



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

Interim
Report
中期報告
2022



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

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

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board 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 Yong

Non-executive Directors

Mr. Lyu Di

Independent Non-executive Directors

Mr. Chan Chi Fung Leo
Mr. Chow Siu Hang
Dr. Deng Bin

COMMITTEES

Audit Committee

Mr. Chan Chi Fung Leo (Chairman)
Mr. Lyu Di
Dr. Deng Bin

Remuneration Committee

Dr. Deng Bin (Chairman)
Mr. Zhang Yong
Mr. Chan Chi Fung Leo

Nomination Committee

Mr. Zhang Junshen (Chairman)
Mr. Chan Chi Fung Leo
Dr. Deng Bin

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)
張勇先生

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
鄧斌博士

委員會

審核委員會

陳志峰先生 (主席)
呂迪先生
鄧斌博士

薪酬委員會

鄧斌博士 (主席)
張勇先生
陳志峰先生

提名委員會

張俊深先生 (主席)
陳志峰先生
鄧斌博士

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

REGISTERED OFFICE IN THE CAYMAN ISLANDS

Sertus Incorporations (Cayman) Limited
Sertus Chambers,
Governors Square,
Suite #5-204, 23 Lime Tree Bay Avenue,
P.O. Box 2547, Grand Cayman, KY1-1104,
Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN THE PRC

10th Floor, Block A, Majialong Innovation Building,
No. 198 Daxin Road, Nanshan District,
Shenzhen,
the PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit N2, 21/F., W Luxe
5 On Yiu Street, Sha Tin
New Territories
Hong Kong

AUDITOR

BDO Limited
Certified Public Accountants
25th Floor, Wing On Centre
111 Connaught Road Central
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
Sertus Chambers,
Governors Square,
Suite #5-204, 23 Lime Tree Bay Avenue,
P.O. Box 2547, Grand Cayman, KY1-1104,
Cayman Islands

中國主要營業地點

中國
深圳市
南山區大新路198號
馬家龍創新大廈A座10層

香港主要營業地點

香港
新界
沙田安耀街5號
W Luxe 21樓N2室

核數師

香港立信德豪會計師事務所有限公司
執業會計師
香港
干諾道中111號
永安中心25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

**PRINCIPAL SHARE REGISTRAR AND
TRANSFER OFFICE**

Ocorian Trust (Cayman) Limited
P.O. Box 1350,
Clifton House,
75 Fort Street,
Grand Cayman KY1-1108,
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR

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

STOCK CODE

08223

COMPANY WEBSITE

www.ziyygroup.com

股份過戶登記總處

Ocorian Trust (Cayman) Limited
P.O. Box 1350,
Clifton House,
75 Fort Street,
Grand Cayman KY1-1108,
Cayman Islands

香港股份過戶登記分處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心54樓

股份代號

08223

公司網站

www.ziyygroup.com

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 2022

截至二零二二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 | |
|---|---------------------------------|-------------|--|--|--|--|
| | | | 30.6.2022 二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核) | 30.6.2021 二零二一年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核) | 30.6.2022 二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核) | 30.6.2021 二零二一年 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 | | 8,046 | 12,815 | 19,317 | 25,678 |
| Interest income from loan receivables | 應收貸款利息收入 | | 19 | 236 | 521 | 526 |
| Income from postpartum care services | 月子服務收入 | | 12,843 | 14,059 | 24,712 | 23,459 |
| Income from trading of medical equipments and consumables | 醫療器械及耗材貿易收入 | | 89,805 | 2,780 | 97,916 | 2,780 |
| Total revenue | 總收益 | | 110,713 | 29,890 | 142,466 | 52,443 |
| Cost of sales | 銷售成本 | | (74,263) | (2,650) | (80,874) | (2,650) |
| Bank interest income | 銀行利息收入 | | 23 | 49 | 57 | 145 |
| Other gains and losses | 其他收益及虧損 | 5 | 1,761 | 802 | 2,970 | 2,140 |
| Staff costs | 員工成本 | 8 | (10,503) | (8,699) | (20,639) | (16,296) |
| 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) | 14 | (4,736) | (3,285) | (3,636) | (3,539) |
| Other operating expenses | 其他經營開支 | | (12,354) | (13,746) | (24,385) | (24,249) |
| Finance costs | 融資成本 | 6 | (3,075) | (1,689) | (6,261) | (3,730) |
| Profit before income tax | 除所得稅前溢利 | | 7,566 | 672 | 9,698 | 4,264 |
| Income tax expenses | 所得稅開支 | 7 | (1,526) | 303 | (1,763) | (218) |
| Profit and total comprehensive income for the period | 期內溢利及全面收入總額 | 8 | 6,040 | 975 | 7,935 | 4,046 |
| Profit and total comprehensive income for the period attributable to: | 期內溢利及全面收入總額應佔： | | | | | |
| Owners of the Company | 本公司擁有人 | | 5,948 | 854 | 8,103 | 3,865 |
| Non-controlling interests | 非控股權益 | | 92 | 121 | (168) | 181 |
| | | | 6,040 | 975 | 7,935 | 4,046 |
| Earnings per share for profit attributable to owners of the Company during the period – Basic and diluted (RMB cents) | 本公司擁有人期內應佔每股盈利 —基本及攤薄(人民幣分) | 10 | 1.49 | 0.22 | 2.03 | 0.97 |

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

At 30 June 2022
於二零二二年六月三十日

| | | | 30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核) | 31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核) |
|---|-----------------------------|-------------|--|---|
| | | Notes 附註 | | |
| NON-CURRENT ASSETS | 非流動資產 | | | |
| Property, plant and equipment | 物業、廠房及設備 | 11 | 10,611 | 12,545 |
| Right-of-use assets | 使用權資產 | 11 | 7,932 | 11,760 |
| Intangible assets | 無形資產 | | 31,593 | 30,145 |
| Finance lease receivables | 融資租賃應收款項 | 12 | 60,530 | 59,501 |
| Loan receivables | 應收貸款 | 12 | 137 | 169 |
| Deferred tax assets | 遞延稅項資產 | 16 | 6,597 | 5,438 |
| Deposits | 按金 | | 7,651 | 6,121 |
| | | | 125,051 | 125,679 |
| CURRENT ASSETS | 流動資產 | | | |
| Inventories | 存貨 | | 573 | 884 |
| Finance lease receivables | 融資租賃應收款項 | 12 | 163,205 | 206,903 |
| Loan receivables | 應收貸款 | 12 | 167 | 823 |
| Trade receivables | 貿易應收款項 | 13 | 72,925 | 501 |
| Prepayments, deposits and other receivables | 預付款項、按金及其他應收款項 | 15 | 55,368 | 23,122 |
| Financial assets at fair value through profit or loss ("FVTPL") | 按公平價值計入損益(「按公平價值計入損益」)之金融資產 | 19 | 31,319 | 35,322 |
| Restricted bank deposits | 有限制銀行存款 | | 10,413 | 106,023 |
| Bank balances and cash | 銀行結餘及現金 | | 55,104 | 33,492 |
| | | | 389,074 | 407,070 |
| CURRENT LIABILITIES | 流動負債 | | | |
| Other payables and accrued charges | 其他應付款項及應計費用 | 17 | 27,862 | 18,984 |
| Provision for taxation | 應付稅項 | | 3,179 | 1,896 |
| Lease liabilities | 租賃負債 | | 3,343 | 6,201 |
| Deposits from finance lease customers | 融資租賃客戶按金 | | 162 | 147 |
| Deferred income | 遞延收入 | | - | 16 |
| Bank and other borrowings | 銀行及其他借款 | 18 | 103,490 | 117,496 |
| | | | 138,036 | 144,740 |
| NET CURRENT ASSETS | 流動資產淨值 | | 251,038 | 262,330 |
| TOTAL ASSETS LESS CURRENT LIABILITIES | 總資產減流動負債 | | 376,089 | 388,009 |

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

At 30 June 2022

於二零二二年六月三十日

| | | | 30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核) | 31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核) |
|--|--------------|-------------|--|---|
| | | Notes 附註 | | |
| NON-CURRENT LIABILITIES | 非流動負債 | | | |
| Deferred tax liabilities | 遞延稅項負債 | 16 | 3,411 | 3,038 |
| Lease liabilities | 租賃負債 | | 5,832 | 6,940 |
| Bank and other borrowings | 銀行及其他借款 | 18 | 55,045 | 73,709 |
| | | | <u>64,288</u> | <u>83,687</u> |
| NET ASSETS | 資產淨值 | | <u>311,801</u> | <u>304,322</u> |
| EQUITY | 權益 | | | |
| Share capital | 股本 | | 33,839 | 33,839 |
| Reserves | 儲備 | | 273,787 | 265,684 |
| Equity attributable to owners of the Company | 本公司擁有人應佔股權 | | 307,626 | 299,523 |
| Non-controlling interests | 非控股權益 | | 4,175 | 4,799 |
| TOTAL EQUITY | 權益總額 | | <u>311,801</u> | <u>304,322</u> |

