



ZIYUANYUAN HOLDINGS GROUP LIMITED 紫元元控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock code 股份代號 : 8223

2020 INTERIM REPORT 中期報告



CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")

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

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

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This report, for which the directors (the "Directors") of Ziyuanyuan Holdings Group Limited (the "Company") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "GEM Listing Rules") for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

香港聯合交易所有限公司（「聯交所」）GEM的特色

GEM乃為較於聯交所上市的其他公司可能帶有更高投資風險的中小型公司而設的市場。有意投資者應了解投資於該等公司的潛在風險，並應經過審慎周詳考慮後方作出投資決定。

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

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

本報告乃遵照聯交所GEM證券上市規則（「GEM上市規則」）的規定而提供有關紫元元控股集團有限公司（「本公司」）的資料，本公司之董事（「董事」）願就本報告共同及個別地承擔全部責任。董事在作出一切合理查詢後，確認就彼等所知及所信，本報告所載資料在各重要方面均屬準確完整，並無誤導或欺詐成份，亦無遺漏任何其他事項，致使當中任何陳述或本報告產生誤導。

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BOARD OF DIRECTORS

Executive Directors

Mr. Zhang Junshen
(Chairman and Chief Executive Officer)
Mr. Zhang Junwei

Non-executive Directors

Mr. Lyu Di

Independent Non-executive Directors

Mr. Chan Chi Fung Leo
Mr. Chow Siu Hang
Mr. Zhang Yong

COMMITTEES

Audit Committee

Mr. Chan Chi Fung Leo (Chairman)
Mr. Lyu Di
Mr. Zhang Yong

Remuneration Committee

Mr. Zhang Yong (Chairman)
Mr. Zhang Junwei
Mr. Chan Chi Fung Leo

Nomination Committee

Mr. Zhang Junshen (Chairman)
Mr. Chan Chi Fung Leo
Mr. Zhang Yong

JOINT COMPANY SECRETARY

Mr. Wong Kwok San
Ms. Li Xinpei

AUTHORISED REPRESENTATIVES

(for the purpose of the GEM Listing Rules)
Mr. Zhang Junshen
Mr. Wong Kwok San

董事會

執行董事

張俊深先生
(主席兼行政總裁)
張俊偉先生

非執行董事

呂迪先生

獨立非執行董事

陳志峰先生
周兆恒先生
張勇先生

委員會

審核委員會

陳志峰先生 (主席)
呂迪先生
張勇先生

薪酬委員會

張勇先生 (主席)
張俊偉先生
陳志峰先生

提名委員會

張俊深先生 (主席)
陳志峰先生
張勇先生

聯席公司秘書

黃國新先生
李新培女士

授權代表

(就GEM上市規則而言)
張俊深先生
黃國新先生

CORPORATE INFORMATION

公司資料

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Sertus Incorporations (Cayman) Limited
Sertus Chambers,
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PRINCIPAL PLACE OF BUSINESS IN THE PRC

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Shenzhen, the PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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168-200 Connaught Road Central,
Hong Kong

AUDITOR

Deloitte Touche Tohmatsu
35/F One Pacific Place,
88 Queensway, Admiralty,
Hong Kong

PRINCIPAL BANKS

Guangdong Huaxing Bank Co., Ltd. Shenzhen Branch
Agricultural Bank of China Limited Shenzhen Central Branch
Hua Xia Bank Co., Ltd. Shenzhen Yitian Branch
Bank of Beijing Co., Ltd. Shenzhen Xiangmi Branch
Industrial and Commercial Bank of China (Asia) Limited

開曼群島註冊辦事處

Sertus Incorporations (Cayman) Limited
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中國主要營業地點

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香港主要營業地點

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西座19樓1908室

核數師

德勤•關黃陳方會計師行
香港
金鐘金鐘道88號
太古廣場1座35樓

主要往來銀行

廣東華興銀行股份有限公司深圳分行
中國農業銀行股份有限公司深圳中心區支行
華夏銀行股份有限公司深圳益田支行
北京銀行股份有限公司深圳香蜜支行
中國工商銀行(亞洲)有限公司

CORPORATE INFORMATION 公司資料

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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HONG KONG BRANCH SHARE REGISTRAR

Tricor Investor Services Limited
Level 54, Hopewell Centre,
183 Queen's Road East,
Hong Kong

COMPLIANCE ADVISER

Guoyuan Capital (Hong Kong) Limited
17/F, Three Exchange Square,
8 Connaught Place, Central,
Hong Kong

STOCK CODE

08223

COMPANY WEBSITE

www.ziyygroup.com

股份過戶登記總處

Estera Trust (Cayman) Limited
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香港股份過戶登記分處

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香港
皇后大道東183號
合和中心54樓

合規顧問

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香港
中環康樂廣場8號
交易廣場三期17樓

股份代號

08223

公司網站

www.ziyygroup.com

REPORT ON REVIEW OF CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 簡明綜合財務報表審閱報告

Deloitte.

德勤

TO THE BOARD OF DIRECTORS OF ZIYUANYUAN HOLDINGS GROUP LIMITED

紫元元控股集團有限公司

(incorporated in the Cayman Islands with limited liability)

致紫元元控股集團有限公司董事會

(於開曼群島註冊成立的有限公司)

INTRODUCTION

We have reviewed the condensed consolidated financial statements of Ziyuanyuan Holdings Group Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 8 to 43, which comprise the condensed consolidated statement of financial position as of 30 June 2020 and the related condensed consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the six-month period then ended, and certain explanatory notes. The Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 “Interim Financial Reporting” (“**HKAS 34**”) issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of these condensed consolidated financial statements in accordance with HKAS 34. Our responsibility is to express a conclusion on these condensed consolidated financial statements based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

引言

吾等已審閱列載於第8頁至第43頁的紫元元控股集團有限公司(「**貴公司**」)及其附屬公司(統稱「**貴集團**」)的簡明綜合財務報表。簡明綜合財務報表包括於二零二零年六月三十日的簡明綜合財務狀況表與截至該日止六個月期間的相關簡明綜合損益及其他全面收益表、權益變動表及現金流量表以及若干解釋附註。香港聯合交易所有限公司GEM證券上市規則規定，編製中期財務資料的報告須符合當中的相關規定及香港會計師公會頒佈的香港會計準則第34號「中期財務報告」(「**香港會計準則第34號**」)。貴公司董事負責根據香港會計準則第34號編製及呈列該等簡明綜合財務報表。吾等的責任為根據吾等的審閱，對該等簡明綜合財務報表作出結論，並按照吾等雙方所協定的委聘條款，僅向閣下整體作出報告，除此以外，本報告不作其他用途。吾等概不就本報告的內容對任何其他人士負責或承擔任何責任。

REPORT ON REVIEW OF CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表審閱報告

SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" ("HKSRE 2410") issued by the Hong Kong Institute of Certified Public Accountants. A review of these condensed consolidated financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the condensed consolidated financial statements are not prepared, in all material respects, in accordance with HKAS 34.

OTHER MATTER

We draw attention to the fact that the condensed consolidated statement of profit or loss and other comprehensive income for each of the three-month periods ended 30 June 2020 and 30 June 2019 and the relevant explanatory notes included in these condensed consolidated financial statements have not been reviewed in accordance with HKSRE 2410. Our conclusion is not modified in respect of this matter.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong

14 August 2020

審閱範圍

吾等已根據香港會計師公會頒佈的香港審閱工作準則第2410號「由實體獨立核數師審閱中期財務資料」(「香港審閱工作準則第2410號」)進行審閱。該等簡明綜合財務報表的審閱工作包括向主要負責財務及會計事項的人員作出查詢，並採用分析及其他審閱程序。由於審閱的範圍遠較按照香港審計準則進行的審計範圍為小，所以不能保證吾等會注意到在審計中可能會被發現的所有重大事項。因此吾等不會發表審計意見。

結論

根據吾等的審閱，吾等未獲悉任何事項，使吾等相信簡明綜合財務報表在所有重大方面並無按照香港會計準則第34號編製。

其他事項

吾等提請閣下注意，該等簡明綜合財務報表所載截至二零二零年六月三十日及二零一九年六月三十日止各三個月期間之簡明綜合損益及其他全面收益表以及相關解釋附註並未按照香港審閱工作準則第2410號進行審閱。吾等之結論並無就此作出修訂。

德勤•關黃陳方會計師行
執業會計師
香港

二零二零年八月十四日

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

簡明綜合損益及其他全面收益表

For the six months ended 30 June 2020

截至二零二零年六月三十日止六個月

		Notes 附註	Three months ended 截至以下日期止三個月		Six months ended 截至以下日期止六個月	
			30.6.2020 二零二零年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	30.6.2019 二零一九年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	30.6.2020 二零二零年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	30.6.2019 二零一九年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)
Revenue	收益	3				
Finance leasing income	融資租賃收入		14,195	16,009	28,874	32,880
Interest income from loan receivables	應收貸款利息收入		476	–	973	–
Total revenue	總收益		14,671	16,009	29,847	32,880
Bank interest income	銀行利息收入		15	6	23	15
Other gains and losses	其他收益及虧損		208	32	206	10
Staff costs	員工成本	6	(2,979)	(3,441)	(6,210)	(7,075)
Impairment losses under expected credit loss (“ECL”) model, net of reversal	預期信用損失(「預期信用損失」)模式項下之減值虧損(扣除撥回)	11	(5,535)	(727)	(7,100)	(1,757)
Other operating expenses	其他經營開支	6	(4,326)	(4,063)	(7,023)	(7,533)
Share of profit (loss) of an associate	分佔聯營公司溢利(虧損)		–	32	–	(37)
Finance costs	融資成本	4	(2,427)	(2,655)	(5,021)	(5,400)
(Loss) profit before taxation	除稅前(虧損)溢利		(373)	5,193	4,722	11,103
Taxation	稅項	5	1,991	(1,819)	516	(3,687)
Profit and total comprehensive income for the period	期內溢利及全面收入總額	6	1,618	3,374	5,238	7,416
Earnings per share – Basic (RMB cents)	每股盈利 – 基本(人民幣分)	8	0.40	0.84	1.31	1.85

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

At 30 June 2020
於二零二零年六月三十日

			30 June 2020 二零二零年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2019 二零一九年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
NON-CURRENT ASSETS	非流動資產			
Plant and equipment	廠房及設備	9	13,538	939
Right-of-use assets	使用權資產	9	11,929	13,969
Finance lease receivable	融資租賃應收款項	10	85,394	119,027
Loan receivables	應收貸款	10	3,467	5,897
Prepayments for non-current assets	非流動資產預付款項		200	6,485
Deferred tax assets	遞延稅項資產	12	6,892	4,996
Refundable rental deposits	可退還租賃按金		1,072	1,072
			122,492	152,385
CURRENT ASSETS	流動資產			
Finance lease receivable	融資租賃應收款項	10	220,886	240,050
Loan receivables	應收貸款	10	7,222	7,208
Prepayments and other receivables	預付款項及其他應收款項		2,123	4,577
Financial assets at fair value through profit or loss ("FVTPL")	按公平價值計入損益之金融資產	17	30,112	-
Restricted bank deposits	有限制銀行存款		-	61
Bank balances and cash	銀行結餘及現金		41,869	22,291
			302,212	274,187
CURRENT LIABILITIES	流動負債			
Other payables and accrued charges	其他應付款項及應計費用		3,954	5,796
Tax payable	應付稅項		5,135	8,593
Dividends payable	應付股息		8,233	-
Lease liabilities	租賃負債		3,628	4,031
Deposits from finance lease customers	融資租賃客戶按金	10	17,336	24,956
Deferred income	遞延收入	13	1,485	2,070
Bank borrowings	銀行借款	14	79,656	56,180
			119,427	101,626
NET CURRENT ASSETS	流動資產淨值		182,785	172,561

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

At 30 June 2020

於二零二零年六月三十日

			30 June	31 December
			2020	2019
			二零二零年	二零一九年
			六月三十日	十二月三十一日
		Notes	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
			(Unaudited)	(Audited)
			(未經審核)	(經審核)
NON-CURRENT LIABILITIES	非流動負債			
Deferred tax liabilities	遞延稅項負債	12	550	1,978
Lease liabilities	租賃負債		9,172	10,857
Deposits from finance lease customers	融資租賃客戶按金	10	787	10,096
Deferred income	遞延收入	13	143	1,744
			<u>10,652</u>	<u>24,675</u>
NET ASSETS	資產淨值		<u>294,625</u>	<u>300,271</u>
CAPITAL AND RESERVES	資本及儲備			
Share capital	股本	15	33,839	33,839
Reserves	儲備		<u>260,786</u>	<u>266,432</u>
TOTAL EQUITY	權益總額		<u>294,625</u>	<u>300,271</u>

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the six months ended 30 June 2020
截至二零二零年六月三十日止六個月

		Share capital	Share premium	Capital and other reserves	Statutory reserves	Retained profits	Total
		股本	股份溢價	其他儲備	法定儲備	保留溢利	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
				(note i) (附註i)	(note ii) (附註ii)		
At 1 January 2020 (unaudited)	於二零二零年 一月一日 (未經審核)	33,839	84,435	133,023	7,590	41,384	300,271
Profit and total comprehensive income for the period	期內溢利及全面收入總額	-	-	-	-	5,238	5,238
Dividends recognised as distribution	確認分派的股息	-	-	-	-	(10,884)	(10,884)
At 30 June 2020 (unaudited)	於二零二零年六月三十日 (未經審核)	<u>33,839</u>	<u>84,435</u>	<u>133,023</u>	<u>7,590</u>	<u>35,738</u>	<u>294,625</u>
At 1 January 2019 (unaudited)	於二零一九年 一月一日 (未經審核)	33,839	84,435	133,023	5,392	26,709	283,398
Profit and total comprehensive income for the period	期內溢利及全面收入總額	-	-	-	-	7,416	7,416
At 30 June 2019 (unaudited)	於二零一九年六月三十日 (未經審核)	<u>33,839</u>	<u>84,435</u>	<u>133,023</u>	<u>5,392</u>	<u>34,125</u>	<u>290,814</u>

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the six months ended 30 June 2020
截至二零二零年六月三十日止六個月

Notes:

- (i) Capital and other reserves represents (i) the reserve arising from the acquisition of 55% equity interest of Ziyuanyuan (Shenzhen) International Finance Leasing Company Limited (“**ZYY Finance Leasing**”), a subsidiary of the company, through acquisition of HK Lixin Trade Co., Limited (“**HK Lixin**”); (ii) the difference between the aggregate of the issued capital of HK Lixin and ZYY Finance Leasing directly attributable to Mr. Zhang Junshen and Mr. Zhang Junwei, the controlling individual shareholders of the Company (the “**Controlling Individual Shareholders**”) and the net assets value of HK Lixin upon insertion of the Company and Honor Global Holding Limited as part of the group reorganisation; (iii) the consideration paid on the acquisition of the remaining 45% equity interest of ZYY Finance Leasing by HK Lixin from the Controlling Individual Shareholders; and (iv) Hero Global Limited, an immediate holding company of the Company, waived an amount due from HK Lixin, a subsidiary of the Company, amounting to RMB68,000,000, which was accounted for as a deemed capital contribution from a shareholder.
- (ii) Pursuant to the articles of association of the subsidiaries established in the People’s Republic of China (the “**PRC**”), it is required to appropriate 10% or an amount to be determined by its directors of its profit after taxation in accordance with the relevant PRC regulations before any distribution of dividends to owners each year to the statutory reserve until the balance reaches 50% of its registered capital.

