	
Secured loans	有抵押貸款	522,035		434,393	
Unsecured loans	無抵押貸款	199,710		35,208	
Others	其他貸款	254,126		312,556	
Gross loans and advances to customers	發放貸款及墊款總額	975,871		782,157	

— Secured loans: Secured loans refer to the loan and advances which are secured by collateral that meets the following standards: (i) such collateral has been registered with the relevant governmental authorities; (ii) the market value of such collateral can be easily observed; and (iii) the Group has priorities over other beneficiaries on such collateral. Such collateral mainly includes real estates and land use rights.

— 有抵押貸款：有抵押貸款指由符合下列標準的抵押品作抵押的貸款及墊款：(i)該抵押品已向相關政府機關登記；(ii)該抵押品的市場價值可輕易找出；及(iii)本集團相比其他受益人對該抵押品享有優先受償權。該類抵押品主要包括房地產及土地使用權。

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

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

#### (c) Analysed by type of collateral (CONTINUED)

- Unsecured loans: Unsecured loans refer to the loan and advances which are not secured by collateral or counter-guaranteed.
- Others: Others refer to loans and advances guaranteed by guarantors, or secured by collateral, the market value of which may be subject to depreciation or cannot be easily observed, or on which the Group does not have priorities over other beneficiaries. Such collateral includes unregistrable real properties, land use rights, and registrable account receivables, vehicles, machineries and inventories.

#### (d) Overdue loans analysed by overdue period

### 13 發放貸款及墊款(續)

#### (c) 按擔保方式分析(續)

- 無抵押貸款：無抵押貸款指並無抵押品或反擔保的貸款及墊款。
- 其他貸款：其他貸款指由擔保人擔保，或由市值可能貶值或不容易獲得或本集團相比其他受益人無優先受償權的抵押品作抵押的貸款及墊款。該類抵押品包括不可登記的房地產、土地使用權，以及可登記的應收賬款、汽車、機器及存貨。

#### (d) 按逾期分析的已逾期貸款

		At 31 December 2023 於2023年 12月31日 RMB'000 人民幣千元	At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元
Overdue within 1 year (inclusive)	逾期一年以內(含一年)	46,464	11,931
Overdue more than 1 year to 2 years (inclusive)	逾期一年以上至二年 (含二年)	9,960	1,032
Overdue more than 2 year to 3 years (inclusive)	逾期二年以上至三年 (含三年)	978	—
Overdue more than 3 years	逾期三年以上	100,266	104,417
		<b>157,668</b>	117,380

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

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

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

**13 發放貸款及墊款(續)**

**(e) 按減值損失準備評估方式分析**

		At 31 December 2023 於2023年12月31日			
		12-month ECL 12個月 預期信貸虧損 RMB'000 人民幣千元	Lifetime ECL not credit-impaired 無信貸減值的 生命週期 預期信貸虧損 RMB'000 人民幣千元	Lifetime ECL credit-impaired 存在信貸減值的 生命週期 預期信貸虧損 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Entrusted loans	委託貸款	280,300	15,000	100,266	395,566
Micro-lending	小額貸款	495,431	27,472	57,402	580,305
Gross loans and advances to customers	發放貸款及墊款總額	775,731	42,472	157,668	975,871
Less: Allowances for impairment losses	減：減值損失準備	(27,864)	(7,687)	(61,074)	(96,625)
Net loans and advances to customers (excluding accrued interest)	發放貸款及墊款淨額 (不包括應計利息)	747,867	34,785	96,594	879,246

		At 31 December 2022 於2022年12月31日			
		12-month ECL 12個月 預期信貸虧損 RMB'000 人民幣千元	Lifetime ECL not credit-impaired 無信貸減值的 生命週期 預期信貸虧損 RMB'000 人民幣千元	Lifetime ECL credit-impaired 存在信貸減值的 生命週期 預期信貸虧損 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Entrusted loans	委託貸款	127,000	—	104,418	231,418
Micro-lending	小額貸款	522,411	7,780	20,548	550,739
Gross loans and advances to customers	發放貸款及墊款總額	649,411	7,780	124,966	782,157
Less: Allowances for impairment losses	減：減值損失準備	(26,271)	(1,416)	(47,125)	(74,812)
Net loans and advances to customers (excluding accrued interest)	發放貸款及墊款淨額 (不包括應計利息)	623,140	6,364	77,841	707,345

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

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

**13 發放貸款及墊款(續)**

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

**(f) 減值損失準備變動**

		2023 2023年			
		12-month ECL	Lifetime ECL not credit- impaired	Lifetime ECL credit- impaired	Total
		12個月 預期信貸虧損	無信貸減值的 生命週期 預期信貸虧損	存在信貸減值 的生命週期 預期信貸虧損	合計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
As at 1 January 2023	於2023年1月1日	26,271	1,416	47,125	74,812
Transfer to lifetime ECL not credit-impaired	轉撥至無信貸減值的 生命週期預期信貸 虧損	(122)	122	—	—
Transfer to lifetime ECL credit-impaired	轉撥至存在信貸減值 的生命週期預期 信貸虧損	(1,978)	(109)	2,087	—
Net re-measurement of loss allowance	虧損準備重新計量 淨額	(24,000)	(589)	5,614	(18,975)
Loans and advances newly originated	新發放貸款及墊款	27,864	6,847	8,830	43,541
Write-offs	已核銷	(171)	—	(2,586)	(2,757)
Amounts recovered	已收回金額	—	—	4	4
As at 31 December 2023	於2023年12月31日	27,864	7,687	61,074	96,625

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

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

**(f) Movements of allowances for impairment losses (CONTINUED)**

**13 發放貸款及墊款(續)**

**(f) 減值損失準備變動(續)**

		2022 2022年			
		12-month ECL 12個月 預期信貸虧損 RMB'000 人民幣千元	Lifetime ECL not credit- impaired 無信貸減值的 生命週期 預期信貸虧損 RMB'000 人民幣千元	Lifetime ECL credit- impaired 存在信貸減值 的生命週期 預期信貸虧損 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
As at 1 January 2022	於2022年1月1日	19,133	—	37,329	56,462
Transfer to lifetime ECL not credit-impaired	轉撥至無信貸減值的生命週期預期信貸虧損	(54)	54	—	—
Transfer to lifetime ECL credit-impaired	轉撥至存在信貸減值的生命週期預期信貸虧損	(166)	—	166	—
Net re-measurement of loss allowance	虧損準備重新計量淨額	(18,627)	124	16,164	(2,339)
Loans and advances newly originated	新發放貸款及墊款	25,985	1,238	1,799	29,022
Write-offs	已核銷	—	—	(8,333)	(8,333)
As at 31 December 2022	於2022年12月31日	26,271	1,416	47,125	74,812



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

## 14 FACTORING RECEIVABLES

## 14 應收保理款項

		At 31 December 2023 於2023年 12月31日 RMB'000 人民幣千元	At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元
Factoring receivables	應收保理款項	166,397	222,428
Less: Allowances for factoring receivables	減：應收保理款項準備	(42,526)	(42,769)
		<b>123,871</b>	<b>179,659</b>

### (a) Ageing analysis

As at 31 December, the ageing analysis of receivables for factoring business, based on the invoices date and net of allowance for doubtful debts, is as follows:

### (a) 賬齡分析

於12月31日，保理業務應收款項(扣除呆賬撥備)按發票日期的賬齡分析如下：

		At 31 December 2023 於2023年 12月31日 RMB'000 人民幣千元	At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元
Within 1 year	一年內	81,450	110,409
Over 1 year but less than 2 years	一至二年	15,000	47,101
Over 2 years but less than 3 years	二至三年	31,041	27,000
Over more than 3 years	三年以上	38,906	37,918
Less: Allowances for factoring receivables	減：應收保理款項撥備	(42,526)	(42,769)
		<b>123,871</b>	<b>179,659</b>

### (b) Impairment of factoring receivables

Impairment losses in respects of receivables for factoring business are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against receivables for factoring business directly.

### (b) 應收保理款項減值

保理業務應收款項的減值損失使用撥備賬入賬，除非本集團信納收回有關款項的可能性極低，在此情況下，減值損失直接從保理業務應收款項中核銷。

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

## 14 FACTORING RECEIVABLES (CONTINUED)

### (b) Impairment of factoring receivables (CONTINUED)

The movement in the allowance for doubtful debts during the year ended 31 December 2023 and 2022 is as follows:

## 14 應收保理款項(續)

### (b) 應收保理款項減值(續)

以下為截至2023年及2022年12月31日止年度的呆賬撥備變動：

		2023 2023年			
		12-month ECL 12個月 預期信貸虧損 RMB'000 人民幣千元	Lifetime ECL not credit- impaired 無信貸減值的 生命週期 預期信貸虧損 RMB'000 人民幣千元	Lifetime ECL credit- impaired 存在信貸減值 的生命週期 預期信貸虧損 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
As at 1 January 2023	於2023年1月1日	599	3,369	38,801	42,769
Transfer to lifetime ECL not credit-impaired	轉撥至無信貸減值的生命週期預期信貸虧損	—	—	—	—
Transfer to lifetime ECL credit-impaired	轉撥至存在信貸減值的生命週期預期信貸虧損	(12)	(1,484)	1,496	—
Net re-measurement of loss allowance	虧損準備重新計量淨額	(587)	(1,886)	(1,853)	(4,326)
Factoring receivables newly originated	新產生的應收保理款項	439	3,463	181	4,083
As at 31 December 2023	於2023年12月31日	439	3,462	38,625	42,526

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

**14 FACTORING RECEIVABLES (CONTINUED)**

**(b) Impairment of factoring receivables (CONTINUED)**

		2022 2022年			
		12-month ECL	Lifetime ECL not credit- impaired	Lifetime ECL credit- impaired	Total
		無信貸減值的 12個月 預期信貸虧損	生命週期 預期信貸虧損	存在信貸減值 的生命週期 預期信貸虧損	合計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
As at 1 January 2022	於2022年1月1日	1,427	64	11,343	12,834
Transfer to lifetime ECL not credit-impaired	轉撥至無信貸減值的 生命週期預期信貸 虧損	(360)	360	—	—
Transfer to lifetime ECL credit-impaired	轉撥至存在信貸減值 的生命週期預期 信貸虧損	(383)	(65)	448	—
Net re-measurement of loss allowance	虧損準備重新計量 淨額	(683)	3,010	15,329	17,656
Factoring receivables newly originated	新產生的應收保理 款項	598	—	11,681	12,279
As at 31 December 2022	於2022年12月31日	599	3,369	38,801	42,769

**14 應收保理款項(續)**

**(b) 應收保理款項減值(續)**

**15 FINANCIAL ASSETS MEASURED AT FVOCI**

**15 按公允價值計入其他全面收益計量的金融資產**

		At 31 December 2023 於2023年 12月31日 RMB'000 人民幣千元	At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元
Unlisted equity investments	非上市股權投資	25,371	76,163

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

16 FINANCIAL ASSETS MEASURED AT FVPL

16 按公允價值計入損益計量的金融資產

			At 31 December 2023 於2023年 12月31日 RMB'000 人民幣千元	At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元
Convertible bonds	可轉換債券	(i)	24,928	24,928
Wealth management products	理財產品		22,887	—
Financial assets arising from interest in jointly controlled Trust Plans	共同控制信託計劃權 益所產生的金融 資產	(ii)	20,166	—
Unlisted equity investments	非上市股權投資		12,152	12,975
Redemption option arising from unlisted equity investments	非上市股權投資產生 的回購權	(iii)	1,556	3,040
			<b>81,689</b>	<b>40,943</b>

(i) The Group has waived its rights to convert the above bonds for common stocks in the issuing companies.

(ii) Please see Note 28.

(iii) The Group has redemption option for part of the unlisted equity investments. Such redemption option is usually provided by the beneficial shareholders of the investees ("repurchase obligor"). Under certain conditions, the Group has the right to require the repurchase obligor to repurchase the Group's interest in investees. The repurchase value is the aggregate amount of the Group's initial investment cost and the agreed gain over the investment period. The Group measures the financial assets arising from this repurchase right at fair value.

(i) 本集團已放棄將上述債券轉換為發行公司普通股的權利。

(ii) 請參閱附註28。

(iii) 本集團對部分非上市股權投資擁有回購權。該回購權通常由被投資方的實益股東(「回購義務人」)提供。在若干條件下，本集團有權要求回購義務人回購本集團於被投資方的權益。回購價值為本集團初始投資成本及投資期間協定收益的總額。本集團按公允價值計量該回購權產生的金融資產。

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

## 17 RECEIVABLE INVESTMENTS

## 17 應收款項類投資

		At 31 December 2023 於2023年 12月31日 RMB'000 人民幣千元	At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元
Bonds	債券	25,000	25,000
Trust products	信託產品	7,000	7,000
Subtotal	小計	32,000	32,000
Accrued interest	應計利息	1,364	1,364
Less: Allowances for impairment losses	減：減值損失準備	(6,692)	(7,213)
		<b>26,672</b>	<b>26,151</b>

## 18 INVESTMENTS IN SUBSIDIARIES

## 18 於子公司投資

The following list contains only the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary unless otherwise stated:

下表僅載列主要影響本集團業績、資產或負債的子公司詳情。除另有註明外，所持有之股份均為普通股：

Names of companies	Note	Place of business	Date and place of incorporation/ establishment 註冊成立/ 營業地點	Proportion of ownership interest As at 31 December 2023 於2023年12月31日的所有權權益比例					Principal activities
				Registered capital	Paid-in capital	Group's effective interest	Held by the Company	Held by a subsidiary	
公司名稱	附註	營業地點	成立日期及地點	註冊資本	實繳資本	本集團實際權益	本公司持有	子公司持有	主要業務
Foshan Join-Share Investment and Financing Consultancy Co., Ltd. ("Foshan Consultancy") (佛山中盈盛達投資諮詢服務有限公司)		Foshan	11 November 2005 the PRC	RMB 10,000,000	RMB 10,000,000	100%	—	100%	Investment and Consulting
佛山中盈盛達投資諮詢服務有限公司(「佛山投融資」)		佛山	2005年11月11日 中國	人民幣 10,000,000元	人民幣 10,000,000元	100%	—	100%	投資及諮詢
Foshan Join-Share Industrial Investment Co., Ltd. ("Foshan Industrial Investment") (佛山中盈興業投資有限公司)		Foshan	29 September 2007 the PRC	RMB 5,100,000	RMB 5,100,000	100%	—	100%	Investment and Consulting
佛山中盈興業投資有限公司(「佛山中盈興業」)		佛山	2007年9月29日 中國	人民幣 5,100,000元	人民幣 5,100,000元	100%	—	100%	投資及諮詢
Anhui Join-Share Financing Guarantee Co., Ltd. ("Anhui Join-Share") (安徽中盈盛達融資擔保有限公司)		Hefei	31 August 2009 the PRC	RMB 200,000,000	RMB 200,000,000	63.05%	63.05%	—	Guarantee
安徽中盈盛達融資擔保有限公司(「安徽中盈盛達」)		合肥	2009年8月31日 中國	人民幣 200,000,000元	人民幣 200,000,000元	63.05%	63.05%	—	擔保

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

18 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

18 於子公司投資(續)

Names of companies 公司名稱	Note 附註	Place of business 營業地點	Date and place of incorporation/ establishment/ 註冊成立/ 成立日期及地點	Proportion of ownership interest As at 31 December 2023 於2023年12月31日的所有權權益比例					
				Registered capital 註冊資本	Paid-in capital 實繳資本	Group's effective interest 本集團實際權益	Held by the Company 本公司持有	Held by a subsidiary 子公司持有	Principal activities 主要業務
Hefei Join-Share Consultancy Service Co., Ltd. ("Hefei Consultancy") (合肥中盈盛達諮詢服務有限公司)		Hefei	8 May 2010 the PRC	RMB 1,000,000	RMB 1,000,000	63.05%	—	100%	Consulting
合肥中盈盛達諮詢服務有限公司(「合肥中盈盛達」)		合肥	2010年5月8日 中國	人民幣 1,000,000元	人民幣 1,000,000元	63.05%	—	100%	諮詢
Foshan Join-Share Micro Credit Co., Ltd. ("Foshan Micro Credit") (佛山中盈盛達小額貸款有限公司)		Foshan	30 May 2011 the PRC	RMB 300,000,000	RMB 300,000,000	58.00%	—	58.00%	Microcredit
佛山中盈盛達小額貸款有限公司(「佛山小額貸款」)		佛山	2011年5月30日 中國	人民幣 300,000,000元	人民幣 300,000,000元	58.00%	—	58.00%	小額貸款
Zhongshan Join-Share Technology Financing Guarantee Investment Co., Ltd. ("Zhongshan Join-Share") (中山中盈盛達科技融資擔保投資有限公司)	(i)	Zhongshan	8 July 2014 the PRC	RMB 200,000,000	RMB 200,000,000	100%	47%	—	Guarantee
中山中盈盛達科技融資擔保投資有限公司(「中山中盈盛達」)	(i)	中山	2014年7月8日 中國	人民幣 200,000,000元	人民幣 200,000,000元	100%	47%	—	擔保
Guangdong Join-Share Capital Investment Co., Ltd. ("Guangdong Capital Investment") (廣東中盈盛達資本管理有限公司)		Foshan	27 April 2016 the PRC	RMB 212,000,000	RMB 212,000,000	100%	100%	—	Investment and Consulting
廣東中盈盛達資本管理有限公司(「廣東資本管理」)		佛山	2016年4月27日 中國	人民幣 212,000,000元	人民幣 212,000,000元	100%	100%	—	投資及諮詢
Guangdong Join-Share Supply Chain Services Co., Ltd. ("Guangdong Supply Chain") (廣東中盈盛達供應鏈管理有限公司)		Foshan	14 April 2017 the PRC	RMB 50,000,000	RMB 50,000,000	85%	—	85%	Supply Chain Services
廣東中盈盛達供應鏈管理有限公司(「廣東供應鏈」)		佛山	2017年4月14日 中國	人民幣 50,000,000元	人民幣 50,000,000元	85%	—	85%	供應鏈服務
Guangdong Join-Share Commercial Factoring Co., Ltd. ("Guangdong Commercial Factoring") (廣東中盈盛達商業保理有限公司)		Foshan	17 November 2017 the PRC	RMB 50,000,000	RMB 50,000,000	100%	—	100%	Factoring
廣東中盈盛達商業保理有限公司(「廣東商業保理」)		佛山	2017年11月17日 中國	人民幣 50,000,000元	人民幣 50,000,000元	100%	—	100%	保理

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

18 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

18 於子公司投資(續)

Names of companies	Note	Place of business	Date and place of incorporation/ establishment/ 註冊成立/ 成立日期及地點	Proportion of ownership interest As at 31 December 2023 於2023年12月31日的所有權權益比例					
				Registered capital	Paid-in capital	Group's effective interest	Held by the Company	Held by a subsidiary	Principal activities
公司名稱	附註	營業地點	成立日期及地點	註冊資本	實繳資本	本集團實際權益	本公司持有	子公司持有	主要業務
Yunfu Puhui Financing Guarantee Co., Ltd. ("Yunfu Guarantee") (雲浮市普惠融資擔保股份有限公司)		Yunfu	4 February 2016 the PRC	RMB 140,000,000	RMB 140,000,000	53.85%	50%	—	Guarantee
雲浮市普惠融資擔保股份有限公司(「雲浮擔保」)		雲浮	2016年2月4日 中國	人民幣 140,000,000元	人民幣 140,000,000元	53.85%	50%	—	擔保
Joint-Share Financial Holdings Co., Ltd. ("Financial Holdings") (中盈盛達金融控股有限公司)		Hong Kong	12 November 2018 Hong Kong the PRC	HKD 45,000,000	HKD 45,000,000	100%	100%	—	Investment
中盈盛達金融控股有限公司(「金融控股」)		香港	2018年11月12日 中國香港	45,000,000 港元	45,000,000 港元	100%	100%	—	投資
Guangdong Join-Share Digital Technology Co., Ltd. ("Digital Technology") (廣東中盈盛達數字科技有限公司)		Foshan	14 May 2020 the PRC	RMB 20,000,000	RMB 10,000,000	90%	—	90%	Digital technology
廣東中盈盛達數字科技有限公司(「數字科技」)		佛山	2020年5月14日 中國	人民幣 20,000,000元	人民幣 10,000,000元	90%	—	90%	數字科技
Guangdong Join-Share Finance Guarantee Co., Ltd. ("Guangdong Finance Guarantee") (廣東中盈盛達融資擔保有限公司)	(iii)	Foshan	3 February 2023 the PRC	RMB 300,000,000	RMB 300,000,000	77.78%	70%	—	Guarantee
廣東中盈盛達融資擔保有限公司(「廣東融資擔保」)	(iii)	佛山	2023年2月3日 中國	人民幣 300,000,000元	人民幣 300,000,000元	77.78%	70%	—	擔保
Guangdong Join-Share Performance Guarantee Co., Ltd. ("Guangdong Performance Guarantee") (廣東中盈盛達保證擔保有限公司)	(iii)	Foshan	5 May 2023 the PRC	RMB 100,000,000	RMB 5,000,000	90%	90%	—	Guarantee
廣東中盈盛達保證擔保有限公司(「廣東保證擔保」)	(iii)	佛山	2023年5月5日 中國	人民幣 100,000,000元	人民幣 5,000,000元	90%	90%	—	擔保

All of the above subsidiaries are limited liability companies incorporated and operated in the PRC, except that Financial Holdings was registered and operated in Hong Kong. The English translation of the names of these companies is for reference only. The official names of these companies are in Chinese.