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the six months ended 30 June 2022
截至二零二二年六月三十日止六個月

| | | Attributable to owners of the Company 本公司擁有人應佔 | | | | | Non- controlling interests 非控股權益 | Total 總計 | |
|---|------------------------------------|---|---|---|--|---|---|--------------|----------------|
| | | Share capital 股本 RMB'000 人民幣千元 | Share premium 股份溢價 RMB'000 人民幣千元 (Note (i)) (附註(i)) | Capital and other reserves 其他儲備 RMB'000 人民幣千元 (Note (ii)) (附註(ii)) | Statutory reserves 法定儲備 RMB'000 人民幣千元 (Note (iii)) (附註(iii)) | Retained profits 保留溢利 RMB'000 人民幣千元 | Total | | |
| At 1 January 2022 (audited) | 於二零二二年 一月一日 (經審核) | 33,839 | 65,218 | 133,023 | 9,411 | 58,032 | 299,523 | 4,799 | 304,322 |
| Profit and total comprehensive income for the period | 期內溢利及全面 收入總額 | - | - | - | - | 8,103 | 8,103 | (168) | 7,935 |
| Dividends to non-controlling interests | 向非控股權益 支付股息 | - | - | - | - | - | - | (456) | (456) |
| At 30 June 2022 (unaudited) | 於二零二二年 六月三十日 (未經審核) | 33,839 | 65,218 | 133,023 | 9,411 | 66,135 | 307,626 | 4,175 | 311,801 |
| At 1 January 2021 (audited) | 於二零二一年 一月一日 (經審核) | 33,839 | 73,551 | 133,023 | 8,817 | 53,138 | 302,368 | 944 | 303,312 |
| Profit and total comprehensive income for the period | 期內溢利及全面 收入總額 | - | - | - | - | 3,865 | 3,865 | 181 | 4,046 |
| Dividends to shareholders of the Company (Note 9) | 向本公司股東 支付股息 (附註9) | - | (8,333) | - | - | - | (8,333) | - | (8,333) |
| Dividends to non-controlling interests | 向非控股權益 支付股息 | - | - | - | - | - | - | (334) | (334) |
| Acquisition of subsidiaries | 收購附屬公司 | - | - | - | - | - | - | 3,262 | 3,262 |
| At 30 June 2021 (unaudited) | 於二零二一年 六月三十日 (未經審核) | 33,839 | 65,218 | 133,023 | 8,817 | 57,003 | 297,900 | 4,053 | 301,953 |

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the six months ended 30 June 2022
截至二零二二年六月三十日止六個月

Notes:

- (i) Under the Companies Law (Revised) of the Cayman Islands, share premium is distributable to shareholders, subject to the condition that the Company cannot declare or pay a dividend, or make a distribution out of share premium if (i) it is, or would after the payment be, unable to pay its liabilities as they become due; or (ii) the realisable value of its assets would thereby be less than aggregate of its liabilities and its issued share capital account.
- (ii) 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 (“**Hero Global**”), 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.
- (iii) 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) 根據開曼群島公司法(經修訂)，股份溢價是可分配給股東，但前提是公司不可以宣告或分派股息，或者在以下情況下不能從股份溢價中進行分配：(i)分派股息後，公司無法償還到期的債務；或(ii)其資產的可變現價值將因此小於其負債和已發行股本賬戶的總和。
- (ii) 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(「Hero Global」)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。
- (iii) 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 2022
截至二零二二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 | |
|---|------------------------------|--|--|
| | | 2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核) | 2021 二零二一年 RMB'000 人民幣千元 (Unaudited) (未經審核) |
| NET CASH USED IN OPERATING ACTIVITIES | 經營活動所用現金淨額 | <u>(32,253)</u> | <u>(33,754)</u> |
| NET CASH GENERATED FROM/ (USED IN) INVESTING ACTIVITIES | 投資活動所得／ (所用) 現金淨額 | <u>3,810</u> | <u>(19,065)</u> |
| NET CASH (USED IN)/GENERATED FROM FINANCING ACTIVITIES | 融資活動(所用)／ 所得現金淨額 | <u>(40,044)</u> | <u>14,783</u> |
| NET DECREASE IN CASH AND CASH EQUIVALENTS | 現金及現金等價物減少淨額 | <u>(68,487)</u> | <u>(38,036)</u> |
| CASH AND CASH EQUIVALENTS AT 1 JANUARY | 於一月一日的現金及 現金等價物 | <u>123,591</u> | <u>84,814</u> |
| 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 | <u>55,104</u> | <u>46,778</u> |

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2022
截至二零二二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.

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 2022 are the same as those presented in the Group’s annual financial statements for the year ended 31 December 2021.

Application of amendments to HKFRSs

In the current interim period, the Group has applied the new and amendments to HKFRSs issued by the HKICPA which are effective for the annual period beginning on or after 1 January 2022 for the preparation of the Group’s condensed consolidated financial statements:

The application of 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.

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GEM證券上市規則第十八章的適用披露規定編製。

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，截至二零二二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二零二一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。

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採用由香港會計師公會頒佈並於二零二二年一月一日或之後開始之年度期間生效之新訂立香港財務申報準則及修訂：

於本期間應用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 2022
截至二零二二年六月三十日止六個月

3. REVENUE

Revenue for the period represents finance leasing income, interest income on loan receivables, income from postpartum care services and income from trading of medical equipments and consumables in the PRC. The amounts of each significant category of revenue recognised in revenue during the period are as follows:

3. 收益

期內收益指來自於中國之融資租賃收入、應收貸款利息收入、月子服務收入及醫療器械及耗材貿易收入。本期間在收益中確認的每個重要收入類別的金額如下：

| | | 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 | |
|---|-------------|----------------------------------|-------------|--------------------------------|-------------|
| | | 30.6.2022 | 30.6.2021 | 30.6.2022 | 30.6.2021 |
| | | 二零二二年 | 二零二一年 | 二零二二年 | 二零二一年 |
| | | 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) |
| Finance leasing income | 融資租賃收入 | 8,046 | 12,815 | 19,317 | 25,678 |
| Interest income from loan receivables | 應收貸款利息收入 | 19 | 236 | 521 | 526 |
| Income from postpartum care services | 月子服務收入 | 12,843 | 14,059 | 24,712 | 23,459 |
| Income from trading of medical equipments and consumables | 醫療器械及耗材貿易收入 | 89,805 | 2,780 | 97,916 | 2,780 |
| | | 110,713 | 29,890 | 142,466 | 52,443 |

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2022
截至二零二二年六月三十日止六個月

4. SEGMENT INFORMATION

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the directors for their decisions about resources allocation to the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the executive directors are determined following major product and service lines of the Group.

The Group has identified the following reportable segments: (1) finance leasing service; (2) postpartum care service; and (3) trading of medical equipments and consumables ("**Trading business**").

The measurement policies the Group uses for reporting segment profit under HKFRS 8 are the same as those used in its financial statements prepared under HKFRSs, except that:

- finance costs
- income tax expense

are not included in arriving at the operating profit of the operating segment.

Segment assets and liabilities exclude corporate assets and liabilities which are not directly attributable to the business activities of any operating segment are not allocated to a segment, which primarily applied to deferred tax assets/liabilities and the Group's headquarter.

4. 分部資料

本集團定期向董事報告內部財務資料，以供彼等就本集團業務組成部份的資源分配作決定，以及供彼等檢討該等組成部份的表現，而本集團則根據該等資料劃分營運分部及編製分部資料。向執行董事報告之內部財務資料的業務組成部份，乃依照本集團之主要產品及服務類別而釐定。

本集團已識別以下可呈報分部：(1)融資租賃服務；(2)月子服務；及(3)醫療器械及耗材貿易（「貿易業務」）。

本集團根據香港財務報告準則第8號就報告分部溢利所採用的計量政策，與根據香港財務報告準則於財務報表所採用的相同，惟以下所述者：

- 財務費用
- 所得稅開支

於計算營運分部的經營溢利時並不包括在內。

分部資產及分部負債不包括並非任何營運分部直接應佔之業務活動的企業資產及負債及並不會分配至分部，主要適用於遞延稅項資產／負債及本集團之總部。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2022
截至二零二二年六月三十日止六個月

4. SEGMENT INFORMATION (continued)

For the six months ended 30 June 2022, information regarding the Group's reportable segments provided to the Group's most senior management (i.e. the executive directors) is set out below:

30.6.2022

4. 分部資料 (續)

截至二零二二年六月三十日止六個月，提供給本集團最高管理層（即執行董事）的有關本集團可呈報分部的信息如下：

二零二二年六月三十日

| | | Finance leasing service 融資租賃服務 RMB'000 人民幣千元 (Unaudited) (未經審核) | Trading business 貿易業務 RMB'000 人民幣千元 (Unaudited) (未經審核) | Postpartum care service 月子服務 RMB'000 人民幣千元 (Unaudited) (未經審核) | Total 總計 RMB'000 人民幣千元 (Unaudited) (未經審核) |
|--|-------------------------|--|--|---|--|
| Reportable segment revenue (external customers) | 可呈報分部收益 (外部客戶) | 19,838 | 97,916 | 24,712 | 142,466 |
| Reportable segment profit/(loss) | 可呈報分部溢利/(虧損) | 4,975 | 11,165 | (832) | 15,308 |
| Fair value gain on financial assets at FVTPL | 公平價值計入損益之 金融資產的公平價收益 | | | | 2,851 |
| Other corporate income | 其他公司收入 | | | | (184) |
| Other corporate expenses | 其他公司開支 | | | | (2,016) |
| Finance costs | 融資成本 | | | | (6,261) |
| Profit before income tax | 除所得稅前溢利 | | | | 9,698 |
| Reportable segment assets | 可呈報分部資產 | 283,076 | 113,066 | 46,476 | 442,618 |
| Reportable segment liabilities | 可呈報分部負債 | 127,192 | 18,258 | 47,635 | 193,085 |
| Impairment losses of receivables (net) | 應收款項減值虧損淨值 | (3,110) | (526) | - | (3,636) |
| Interest income | 利息收入 | 32 | 6 | 15 | 53 |
| Interest expenses | 利息開支 | (4,910) | - | (1,242) | (6,152) |
| Depreciation of property, plant and equipment | 物業、廠房及設備折舊 | (1,756) | - | (962) | (2,718) |
| Depreciation of right-of-use assets | 使用權資產折舊 | (387) | - | (3,419) | (3,806) |