附註：

- (i) 資本及其他儲備指(i)因通過收購香港立信貿易有限公司(「香港立信」)而收購本公司附屬公司紫元元(深圳)國際融資租賃有限公司(「紫元元融資租賃」)的55%股權而產生的儲備；(ii)本公司控股個人股東張俊深先生及張俊偉先生(「控股個人股東」)直接應佔香港立信及紫元元融資租賃的已發行股本總額與待加入本公司及榮耀全球控股有限公司作為集團重組一部分後的香港立信資產淨值之間的差額；(iii)香港立信向控股個人股東收購紫元元融資租賃餘下45%股權而支付的代價；及(iv)本公司直接控股公司Hero Global Limited豁免應收本公司附屬公司香港立信的款項人民幣68,000,000元，其入賬列為視作股東出資。
- (ii) 根據於中華人民共和國(「中國」)成立的附屬公司的組織章程細則，每年向擁有人分派任何股息前，須按有關中國法規將10%或董事所釐定金額的除稅後溢利撥入法定儲備，直至其結餘達到註冊資本的50%。

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

For the six months ended 30 June 2020
截至二零二零年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2020 二零二零年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2019 二零一九年 RMB'000 人民幣千元 (Unaudited) (未經審核)
NET CASH FROM (USED IN) OPERATING ACTIVITIES	經營活動所得(所用)現金淨額	39,404	(51,518)
INVESTING ACTIVITIES	投資活動		
Redemption of structured deposits	贖回結構性存款	79,306	23,044
Bank interest income received	已收銀行利息收入	23	15
Payments for right-of-use assets	使用權資產付款	-	(223)
Payments for rental deposits	租賃按金付款	-	(270)
Investment in an associate	於聯營公司之投資	-	(1,000)
Purchase of plant and equipment	購買廠房及設備	(6,535)	(388)
Placement of structured deposits	存置結構性存款	(109,020)	(23,000)
NET CASH USED IN INVESTING ACTIVITIES	投資活動所用現金淨額	(36,226)	(1,822)
FINANCING ACTIVITIES	融資活動		
Bank borrowing raised	籌措銀行借款	74,000	35,000
Interest paid for leases liabilities	租賃負債已付利息	(479)	(188)
Repayments of leases liabilities	償還租賃負債	(1,604)	(1,085)
Interest paid for bank borrowings	銀行借款已付利息	(2,066)	(1,616)
Dividends paid	已付股息	(2,651)	-
Repayments of bank borrowings	償還銀行借款	(50,800)	-
NET CASH FROM FINANCING ACTIVITIES	融資活動所得現金淨額	16,400	32,111
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等價物增加(減少)淨額	19,578	(21,229)
CASH AND CASH EQUIVALENTS AT 1 JANUARY	於一月一日的現金及現金等價物	22,291	25,004
CASH AND CASH EQUIVALENTS AT 30 JUNE, represented by bank balances and cash	於六月三十日的現金及現金等價物，指銀行結餘及現金	41,869	3,775

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2020
截至二零二零年六月三十日止六個月

1. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 *Interim Financial Reporting* issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) as well as with the applicable disclosure requirements of Chapter 18 of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited.

Significant events and transactions in the current interim period

The outbreak of Covid-19 and the subsequent quarantine measures as well as the travel restrictions imposed by many countries have had negative impacts to the global economy, business environment and directly and indirectly affect the operations of the Group. As such, the financial positions and performance of the Group were affected in different aspects, including reduction in revenue due to decrease in customers' demand caused by temporary suspension of operation of the customers in certain areas in the PRC/increase in ECL provision due to worsening creditworthiness of certain customers/rent concessions from a lessor.

2. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values, as appropriate.

Other than additional accounting policies resulting from application of amendments to Hong Kong Financial Reporting Standards (“HKFRSs”), and application of certain accounting policies which became relevant to the Group, the accounting policies and method of computation used in the condensed consolidated financial statements for the six months ended 30 June 2020 are the same as those presented in the Group's annual financial statements for the year ended 31 December 2019.

1. 編製基準

簡明綜合財務報表乃按照香港會計師公會（「香港會計師公會」）頒佈的香港會計準則（「香港會計準則」）第34號中期財務報告及香港聯合交易所有限公司（「聯交所」）GEM證券上市規則（「GEM規則」）第十八章的適用披露規定編製。

本中期間的重大事項及交易

Covid-19及其後多個國家所施行的隔離措施以及旅遊限制對全球經濟、業務環境構成負面影響，並直接或間接對本集團營運構成影響。因此，本集團的財務狀況及表現也在不同方面受到影響，包括因中國若干地區的客戶之經營及生產的臨時停止而導致客戶需求減少而致使收益減少、若干客戶的信譽轉差而致使預期信用損失增加以及來自承租人的租賃優惠。

2. 主要會計政策

簡明綜合財務報表乃按歷史成本基準編製，惟若干金融工具按公平值計量（如適用）除外。

除應用香港財務報告準則（「香港財務報告準則」）的修訂所引致的新增會計政策外，並應用與本集團相關的某些會計政策，截至二零二零年六月三十日止六個月的簡明綜合財務報表所用的會計政策及計算方法與本集團截至二零一九年十二月三十一日止年度的全年財務報表時所呈列者相同。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2020
截至二零二零年六月三十日止六個月

2. PRINCIPAL ACCOUNTING POLICIES

(continued)

Application of amendments to HKFRSs

In the current interim period, the Group has applied the Amendments to References to the Conceptual Framework in HKFRS Standards and the following amendments to HKFRSs issued by the HKICPA, for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2020 for the preparation of the Group's condensed consolidated financial statements:

Amendments to HKAS 1 and HKAS 8	Definition of Material
Amendments to HKFRS 3	Definition of a Business
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform

In addition, the Group has early applied the Amendment to HKFRS 16 "Covid-19-Related Rent Concessions".

Except as described below, the application of the Amendments to References to the Conceptual Framework in HKFRS Standards and the amendments to HKFRSs in the current period has had no material impact on the Group's financial positions and performance for the current and prior periods and/or on the disclosures set out in these condensed consolidated financial statements.

2. 主要會計政策 (續)

應用香港財務報告準則之修訂

於本中期期間，本集團已就編製本集團簡明綜合財務報表首次採用香港財務報告準則標準中有關概念框架之提述的修訂及以下由香港會計師公會頒佈並於二零二零年一月一日或之後開始之年度期間強制生效之新訂立香港財務申報準則及修訂：

香港會計準則第1號及香港會計準則第8號的修訂	重大之定義
香港財務報告準則第3號的修訂	業務之定義
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號的修訂	利率基準改革

此外，本集團已提早應用香港財務報告準則第16號修訂本Covid-19相關租金寬免。

除下文所述者外，於本期間應用香港財務報告準則標準中有關概念框架之提述的修訂及香港財務報告準則的修訂並無對本集團於本期間及過往期間的財務狀況及表現及／或於該等簡明綜合財務報表所載的披露構成重大影響。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2020
截至二零二零年六月三十日止六個月

2. PRINCIPAL ACCOUNTING POLICIES

(continued)

Application of amendments to HKFRSs (continued)

2.1 Impacts of application on Amendments to HKAS 1 and HKAS 8 “Definition of Material”

The amendments provide a new definition of material that states “information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity.” The amendments also clarify that materiality depends on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements taken as a whole.

The application of the amendments in the current period had no impact on the condensed consolidated financial statements. Changes in presentation and disclosures on the application of the amendments, if any, will be reflected on the consolidated financial statements for the year ending 31 December 2020.

2. 主要會計政策 (續)

應用香港財務報告準則之修訂 (續)

2.1 應用香港會計準則第1號及香港會計準則第8號的修訂本「重大的定義」的影響

該等修訂本對重大提供一個定義，說明「倘忽略、錯誤說明或模糊某資料，可合理地預期影響提供某一特定申報實體財務資料之通用財務報表主要用家基於該等財務報表所作之決定，該等資料即屬重大」。該等修訂本澄清重要性將取決於信息的性質或規模，並於考慮財務報表的整體內容時個別或與其他資料一併考慮。

於本期間應用該等修訂本並無對簡明綜合財務報表構成任何影響。應用該等修訂本所引致的任何呈列及披露變動（如有）將於截至二零二零年十二月三十一日止年度的綜合財務報表中反映。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2020
截至二零二零年六月三十日止六個月

2. PRINCIPAL ACCOUNTING POLICIES

(continued)

Application of amendments to HKFRSs (continued)

2.2 Impacts and accounting policies on application of Amendments to HKFRS 3 “Definition of a Business”

2.2.1 Accounting policies

Business combinations or asset acquisitions

Optional concentration test

Effective from 1 January 2020, the Group can elect to apply an optional concentration test, on a transaction-by-transaction basis, that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. The gross assets under assessment exclude cash and cash equivalents, deferred tax assets, and goodwill resulting from the effects of deferred tax liabilities. If the concentration test is met, the set of activities and assets is determined not to be a business and no further assessment is needed.

2.2.2 Transition and summary of effects

The amendments had no impact on the condensed consolidated financial statements of the Group.

2. 主要會計政策 (續)

應用香港財務報告準則之修訂 (續)

2.2 應用香港財務報告準則第3號之「業務之定義」之會計政策及影響

2.2.1 會計政策

業務合併或資產收購

選擇性集中度測試

自二零二零年一月一日起生效，本集團可選擇在逐筆交易的基礎上實施選擇性集中度測試，簡化所收購的一組活動及資產是否屬於業務的評估。如果所購總資產之公平價值基本上都集中於單一可識別資產或一組相似的可識別資產中，則滿足集中度測試。評估總資產不包括現金及現金等價物、遞延稅項資產以及由遞延稅項負債的影響所致的商譽。若滿足集中度測試，則該組活動及資產不是一項業務，因此並無需進行進一步評估。

2.2.2 過渡及影響概要

該等修訂並無對本集團簡明綜合財務報表造成影響。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2020
截至二零二零年六月三十日止六個月

2. PRINCIPAL ACCOUNTING POLICIES

(continued)

Application of amendments to HKFRSs (continued)

2.3 Impacts and accounting policies on early application of Amendment to HKFRS 16 “Covid-19-Related Rent Concessions”

2.3.1 Accounting policies

Leases

Covid-19-related rent concessions

In respect of rent concessions relating to lease contracts that occurred as a direct consequence of the Covid-19 pandemic, the Group has elected to apply the practical expedient not to assess whether the change is a lease modification if all of the following conditions are met:

- the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
- any reduction in lease payments affects only payments originally due on or before 30 June 2021; and
- there is no substantive change to other terms and conditions of the lease.

A lessee applying the practical expedient accounts for changes in lease payments resulting from rent concessions the same way it would account for the changes applying HKFRS 16 “Leases” if the changes were not a lease modification. Forgiveness or waiver of lease payments are accounted for as variable lease payments. The related lease liabilities are adjusted to reflect the amounts forgiven or waived with a corresponding adjustment recognised in the profit or loss in the period in which the event occurs.

2. 主要會計政策 (續)

應用香港財務報告準則之修訂 (續)

2.3 提早應用香港財務報告準則第16號之「Covid-19相關租金寬免」的修訂之會計政策及影響

2.3.1 會計政策

租賃

Covid-19相關租金寬免

關於Covid-19大流行直接所致與租賃合約相關之租金寬免，若符合以下所有條件，本集團選擇應用可行權宜方法而非評估該等變動是否租賃修改：

- 租賃付款之變動導致的經修訂對價實質上與變動前的租賃對價相同或更少；
- 任何租賃付款之減少僅影響於二零二一年六月三十日或之前的付款；以及
- 租賃之其他條款及條件並無產生實質性變化。

出租人因租金寬免應用可行權宜方法將所致的租賃付款變動入賬，與應用香港財務報告準則第16號「租賃」中的倘該等變動不是租賃修改的入賬方式相同。免除或豁免租賃付款可作為可變租賃付款入賬。相關租賃負債進行了調整以反映事件發生期內於損益中確認了相關免除或豁免租賃付款金額調整。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2020
截至二零二零年六月三十日止六個月

2. PRINCIPAL ACCOUNTING POLICIES

(continued)

Application of amendments to HKFRSs (continued)

2.3 Impacts and accounting policies on early application of Amendment to HKFRS 16 "Covid-19-Related Rent Concessions" (continued)

2.3.2 Transition and summary of effects

The Group has early applied the amendment in the current interim period to all rent concessions in the period (all of which meet the conditions in the amendment). The application has no impact to the opening retained profits at 1 January 2020. The Group recognised changes in lease payments that resulted from rent concessions of RMB484,000 in the profit or loss for the current interim period. Details of the rent concessions are disclosed in note 9.

3. REVENUE AND SEGMENT INFORMATION

Revenue for the six months ended 30 June 2020 represents finance leasing income and interest income on loan receivables received and receivable arising from the finance leasing activities in the PRC.

The chief operating decision maker ("CODM"), being the executive directors of the Company, have determined that the Group has only one operating and reportable segment, as the Group is principally engaged in providing finance leasing services in the PRC, and the CODM, reviews the condensed consolidated financial position and results of the Group as a whole for the purposes of allocating resources and assessing performance of the Group.

The Company is an investment holding company and the principal place of the Group's operation is in the PRC. All the Group's revenue and non-current assets are attributable to and located in the PRC. None of the customers contributed over 10% of the total revenue of the Group of the corresponding periods.

