

# 富銀融資租賃(深圳)股份有限公司 FY Financial (Shenzhen) Co., Ltd.

(於中華人民共和國註冊成立的股份有限公司)

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

股份代號 Stock Code :8452

## 第三季度業績報告 2022 THIRD QUARTERLY REPORT



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

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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*This report, for which the directors (the “**Directors**”, each a “**Director**”) of FY Financial (Shenzhen) Co., Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”), 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 aspects and not misleading or deceptive; and there are no other matters the omission of which would make any statement here in or this report misleading.*

### 香港聯合交易所有限公司(「聯交所」)GEM的特色

**GEM**的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在聯交所上市的公司可能帶有較高投資風險。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。由於**GEM**上市公司普遍為中小型公司，在**GEM**買賣的證券可能會較在主板買賣的證券承受較大的市場波動風險，同時無法保證在**GEM**買賣的證券會有高流通量的市場。

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

本報告的資料乃遵照聯交所**GEM**證券上市規則(「**GEM上市規則**」)而刊載，旨在提供有關富銀融資租賃(深圳)股份有限公司(「**本公司**」，連同其附屬公司，「**本集團**」)的資料，本公司的董事(「**董事**」，各為一名「**董事**」)願就本報告的資料共同及個別承擔全部責任。各董事在作出一切合理查詢後，確認就彼等所深知及確信，本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分，且並無遺漏任何其他事項，足以令致本報告或其所載任何陳述產生誤導。



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# CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 簡明綜合全面收益表

For the nine months ended 30 September 2022 截至2022年9月30日止九個月

		Notes	Three months ended 30 September 截至9月30日止三個月		Nine months ended 30 September 截至9月30日止九個月	
			2022 2022年 RMB 人民幣元 (Unaudited) (未經審核)	2021 2021年 RMB 人民幣元 (Unaudited) (未經審核)	2022 2022年 RMB 人民幣元 (Unaudited) (未經審核)	2021 2021年 RMB 人民幣元 (Unaudited) (未經審核)
<b>Revenue</b>	收益	5	<b>4,847,353</b>	7,590,161	<b>15,599,705</b>	35,180,120
Cost of sales	銷售成本		<b>(2,014,636)</b>	(330,986)	<b>(3,233,611)</b>	(8,366,979)
<b>Gross profit</b>	毛利		<b>2,832,717</b>	7,259,175	<b>12,366,094</b>	26,813,141
Other income, gains and losses	其他收入、收益及虧損	5	<b>3,864,089</b>	3,275,420	<b>9,274,244</b>	12,346,642
Operating expenses	經營開支		<b>(1,397,853)</b>	(1,686,537)	<b>(4,383,885)</b>	(5,053,338)
Administrative expenses	行政開支		<b>(5,030,836)</b>	(3,869,156)	<b>(12,758,177)</b>	(12,175,650)
Provision for impairment loss on accounts receivable, net	應收賬款減值 虧損撥備淨額		<b>(6,515,598)</b>	(2,125,663)	<b>(9,279,096)</b>	(3,837,479)
Share of loss of an associate	應佔一間聯營公司的虧損		<b>(572,576)</b>	-	<b>(572,576)</b>	-
<b>(Loss)/profit before income tax</b>	除所得稅前(虧損)/溢利	6	<b>(6,820,057)</b>	2,853,239	<b>(5,353,396)</b>	18,093,316
Income tax credit/(expense)	所得稅抵免/(開支)	7	<b>8,284</b>	(955,198)	<b>(862,961)</b>	(4,770,612)
<b>(Loss)/profit for the period</b>	期內(虧損)/溢利		<b>(6,811,773)</b>	1,898,041	<b>(6,216,357)</b>	13,322,704
Other comprehensive income, after tax item that will be reclassified to profit or loss:	其他全面收入，經扣除 將重新分類至損益的 稅項項目後：					
Change in fair value of financial asset at fair value through other comprehensive income ("FVTOCI")	按公平值計入其他全面收 入(「按公平值計入其 他全面收入」)的金融 資產的公平值變動		-	-	<b>(555,369)</b>	-
<b>Total comprehensive income for the period</b>	期內全面收入總額		<b>(6,811,773)</b>	1,898,041	<b>(6,771,726)</b>	13,322,704
<b>(Loss)/profit for the period attributable to:</b>	以下人士應佔期內 (虧損)/溢利：					
- Owners of the Company	- 本公司擁有人		<b>(5,791,645)</b>	1,898,041	<b>(4,864,948)</b>	13,322,704
- Non-controlling interests	- 非控股權益		<b>(1,020,128)</b>	-	<b>(1,351,409)</b>	-
			<b>(6,811,773)</b>	1,898,041	<b>(6,216,357)</b>	13,322,704

# CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 簡明綜合全面收益表

For the nine months ended 30 September 2022 截至2022年9月30日止九個月

		Three months ended 30 September 截至9月30日止三個月		Nine months ended 30 September 截至9月30日止九個月	
		2022 2022年 RMB 人民幣元 (Unaudited) (未經審核)	2021 2021年 RMB 人民幣元 (Unaudited) (未經審核)	2022 2022年 RMB 人民幣元 (Unaudited) (未經審核)	2021 2021年 RMB 人民幣元 (Unaudited) (未經審核)
	Notes 附註				
<b>Total comprehensive income for the period attributable to:</b>					
	以下人士應佔期內全面收入總額：				
- Owners of the Company		(5,791,645)	1,898,041	(5,420,317)	13,322,704
- Non-controlling interests		(1,020,128)	-	(1,351,409)	-
		(6,811,773)	1,898,041	(6,771,726)	13,322,704
		RMB cents 人民幣分	RMB cents 人民幣分	RMB cents 人民幣分	RMB cents 人民幣分
<b>Earnings per share:</b>	每股盈利：				
- Basic	8	(1.61)	0.5	(1.35)	3.7
- Diluted		(1.61)	0.5	(1.35)	3.7

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the nine months ended 30 September 2022 截至2022年9月30日止九個月

### 1. CORPORATE INFORMATION

The Company was established in the People Republic of China (the “PRC”) on 7 December 2012 as a sino-foreign equity joint venture enterprise and was converted to a joint stock company with limited liability under the Company Law of the PRC on 10 September 2015. The address of its registered office is Room 201, Block A, No.1, Qianwan First Road, Qianhai Shenzhen-Hong Kong Cooperation Zone, Shenzhen, Guangdong, the PRC and the principal place of business is Room 1603, Cheung Kei Building, No.128 Xinzhou 11th Street, Futian District, Shenzhen, Guangdong, the PRC. The Company’s overseas-listed foreign shares (“H Shares”) have been listed on the GEM of the Stock Exchange since 23 May 2017.

The Company is principally engaged in financial leasing, advisory services, customer referral. The Group is principally engaged in financial leasing, provision of factoring and advisory services, customer referral, the supply of medical equipment, investment holding, leasing of 5G base stations and energy storage business in the PRC.

### 1. 公司資料

本公司於2012年12月7日在中華人民共和國（「中國」）成立為中外合資經營企業並於2015年9月10日根據《中華人民共和國公司法》改制為股份有限公司。其註冊辦事處地址為中國廣東省深圳市前海深港合作區前灣一路1號A棟201室，主要營業地點為中國廣東省深圳市福田區新洲十一街128號祥祺大廈1603室。本公司的境外上市外資股（「H股」）自2017年5月23日起已於聯交所GEM上市。

本公司主要從事融資租賃、諮詢服務及客戶轉介服務。本集團主要於中國從事提供融資租賃、保理及諮詢服務、客戶轉介服務、供應醫療設備、投資控股、出租5G基站及儲能業務。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the nine months ended 30 September 2022 截至2022年9月30日止九個月

### 2. BASIS OF PRESENTATION

The condensed consolidated financial statements for the nine months ended 30 September 2022 (the “**Reporting Period**”) have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“**HKFRSs**”), Hong Kong Accounting Standards (“**HKASs**”) and Interpretations (hereinafter collectively referred to as the “**HKFRS**”) and the disclosure requirements of the Hong Kong Companies Ordinance (Chapter 622 of the Laws of Hong Kong). In addition, the condensed consolidated financial statements include applicable disclosures required by the GEM Listing Rules.