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2022
截至二零二二年六月三十日止六個月

4. SEGMENT INFORMATION (continued)

30.6.2021

4. 分部資料 (續)

二零二一年六月三十日

| | | Finance leasing service 融資租賃服務 RMB'000 人民幣千元 (Unaudited) (未經審核) | Trading business 貿易業務 RMB'000 人民幣千元 (Unaudited) (未經審核) | Postpartum care service 月子服務 RMB'000 人民幣千元 (Unaudited) (未經審核) | Total 總計 RMB'000 人民幣千元 (Unaudited) (未經審核) |
|--|-------------------|--|--|---|--|
| Reportable segment revenue (external customers) | 可呈報分部收益 (外部客戶) | 26,204 | 2,780 | 23,459 | 52,443 |
| Reportable segment profit | 可呈報分部溢利 | 7,714 | 129 | 2,042 | 9,885 |
| Other corporate income | 其他公司收入 | | | | 93 |
| Other corporate expenses | 其他公司開支 | | | | (1,984) |
| Finance costs | 融資成本 | | | | (3,730) |
| Profit before income tax | 除所得稅前溢利 | | | | 4,264 |
| Reportable segment assets | 可呈報分部資產 | 400,631 | 3,023 | 62,702 | 466,356 |
| Reportable segment liabilities | 可呈報分部負債 | 106,221 | 2,995 | 29,901 | 139,117 |
| Impairment losses of receivables | 應收款項減值虧損 | (3,539) | - | - | (3,539) |
| Interest income | 利息收入 | 30 | - | 109 | 139 |
| Interest expenses | 利息開支 | (3,358) | - | (344) | (3,702) |
| Depreciation of property, plant and equipment | 物業、廠房及設備折舊 | (1,645) | - | (581) | (2,226) |
| Depreciation of right-of-use assets | 使用權資產折舊 | (1,172) | - | (3,700) | (4,872) |

For the six months ended 30 June 2022 and 2021, 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 major non-current assets are attributable to and located in the PRC.

截至二零二二及二零二一年六月三十日止六個月，本公司為投資控股公司，而本集團主要營業地點在中國。本集團之所有收益及主要非流動資產均來自及位於中國。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2022
截至二零二二年六月三十日止六個月

5. OTHER GAINS AND LOSSES

5. 其他收益及虧損

| | | 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 | |
|--|---------------------|----------------------------------|-------------|--------------------------------|--------------|
| | | 30.6.2022 | 30.6.2021 | 30.6.2022 | 30.6.2021 |
| | | 二零二二年 | 二零二一年 | 二零二二年 | 二零二一年 |
| | | 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) |
| Fair value gain on financial assets at FVTPL | 公平價值計入損益之金融資產的公平價收益 | 1,508 | 196 | 2,528 | 752 |
| Government subsidies (Note) | 政府補貼 (附註) | 169 | 563 | 409 | 1,292 |
| Exchange gain (loss), net | 匯兌收益 (虧損) 淨額 | 1 | 42 | (54) | 76 |
| Others | 其他 | 83 | 1 | 87 | 20 |
| | | 1,761 | 802 | 2,970 | 2,140 |

Note:

The PRC tax authority has announced that for the financial years 2021 and 2022, entities engaged in provision of service in four particular areas could have extra deduction on VAT.

附註:

中國稅務機關宣佈，二零二一年及二零二二年財政年度，於四個特定領域從事提供服務之實體可額外扣除增值稅。

6. FINANCE COSTS

6. 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 | |
|--|-----------------|----------------------------------|--------------|--------------------------------|--------------|
| | | 30.6.2022 | 30.6.2021 | 30.6.2022 | 30.6.2021 |
| | | 二零二二年 | 二零二一年 | 二零二二年 | 二零二一年 |
| | | 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) |
| Interests on bank and other borrowings | 銀行及其他借款利息 | 2,922 | 1,262 | 5,887 | 2,673 |
| Imputed interests on interest-free deposits from finance lease customers | 融資租賃客戶免息按金的估算利息 | 6 | 66 | 54 | 355 |
| Interests on lease liabilities | 租賃負債利息 | 147 | 361 | 320 | 702 |
| | | 3,075 | 1,689 | 6,261 | 3,730 |

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2022
截至二零二二年六月三十日止六個月

7. INCOME TAX EXPENSES

7. 所得稅開支

| | 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 | |
| | 30.6.2022 | 30.6.2021 | 30.6.2022 | 30.6.2021 |
| | 二零二二年 | 二零二一年 | 二零二二年 | 二零二一年 |
| | 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) |
| The charge (credit) comprises: | 支出 (抵免) 包括： | | | |
| Current tax | 即期稅項 | | | |
| – PRC Enterprise Income Tax | 2,336 | 684 | 2,549 | 719 |
| Deferred tax (Note 16) | (810) | (987) | (786) | (501) |
| | <u>1,526</u> | <u>(303)</u> | <u>1,763</u> | <u>218</u> |

No provision for Hong Kong Profits Tax has been made in the condensed consolidated financial statements as the Group's income neither arises in, nor is derived from, Hong Kong during both periods.

Under the Enterprise Income Tax Law of PRC (the "EIT Law") and the Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both periods, except for one subsidiary of the Group which is recognised as high technology enterprise is entitled to enjoy a preferential tax rate of 15%.

According to the EIT Law and the Implementation of the EIT Law of the PRC, certain PRC subsidiaries of the Group qualified as small low profit enterprises with annual taxable income not more than RMB1,000,000, and the portion that exceeds RMB1,000,000 but does not exceed RMB3,000,000 (inclusive) are entitled to enterprise income tax calculated at 12.5% and 50% of its taxable income at a tax rate of 20%, respectively.

由於本集團兩個期間內之收入並非於香港產生或來自香港，故並無於簡明綜合財務報表內計提香港利得稅撥備。

除本集團一家被認定為高新技術企業之附屬公司有權享有優惠企業所得稅率15%外，根據中國企業所得稅法（「企業所得稅法」）及企業所得稅法實施條例，中國附屬公司於兩個期間之稅率均為25%。

根據中國企業所得稅法及企業所得稅法實施條例，符合小型微利企業條件的若干本集團中國附屬公司不超過人民幣1,000,000元及超過人民幣1,000,000元但不足人民幣3,000,000元（含人民幣3,000,000元）部分的應課稅收入，分別減按12.5%及50%計入應納稅所得額，按20%的稅率繳納企業所得稅。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2022
截至二零二二年六月三十日止六個月

8. PROFIT FOR THE PERIOD

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

8. 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 | 截至以下日期止三個月 | 截至以下日期止六個月 | 截至以下日期止六個月 |
| | | 30.6.2022 | 30.6.2021 | 30.6.2022 | 30.6.2021 |
| | | 二零二二年 | 二零二一年 | 二零二二年 | 二零二一年 |
| | | 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 | 732 | 283 | 1,458 | 719 |
| 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 | 9,140 | 7,879 | 18,113 | 14,519 |
| – Staffs' retirement benefit scheme contributions | – 員工退休福利計劃供款 | 1,471 | 1,101 | 3,031 | 2,079 |
| Total staff costs | 員工成本總額 | 11,343 | 9,263 | 22,602 | 17,317 |
| Less: staff costs recognised as research and development costs | 減：確認為研發成本的員工成本 | (840) | (564) | (1,963) | (1,021) |
| Staff costs recognised in profit or loss | 於損益確認之員工成本 | 10,503 | 8,699 | 20,639 | 16,296 |
| Amortisation of intangible assets | 無形資產攤銷 | 255 | 261 | 510 | 519 |
| Cost of inventories sold | 銷售存貨成本 | 74,263 | 2,650 | 80,874 | 2,650 |
| Depreciation of property, plant and equipment | 物業、廠房及設備折舊 | 1,816 | 1,349 | 2,755 | 2,577 |
| Depreciation of right-of-use assets | 使用權資產折舊 | 1,680 | 3,028 | 4,002 | 5,502 |
| 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) | 313 | 571 | 436 | 1,043 |
| Short-term leases payments | 短期租賃付款 | 2,044 | 1,632 | 3,455 | 2,955 |

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9. DIVIDENDS

During the current interim period, a final dividend of HK2.5 cents (six months ended 30 June 2021: HK2.5 cents) per share in respect of the year ended 31 December 2021 was declared to the owners of the Company. The aggregate amount of the final dividend declared amounted to HK\$10,000,000 (equivalent to approximately RMB8,552,000) (six months ended 30 June 2021: HK\$10,000,000 (equivalent to RMB8,333,000)). The aggregate amount of the final dividend paid in the interim period amounted to nil (six months ended 30 June 2021: HK\$4,890,000 (equivalent to RMB4,075,000)).

The directors of the Company do not recommend the payment of an interim dividend in respect of the six months ended 30 June 2022 (six months ended 30 June 2021: nil).