2. 主要會計政策 (續)

應用香港財務報告準則之修訂 (續)

2.3 提早應用香港財務報告準則第16號之「Covid-19相關租金寬免」的修訂之會計政策及影響 (續)

2.3.2 過渡及影響概要

本集團於本期間對所有符合條件的租金寬免提早應用此等修訂(全部符合修訂的條件)。該應用並無對於二零二零年一月一日之期初保留溢利造成影響。於本中期期間，本集團於損益確認了內因租金寬免而引致之人民幣484,000元租賃付款變動。租金寬免之詳情載於附註9。

3. 收益及分部資料

截至二零二零年六月三十日止六個月的收益指在中國提供融資租賃服務活動之已收及應收融資租賃收入及貸款利息收入。

主要經營決策者(「主要經營決策者」，即本公司執行董事)已釐定本集團僅有一個經營及可呈報分部，乃由於本集團在中國主要提供融資租賃服務，而主要經營決策者就分配資源及評估本集團表現審閱本集團簡明綜合財務狀況及業績。

本公司為投資控股公司，而本集團主要營業地點在中國。本集團收益及非流動資產均來自及位於中國。概無客戶貢獻本集團於相應期間之總收益超過10%。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2020
截至二零二零年六月三十日止六個月

4. FINANCE COSTS

4. 融資成本

	Three months ended 截至以下日期止三個月		Six months ended 截至以下日期止六個月	
	30.6.2020 二零二零年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	30.6.2019 二零一九年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	30.6.2020 二零二零年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	30.6.2019 二零一九年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)
Interests on bank borrowing repayable within one year	1,237	1,119	2,342	1,683
Imputed interests on interest-free deposits from finance lease customers	959	1,437	2,200	3,529
Interests on lease liabilities	231	99	479	188
	2,427	2,655	5,021	5,400

5. TAXATION

5. 稅項

	Three months ended 截至以下日期止三個月		Six months ended 截至以下日期止六個月	
	30.6.2020 二零二零年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	30.6.2019 二零一九年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	30.6.2020 二零二零年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	30.6.2019 二零一九年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)
The charge (credit) comprises:				
Current tax				
– PRC Enterprise Income Tax	996	2,229	2,208	3,694
– Withholding tax levied on dividend declared of a PRC subsidiary	600	–	600	–
Deferred tax (note 12)	(3,587)	(410)	(3,324)	(7)
	(1,991)	1,819	(516)	3,687

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5. TAXATION (continued)

No provision for Hong Kong Profits Tax has been made in the condensed consolidated financial statements as the Group's operation in Hong Kong had no assessable profit during both periods.

Under the Enterprise Income Tax Law of PRC (the "EIT Law") and the Implementation Regulation of the EIT Law, the subsidiaries in the PRC are subject to the tax rate of 25% during the reporting period.

Withholding tax has been provided for the current interim period in the condensed consolidated financial statements, and details are set out in note 12.

6. PROFIT FOR THE PERIOD

Profit for the period has been arrived at after charging (crediting):

5. 稅項 (續)

由於本集團香港業務於兩個期間內並無應課稅利潤，故並無於簡明綜合財務報表內計提香港利得稅撥備。

根據《中華人民共和國企業所得稅法》(「企業所得稅法」)及企業所得稅法實施條例，中國附屬公司於報告期內須按25%的稅率納稅。

本中期簡明綜合財務報表已計提預扣稅，詳情載於附註12。

6. 期內溢利

期內溢利已扣除(計入)：

		Three months ended		Six months ended	
		截至以下日期止三個月	截至以下日期止六個月	截至以下日期止三個月	截至以下日期止六個月
		30.6.2020	30.6.2019	30.6.2020	30.6.2019
		二零二零年	二零一九年	二零二零年	二零一九年
		六月三十日	六月三十日	六月三十日	六月三十日
		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
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
Directors' emoluments	董事薪酬	278	320	879	673
Other staff costs	其他員工成本				
– Salaries, allowances and other staff benefits	– 薪金、津貼及其他員工福利	3,122	3,842	5,862	6,968
– Staffs' retirement benefit scheme contributions	– 員工退休福利計劃供款	4	247	70	402
Total staff costs	員工成本總額	3,404	4,409	6,811	8,043
Less: staff costs recognised as research and development costs in other operating expenses	減：於其他經營開支確認為研發成本的員工成本	(425)	(968)	(601)	(968)
Staff costs recognised in profit or loss	於損益確認之員工成本	2,979	3,441	6,210	7,075
Research and development costs recognised as an expense (included in other operating expenses)	確認為開支的研發成本(計入其他營運開支)	440	1,052	688	1,052
Written off plant and equipment	廠房及設備撇銷	-	-	1	15
Depreciation of plant and equipment	廠房及設備折舊	114	72	220	126
Depreciation of right-of-use assets	使用權資產折舊	1,020	762	2,040	1,318
Total depreciation	總折舊	1,134	834	2,260	1,444
Short-term leases payments	短期租賃付款	-	-	-	37
Covid-19-related rent concessions (note 9)	Covid-19相關租金寬免(附註9)	-	-	(484)	-

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7. DIVIDENDS

During the current interim period, a final dividend of HK3 cents per share in respect of the year ended 31 December 2019 was declared to the owners of the Company. The aggregate amount of the final dividend declared amounted to HK\$12,000,000 (equivalent to RMB10,884,000) (six months ended 30 June 2019: nil). The aggregate amount of the final dividend paid in the interim period amounted to HK\$3,000,000 (equivalent to RMB2,651,000) (six months ended 30 June 2019: nil) and the remaining final dividend of HK\$9,000,000 (equivalent to RMB8,233,000) was paid in July 2020.

The directors of the Company do not recommend the payment of an interim dividend in respect of the six months ended 30 June 2020 (six months ended 30 June 2019: nil).

8. EARNINGS PER SHARE

The calculation of basic earnings per share attributable to owners of the Company is based on the following data:

7. 股息

於本中期期間，向公司所有者宣派二零一九年十二月三十一日年度之末期股息每股3港仙。末期股息之總額為12,000,000港元（相等於人民幣10,884,000元）（截至二零一九年六月三十日止六個月：無）。於本中期期間，已付末期股息之總額為3,000,000港元（相等於人民幣2,651,000元）（截至二零一九年六月三十日止六個月：無）及末期股息餘款9,000,000港元（相等於人民幣8,233,000元）已於二零二零年七月派付。

本公司董事並不建議就截至二零二零年六月三十日止六個月派付中期股息（截至二零一九年六月三十日止六個月：無）。

8. 每股盈利

本公司擁有人應佔每股基本盈利乃按下列數據計算：

	Three months ended 截至以下日期止三個月		Six months ended 截至以下日期止六個月	
	30.6.2020 二零二零年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	30.6.2019 二零一九年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	30.6.2020 二零二零年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	30.6.2019 二零一九年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)
Earnings:		盈利：		
Earnings for the purpose of basic earnings per share		就計算每股基本盈利而言的盈利		
Profit for the period attributable to owners of the Company for the purpose of basic earnings per share		就計算每股基本盈利而言的本公司擁有人應佔期內溢利		
	1,618	3,374	5,238	7,416

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8. EARNINGS PER SHARE (continued)

8. 每股盈利 (續)

	Three months ended		Six months ended	
	截至以下日期止三個月		截至以下日期止六個月	
	30.6.2020	30.6.2019	30.6.2020	30.6.2019
	二零二零年	二零一九年	二零二零年	二零一九年
	六月三十日	六月三十日	六月三十日	六月三十日
	'000	'000	'000	'000
	千股	千股	千股	千股
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	(未經審核)	(未經審核)	(未經審核)	(未經審核)
Number of shares:	股份數目:			
Weighted average number of ordinary shares for the purpose of basic earnings per share	就計算每股基本盈利而言的普通股加權平均數			
	400,000	400,000	400,000	400,000

No diluted earnings per share are presented as there were no potential dilutive ordinary shares in issue during both periods.

由於兩個期間內並無已發行潛在攤薄普通股，故並無呈列每股攤薄盈利。

9. PLANT AND EQUIPMENT/RIGHT-OF-USE ASSETS

During the current interim period, the Group acquired furniture and office equipment of RMB49,000 (six months ended 30 June 2019: RMB388,000) and leasehold improvement of RMB12,771,000 (six months ended 30 June 2019: nil).

During the current interim period, a lessor provided office rent concessions to the Group through 100% rent reductions over two months.

These rent concessions occurred as a direct consequence of Covid-19 pandemic and met of all of the conditions in HKFRS 16.46B, and the Group applied the practical expedient not to assess whether the changes constitute lease modifications. During the current interim period, the effects on changes in lease payments due to rent reduction (i.e. waiver by the lessor) for the relevant leases of RMB484,000 were recognised as negative variable lease payments.

9. 廠房及設備／使用權資產

於本中期期間，本集團購置傢具及辦公室設備為人民幣49,000元（截至二零一九年六月三十日止六個月：人民幣388,000元）及租賃物業裝修款項為人民幣12,771,000元（截至二零一九年六月三十日止六個月：人民幣：無）。

於本中期期間，一位出租人向本集團提供兩個月減少100%租金之辦公室租金寬免。

這些租金寬免為Covid-19大流行直接所致及符合所有香港財務報告準則第16號46B所列之條件，及本集團選擇應用可行權宜方法而非評估該等變動是否租賃修改。於本中期期間，因減金租免（即承租人之豁免）而引致之人民幣484,000元租賃付款變動之影響確認為負可變租賃付款。

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10. FINANCE LEASE RECEIVABLE/LOAN RECEIVABLES/DEPOSITS FROM FINANCE LEASE CUSTOMERS

10. 融資租賃應收款項／應收貸款／融資租賃客戶按金

(a) Finance lease receivable

(a) 融資租賃應收款項

	Minimum lease payments		Present value of minimum lease payments	
	最低租賃款項		最低租賃款項現值	
	30 June 2020	31 December 2019	30 June 2020	31 December 2019
	二零二零年六月三十日	二零一九年十二月三十一日	二零二零年六月三十日	二零一九年十二月三十一日
	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
	(Unaudited)	(Audited)	(Unaudited)	(Audited)
	(未經審核)	(經審核)	(未經審核)	(經審核)
Finance lease receivable comprises:	融資租賃應收款項包括：			
Within one year	274,322	293,279	237,008	250,492
In the second year	89,841	121,887	80,295	108,549
In the third year	9,431	13,933	8,706	12,800
	373,594	429,099	326,009	371,841
Less: Unearned finance income	(47,585)	(57,258)	-	-
Present value of minimum lease payments	326,009	371,841	326,009	371,841
Less: Lifetime ECL allowance	(19,729)	(12,764)	(19,729)	(12,764)
	306,280	359,077	306,280	359,077
Analysed for reporting purposes as:	就呈報目的分析為：			
Current assets			220,886	240,050
Non-current assets			85,394	119,027
			306,280	359,077

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10. FINANCE LEASE RECEIVABLE/LOAN RECEIVABLES/DEPOSITS FROM FINANCE LEASE CUSTOMERS (continued)

(a) Finance lease receivable (continued)

As at 30 June 2020, the effective interest rates of the above finance leases range mainly from 9.3% to 21.2% (31 December 2019: 9.3% to 21.2%) per annum.

The following is a credit quality analysis of finance lease receivable:

10. 融資租賃應收款項／應收貸款／融資租賃客戶按金 (續)

(a) 融資租賃應收款項 (續)

於二零二零年六月三十日，上述融資租賃的年利率主要介乎9.3%至21.2%（二零一九年十二月三十一日：9.3%至21.2%）。

以下為融資租賃應收款項的信貨質素分析：

		30 June 2020 二零二零年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2019 二零一九年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Non-past due	未逾期	277,875	360,666
Past due (note)	已逾期 (附註)	48,134	11,175
Subtotal	小計	326,009	371,841
Less: Lifetime ECL allowance	減：全期預期信用損失撥備	(19,729)	(12,764)
		306,280	359,077

Note: In the event that instalments repayment of a finance lease receivable are past due, the entire outstanding balance of the finance lease receivable is classified as past due.

附註：倘融資租賃應收款項的分期付款逾期，融資租賃應收款項全部未收回結餘分類為逾期。

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10. FINANCE LEASE RECEIVABLE/LOAN RECEIVABLES/DEPOSITS FROM FINANCE LEASE CUSTOMERS (continued)

(a) Finance lease receivable (continued)

Finance lease receivable is mainly secured by the leased assets which are used in printing industry, medical industry and logistics industry and customers' deposits where applicable. Customers' deposits are collected and calculated based on a certain percentage of the entire value of the lease contract. Certain deposits are returned to the customers in full by end of lease period according to the terms of the lease contract. When the lease contract expires and all liabilities and obligations under the lease contract have been fulfilled, the lessor must return the full lease deposits to the lessee. The balance of the customers' deposits can also be applied and used to settle any outstanding lease payments for the corresponding lease contract. As at 30 June 2020, the customers' deposits with carrying amount of RMB18,123,000 (31 December 2019: RMB35,052,000) will be returned to the customers in full by end of lease period.

10. 融資租賃應收款項／應收貸款／融資租賃客戶按金 (續)

(a) 融資租賃應收款項 (續)

融資租賃應收款項主要以用於印刷業、醫療業及物流業的租賃資產及客戶按金(倘適用)作抵押。客戶按金乃按租賃合約總價值的若干百分比收取及計算。部分按金根據租賃合約條款於租期結束後全數返還予客戶。當租賃合約到期且租賃合約項下所有責任及義務已獲履行時，出租人必須向承租人退回全部租賃按金。客戶按金餘額亦可以應用於及用於付清任何相應租賃合約的未償還租賃付款。於二零二零年六月三十日，預先收取的客戶按金之賬面值為人民幣18,123,000元(二零一九年十二月三十一日：人民幣35,052,000元)，在租賃期結束前將全額返還給客戶。

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10. FINANCE LEASE RECEIVABLE/LOAN RECEIVABLES/DEPOSITS FROM FINANCE LEASE CUSTOMERS (continued)

(a) Finance lease receivable (continued)

The following is an aging analysis based on due dates of the finance lease receivable instalments which are past due (instalments which are not yet due at the end of the reporting period are excluded):

Past due by:	已逾期：
1 – 30 days	1至30日
31 – 90 days	31至90日
More than 90 days	超過90日

10. 融資租賃應收款項／應收貸款／融資租賃客戶按金 (續)

(a) 融資租賃應收款項 (續)

以下為根據已逾期的融資租賃應收款項分期的到期日的賬齡分析 (不包括於報告期末尚未到期的分期付款)：

30 June 2020 二零二零年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2019 二零一九年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
2,482	243
1,773	241
6,152	5,738
10,407	6,222

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10. FINANCE LEASE RECEIVABLE/LOAN RECEIVABLES/DEPOSITS FROM FINANCE LEASE CUSTOMERS (continued)

(b) Loan receivables

Since 1 January 2019, the newly entered sales and leaseback transaction which does not satisfy the requirements of HKFRS 15 as a sale is recognised as a loan receivable in accordance with HKFRS 9.