除金融控股於香港註冊及經營外，所有上述子公司均為於中國註冊成立及經營的有限責任公司。各公司的英文譯文僅供參考。正式名稱以中文為準。

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

## 18 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

### (a) Establishment/acquisition of subsidiaries

- (i) In September 2021, the Company entered into a series of shareholders' agreements with the nominal shareholders of Zhongshan Join-Share ("2021 Shareholders' Agreements"), which stipulated equity transactions among the nominal shareholders and enabled one of the non-controlling nominal shareholders, i.e. Zhongshan Health Science and Technology Industrial Base Development Co., Ltd. ("Zhongshan Health"), to enjoy preferential rights related to its capital contribution. Upon the completion of the equity transactions, the Company holds 47% equity interest of Zhongshan Join-Share. In the meantime, the Company entered into a concert party agreement ("Concerted Action Agreement") with Zhongshan Health, who holds 43% equity interest of Zhongshan Join-Share. Pursuant to the concert party agreement, Zhongshan Health agrees to follow the instructions of the Company to act in concert when casting their votes in the shareholders meeting of Zhongshan Join-Share. As a result, the Company retains power over Zhongshan Join-Share such as appointment of directors and senior management, making decisions about material matters in daily operation, distribution of dividends, business operation and asset disposal.

In November 2022, Zhongshan Health and Zhongshan Huoju Huaying Investment Co., Ltd. ("Zhongshan Huoju") entered into the "Equity Transfer Agreement of Zhongshan Join-Share Technology Financing Guarantee Investment Co., Ltd". According to the Agreement, 43% of the equity of Zhongshan Join-share originally held by Zhongshan Health was transferred to Zhongshan Huoju. On March 15, 2023, the equity transaction was completed and Zhongshan Huoju entered into the confirmation letter confirming the acceptance of all the rights and obligations of Zhongshan Health as agreed in the 2021 Shareholders' Agreement and the Concerted Action Agreement.

## 18 於子公司投資(續)

### (a) 成立/收購子公司

- (i) 於2021年9月，本公司與中山中盈盛達的名義股東訂立一系列股東協議(「2021年股東協議」)，當中約定名義股東間的股權交易，並使其中一名非控股名義股東(即中山市健康科技產業基地發展有限公司(「中山健康」))享有與其注資有關的優先權利。於完成股權交易後，本公司持有中山中盈盛達的47%股權。同時，本公司與中山健康(其持有中山中盈盛達的43%股權)訂立一致行動協議(「一致行動協議」)。根據一致行動協議，中山健康同意遵循本公司的指示於中山中盈盛達的股東大會投票時一致行動。因此，本公司保留對中山中盈盛達的權力，如委任董事及高級管理層，對日常運營中的重大事項、股息分配、業務運營及資產處置做出決策。

於2022年11月，中山健康與中山火炬華盈投資有限公司(「中山火炬」)訂立「中山中盈盛達科技融資擔保投資有限公司股權轉讓協議」。根據該協議，原由中山健康持有的中山中盈盛達的43%股權已轉讓予中山火炬。於2023年3月15日，該股權交易已完成，中山火炬訂立確認函，確認同意接受於2021年股東協議及一致行動協議中約定的中山健康的全部權利及義務。



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

## 18 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

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

(i) (CONTINUED)

According to the 2021 Shareholders' Agreements, the capital contributions made by Zhongshan Huoju are regarded as other financial instrument measured at amortized cost in the consolidated financial statements of the Group, and the Company's effective equity interest in Zhongshan Join-Share increased to 100%. Please see Note 27.

- (ii) On 3 February 2023, Guangdong Finance Guarantee was established with a paid capital of RMB300,000,000, of which the Company contributed RMB210,000,000 (70.00%).

According to the Shareholders' Agreement Guangdong Financing Guarantee, Guangdong Utrust enjoys preferential rights. The management determines on the capital contribution made by Guangdong Utrust is other financial instrument measured at amortized cost. As a result, the Company's effective equity interest in Guangdong Finance Guarantee increased to 77.78%. Please see Note 27.

- (iii) On 4 May 2023, Guangdong Performance Guarantee was established with a registered capital of RMB100,000,000. As at 31 December 2023, its paid capital was RMB5,000,000, of which the Company contributed RMB4,500,000 (90.00%), the other non-controlling shareholder contributed RMB500,000 (10.00%).

- (iv) On 31 May 2023, Shenzhen Join-Share Engineering Guarantee Company Limited (Shenzhen Engineering Guarantee), a former subsidiary of the Company, was liquidated and completed the deregistration procedures.

## 18 於子公司投資(續)

### (a) 成立/收購子公司(續)

(i) (續)

根據2021年股東協議，中山火炬的出資被視為本集團綜合財務報表中按攤銷成本計量的其他金融工具，本公司於中山中盈盛達的實際股權增至100%。請參閱附註27。

- (ii) 於2023年2月3日，廣東融資擔保成立，實繳資本為人民幣300,000,000元，其中本公司出資人民幣210,000,000元(70.00%)。

根據股東協議廣東融資擔保，廣東粵財享有優先權。管理層確定廣東粵財的出資額為按攤銷成本計量的其他金融工具。因此，本公司於廣東融資擔保的實際股權增至77.78%。請參閱附註27。

- (iii) 於2023年5月4日，廣東保證擔保成立，註冊資本為人民幣100,000,000元。於2023年12月31日，其實繳資本為人民幣5,000,000元，本公司出資人民幣4,500,000元(90.00%)，其他非控股股東出資人民幣500,000元(10.00%)。

- (iv) 於2023年5月31日，本公司的前附屬公司，深圳市中盈盛達工程擔保有限公司(深圳工程擔保)完成清算及註銷程序。

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

**18 INVESTMENTS IN SUBSIDIARIES (CONTINUED)**

**(b) Carrying amount of investments in subsidiaries in the company-level statement of financial position**

		At 31 December 2023 於2023年 12月31日 RMB'000 人民幣千元	At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元
Anhui Join-Share	安徽中盈盛達	126,800	126,800
Zhongshan Join-Share	中山中盈盛達	94,000	94,000
Yunfu Guarantee	雲浮擔保	70,634	70,634
Guangdong Capital Investment Financial Holdings	廣東資本管理 金融控股	212,000 39,638	212,000 39,638
Guangdong Finance Guarantee	廣東融資擔保	210,000	—
Guangdong Performance Guarantee	廣東保證擔保	4,500	—
Shenzhen Engineering Guarantee	深圳工程擔保	—	200
		<b>757,572</b>	<b>543,272</b>

**(c) Material non-controlling interests**

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

**18 於子公司投資(續)**

**(b) 公司層面的財務狀況表中於子公司投資之賬面值**

**(c) 重大非控制性權益**

下表載列有關安徽中盈盛達、佛山小額貸款、雲浮擔保及廣東融資擔保四間本集團擁有重大非控制性權益之子公司之資料。下文呈列之財務報表摘要為未計集團內公司間抵銷之金額。

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

18 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

18 於子公司投資(續)

(c) Material non-controlling interests (CONTINUED)

(c) 重大非控制性權益(續)

(i) Anhui Join-Share

(i) 安徽中盈盛達

		31 December 2023 2023年 12月31日 RMB'000 人民幣千元	31 December 2022 2022年 12月31日 RMB'000 人民幣千元
NCI percentage	非控制性權益百分比	36.95%	36.95%
Gross amounts of the subsidiary:	子公司總額：		
— Non-current assets	— 非流動資產	44,564	40,078
— Current assets	— 流動資產	145,362	186,030
— Non-current liabilities	— 非流動負債	—	(19)
— Current liabilities	— 流動負債	(11,562)	(38,790)
Net assets	淨資產	178,364	187,299
<b>Carrying amount of NCI</b>	<b>非控制性權益賬面值</b>	<b>65,905</b>	<b>69,207</b>
		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Gross amounts of the subsidiary:	子公司總額：		
— Revenue	— 收益	13,254	10,364
— (Loss)/profit for the year	— 年內(虧損)/利潤	(4,934)	5,103
— Total comprehensive (loss)/income	— 全面(虧損)/收益總額	(4,934)	5,103
<b>Profit allocated to NCI</b>	<b>分配至非控制性權益的利潤</b>	<b>(1,823)</b>	<b>1,886</b>
Cash flow from operating activities	經營活動所產生的現金流量	(35,525)	10,618
Cash flow from investment activities	投資活動所產生的現金流量	(676)	(279)
Cash flow from financing activities	融資活動所產生的現金流量	(4,981)	(5,604)
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物(減少)/增加淨額	(41,182)	4,735

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

18 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

18 於子公司投資(續)

(c) Material non-controlling interests (CONTINUED)

(c) 重大非控制性權益(續)

(ii) Foshan Micro Credit

(ii) 佛山小額貸款

		31 December 2023 2023年 12月31日 RMB'000 人民幣千元	31 December 2022 2022年 12月31日 RMB'000 人民幣千元
NCI percentage	非控制性權益百分比	42.00%	42.00%
Gross amounts of the subsidiary:	子公司總額：		
— Non-current assets	— 非流動資產	13,783	9,710
— Current assets	— 流動資產	571,096	546,003
— Non-current liabilities	— 非流動負債	(60,717)	(82,536)
— Current liabilities	— 流動負債	(189,267)	(130,719)
Net assets	淨資產	334,895	342,458
<b>Carrying amount of NCI</b>	<b>非控制性權益賬面值</b>	<b>140,656</b>	<b>143,832</b>
		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Gross amounts of the subsidiary:	子公司總額：		
— Revenue	— 收益	61,037	59,799
— Profit for the year	— 年內利潤	11,338	16,702
— Total comprehensive income	— 全面收益總額	11,338	16,702
<b>Profit allocated to NCI</b>	<b>分配至非控制性權益的 利潤</b>	<b>4,762</b>	<b>7,015</b>
Cash flow from operating activities	經營活動所產生的現金 流量	12,970	(78,825)
Cash flow from investment activities	投資活動所產生的現金 流量	(841)	(518)
Cash flow from financing activities	融資活動所產生的現金 流量	1,987	87,703
Net increase in cash and cash equivalents	現金及現金等價物增加 淨額	14,116	8,360

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

18 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

(c) Material non-controlling interests (CONTINUED)

(iii) Yunfu Guarantee

		31 December 2023 2023年 12月31日 RMB'000 人民幣千元	31 December 2022 2022年 12月31日 RMB'000 人民幣千元
NCI percentage	非控制性權益百分比	46.15%	46.15%
Gross amounts of the subsidiary:	子公司總額：		
— Non-current assets	— 非流動資產	3,423	3,454
— Current assets	— 流動資產	175,098	170,910
— Non-current liabilities	— 非流動負債	(2,545)	(2,150)
— Current liabilities	— 流動負債	(14,980)	(17,520)
Net assets	淨資產	160,996	154,694
<b>Carrying amount of NCI</b>	<b>非控制性權益賬面值</b>	<b>74,300</b>	<b>71,391</b>

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Gross amounts of the subsidiary:	子公司總額：		
— Revenue	— 收益	14,776	14,445
— Profit for the year	— 年內利潤	9,362	7,373
— Total comprehensive income	— 全面收益總額	9,362	7,373
<b>Profit allocated to NCI</b>	<b>分配至非控制性權益的利潤</b>	<b>4,321</b>	<b>3,403</b>
Cash flow from operating activities	經營活動所產生的現金流量	6,087	12,122
Cash flow from investment activities	投資活動所產生的現金流量	(12,356)	(1,021)
Cash flow from financing activities	融資活動所產生的現金流量	(3,060)	10,000
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物(減少)/增加淨額	(9,329)	21,101

18 於子公司投資(續)

(c) 重大非控制性權益(續)

(iii) 雲浮擔保

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

**18 INVESTMENTS IN SUBSIDIARIES (CONTINUED)**

**(c) Material non-controlling interests (CONTINUED)**

**(iv) Guangdong Finance Guarantee**

		31 December 2023 2023年 12月31日 RMB'000 人民幣千元
NCI percentage	非控制性權益百分比	22.22%
Gross amounts of the subsidiary:	子公司總額：	
— Non-current assets	— 非流動資產	23,780
— Current assets	— 流動資產	306,243
— Non-current liabilities	— 非流動負債	(1,278)
— Current liabilities	— 流動負債	(28,788)
Net assets	淨資產	299,957
<b>Carrying amount of NCI</b>	<b>非控制性權益賬面值</b>	<b>66,650</b>
		2023 2023年 RMB'000 人民幣千元
Gross amounts of the subsidiary:	子公司總額：	
— Revenue	— 收益	33,435
— Profit for the year	— 年內利潤	2,363
— Total comprehensive income	— 全面收益總額	2,363
<b>Profit allocated to NCI</b>	<b>分配至非控制性權益的利潤</b>	<b>525</b>
Cash flow from operating activities	經營活動所產生的現金流量	17,941
Cash flow from investment activities	投資活動所產生的現金流量	(102,594)
Cash flow from financing activities	融資活動所產生的現金流量	297,593
Net increase in cash and cash equivalents	現金及現金等價物增加淨額	212,940

Guangdong Finance Guarantee was incorporated in February 2023.

廣東融資擔保於2023年2月註冊成立。

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

## 19 INTERESTS IN ASSOCIATES

The Group's interests in associates are as follows:

		At 31 December 2023 於2023年 12月31日 RMB'000 人民幣千元	At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元
		Note 附註	
Shenzhen Bangli	深圳邦利	12,784	12,744
Weicheng Network Technology	衛城網絡科技	3,682	3,566
Yingan Medical Examination	盈安醫學檢驗	1,597	1,562
Yiliantong Supply Chain	壹鏈通供應鏈	235	2,319
Foshan Zhongsheng	佛山中盛	—	2,744
Tongchuangzhiyuan Business Management	同創致遠商業管理	—	123
Chuangyuan Supply Chain	佛山創元供應鏈	—	—
Kuiniudingsheng Company Management	夔牛鼎盛企業管理	—	5,661
		<b>18,298</b>	<b>28,719</b>

### Establishment/acquisition of associates

- (i) As at 31 December 2023, the equity of Foshan Zhongsheng has been reduced to nil after making the adjustments necessary in applying the equity method (year ended 31 December 2022: RMB2,744,000). Due to the excess loss incurred by Foshan Zhongsheng, the recognized cumulative loss of associates was RMB5,347,000, offset the book value of RMB5,347,000 of a debt receivable from Foshan Zhongsheng. Please see Note 12(v).

## 19 於聯營公司的權益

本集團於聯營公司的權益如下：

### 成立／收購聯營公司

- (i) 於2023年12月31日，佛山中盛的股權於使用權益法作出必要調整後已削減至零(截至2022年12月31日止年度：人民幣2,744,000元)。由於佛山中盛產生超額虧損，確認的聯營公司累計虧損為人民幣5,347,000元，抵銷應收佛山中盛債務面值人民幣5,347,000元。請參閱附註12(v)。

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

## 19 INTERESTS IN ASSOCIATES (CONTINUED)

### Establishment/acquisition of associates (CONTINUED)

- (ii) In January 2021, Foshan Consultancy subscribed for 20% equity interests investment in Tongchuangzhiyuan Business Management whose registered capital is RMB3,000,000. As at 31 December 2023, Foshan Consultancy had paid RMB600,000 (2022: RMB600,000).

As at 31 December 2023, the equity of Tongchuangzhiyuan Business Management has been reduced to nil after making the adjustments necessary in applying the equity method (2022: RMB123,000). Due to the excess loss incurred by Tongchuangzhiyuan Business Management, the unrecognized cumulative loss of associates was RMB683,000 as at 31 December 2023.

- (iii) As at 31 December 2023, the equity of Chuangyuan Supply Chain has been reduced to nil after making the adjustments necessary in applying the equity method (2022: nil). Due to the excess loss incurred by Chuangyuan Supply Chain, the recognized cumulative loss of associates was RMB5,566,000, offset the book value of RMB5,566,000 of a trade receivable from Chuangyuan Supply Chain. Please see Note 12(iv).
- (iv) In June 2023, the Group disposed of the interests of Kuiniudingsheng Company Management at a consideration of RMB6,703,000 and recognized investment income of RMB1,042,000.