10. EARNINGS PER SHARE

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

9. 股息

於本中期期間，向公司所有者宣派二零二一年十二月三十一日止年度之末期股息每股2.5港仙（截至二零二一年六月三十日止六個月：2.5港仙）。末期股息之總額為10,000,000港元（相等於人民幣8,552,000元）（截至二零二一年六月三十日止六個月：10,000,000港元（相等於人民幣8,333,000元））。於本中期期間，已付末期股息之總額為零（截至二零二一年六月三十日止六個月：4,890,000港元（相等於人民幣4,075,000元））。

本公司董事並不建議就截至二零二二年六月三十日止六個月派付中期股息（截至二零二一年六月三十日止六個月：無）。

10. 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 | |
|---|--|--|--|--|
| | 30.6.2022 二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核) | 30.6.2021 二零二一年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核) | 30.6.2022 二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核) | 30.6.2021 二零二一年 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 | | |
| | 5,948 | 854 | 8,103 | 3,865 |

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10. EARNINGS PER SHARE (continued)

10. 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 | |
| | 30.6.2022 | 30.6.2021 | 30.6.2022 | 30.6.2021 |
| | 二零二二年 | 二零二一年 | 二零二二年 | 二零二一年 |
| | 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 |

Diluted earnings per share is the same as basic earnings per share as there was no potential dilutive ordinary share in issue during both periods.

由於兩個期間內並無已發行潛在攤薄普通股，故每股攤薄盈利與每股基本盈利相同。

11. PROPERTY, PLANT AND EQUIPMENT/ RIGHT-OF-USE ASSETS

During the six months ended 30 June 2022, the Group acquired furniture and office equipment of RMB821,000 (six months ended 30 June 2021: RMB3,681,000). No disposal of property, plant and equipment was taken place by the Group during the six months ended 30 June 2022 (six months ended 30 June 2021: Nil).

During the six months ended 30 June 2022, the Group have additional right-of-use assets of RMB173,000 (six months ended 30 June 2021: right-of-use assets of RMB16,645,000 were acquired through acquisition of subsidiaries).

11. 物業、廠房及設備／使用權資產

於截至二零二二年六月三十日止六個月，本集團購置傢俱及辦公室設備為人民幣821,000元（截至二零二一年六月三十日止六個月：人民幣3,681,000元）。於截至二零二二年六月三十日止六個月，本集團並無出售物業、廠房及設備（截至二零二一年六月三十日止六個月：零）。

於截至二零二二年六月三十日止六個月，本集團之使用權資產增加人民幣173,000元（截至二零二一年六月三十日止六個月：人民幣16,645,000元之使用權資產透過收購附屬公司獲得）。

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12. FINANCE LEASE RECEIVABLES/LOAN RECEIVABLES

Finance lease receivables

12. 融資租賃應收款項／應收貸款

融資租賃應收款項

| | | Minimum lease payments | | Present value of minimum lease payments | |
|---|--------------|------------------------|------------------|---|------------------|
| | | 30 June 2022 | 31 December 2021 | 30 June 2022 | 31 December 2021 |
| | | 二零二二年六月三十日 | 二零二一年十二月三十一日 | 二零二二年六月三十日 | 二零二一年十二月三十一日 |
| | | 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 receivables comprises: | 融資租賃應收款項包括： | | | | |
| Within one year | 一年內 | 214,379 | 248,684 | 183,850 | 222,717 |
| In the second year | 第二年 | 56,912 | 62,328 | 54,067 | 56,775 |
| In the third year | 第三年 | 3,978 | 8,867 | 9,915 | 8,105 |
| | | 275,269 | 319,879 | 247,832 | 287,597 |
| Less: Unearned finance income | 減：未實現融資收入 | (27,437) | (32,282) | - | - |
| Present value of minimum lease payments | 最低租賃款項現值 | 247,832 | 287,597 | 247,832 | 287,597 |
| Less: Lifetime ECL allowance | 減：全期預期信用損失撥備 | (24,097) | (21,193) | (24,097) | (21,193) |
| | | 223,735 | 266,404 | 223,735 | 266,404 |
| Represented by: | 代表： | | | | |
| Current assets | 流動資產 | | | 163,205 | 206,903 |
| Non-current assets | 非流動資產 | | | 60,530 | 59,501 |
| | | | | 223,735 | 266,404 |

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12. FINANCE LEASE RECEIVABLES/LOAN RECEIVABLES (continued)

Finance lease receivables (continued)

As at 30 June 2022, the interest rates implicit in the above finance leases range mainly from 5.2% to 19.1% (31 December 2021: 5.8% to 19.5%) per annum.

As at 30 June 2022, finance lease receivables of RMB50,330,000 (31 December 2021: RMB9,028,000) were pledged to secure the Group's bank borrowings and RMB47,157,000 (31 December 2021: RMB84,058,000) were pledged to secure the Group's other borrowings from a finance lease company.

The following is an ageing analysis based on due dates of the finance lease 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 |
| More than 90 days | 超過90日 |

12. 融資租賃應收款項／應收貸款 (續)

融資租賃應收款項 (續)

於二零二二年六月三十日，上述融資租賃的隱含年利率介乎5.2%至19.1% (二零二一年十二月三十一日：5.8%至19.5%)。

於二零二二年六月三十日，人民幣50,330,000元 (二零二一年十二月三十一日：人民幣9,028,000元)之融資租賃應收款項已質押以取得本集團的銀行借款及人民幣47,157,000元 (二零二一年十二月三十一日：人民幣84,058,000元)之融資租賃應收款項已質押，從一家融資租賃公司獲得本集團的其他借款。

以下為根據已逾期的融資租賃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 2022 二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核) | 31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核) |
|--|---|
| 2,747 | 2,240 |
| 4,071 | 2,860 |
| 4,034 | 6,728 |
| 10,852 | 11,828 |

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12. FINANCE LEASE RECEIVABLES/LOAN RECEIVABLES (continued)

Loan receivables

| | | 30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核) | 31 December 2021 二零二一年 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 | 169 | 829 |
| One to two years | 一至二年 | 138 | 170 |
| | | <u>307</u> | <u>999</u> |
| Less: 12-month ECLs ("12m ECL") allowance | 減：12個月預期信用損失 (「12個月預期 信用損失」)撥備 | <u>(3)</u> | <u>(7)</u> |
| | | <u>304</u> | <u>992</u> |
| Represented by: | 代表： | | |
| Current assets | 流動資產 | 167 | 823 |
| Non-current assets | 非流動資產 | 137 | 169 |
| | | <u>304</u> | <u>992</u> |

In accordance with HKFRS 16, the 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.

12. 融資租賃應收款項／應收貸款 (續)

應收貸款

根據香港財務報告準則第16號，有關售後回租交易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。

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12. FINANCE LEASE RECEIVABLES/LOAN RECEIVABLES (continued)

Loan receivables (continued)

As at 30 June 2022, the carrying amount of loan receivables amounting to RMB304,000 (31 December 2021: RMB992,000) are pledged with collaterals such as equipments and motor vehicles. The Group is not permitted to sell the collaterals in the absence of default by the borrower. There has not been any significant changes in the quality of the collateral held for the loan receivables. As at 30 June 2022 and 31 December 2021, all of the loan receivables were not past due.

As at 30 June 2022, loan receivables of RMB216,000 (31 December 2021: RMB721,000) were pledged to secure the Group's bank borrowings.

12. 融資租賃應收款項／應收貸款 (續)

應收貸款 (續)

於二零二二年六月三十日，應收貸款賬面總值為人民幣304,000元(二零二一年十二月三十一日：人民幣992,000元)，以設備及汽車作為抵押品。在借款人無違約情況時，本集團不得出售其抵押品。應收貸款抵押品質量並無重大變化。於二零二二年六月三十日及二零二一年十二月三十一日，所有應收貸款並無逾期。

於二零二二年六月三十日，人民幣216,000元(二零二一年十二月三十一日：人民幣721,000元)應收貸款已質押以取得本集團的銀行借款。

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13. TRADE RECEIVABLES

13. 貿易應收款項

| | | 30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核) | 31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核) |
|-------------------|--------|--|---|
| Trade receivables | 貿易應收款項 | 72,925 | 501 |

The Group allows a credit period of 0-365 days to its customers for its trade receivables. As at 30 June 2022 and 31 December 2021, all of the trade receivables were not past due.

本集團就應收貿易賬款給予客戶0-365天信用期。於二零二二年六月三十日及二零二一年十二月三十一日，所有貿易應收款項並無逾期。

The following is an ageing analysis of trade receivables presented based on invoice dates at the end of each reporting period:

於各報告期末按發票日期劃分的應收貿易賬款賬齡分析呈列如下：

| | | 30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核) | 31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核) |
|-------------------------|----------------|--|---|
| Within 90 days | 90日內 | 73,053 | 501 |
| 91 – 180 days | 91至180日 | 608 | – |
| Less: 12m ECL allowance | 減：12個月預期信用損失撥備 | (736) | – |
| | | 72,925 | 501 |

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14. IMPAIRMENT ASSESSMENT ON FINANCIAL ASSETS SUBJECT TO ECL MODEL

14. 涉及預期信用損失模式的金融資產減值評估

| | | 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 | |
|---|-------------|----------------------------------|--------------|--------------------------------|--------------|
| | | 30.6.2022 | 30.6.2021 | 30.6.2022 | 30.6.2021 |
| | | 二零二二年 | 二零二一年 | 二零二二年 | 二零二一年 |
| | | 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 receivables | — 融資租賃應收款項 | 4,001 | 3,265 | 2,904 | 3,561 |
| - loan receivables | — 應收貸款 | (1) | 20 | (4) | (22) |
| - trade receivables | — 貿易應收款項 | 736 | - | 736 | - |
| | | <u>4,736</u> | <u>3,285</u> | <u>3,636</u> | <u>3,539</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 2022 are the same as those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2021.