10. 融資租賃應收款項／應收貸款／融資租賃客戶按金(續)

(b) 應收貸款

從二零一九年一月一日起，新簽訂的售後租回交易若不符合香港財務報告準則第15號作為出售的規定，則根據香港財務報告準則第9號確認為應收貸款。

		30 June 2020 二零二零年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2019 二零一九年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Fixed-rate loan receivables	固定利率應收貸款	10,960	13,241
Less: impairment loss allowance	減：信用損失撥備		
– 12-month ECL (“12m ECL”) allowance	– 12個月預期信用損失(「12個月預期信用損失」)撥備	(125)	(136)
– lifetime ECL allowance	– 全期預期信用損失撥備	(146)	-
		<u>10,689</u>	<u>13,105</u>
Analysed for reporting purposes as:	就呈報目的分析為：		
Current assets	流動資產	7,222	7,208
Non-current assets	非流動資產	3,467	5,897
		<u>10,689</u>	<u>13,105</u>

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10. FINANCE LEASE RECEIVABLE/LOAN RECEIVABLES/DEPOSITS FROM FINANCE LEASE CUSTOMERS (continued)

(b) Loan receivable (continued)

The exposure of the Group's fixed-rate loan receivables to interest rate risks and their contractual maturity dates are as follows:

10. 融資租賃應收款項／應收貸款／融資租賃客戶按金 (續)

(b) 應收貸款 (續)

本集團的固定利率應收貸款之利率風險及其合約到期日的風險如下：

		30 June 2020 二零二零年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2019 二零一九年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Fixed-rate loan receivables:	固定利率應收貸款		
Within one year	一年內	7,447	7,282
In more than one year but not more than two years	一年後但兩年內	3,310	5,441
In more than two years but not more than five years	兩年後但五年內	203	518
		10,960	13,241
Less: impairment loss allowance	減：信用損失撥備		
– 12m ECL allowance	– 12個月預期信用損失撥備	(125)	(136)
– lifetime ECL allowance	– 全期預期信用損失撥備	(146)	–
		10,689	13,105

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10. FINANCE LEASE RECEIVABLE/LOAN RECEIVABLES/DEPOSITS FROM FINANCE LEASE CUSTOMERS (continued)

(b) Loan receivable (continued)

The following is an aging analysis based on due dates of the loan receivables instalments which are past due (instalments which are not yet due at the end of the reporting period are excluded):

Past due by:	已逾期：
1 – 30 days	1至30日
31 – 90 days	31至90日

As at 30 June 2020, the carrying amount of loan receivables amounting to RMB10,689,000 (31 December 2019: RMB13,105,000) are pledged with collaterals such as equipment. The Group is not permitted to sell the collaterals in the absence of default by the borrower.

Details of impairment assessment for the reporting period are set out in note 11.

10. 融資租賃應收款項／應收貸款／融資租賃客戶按金 (續)

(b) 應收貸款 (續)

以下為根據已逾期的應收貸款分期的到期日的賬齡分析 (不包括於報告期末尚未到期的分期付款)：

30 June 2020 二零二零年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2019 二零一九年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
33	–
33	–
66	–

於二零二零年六月三十日，應收貸款賬面總值為人民幣10,689,000元 (二零一九年十二月三十一日：人民幣13,105,000元)，以設備作為抵押品。在借款人無違約情況時，本集團不得出售其抵押品。

報告期之減值評估詳情載於附註11。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2020
截至二零二零年六月三十日止六個月

11. IMPAIRMENT ASSESSMENT ON FINANCIAL ASSETS SUBJECT TO ECL MODEL

11. 涉及預期信用損失模式之金融資產減值評估

		Three months ended		Six months ended	
		截至以下日期止三個月		截至以下日期止六個月	
		30.6.2020	30.6.2019	30.6.2020	30.6.2019
		二零二零年	二零一九年	二零二零年	二零一九年
		六月三十日	六月三十日	六月三十日	六月三十日
		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
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
Impairment losses recognised (reversed) on:	減值虧損確認(撥回):				
- finance lease receivable	- 融資租賃應收款項	5,577	727	6,965	1,757
- loan receivables	- 應收貸款	(42)	-	135	-
		<u>5,535</u>	<u>727</u>	<u>7,100</u>	<u>1,757</u>

The basis of determining the inputs and assumptions and the estimation techniques used in the condensed consolidated financial statements for the six months ended 30 June 2020 are the same as those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2019.

釐定截至二零二零年六月三十日止六個月的簡明綜合財務報表所用的輸入數據及假設的基準以及估計方法與編製本集團截至二零一九年十二月三十一日止年度的全年財務報表所遵循者相同。

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截至二零二零年六月三十日止六個月

11. IMPAIRMENT ASSESSMENT ON FINANCIAL ASSETS SUBJECT TO ECL MODEL (continued)

11. 涉及預期信用損失模式的金融資產減值評估 (續)

As at 30 June 2020

於二零二零年六月三十日

Internal credit rating	12m or lifetime ECL 12個月或全期預期 信用損失	Average loss rate	Gross carrying amount	Impairment loss allowance
內部信貸評級		平均虧損率	賬面總值 RMB'000 人民幣千元 (Unaudited) (未經審核)	減值虧損撥備 RMB'000 人民幣千元 (Unaudited) (未經審核)
Finance lease receivable				
融資租賃應收款項				
Low risk 低風險	Lifetime ECL – (not credit-impaired) 全期預期信用損失 – (並無信用減值)	2%	278,986	4,775
Fair risk 一般風險	Lifetime ECL – (not credit-impaired) 全期預期信用損失 – (並無信用減值)	15%	36,775	5,621
Loss 損失	Lifetime ECL – (credit-impaired) 全期預期信用損失 – (信用減值)	91%	10,248	9,333
			326,009	19,729
Loan Receivables				
應收貸款				
Low risk 低風險	12m ECL 12個月預期信用損失	1%	9,779	125
Fair risk 一般風險	Lifetime ECL – (not credit-impaired) 全期預期信用損失 – (並無信用減值)	12%	1,181	146
			10,960	271

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截至二零二零年六月三十日止六個月

11. IMPAIRMENT ASSESSMENT ON FINANCIAL ASSETS SUBJECT TO ECL MODEL (continued)

11. 涉及預期信用損失模式的金融資產減值評估 (續)

As at 31 December 2019

於二零一九年十二月三十一日

Internal credit rating	12m or lifetime ECL 12個月或全期預期 信用損失	Average loss rate	Gross carrying amount	Impairment loss allowance
內部信貸評級	信用損失	平均虧損率	賬面總值 RMB'000 人民幣千元 (Audited) (經審核)	減值虧損撥備 RMB'000 人民幣千元 (Audited) (經審核)
Finance lease receivable				
融資租賃應收款項				
Low risk 低風險	Lifetime ECL – (not credit-impaired) 全期預期信用損失 – (並無信用減值)	1%	348,567	4,021
Fair risk 一般風險	Lifetime ECL – (not credit-impaired) 全期預期信用損失 – (並無信用減值)	15%	16,528	2,212
Loss 損失	Lifetime ECL – (credit-impaired) 全期預期信用損失 – (信用減值)	90%	6,746	6,531
			371,841	12,764
Loan Receivables				
應收貸款				
Low risk 低風險	12m ECL 12個月預期信用損失	1%	13,241	136
			13,241	136

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2020
截至二零二零年六月三十日止六個月

11. IMPAIRMENT ASSESSMENT ON FINANCIAL ASSETS SUBJECT TO ECL MODEL (continued)

The following table shows the movement in lifetime ECL that has been recognised for finance lease receivable under the simplified approach.

11. 涉及預期信用損失模式的金融資產減值評估 (續)

下表顯示根據簡易方法已就融資租賃應收款項確認之全期預期信用損失變動。

		Lifetime ECL not credit-impaired 全期預期 借用損失 (並無信用 減值) RMB'000 人民幣千元	Lifetime ECL credit-impaired 全期預期 借用損失 (信用減值) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at 1 January 2020 (unaudited)	於二零二零年一月一日 (未經審核)	6,233	6,531	12,764
Transfer to credit-impaired (note)	轉撥至信用減值(附註)	(367)	367	-
Impairment losses, net of reversal	減值虧損(扣除撥回)	4,530	2,435	6,965
As at 30 June 2020 (unaudited)	於二零二零年六月三十日 (未經審核)	<u>10,396</u>	<u>9,333</u>	<u>19,729</u>
		Lifetime ECL not credit-impaired 全期預期 借用損失 (並無信用 減值) RMB'000 人民幣千元	Lifetime ECL credit-impaired 全期預期 借用損失 (信用減值) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at 1 January 2019 (unaudited)	於二零一九年一月一日 (未經審核)	4,767	6,151	10,918
Transfer to credit-impaired (note)	轉撥至信用減值(附註)	(622)	622	-
Impairment losses, net of reversal	減值虧損(扣除撥回)	1,586	171	1,757
As at 30 June 2019 (unaudited)	於二零一九年六月三十日 (未經審核)	<u>5,731</u>	<u>6,944</u>	<u>12,675</u>

Note: Transfer to credit-impaired was caused by the triggering event from the debtors such as default or the debtor encountering significant financial difficulty during the current interim period.

附註：轉撥至信用減值乃由於本中期間來自債務人之觸發事件(例如違約事件或債務人面臨重大財政困難)所導致。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2020
截至二零二零年六月三十日止六個月

11. IMPAIRMENT ASSESSMENT ON FINANCIAL ASSETS SUBJECT TO ECL MODEL (continued)

The following table shows the movement in 12m and lifetime ECL that has been recognised for loan receivables.

11. 涉及預期信用損失模式的金融資產減值評估 (續)

下表顯示應收貸款確認之12個月及全期預期信用損失變動。

		12m ECL not credit- impaired 12個月預期 信用損失 (並無 信用減值) RMB'000 人民幣千元	Lifetime ECL not credit- impaired 全期預期 信用損失 (並無 信用減值) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at 1 January 2020 (unaudited)	於二零二零年一月一日 (未經審核)	136	-	136
Transfer to lifetime ECL	轉撥至信用減值(附註)	(19)	19	-
Impairment losses, net of reversal	減值虧損(扣除撥回)	8	127	135
As at 30 June 2020 (unaudited)	於二零二零年六月三十日 (未經審核)	125	146	271

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12. DEFERRED TAXATION

The following is the analysis of the deferred tax balances for financial reporting purposes:

		30 June 2020 二零二零年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2019 二零一九年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Deferred tax assets	遞延稅項資產	6,892	4,996
Deferred tax liabilities	遞延稅項負債	(550)	(1,978)
		6,342	3,018

The following are the major deferred tax assets (liabilities) recognised and movements thereon during both periods:

		Undistributed earnings of PRC subsidiaries 未分配中國 附屬公司 可收益 RMB'000 人民幣千元	ECL provision 預期信用 損失撥備 RMB'000 人民幣千元	Temporary difference arising from finance lease income 融資租賃 收入產生的 暫時性差額 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at 1 January 2019 (unaudited)	於二零一九年 一月一日 (未經審核)	-	2,824	1,752	4,576
Credit (charge) to profit or loss	計入 (扣除自) 損益	-	439	(432)	7
As at 30 June 2019 (unaudited)	於二零一九年六月三十日 (未經審核)	-	3,263	1,320	4,583
(Charge) credit to profit or loss	(扣除自) 計入損益	(1,978)	57	356	(1,565)
As at 31 December 2019 (audited)	於二零一九年 十二月三十一日 (經審核)	(1,978)	3,320	1,676	3,018
Effect of change in tax rate	稅率變動的影響	989	-	-	989
Credit to profit or loss (note 5)	計入損益 (附註5)	439	1,775	121	2,335
As at 30 June 2020 (unaudited)	於二零二零年六月三十日 (未經審核)	(550)	5,095	1,797	6,342

12. 遞延稅項

以下為就財務報告而言於遞延稅項結餘之分析：

		30 June 2020 二零二零年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2019 二零一九年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Deferred tax assets	遞延稅項資產	6,892	4,996
Deferred tax liabilities	遞延稅項負債	(550)	(1,978)
		6,342	3,018

以下為於兩個期間內確認的主要遞延稅項資產 (負債) 及其變動：

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簡明綜合財務報表附註

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12. DEFERRED TAXATION (continued)

Pursuant to the EIT Law and its detailed implementation rules, dividend distributed out of the profit generated thereafter, shall be subject to EIT at 10% and withheld by the PRC entities. By the Tax Arrangement for Avoidance of Double Taxation between China and Hong Kong, a Hong Kong resident company should be entitled to preferential tax rate of 5% when receiving dividend from its PRC subsidiaries. A Hong Kong subsidiary of the Group enjoyed the preferential tax rate from current period. Accordingly, deferred tax liability has been provided for in the condensed consolidated statement in respect of the expected dividend stream from the PRC subsidiaries with the applicable tax rate of 5%.

13. DEFERRED INCOME

Deferred income represents the difference between the nominal value of the deposits from finance lease customers and their fair values at initial recognition dates. Deferred income is recognised in the profit or loss in a pattern which is consistent with recognition of finance leasing income over the lease period.

14. BANK BORROWINGS

Unsecured and guaranteed (note i)	無抵押及有擔保 (附註(i))	49,600	56,180
Secured and guaranteed (note ii)	有抵押及有擔保 (附註(ii))	30,056	-
Carrying amounts repayable*:	應償還賬面值*:		
Within one year and shown under current liabilities	一年內及列示為流動負債	79,656	56,180

* The amounts due are based on scheduled repayment dates set out in the loan agreements.