The condensed consolidated financial statements have been prepared in accordance with the same accounting policies adopted in the audited financial statements for the year ended 31 December 2021 as set out in the annual report of the Company dated 30 March 2022, except for those that relate to new standards or interpretations effective for the first time for periods beginning on or after 1 January 2022. The adoption of the new and revised HKFRSs have no material effect on these condensed consolidated financial statements. The Group has not early adopted any new and revised HKFRSs that has been issued but not yet effective in the current accounting period. The preparation of the condensed consolidated financial statements in conformity with HKAS 34 requires the management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates. The areas where significant judgments and estimates have been made in preparing the financial statements and their effect are disclosed in note 4.

### 2. 呈列基準

截至2022年9月30日止九個月(「**報告期間**」)的簡明綜合財務報表乃根據所有適用香港財務報告準則(「**香港財務報告準則**」)、香港會計準則(「**香港會計準則**」)及詮釋(下文統稱為「**香港財務報告準則**」)以及香港法例第622章香港公司條例的披露規定編製。此外，簡明綜合財務報表包括GEM上市規則規定的適用披露。

簡明綜合財務報表乃根據本公司日期為2022年3月30日的年報所載截至2021年12月31日止年度的經審核財務報表所採用的相同會計政策而編製，惟與於2022年1月1日或之後開始之期間首次生效的新準則或詮釋有關者除外。採納新訂及經修訂香港財務報告準則對該等簡明綜合財務報表並無重大影響。本集團並無提前採納於本會計期間已頒佈但尚未生效之任何新訂及經修訂香港財務報告準則。編製符合香港會計準則第34號之簡明綜合財務報表要求管理層作出判斷、估計及假設，而有關判斷、估計及假設會影響政策之應用及本年迄今為止所呈報資產及負債、收入及開支之金額。實際結果可能與該等估計有所差異。編製財務報表時已作出重大判斷及估計的範疇以及其影響於附註4披露。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the nine months ended 30 September 2022 截至2022年9月30日止九個月

### 2. BASIS OF PRESENTATION (Continued)

This report contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the audited financial statements for the year ended 31 December 2021. The condensed consolidated financial statements and notes thereon do not include all of the information required for full set of financial statements prepared in accordance with HKFRSs and should be read in conjunction with the 2021 consolidated financial statements.

The condensed consolidated financial statements are unaudited and have been prepared under historical cost convention, except for certain financial instruments which are stated at fair values. The condensed consolidated financial statements are unaudited but have been reviewed by the audit committee of the Company.

The condensed consolidated financial statements are presented in RMB, which is also the functional currency of the Company, unless otherwise indicated.

### 2. 呈列基準(續)

本報告載有簡明綜合財務報表及經挑選之解釋附註。該等附註包括解釋對了解本集團自截至2021年12月31日止年度之經審核財務報表刊發以來之財務狀況及表現所出現之變動而言屬重要之事件及交易。簡明綜合財務報表及其附註並不包括根據香港財務報告準則而編製之完整財務報表所規定之一切資料並應與2021年綜合財務報表一併閱讀。

簡明綜合財務報表為未經審核並根據歷史成本法編製，惟若干金融工具按公平值列賬除外。簡明綜合財務報表乃未經審計，惟已由本公司審核委員會進行審閱。

簡明綜合財務報表以人民幣呈列，其亦為本公司的功能貨幣(除非另有所指)。



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the nine months ended 30 September 2022 截至2022年9月30日止九個月

### 3. ADOPTION OF NEW/REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

The HKICPA has issued a number of new or amended HKFRSs that are first effective for the current accounting period of the Group as follows:

- Amendments to HKAS 16: Property, Plant and Equipment – Proceeds before Intended Use
- Amendments to HKAS 37: Onerous Contract – Cost of Fulfilling a Contract
- Amendments to HKFRS 3: Reference to the Conceptual Framework
- Amend Improvements to HKFRSs 2018-2020

The new or amended HKFRSs that are effective from 1 January 2022 did not have any significant impact on the Group’s accounting policies.

#### Amendments to HKAS 16, Property, Plant and Equipment – Proceeds before Intended Use

The amendments prohibit deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, the proceeds from selling such items, and the cost of producing those items, is recognised in profit or loss.