釐定截至二零二二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二零二一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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14. IMPAIRMENT ASSESSMENT ON FINANCIAL ASSETS SUBJECT TO ECL MODEL (continued)

As at 30 June 2022

14. 涉及預期信用損失模式的金融資產減值評估 (續)

於二零二二年六月三十日

| | | Weighted average lifetime ECL 加權平均 全期預期 信用損失 (%) (%) | Gross carrying amount 賬面總值 RMB'000 人民幣千元 (Unaudited) (未經審核) | Loss allowance 損失撥備 RMB'000 人民幣千元 (Unaudited) (未經審核) |
|----------------------------------|------|---|--|--|
| Finance lease receivables | | | | |
| 融資租賃應收款項 | | | | |
| Low risk | 低風險 | 2% | 215,266 | 4,190 |
| Fair risk | 一般風險 | 18% | 11,598 | 2,128 |
| Loss | 損失 | 85% | 20,965 | 17,779 |
| | | | 247,829 | 24,097 |
| Loan Receivables | | | | |
| 應收貸款 | | | | |
| Low risk | 低風險 | 1% | 307 | 3 |
| Trade Receivables | | | | |
| 貿易應收款項 | | | | |
| Low risk | 低風險 | 1% | 73,661 | 736 |

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

As at 31 December 2021

14. 涉及預期信用損失模式的金融資產減值評估 (續)

於二零二一年十二月三十一日

| | | Weighted average lifetime ECL 加權平均 全期預期 信用損失 (%) (%) | Gross carrying amount 賬面總值 RMB'000 人民幣千元 (Audited) (經審核) | Loss allowance 損失撥備 RMB'000 人民幣千元 (Audited) (經審核) |
|----------------------------------|------|---|---|---|
| Finance lease receivables | | | | |
| 融資租賃應收款項 | | | | |
| Low risk | 低風險 | 2% | 264,454 | 4,772 |
| Fair risk | 一般風險 | 22% | 4,065 | 875 |
| Loss | 損失 | 81% | 19,078 | 15,546 |
| | | | <u>287,597</u> | <u>21,193</u> |
| Loan Receivables | | | | |
| 應收貸款 | | | | |
| Low risk | 低風險 | 1% | 999 | 7 |
| | | | <u>999</u> | <u>7</u> |

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14. 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 receivables under the simplified approach.

14. 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 2022 (audited) | 於二零二二年一月一日 (經審核) | 5,647 | 15,546 | 21,193 |
| Transfer to credit-impaired (Note) | 轉撥至信用減值 (附註) | (4,804) | 4,804 | - |
| Impairment losses, net of reversal | 減值虧損 (扣除撥回) | 5,475 | (2,571) | 2,904 |
| As at 30 June 2022 (unaudited) | 於二零二二年六月三十日 (未經審核) | <u>6,318</u> | <u>17,779</u> | <u>24,097</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 2021 (audited) | 於二零二一年一月一日 (經審核) | 6,042 | 10,289 | 16,331 |
| Transfer to credit-impaired (Note) | 轉撥至信用減值 (附註) | (13) | 13 | - |
| Impairment losses, net of reversal | 減值虧損 (扣除撥回) | 4,800 | (1,239) | 3,561 |
| As at 30 June 2021 (unaudited) | 於二零二一年六月三十日 (未經審核) | <u>10,829</u> | <u>9,063</u> | <u>19,892</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。

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15. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

15. 預付款項、按金及其他應收款項

| | | 30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核) | 31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核) |
|-----------------------------|--------------|--|---|
| | Notes 附註 | | |
| Value-added tax recoverable | 可收回增值稅 | – | 4,270 |
| Prepayments | 預付款項 | 9,301 | 8,794 |
| Prepayments to suppliers | 向供應商預付之款項 | 37,262 | 6,032 |
| Security deposits | 保證金 (i) | 5,750 | 4,505 |
| Refundable rental deposits | 可退還租賃按金 (ii) | 2,591 | 2,885 |
| Other receivables | 其他應收款項 | 8,115 | 2,757 |
| | | 63,019 | 29,243 |

Notes:

附註：

| | | 30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核) | 31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核) |
|-----------------------|----------|--|---|
| (i) Represented by: | (i) 代表： | | |
| – Current portion | – 流動部分 | – | 747 |
| – Non-current portion | – 非流動部分 | 5,750 | 3,758 |
| | | 5,750 | 4,505 |
| (ii) Represented by: | (ii) 代表： | | |
| – Current portion | – 流動部分 | 690 | 522 |
| – Non-current portion | – 非流動部分 | 1,901 | 2,363 |
| | | 2,591 | 2,885 |

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16. DEFERRED TAXATION

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

| | | 30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核) | 31 December 2021 二零二一年 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 | 6,597 | 5,438 |
| Deferred tax liabilities | 遞延稅項負債 | (3,411) | (3,038) |
| | | 3,186 | 2,400 |

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

16. 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 2022 二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核) | 31 December 2021 二零二一年 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 | 6,597 | 5,438 |
| Deferred tax liabilities | 遞延稅項負債 | (3,411) | (3,038) |
| | | 3,186 | 2,400 |

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：

| | | Undistributed earnings of PRC subsidiaries 未分配中國 附屬公司 可收益 RMB'000 人民幣千元 | Fair value increase on intangible assets 無形資產之 公平值增加 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 2021 (audited) | 於二零二一年 一月一日(經審核) | (921) | (225) | 4,195 | 875 | 3,924 |
| Acquisition of subsidiaries | 收購附屬公司 | - | (2,250) | - | - | (2,250) |
| Credit (charge) to profit or loss (Note 7) | 計入(扣除自)損益 (附註7) | 326 | - | 885 | (710) | 501 |
| As at 30 June 2021 (unaudited) | 於二零二一年六月三十日 (未經審核) | (595) | (2,475) | 5,080 | 165 | 2,175 |
| Credit (charge) to profit or loss | 計入(扣除自)損益 | (93) | 125 | 315 | (122) | 225 |
| As at 31 December 2021 (audited) | 於二零二一年十二月 三十一日(經審核) | (688) | (2,350) | 5,395 | 43 | 2,400 |
| Credit (charge) to profit or loss (Note 7) | 計入(扣除自)損益 (附註7) | (373) | - | 909 | 250 | 786 |
| As at 30 June 2022 (unaudited) | 於二零二二年六月三十日 (未經審核) | (1,061) | (2,350) | 6,304 | 293 | 3,186 |

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16. 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 5% and withheld by the PRC entities.

17. OTHER PAYABLES AND ACCRUED CHARGES

16. 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5%的稅率繳納企業所得稅，並由中國實體代為繳扣。

17. 其他應付款項及應計費用

| | | 30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核) | 31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核) |
|---|-------------|--|---|
| Advance receipts from prospective customers | 來自潛在客戶之預收款項 | 2,104 | 2,747 |
| Contract liabilities (Note) | 合約負債 (附註) | 10,668 | 8,890 |
| Other accrued charges | 其他應計費用 | 3,609 | 4,026 |
| Other tax payables | 其他應付稅項 | 9,333 | 120 |
| Other payables | 其他應付款項 | 2,148 | 3,201 |
| | | 27,862 | 18,984 |

Notes:

The contract liabilities mainly relate to advance considerations received from customers and arose from the provision of postpartum care services. The Group takes certain deposits from customers on acceptance of the order, with the remainder of the consideration payable at the commencement of the service period. The deposits remains as contract liabilities until such time as the services are provided.

附註：

合同負債主要來自提供月子服務而產生。本集團於接納訂單時自客戶收取若干按金，而餘下應付代價於服務期完成時支付。這些押金仍將列作為合同負債直至服務提供。

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18. BANK AND OTHER BORROWINGS

18. 銀行及其他借款

| | | 30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核) | 31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核) |
|--|------------------------|--|---|
| Bank borrowings due for repayment within one year | 一年內到期償還之銀行借款 | | |
| – Unsecured and guaranteed (Note i) | – 無抵押及有擔保 (附註i) | 37,683 | 38,784 |
| – Secured and guaranteed (Note ii) | – 有抵押及有擔保 (附註ii) | 30,000 | 30,000 |
| | | 67,683 | 68,784 |
| Bank borrowings due for repayment more than one year | 超過一年到期償還之銀行借款 | | |
| – Unsecured and guaranteed (Note i) | – 無抵押及有擔保 (附註i) | 3,056 | 4,722 |
| – Secured and guaranteed (Note ii) | – 有抵押及有擔保 (附註ii) | 27,600 | 27,600 |
| | | 30,656 | 32,322 |
| Total bank borrowings | 總借款 | 98,339 | 101,106 |
| Other borrowings from a finance lease company (Note iii) | 從一家融資租賃公司之其他借款 (附註iii) | | |
| – Due for repayment within one year | – 一年內到期償還 | 35,807 | 48,712 |
| – Due for repayment more than one year | – 超過一年到期償還 | 24,389 | 41,387 |
| | | 60,196 | 90,099 |
| Total bank and other borrowings | 總銀行及其他借款 | 158,535 | 191,205 |
| Represented by: | 代表： | | |
| Current liabilities | 流動負債 | 103,490 | 117,496 |
| Non-current liabilities | 非流動負債 | 55,045 | 73,709 |
| | | 158,535 | 191,205 |

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18. BANK AND OTHER BORROWINGS

(continued)

Notes:

- (i) As at 30 June 2022, the Group's bank borrowings of RMB24,350,000 (31 December 2021: RMB32,450,000) were guaranteed by financial guarantee companies, which are third-parties of the Company.