## 19 於聯營公司的權益(續)

### 成立/收購聯營公司(續)

- (ii) 於2021年1月，佛山諮詢認購同創致遠商業管理20%的股權投資，同創致遠商業管理的註冊資本為人民幣3,000,000元。於2023年12月31日，佛山諮詢已支付人民幣600,000元(2022年：人民幣600,000元)。

於2023年12月31日，同創致遠商業管理的股權於使用權益法作出必要調整後已削減至零(2022年：人民幣123,000元)。由於同創致遠商業管理產生超額虧損，於2023年12月31日，未確認的聯營公司累計虧損為人民幣683,000元。

- (iii) 於2023年12月31日，佛山創元供應鏈的股權於使用權益法作出必要調整後已削減至零(2022年：人民幣0元)。由於佛山創元供應鏈產生超額虧損，確認的聯營公司累計虧損為人民幣5,566,000元，抵銷應收佛山創元供應鏈貿易款項面值人民幣5,566,000元，請參閱附註12(iv)。
- (iv) 於2023年6月，本集團出售夔牛鼎盛企業管理的權益，代價為人民幣6,703,000元，確認投資收入人民幣1,042,000元。



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

## 19 INTERESTS IN ASSOCIATES (CONTINUED)

### Establishment/acquisition of associates (CONTINUED)

The following list contains the particulars of the associates, which are unlisted corporate entity whose quoted market price are not available. The class of shares held is ordinary unless otherwise stated:

## 19 於聯營公司的權益(續)

### 成立/收購聯營公司(續)

下表載列聯營公司(為無法獲得市場報價的非上市公司實體)的詳情。除另有註明外，所持有之股份均為普通股：

Name of companies 公司名稱	Place of business 營業地點	Date and place of incorporation/ establishment/ 註冊成立/ 成立日期及地點	Proportion of ownership interest As at 31 December 2023 於2023年12月31日的所有權權益比例					
			Registered capital 註冊資本	Paid-in capital 實繳資本	Group's effective interest 本集團實際權益	Held by the Company 本公司持有	Held by a subsidiary 子公司持有	Principal activities 主要業務
Shenzhen Bangli Internet Financial Services Co., Ltd. ("Shenzhen Bangli") (深圳邦利互聯網金融服務有限公司)	Shenzhen	5 May 2015 the PRC	RMB 100,000,000	RMB 30,050,000	25%	—	25%	Financial services
深圳邦利互聯網金融服務有限公司 (「深圳邦利」)	深圳	2015年5月5日 中國	人民幣 100,000,000元	人民幣 30,050,000元	25%	—	25%	金融服務
Guangdong Weicheng Network Technology Co., Ltd. ("Weicheng Network Technology") (廣東衛城網絡科技有限公司)	Foshan	20 November 2018 the PRC	RMB 25,000,000	RMB 23,115,000	20%	—	20%	Supply chain services
廣東衛城網絡科技有限公司 (「衛城網絡科技」)	佛山	2018年11月20日 中國	人民幣 25,000,000元	人民幣 23,115,000元	20%	—	20%	供應鏈服務
Guangzhou Yingan Medical Examination Co., Ltd. ("Yingan Medical Examination") (廣州盈安醫學檢驗有限公司)	Guangzhou	25 July 2016 the PRC	RMB 5,000,000	RMB 3,250,000	46%	—	46%	Supply chain services
廣州盈安醫學檢驗有限公司 (「盈安醫學檢驗」)	廣州	2016年7月25日 中國	人民幣 5,000,000元	人民幣 3,250,000元	46%	—	46%	供應鏈服務
Guangzhou Yiliantong Supply Chain Management Co., Ltd. ("Yiliantong Supply Chain") (廣州壹鏈通供應鏈管理有限公司)	Guangzhou	27 November 2018 the PRC	RMB 10,000,000	RMB 2,280,000	48%	—	48%	Supply chain services
廣州壹鏈通供應鏈管理有限公司 (「壹鏈通供應鏈」)	廣州	2018年11月27日 中國	人民幣 10,000,000元	人民幣 2,280,000元	48%	—	48%	供應鏈服務
Foshan Zhongsheng Properties Co., Ltd. ("Foshan Zhongsheng") (佛山市中盛置業有限公司)	Foshan	1 June 2012 the PRC	RMB 30,000,000	RMB 30,000,000	20%	—	20%	Real estate
佛山市中盛置業有限公司 (「佛山中盛」)	佛山	2012年6月1日中國	人民幣 30,000,000元	人民幣 30,000,000元	20%	—	20%	房地產
Foshan Tongchuangzhiyuan Business Management Co., Ltd. ("Tongchuangzhiyuan Business Management") (佛山市同創致遠商業管理有限公司)	Foshan	28 January 2021 the PRC	RMB 3,000,000	RMB 3,000,000	20%	—	20%	Business services
佛山市同創致遠商業管理有限公司 (「同創致遠商業管理」)	佛山	2021年1月28日 中國	人民幣 3,000,000元	人民幣 3,000,000元	20%	—	20%	商業服務
Foshan Chuanguyuan Supply Chain Technology Co., Ltd. ("Chuanguyuan Supply Chain") (佛山市創元供應鏈科技有限公司)	Foshan	20 December 2018 the PRC	RMB 20,000,000	RMB 2,700,000	46%	—	46%	Supply chain services
佛山市創元供應鏈科技有限公司 (「佛山創元供應鏈」)	佛山	2018年12月20日 中國	人民幣 20,000,000元	人民幣 2,700,000元	46%	—	46%	供應鏈服務

\* The English translation of the names of these companies is for reference only. The official names of these companies are in Chinese.

\* 各公司的英文譯文僅供參考。正式名稱以中文為準。

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

## 19 INTERESTS IN ASSOCIATES (CONTINUED)

### Establishment/acquisition of associates (CONTINUED)

The associates are accounted for using the equity method in the consolidated financial statements.

Aggregate information of individually immaterial associates:

		31 December 2023 2023年 12月31日 RMB'000 人民幣千元	31 December 2022 2022年 12月31日 RMB'000 人民幣千元
Aggregate carrying amount of individually immaterial associates in the consolidated financial statements	綜合財務報表中個別非重大聯營公司的總賬面值	18,298	28,719

## 19 於聯營公司的權益(續)

### 成立／收購聯營公司(續)

該等聯營公司採用權益法於綜合財務報表內入賬。

個別非重大聯營公司的綜合資料：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Aggregate amounts of the Group's share of profit of these associates: Loss from operation and total comprehensive income	本集團應佔該等聯營公司的溢利總額： 經營虧損及全面收入總額	(15,673)	(9,928)

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

## 20 FIXED ASSETS

### (a) Reconciliation of carrying amount

## 20 固定資產

### (a) 賬面值對賬

		Motor vehicles	Buildings held for own use	Office and other equipment 辦公室及其他設備	Leasehold improvements	Right-of-use assets	Total fixed assets
		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
<b>Cost:</b>	<b>成本：</b>						
At 1 January 2022	於2022年1月1日	2,021	5,960	5,146	12,554	19,817	45,498
Additions	增加	—	—	579	3,006	12,909	16,494
Disposals/Terminations	處置/終止	—	—	(579)	—	(6,249)	(6,828)
Remeasurements	重新計量	—	—	—	—	—	—
At 31 December 2022 and 1 January 2023	於2022年12月31日及 2023年1月1日	2,021	5,960	5,146	15,560	26,477	55,164
Additions	增加	—	—	390	810	10,279	11,479
Disposals/Terminations	處置/終止	—	—	(4)	—	(10,955)	(10,959)
Remeasurements	重新計量	—	—	—	—	(8,567)	(8,567)
At 31 December 2023	於2023年12月31日	2,021	5,960	5,532	16,370	17,234	47,117
<b>Accumulated depreciation:</b>	<b>累計折舊：</b>						
At 1 January 2022	於2022年1月1日	(1,647)	(1,570)	(3,635)	(12,403)	(5,377)	(24,632)
Charge for the year	年內計提	(104)	(283)	(823)	(708)	(5,326)	(7,244)
Written back on disposals	處置撥回	—	—	538	—	2,577	3,115
Remeasurements	重新計量	—	—	—	—	—	—
At 31 December 2022 and 1 January 2023	於2022年12月31日及 2023年1月1日	(1,751)	(1,853)	(3,920)	(13,111)	(8,126)	(28,761)
Charge for the year	年內計提	(29)	(283)	(516)	(1,563)	(5,483)	(7,874)
Written back on disposals	處置撥回	—	—	3	—	4,593	4,596
Remeasurements	重新計量	—	—	—	—	4,264	4,264
At 31 December 2023	於2023年12月31日	(1,780)	(2,136)	(4,433)	(14,674)	(4,752)	(27,775)
<b>Net book value:</b>	<b>賬面淨值：</b>						
At 31 December 2022	於2022年12月31日	270	4,107	1,226	2,449	18,351	26,403
At 31 December 2023	於2023年12月31日	241	3,824	1,099	1,696	12,482	19,342

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

## 20 FIXED ASSETS (CONTINUED)

### (b) Impairment losses

During the year ended 31 December 2023, no impairment loss of equipment was recognised (2022: RMB nil).

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

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

## 20 固定資產(續)

### (b) 減值損失

截至2023年12月31日止年度，並無確認任何設備減值損失(2022年：人民幣零元)。

### (c) 使用權資產

按相關資產類別劃分的使用權資產賬面淨值分析如下：

		31 December 2023 2023年 12月31日 RMB'000 人民幣千元	31 December 2022 2022年 12月31日 RMB'000 人民幣千元
Included in "fixed assets":	「固定資產」包括：		
Ownership interests in leasehold land and buildings held for own use, carried at depreciated cost, with remaining lease term of:	於租賃土地及持作自用的樓宇的所有權權益(按折舊成本列值)，餘下租期：		
— Under 10 years	— 10年內	12,482	18,072
Motor vehicles, carried at depreciated cost	汽車(按折舊成本列值)	—	204
Office and other equipment, carried at depreciated cost	辦公室及其他設備(按折舊成本列值)	—	75
		<b>12,482</b>	<b>18,351</b>

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

## 20 FIXED ASSETS (CONTINUED)

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

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

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Depreciation charge of right-of-use assets by class of underlying asset:	按相關資產類別劃分的 使用權資產之折舊 開支：		
Ownership interests in leasehold land and buildings held for own use	租賃土地和自用樓宇的 所有權權益	5,483	5,078
Motor vehicles	汽車	—	149
Office and other equipment	辦公室及其他設備	—	99
		<b>5,483</b>	5,326
Interest on lease liabilities	租賃負債利息	<b>624</b>	870

During the year ended 31 December 2023, the Group entered into a number of lease arrangements for use of offices, and therefore recognized the additions to right-of-use assets of RMB10,279,000 (2022: RMB12,909,000).

During the year ended 31 December 2023, the Group terminated a number of leases arrangements, and therefore derecognized right-of-use assets of RMB10,955,000 (2022: RMB6,249,000).

During the year ended 31 December 2023, there was a change in the lease term of some lease arrangements for use of offices, and therefore the Group remeasured the right-of-use assets. Details of remeasurement of right-of-use assets are set out in Notes 20(a).

## 20 固定資產(續)

### (c) 使用權資產(續)

於損益中確認的有關租賃之開支分析如下：

截至2023年12月31日止年度，本集團就辦公室的使用訂立多項租賃安排，因此確認使用權資產增加人民幣10,279,000元(2022年：人民幣12,909,000元)。

截至2023年12月31日止年度，本集團終止多項租賃安排，因此終止確認使用權資產人民幣10,955,000元(2022年：人民幣6,249,000元)。

截至2023年12月31日止年度，就辦公室的使用訂立的多項租賃安排之租賃發生變更，因此，本集團重新計量使用權資產。有關重新計量使用權資產的詳情載於附註20(a)。

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

## 20 FIXED ASSETS (CONTINUED)

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

Details of total cash outflow for leases and the maturity analysis of lease liabilities together the future cash outflows arising from leases are set out in Notes 10(d) and 29, respectively.

The Group leases offices under leases expiring from 1 to 5 years. Some leases include an option to renew the lease when all terms are renegotiated, while some include an option to purchase the leased equipment at the end of the lease term at a price deemed to be a bargain purchase option. None of the leases includes variable lease payments.

## 20 固定資產(續)

### (c) 使用權資產(續)

有關租賃的總現金流出及租賃負債的到期日分析連同租賃產生的未來現金流出之詳情分別載於附註10(d)及29。

本集團租賃辦公室，租賃期為1至5年。若干租賃包含在重新協商所有條款後續簽租賃的選擇權，而若干租賃包含於租賃期末以被視為議價購買權的價格購買租賃設備的選擇權。所有租賃均不包含可變租賃付款。

## 21 INTANGIBLE ASSETS

### (a) Reconciliation of carrying amount

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
<b>Cost:</b>	<b>成本：</b>		
At the beginning of the year	於年初	22,015	17,214
Additions	增加	6,043	4,801
At the end of the year	於年末	28,058	22,015
<b>Accumulated amortisation:</b>	<b>累計攤銷：</b>		
At the beginning of the year	於年初	(16,080)	(12,976)
Charge for the year	年內計提	(4,025)	(3,104)
At the end of the year	於年末	(20,105)	(16,080)
<b>Net book value:</b>	<b>賬面淨值：</b>		
At the end of the year	於年末	7,953	5,935
At the beginning of the year	於年初	5,935	4,238

### (b) Impairment losses

During the year 2023, no impairment loss of intangible assets was recognized (2022: nil).

### (b) 減值損失

於2023年，並無確認任何無形資產減值損失(2022年：無)。

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

## 22 GOODWILL

### Impairment tests for cash-generating units containing goodwill

Goodwill is allocated to the Group's cash-generating units (CGU) identified according to operating segment as follows:

			2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Foshan Micro Credit	佛山小額貸款	(i)	419	419

(i) The recoverable amount of the CGU is determined based on value-in-use calculations. The calculations use cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using an estimated weighted average growth rate of 3% (2022: 3%) which is consistent with the forecasts included in industry reports. The growth rates used do not exceed the long-term average growth rates for the business in which the CGU operates. The cash flows are discounted using a discount rate of 10.56% (2022: 10.56%). The discount rates used are pre-tax and reflect specific risks relating to the relevant segments.

## 23 INTEREST-BEARING BORROWINGS

The interest-bearing borrowings were due for repayment as follows:

		At 31 December 2023 於2023年 12月31日 RMB'000 人民幣千元	At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元
Interest-bearing borrowings	計息借款		
— Due for repayment within 1 year	— 一年內到期償還	210,455	162,872
Total	總額	210,455	162,872

## 22 商譽

### 包含商譽之現金產生單位之減值測試

商譽分配至以下根據經營分部識別的本集團現金產生單位(「現金產生單位」):

(i) 現金產生單位之可收回金額乃根據使用價值之計算而釐定。計算使用價值乃使用根據經管理層批准之五年財務預算編製之現金流量預測。超過五年之現金流量按估計加權平均增長率3%(2022年: 3%)推算，與行業報告所包含預測一致。所用之增長率不超過現金產生單位經營業務之長期平均增長率。現金流量以貼現率10.56%(2022年: 10.56%)貼現。所用貼現率為稅前貼現率，並反映與相關分部有關之特定風險。

## 23 計息借款

計息借款到期償還如下:

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

### 23 INTEREST-BEARING BORROWINGS (CONTINUED)

The Group's interest-bearing borrowings are analysed as follows:

### 23 計息借款(續)

本集團的計息借款分析如下：

		At 31 December 2023 於2023年 12月31日 RMB'000 人民幣千元	At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元
		Note 附註	
Bank loans	銀行貸款		
— Unsecured	— 無擔保		102,700
— Pledged	— 有抵押		30,000
Other loans	其他貸款	(i)	30,000
			<b>209,990</b>
Accrued interest payable	應計應付利息		172
			<b>210,455</b>

(i) As at 31 December 2023, RMB20,000,000 of other loans was secured by receivables from supply chain business amounting to RMB21,657,000. Please see Note 12(iii).

(ii) At 31 December 2023, loans bear interest at a range from 3.80% to 10.00% (2022: 3.80% to 11.00%) per annum.

(i) 於2023年12月31日，其他貸款人民幣20,000,000元由應收供應鏈業務款項人民幣21,657,000元提供擔保。請參閱附註12(iii)。

(ii) 於2023年12月31日，計息貸款按3.80%至10.00%（2022年：3.80%至11.00%）的年利率計息。



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

## 24 LIABILITIES FROM GUARANTEES

## 24 擔保負債

			At 31 December 2023 於2023年 12月31日 RMB'000 人民幣千元	At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元
Deferred income	遞延收益		209,836	200,979
Provisions for guarantee losses	擔保賠償準備金	(a)	55,918	99,790
			265,754	300,769

### (a) Provisions for guarantee losses

### (a) 擔保賠償準備金

			At 31 December 2023 於2023年 12月31日 RMB'000 人民幣千元	At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元
As at 1 January	於1月1日		99,790	75,294
(Reversal)/charge for the year	年內(撥回)/計提		(43,872)	24,496
As at 31 December	於12月31日		55,918	99,790

## 25 CUSTOMER PLEDGED DEPOSITS AND ACCRUALS AND OTHER PAYABLES

## 25 存入保證金以及應計及其他應付款項

### (a) Customer pledged deposits

Customer pledged deposits refer to deposits received from customers as collateral security for the credit issued by the Group. These deposits are interest-free, and will be returned to customers after the guarantee contracts expire.

### (a) 存入保證金

存入保證金指向客戶所收的保證金，以作為本集團提供信貸的擔保抵押。此等保證金為無息，並將於擔保合約屆滿時退還客戶。

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

**25 CUSTOMER PLEDGED DEPOSITS AND ACCRUALS AND OTHER PAYABLES (CONTINUED)**

**(b) Accruals and other payables**

			At 31 December 2023 於2023年 12月31日 RMB'000 人民幣千元	At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元
Notes payable	應付票據	(i)	60,000	—
Accrued staff cost	應付職工薪酬		46,589	38,330
Income tax payable	應付所得稅	30(a)	34,633	51,684
Advance payments	預收款項	(ii)	23,645	79
Accounts payable	應付款項	(iii)	20,479	10,606
Advance receipts for transferring repossessed assets	轉讓抵債資產的預收款項		—	9,005
Payable to customers	應付客戶款項		7,504	8,870
Contract liabilities	合約負債	(iv)	2,965	4,213
Withholding income tax	預扣所得稅		1,518	3,543
Dividends payable	應付股息		1,452	4,018
Consulting service expense payable	應付諮詢服務費		174	2,907
Others	其他		8,665	7,072
<b>Total</b>	<b>總額</b>		<b>207,624</b>	<b>140,327</b>

(i) Notes payable are expected to be settled within one year.

(ii) The Group receives advance payments from customers for the supply chain services. As at 31 December 2023, advance payments related to supply chain services amounted to RMB23,645,000 (31 December 2022: RMB79,000).