12. 遞延稅項 (續)

根據企業所得稅法及其實施細則，由此後產生的利潤所分派的股息，應按10%的稅率繳納企業所得稅，並由中國實體代為繳扣。通過中國和香港關於對所得避免雙重徵稅的安排，香港居民公司從其中國附屬公司收取股息時，享有優惠稅率5%。本集團一家香港附屬公司從本期開始享有優惠稅率。因此，就來自中國附屬公司的預期股息流，按適用稅率5%於簡明綜合財務報表計提遞延稅項負債。

13. 遞延收入

遞延收入指於初始確認日期融資租賃客戶按金的賬面值與其公平值之間的差額。遞延收入已於租賃期內按與確認融資租賃收入一致之形式在損益中確認。

14. 銀行借款

30 June 2020 二零二零年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2019 二零一九年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
49,600	56,180
30,056	-
79,656	56,180

* 到期款項乃基於該等貸款協議所載計劃還款日期計算。

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14. BANK BORROWINGS (continued)

Notes:

- (i) As at 30 June 2020, the Group's bank borrowing of RMB30,050,000 (31 December 2019: nil) was guaranteed by Mr. Zhang Junshen, an executive director of the Company, Mr. Zhang Shengjie, father of the Controlling Individual Shareholders, Shenzhen Ziyuanyuan Investment Holdings Limited and Shenzhen Lingnan Real Estate Development Limited, companies which are controlled by the Controlling Individual Shareholders.

As at 30 June 2020, the Group's bank borrowing of RMB13,550,000 (31 December 2019: RMB18,100,000) was guaranteed by the Company and a financial guarantee company, which is a third-party.

As at 30 June 2020, the Group's bank borrowing of RMB3,000,000 (31 December 2019: nil) was guaranteed by Mr. Zhang Junshen, an executive director of the Company.

As at 30 June 2020, the Group's bank borrowing of RMB3,000,000 (31 December 2019: RMB3,000,000) was guaranteed by ZYY Finance Leasing, a subsidiary of the Company.

- (ii) As at 30 June 2020, the Group's bank borrowing of RMB30,056,000 was guaranteed by Mr. Zhang Junshen, an executive director of the Company, Ms. Tang Yiping, the spouse of Mr. Zhang Junshen, Mr. Zhang Shengjie, father of the Controlling Individual Shareholders and Shenzhen Ziyuanyuan Investment Holdings Limited, a company controlled by the Controlling Individual Shareholders, and secured by charges over certain finance lease receivable and loan receivables of the Group with the aggregate carrying value of RMB30,078,000.

14. 銀行借款 (續)

附註

- (i) 於二零二零年六月三十日，本集團的銀行借款人民幣30,500,000元（二零一九年十二月三十一日：無）由本公司執行董事張俊深先生、控股個人股東之父親張勝階先生、控股個人股東控制的公司深圳市紫元元投資集團有限公司、深圳嶺南房地產工程開發有限公司提供擔保。

於二零二零年六月三十日，本集團的銀行借款人民幣13,550,000元（二零一九年十二月三十一日：人民幣18,100,000元）由本公司及一家第三方金融擔保公司提供擔保。

於二零二零年六月三十日，本集團的銀行借款人民幣3,000,000元（二零一九年十二月三十一日：無）由本公司執行董事張俊深先生提供擔保。

於二零二零年六月三十日，本集團的銀行借款人民幣3,000,000元（二零一九年十二月三十一日：人民幣3,000,000元）由本公司的附屬公司紫元元融資租賃提供擔保。

- (ii) 於二零二零年六月三十日，本集團的銀行借款人民幣30,056,000元，由本公司執行董事張俊深先生、張俊深先生之配偶湯怡萍女士、控股個人股東之父親張勝階先生及由控股個人股東控制的公司深圳市紫元元投資集團有限公司提供擔保，並以本集團總賬面值人民幣30,078,000元的若干融資租賃應收款項及應收貸款之質押作抵押。

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簡明綜合財務報表附註

For the six months ended 30 June 2020
截至二零二零年六月三十日止六個月

14. BANK BORROWINGS (continued)

The exposure of the Group's variable-rate borrowings and fixed-rate borrowings are as follows:

		30 June 2020 二零二零年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2019 二零一九年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Fixed-rate borrowings	固定利率借款	49,600	35,080
Variable-rate borrowing	浮動利率借款	30,056	21,100
		79,656	56,180

As at 30 June 2020, the Group's variable-rate bank borrowing carries interest at the rate of the benchmark rate offered by the People's Bank of China ("PBOC") plus 2.95% per annum (31 December 2019: 161% of the benchmark rate offered by the PBOC per annum).

14. 銀行借款 (續)

本集團的浮動利率借款和固定利率借款的風險如下：

		30 June 2020 二零二零年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2019 二零一九年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Fixed-rate borrowings	固定利率借款	49,600	35,080
Variable-rate borrowing	浮動利率借款	30,056	21,100
		79,656	56,180

於二零二零年六月三十日，本集團的浮動利率銀行借款按中國人民銀行提供的基準利率（「中國人民銀行基準利率」）加2.95%年利率計息（二零一九年十二月三十一日：按中國人民銀行提供的基準利率的161%的年利率計息）。

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15. SHARE CAPITAL

Details of movements of share capital of the Company are as follows:

15. 股本

本公司的股本變動詳情如下：

		Number of shares 股份數目 '000 千股	Share capital 股本 HK\$'000 千港元
Ordinary shares of HK\$0.1 each	每股面值0.1港元的普通股		
Authorised:	法定：		
At 1 January 2019, 30 June 2019, 1 January 2020 and 30 June 2020	於二零一九年一月一日、 二零一九年六月三十日、 二零二零年一月一日及 二零二零年六月三十日	1,000,000	100,000
Issued and fully paid:	已發行及繳足：		
At 1 January 2019, 30 June 2019, 1 January 2020 and 30 June 2020	於二零一九年一月一日、 二零一九年六月三十日、 二零二零年一月一日及 二零二零年六月三十日	400,000	40,000

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15. SHARE CAPITAL (continued)

15. 股本 (續)

	30 June 2020	31 December 2019
	二零二零年 六月三十日	二零一九年 十二月三十一日
	RMB'000	RMB'000
	人民幣千元	人民幣千元
	(Unaudited)	(Audited)
	(未經審核)	(經審核)
Shown in the condensed consolidated statement of financial position	<u>33,839</u>	<u>33,839</u>

簡明綜合財務狀況表所示

16. CAPITAL COMMITMENTS

16. 資本承擔

	30 June 2020	31 December 2019
	二零二零年 六月三十日	二零一九年 十二月三十一日
	RMB'000	RMB'000
	人民幣千元	人民幣千元
	(Unaudited)	(Audited)
	(未經審核)	(經審核)
Capital expenditure in respect of the acquisition of office equipment and leasehold improvement contracted for but not provided in the condensed consolidated financial statements	<u>500</u>	<u>4,000</u>

已訂約但未在簡明綜合財務報表中列示的購置辦公設備和租賃物業裝修的資本支出

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2020
截至二零二零年六月三十日止六個月

17. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

(i) Fair value of the financial assets that are measured at fair value on a recurring basis

Some of the Group's financial assets are measured at fair value at the end of reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable:

Financial assets 金融資產	Fair value 公平價值		Fair value hierarchy 公平價值架構	Valuation technique(s) and key input(s) 估值技巧及主要變數
	30.6.2020 二零二零年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31.12.2019 二零一九年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)		
Financial assets at FVTPL – Structured deposits (note)	Assets – 30,112	–	Level 2	Discounted cash flow. Return rate and cash flow are key inputs.
按公平價值計入損益之金融資產－結構性存款(附註)	資產－30,112	–	第二級別	折現現金流。回報率及現金流為主要變數。

Note: The structured deposits were fully redeemed after the reporting date.

There were not any transfer between level 1 and level 2 for the current period.

(ii) Fair value of financial instruments that are recorded at amortised cost

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in condensed consolidated financial statements approximate their fair values, except for finance lease receivable and loan receivables.

17. 金融工具之公平值計量

(i) 按經常基準計算公平價值之金融資產公平價值

本集團部分金融資產以各報告期末的公平價值計量。下表列出有關金融資產的公平價值如何釐定的資料(重點在於當中所用的估值技巧及輸入變數),以及按公平價值計量中的輸入變數可以觀測得出的程度,將公平價值計量分類至公平價值架構中的級別(第一至第三級別)。

附註: 結構性存款已於報告期後全數贖回。

本期間並無於第一級別與第二級別之間進行轉撥。

(ii) 按攤銷成本計算之金融工具公平價值

本公司董事認為,按攤銷成本計入簡明綜合財務報表之金融資產及金融負債之賬面值與其公平值相若,惟融資租賃應收款項及應收貸款除外。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2020
截至二零二零年六月三十日止六個月

18. RELATED PARTY DISCLOSURES

(a) Compensation of key management personnel

During the reporting period, the remunerations of key management personnel which represent the directors of the Company and senior management were as follows:

		Six months ended 30 June 截至六月三十日止六個月	
		2020 二零二零年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2019 二零一九年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Salaries and other allowances	工資及其他津貼	2,299	2,026
Retirement benefit scheme contributions	退休福利計劃供款	21	77
		2,320	2,103

The remunerations of directors of the Company and senior management are determined having regard to the performance of individuals and market trends.

(b) Financial guarantees

As at 30 June 2020, the Group's certain bank borrowings were guaranteed by related parties. Details of financial guarantees by related parties are set out in note 14.

19. EVENTS AFTER THE END OF THE REPORTING PERIOD

Potential acquisition

In 22 July 2020, a PRC subsidiary of the Company, entered into agreements with a third party to acquire 51% equity interests in a PRC entity, with an amount of RMB3,400,000.

18. 關聯方披露

(a) 主要管理層人員薪金

於報告期內，主要管理層人員（指本公司董事及高級管理層）的薪金如下：

		Six months ended 30 June 截至六月三十日止六個月	
		2020 二零二零年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2019 二零一九年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Salaries and other allowances	工資及其他津貼	2,299	2,026
Retirement benefit scheme contributions	退休福利計劃供款	21	77
		2,320	2,103

本公司董事及高級管理層的薪金乃經考慮個人表現及市場趨勢後釐定。

(b) 財務擔保

於二零二零年六月三十日，本集團的若干銀行借款由關聯方提供擔保。由關聯方提供之財務擔保詳細信息在附註14中列出。

19. 報告期後事項

潛在收購

在二零二零年七月，本公司一家中國附屬公司與一位第三方簽訂協議收購一家中國成立之公司51%之股權，總金額為人民幣3,400,000元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The board (the “**Board**”) of directors (the “**Directors**”) of Ziyuanyuan Holdings Group Limited (the “**Company**”) announces the unaudited condensed consolidated interim results of the Company and its subsidiaries (collectively the “**Group**”) for the six months ended 30 June 2020 together with the corresponding comparative figures.

BUSINESS REVIEW

The Group is principally engaged in providing equipment-based finance leasing services to SMEs customers in the medical device, printing and logistics industries in the PRC. For the six months ended 30 June 2020, the Group has been focusing on providing finance leasing services to the medical device and printing industries in various provinces, municipalities, and autonomous regions in the PRC, where the Group has established connections with industry players and gained operational expertise. The finance lease offered by the Group comprises direct finance leasing and sale-leaseback.

The diversified customer base of the Group consisting of SMEs customers in the target industries of medical device, printing and logistics in the PRC has also been growing. The Group provided services to approximately 757 SMEs customers in these three industries across 30 provinces, municipalities and autonomous regions in the PRC as at 30 June 2020.

Since the outbreak of Covid-19 at the beginning of 2020, the Group has taken a proactive approach and adopted various anti-epidemic measures to protect the safety and health of employees as top priority. At the same time, the mandatory extension of holidays in the PRC and the quarantine measures taken by multiple provinces and cities had hindered the operations of the Group and our customers temporarily. The Group was taking proactive measures and making active responses in an effort to minimise the impact caused by the epidemic. As at 30 June 2020, the epidemic situation in China has gradually stabilized and the Group’s business has gradually returned to pre-epidemic levels.

紫元元控股集團有限公司(「本公司」)董事(「董事」)會(「董事會」)公佈本公司及其附屬公司(統稱「本集團」)截至二零二零年六月三十日止六個月的未經審核簡明綜合中期業績，連同相應比較數字。

業務回顧

本集團主要從事向中國醫療器械、印刷及物流行業中小企業客戶提供以設備為基礎的融資租賃服務。截至二零二零年六月三十日止六個月，本集團一直專注於在中國多個省、市及自治區向醫療器械及印刷行業提供融資租賃服務，本集團在該等地區已與從業者建立聯繫並獲得專業營運知識。本集團提供的融資租賃包括直接融資租賃及售後回租。

本集團的多元化客戶基礎包括中國亦正在增長的目標醫療器械、印刷及物流行業的中小企業客戶。於二零二零年六月三十日，本集團向遍佈中國30個省、市及自治區的該三個行業約757個中小企業客戶提供服務。

自二零二零年初2019冠狀病毒病(「Covid-19」)爆發以來，本集團以保護員工身體健康為首要職責，採取了多種防疫措施積極應對。同時，中國強制延長假期，且多個省份及城市採取隔離檢疫措施，曾導致本集團及客戶在期內營運短暫受妨礙。本集團採取積極措施主動應對，力爭將疫情造成的影響降到最低。於二零二零年六月三十日，中國境內疫情逐漸穩定，本集團的業務亦已經逐漸回復到疫情前水平。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FUTURE PROSPECTS

In the current market environment of the PRC, SMEs face challenges on the path of development due to high operational and financing costs. In recent years, the People's Bank of China enhanced its policy support to major fields including SMEs and fragile aspects of domestic economy and devoted greater effort in procuring financial institutions to provide proactive support to the financing of SMEs, all of which gave supportive measures to the finance leasing industry. The scale and number of SMEs in the PRC are gigantic and yet the finance leasing market got off to a late start. Along with the development of the financing lease and increasing demand in the financing market, the penetration of finance lease has been deepening constantly, paving the way of a promising outlook of the finance leasing market in the PRC.

The Group plans to co-operate with the fellow subsidiaries to build a service platform, with the precise positioning of "medical industry plus Internet" during 2020. The Group are taking a series of high-tech action, artificial intelligence, big data, cloud computing, blockchain, to build an integrated industries Internet service platform based on financial service, asset transactions and value-added services of upstream and downstream industrial chain create an ecological win-win circle for the entire industrial chain. To improve the ability of overall services of the Group to the industrial chain as well as promote the healthy growth of domestic SMEs.