As 30 June 2022, the Group's bank borrowings of RMB6,389,000 (31 December 2021: RMB8,056,000) were guaranteed by Mr. Zhang Junshen ("Mr. Zhang"), an executive director of the Company, Ms. Tang Yiping ("Ms. Tang"), spouse of Mr. Zhang, and three third-parties of the Company.

As at 31 December 2021, the Group's bank borrowing of RMB3,000,000 guaranteed by ZYY Finance Leasing, a subsidiary of the Group. This bank borrowing was fully repaid during the six months ended 30 June 2022.

As 30 June 2022, the Group's bank borrowings of RMB10,000,000 (31 December 2021: Nil) was guaranteed by Mr. Zhang.

- (ii) As at 30 June 2022, the Group's bank borrowing of RMB27,600,000 (31 December 2021: RMB27,600,000) was guaranteed by Mr. Zhang, Ms. Tang, Mr. Zhang Shengjie, father of Controlling Individual Shareholders, ZYY Finance Leasing and Shenzhen Ruiheng Medical Supply Chain Co., Ltd. ("Shenzhen Ruiheng"), which is controlled by the Controlling Individual Shareholders, two subsidiaries of the Group, and Ziyuanyuan Investment Holdings Limited ("Ziyuanyuan Investment"), which is controlled by the Controlling Individual Shareholders. The bank borrowing is secured by entire equity interests in Guangzhou Sheng Cheng Dunnan Enterprise Management Co., Limited held by the Company.

18. 銀行及其他借款 (續)

附註：

- (i) 於二零二二年六月三十日，本集團的銀行借款人民幣24,350,000元(二零二一年十二月三十日：人民幣32,450,000元)由第三方金融擔保公司提供擔保。

於二零二二年六月三十日，本集團的銀行借款人民幣6,389,000元(二零二一年十二月三十日：8,056,000元)由本公司執行董事張俊深先生(「張先生」)、張先生之配偶湯怡萍女士(「湯女士」)及三家第三方公司提供擔保。

二零二一年十二月三十一日，本集團的銀行借款人民幣3,000,000元由本集團一家附屬公司紫元元融資租賃提供擔保。該銀行借款已於截至二零二二年六月三十日止六個月內悉數償還。

於二零二二年六月三十日，本集團的銀行借款人民幣10,000,000元(二零二一年十二月三十日：零)由本公司張先生提供擔保。

- (ii) 於二零二二年六月三十日，本集團的銀行借款人民幣27,600,000元(二零二一年十二月三十日：27,600,000元)由張先生、控股個人股東之父親張勝階先生、兩家本公司的子公司紫元元融資租賃及深圳市瑞恒醫療供應鏈有限公司(「深圳瑞恒」)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(「紫元元投資」)提供擔保。銀行借款以本公司持有的廣州盛成敦南企業管理有限公司全部股權作抵押。

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18. BANK AND OTHER BORROWINGS

(continued)

Notes:

(ii) (continued)

As at 30 June 2022, the Group's bank borrowing of RMB30,000,000 (31 December 2021: RMB30,000,000) was guaranteed by Mr. Zhang, Ms. Tang, Mr. Zhang Shengjie, Shenzhen Meijiaer Health Management Co., Ltd. and Shenzhen Ruiheng, two subsidiaries of the Group, Ziyuanyuan Investment, and a third-party of the Group. It was secured by charges over certain finance lease receivables and loan receivables of ZYY Finance Leasing as disclosed in Note 12.

Effective interest rate of bank borrowings ranged between 4.2% and 7.50% (31 December 2021: between 4.35% and 7.50%) per annum.

(iii) On 29 December 2021, the Group and a finance lease company (the "Buyer-lessor") entered into sale and leaseback agreements, pursuant to which the Group agreed to transfer the leased assets (the "Leased Assets") and/or change the registration to the name of the Buyer-lessor with transfer considerations totalling of approximately RMB90,099,000 (the "Considerations"), and the Buyer-lessor agreed to lease the Leased Assets to the Group with a lease period of 6 to 30 months. Upon expiration of the lease period, the Group may purchase back the Leased Assets from the Buyer-lessor at a nominal consideration.

The Group determined the transfers to the Buyer-lessor were not sales under HKFRS 15, thus the Group continues to recognise the underlying assets, and recognises financial liabilities for the considerations. No gain or loss were recognised from the sale and leaseback transactions. The obligations arising from sale and leaseback transactions were secured by finance lease receivables as mentioned in Note 12 and guaranteed by the Company.

The borrowings from a finance lease company carried interest of 7.53% (31 December 2021: 7.53%) per annum.

18. 銀行及其他借款 (續)

附註：

(ii) (續)

於二零二二年六月三十日，本集團的銀行借款人民幣30,000,000元（二零二一年十二月三十日：人民幣30,000,000元）由張先生、湯女士、張勝階先生、兩家本公司的子公司深圳市美佳爾健康管理有限公司及深圳瑞恒、紫元元投資及一家第三方公司提供擔保。如附註12所披露，其以紫元元融資租賃的若干融資租賃應收款項及應收貸款之質押作抵押。

銀行借款的實際年利率介乎4.2%至7.5%（二零二一年十二月三十日：4.35%至7.50%）。

(iii) 於二零二一年十二月二十九日本集團與一家融資租賃公司（「買方一出租人」）訂立售後回租協議，根據該協議，本集團同意轉讓租賃資產（「租賃資產」）及／或以轉讓對價總額為約人民幣90,099,000元（「對價」）變更登記為買方一出租人之名稱，且買方一出租人同意將租賃資產出租給本集團，租賃期為6至30個月。租賃期屆滿後，本集團可按名義對價向買方一出租人購回租賃資產。

根據香港財務報告第15號，本集團確認轉讓給買方一出租人的交易不是銷售，因此本集團繼續確認相關資產，並以對價確認金融負債。於售後回租交易無收益或虧損被確認。售後回租交易產生的義務以附註12所述之融資租賃應收款項作抵押，並由本公司提供擔保。

向一家融資租賃公司借款之年利率為7.53%（二零二一年十二月三十日：7.53%）。

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19. 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) 估值技巧 |
|--|--|--|--------------------------------|--------------------------------|
| | 30.6.2022 二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核) | 31.12.2021 二零二一年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核) | | |
| Financial assets measured at FVTPL – Investments in bond investment trusts 按公平價值計入損益之金融資產 – 投資於債券投資信託 | 31,319 | 35,322 | Level 3 第三級別 | Net asset values 資產淨值 |

There were not transfers between levels during 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 receivables, loan receivables and trade receivables.

19. 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)。

於期內,各層次之間並無轉撥。

(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、應收貸款及貿易應收款項除外。

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20. RELATED PARTY DISCLOSURES

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:

| | |
|---|----------|
| Salaries and other allowances | 工資及其他津貼 |
| Retirement benefit scheme contributions | 退休福利計劃供款 |

20. 關聯方披露

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 | |
|--|--|
| 2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核) | 2021 二零二一年 RMB'000 人民幣千元 (Unaudited) (未經審核) |
| 2,835 | 2,032 |
| 127 | 202 |
| 2,962 | 2,234 |

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

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。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2022
截至二零二二年六月三十日止六個月

21. CONTINGENT LIABILITIES

Financial guarantees issued

The Group provided guarantees to some of its customers' lenders in relation to these customers' bank loans amounting to approximately RMB24,895,000 as at 30 June 2022 (31 December 2021: RMB4,600,000). The financial guarantees were guaranteed by restricted bank deposits of RMB5,000,000 as at 30 June 2022 (31 December 2021: RMB5,000,000). The directors of the Company consider that the fair value of the above guarantees is insignificant on initial recognition and at the report dates, no expected credit loss for financial guarantees issued was recognised as at 30 June 2022 and 31 December 2021.

21. 或然負債

財務擔保授出

本集團為其某些客戶的貸款人就該等客戶之銀行貸款提供擔保，於二零二二年六月三十日，總計金額為約人民幣24,895,000元（二零二一年十二月三十一日：人民幣4,600,000元）。該等財務擔保由受限制的銀行存款擔保，於二零二二年六月三十日受限制的銀行存款金額為人民幣5,000,000元（二零二一年十二月三十一日：人民幣5,000,000元）。本公司董事認為，上述擔保之公平值於初始確認及報告日時並不重大，於二零二二年六月三十日及二零二一年十二月三十一日並無預期信用損失因財務擔保授出而被確認。

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 2022 (the “**Period**”) together with the comparative figures in the corresponding period in 2021 (the “**Prior Period**”).

BUSINESS REVIEW

The Group is principally engaged in provision of medical equipment finance leasing services, maternal and child postpartum care industry services and trading of medical equipments and consumables business in the PRC during the Period.

Finance leasing services

During the Period, the Group has been focusing on provision of finance leasing services to SMEs customers in the medical equipment industry 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 Group provided services to approximately 3,600 SMEs customers across 30 provinces, municipalities and autonomous regions in the PRC as at 30 June 2022. The Group derived a revenue of RMB19.8 million from the finance leasing services during the Period.

Maternal and child postpartum care industry services

Postpartum confinement (坐月) is a traditional Chinese custom, which allows women to rest fully after giving birth, and to recover through diet. It is said that it is the best time for women to improve their physical well-being. Hence, centres for the provision of postpartum care services (月子中心) had emerged.

The Group provided postpartum care services, consisting of four major areas of (i) health care for postpartum mothers and newborn babies; (ii) dietary and nutrition for postpartum mothers; (iii) recovery and beauty for postpartum mothers; and (iv) intellectual development for newborn babies. The Group derived a revenue of RMB24.7 million from the maternal and child postpartum care industry services during the Period.