**25 存入保證金以及應計及其他應付款項(續)**

**(b) 應計及其他應付款項**

(i) 應付票據預計於一年內結算。

(ii) 本集團收到供應鏈服務客戶的預付款項。於2023年12月31日，有關供應鏈服務的預付款項為人民幣23,645,000元(2022年12月31日：人民幣79,000元)。

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

## 25 CUSTOMER PLEDGED DEPOSITS AND ACCRUALS AND OTHER PAYABLES (CONTINUED)

### (b) Accruals and other payables (CONTINUED)

(iii) As of 31 December 2023 and 2022, accounts payable mainly represents the amount due to suppliers related to the Group's supply chain business;

As of 31 December 2023, the ageing of accounts payable (based on the invoice date) amounting to RMB18.36 million (31 December 2022: RMB4.98 million) was within 1 year (inclusive), RMB1.59 million (31 December 2022: RMB5.20 million) were over 1 year but within 3 years and the rest were over 3 years.

### (iv) Contract liabilities

	At 31 December 2023 於2023年 12月31日 RMB'000 人民幣千元	At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元
Guarantee service and financing consultation service	2,965	4,213
擔保服務及融資諮詢服務		

Payment terms which impact on the amount of contract liabilities recognised are as follows:

When the Group receives a prepayment before the render of services of financing consultation service, this will give rise to contract liabilities at the start of a contract, until the revenue recognised on the project exceeds the amount of the prepayment. The amount of the prepayment, if any, was negotiated on a case by case basis with customers, where the Group generally receives a 100% prepayment on the acceptance of financing related consultation requests before work commences.

All contract liabilities are expected to be recognised as income within one year.

## 25 存入保證金以及應計及其他應付款項(續)

### (b) 應計及其他應付款項(續)

(iii) 於2023年及2022年12月31日，應付款項主要指應付本集團供應鏈業務相關供應商的款項；

截至2023年12月31日，人民幣18.36百萬元(2022年12月31日：人民幣4.98百萬元)應付賬款的賬齡(按發票日期計算)在一年內(含一年)，人民幣1.59百萬元(2022年12月31日：人民幣5.20百萬元)應付賬款的賬齡(按發票日期計算)為1年以上但在3年內，其餘為3年以上。

### (iv) 合約負債

影響確認的合約負債金額的付款條件如下：

當本集團在提供融資諮詢服務前收到預付款時，這將在合約開始時產生合約負債，直至就項目確認的收入超過預付款金額。預付款金額(如有)乃按個別情況與客戶磋商，而本集團一般於工作開始前接受與融資有關的諮詢要求時收取100%預付款。

所有合約負債預期於一年內確認為收入。

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

## 26 DEBT SECURITIES ISSUED

## 26 應付債券

		At 31 December 2023 於2023年 12月31日 RMB'000 人民幣千元	At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元
Corporate Bonds — Par Value	公司債券 — 面值	500,000	500,000
Corporate Bonds — Interest Adjustment	公司債券 — 利息調整	(1,218)	(1,597)
Corporate Bonds — Accrued Interest	公司債券 — 應計利息	12,435	12,435
		<b>511,217</b>	<b>510,838</b>

Fixed rate corporate bonds with nominal value RMB260,000,000 and a term of five years were issued on 18 March 2021, whose coupon rate is 4.60% per annum. Another fixed rate corporate bonds with nominal value RMB240,000,000 and a term of five years were issued on 22 August 2022, whose coupon rate is 3.50% per annum. The Group has an option to adjust the coupon rate for the remaining duration at the end of the third year. After the Group announces whether to adjust the coupon rate, the investors have an option to redeem all or part of the debts held at the nominal amounts.

As of 31 December 2023, the fair value of corporate bonds amounted to RMB501,260,000 (31 December 2022: RMB497,860,000).

固息公司債券於2021年3月18日發行，面值為人民幣260,000,000元，為期五年，票面年利率為4.60%。另一項固息公司債券於2022年8月22日發行，面值為人民幣240,000,000元，為期五年，票面年利率為3.50%。本集團有權於第三年末調整餘下期間的票面利率。於本集團宣佈是否調整票面利率後，投資者有權贖回按面值持有的全部或部分債務。

截至2023年12月31日，公司債券的公允價值為人民幣501,260,000元(2022年12月31日：人民幣497,860,000元)。

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

## 27 OTHER FINANCIAL INSTRUMENTS

## 27 其他金融工具

			At 31 December 2023	At 31 December 2022
			於2023年 12月31日	於2022年 12月31日
			RMB'000	RMB'000
			人民幣千元	人民幣千元
Zhongshan Join-Share	中山中盈盛達	(i)	110,063	103,173
Yunfu Guarantee	雲浮擔保	(ii)	10,000	10,000
Guangdong finance Guarantee	廣東融資擔保	(iii)	30,000	—
			<b>150,063</b>	113,173
Accrued interest	應計利息		502	—
			<b>150,565</b>	113,173

(i) In September 2021, the Company entered into a series of shareholders' agreements with the nominal shareholders of Zhongshan Join-Share ("2021 Shareholders' Agreements"), which stipulated the rights and obligations between the shareholders. On March 15, 2023, the equity transaction was completed between Zhongshan Health and Zhongshan Huoju, and Zhongshan Huoju entered into the confirmation letter confirming the acceptance of all the rights and obligations of Zhongshan Health as agreed in the 2021 Shareholders' Agreement and a concerted action agreement. According to the above agreements, Zhongshan Huoju holds 43% equity interest of Zhongshan Join-Share and enjoys a disproportionate return of its capital contribution with a minimum of 6% per annum depending on the level of Zhongshan Join-Share's actual profitability each year. Zhongshan Join-Share is obligated to distribute all of its distributable profits to its shareholders each year, whereas if it does not generate sufficient profits to distribute the minimum return to Zhongshan Huoju, the Company shall complement the difference to Zhongshan Huoju. However, Zhongshan Huoju's capital contribution is redeemable in full or by part by the Company upon occurrence of contingent events which result in Zhongshan Join-Share's guarantee default rate over 5% in three consecutive years or Zhongshan Join-Share's net asset balance as at any balance sheet date falling below 80% of its paid-in capital. The redemption price shall equal Zhongshan Join-Share's net asset per share on the date of redemption. In the event the Company does not exercise the repurchase upon the occurrence of the relevant contingent events, Zhongshan Huoju has a right to liquidate Zhongshan Join-Share, where the Group shall inevitably deliver cash or financial assets to all other nominal shareholders of Zhongshan Join-Share at a price equal to Zhongshan Join-Share's net asset available for distribution per share on the date of its liquidation.

(i) 於2021年9月，本公司與中山中盈盛達的名義股東訂立一系列股東協議（「2021年股東協議」），當中約定股東之間的權利及義務。2023年3月15日，中山健康與中山火炬完成股權交易，中山火炬訂立確認函，確認接受於2021年股東協議及一致行動協議中約定的中山健康的全部權利及義務。根據上述協議，中山火炬持有中山中盈盛達43%的股權，享有其每年至少6%的不成比例的出資回報，視乎中山中盈盛達每年的實際盈利而定。中山中盈盛達有義務每年將其所有可分配利潤分配予其股東，倘未能產生足夠的利潤向中山火炬分配最低回報，本公司應向中山火炬補足差額。然而，中山火炬的出資於發生或然事件導致中山中盈盛達擔保違約率連續三年超過5%或中山中盈盛達於任何資產負債表日的資產結餘淨額低於其實繳資本的80%時，可由本公司全部或部分贖回。贖回價格應等同於中山中盈盛達於贖回日的每股資產淨值。倘本公司於相關或然事件發生時未行使回購權，中山火炬有權清算中山中盈盛達，而本集團應不可避免地將現金或金融資產交付予中山中盈盛達的所有其他名義股東，價格等於中山中盈盛達於清算日每股可分配的資產淨值。

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

## 27 OTHER FINANCIAL INSTRUMENTS (CONTINUED)

- (ii) In September 2022, the Company entered into a new shareholders' agreements with the nominal shareholders of Yunfu Guarantee ("2022 Yunfu Guarantee Shareholders Agreement"). According to the 2022 Yunfu Guarantee Shareholders Agreement, Guangdong Utrust invested RMB10,000,000 in Yunfu Guarantee as a new nominal shareholder and enjoyed a capital contribution return of 2% per annum. If the profits distributed by Yunfu Guarantee cannot meet the 2% capital contribution return requirements of Guangdong Utrust, the Company shall complement the difference to Guangdong Utrust. At the same time, if the operating conditions of Yunfu Guarantee do not meet certain criteria mentioned in 2022 Shareholders' Agreement, Guangdong Utrust has the right to require the Company to repurchase all of its capital contribution at a redemption price of RMB10,000,000. If the repurchase event arises, the Company shall inevitably deliver cash or financial assets to Guangdong Utrust.
- (iii) In April 2022, the Company entered into a shareholders' agreement with the nominal shareholders of Guangdong Finance Guarantee ("2022 Guangdong Financing Guarantee Shareholders Agreement"). On 3 February 2023, Guangdong Finance Guarantee was established. According to the 2022 Guangdong Financing Guarantee Shareholders Agreement, Guangdong Utrust invested RMB30,000,000 in Guangdong Finance Guarantee as a nominal shareholder and enjoyed a capital contribution return of 2% per annum. If the profits distributed by Guangdong Finance Guarantee cannot meet the 2% capital contribution return requirements of Guangdong Utrust, the Company shall complement the difference to Guangdong Utrust. At the same time, if the operating conditions of Guangdong Finance Guarantee do not meet certain criteria mentioned in the 2022 Guangdong Financing Guarantee Shareholders Agreement, Guangdong Utrust has the right to require the Company to repurchase all of its capital contribution at a redemption price of RMB30,000,000. If the repurchase event arises, the Company shall inevitably deliver cash or financial assets to Guangdong Utrust.

In conclusion, the above three obligations recognized financial liabilities in the consolidated financial statements of the Group, which are accounted as other financial instruments.

## 27 其他金融工具(續)

- (ii) 於2022年9月，本公司與雲浮擔保的名義股東訂立新股東協議（「2022年雲浮擔保股東協議」）。根據2022年雲浮擔保股東協議，廣東粵財作為新名義股東於雲浮擔保投資人民幣10,000,000元，並享受每年2%的出資回報。倘雲浮擔保分配的利潤不能達到廣東粵財要求的2%出資回報，本公司應向廣東粵財補足差額。同時，倘雲浮擔保的經營狀況不符合2022年股東協議中所述的若干標準，廣東粵財有權要求本公司回購其所有出資，贖回價格為人民幣10,000,000元。倘發生回購事件，本公司將不可避免向廣東粵財交付現金或金融資產。
- (iii) 於2022年4月，本公司與廣東融資擔保的名義股東訂立一份股東協議（「2022年廣東融資擔保股東協議」）。於2023年2月3日，廣東融資擔保成立。根據2022年廣東融資擔保股東協議，廣東粵財作為名義股東於廣東融資擔保投資人民幣30,000,000元，並享受每年2%的出資回報。倘廣東融資擔保分配的利潤不能達到廣東粵財要求的2%出資回報，本公司應向廣東粵財補足差額。同時，倘廣東融資擔保的經營狀況不符合2022年廣東融資擔保股東協議中所述的若干標準，廣東粵財有權要求本公司回購其所有出資，贖回價格為人民幣30,000,000元。倘發生回購事件，本公司將不可避免地與廣東粵財交付現金或金融資產。

綜上所述，上述三項義務於本集團綜合財務報表確認為金融負債，作為其他金融工具入賬。

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

## 28 FINANCIAL LIABILITIES MEASURED AT FVPL

## 28 按公允價值計入損益計量的金融負債

		At 31 December 2023 於2023年 12月31日 RMB'000 人民幣千元	At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元
Financial liabilities arising from interests in jointly controlled Trust Plans	共同控制信託計劃權益所產生的金融負債	<b>23,968</b>	1,818

During the year ended 31 December 2023, the Company and a third party group ("Third Party") entered into a series of contractual agreements related to certain designated collective fund trust plans ("Trust Plans"). Under these arrangements, the Company participates in the results with respect to the underlying investments and guarantees losses in excess of those absorbed by the Third Party. The Trust Plans are funded by designated investors. The underlying investments in the Trust Plans mainly include debts to corporate borrowers with pledged notes receivables.

The Company has determined that it shares joint control with the Third Party over the Trust Plans in relation to such matters as review and approval of the underlying investments, and management of defaults. In addition, the Company has determined that its returns from the interests in these Trust Plans are not substantially the same as an ordinary share interest and as such has accounted for these interests as financial liabilities.

截至2023年12月31日止年度，本公司與第三方集團（「第三方」）就若干指定集合資金信託計劃（「信託計劃」）訂立一系列合約協議。根據該等安排，本公司參與與相關投資有關的結果，並對超出第三方所承擔者的虧損作出擔保。信託計劃由指定投資者提供資金。信託計劃的相關投資主要包括向已抵押應收票據的企業借款人借出的債務。

由於本公司與第三方共同對信託計劃底層投資進行審核、批准及違約風險管理，本公司與第三方共同控制上述信託計劃。此外，本公司已確定其於該等信託計劃的權益回報與普通股權益大致上並不相同，因此將該等權益入賬列作金融負債。

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

## 28 FINANCIAL LIABILITIES MEASURED AT FVPL (CONTINUED)

Details of the Group's interest in the Trust Plans, which is accounted for as financial liabilities in the consolidated financial statements, are as follows:

## 28 按公允價值計入損益計量的金融 負債(續)

本集團於信託計劃中的權益在綜合財務報表中列為金融負債，詳情如下：

Names of ventures 企業名稱	Note 附註	Form of business structure 企業結構形式	Date and place of incorporation/ establishment 註冊成立/ 成立日期及地點	Proportion of ownership interest As at 31 December 2023 於2023年12月31日的所有權權益比例					
				Registered capital 註冊資本 unaudited 未經審核	Paid-in capital 實繳股本 unaudited 未經審核	Group's effective interest 本集團的 實際權益	Held by the Company 本公司持有	Held by a subsidiary 子公司持有	Principal activities 主要業務
Yuecai Trust • Huijinkeji 129-1 Collective Fund Trust Plan ("Yuecai Trust Huijinkeji 129-1") ("粵財信託•慧金科技129-1號集合 資金信託計劃")	(i)	Trust plan	June 2021 the PRC	RMB 134,100,000	RMB 134,100,000	50%	50%	0%	Investment
粵財信託•慧金科技129-1號集合資金信託 計劃(「粵財信託•慧金科技129-1號」)	(i)	信託計劃	2021年6月 中國	人民幣 134,100,000元	人民幣 134,100,000元	50%	50%	0%	投資
Yunnan Trust Qingquan 48 Collective Fund Trust Plan ("Yunnan Trust Qingquan 48") ("雲南信託—清泉48號單一資金信託 計劃")	(ii)	Trust plan	January 2021 the PRC	RMB 50,000,000	RMB 50,000,000	50%	50%	0%	Investment
雲南信託—清泉48號單一資金信託計劃 (「雲南信託清泉48號」)	(ii)	信託計劃	2021年1月 中國	人民幣 50,000,000元	人民幣 50,000,000元	50%	50%	0%	投資
Yunnan Trust Qingquan 37 Collective Fund Trust Plan ("Yunnan Trust Qingquan 37") ("雲南信託—清泉37號單一資金信託 計劃")	(iii)	Trust plan	March 2021 the PRC	RMB 161,000,000	RMB 161,000,000	50%	50%	0%	Investment
雲南信託—清泉37號單一資金信託計劃 (「雲南信託清泉37號」)	(iii)	信託計劃	2021年3月 中國	人民幣 161,000,000元	人民幣 161,000,000元	50%	50%	0%	投資



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

## 28 FINANCIAL LIABILITIES MEASURED AT FVPL (CONTINUED)

- (i) The underlying loans of Yuecai Trust • Huijinkeji 129-1 Collective Fund matured in June 2022. After negotiation with the trust investors, the Group is not required to perform the guarantee obligation for a certain grace period.
- (ii) The underlying loans of the Yunnan Trust Qingquan 48 Collective Fund Trust Plan matured in January 2022. After negotiation with the trust investors, the Group is not required to perform the guarantee obligation for a certain grace period.

The liability of aggregate carrying amount of individually immaterial jointly controlled Trust Plans in the consolidated financial statements formed by the above (i) and (ii) Trust Plan, which is amounted to RMB23,968,000.

- (iii) As of 31 December 2023, the underlying loan of the Yunnan Trust Qingquan 37 Collective Fund Trust Plan have all matured. As the borrowers of the underlying loans were unable to repay the principal and interest as expected, the Group fulfilled its obligation of default guarantee payments to the Trust Plan in September 2022 and October 2023 according to the relevant guarantee contract, which was amounted to RMB58,139,000 and RMB49,637,000. In 2022, the Group irrevocably assigned part of defaulted guarantee payments amounted to RMB37,289,000 arising from the above matter to Foshan Properties Management Co., Ltd. for a total consideration of RMB32,000,000. During the year ended 31 December 2023, the Group recovered part of the amount from the debtors, and the balance of the default guarantee payment arising from the above matter was RMB62,758,000 (2022: RMB16,048,000) and the asset of aggregate carrying amount of individually immaterial jointly controlled Trust Plans in the consolidated financial statements is RMB20,166,000. Please see Note 16(ii).

## 28 按公允價值計入損益計量的金融 負債(續)

- (i) 粵財信託•慧金科技129-1號集合基金相關貸款於2022年6月到期。經與信託投資者協商，本集團於若干寬限期內毋須履行擔保責任。
- (ii) 雲南信託清泉48號集合資金信託計劃的相關貸款於2022年1月到期。經與信託投資者協商，本集團於若干寬限期內毋須履行擔保責任。

上述第(i)及(ii)項信託計劃形成綜合財務報表中的單獨非重大共同控制信託計劃的負債總賬面值，金額為人民幣23,968,000元。

- (iii) 截至2023年12月31日，雲南信託清泉37號集合資金信託計劃的相關貸款悉數到期。由於相關貸款的借款人未能如期償還本金及利息，本集團根據相關擔保合同於2022年9月及2023年10月履行對信託計劃違約擔保付款的責任，分別為人民幣58,139,000元及人民幣49,637,000元。於2022年，本集團不可撤回地將上述事項產生的部分違約擔保付款人民幣37,289,000元轉讓予佛山頤和物業管理有限公司，總代價為人民幣32,000,000元。截至2023年12月31日止年度，本集團向債務人收回部分款項，因上述事項產生的違約擔保付款結餘為人民幣62,758,000元(2022年：人民幣16,048,000元)，及於綜合財務報表中個別非重要共同控制信託計劃的資產總面值為人民幣20,166,000元。請見附註16(ii)。

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

## 28 FINANCIAL LIABILITIES MEASURED AT FVPL (CONTINUED)

Summarised financial information of the Trust Plans, adjusted for any differences in accounting policies, and a reconciliation to the carrying amount in the consolidated financial statements, are disclosed below:

Aggregate information of individually immaterial jointly controlled Trust Plans:

## 28 按公允價值計入損益計量的金融 負債(續)

根據會計政策差異調整的信託計劃概要財務資料，以及綜合財務報表中賬面金額的調整，披露如下：

個別非重要共同控制信託計劃的匯總資料：

		31 December 2023 2023年 12月31日 RMB'000 人民幣千元	31 December 2022 2022年 12月31日 RMB'000 人民幣千元
Asset of aggregate carrying amount of individually immaterial jointly controlled Trust Plans in the consolidated financial statements	於綜合財務報表中個別非重要共同控制信託計劃的資產總面值	20,166	—
Liability of aggregate carrying amount of individually immaterial jointly controlled Trust Plans in the consolidated financial statements	於綜合財務報表中個別非重要共同控制信託計劃的負債總面值	23,968	1,818
Aggregate amounts of the Group's share of profit of these controlled Trust Plans in the consolidated financial statements:	本集團於綜合財務報表應佔該等受控制信託計劃的利潤總額：		
Loss from operation and total comprehensive income	經營虧損及全面收益總額	48,623	6,843

As of 31 December 2023, the Company's maximum potential loss in relation to the financial guarantees issued the Trust Plans amounted to RMB95,224,000 (31 December 2022: RMB109,057,000), which would be recognised if the underlying investments of the Trust Plans default completely.