Looking forward, the Group is still reasonably optimistic to sustain the core business given all the economic uncertainties with the outbreak of Covid-19. The Group will continue to seek for the best possible opportunities to grow the Group's business by leveraging current client base. After the epidemic, the healthcare industry will be a new economic breakthrough with significant value-added potentials. The Group initiated pre-emptive deployment of medical device leasing and related fields in order to snatch pioneer opportunities and support the industrial upgrade of the medical and related industry. Moreover, the Group will continue to explore potential opportunities to diversify our business and if appropriate, explore selective acquisition and partnership in order to strengthen the Group's revenue base and maximize both the return to the shareholders and value of the Group.

未來前景

在中國現有的市場環境下，中小企業經營、融資成本高，面臨各種發展挑戰。近年來，中國人民銀行加大對中小企業等國民經濟重點領域和薄弱環節的政策支援，並加大力度引導金融服務機構積極支援中小企業融資，為融資租賃行業提供政策背書。中國中小企業體量巨大，但融資租賃市場起步較晚，隨著融資租賃的發展及融資市場的需求增長，融資租賃滲透日益加深。中國未來的融資租賃市場前景廣闊。

本集團計畫與同系附屬公司合作，在二零二零年內打造服務平台，精準定位至「醫療產業＋互聯網」，通過人工智能、大數據、雲計算、區塊鏈、物聯網等高科技手段，建立以金融服務、資產交易、上下游產業鏈增值服務等為核心的綜合產業互聯網服務平台，打造全產業鏈生態共贏圈，幫助本集團提升整體服務於產業鏈的能力，推動國內中小企業健康成長。

展望未來，面對Covid-19爆發為經濟帶來不確定性，本集團對維持核心業務仍樂觀，並將繼續尋求最佳機會，通過現有的客戶群發展本集團業務。疫情過後，大健康產業將成為極具增值潛力的新經濟突破點。本集團搶先佈局醫療器械租賃和相關領域，搶佔風口先機，幫助醫療及相關行業的產業升級。此外，本集團將繼續探索潛在機遇以做業務多元化，適時物色收購及合夥機會，藉以加強本集團的收益基礎，並盡力提高股東的回報及本集團的價值。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW

Revenue

The Group's revenue was principally derived from finance leasing income for the provision of finance leasing services to its customers in medical devices, printing and logistics industries in the PRC. For the six months ended 30 June 2020, the Group's revenue decreased by approximately RMB3.0 million or approximately 9.2% to approximately RMB29.8 million (six months ended 30 June 2019: approximately RMB32.9 million). The decrease in revenue for the six months ended 30 June 2020 was mainly attributable to the outbreak of Covid-19 at the beginning of 2020, resulting in the mandatory extension of holidays in the PRC and the quarantine measures taken by multiple provinces and cities had hindered the operations of the Group and our customers temporarily.

Staff cost

Staff costs include primarily Directors' remuneration, employee salaries, allowances and other staff benefits as well as employee retirement benefits scheme contributions. Staff costs decreased from RMB7.1 million for the six months ended 30 June 2019 to approximately RMB6.2 million for the six months ended 30 June 2020. Such decrease was mainly attributable to the decrease in average head count and the PRC government has granted a deduction for the Group's contribution of social insurance funds.

Impairment losses under expected credit loss ("ECL") model, net of reversal

The Group is not required to provide general provisions as commercial banks and other financial institutions which the China Banking Regulatory Commission regulates. The provisioning policies are based on the applicable accounting standards. The management assesses the measurement of ECL in relation to finance lease receivable and loan receivables. In determining the impairment of finance lease receivable and loan receivables, the management considers shared credit risk characteristics including industry types, historical past due information and lessees' creditworthiness for grouping, and assesses credit losses based on internal credit rating and on a forward looking basis with the use of appropriate models and assumptions relate to the economic inputs and the future macroeconomic conditions.

財務回顧

收益

本集團的收益主要來自向中國醫療器械、印刷及物流行業的客戶提供融資租賃服務的融資租賃收入。截至二零二零年六月三十日止六個月，本集團的收益減少約人民幣3.0百萬元或約9.2%至約人民幣29.8百萬元（截至二零一九年六月三十日止六個月：約人民幣32.9百萬元）。截至二零二零年六月三十日止六個月的收益減少主要歸因於二零二零年初Covid-19爆發，受此影響，中國強制延長假期，且多個省份及城市採取隔離檢疫措施，曾導致本集團及客戶在期內營運短暫受妨礙。

員工成本

員工成本主要包括董事薪酬、僱員薪資、津貼及其他員工福利，以及僱員退休福利計劃供款。員工成本由截至二零一九年六月三十日止六個月的人民幣7.1百萬元減少截至二零二零年六月三十日止六個月的約人民幣6.2百萬元。有關減少主要是由於平均員工人數減少所致及中國政府授予本集團供款部分社會保障保險基金減免。

預期信用損失（「預期信用損失」）模式項下之減值虧損（扣除撥回）

本集團毋須如中國銀行業監督管理委員會所監管的商業銀行及其他金融機構般提供一般準備金。有關準備金政策乃根據適用會計標準。管理層評估有關融資租賃應收款項及應收貸款之預期信用損失之計量。於釐定融資租賃應收款項及應收貸款減值時，管理層就分組考慮共享信用風險特徵，包括行業類別、過往逾期資料及承租人信譽，並按內部信貸評級及前瞻性基礎並使用適當模型及有關經濟輸入數據及未來宏觀經濟環境之假設評估信貸虧損。

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For the six months ended 30 June 2020, an additional impairment loss of approximately RMB7.1 million (six months ended 30 June 2019: approximately RMB1.8 million) was recognised. The increase in impairment allowance losses due to the impact of outbreak of Covid-19 in 2020, which caused the increase in the customers' past due ratio.

Other operating expenses

Other operating expenses include primarily travelling expenses, sales and marketing expenses, legal and professional fees, depreciation of right-of-use assets and other expenses. Other operating expenses decreased from approximately RMB7.5 million for the six months ended 30 June 2019 to approximately RMB7.0 million for the six months ended 30 June 2020. The decrease was mainly due to (i) the decrease in travelling expenses and sales and marketing expenses, resulting from temporary suspension of operations of the Group during the period in response to the outbreak of Covid-19 at the beginning of 2020; and (ii) the decrease in legal and professional fee..

Finance costs

Finance costs consist of (i) imputed interest expense on interest-free deposits from finance lease customers; (ii) interest on bank borrowing; and (iii) interests on lease liabilities. Finance costs decreased from approximately RMB5.4 million for the six months ended 30 June 2019 to approximately RMB5.0 million for the six months ended 30 June 2020. The decrease was mainly due to imputed interest expense on interest-free deposits from finance lease customers decreased from approximately RMB3.5 million for the six months ended 30 June 2019 to approximately RMB2.2 million for the six months ended 30 June 2020 as a result in the reduction in the amount of deposits from finance lease customers, which offsetting (i) the interest on bank borrowing increased from approximately RMB1.7 million for the six months ended 30 June 2019 to approximately RMB2.3 million for the six months ended 30 June 2020; and (ii) the interests on lease liabilities increased from approximately RMB0.2 million for the six months ended 30 June 2019 to approximately RMB0.5 million for the six months ended 30 June 2020.

截至二零二零年六月三十日止六個月，已確認額外減值虧損約人民幣7.1百萬元（截至二零一九年六月三十日止六個月：約人民幣1.8百萬元）。減值虧損的增加乃由於二零二零年爆發Covid-19疫情的影響，其造成客戶逾期率增加。

其他經營開支

其他經營開支主要包括差旅開支、銷售及營銷開支、法律及專業費用、使用權資產折舊及其他開支。其他經營開支由截至二零一九年六月三十日止六個月的約人民幣7.5百萬元減少至截至二零二零年六月三十日止六個月的約人民幣7.0百萬元。有關減少主要由於(i)本集團因應二零二零年初因Covid-19爆發，在期內短暫停止營運，而導致差旅開支以及銷售及營銷開支減少所致；及(ii)法律及專業費用減少。

融資成本

融資成本包括(i)來自融資租賃客戶的免息按金的估算利息開支；(ii)銀行借款利息；及(iii)租賃負債利息。融資成本由截至二零一九年六月三十日止六個月的約人民幣5.4百萬元減少至截至二零二零年六月三十日止六個月的約人民幣5.0百萬元。減少的主要原因為來自融資租賃客戶的免息按金的估算利息開支因來自融資租賃客戶的按金金額減少而由截至二零一九年六月三十日止六個月的約人民幣3.5百萬元減至截至二零二零年六月三十日止六個月的約人民幣2.2百萬元，其抵銷(i)銀行借款利息由截至二零一九年六月三十日止六個月的約人民幣1.7百萬元增至截至二零二零年六月三十日止六個月的約人民幣2.3百萬元；及(ii)租賃負債利息由截至二零一九年六月三十日止六個月的約人民幣0.2百萬元增至截至二零二零年六月三十日止六個月的約人民幣0.5百萬元。

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管理層討論及分析

Taxation

The PRC enterprise income tax rate applicable to the Group's subsidiaries is 25%.

Taxation consists of current tax and deferred tax. Income tax credit of RMB0.5 million was recognised for the six months ended 30 June 2020, compared to an income tax expenses of RMB3.7 million was recognised for the six months ended 30 June 2019. The PRC Enterprise Income Tax in the current tax decreased from approximately RMB3.7 million for the six months ended 30 June 2019 to approximately RMB2.2 million for the six months ended 30 June 2020 due to the decrease in net profit. In addition, an income tax credit of RMB3.3 million in the deferred tax was recognised for the six months ended 30 June 2020 due to the reversal of withholding tax for undistributed earnings of PRC subsidiaries and the increase in ECL provision.

Profit and total comprehensive income attributable to owners of the Company

For the six months ended 30 June 2020 and 2019, the Group's profit and total comprehensive income attributable to owners of the Company was approximately RMB5.2 million and RMB7.4 million, respectively. The decrease of profit and total comprehensive income attributable to owners of the Company in the current period was mainly attributable to the outbreak of Covid-19 at the beginning of 2020, resulting in the mandatory extension of holidays in the PRC and the quarantine measures taken by multiple provinces and cities had hindered the operations of the Group and our customers temporarily, which led the decrease in revenue; and the increase in the customers' past due ratio, which led the increase in provision for impairment losses under ECL model in accordance with HKFRS 9.

Dividend

On 23 March 2020, a final dividend, in the form of a cash dividend of HK3 cents per share in respect of the year ended 31 December 2019 has been proposed by the Board and was approved by the shareholders in the annual general meeting held on 22 May 2020.

The Board of Directors of the Company does not recommend the payment of an interim dividend in respect of the six months ended 30 June 2020 (six months ended 30 June 2019: Nil).

稅項

適用於本集團附屬公司的中國企業所得稅稅率為25%。

稅項包括即期稅項和遞延稅項。截至二零二零年六月三十日止六個月的所得稅抵免為人民幣0.5百萬元，而截至二零一九年六月三十日止六個月的所得稅開支為人民幣3.7百萬元。即期稅項中的中國企業所得稅由截至二零一九年六月三十日止六個月的約人民幣3.7百萬元減少至截至二零二零年六月三十日止六個月的約人民幣2.2百萬元，主要由於淨利潤減少所致。此外，截至二零二零年六月三十日止六個月確認遞延稅項的所得稅抵免人民幣330萬元，主要由於未分配中國附屬公司可收益之預扣稅撥回及預期信用損失撥備增加。

本公司擁有人應佔溢利及全面收入總額

截至二零二零年及二零一九年六月三十日止六個月，本集團的本公司擁有人應佔溢利及全面收入總額分別為約人民幣5.2百萬元及人民幣7.4百萬元。本公司擁有人應佔溢利及全面收入在本期間總額減少，主要歸因於二零二零年初Covid-19爆發，受此影響，中國強制延長假期，且多個省份及城市採取隔離檢疫措施，曾導致本集團及客戶在期內營運受妨礙，致使收益在期內減少；及客戶逾期率上升，致使本集團根據香港財務準則第9號，提高預期信用損失模式項下之減值虧損撥備。

股息

於二零二零年三月二十三日，本公司董事會建議就截至二零一九年十二月三十一日止年度派付末期股息每股股息3港仙，股息分派方案已在二零二零年五月二十二日舉行之股東週年大會上經股東批准後作實。

本公司董事會並不建議就截至二零二零年六月三十日止六個月派付中期股息（截至二零一九年六月三十日止六個月：無）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

LIQUIDITY AND FINANCIAL RESOURCES

As at 30 June 2020, the cash and cash equivalents were approximately RMB41.9 million (31 December 2019: RMB22.3 million). The working capital (current assets less current liabilities) and total equity of the Group were approximately RMB182.8 million (31 December 2019: RMB172.6 million) and approximately RMB294.6 million (31 December 2019: RMB300.3 million), respectively.

As at 30 June 2020, the Group's bank borrowing with maturity within one year amounted to approximately RMB79.7 million (31 December 2019: RMB56.2 million).

As at 30 June 2020, the gearing ratio was approximately 21.3% (31 December 2019: 15.8%), which is calculated as bank borrowing divided by total equity plus bank borrowing. Such increase was mainly due to increasing bank borrowing for business expansion.

CAPITAL STRUCTURE

The shares of the Company (the "Shares") were successfully listed on the GEM of the Stock Exchange on 9 July 2018. There has been no change in the capital structure of the Group since then. The share capital of the Group only comprises ordinary Shares.

As at 30 June 2020, the Company's issued share capital was HK\$40,000,000 and the number of its issued ordinary Shares was 400,000,000 of HK\$0.1 each.