### 3. 採納新訂／經修訂香港財務報告準則(「香港財務報告準則」)

香港會計師公會已頒佈若干於本集團本會計期間首次生效的新訂或經修訂香港財務報告準則：

- 香港會計準則第16號修訂本：物業、廠房及設備－用作擬定用途前的所得款項
- 香港會計準則第37號修訂本：虧損合約－履行合約的成本
- 香港財務報告準則第3號修訂本：概念框架之提述
- 2018年至2020年香港財務報告準則之修訂改進

自2022年1月1日起生效的新訂或經修訂的香港財務報告準則並無對本集團的會計政策產生任何重大影響。

#### 香港會計準則第16號修訂本，物業、廠房及設備－用作擬定用途前的所得款項

該等修訂本禁止從物業、廠房及設備項目成本中扣除出售使資產達到管理層擬定的營運方式所需的地點及狀況時所產生項目的任何所得款項。相反，出售該等項目的所得款項及生產該等項目的成本則於損益中確認。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the nine months ended 30 September 2022 截至2022年9月30日止九個月

### 3. ADOPTION OF NEW/REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(Continued)

#### Amendments to HKAS 37, Onerous Contracts – Cost of Fulfilling a Contract

The amendments specify that the ‘cost of fulfilling a contract’ comprises the ‘costs that relate directly to the contract’. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (e.g. direct labour and materials) or an allocation of other costs that relate directly to fulfilling contracts (e.g. the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).

#### Amendments to HKFRS 3: Reference to the Conceptual Framework

The amendments update HKFRS 3 so that it refers to the revised Conceptual Framework for Financial Reporting 2018 instead of the version issued in 2010. The amendments add to HKFRS 3 a requirement that, for obligations within the scope of HKAS 37, an acquirer applies HKAS 37 to determine whether at the acquisition date a present obligation exists as a result of past events. For a levy that would be within the scope of HK(IFRIC)-Int 21 Levies, the acquirer applies HK(IFRIC)-Int 21 to determine whether the obligating event that gives rise to a liability to pay the levy has occurred by the acquisition date. The amendments also add an explicit statement that an acquirer does not recognise contingent assets acquired in a business combination.

### 3. 採納新訂／經修訂香港財務報告準則(「香港財務報告準則」)(續)

#### 香港會計準則第37號修訂本，虧損合約－履行合約的成本

該等修訂本訂明，「履行合約的成本」包括「與合約直接有關的成本」。與合約直接有關的成本可以是履行該合約的增量成本(如直接勞工及材料)或與履行合約直接有關的其他成本的分配(如履行合約所使用的物業、廠房及設備項目的折舊費用的分配)。

#### 香港財務報告準則第3號修訂本：概念框架之提述

該等修訂本對香港財務報告準則第3號作出更新，使其引用經修訂之2018年財務報告概念框架而非於2010年頒佈的版本。香港財務報告準則第3號修訂本新增一條規定，即在香港會計準則第37號範圍內之義務，收購方應用香港會計準則第37號確定在收購日期是否因過去事件而存在現有義務。如屬香港(國際財務報告詮釋委員會)詮釋第21號徵費範圍內之徵費，收購方應用香港(國際財務報告詮釋委員會)詮釋第21號確定引致支付徵費責任之責任事件是否於收購日期之前發生。該等修訂本亦新增一項明確聲明，收購方不得確認於業務合併中收購的或有資產。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the nine months ended 30 September 2022 截至2022年9月30日止九個月

### 3. ADOPTION OF NEW/REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(Continued)

#### Amend Improvements to HKFRSs 2018-2020

Details of the amendments that are expected to be applicable to the Group are as follow: HKFRS 9, Financial Instruments, which clarify the fees included in the ‘10 per cent’ test in paragraph B3.3.6 of HKFRS 9 in assessing whether to derecognise a financial liability, explaining that only fees paid or received between the entity and the lender, including fees paid or received by either the entity or the lender on other’s behalf are included. HKFRS 16, Leases, which amend Illustrative Example 13 to remove the illustration of reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives are illustrated in that example.

### 4. USE OF JUDGEMENTS AND ESTIMATES

In preparing this condensed consolidated interim financial statements, the significant judgements made by the management in applying the Group’s accounting policies and the key sources of estimation uncertainty were the same as those that applied to 2021 annual financial statements.