截至2023年12月31日，本集團與發行信託計劃的財務擔保金額有關的最大潛在虧損為人民幣95,224,000元(2022年12月31日：人民幣109,057,000元)。當信託計劃的有關投資完全違約時，上述損失將被確認。

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

## 29 LEASE LIABILITIES

The following table shows the remaining contractual maturities of the Group's lease liabilities at the end of 31 December 2023:

## 29 租賃負債

下表顯示於2023年12月31日結束時本集團租賃負債之剩餘合約到期日：

		31 December 2023 2023年12月31日		31 December 2022 2022年12月31日	
		Present value of the minimum lease payments 最低租賃 付款現值 RMB'000 人民幣千元	Total minimum lease payments 最低租賃 付款總額 RMB'000 人民幣千元	Present value of the minimum lease payments 最低租賃 付款現值 RMB'000 人民幣千元	Total minimum lease payments 最低租賃 付款總額 RMB'000 人民幣千元
Within 1 year	一年內	5,173	5,280	6,088	6,229
After 1 year but within 2 years	一年後但於兩年內	1,590	1,699	5,024	5,354
After 2 years but within 5 years	兩年後但於五年內	3,254	3,854	4,061	4,851
After 5 years	五年後	3,108	4,273	3,792	5,527
		7,952	9,826	12,877	15,732
		13,125	15,106	18,965	21,961
Less: total future interest expenses	減：未來利息開支 總額		(1,981)		(2,996)
Present value of lease liabilities	租賃負債現值		13,125		18,965

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

### 30 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

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

		At 31 December 2023 於2023年 12月31日 RMB'000 人民幣千元	At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元
	Note 附註		
Balance of income tax payable at the beginning of the year	年初應付所得稅餘額	51,684	10,394
Provision for income tax on the estimated taxable profit for the year	年內按估計應課稅利潤計提的所得稅費用	55,097	75,860
Income tax paid during the year	年內已繳納所得稅	(72,148)	(34,570)
Balance of income tax payable at the end of the year	年末應付所得稅餘額	34,633	51,684

### 30 綜合財務狀況表的所得稅

(a) 當期稅項於綜合財務狀況表的變動如下：

(b) Deferred tax assets and liabilities recognised:

The components of deferred tax (liabilities)/assets recognised in the consolidated statement of financial position and the movements during the years ended 31 December 2023 and 2022 are as follows:

(b) 已確認遞延稅項資產及負債：

於綜合財務狀況表確認的遞延稅項(負債)/資產項目及於截至2023年及2022年12月31日止年度的變動如下：

		Deferred tax assets 遞延稅項資產						Deferred tax liabilities 遞延稅項負債				Net 淨額	
		Liabilities from guarantees		Salaries payable and others		Financial instrument	Deductible losses	Interest in associates	Interest in associates		Re-guarantee fee		Total
		擔保負債	減值損失	其他	金融工具				可抵扣虧損	權益			
Note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元		
At 1 January 2023	於2023年 1月1日		22,990	74,987	9,397	6,070	10,663	5,192	129,299	(159)	(434)	(593)	128,706
Recognised to the consolidated statement of profit or loss	於綜合損益表 確認	5(a)	(13,860)	28,007	(1,870)	12,999	(4,763)	1,682	22,195	—	(729)	(729)	21,466
Charged to reserves	計入公積		—	—	—	11,259	—	—	11,259	—	—	—	11,259
At 31 December 2023	於2023年 12月31日		9,130	102,994	7,527	30,328	5,900	6,874	162,753	(159)	(1,163)	(1,322)	161,431

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

**30 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)**

**30 綜合財務狀況表的所得稅(續)**

**(b) Deferred tax assets and liabilities recognised: (CONTINUED)**

**(b) 已確認遞延稅項資產及負債：(續)**

	Note 附註	Deferred tax assets 遞延稅項資產						Deferred tax liabilities 遞延稅項負債				Net 淨額	
		Liabilities from guarantees		Impairment loss	Salaries payable	Financial instrument	Deductible losses	Interest in associates 於聯營公司的 權益	Total 總計	Interest in associates 於聯營公司的 權益	Re-guarantee fee 再擔保費用		Total 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	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元		RMB'000 人民幣千元
At 1 January 2022	於2022年 1月1日		5,894	41,290	8,882	2,712	7,522	2,710	69,010	(159)	124	(35)	68,975
Recognised to the consolidated statement of profit or loss	於綜合損益表 確認	5(a)	17,096	33,697	515	2,498	3,141	2,482	59,429	—	(558)	(558)	58,871
Charged to reserves	計入公積		—	—	—	860	—	—	860	—	—	—	860
At 31 December 2022	於2022年 12月31日		22,990	74,987	9,397	6,070	10,663	5,192	129,299	(159)	(434)	(593)	128,706

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

**(c) 綜合財務狀況表對賬：**

		At 31 December 2023 於2023年 12月31日 RMB'000 人民幣千元	At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元
Net deferred tax assets recognised in the consolidated statement of financial position	於綜合財務狀況表確認的遞延稅項資產淨值	161,724	128,862
Net deferred tax liabilities recognised in the consolidated statement of financial position	於綜合財務狀況表確認的遞延稅項負債淨額	(293)	(156)
		161,431	128,706

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

### 31 CAPITAL, RESERVES AND DIVIDENDS

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

The reconciliation between the opening and closing of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

### 31 資本、儲備及股息

#### (a) 權益項目變動

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

		Share capital 股本 RMB'000 人民幣千元 Note 31(c) 附註31(c)	Share premium 股本溢價 RMB'000 人民幣千元 Note 31(d)(i) 附註31(d)(i)	Surplus reserve 盈餘公積 RMB'000 人民幣千元 Note 31(d)(iv) 附註31(d)(iv)	General reserve 一般風險準備 RMB'000 人民幣千元 Note 31(d)(v) 附註31(d)(v)	Retained earnings 留存收益 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
<b>Balance at 31 December 2021</b>	<b>於2021年12月31日的餘額</b>	1,560,793	133,773	135,985	136,119	107,326	2,073,996
<b>Changes in equity for 2022:</b>	<b>2022年的權益變動：</b>						
Profit for the year	年內利潤	—	—	—	—	47,990	47,990
Total comprehensive income	全面收益總額	—	—	—	—	47,990	47,990
Issue of ordinary shares	發行普通股	—	—	—	—	—	—
Appropriation to surplus reserve	提取盈餘公積	—	—	4,799	—	(4,799)	—
Appropriation to general reserve	提取一般風險準備	—	—	—	4,799	(4,799)	—
Dividends approved in respect of the previous year	上一年度已批准的股息	—	—	—	—	(78,041)	(78,041)
<b>Balance at 31 December 2022</b>	<b>於2022年12月31日的餘額</b>	1,560,793	133,773	140,784	140,918	67,677	2,043,945

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

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

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

		Share capital 股本	Share premium 股本溢價	Surplus reserve 盈餘公積	General reserve 一般風險準備	Retained earnings 留存收益	Total 合計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
		Note 31(c) 附註31(c)	Note 31(d)(i) 附註31(d)(i)	Note 31(d)(iv) 附註31(d)(iv)	Note 31(d)(v) 附註31(d)(v)		
<b>Balance at 31 December 2022</b>	<b>於2022年12月31日的餘額</b>	1,560,793	133,773	140,784	140,918	67,677	2,043,945
<b>Changes in equity for 2023:</b>	<b>2023年的權益變動：</b>						
Profit for the year	年內利潤	—	—	—	—	71,335	71,335
Total comprehensive income	全面收益總額	—	—	—	—	71,335	71,335
Issue of ordinary shares	發行普通股	—	—	—	—	—	—
Appropriation to surplus reserve	提取盈餘公積	—	—	7,603	—	(7,603)	—
Appropriation to general reserve	提取一般風險準備	—	—	—	7,603	(7,603)	—
Dividends approved in respect of the previous year	上一年度已批准的股息	—	—	—	—	(54,704)	(54,704)
<b>Balance at 31 December 2023</b>	<b>於2023年12月31日的餘額</b>	1,560,793	133,773	148,387	148,521	69,102	2,060,576

#### (b) Dividends

In accordance with the resolution of the Company's board of directors' meeting on 27 March 2024, the proposed dividends appropriations for the year ended 31 December 2023 are as follows:

- Cash dividends of RMB31,215,853.74 (2022: RMB54,627,744.05) to all shareholders representing RMB0.02 (2022: RMB0.035) per share before tax.

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

### 31 資本、儲備及股息(續)

#### (a) 權益項目變動(續)

#### (b) 股息

根據於2024年3月27日的本公司董事會會議決議案，截至2023年12月31日止年度建議派付股息如下：

- 向全體股東宣派現金股息人民幣31,215,853.74元(2022年：人民幣54,627,744.05元)，即每股稅前人民幣0.02元(2022年：人民幣0.035元)。

上文所述利潤分派決議案須待本公司股東批准。

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

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

#### (c) Share capital

The share capital of the Company as at 31 December 2023 and 2022 are as below:

		31 December 2023 2023年12月31日		31 December 2022 2022年12月31日	
		No. of shares (‘000) 股份數目 (千股)	RMB’000 人民幣千元	No. of shares (‘000) 股份數目 (千股)	RMB’000 人民幣千元
Ordinary shares, issued and fully paid:	已發行及繳足的普通股：				
As at 1 January	於1月1日	1,560,793	1,560,793	1,560,793	1,560,793
Issuance of new shares	發行新股	—	—	—	—
As at 31 December	於12月31日	1,560,793	1,560,793	1,560,793	1,560,793

### 31 資本、儲備及股息(續)

#### (c) 股本

本公司於2023年及2022年12月31日的股本如下：

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

##### (i) Share premium

The share premium represents the difference between the share capital/par value of the shares of the Company and capital injection/proceeds received from the issuance of the shares of the Company.

##### (ii) Capital reserve

The capital reserve represented the contribution from equity shareholders for purchase of shares from subsidiaries.

#### (d) 儲備性質及目的

##### (i) 股本溢價

股本溢價指本公司股本／股份面值與注資／發行本公司股份所得款項之間的差額。

##### (ii) 資本公積

資本公積指股權持有人就購買子公司股份的出資。



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

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

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

##### (iii) Fair value reserve

The fair value reserve comprises the cumulative net change in the fair value of financial assets (FVOCI) measured at fair value held at the end of the reporting period and is dealt with in accordance with the accounting policies in Note 1(e)(i).

##### (iv) Surplus reserve

Surplus reserve comprises statutory surplus reserve and discretionary surplus reserve.

The entities established in the PRC are required to appropriate 10% of its net profit, as determined under the China Accounting Standards for Business Enterprises and other relevant regulations issued by the Ministry of Finance of the PRC ("MOF"), to the statutory surplus reserve until the balance reaches 50% of the registered capital.

Subject to the approval of equity holders of the entities established in the PRC, statutory surplus reserves may be used to net off with accumulated losses, if any, and may be converted into capital, provided that the balance of statutory surplus reserve after such capitalization is not less than 25% of the registered capital before capitalization.

After making the appropriation to the statutory surplus reserve, the Group may also appropriate its net profit to the discretionary surplus reserve upon approval by shareholders.

### 31 資本、儲備及股息(續)

#### (d) 儲備性質及目的(續)

##### (iii) 公允價值公積

公允價值公積包括於報告期末所持按公允價值計量的金融資產(按公允價值計入其他全面收益)的公允價值的累積淨變動，並已根據附註1(e)(i)所載的會計政策處理。

##### (iv) 盈餘公積

盈餘公積包括法定盈餘公積及任意盈餘公積。

於中國成立的實體須將其純利的10%(根據中國財政部(「財政部」)頒佈的中國企業會計準則及其他相關規例釐定)劃撥至法定盈餘公積，直至餘額達到註冊資本的50%。

在於中國成立的實體的權益持有人批准的情況下，法定盈餘公積可用於彌補累計虧損(如有)，亦可轉撥至資本，惟於該資本化完成後法定盈餘公積的餘額不得低於資本化完成前註冊資本的25%。

在劃撥至法定盈餘公積後，本集團亦可於獲股東批准後劃撥純利至任意盈餘公積。

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

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

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

##### (v) General reserve

Pursuant to relevant regulations, the Company and its subsidiaries engaged in credit guarantee business are required to set aside a general reserve through appropriations of profit after tax according to 10% of its net profit as determined under the Accounting Standards for Business Enterprises and other relevant requirements issued by MOF after making good prior year's accumulated loss to cover potential losses against their assets.

Pursuant to relevant MOF notices, Foshan Micro Credit is required to set aside a general reserve to cover potential losses against its assets, and the minimum general reserve balance should be 1.5% of the ending balance of gross risk-bearing assets.

#### (e) Capital management

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

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher equity holder/shareholders returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

There were no changes in the Group's approach to capital management during the years ended 31 December 2023 and 2022.

### 31 資本、儲備及股息(續)

#### (d) 儲備性質及目的(續)

##### (v) 一般風險準備

根據相關規定，本公司及其從事信貸擔保業務之子公司須從稅後利潤中提取一定金額為一般風險準備，金額為彌補以前年度累計虧損後的淨利潤的10%（根據財政部頒發的企業會計準則及其他相關規例而釐定），以彌補其資產可能出現的虧損。

根據相關的財政部通告，佛山小額貸款須預留一般風險準備以彌補資產可能發生的損失，而一般風險準備的最小餘額須為附有風險資產總額年結餘額的1.5%。

#### (e) 資本管理

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

本集團積極地定期覆核並管理其資本架構，以在較高股權持有人／股東回報情況下可能伴隨的較高借貸水平，以及良好的資本狀況帶來的好處與保證之間取得平衡，並依據經濟狀況的變動調整資本架構。

截至2023年及2022年12月31日止年度內，本集團的資本管理方法並無改變。

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

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

#### (e) Capital management (CONTINUED)

Particularly for guarantee and credit loan operation, the Group monitors regularly the residual balance of outstanding guarantees or/and credit loans for single customers and multiples of the total outstanding guarantees or/and credit loans in relation to share capital of companies in the Group engaging guarantee or/and credit loan business respectively, so as to keep the capital risk within an acceptable limit. The decision to manage the share capital of companies in the Group to meet the needs of developing guarantee or/and credit loans business rests with the directors.

### 32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

Exposure to credit, interest rate, liquidity and currency risks arises in the normal course of the Group's business. The Group's exposure to these risks and the financial risk management policies and practice used by the Group to manage these risks are described below.

#### (a) Credit risk

Credit risk arises from a customer's inability or unwillingness to meet its financial obligations to make timely payments under loans the Group guaranteed or provided. Credit risk is primarily attributable to unexpired guarantees issued by the Group, loans and advances to customers and trade and other receivables provided by the Group.

The maximum exposure to credit risk is represented by the net carrying amount of each type of financial assets as of the end of the reporting periods. In addition to guarantees issued as disclosed below, the Group has no credit risk arising from any other guarantee.

### 31 資本、儲備及股息(續)

#### (e) 資本管理(續)

針對擔保及信用貸款業務，本集團定期監察單一客戶的未償還擔保餘額或／及信用貸款餘額及本集團旗下從事擔保或／及信用貸款業務公司各自的未償還擔保或／及信用貸款總額與股本的倍數，以保持資本風險處於可接受的範圍內。有關管理本集團旗下公司的股本以符合發展擔保或／及信用貸款業務的需要的決策由董事作出。

### 32 財務風險管理及金融工具的公允價值

本集團的日常業務過程中面臨信用、利率、流動性及貨幣風險。本集團面臨的風險敞口、實行的財務風險管理政策及本集團管理該等風險的慣例如下所述。

#### (a) 信用風險

信用風險來自本集團所提供擔保或提供貸款的客戶無力或不願及時履行其財務責任。信用風險主要來自本集團發出的未到期擔保、本集團提供的發放貸款及墊款和應收及其他應收款項。

所面對的最大信用風險指於報告期末各種金融資產的淨賬面值。除下列所披露的發出的擔保外，本集團概無任何其他擔保產生的信用風險。

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

## 32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### (a) Credit risk (CONTINUED)

#### *Credit risk arising from guarantees issued operations:*

The Group has taken measures to identify credit risks arising from guarantees issued operations. The Group manages credit risk at every stage of the risk management system, including pre-approval, review and credit approval and post-transaction monitoring processes. The Group conducts customer acceptance and due diligence by business department and risk management department during the pre-approval process. A transaction may be subject to the review and approval of credit approval officer, regional risk committee, or chairman depending on the transaction size.

During the post-transaction monitoring process, the Group conducts on-site inspection and ongoing post-transaction reviews focus on various aspects, including but not limited to customers' product markets, operating income, assets and liabilities, cash flows from operating activities to detect potential risks. The Group takes proactive preventive actions based on the risk analysis and designs contingency plans accordingly.

When a certain number of clients undertake the same business activities, stay in the same geographical locations, or bear similar economic features for their industries, their ability to fulfil contracts will be affected by the same economic changes. Concentration of credit risk reflects the sensitivity of the Group's operating results to specific industries or geographical locations. As the Group mainly operates its businesses in the PRC, there exists a certain level of geographical concentration risk for its guarantee and loan portfolios in that it might be affected by changes in the PRC economic conditions.