流動資金及財政資源

於二零二零年六月三十日，現金及現金等價物為約人民幣41.9百萬元（二零一九年十二月三十一日：人民幣22.3百萬元）。本集團營運資金（流動資產減流動負債）及總權益分別為約人民幣182.8百萬元（二零一九年十二月三十一日：人民幣172.6百萬元）及約人民幣294.6百萬元（二零一九年十二月三十一日：人民幣300.3百萬元）。

於二零二零年六月三十日，本集團於一年內到期的銀行借款為約人民幣79.7百萬元（二零一九年十二月三十一日：人民幣56.2百萬元）。

於二零二零年六月三十日，資產負債比率為約21.3%（二零一九年十二月三十一日：15.8%），資產負債比率乃按銀行借款除以總權益加銀行借款計算。有關增加主要由於為業務拓展而增加的銀行借款。

資本架構

本公司股份（「股份」）於二零一八年七月九日在聯交所GEM成功上市。自此，本集團的資本架構並無變動。本集團的股本僅包括普通股。

於二零二零年六月三十日，本公司的已發行股本為40,000,000港元，而其已發行普通股數目為400,000,000股，每股面值為0.1港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FOREIGN EXCHANGE EXPOSURE

The Group's income and expenditure during the six months ended 30 June 2020 were principally denominated in RMB, and most of the assets and liabilities as at 30 June 2020 were denominated in RMB. The Group did not experience any material impact or difficulties in liquidity on its operations resulting from the fluctuation in exchange rate, and no hedging transaction or forward contract arrangement was made by the Group during the six months ended 30 June 2020.

CAPITAL COMMITMENTS

As at 30 June 2020, the Group had capital commitments of RMB0.5 million in respect of the acquisition of office equipment and leasehold improvement (31 December 2019: RMB4.0 million).

CHARGES ON THE GROUP'S ASSETS

As at 30 June 2020, the Group's certain finance lease receivables and loan receivables with an aggregate carrying value of approximately RMB30.1 million (31 December 2019: Nil) were pledged to a bank in the PRC to secure a bank borrowing of the Group.

SIGNIFICANT INVESTMENT, MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES

During the six months ended 30 June 2020, the Group did not have any significant investment, material acquisition nor disposal of subsidiaries and affiliated companies.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as disclosed in this report, the Group did not have other future plans for material investments or capital assets as at 30 June 2020.

外匯風險

本集團截至二零二零年六月三十日止六個月的收入及支出主要以人民幣計值，且於二零二零年六月三十日大部分資產及負債以人民幣計值。本集團並無因匯率波動而受到任何重大影響或於經營時遭受流動性困難，且本集團截至二零二零年六月三十日止六個月並無作出對沖交易或遠期合約安排。

資本承擔

於二零二零年六月三十日，本集團購置辦公設備和租賃物業裝修的資本承擔為人民幣0.5百萬元（二零一九年十二月三十一日：人民幣4.0百萬元）。

本集團資產押記

於二零二零年六月三十日，本集團的若干融資租賃應收款項賬及應收貸款面值合共為約人民幣30.1百萬元（二零一九年十二月三十一日：零），質押予一家中國境內銀行以取得本集團的銀行借款。

重要投資、重大收購及出售附屬公司

截至二零二零年六月三十日止六個月內，本集團並無任何重要投資、重大收購或出售附屬公司及聯屬公司。

有關重大投資或資本資產的未來計劃

除本報告所披露者外，於二零二零年六月三十日，本集團並無其他有關重大投資或資本資產的未來計劃。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CONTINGENT LIABILITIES

As at 30 June 2020, the Group did not have any significant contingent liabilities (31 December 2019: Nil).

HUMAN RESOURCES

As at 30 June 2020, the Group had 65 employees (31 December 2019: 56 employees) with total staff cost of approximately RMB6.2 million incurred for the six months ended 30 June 2020 (30 June 2019: RMB7.1 million). The employees retirement benefit expense incurred during the six months ended 30 June 2020 was approximately RMB0.1 million (30 June 2019: RMB0.4 million). As required by the applicable laws and regulations, the Group participates in various employee social security plans for our employees that are administered by local government. The Group's remuneration policy rewards employees and Directors based on individual performance, demonstrated capabilities, involvement, market comparable information and the performance of the Group. The Group improves the professional skills and management level of its employees through internal and external training. To ensure that the Group attracts and retains competent staff, remuneration packages are reviewed on a regular basis. Performance bonuses are offered to qualified employees based on individual and the Group's performance. We did not experience any material labour disputes during the six months ended 30 June 2020.

USE OF PROCEEDS

The Shares were listed on GEM on 9 July 2018 (the "Share Offer"). The actual net proceeds from the Share Offer, after deducting commissions and expenses borne by the Company in connection with the Share Offer, were approximately HK\$45.6 million (the "Actual Net Proceeds"), which were lower than the estimated figure as stated in the Company's prospectus dated 25 June 2018 (the "Prospectus"). Thus, the Company plans to apply the Actual Net Proceeds on the same implementation plans as disclosed under the section read "Future Plans and Use of Proceeds" in the Prospectus but with monetary adjustments to each implementation plans on a pro-rata basis. The table below sets out the adjusted allocation and the actual usage of the Actual Net Proceeds as at 30 June 2020.

或然負債

於二零二零年六月三十日，本集團並無任何重大或然負債（二零一九年十二月三十一日：零）。

人力資源

於二零二零年六月三十日，本集團有65名僱員（二零一九年十二月三十一日：56名僱員），截至二零二零年六月三十日止六個月所產生的總員工成本約為人民幣6.2百萬元（二零一九年六月三十日：人民幣7.1百萬元）。截至二零二零年六月三十日止六個月所產生的僱員退休福利開支約為人民幣0.1百萬元（二零一九年六月三十日：人民幣0.4百萬元）。根據適用法律及法規之規定，本集團為其僱員參與由地方政府管理之各項僱員社會保障計劃。本集團之薪酬政策乃按個人表現、所展示之能力、參與程度、市場可資比較資料及本集團表現獎勵僱員及董事。本集團透過內部及外部培訓提升其僱員之專業技能及管理水平。為確保本集團可吸引及挽留具才能之員工，薪酬待遇會作定期檢討。表現花紅乃根據個人及本集團之表現向合資格僱員提供。截至二零二零年六月三十日止六個月，本集團並無發生任何重大勞資糾紛。

所得款項用途

股份於二零一八年七月九日在GEM上市（「股份發售」）。股份發售的實際所得款項淨額（經扣減本公司就股份發售承擔的佣金及開支）約為45.6百萬港元（「實際所得款項淨額」），少於招股章程所載估計數字。因此，本公司計劃將實際所得款項淨額應用於本公司日期為二零一八年六月二十五日之招股章程（「招股章程」）「未來計劃及所得款項用途」一節所披露相同實施計劃，但按比例調整各實施計劃所佔金額。下表載列於二零二零年六月三十日實際所得款項淨額的經調整分配方式及實際用途。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Use of proceed	所得款項用途	Adjusted allocation of the Actual Net Proceeds	Actual usage of the Actual Net Proceeds	Unused balance of the Actual Net Proceeds as at 1 January 2020	Used during six months ended 30 June 2020	Unused balance of the Actual Net Proceeds as at 30 June 2020	Expected time of full utilisation of the unused balance of the Actual Net Proceeds
				於二零二零年一月一日		於二零二零年六月三十日	
		實際所得款項淨額之經調整分配方式	實際所得款項淨額之實際用途	實際所得款項淨額之未動用結餘	截至二零二零年六月三十日止六個月動用款項	實際所得款項淨額之未動用結餘	預期款項淨額之未動用結餘之全部利用時間
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
Developing the Group's existing finance lease business in the PRC printing and logistics industries	發展本集團在中國印刷及物流行業的現有融資租賃業務	40,402	40,402	-	-	-	N/A不適用
Expanding the Group's business in these two industries in the northern and eastern parts of China	在中國北部及東部擴充本集團在上述兩個行業的業務	3,146	2,609	1,059	522	537	On or before 31 December 2020 二零二零年十二月三十一日或之前
Exploring the new target industries for the Group's finance leasing business	為本集團融資租賃業務開拓新的目標行業	1,003	660	343	-	343	On or before 31 December 2020 二零二零年十二月三十一日或之前
General working capital	一般營運資金	1,049	1,049	-	-	-	N/A 不適用
		<u>45,600</u>	<u>44,720</u>	<u>1,402</u>	<u>522</u>	<u>880</u>	

For the six months ended 30 June 2020, an additional Actual Net Proceeds of approximately RMB0.5 million (six months ended 30 June 2019: approximately RMB0.7 million) were used. As at 30 June 2020, approximately HK\$44.7 million (31 December 2019: HK\$44.2 million) in aggregate out of the Actual Net Proceeds had been used.

The remaining unused balance of Actual Net Proceeds as at 30 June 2020 were placed as deposits with licensed banks in the PRC and are currently intended to be applied in the manner consistent with the proposed allocations as set out in the Prospectus.

截至二零二零年六月三十日止六個月，已動用額外實際所得款項淨額約人民幣0.5百萬元（截至二零一九年六月三十日止六個月：約人民幣0.7百萬元）。於二零二零年六月三十日，實際所得款項淨額中累計約44.7百萬元已獲動用。

於二零二零年六月三十日實際所得款項淨額之未動用結餘作為存款存放中國持牌銀行，現時擬以與招股章程所載建議分配一致的方式動用。

DISCLOSURE OF INTEREST

Directors' and chief executive's interests and short positions in Shares and underlying Shares and debentures of the Company and its associated corporations

As at 30 June 2020, the interests and short positions of the Directors and the chief executive of the Company in the Shares, underlying Shares and debentures of the Company and 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 and short positions in which they are taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) have to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

Long positions in the Shares

Name of Director	Capacity/ Nature of interest	Number of Shares held/interested in	Approximate percentage of shareholding ⁽¹⁾
董事姓名	身份／權益性質	持有／擁有 權益的股份數目	股權概約百分比 ⁽¹⁾
Mr. Zhang Junshen ^{(1) (2)} 張俊深先生 ^{(1) (2)}	Interest in controlled corporation; interest held jointly with another person 受控制法團權益；與另一名人士共同持有的權益	300,000,000	75%
Mr. Zhang Junwei ^{(1) (3)} 張俊偉先生 ^{(1) (3)}	Interest in controlled corporation; interest held jointly with another person 受控制法團權益；與另一名人士共同持有的權益	300,000,000	75%

權益披露

董事及主要行政人員於本公司及其相聯法團的股份、相關股份及債權證的權益及淡倉

於二零二零年六月三十日，本公司董事及主要行政人員於本公司及其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中擁有：(a)根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所（包括彼等根據證券及期貨條例之該等條文被當作或視為擁有的權益及淡倉）；或(b)根據證券及期貨條例第352條須記錄於該條所述登記冊；或(c)根據GEM上市規則第5.46至5.67條須知會本公司及聯交所的權益及淡倉如下：

於股份的好倉

OTHER INFORMATION 其他資料

Notes:

- (1) On 24 February 2017, the ultimate controlling shareholders of the Company, namely Mr. Zhang Junshen and Mr. Zhang Junwei entered into a concert parties confirmatory deed to acknowledge and confirm, among other things, that they are parties acting in concert with each member of the Group from the incorporation dates of the respective members of the Group and continue as at and after the date of the concert parties confirmatory deed, details of which are set out in the subsection headed “History and Reorganisation – Parties Acting in Concert” in the Prospectus. As such, pursuant to the parties acting in concert arrangement, each of the controlling shareholders of the Company, namely Hero Global Limited (“**Hero Global**”) (being wholly owned by Mr. Zhang Junshen), Mr. Zhang Junshen, Icon Global Holding Limited (“**Icon Global**”) (being wholly owned by Mr. Zhang Junwei) and Mr. Zhang Junwei, is deemed to be interested in 75.0% of the issued share capital of the Company.
- (2) 300,000,000 Shares in which Mr. Zhang Junshen is interested consist of the following: (i) 219,801,980 Shares held by Hero Global, a company wholly owned by Mr. Zhang Junshen, in which Mr. Zhang Junshen is deemed to be interested under the SFO; and (ii) 80,198,020 Shares in which Mr. Zhang Junshen is deemed to be interested as a result of being a party acting-in-concert with Mr. Zhang Junwei.
- (3) 300,000,000 Shares in which Mr. Zhang Junwei is interested consist of (i) 80,198,020 Shares held by Icon Global, a company wholly owned by Mr. Zhang Junwei, in which Mr. Zhang Junwei is deemed to be interested under the SFO; and (ii) 219,801,980 Shares in which Mr. Zhang Junwei is deemed to be interested as a result of being a party acting-in-concert with Mr. Zhang Junshen.

附註：

- (1) 於二零一七年二月二十四日，本公司的最終控股股東，即張俊深先生及張俊偉先生訂立一致行動人士確認契據，承認及確認（其中包括）自本集團各成員公司註冊成立日期起及直至一致行動人士確認契據日期及其後，彼等為本集團各成員公司的一致行動人士。有關一致行動人士確認契據的詳情載於招股章程「歷史及重組——一致行動人士」分節。因此，根據一致行動人士安排，本公司各控股股東，即Hero Global Limited（「**Hero Global**」）（由張俊深先生全資擁有）、張俊深先生、標緻全球控股有限公司（「**標緻全球**」）（由張俊偉先生全資擁有）及張俊偉先生，被視為於本公司75.0%已發行股本擁有權益。
- (2) 張俊深先生擁有權益的300,000,000股股份包括以下各項：(i)由Hero Global（張俊深先生全資擁有的公司）持有的219,801,980股股份，根據證券及期貨條例，張俊深先生被視為於該等股份擁有權益；及(ii)張俊深先生因身為與張俊偉先生一致行動的人士而被視為擁有權益的80,198,020股股份。
- (3) 張俊偉先生擁有權益的300,000,000股股份包括(i)由標緻全球（張俊偉先生全資擁有的公司）持有的80,198,020股股份，根據證券及期貨條例，張俊偉先生被視為於該等股份擁有權益；及(ii)張俊偉先生因身為與張俊深先生一致行動的人士而被視為擁有權益的219,801,980股股份。

OTHER INFORMATION 其他資料

Long position in the associated corporations

於相聯法團的好倉

Name of Director 董事姓名	Name of associated corporations 相聯法團名稱	Capacity/ nature of interest 身份／權益性質	Number and class of securities 證券數目及類別	Percentage of Shareholding 股權百分比
Mr. Zhang Junshen 張俊深先生	Hero Global	Beneficial owner 實益擁有人	50,000 ordinary shares 50,000股普通股	100%
Mr. Zhang Junwei 張俊偉先生	Icon Global 標緻全球	Beneficial owner 實益擁有人	100 ordinary shares 100股普通股	100%

Save as disclosed above, as at 30 June 2020, none of the Directors or chief executive of the Company had an interest or short position in any shares or underlying shares and/or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions in which they are taken or deemed to have under such provisions of the SFO) or that was required to be recorded in the register kept by the Company pursuant to section 352 of the SFO, or which are required to be notified to the Company and the Stock Exchange, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