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**」)截至二零二二年六月三十日止六個月(「**本期間**」)的未經審核簡明綜合中期業績，連同二零二一年相應期間(「**先前期間**」)的比較數字。

業務回顧

本集團在本期間主要於中國從事提供醫療器械設備融資租賃服務、母嬰月子產業服務及醫療器械及耗材貿易業務。

融資租賃服務

本期間，本集團專注於在中國多個省、市及自治區向醫療器械設備行業的中小企業客戶提供融資租賃服務，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。於二零二一年六月三十日，本集團向遍佈中國30個省、市及自治區約3,600個中小企業客戶提供服務。本期間，本集團融資租賃服務實現收入人民幣19.8百萬元。

母嬰月子產業服務

坐月為中國傳統習俗，讓婦女在產後能夠獲得充分休息，並通過飲食復原。據說坐月為婦女提升身體健康之最佳時機，故月子中心因此出現。

本集團提供月子服務，包括四大範疇，即(i)產婦及新生嬰兒的健康護理；(ii)產婦的膳食及營養；(iii)產婦的康復及美容；及(iv)新生嬰兒的智力發展。本期間，本集團母嬰月子產業服務實現收入人民幣24.7百萬元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Trading of medical equipments and consumables business

During the period, The Group is engaged in trading of medical equipments and consumables in the PRC. The Group derived a revenue of RMB97.9 million from trading of medical equipments and consumables business during the Period.

OUTLOOK

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 pandemic, the healthcare industry will be a new economic breakthrough with significant value-added potentials. The Group initiated pre-emptive deployment of finance leasing service and medical equipment fields that focus on oral cavity and maternity and child industry. Meanwhile, the Group developed trading of medical equipments and consumables business, which cooperates with the maternal and child postpartum care industry, in order to capture pioneer opportunities and support the industrial upgrade of the healthcare industry, diversifying the income of the Group.

In 2022, the global economic situation remains grim. We will continue to increase investment in various businesses and continue to strive to find opportunities in the face of challenges, so as to return shareholders and the public, and realize corporate value as well as social value.

醫療器械及耗材貿易業務

本集團在中國從事醫療器械及耗材貿易業務。本期間本集團醫療器械及耗材貿易業務實現收入人民幣97.9百萬元。

展望

面對新型冠狀病毒肺炎爆發為經濟帶來不確定性，本集團對維持核心業務仍然樂觀，不斷尋求最佳機會，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。本集團已搶先佈局融資租賃服務專注於口腔及婦幼行業的醫療器械設備領域並開展醫療器械設備及耗材貿易業務，配合母嬰月子產業服務，搶佔風口先機，幫助大健康產業升級，亦使本集團的收入點多元化。

二零二二年，全球經濟形勢依然嚴峻。我們會繼續加大對各業務的投入並持續努力在挑戰中尋找機遇，以回報股東及公眾，實現企業價值及社會價值。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW

Revenue

Revenue consists of (i) finance leasing income and interest income from loan receivables in finance leasing services; (ii) postpartum care services income; and (iii) income from trading of medical equipments and consumables. For the Period, the Group's revenue increased by approximately RMB90.1 million or approximately 171.7% to approximately RMB142.5 million (Prior Period: RMB52.4 million). The increase in revenue for the Period was mainly attributable to (i) income from trading of medical equipments and consumables increased from approximately RMB2.8 million for the Prior Period to approximately RMB97.9 million for the Period; and (ii) postpartum care services income increased from approximately RMB23.5 million for the Prior Period to approximately RMB24.7 million for the Period, which offsetting the finance leasing income decreased from approximately RMB26.2 million for the Prior Period to approximately RMB19.8 million for the Period.

Cost of sales

For the Period, the cost of medical equipments and consumables sold increased to approximately RMB80.9 million (Prior Period: approximately RMB2.7 million).

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 increased from RMB16.3 million for the Prior Period to approximately RMB20.6 million for the Period. The increase was mainly attributable to the increase in head count and staff salaries for existing staff.

財務回顧

收益

收入包括(i)融資租賃服務之融資租賃收入和應收貸款利息收入；(ii)月子服務收入；及(iii)醫療器械及耗材貿易收入。本期間，本集團的收益增加約人民幣90.1百萬元或約171.7%至約人民幣142.5百萬元(先前期間：人民幣52.4百萬元)。本期間收益增加主要歸因於(i)醫療器械及耗材貿易收入由先前期間的約人民幣2.8百萬元增加至本期間的約人民幣97.9百萬元；及(ii)月子服務收入由先前期間的約人民幣23.5百萬元增加至本期間的約人民幣24.7百萬元，其抵銷融資租賃收入由先前期間的約人民幣26.2百萬元減至本期間的約人民幣19.8百萬元。

銷售成本

本期間，醫療器械及耗材業務的銷售成本增加至約人民幣80.9百萬元(先前期間：約人民幣2.7百萬元)。

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。員工成本由先前期間的人民幣16.3百萬元增至本期間的約人民幣20.6百萬元。有關增加主要是由於員工人數及現有員工的員工薪金增加。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Other operating expenses

Other operating expenses include primarily travelling expenses, depreciation of property, plant and equipment, depreciation of right-of-use assets, short-term leases payments and the operating expenses incurred by maternal and child postpartum care business. Other operating expenses increased from approximately RMB24.2 million for the Prior Period to approximately RMB24.4 million for the Period. The increase was mainly due to the increase in other operating expenses of the postpartum care business offsetting the decrease in other operating expenses of the finance leasing business.

The other operating expenses for finance leasing business decreased from approximately RMB9.8 million for the Prior Period to approximately RMB7.3 million for the Period. The decrease was mainly attributed to (i) depreciation of right-of-use assets decreased from approximately RMB1.8 million for the Prior Period to approximately RMB0.6 million for the Period; and (ii) due to the impact of Covid-19, travelling expenses decreased from approximately RMB1.8 million for the Prior Period to approximately RMB0.9 million for the Period.

The other operating expenses for the postpartum care business increased from approximately RMB14.5 million for the Prior Period to approximately RMB17.0 million for the Period, it was mainly attributable to (i) short-term leases payments increased from approximately RMB2.6 million for the Prior Period to approximately RMB3.4 for the Period; and (ii) office expenses, water, electricity and property management fees increased from approximately RMB0.8 million for the Prior Period to approximately RMB1.7 million for the Period.

其他經營開支

其他經營開支主要包括差旅開支、物業、廠房及設備折舊、使用權資產折舊、短期租賃付款及母嬰月子業務所產生之經營開支。其他經營開支由先前期間的約人民幣24.2百萬元增加至本期間的約人民幣24.4百萬元。有關增加主要由於月子會所業務的其他經營開支增加抵銷了融資租賃業務的其他經營開支減少。

融資租賃業務的其他經營開支由先前期間的約人民幣9.8百萬元縮減至由本期間的約人民幣7.3百萬元。其他經營開支縮減主要歸因於(i)使用權資產折舊的折舊由先前期間的約人民幣1.8百萬元縮減至本期間的約人民幣0.6百萬元；及(ii)由於Covid-19疫情的影響，差旅開支由先前期間的約人民幣1.8百萬元縮減至本期間的約人民幣0.9百萬元。

月子會所業務的其他經營開支由先前期間的約人民幣14.5百萬元增加至本期間的約人民幣17.0百萬元，主要是由於(i)短期租賃付款由先前期間的約人民幣2.6百萬元增加至本期間的約人民幣3.4百萬元；及(ii)辦公費、水電及物業管理費由先前期間的約人民幣0.8百萬元增加至本期間的約人民幣1.7百萬元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Finance costs

Finance costs consist of (i) imputed interest expense on interest-free deposits from finance lease customers; (ii) interest on bank and other borrowings; and (iii) interests on lease liabilities. Finance costs increased from approximately RMB3.7 million for the Prior Period to approximately RMB6.3 million for the Period. The increase was mainly due to the interest on bank and other borrowing increased from approximately RMB2.7 million Prior Period to approximately RMB5.9 million for the Period.

Income tax expenses

Certain PRC subsidiaries of the Group qualified as small low profit enterprises with annual taxable income not more than RMB1.0 million, and the portion that exceeds RMB1.0 million but does not exceed RMB3.0 million (inclusive) are entitled to enterprise income tax calculated at 12.5% and 50% of its taxable income at a tax rate of 20%, respectively. A PRC subsidiary of the Group recognised as high technology enterprise is entitled to a preferential enterprise income tax rate of 15%. The enterprise income tax rate applicable to the other PRC subsidiaries of the Group is 25%.

Profit for the period attributable to owners of the Company

During the Period and Prior Period, the Group's profit and total comprehensive income attributable to owners of the Company were approximately RMB8.1 million and RMB3.9 million, respectively. The increase in profit and total comprehensive income attributable to owners of the Company during the Period was mainly attributable to the increase in income from trading of medical equipments and consumables.

Dividend

On 31 March 2022, a final dividend, in the form of a cash dividend of HK2.5 cents per share in respect of the year ended 31 December 2021 has been proposed by the Board and was approved by the shareholders in the annual general meeting held on 27 May 2022.

The Board of Directors of the Company does not recommend the payment of an interim dividend in respect of the Period (Prior Period: Nil).