## 32 財務風險管理及金融工具的公允價值(續)

### (a) 信用風險(續)

#### *發出的擔保業務產生的信用風險：*

本集團已採取措施識別發出的擔保業務產生的信用風險。本集團通過風險管理系統管理每個階段的信用風險，包括事前審批、審查、信用審批及擔保後回訪。於審批前，本集團委派業務部及風險管理部進行客戶接納及盡職審查。根據交易的規模而定，交易可能交由信用審批人、地區風險委員會或主席審查及審批。

擔保後回訪中，本集團就(包括但不限於)客戶產品市場、經營收入、資產負債情況、經營活動的現金流量等多個方面進行實地檢查及持續擔保後回訪，以偵測潛在風險。本集團根據風險分析作出積極的防範措施並設計相應的應變計劃。

當若干數量的客戶進行相同的業務活動，處於相同的地理位置或其行業具有相似的經濟特性，彼等的履約能力將受到同一經濟變化的影響。信用風險的集中程度反映了本集團業績對某一特定行業或地理位置的敏感程度。由於本集團主要在中國經營業務，其擔保及貸款組合因此承擔一定的地理集中風險，並可能因中國經濟狀況的變化而受到影響。

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

## 32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### (a) Credit risk (CONTINUED)

#### *Credit risk arising from guarantees issued operations: (CONTINUED)*

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

		31 December 2023 2023年 12月31日 RMB'000 人民幣千元	31 December 2022 2022年 12月31日 RMB'000 人民幣千元
Performance guarantee	履約擔保	5,261,559	5,893,316
Financing guarantee	融資擔保	4,576,108	4,356,958
Litigation guarantee	訴訟擔保	6,501	31,411
Subtotal	小計	<b>9,844,168</b>	10,281,685
Less: Customer pledged deposits	減：存入保證金	<b>(51,559)</b>	(73,328)
Total	合計	<b>9,792,609</b>	10,208,357

The total maximum guarantees issued represent the maximum potential loss that would be recognised if counterparties failed completely to perform as contracted.

## 32 財務風險管理及金融工具的公允價值(續)

### (a) 信用風險(續)

#### *發出的擔保業務產生的信用風險：(續)*

已發出的擔保：於各報告期末，已發出的最高擔保總額(扣除反擔保)如下：

已發出的最高擔保總額為倘對手方完全不能按合約履行將確認的最大潛在損失。

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

## 32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### (a) Credit risk (CONTINUED)

#### *Credit risk arising from guarantees issued operations: (CONTINUED)*

The maximum exposure to credit risk in respect of guarantees issued (net of counter-guarantees) by industry at 31 December 2023 and 2022 are as follows:

		31 December 2023		31 December 2022	
		2023年12月31日		2022年12月31日	
		RMB'000	%	RMB'000	%
		人民幣千元	%	人民幣千元	%
Construction	建造業	3,276,059	33%	3,909,929	38%
Real estate	房地產	1,766,457	17%	2,094,321	20%
Manufacturing	製造業	1,559,275	15%	1,744,331	17%
Wholesale	批發	1,289,136	13%	924,861	8%
Leasing and commercial services	租賃及商業服務	602,593	6%	463,035	5%
Retail	零售業	424,043	4%	381,773	3%
Technology services	技術服務業	349,057	4%	252,519	2%
Transportation warehousing and postal service	交通運輸、倉庫業及郵政服務	63,641	1%	62,831	1%
Service industry	服務業	42,376	1%	28,578	1%
Agriculture	農業	34,195	1%	44,579	1%
Finance	金融	9,000	1%	24,910	1%
Others	其他	428,336	4%	350,018	3%
Total of guarantees issued	已發出的擔保合計	9,844,168	100%	10,281,685	100%

## 32 財務風險管理及金融工具的公允價值(續)

### (a) 信用風險(續)

#### *發出的擔保業務產生的信用風險：*

於2023年及2022年12月31日按行業劃分的已發出擔保的信用風險最高承擔額(扣除反擔保)如下：

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

## 32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### (a) Credit risk (CONTINUED)

#### ***Credit risk arising from financial assets measured at amortized cost:***

The Group adopts similar pre-approval, review and credit approval risk management system for credit risk arising from financial assets measured at amortized cost. During the post-transaction monitoring process, the Group conducts a visit of customers regularly after disbursement of loans and receivables, and conducts on-site inspection on a regular basis. The review focuses on the use of loans and receivables, the financial and operational conditions of the borrowers or the progress of projects and status of the collateral.

The Group classifies financial assets measured at amortized cost into three stages and makes provisions for expected credit losses accordingly, depending on whether credit risk on that financial instrument has increased significantly since initial recognition.

#### ***Significant increase in credit risk***

The assessment of significant increase since initial recognition in the credit risk is performed at least on a quarterly basis for financial assets held by the Group. The Group takes into consideration all reasonable and supportable information (including forward-looking information) that reflects significantly change in credit risk for the purposes of classifying financial assets. The main considerations are regulatory and operating environment, internal and external credit risk gradings, debt-servicing capacity, operating capabilities, contractual terms, and repayment records. The Group compares the risk of default of a single financial asset or a portfolio of financial assets with similar credit risk characteristics as at statement of financial position date and its risk of default at the date of initial application to determine changes in the risk of default during the lifetime of a financial asset or a portfolio of financial assets. In determining whether credit risk of a financial asset has increased significantly since initial recognition, the Group considers factors indicating whether the probability of default has risen sharply, whether the financial asset has been past due (except micro-lending, which is past due within 7 days), whether the market price has been falling to assess deterioration.

## 32 財務風險管理及金融工具的公允價值(續)

### (a) 信用風險(續)

#### ***按攤銷成本計量的金融資產的信用風險：***

本集團就按攤銷成本計量的金融資產的信用風險採取類似的事前審批、審查及信用審批風險管理系統。貸後回訪中，本集團於發放貸款及應收款項後定期回訪客戶，並定期進行實地檢查。審查主要集中於貸款及應收款項用途、借款人的財務及經營狀況或項目進度及抵質押品的狀況。

本集團視乎金融工具的信用風險自初始確認後是否出現大幅提高而將以攤銷成本計量的金融資產劃分為三個階段，並據此計提預期信貸虧損。

#### ***信用風險顯著增加***

本集團至少每季度評估一次金融資產的信用風險自初始確認後是否發生顯著增加。本集團進行金融資產分類時充分考慮反映其信用風險是否出現顯著變化的各種合理且有依據的資料，包括前瞻性資料。主要考慮因素有監管及經營環境、內外部信用風險評級、償債能力、經營能力、合約條款、還款記錄等。本集團以單項金融資產或者具有相似信用風險特徵的金融資產組合為基礎，通過比較金融資產在財務狀況表日發生違約的風險與在初始應用日發生違約的風險，以確定金融資產或金融資產組合於存續期內發生違約風險的變化情況。本集團通過考慮違約概率是否大幅上升、金融資產是否逾期(不包括逾期7日內的小額貸款)、市場價格是否下跌等因素，判斷金融資產的信用風險自初始確認後是否發生顯著增加。

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

## 32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### (a) Credit risk (CONTINUED)

#### *Impairment assessment*

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

#### *Description of parameters, assumptions, and estimation techniques*

Expect for the credit-impaired financial assets, expected credit losses (“ECL”) is measured at an amount equal to 12-month ECL or lifetime ECL depending on whether a significant increase in credit risk has occurred since initial recognition or whether an asset is considered to be credit-impaired. ECL is the product of the Probability of Default (“PD”), Loss Given Default (“LGD”), and Exposure at Default (“EAD”), considering the time value of money. Related definitions are as follows:

PD is the possibility that a customer will default on its obligation within a certain period of time in light of forward-looking information.

LGD is the magnitude of the likely loss if there is a default in light of forward-looking information.

EAD refers to the total amount of on- and off-balance sheet exposures in the event of default and is determined based on the historical repayment records.

## 32 財務風險管理及金融工具的公允價值(續)

### (a) 信用風險(續)

#### *減值評估*

- 債務人發生重大債務困難；
- 違反合約，如逾期或拖欠償還利息或本金；
- 借款人很可能破產或進行其他財務重組；
- 技術、市場、經濟或法律環境發生重大改變對債務人造成不利影響；或
- 因發行人財務困難，導致證券失去活躍市場。

#### *對參數、假設及估計技術的說明*

對於信貸減值的金融資產，預期信貸虧損(「預期信貸虧損」)按等於12個月預期信貸虧損或整個存續期預期信貸虧損的金額計量，具體要取決於自初始確認後信用風險是否發生顯著提高或資產是否被認為是信用減損。預期信貸虧損是違約概率(「違約概率」)、違約損失率(「違約損失率」)及違約風險敞口(「違約風險敞口」)三者的乘積，並考慮了貨幣的時間價值。相關定義如下：

違約概率是指考慮前瞻性資料後，客戶在未來一定時期內發生違約的可能性。

違約損失率是指考慮前瞻性資料後，預計違約可能導致的損失金額。

違約風險敞口是指預期違約時的表內和表外風險敞口總額，違約風險敞口根據歷史還款情況統計結果進行確認。



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

## 32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### (a) Credit risk (CONTINUED)

#### *Description of parameters, assumptions, and estimation techniques (CONTINUED)*

The assumptions underlying the ECL calculation, such as how the PDs and LGDs of different maturity profiles change are monitored and reviewed on a quarterly basis by the Group.

There have been no significant changes in estimation techniques or significant assumptions made during the year.

The impairment loss on credit-impaired assets applied cash flow discount method, if there is objective evidence that an impairment loss has incurred, the amount of the loss is measured as the difference between the asset's gross carrying amount and the present value of estimated future cash flows discounted at the asset's original effective interest rate. The allowance for impairment loss is deducted in the carrying amount. The impairment loss is recognised in the statement of profit or loss.

It may not be possible to identify a single, or discrete events that result in the impairment, but it may be possible to identify impairment through the combined effect of several events. The impairment losses are evaluated at the end of each reporting period, unless unforeseen circumstances require more careful attention.

#### *Write-off policy*

The Group writes off financial assets when it has exhausted practical recovery efforts and has concluded there is no reasonable expectation of recovery.

## 32 財務風險管理及金融工具的公允價值(續)

### (a) 信用風險(續)

#### *對參數、假設及估計技術的說明(續)*

本集團每季度監控並覆核預期信貸虧損計算相關的假設，包括各期限下的違約概率及違約損失率的變動情況。

本年度，估計技術或關鍵假設未發生重大變化。

已發生信用減值的資產減值損失採用貼現現金流法，如果有客觀證據顯示出現減值損失，虧損金額以資產賬面總額與按資產原實際利率折現的預計未來現金流量的現值之間的差額計量。通過減值損失準備相應調低資產的賬面金額。減值損失金額於損益表內確認。

本集團可能無法確定導致減值的單一的或分散的事件，但是可以通過若干事件所產生的綜合影響確定減值。除非有其他不可預測的情況存在，本集團在各報告期末對減值損失進行評估。

#### *核銷政策*

當本集團執行了相關必要的程序後，金融資產仍然未能收回時，則將其進行核銷。

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

## 32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### (b) Interest rate risk

The Group is principally engaged in the provision of credit guarantee, lending and related consulting services to SME enterprises in the PRC. Its interest rate risk arises primarily from deposits with banks, receivable investments and interest-bearing borrowings.

The Group has adopted a series of core indicators for interest rate risk management, standards for interest rate sensitivity gap analysis and guidelines for its interest rate risk management. The analysis of the Group's interest rate risk includes an assessment of the incremental gaps between interest-sensitive assets and liabilities as a result of an interest rate change. The Group manages its interest rate risk exposure by adjusting the structure of its assets and liabilities based on an assessment of potential changes in interest rate using gap analysis, which provides a measure of repricing characteristics of the Group's assets and liabilities.

## 32 財務風險管理及金融工具的公允價值(續)

### (b) 利率風險

本集團主要於中國從事向中小微企業提供信用擔保、貸款及提供相關顧問服務。本集團的利率風險主要源自銀行存款、應收款項類投資及計息借款。

本集團已採納一系列利率風險管理的核心指標、利率敏感度缺口分析標準及利率風險管理指引。本集團的利率風險分析包括評核利息敏感資產及負債因利率變動而產生的增量缺口。本集團透過基於以缺口分析(計量本集團資產及負債的重新定價特徵)評核利率的潛在變動，調整其資產及負債架構的方法，管理利率風險。

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

**32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)**

**32 財務風險管理及金融工具的公允價值(續)**

**(b) Interest rate risk (CONTINUED)**

**(b) 利率風險(續)**

**(i) Interest rate profile**

**(i) 利率概況**

		31 December 2023 2023年 12月31日 RMB'000 人民幣千元	31 December 2022 2022年 12月31日 RMB'000 人民幣千元
<b>Fixed interest rate</b>	<b>固定利率</b>		
<i>Financial assets</i>	<i>金融資產</i>		
— Term deposits with banks and restricted bank deposits	— 銀行定期存款及受限制銀行存款	384,614	237,401
— Pledged deposits	— 存出保證金	221,269	298,157
— Trade and other receivables	— 應收及其他應收款項	186,744	226,542
— Loans and advances to customers	— 發放貸款及墊款	879,246	707,345
— Factoring receivables	— 應收保理款項	123,871	179,659
— Receivable investments	— 應收款項類投資	25,308	24,787
— Financial assets measured at FVPL	— 按公允價值計入損益計量的金融資產	24,928	24,928
		<b>1,845,980</b>	1,698,819
<i>Financial liabilities</i>	<i>金融負債</i>		
— Interest-bearing borrowings	— 計息借款	(209,990)	(162,700)
— Other financial instruments	— 其他金融工具	(40,000)	(10,000)
— Notes payable	— 應付票據	(60,000)	—
— Debt securities issued	— 應付債券	(498,782)	(498,403)
		<b>(808,772)</b>	(671,103)
<b>Net</b>	<b>淨值</b>	<b>1,037,208</b>	1,027,716
<b>Variable interest rate</b>	<b>浮動利率</b>		
<i>Financial assets</i>	<i>金融資產</i>		
— Cash at banks	— 銀行存款	833,188	844,599
— Pledged deposits	— 存出保證金	36,487	30,055
		<b>869,675</b>	874,654
<i>Financial liabilities</i>	<i>金融負債</i>		
— Other financial instruments	— 其他金融工具	(110,063)	(103,173)
		<b>(110,063)</b>	(103,173)
<b>Net</b>	<b>淨值</b>	<b>759,612</b>	771,481
<b>Total net financial assets</b>	<b>淨金融資產總額</b>	<b>1,796,820</b>	1,799,197
<b>Net fixed rate financial assets as a percentage of total net financial assets</b>	<b>固定利率金融資產淨額佔淨金融資產總額的百分比</b>	<b>58%</b>	57%

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

## 32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### (b) Interest rate risk (CONTINUED)

#### (ii) Sensitivity analysis

At 31 December 2023, it is estimated that a general increase of 50 basis points in interest rates, with all other variables held constant, would increase the Group's profit after taxation and retained profits for the next 12 months by approximately RMB2,942,030 (2022: RMB2,986,530).

The sensitivity analysis above indicates the exposure to interest rate risk arising from floating rate non-derivative instruments and fixed rate interest-bearing financial assets measured at FVPL held by the Group at the end of the reporting period.

### (c) Liquidity risk

Liquidity risk is the risk that the Group fails to meet the demands associated with its payables due, new borrowings and reasonable financing activities, or encounter difficulties in meeting these demands with reasonable costs.

The major liquidity management approaches of the Group include forecasting the fund inflows and outflows according to the market trend to maintain an adequate funding base; improving credit risk management; establishing the liquidity risk early warning system and business continuity plan; etc.

Management regularly monitors the Group's liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and long term.

## 32 財務風險管理及金融工具的公允價值(續)

### (b) 利率風險(續)

#### (ii) 敏感性分析

於2023年12月31日，在所有其他變量不變的情況下，假定利率整體上浮50個基點，估計將會導致本集團於未來12個月的稅後利潤及留存利潤上升約人民幣2,942,030元（2022年：人民幣2,986,530元）。

上述敏感性分析列出本集團於報告期末持有的浮動利率非衍生工具及按公允價值計入損益計量的固定利率金融資產所產生的利率風險。

### (c) 流動性風險

流動性風險即本集團未能滿足與其到期應付款項、新增借款及合理融資活動有關的需求，或難以以合理成本滿足該等需求的風險。

本集團管理流動性的主要方法包括根據市場趨勢預測資金流入及流出，以維持充足的資金基礎、改善信用風險管理、設立流動性風險的提前警示系統，以及業務持續性規劃等。

管理層定期監控本集團的流動資金需求，以確保本集團維持足夠的現金儲備以應對短期及長期的流動性需求。

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

## 32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### (c) Liquidity risk (CONTINUED)

#### (i) Contractual undiscounted cash flow

The following tables provide an analysis of the contractual undiscounted cash flow of the customer pledged deposits and liabilities of the Group at the end of the years. The Group expected cash flows on these items may vary significantly from this analysis.

## 32 財務風險管理及金融工具的公允價值(續)

### (c) 流動性風險(續)

#### (i) 未折現合同現金流量

於年末，本集團存入保證金及負債的未折現合同現金流量分析如下。本集團預期該等項目的現金流量或會與本分析有重大不同。

		31 December 2023 2023年12月31日							
		Contractual undiscounted cash outflows	Indefinite	Repayable on demand	Within three months	Between three months and one year	Between one year and five years	More than five years	
		Carrying amount							
		賬面價值	現金流出	無期限	實時償還	三個月內	一年	一年至五年	五年以上
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Liabilities</b>	<b>負債</b>								
Customer pledged deposits	存入保證金	49,491	49,491	398	—	10,840	18,026	20,227	—
Other financial instruments	其他金融工具	150,565	150,565	150,063	—	—	502	—	—
Interest-bearing borrowings	計息借款	210,455	217,524	—	—	58,199	159,325	—	—
Lease liabilities	租賃負債	13,125	15,106	—	—	1,412	3,868	5,553	4,273
Other financial liabilities	其他金融負債	38,273	38,273	—	—	17,374	16,526	3,423	950
Notes payable	應付票據	60,000	60,000	—	—	—	60,000	—	—
Debt securities issued	應付債券	511,217	570,716	—	—	5,255	16,057	549,404	—
Financial liabilities measured at FVPL	按公允價值計入損益計量的金融負債	23,968	23,968	—	23,968	—	—	—	—
<b>Total</b>	<b>合計</b>	<b>1,057,094</b>	<b>1,125,643</b>	<b>150,461</b>	<b>23,968</b>	<b>93,080</b>	<b>274,304</b>	<b>578,607</b>	<b>5,223</b>
Guarantee issued Maximum amount guaranteed*	已發行的擔保 擔保上限金額*		9,844,168	79,194	—	2,156,097	3,585,582	4,023,295	—

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

## 32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

## 32 財務風險管理及金融工具的公允價值(續)

### (c) Liquidity risk (CONTINUED)

### (c) 流動性風險(續)

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

#### (i) 未折現合同現金流量(續)

		31 December 2022 2022年12月31日							
		Contractual undiscounted cash outflows	Indefinite	Repayable on demand	Within three months	Between three months and one year	Between one year and five years	More than five years	
		Carrying amount							
		賬面價值	無期限	實時償還	三個月內	三個月至一年	一年至五年	五年以上	
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Liabilities</b>	<b>負債</b>								
Customer pledged deposits	存入保證金	71,260	71,260	825	—	11,117	26,434	32,884	—
Other financial instruments	其他金融工具	113,173	113,173	113,173	—	—	—	—	—
Interest-bearing borrowings	計息借款	162,872	180,950	—	—	9,724	171,226	—	—
Lease liabilities	租賃負債	18,965	21,961	—	—	1,573	4,656	10,205	5,527
Other financial liabilities	其他金融負債	33,334	33,334	—	—	15,596	11,488	6,212	38
Debt securities issued	應付債券	510,838	587,862	—	—	—	—	587,862	—
Financial liabilities measured at FVPL	按公允價值計入損益計量的金融負債	1,818	1,818	—	622	—	1,196	—	—
<b>Total</b>	<b>合計</b>	<b>912,260</b>	<b>1,010,358</b>	<b>113,998</b>	<b>622</b>	<b>38,010</b>	<b>215,000</b>	<b>637,163</b>	<b>5,565</b>
Guarantee issued	已發行的擔保								
Maximum amount guaranteed*	擔保上限金額*		10,281,685	118,999	—	1,604,015	3,814,055	4,744,616	—

\* The maximum amount guaranteed represents the total amount of liability should all customers default. Since a significant portion of guarantee is expected to expire without being called upon, the maximum liabilities do not represent expected future cash outflows.