除上文披露者外，於二零二零年六月三十日，概無本公司董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）的任何股份或相關股份及／或債權證中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所（包括彼等根據證券及期貨條例之該等條文被當作或視為擁有的權益或淡倉）或根據證券及期貨條例第352條須記錄於本公司存置的登記冊，或根據GEM上市規則第5.46至5.67條須知會本公司及聯交所的權益或淡倉。

OTHER INFORMATION 其他資料

Substantial shareholders' interests and short positions in Shares and underlying Shares of the Company

So far as the Directors are aware, as at 30 June 2020, the persons (other than Directors or chief executive of the Company) who had interests in the Shares and underlying Shares of the Company within the meaning of Part XV of the SFO which are required to be disclosed pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO, or which will be required, pursuant to Section 336 of the SFO, to be entered in the register of the Company were as follows:

主要股東於本公司股份及相關股份的權益及淡倉

據董事所知，於二零二零年六月三十日，於本公司股份及相關股份中擁有權益（定義見證券及期貨條例第XV部），而根據證券及期貨條例第XV部第2及第3分部的條文須予披露或根據證券及期貨條例第336條將須記錄於本公司的登記冊之人士（本公司董事或主要行政人員除外）如下：

Long positions in the Shares

於股份的好倉

Name of shareholder	Capacity/ Nature of interest	Number of Shares held/ interested in 持有／擁有 權益的股份數目	Approximate percentage of shareholding 股權概約 百分比
股東名稱／姓名	身份／權益性質		
Hero Global ⁽¹⁾	Beneficial owner; interests held jointly with another person 實益擁有人；與另一名人士共同持有的權益	300,000,000	75%
Icon Global ⁽¹⁾ 標緻全球 ⁽¹⁾	Beneficial owner; interests held jointly with another person 實益擁有人；與另一名人士共同持有的權益	300,000,000	75%
Ms. Tang Yiping ⁽²⁾ 湯怡萍女士 ⁽²⁾	Interest of spouse 配偶權益	300,000,000	75%

OTHER INFORMATION 其他資料

Notes:

- (1) On 24 February 2017, the ultimate controlling shareholders of the Company, namely Mr. Zhang Junshen and Mr. Zhang Junwei entered into a concert parties confirmatory deed to acknowledge and confirm, among other things, that they are parties acting in concert with each member of the Group from the incorporation dates of the respective members of the Group and continue as at and after the date of the concert parties confirmatory deed, details of which are set out in the subsection headed “History and Reorganisation – Parties Acting in Concert” in the Prospectus. As such, pursuant to the parties acting in concert arrangement, each of the controlling shareholders of the Company, namely Hero Global (being wholly owned by Mr. Zhang Junshen), Mr. Zhang Junshen, Icon Global (being wholly owned by Mr. Zhang Junwei) and Mr. Zhang Junwei, is deemed to be interested in 75.0% of the issued share capital of the Company.
- (2) Ms. Tang Yiping is the spouse of Mr. Zhang Junshen, and she is deemed, or taken to be, interested in all Shares in which Mr. Zhang Junshen is interested in for the purposes of the SFO.

Save as disclosed above, as at 30 June 2020, the Directors were not aware of any other person (other than the Directors or chief executive of the Company as disclosed in the section headed “Directors’ and chief executive’s interests and short positions in Shares and underlying Shares and debentures of the Company and its associated corporations” above) who had or deemed to have interests or short positions in the shares, underlying shares or debentures of the Company which has to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO and as recorded in the register required to be kept under section 336 of the SFO.

COMPETING INTEREST

For the six months ended 30 June 2020, none of the Directors or the controlling shareholders of the Company or their respective close associates (as defined in the GEM Listing Rules) is interested in any business which competes or is likely to compete, either directly or indirectly, with the business of the Group or has any conflicts of interest with the Group.

附註：

- (1) 於二零一七年二月二十四日，本公司的最終控股股東，即張俊深先生及張俊偉先生訂立一致行動人士確認契據，承認及確認（其中包括）自本集團各成員公司註冊成立日期起及直至一致行動人士確認契據日期及其後，彼等為本集團各成員公司的一致行動人士。有關一致行動人士確認契據的詳情載於招股章程「歷史及重組—一致行動人士」分節。因此，根據一致行動人士安排，本公司各控股股東，即Hero Global（由張俊深先生全資擁有）、張俊深先生、標緻全球（由張俊偉先生全資擁有）及張俊偉先生，被視為於本公司75.0%已發行股本擁有權益。
- (2) 湯怡萍女士為張俊深先生的配偶，因此就證券及期貨條例而言，彼被視為或當作為於張俊深先生擁有權益的所有股份擁有權益。

除上文披露者外，於二零二零年六月三十日，董事並未察覺到有任何其他人士（上文「董事及主要行政人員於本公司及其相聯法團的股份、相關股份及債權證的權益及淡倉」一節所披露之本公司董事或主要行政人員除外）於本公司股份、相關股份或債權證中擁有或被視作擁有權益或淡倉，而根據證券及期貨條例第XV部第2及第3分部的條文須向本公司披露，及記錄於根據證券及期貨條例第336條須存置的登記冊。

競爭權益

於截至二零二零年六月三十日止六個月，概無董事或本公司控股股東或彼等各自的緊密聯繫人（定義見GEM上市規則）於直接或間接與本集團業務競爭或可能構成競爭的任何業務中擁有權益，或與本集團有任何利益衝突。

OTHER INFORMATION

其他資料

DEED OF NON-COMPETITION

The controlling shareholders of the Company, namely Mr. Zhang Junshen (through Hero Global), Mr. Zhang Junwei (through Icon Global), (the “**Controlling Shareholders**”) entered into a deed of non-competition dated 12 June 2018 (“**Deed of Non-competition**”) in favour of the Company (for itself and as trustee for each of its subsidiaries). For details of the Deed of Non-competition, please refer to the section headed “Relationship with Controlling Shareholders – Non-competition Undertaking” in the Prospectus. Each of the Controlling Shareholders has confirmed that none of them is engaged in, or interested in any business (other than the Group) which, directly or indirectly, competes or may compete with the business of the Group.

The independent non-executive Directors have also reviewed the status of compliance and confirmed that all the undertakings under the Deed of Non-competition have been complied with by each of the Controlling Shareholders during the period and up to the date of this report.

PURCHASE, SALES OR REDEMPTION OF THE COMPANY’S LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company’s listed securities during the period and up to the date of this report.

CORPORATE GOVERNANCE PRACTICES

The Company considers the maintenance of a high standard of corporate governance important to the continuous growth of the Group. The Company’s corporate governance practices are based on code provisions as set out in the Corporate Governance Code (the “**CG Code**”) as contained in Appendix 15 of the GEM Listing Rules. Other than the deviation from code provision A.2.1, the Company has adopted and complied with, where applicable, the CG Code to ensure that the Group’s business activities and decision-making processes are regulated in a proper and prudent manner.

Up to the date of this report, other than the deviation from code provision A.2.1, the Company complied with the provisions of the CG Code as set out in Appendix 15 to the GEM Listing Rules.

不競爭契據

本公司控股股東張俊深先生（透過Hero Global）及張俊偉先生（透過標緻全球）（「**控股股東**」）以本公司（為其本身及作為其各附屬公司的受託人）為受益人訂立日期為二零一八年六月十二日的**不競爭契據**（「**不競爭契據**」）。有關不競爭契據的詳情，請參閱招股章程「與控股股東的關係—不競爭承諾」一節。各控股股東已確認彼等概無從事直接或間接與本集團業務構成或可能構成競爭的任何業務（本集團業務除外），亦無於有關業務中擁有權益。

獨立非執行董事亦已審閱遵守情況，並確認在期內及直至本報告日期，各控股股東已遵守不競爭契據項下的所有承諾。

購買、出售或贖回本公司上市證券

在期內及直至本報告日期，本公司或其任何附屬公司並無購買、出售或贖回本公司任何上市證券。

企業管治常規

本公司認為，維持高水準的企業管治標準對本集團的持續增長至關重要。本公司的企業管治常規根據GEM上市規則附錄十五載列的企業管治守則（「**企業管治守則**」）所載的守則條文作出。除偏離守則條文A.2.1外，本公司已採納及遵守（如適用）企業管治守則以確保本集團的業務活動及決策程序得到妥善及審慎規管。

直至本報告日期，除偏離守則條文A.2.1外，本公司一直遵守GEM上市規則附錄十五載列的企業管治守則的條文。

CODE PROVISION A.2.1

In accordance with the code provision A.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The Board is of the view that although Mr. Zhang Junshen is the chairman and the chief executive officer of the Company, this structure will not impair the balance of power and authority between the Board and the management of the Company. The balance of power and authority is ensured by the operations of the Board, which comprises experienced and high caliber individuals and meets regularly to discuss issues affecting operations of the Company. The Board believes that this structure is conducive to strong and consistent leadership, enabling the Group to make and implement decisions promptly and efficiently. The Board has full confidence in Mr. Zhang Junshen and believes that his appointment to the posts of chairman and chief executive officer is beneficial to the business prospects of the Company.

EVENT AFTER THE REPORTING PERIOD

Save as disclosed in note 19 to the condensed consolidated financial statements, the Directors are not aware of any significant event which had material effect on the Group subsequent to 30 June 2020 and up to the date of this report.

INTEREST OF THE COMPLIANCE ADVISER

As notified by Guoyuan Capital (Hong Kong) Limited (“**Guoyuan Capital**”), the Company’s compliance adviser, save for the compliance adviser service agreement entered into between the Company and Guoyuan Capital dated 28 March 2017, none of Guoyuan Capital or its directors, employees or associates (as defined in the GEM Listing Rules) had any interest in the Group as at 30 June 2020, which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted Rules 5.48 to 5.67 of the GEM Listing Rules as its own code of conduct (“**Code of Conduct**”) regarding securities transactions by the Directors. The Company has confirmed, having made specific enquiry of the Directors, that all the Directors have complied with the Code of Conduct for the six months ended 30 June 2020 and up to date of this report.

守則條文A.2.1

按照企業管治守則守則條文A.2.1，主席與行政總裁的角色應有區分，並不應由一人同時兼任。董事會認為，儘管張俊深先生為本公司主席及行政總裁，該架構並不會損害董事會與本公司管理層之間的權力及權限平衡。因為董事會由經驗豐富的高素質個人組成且定期開會討論影響本公司經營的問題，這種運作確保了權力及權限平衡。董事會相信，該架構有助於樹立強勢及一致的領導作風，令本集團能夠迅速高效地作出並執行決策。董事會充分信任張俊深先生，認為委任其為主席及行政總裁有利於本公司的業務前景。

報告期後事項

除簡明綜合財務報表附註19所披露外，董事並不知悉於二零二零年六月三十日後及直至本報告日期期間存在對本集團造成重大影響的任何重大事項。

合規顧問的權益

誠如本公司的合規顧問國元融資（香港）有限公司（「**國元融資**」）所告知，除本公司與國元融資訂立日期為二零一七年三月二十八日的合規顧問服務協議外，於二零二零年六月三十日，國元融資或其董事、僱員或聯繫人（定義見GEM上市規則）概無於本集團擁有根據GEM上市規則第6A.32條須知會本公司的任何權益。

董事進行證券交易

本公司已採納GEM上市規則第5.48條至第5.67條作為其本身有關董事進行證券交易之操守準則（「**操守準則**」）。經向董事作出特定查詢後，本公司已確認全體董事已於截至二零二零年六月三十日止六個月及直至本報告日期遵守操守準則。

OTHER INFORMATION 其他資料

AUDIT COMMITTEE AND REVIEW OF QUARTERLY RESULTS

The Group has established an audit committee (the “**Audit Committee**”) pursuant to a resolution of the Directors passed on 12 June 2018 in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules and with written terms of reference in compliance with the CG Code.

The Audit Committee currently consists of our non-executive Director, namely Mr. Lyu Di and two of our independent non-executive Directors, namely Mr. Chan Chi Fung Leo and Mr. Zhang Yong and the chairman is Mr. Chan Chi Fung Leo, who holds the appropriate professional qualifications as required under Rules 5.05(2) and 5.28 of the GEM Listing Rules.

The Audit Committee has reviewed the unaudited condensed consolidated financial statements of the Group for the six months ended 30 June 2020 and is of the opinion that the preparation of such statements complied with the applicable accounting standards, the requirements under the GEM Listing Rules and other applicable legal requirements, and that adequate disclosures had been made.

The Company’s independent auditor, Deloitte Touche Tohmatsu, has reviewed the unaudited condensed consolidated interim financial statements of the Group for the six months ended 30 June 2020 in accordance with Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity”.

By order of the Board
Ziyuanyuan Holdings Group Limited
Zhang Junshen
Chairman and Chief Executive Officer

Hong Kong, 14 August 2020

As at the date of this report, the executive Directors are Mr. Zhang Junshen (Chairman and Chief Executive Officer) and Mr. Zhang Junwei, the non-executive Director is Mr. Lyu Di, and the independent non-executive Directors are Mr. Chan Chi Fung Leo, Mr. Chow Siu Hang and Mr. Zhang Yong.

審核委員會及季度業績審閱

本集團已遵照GEM上市規則第5.28條至第5.33條根據於二零一八年六月十二日通過的董事決議案成立審核委員會(「**審核委員會**」)，並按企業管治守則制定書面職權範圍。

審核委員會當前由非執行董事呂迪先生及其中兩名獨立非執行董事陳志峰先生及張勇先生組成，而主席為陳志峰先生，彼持有GEM上市規則第5.05(2)條及第5.28條項下所規定的適當專業資格。

審核委員會已審閱本集團截至二零二零年六月三十日止六個月的未經審核簡明綜合財務報表，並認為有關報表已遵循適用會計準則、GEM上市規則項下的規定及其他適用法律規定編製，並已作出充分披露。

本公司獨立核數師德勤•關黃陳方會計師行已根據香港審閱工作準則第2410號「由實體獨立核數師審閱中期財務資料」審閱本集團截至二零二零年六月三十日止六個月之未經審核簡明綜合中期財務報表。

承董事會命
紫元元控股集團有限公司
主席及行政總裁
張俊深

香港，二零二零年八月十四日

於本報告日期，執行董事為張俊深先生(主席及行政總裁)及張俊偉先生，非執行董事為呂迪先生，而獨立非執行董事為陳志峰先生、周兆恒先生及張勇先生。