### 3. 採納新訂／經修訂香港財務報告準則(「香港財務報告準則」)(續)

#### 2018年至2020年香港財務報告準則之修訂改進

預期適用於本集團的修訂本詳情如下：香港財務報告準則第9號金融工具釐清於評估是否終止確認金融負債時應用香港財務報告準則第9號第B3.3.6段中「百分之十」測試時計入之費用，闡明僅計入實體與貸款人之間支付或收取之費用，包括實體或貸款人代表另一方支付或收取之費用。香港財務報告準則第16號租賃修訂用作說明之例子13，刪除出租人償還租賃物業裝修之說明，以解決因該例子中如何說明租賃獎勵措施而可能出現與處理租賃獎勵有關之任何潛在混淆情況。

### 4. 採用判斷及估計

於編製本簡明綜合中期財務報表過程中，管理層於應用本集團會計政策時作出的重大判斷及估計不確定因素的主要來源與2021年年度財務報表所應用者相同。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the nine months ended 30 September 2022 截至2022年9月30日止九個月

### 5. REVENUE AND OTHER INCOME, GAINS AND LOSSES 5. 收益及其他收入、收益及虧損

An analysis of the revenue from the Group's principal activities and other income, gains and losses is as follows:

本集團主要活動所得收益及其他收入、收益及虧損的分析如下：

		Three months ended 30 September 截至9月30日止三個月		Nine months ended 30 September 截至9月30日止九個月	
		2022 2022年 RMB 人民幣元 (Unaudited) (未經審核)	2021 2021年 RMB 人民幣元 (Unaudited) (未經審核)	2022 2022年 RMB 人民幣元 (Unaudited) (未經審核)	2021 2021年 RMB 人民幣元 (Unaudited) (未經審核)
<b>Revenue</b>	<b>收益</b>				
Finance lease income	融資租賃收入	531,060	1,815,434	1,796,379	6,680,576
Income from sale-leaseback transactions	售後租回交易收入	1,745,672	5,190,743	6,930,405	18,746,098
Factoring income	保理收入	1,918,734	554,975	5,365,243	4,474,657
Advisory service fee income	諮詢服務費收入	416	29,009	448,926	352,812
Sales of goods	銷售商品	-	-	-	4,925,977
Rental income from leasing of 5G base stations	租賃5G基站的租金收入	475,773	-	883,054	-
Energy storage business	儲能業務	175,698	-	175,698	-
		<b>4,847,353</b>	7,590,161	<b>15,599,705</b>	35,180,120
<b>Other income, gains and losses</b>	<b>其他收入、收益及虧損</b>				
Bank interest income	銀行利息收入	798,742	344,886	2,220,467	1,226,282
Value added tax ("VAT") refund (note b)	增值稅(「增值稅」)退稅 (附註b)	1,011,632	1,805,772	2,143,332	5,467,352
Gain/(loss) on disposal of plant and equipment	出售廠房及設備的收益/ (虧損)	-	802	(1,170)	(471)
Recharge of insurance premium (note a)	保險費補還(附註a)	-	-	943	6,792
Maintenance service income	保養服務收入	1,278,302	691,038	3,247,642	2,120,283
Imputed interest income on trade receivables	貿易應收賬款的推算利息收入	140,462	131,154	873,988	586,484
Penalty charged to customers	收取客戶罰款	15,000	268,524	480,030	827,524
Change in fair value of financial assets at fair value through profit and loss	按公平值計入損益的金融資產 的公平值變動	-	-	(531,092)	-
Gain on modification of leases	修改租賃的收益	-	-	-	17,553
Write off of other payables	撇銷其他應付款項	-	4,180	-	1,956,278
Gain on disposal of finance lease assets	出售融資租賃資產的 收益	27,203	-	27,203	-
Others	其他	592,748	29,064	812,901	138,565
		<b>3,864,089</b>	3,275,420	<b>9,274,244</b>	12,346,642

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 簡明綜合財務報表附註

For the nine months ended 30 September 2022 截至2022年9月30日止九個月

### 5. REVENUE AND OTHER INCOME, GAINS AND LOSSES (Continued)

Notes:

- (a) The amount mainly represented the mark-up on recharge of insurance premium for the lease assets paid by the Group on behalf and recharged to its finance lease customers.
- (b) VAT refund represented the entitlement approved by the local government authority and received during the period. There is no unfulfilled conditions and other contingencies attaching to the VAT refund that has been recognised.