\* 擔保上限金額等於倘所有客戶違約情況下之負債總額。由於絕大部分的擔保預期在不會被要求履行償還義務的情況下到期，故負債的上限金額並不表示預期未來現金流出。

### (d) Currency risk

The Group's businesses are principally conducted in RMB, while most of the Group's monetary assets and liabilities are denominated in RMB. At the end of the reporting period, the recognised assets or liabilities are mainly denominated in the functional currency of the Group entity to which they relate. The Group's currency risk mainly arises from foreign currency banks deposits. Management closely monitors foreign currency exposure and will consider hedging significant foreign currency exposure should the need arise.

### (d) 貨幣風險

本集團的業務主要以人民幣進行，而本集團的大部分貨幣資產及負債乃以人民幣計值。於報告期末，已確認資產或負債主要以與其相關的本集團實體的功能貨幣計值。本集團貨幣風險主要源於外幣銀行存款。管理層密切監控外幣風險，並將於需要時考慮對沖重大外幣風險。

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

## 32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### (d) Currency risk (CONTINUED)

On the other hand, RMB is not a freely convertible currency and the PRC government may at its discretion restrict to foreign currencies for current account transactions in the future. Changes in the foreign exchange control system may prevent the Group from satisfying sufficient foreign currency demands and the Group may not be able to pay dividend in foreign currencies to its equity shareholders.

### (e) Fair values

#### (i) *Financial assets and liabilities measured at fair value*

The following table presents the carrying value of financial instruments measured at fair value at the end of the reporting period across the three levels of the fair value hierarchy defined in HKFRS 13, Fair Value Measurement, with the fair value of each financial instrument categorised in its entirety based on the lowest level of input that is significant to that fair value measurement. The levels are defined as follows:

Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.

Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.

Level 3 valuations: Fair value measured using significant unobservable inputs.

## 32 財務風險管理及金融工具的公允價值(續)

### (d) 貨幣風險(續)

另一方面，人民幣並非可自由兌換的貨幣，中國政府日後可能酌情限制使用外幣進行往來賬目交易。外匯管制制度的變動或會阻礙本集團應付充分的外幣需求，而本集團亦未必能夠以外幣向其權益股東支付股息。

### (e) 公允價值

#### (i) *以公允價值計量的金融資產及負債*

下表按香港財務報告準則第13號「公允價值計量」所界定的公允價值三個層級列示了本集團以公允價值計量的金融工具於報告期末的賬面價值，各金融工具的公允價值以對公允價值計量而言關係重大的最低層級輸入數據為依據進行整體分類。三個層次定義如下：

第一層次估值：僅使用第一層次輸入數據計量的公允價值，即於計量日在活躍市場對相同資產或負債未經調整的報價。

第二層次估值：使用第二層次輸入數據計量的公允價值，即不符合第一層次的可觀察輸入數據及未有採用不可觀察的重要輸入數據。不可觀察輸入數據乃指無法取得市場資料的數據。

第三層次估值：使用不可觀察的重要輸入數據計量的公允價值。

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

## 32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### (e) Fair values (CONTINUED)

#### (i) Financial assets and liabilities measured at fair value (CONTINUED)

The Group has a team performing valuations for the financial instruments, including unlisted equity securities and redemption options which are categorised into Level 3 of the fair value hierarchy. The team reports directly to the chief financial officer. Valuation reports with analysis of changes in fair value measurement are prepared by the team at each reporting date, and is reviewed and approved by the chief financial officer. The Group also reassess the valuation process and results regularly.

Financial assets and liabilities measured at fair value are disclosed below:

## 32 財務風險管理及金融工具的公允價值(續)

### (e) 公允價值(續)

#### (i) 以公允價值計量的金融資產及負債(續)

本集團擁有一支團隊為金融工具進行估值，包括分類為公允價值層級第三層次的非上市權益證券及贖回權。該團隊直接向財務總監匯報。於各報告日，該團隊編製載有公允價值計量變動分析的估值報告，並由財務總監審批。本集團亦定期重新評估估值過程及結果。

以公允價值計量的金融資產及負債披露如下：

		31 December 2023 2023年12月31日			
		Level 1 第一層次 RMB'000 人民幣千元	Level 2 第二層次 RMB'000 人民幣千元	Level 3 第三層次 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Recurring fair value measurements	經常性公允價值計量				
Assets:	資產：				
Financial assets measured at FVOCI	按公允價值計入其他全面收益計量的金融資產	—	—	25,371	25,371
Financial assets measured at FVPL	按公允價值計入損益計量的金融資產	—	—	81,689	81,689
Total assets measured at recurring fair value	按經常性公允價值計量的資產總計	—	—	107,060	107,060
Liabilities:	負債：				
Financial liabilities measured at FVPL	按公允價值計入損益計量的金融負債	—	—	(23,968)	(23,968)
Total liabilities measured at recurring fair value	按經常性公允價值計量的負債總計	—	—	(23,968)	(23,968)



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

**32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)**

**32 財務風險管理及金融工具的公允價值(續)**

**(e) Fair values (CONTINUED)**

**(e) 公允價值(續)**

**(i) Financial assets and liabilities measured at fair value (CONTINUED)**

**(i) 以公允價值計量的金融資產及負債(續)**

		31 December 2022 2022年12月31日			
		Level 1 第一層次	Level 2 第二層次	Level 3 第三層次	Total 合計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Recurring fair value measurements	經常性公允價值計量				
Assets:	資產：				
Financial assets measured at FVOCI	按公允價值計入其他全面收益計量的金融資產	—	—	76,163	76,163
Financial assets measured at FVPL	按公允價值計入損益計量的金融資產	—	—	40,943	40,943
Total assets measured at recurring fair value	按經常性公允價值計量的資產總計	—	—	117,106	117,106
Liabilities:	負債：				
Financial liabilities measured at FVPL	按公允價值計入損益計量的金融負債	—	—	(1,818)	(1,818)
Total liabilities measured at recurring fair value	按經常性公允價值計量的負債總計	—	—	(1,818)	(1,818)

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

## 32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### (e) Fair values (CONTINUED)

#### (i) Financial assets and liabilities measured at fair value (CONTINUED)

Information about Level 3 fair value measurements

The valuation techniques used and the qualitative and quantitative information of key parameters for recurring fair value measurements categorized within Level 3. Quantitative information of Level 3 fair value measurement is as below:

	Fair value as at 31 December 2023 於2023年12月31日 的公允價值	Fair value as at 31 December 2022 於2022年12月31日 的公允價值	Valuation techniques 估值技術	Significant unobservable input 重大不可觀察 輸入數據
Unlisted equity instruments 非上市權益工具	37,523	89,138	Comparable transactions, Asset-based, Transaction case comparison 可資比較交易、資產基礎、交易案例比較	Discount for lack of marketability 缺乏流通性折價
Convertible bonds 可轉換債券	24,928	24,928	Discounted cash flow 折現現金流量	Risk-adjusted discount rate 風險調整折現率
Redemption option arising from unlisted equity instruments 非上市權益工具產生的贖回權	1,556	3,040	B-S Model B-S模型	Risk-adjusted discount rate & Discount for lack of marketability 風險調整折現率及缺乏流通性折價
Wealth management products 理財產品	22,887	—	Discounted cash flow 折現現金流量	Risk-adjusted discount rate & Future cashflow 風險調整折現率及未來現金流量
Financial assets arising from interests in joint ventures 於合營企業的權益產生的金融資產	20,166	—	Discounted cash flow 折現現金流量	Risk-adjusted discount rate & Future cashflow 風險調整折現率及未來現金流量
Financial liabilities arising from interests in joint ventures 於合營企業的權益產生的金融負債	(23,968)	(1,818)	Discounted cash flow 折現現金流量	Risk-adjusted discount rate & Future cashflow 風險調整折現率及未來現金流量

## 32 財務風險管理及金融工具的公允價值(續)

### (e) 公允價值(續)

#### (i) 以公允價值計量的金融資產及負債(續)

第三層次公允價值計量資料

經常性公允價值計量所採用的估值技術及主要參數的定性及定量資料分類為第三層次。第三層次公允價值計量的定量資料如下：

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

## 32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### (e) Fair values (CONTINUED)

#### (i) Financial assets and liabilities measured at fair value (CONTINUED)

##### Information about Level 3 fair value measurements (CONTINUED)

As at 31 December 2023 and 2022, unobservable inputs such as risk-adjusted discount rate was used in the valuation of financial assets at fair value classified as Level 3, which were mainly equity instruments and convertible bonds. As at 31 December 2023, unobservable inputs such as future cashflows and risk-adjusted discount rate were used in the valuation of financial liabilities measured at FVPL classified as Level 3, which were mainly interests in jointly controlled Trust Plans. The fair value of these financial investments fluctuates according to the changes in the unobservable inputs.

The sensitivity of the fair value measurement on changes in unobservable inputs for Level 3 financial instruments measured at fair value on an ongoing basis.

## 32 財務風險管理及金融工具的公允價值(續)

### (e) 公允價值(續)

#### (i) 以公允價值計量的金融資產及負債(續)

##### 第三層次公允價值計量資料(續)

於2023年及2022年12月31日，對按分類為第三層次公允價值計量的金融資產(主要為權益工具及可轉換債券)進行估值時，採用風險調整折現率等不可觀察輸入數據。於2023年12月31日，未來現金流量及風險調整折現率等不可觀察輸入數據用於對按分類為第三層次公允價值計量的金融負債(主要是共同控制信託計劃中的權益)估值。該等金融投資的公允價值隨著不可觀察輸入數據的變動而波動。

第三層次金融工具的不可觀察輸入數據變動的公允價值敏感度按公允價值持續計量。

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

**32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)**

**32 財務風險管理及金融工具的公允價值(續)**

**(e) Fair values (CONTINUED)**

**(e) 公允價值(續)**

**(i) Financial assets and liabilities measured at fair value (CONTINUED)**

**(i) 以公允價值計量的金融資產及負債(續)**

Information about Level 3 fair value measurements (CONTINUED)

第三層次公允價值計量資料(續)

The movement during the year in the balance of Level 3 fair value measurements is as follows:

年內，第三層次公允價值計量的結餘變動如下：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Financial assets measured at FVOCI:	按公允價值計入其他全面收益計量的金融資產：		
As at 1 January	於1月1日	76,163	73,002
Payment for purchases	購買付款	300	8,000
Proceeds from sales	銷售所得	(7,579)	(1,400)
Net unrealised gains or losses recognised in other comprehensive income during the year	本年度於其他全面收益確認的未變現收益或虧損淨額	(43,513)	(3,439)
As at 31 December	於12月31日	25,371	76,163
Financial assets measured at FVPL:	按公允價值計入損益計量的金融資產：		
As at 1 January	於1月1日	40,943	31,094
Payment for purchases	購買付款	70,587	6,900
Changes in fair value recognised in profit or loss during the year	本年度於損益確認的公允價值變動	(29,841)	2,949
As at 31 December	於12月31日	81,689	40,943
Financial liabilities measured at FVPL:	按公允價值計入損益計量的金融負債：		
As at 1 January	於1月1日	(1,818)	(16,384)
Proceeds from sales	銷售所得	—	21,409
Changes in fair value recognised in profit or loss during the year	本年度於損益確認的公允價值變動	(22,150)	(6,843)
As at 31 December	於12月31日	(23,968)	(1,818)
Total gains or losses for the period included in profit or loss for assets and liabilities held at the end of the reporting period	於報告期末所持資產及負債的已計入損益之期間收益或虧損總額	(51,991)	(3,894)

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

### 32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

#### (e) Fair values (CONTINUED)

##### (i) *Financial assets and liabilities measured at fair value (CONTINUED)*

*Information about Level 3 fair value measurements (CONTINUED)*

During the year ended 31 December 2023 and 2022, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3.

The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

##### (ii) *Fair value of financial assets and liabilities carried at other than fair value*

The carrying amounts of the Group's financial instruments carried at amortised cost were not materially different from their fair values as at 31 December 2023 and 2022.

### 33 COMMITMENTS AND CONTINGENT LIABILITIES

#### Litigation and disputes

As at 31 December 2023, the Group had no material outstanding litigation or disputes in which the Group was a defendant.

### 32 財務風險管理及金融工具的公允價值(續)

#### (e) 公允價值(續)

##### (i) 以公允價值計量的金融資產及負債(續)

*第三層次公允價值計量資料(續)*

截至2023年及2022年12月31日止年度，在第一層次與第二層次之間並無出現任何公允價值轉移，亦無任何公允價值轉入第三層次或自第三層次轉出。

本集團的政策乃於發生轉讓的報告期末確認公允價值各層級之間的轉換。

##### (ii) 以非公允價值計量的金融資產及負債的公允價值

於2023年及2022年12月31日，本集團按攤銷成本計量的金融工具的賬面值與其公允價值沒有重大差異。

### 33 承擔及或有負債

#### 訴訟及糾紛

於2023年12月31日，本集團並無作為被告的重大未決訴訟或糾紛。

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

### 34 MATERIAL RELATED PARTY TRANSACTIONS

#### (a) Parent and ultimate controlling party

The Company does not have a majority shareholder or an ultimate controlling party.

As at 30 June 2019, Foshan Financial Investment Holding Co., Ltd. (“Foshan Financial Investment Holding”, 佛山市金融投資控股有限公司, a government entity) obtained 28% of the Company’s equity interests via acquisition and contributing additional share capital to the Company. As a result, Foshan Financial Investment Holding is the top shareholder of the Company.

#### (b) Key management personnel remuneration

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Key management personnel remuneration	關鍵管理人員薪酬	10,564	8,882

- (i) Remuneration for key management personnel of the Group includes amounts paid to the Company’s directors as disclosed in Note 6 and the highest paid employees as disclosed in Note 7.
- (ii) All the balances with key management personnel are disclosed in Note 6 and Note 7.

### 34 重大關聯方交易

#### (a) 母公司及最終控制方

本公司並無主要股東或最終控制方。

於2019年6月30日，佛山市金融投資控股有限公司(「佛山金控」，一間政府實體)通過收購及向本公司增資取得本公司28%的股權。因此，佛山金控為本公司的最大股東。

#### (b) 關鍵管理人員薪酬

- (i) 本集團的關鍵管理人員薪酬包括於附註6披露的支付予本公司董事的金額及於附註7披露的支付予最高薪酬僱員的金額。
- (ii) 所有與關鍵管理人員之間的餘額於附註6及附註7中披露。

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

**34 MATERIAL RELATED PARTY TRANSACTIONS  
(CONTINUED)**

**34 重大關聯方交易(續)**

**(c) Related parties transactions**

**(c) 關聯方交易**

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Additions of interest-bearing loans	新增計息借款	26,750	18,799
Decrease of interest-bearing loans	計息借款減少	(25,000)	(11,100)
Additions of other receivables	新增其他應收款項	5,160	32,914
Decrease of other receivables	其他應收款項減少	(15,666)	(51,293)
Additions of prepayment	新增預付款項	20,800	13,573
Additions of other payables	新增其他應付款項	8,977	6,956
Decrease of other payables	其他應付款項減少	(9,442)	(16,105)
Pledged deposits paid	已付存出保證金	84,000	86,300
Settlement of pledged deposits	結算存出保證金	(105,000)	(121,368)
Additions of pledged deposits received	新增存入保證金	—	910
Decrease of pledged deposits received	存入保證金減少	(744)	—
Interest income	利息收入	4,499	8,218
Guarantee fee income	擔保費收入	6,283	2,715
Consulting fee income	諮詢費收入	2,887	3,492
Factoring business income	保理業務收入	4,581	—
Acquisition of intangible assets	收購無形資產	6,044	—
Additions of right-of-use assets	新增使用權資產	6,993	—
Decrease of right-of-use assets	使用權資產減少	(6,362)	(1,448)
Additions of lease liabilities	新增租賃負債	2,844	1,706
Decrease of lease liabilities	租賃負債減少	(6,073)	—
Additions of financial assets measured at FVPL	增加按公允價值計入 損益計量的金融資產	20,166	—
Additions of financial liabilities measured at FVPL	增加按公允價值計入 損益計量的金融負債	22,150	—
Decrease of financial liabilities measured at FVPL	減少按公允價值計入 損益計量的金融負債	—	(14,566)
Providing guarantee	提供擔保	217,638	136,200
Releasing guarantee	解除擔保	(174,937)	(314,534)

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

**34 MATERIAL RELATED PARTY TRANSACTIONS  
(CONTINUED)**

**34 重大關聯方交易(續)**

**(d) Balances with related parties**

**(d) 與關聯方之間的餘額**

		At 31 December 2023 於2023年 12月31日 RMB'000 人民幣千元	At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元
Pledged deposits	存出保證金	28,500	49,500
Trade and other receivables	應收及其他應收款項	226,478	214,434
Accruals and other payables	應計及其他應付款項	386	851
Customer pledged deposits	存入保證金	166	910
Right-of-use assets	使用權資產	3,215	—
Lease liabilities	租賃負債	2,910	6,139
Financial assets measured at FVPL	按公允價值計入損益 計量的金融資產	20,166	—
Financial liabilities measured at FVPL	按公允價值計入損益 計量的金融負債	23,968	1,818
Guarantee issued	已發行的擔保	284,578	241,877

Apart from the above information, the Group had an outstanding guarantee obligation for Foshan Zhongsheng Properties Co., Ltd. bank loan with a balance of RMB139,500,000 as of 31 December 2023 and 2022.