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)銀行及其他借款利息；及(iii)租賃負債利息。融資成本由先前期間的約人民幣3.7百萬元增加至本期間的約人民幣6.3百萬元。增加的主要因為來自銀行及其他借款利息由先前期間的約人民幣2.7百萬元增至本期間的約人民幣5.9百萬元。

所得稅開支

本集團若干附屬公司符合小型微利企業條件的不超過人民幣1.0百萬元及超過人民幣1.0百萬元但不足人民幣3.0百萬元(含人民幣3.0百萬元)部分的應課稅收入，分別減按12.5%及50%計入應納稅所得額，按20%的稅率繳納企業所得稅。本集團一家被認定為高新技術企業之中國附屬公司有權享有優惠企業所得稅率15%。適用於本集團其他中國附屬公司的企業所得稅稅率為25%。

本公司擁有人應佔期內溢利

本期間及先前期間，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8.1百萬元及人民幣3.9百萬元。本公司擁有人應佔溢利及全面收入在本期間總額增加，主要是由於醫療器械及耗材貿易收入的增加。

股息

於二零二二年三月三十一日，本公司董事會建議就截至二零二一年十二月三十一日止年度派付末期股息每股股息2.5港仙，股息分派方案已在二零二二年五月二十七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本期間派付中期股息(先前期間：無)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

LIQUIDITY AND FINANCIAL RESOURCES

As at 30 June 2022, bank balances and cash were approximately RMB55.1 million (31 December 2021: RMB123.6 million). The working capital (current assets less current liabilities) and total equity of the Group were approximately RMB251.0 million (31 December 2021: RMB262.3 million) and approximately RMB311.8 million (31 December 2021: RMB304.3 million), respectively.

As at 30 June 2022, the Group's bank and other borrowings were approximately RMB158.5 million (31 December 2021: RMB191.2 million). As at 30 June 2022, the gearing ratio was approximately 33.7% (31 December 2021: 38.6%), which is calculated as bank and other borrowing divided by total equity plus bank and other borrowing. Such decrease was mainly due to the decrease in other borrowings from a finance lease company.

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 2022, 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.

FOREIGN EXCHANGE EXPOSURE

The Group's income and expenditure during the Period were principally denominated in RMB, and most of the assets and liabilities as at 30 June 2022 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 Period.

流動資金及財政資源

於二零二二年六月三十日，銀行結餘及現金為約人民幣55.1百萬元（二零二一年十二月三十一日：人民幣123.6百萬元）。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251.0百萬元（二零二一年十二月三十一日：人民幣262.3百萬元）及約人民幣311.8百萬元（二零二一年十二月三十一日：人民幣304.3百萬元）。

於二零二二年六月三十日，本集團的銀行及其他借款為約人民幣158.5百萬元（二零二一年十二月三十一日：人民幣191.2百萬元）。於二零二二年六月三十日，資產負債比率為約33.7%（二零二一年十二月三十一日：38.6%），資產負債比率乃按銀行及其他借款除以總權益加銀行及其他借款計算。有關減少主要由於從一家融資租賃公司之其他借款減少。

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。

於二零二二年六月三十日，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。

外匯風險

本集團本期間的收入及支出主要以人民幣計值，且於二零二二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，且本集團本期間並無作出對沖交易或遠期合約安排。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CAPITAL COMMITMENTS

As at 30 June 2022, the Group did not have any capital commitments in respect of the acquisition of subsidiaries (31 December 2021: Nil).

CHARGES ON THE GROUP'S ASSETS

As at 30 June 2022, certain finance lease receivables and loan receivables with an aggregate carrying value of approximately RMB97.5 million (31 December 2021: RMB93.8 million) were pledged to certain banks and a finance lease company in the PRC to secure bank and other borrowings of the Group.

As at 30 June 2022 and 31 December 2021, the entire equity interests of a subsidiary of the Group were pledged to a bank in the PRC to secure a bank borrowing of the Group.

MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES

The Group did not have material acquisition nor disposal of subsidiaries and affiliated companies during the Period.

SIGNIFICANT INVESTMENT

In order to enhance the capital efficiency and to maximize the return from the working capital of the Group, the Group reasonably and strategically utilizes the idle funds of the Group to conduct the subscriptions and disposals of wealth management products for investment purposes. The Directors took into account (i) the high liquidity and flexible investment term of each of the wealth management products in which the Group is able to freely acquire additional or dispose units of the wealth management products to cater the capital needs of the Group's operation; (ii) the risk associated with the wealth management products is low and each of the wealth management products has a relatively high credit rating; (iii) the subscriptions and the subsequent disposals offered a better return than the prevailing fixed-term deposit interests rates generally offered by commercial banks in the PRC; and (iv) the subscriptions and disposals have no material impact on the operations and working capital of the Group.

資本承擔

於二零二二年六月三十日，本集團並無任何收購附屬公司的資本承擔（二零二一年十二月三十一日：無）。

本集團資產押記

於二零二二年六月三十日，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97.5百萬元（二零二一年十二月三十一日：人民幣93.8百萬元）質押予若干中國境內銀行及一家融資租賃公司以取得本集團的銀行及其他借款。

於二零二二年六月三十日及二零二一年十二月三十一日，本集團一家附屬公司的全部股權質押予一家中國境內銀行以取得本集團的銀行借款。

重大收購及出售附屬公司

本期間，本集團並無其他重大收購或出售附屬公司及聯營公司。

重要投資

為提高資本效率，最大化集團營運資金回報，本集團合理、有策略地利用本集團閒置資金進行投資認購及出售理財產品。董事考慮到：(i)各理財產品的高流動性及靈活的投資期限，本集團可自由收購額外或出售理財產品單位以滿足本集團營運的資金需求；(ii)理財產品相關的風險較低，且各理財產品的信用評級相對較高；(iii)認購事項及後續出售提供的回報優於中國商業銀行普遍提供的現行定期存款利率；及(iv)認購事項及出售事項對本集團的營運及營運資金並無重大影響。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The significant investments held by the Group which were classified as financial assets at fair value through other comprehensive income during the Period are as follows:

本集團本期間分類為按公平價值計入損益之金融資產之重大投資如下：

| Name of investment | Cost | Redemption during the period | Unrealised/ realised gain for the period | Fair value as at 30 June 2022 | Percentage to the total assets as at 30 June 2022 |
|--|------------------------|------------------------------|--|--------------------------------------|---|
| 投資產品名稱 | 成本 RMB'000 人民幣千元 | 本期間贖回 RMB'000 人民幣千元 | 本期間未變現/已變現收益 RMB'000 人民幣千元 | 於二零二二年六月三十日之公平價值 RMB'000 人民幣千元 | 佔於二零二二年六月三十日之總資產之百分比 |
| Guoyuan Antai No.06003 Bond Investment Trust Fund Plan* 國元•安泰06003號債券投資集合資金信託計畫 | 5,000 | 5,141 | 141 | - | - |
| Chuangyuan No. 2 Bond Investment Trust Fund Plan* 創元2號債券投資集合資金信託計畫 | 10,000 | - | 396 | 10,396 | 2% |
| Jingu•Jinniu No.14 Trust Fund Plan* 金谷•金牛14號集合資金信託計畫 | 10,000 | - | 496 | 10,496 | 2% |
| Stable Series E10 Trust Fund Plan* 穩健系列E10集合資金信託計畫 | 10,000 | - | 427 | 10,427 | 2% |
| | <u>35,000</u> | <u>5,141</u> | <u>1,460</u> | <u>31,319</u> | <u>6%</u> |

Save as disclosed above, the Group did not have other significant investment during the Period.

除披露於上述外，本期間本集團並無其他重要投資。

* For identification purpose only

* 僅供識別

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

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 2022.

CONTINGENT LIABILITIES

As at 30 June 2022, the Group did not have any significant contingent liabilities (31 December 2021: Nil).

HUMAN RESOURCES

As at 30 June 2022, the Group had 269 employees (31 December 2021: 245 employees) with total staff cost of approximately RMB20.6 million incurred for the Period (Prior Period: RMB16.3 million). The employees retirement benefit expense incurred during the Period was approximately RMB3.0 million (Prior Period: 2.1 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 Period.

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，於二零二二年六月三十日，本集團並無其他有關重大投資或資本資產的未來計劃。

或然負債

於二零二二年六月三十日，本集團並無任何重大或然負債（二零二一年十二月三十一日：零）。

人力資源

於二零二二年六月三十日，本集團有269名僱員（二零二一年十二月三十一日：245名僱員），本期間所產生的總員工成本約為人民幣20.6百萬元（先前期間：人民幣16.3百萬元）。本期間所產生的僱員退休福利開支約為人民幣3.0百萬元（先前期間：人民幣2.1百萬元）。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多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。本期間，本集團並無發生任何重大勞資糾紛。

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 2022, 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 持有／擁有 權益的股份數目 | Approximate percentage of shareholding ⁽¹⁾ 股權概約百分比 ⁽¹⁾ |
|--|---|--|---|
| 董事姓名 | 身份／權益性質 | | |
| 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

於二零二二年六月三十日，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 2022, 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，於二零二二年六月三十日，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 2022, 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:

Long positions in the Shares

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，於二零二二年六月三十日，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：

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 2022, 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

Period, 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，於二零二二年六月三十日，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

本期間，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

The Directors are not aware of any significant event which had material effect on the Group subsequent to 30 June 2022 and up to the date of this report.

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 Period 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

董事並不知悉於二零二二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。

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本期間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 INTERIM 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 Dr. Deng Bin 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 2022 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.

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

Hong Kong, 12 August 2022

As at the date of this report, the executive Directors are Mr. Zhang Junshen (Chairman and Chief Executive Officer) and Mr. Zhang Yong, 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 Dr. Deng Bin.

審核委員會及中期業績審閱

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鄧斌博士組成，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二零二二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。

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，二零二二年八月十二日

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