除上述資料外，截至2023年及2022年12月31日，本集團就佛山市中盛置業有限公司的銀行貸款結餘人民幣139,500,000元承擔尚未履行的擔保責任。

As of 31 December 2023, trade and other receivables with related parties included the prepayment to Foshan Zhongsheng Properties Co., Ltd amounted to RMB112,600,000 and trade debtor due from Foshan Zhongsheng Properties Co., Ltd amounted to RMB49,227,000 (31 December 2022: RMB9,260,000 and RMB54,574,000, respectively). Foshan Zhongsheng Properties Co., Ltd. will repay the aforementioned balance by a self-developed property with the equivalent market value.

截至2023年12月31日，與關聯方的應收及其他應收款項包括預付佛山市中盛置業有限公司的款項人民幣112,600,000元及應收佛山市中盛置業有限公司的貿易應收賬款人民幣49,227,000元(2022年12月31日：分別為人民幣9,260,000元及人民幣54,574,000元)。佛山中盛置業有限公司將以同等市值的自主開發物業償還上述餘額。



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

**35 COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION**      **35 公司層面財務狀況表**

		31 December 2023 2023年 12月31日 RMB'000 人民幣千元	31 December 2022 2022年 12月31日 RMB'000 人民幣千元
<b>Assets</b>	<b>資產</b>		
Cash and cash equivalents	現金及現金等價物	589,503	691,639
Pledged deposits	存出保證金	256,070	248,225
Trade and other receivables	應收及其他應收款項	677,436	930,753
Loans and advances to customers	發放貸款及墊款	236,358	184,806
Financial assets measured at FVTPL	按公允價值計入損益計量的金融資產	269,196	249,054
Receivable investments	應收款項類投資	26,672	26,151
Investments in subsidiaries	於子公司之投資	757,572	543,272
Fixed assets	固定資產	3,008	9,873
Investment property	投資性房地產	5,859	6,248
Intangible assets	無形資產	3,952	3,386
Deferred tax assets	遞延稅項資產	77,204	67,617
<b>Total assets</b>	<b>資產總計</b>	<b>2,902,830</b>	2,961,024
<b>Liabilities</b>	<b>負債</b>		
Liabilities from guarantees	擔保負債	209,941	250,352
Customer pledged deposits	存入保證金	39,831	63,112
Lease liabilities	租賃負債	2,207	9,432
Accruals and other payables	應計及其他應付款項	55,090	81,527
Financial institutions bonds	金融機構債券	511,217	510,838
Financial liabilities measured at FVTPL	按公允價值計入損益計量的金融負債	23,968	1,818
<b>Total liabilities</b>	<b>負債總計</b>	<b>842,254</b>	917,079
<b>NET ASSETS</b>	<b>淨資產</b>	<b>2,060,576</b>	2,043,945
<b>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>		
Share capital	股本	1,560,793	1,560,793
Reserves	儲備	499,783	483,152
<b>Total equity attributable to equity shareholders of the Company</b>	<b>本公司股權持有人應佔權益合計</b>	<b>2,060,576</b>	2,043,945
<b>TOTAL EQUITY</b>	<b>權益總計</b>	<b>2,060,576</b>	2,043,945

Approved and authorised for issue by the board of directors on 27 March 2024.

董事會於2024年3月27日批准及授權發佈。

**Wu Liejin**  
吳列進  
Executive Director and Chairman  
執行董事兼董事長

Company Stamp  
公司印章

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

### 36 INTERESTS IN UNCONSOLIDATED STRUCTURED ENTITIES

The Group is involved with structured entities through the provision of financial guarantees. These structured entities generally finance the purchase of assets by issuing securities or by other means, and are sponsored by other institutions. The Group determines whether or not to consolidate these structured entities depending on whether the Group has control over them.

As at 31 December 2023 and 2022, the interests held by the Group in unconsolidated structured entities sponsored by the Group through its provision of financial guarantees are set out as below, representing its interest in collective fund trust plans as disclosed in Note 28:

### 36 於未合併的結構化主體中的權益

本集團通過提供財務擔保參與結構化主體。該等結構化主體通常通過發行證券或其他方式為購買資產提供資金，並由其他機構提供資金。本集團視乎是否對其擁有控制權決定是否合併這些結構化主體。

於2023年及2022年12月31日，本集團透過提供財務擔保而於本集團贊助的未合併結構化主體所持有的權益如下，代表本集團於附註28所披露的集合資金信託計劃的權益：

		At 31 December 2023 於2023年 12月31日 RMB'000 人民幣千元	At 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元
	Note 附註		
Financial assets arising from interest in jointly controlled Trust Plans	共同控制信託計劃的權益所產生的金融資產 28	20,166	—
Financial liabilities arising from interest in jointly controlled Trust Plans	共同控制信託計劃的權益所產生的金融負債 28	23,968	1,818

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

### 37 ACCOUNTING JUDGEMENTS AND ESTIMATES

#### (a) Critical accounting judgements in applying the Group's accounting policies

In the process of applying the Group's accounting policies, management has made the following accounting judgement:

Note 18 — Consolidation: whether the Group has de facto control over an investee.

Note 20 — Fixed assets: determining the lease term.

#### (b) Sources of estimation uncertainty

Note 32 contains information about the assumptions and their risk factors relating to fair value of financial instruments. Other key sources of estimation uncertainty are as follows:

##### (i) Impairment of trade and other receivables, loans and advances to customers, factoring receivables, receivable investments and financial assets measured at FVOCI (debt)

The Group reviews portfolios of trade and other receivables, loans and advances to customers, factoring receivables, receivable investments and financial assets measured at FVOCI (debt) periodically to assess whether any impairment losses exist and the amount of impairment losses if there is any indication of impairment. Objective evidence for impairment includes observable data indicating that there is a measurable decrease in the estimated future cash flows for trade and other receivables, loans and advances to customers, factoring receivables, receivable investments and financial assets measured at FVOCI (debt). It also includes observable data indicating adverse changes in the repayment status of the debtors, or change in national or local economic conditions that causes the default in payment.

### 37 會計判斷及估計

#### (a) 應用本集團會計政策時之關鍵會計判斷

於應用本集團會計政策的過程中，管理層作出以下會計判斷：

附註18 — 綜合：本集團是否對承資公司擁有實質控制權。

附註20 — 固定資產：釐定租期。

#### (b) 估計不確定性的來源

附註32載有關於金融工具公允價值相關假設及其風險因素的資料。其他估計不確定性的主要來源如下：

##### (i) 應收及其他應收款項、發放貸款及墊款、應收保理款項、應收款項類投資及按公允價值計入其他全面收益計量的金融資產(債務)減值

本集團定期覆核應收及其他應收款項、發放貸款及墊款、應收保理款項、應收款項類投資及按公允價值計入其他全面收益計量的金融資產(債務)的組合，以評估是否存在減值損失，並在出現任何減值跡象時評估有關減值損失金額。減值客觀證據包括可觀察數據顯示應收及其他應收款項、發放貸款及墊款、應收保理款項、應收款項類投資及按公允價值計入其他全面收益計量的金融資產(債務)的預計未來現金流出現可衡量的減幅。其亦包括可觀察數據顯示債務人的還款狀況出現不利變動、或國家或地方經濟狀況出現變動而導致拖欠還款。

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

### 37 ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

#### (b) Sources of estimation uncertainty (CONTINUED)

##### (i) *Impairment of trade and other receivables, loans and advances to customers, factoring receivables, receivable investments and financial assets measured at FVOCI (debt)* (CONTINUED)

The impairment loss for trade and other receivables, loans and advances to customers, factoring receivables, receivable investments and financial assets measured at FVOCI (debt) using the expected credit loss model is subject to a number of key parameters and assumptions, including the identification of credit-impaired stages, estimates of probability of default, loss given default, exposures at default and discount rate, adjustments for forward-looking information and other adjustment factors. The expected credit losses for trade and other receivables, loans and advances to customers, factoring receivables, receivable investments and financial assets measured at FVOCI (debt) are derived from estimates whereby management takes into consideration historical data, the historical loss experience and other adjustment factors. Historical loss experience is adjusted on the basis of the relevant observable data that reflect current economic conditions and the judgment based on management's historical experience. Management reviews the selection of those parameters and the application of the assumptions regularly to reduce any difference between loss estimates and actual loss.

No impairment loss is recognised on equity investments.

### 37 會計判斷及估計(續)

#### (b) 估計不確定性的來源(續)

##### (i) *應收及其他應收款項、發放貸款及墊款、應收保理款項、應收款項類投資及按公允價值計入其他全面收益計量的金融資產(債務)減值* (續)

使用預期信貸虧損模式的應收及其他應收款項、發放貸款及墊款、應收保理款項、應收款項類投資及按公允價值計入其他全面收益計量的金融資產(債務)的減值損失須受到多項主要參數及假設的影響，包括確定信貸減值階段、估計違約可能性、違約損失率、違約風險承擔及貼現率，就前瞻性資料及其他調整因素作出調整。應收及其他應收款項、發放貸款及墊款、應收保理款項、應收款項類投資及按公允價值計入其他全面收益計量的金融資產(債務)的預期信貸虧損乃源自估計，而管理層考慮歷史數據、過往虧損經驗及其他調整因素。過往虧損經驗根據可反映現時經濟狀況的相關可觀察數據及管理層憑過往經驗作出的判斷而調整。管理層會定期覆核該等參數的選擇及假設的應用，以減低預計虧損及實際虧損之間的任何差額。

股權投資確認並無任何減值虧損。

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

### 37 ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

#### (b) Sources of estimation uncertainty (CONTINUED)

##### (ii) Impairment of non-financial assets

If circumstances indicate that the carrying amount of a non-financial asset may not be recoverable, the asset may be considered "impaired", and an impairment loss may be recognised in accordance with accounting policy for impairment of non-financial assets as described in Note 1(i). The carrying amounts of non-financial assets are reviewed periodically in order to assess whether the recoverable amounts have declined below the carrying amounts. When such a decline has occurred, the carrying amount is reduced to recoverable amount. The recoverable amount is the greater of the fair value less costs to sell and the value in use. In determining the value in use, expected future cash flows generated by the asset are discounted to their present value, which requires significant judgement relating to the level of revenue and amount of operating costs. The Group uses all readily available information in determining an amount that is a reasonable approximation of the recoverable amount, including estimates based on reasonable and supportable assumptions and projections of the level of revenue and amount of operating costs. Changes in these estimates could have a significant impact on the carrying value of the assets and could result in additional impairment charge or reversal of impairment in future periods.

### 37 會計判斷及估計(續)

#### (b) 估計不確定性的來源(續)

##### (ii) 非金融資產減值

如附註1(i)所述，倘若有跡象顯示非金融資產的賬面值不能收回，則該資產可能被視為「減值」，並根據有關非金融資產減值的會計政策確認減值損失。非金融資產的賬面值會定期覆核，以評估可收回金額是否低於賬面值。倘可收回金額低於賬面值，則賬面值會減至可收回金額。可收回金額為公允價值減處置費用與使用價值的較高者。在釐定使用價值時，資產產生的預計未來現金流量貼現至現值，並需就收益水平及營運成本作出重要判斷。本集團利用所有現時可用的資料，包括基於合理及已證實的假設作出的估計與對收益級別及營運成本的估計，以釐定可收回金額的合理概約金額。該等估計的變化將對資產賬面值有重大影響，並導致未來期間減值支出或減值撥回增加。

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

### 37 ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

#### (c) Depreciation and amortisation

Fixed assets and intangible assets are depreciated and amortised using the straight-line method over their useful lives after taking into account estimated residual value. The useful lives and residual value are regularly reviewed to determine the depreciation and amortisation costs charged in each reporting period. The useful lives are determined based on historical experience of similar assets and the estimated technical changes. If there is an indication that there has been a change in the factors used to determine the depreciation, the rate of depreciation is revised.

#### (d) Provisions for guarantee losses

The Group makes reasonable estimate on costs required to fulfil the relevant obligation of guarantee contracts when the Group computes the provisions of guarantee losses. Such estimation is made based on the available information as of the balance sheet date and is determined by the Group's practical experience, default history of the business, taking into consideration of industry information and market data.

#### (e) Deferred tax assets

Deferred tax assets arising from deductible temporary differences are recognised to the extent that it is probable that future taxable income will be available against which deductible temporary differences and tax losses can be utilised. The outcome of their actual utilisation may be different.

### 37 會計判斷及估計(續)

#### (c) 折舊及攤銷

本集團在考慮固定資產及無形資產的估計殘值後，在可使用年期按直線法計提折舊和攤銷。本集團定期審閱可使用年期及殘值，以決定將計入每個報告期的折舊和攤銷成本。可使用年期是本集團根據對同類資產的過往經驗及估計的技術改變而釐定。倘有證據表明用以釐定折舊的因素發生變化，則對折舊比率進行修訂。

#### (d) 擔保賠償準備金

本集團於計算擔保賠償準備金時，本集團對履行擔保合同相關責任的成本作出合理估計。有關估計乃根據於資產負債表日的可得資料，並按本集團的實際經驗、業務違約記錄並考慮行業信息及市場數據後釐定。

#### (e) 遞延稅項資產

可抵扣暫時性差異所產生遞延稅項資產的確認以很可能取得用來抵扣可抵扣暫時性差異及稅務損失的未來應納稅所得額為限。彼等的實際使用結果或會不同。

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

### 37 ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

#### (f) Measurement of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values for financial assets and liabilities.

The Group has an established control framework with respect to the measurement of fair values. This includes a valuation team that has overall responsibility for overseeing all significant fair value measurements, including 3 fair values and reports directly to financial officer (Note 32 (e)).

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

Control means that the Group has the power over an entity, and enjoys the variable returns by participating in relative activities of the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

Where the Group acts as a service provider of or investor in structured entities, the Group makes significant judgement on whether the Group controls and should consolidate these structured entities. When performing this assessment, the Group assesses the Group's contractual rights and obligations in light of the transaction structures, and evaluates the Group's power over the structured entities, performs analysis and tests on the variable returns from the structured entities, including but not limited to direct investment income or loss and service fees earned as the asset service agency, the retention of residual income, and, if any, the liquidity and other support provided to the structured entities. The Group also assesses whether it acts as a principal or an agent through analysis of the scope of its decision-making authority over the structured entities, the remuneration to which it is entitled for asset services, the Group's exposure to variability of returns from its other interests in the structured entities, and the rights held by other parties in the structured entities.

### 37 會計判斷及估計(續)

#### (f) 公允價值計量

本集團若干會計政策及披露需要計量金融資產及負債的公允價值。

本集團已就公允價值計量設立了監控機制。此包括一支估值團隊，全權負責監督所有重大公允價值計量，包括公允價值三層次評估及直接向財務負責人呈交報告(附註32(e))。

#### (g) 對投資對象控制程度的判斷

控制，是指本集團擁有對被投資方的權力，通過參與被投資方的相關活動而享有可變回報。在判斷本集團是否擁有對被投資方的權力時，本集團僅考慮由本集團及其他方所持有的實質性權利。

倘本集團作為結構性實體的服務提供者或投資者，本集團對本集團是否控制並應合併該等結構化主體做出重大判斷。於進行此項評估時，本集團根據交易結構評估本集團的合約權利及義務，並評估本集團對結構性實體的權力，對結構性實體的可變回報進行分析及測試，包括但不限於作為資產服務機構賺取的直接投資收入或虧損及服務費、留存的剩餘收入以及向結構性實體提供的流動資金及其他支持(如有)。本集團亦透過分析其對結構性實體的決策權範圍、其有權收取的資產服務酬金、本集團於結構性實體的其他權益所帶來的回報變動風險以及其他各方於結構性實體中持有的權利，評估其是否作為委託人或代理人。

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

### 38 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2023

Up to the date of issue of these financial statements, the HKICPA has issued a number of new or amended standards, which are not yet effective for the year ended 31 December 2023 and which have not been adopted in these financial statements. These developments include the following which may be relevant to the Group.

### 38 於截至2023年12月31日止年度已頒佈但尚未生效的修訂、新準則及解釋的潛在影響

截至該等財務報表刊發日期，香港會計師公會已頒佈於截至2023年12月31日止年度尚未生效且並無於該等財務報表中採納的多項新訂或經修訂準則。該等變動包括以下可能與本集團相關者。

		Effective for accounting periods beginning on or after 於以下日期或以後開始的會計期間生效
Amendments to HKAS 1, Presentation of financial statements: Classification of liabilities as current or non-current ("2020 amendments")	香港會計準則第1號之修訂，呈列財務報表：負債分類為流動或非流動「2020年修訂本」	1 January 2024 2024年1月1日
Amendments to HKAS 1, Presentation of financial statements: Non-current liabilities with covenants ("2022 amendments")	香港會計準則第1號之修訂，財務報表的呈列：附帶契諾的非流動負債（「2022年修訂本」）	1 January 2024 2024年1月1日
Amendments to HKFRS 16, Leases: Lease liability in a sale and leaseback	香港財務報告準則第16號之修訂，租賃：售後租回的租賃負債	1 January 2024 2024年1月1日
Amendments to HKAS 7, Statement of cash flows and HKFRS 7, Financial Instruments: Disclosures: Supplier finance arrangements	香港會計準則第7號之修訂，現金流量表及香港財務報告準則第7號之修訂，金融工具：披露：供應商融資安排	1 January 2024 2024年1月1日
Amendments to HKAS 21, The effects of changes in foreign exchange rates: Lack of exchangeability	香港會計準則第21號之修訂，匯率變動的影響：缺乏可交換性	1 January 2025 2025年1月1日

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

本集團正在評估該等變動於首次應用期間的預期影響。目前，本集團認為採納該等變動不大可能對綜合財務報表構成重大影響。



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

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

According to the resolution of the Company's board of directors meeting on 27 March 2024, the details of dividends appropriation is set out in Note 31(b).

The Company issued a corporate bond on 18 March 2021 with a total issuance amount of RMB260,000,000. The Group has an option to adjust the coupon rate for the remaining duration at the end of the third year. After the Group announces whether to adjust the coupon rate, the investors have an option to redeem all or part of the debts held at the nominal amounts. In February 2024, some of the bondholders resold their corporate bonds with a total nominal value of RMB130,000,000 to the Group. On 18 March 2024, the Group brought back the relevant corporate bonds from the above bondholders with a consideration of the nominal value.

### 39 報告期後非調整事件

根據本公司於2024年3月27日的董事會會議的決議案，股息分配詳情載於附註31(b)。

本公司於2021年3月18日發行公司債券，發行總額為人民幣260,000,000元。本集團有權選擇於第三年末調整剩餘期限的票面利率。於本集團宣佈是否調整票面利率後，投資者有權選擇按面值贖回所持的全部或部分債務。於2024年2月，部分債券持有人將總面值為人民幣130,000,000元的公司債券轉售予本集團。於2024年3月18日，本集團按面值向上述債券持有人收回了相關公司債券。



**Join-Share 中盈盛达**

共创 共享 共成长

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

廣東中盈盛達融資擔保投資股份有限公司