### 5. 收益及其他收入、收益及虧損(續)

附註：

- (a) 該金額主要指本集團就租賃資產代表其融資租賃客戶支付並向有關的融資租賃客戶收回的標高保險費。
- (b) 增值稅退稅指地方政府機關批准並於期內收取的權利。已確認增值稅退稅並無附帶未履行條件及其他或然事項。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the nine months ended 30 September 2022 截至2022年9月30日止九個月

### 6. (LOSS)/PROFIT BEFORE INCOME TAX

### 6. 除所得稅前(虧損)/溢利

	Three months ended 30 September 截至9月30日止三個月		Nine months ended 30 September 截至9月30日止九個月	
	2022 2022年 RMB 人民幣元 (Unaudited) (未經審核)	2021 2021年 RMB 人民幣元 (Unaudited) (未經審核)	2022 2022年 RMB 人民幣元 (Unaudited) (未經審核)	2021 2021年 RMB 人民幣元 (Unaudited) (未經審核)
<b>(Loss)/profit before income tax is arrived at after charging:</b>	<b>除所得稅前(虧損)/溢利乃經扣除以下各項後達致：</b>			
Costs of sales:	<b>2,014,636</b>	330,986	<b>3,233,611</b>	8,366,979
- Interest expenses on interest-bearing bank and other borrowings	-	(186,944)	-	2,310,417
- Bank charges and other expenses	<b>337,711</b>	501,520	<b>768,350</b>	1,070,625
- Interest expenses on lease liabilities	<b>56,515</b>	16,410	<b>210,107</b>	59,960
- Depreciation of plant and equipment	<b>1,356,716</b>	-	<b>1,565,271</b>	-
- Depreciation of right-of-use assets	<b>263,694</b>	-	<b>689,883</b>	-
Cost of inventories sold	-	-	-	4,925,977
Depreciation of plant and equipment	<b>24,970</b>	17,320	<b>114,183</b>	112,234
Depreciation of right-of-use assets	<b>201,078</b>	240,975	<b>721,119</b>	760,074
Amortisation of intangible assets	<b>61,906</b>	63,343	<b>188,591</b>	190,028
Impairment loss on accounts receivable, net	<b>6,515,598</b>	2,125,663	<b>9,279,096</b>	3,837,479
Expense relating to short-term leases	-	28,123	<b>160,152</b>	234,650
Gain on modification of leases	-	-	-	(17,553)
(Gain)/loss on disposal of plant and equipment	-	(802)	<b>1,170</b>	471
Exchange losses	<b>3,500</b>	344	<b>6,299</b>	3,485
Staff costs (including directors' emoluments) comprise:	<b>2,877,680</b>	3,463,747	<b>7,689,812</b>	9,408,559
- Salaries, allowances and benefits in kind	<b>2,401,089</b>	2,953,773	<b>6,627,220</b>	7,840,683
- Discretionary bonuses	-	-	<b>72,000</b>	27,000
- Contributions to defined contribution retirement plan	<b>249,151</b>	268,119	<b>763,152</b>	1,046,754
- Termination benefit	<b>227,440</b>	241,855	<b>227,440</b>	494,122

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the nine months ended 30 September 2022 截至2022年9月30日止九個月

### 7. INCOME TAX (CREDIT)/EXPENSE

### 7. 所得稅(抵免)/開支

		Three months ended 30 September 截至9月30日止三個月		Nine months ended 30 September 截至9月30日止九個月	
		2022 2022年 RMB 人民幣元	2021 2021年 RMB 人民幣元	2022 2022年 RMB 人民幣元	2021 2021年 RMB 人民幣元
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
<b>Income tax</b>	<b>所得稅</b>				
- Current period	- 本期間	<b>553,653</b>	1,476,504	<b>1,895,195</b>	5,719,876
- Overprovision in prior period	- 過往期間超額撥備	-	-	<b>(4,889,087)</b>	-
<b>Deferred tax</b>	<b>遞延稅項</b>				
- Credited for the period	- 期內抵免	<b>(561,937)</b>	(521,306)	<b>3,856,853</b>	(949,264)
Income tax (credit)/expense	所得稅(抵免)/開支	<b>(8,284)</b>	955,198	<b>862,961</b>	4,770,612

The Company and its subsidiaries were established in the PRC which are subject to the enterprise income tax in the PRC.

Provision for the enterprise income tax in the PRC is calculated based on a statutory tax rate of 25% of the estimated assessable profits as determined in accordance with the relevant income tax law in the PRC, during the Reporting Period.

本公司及其附屬公司於中國成立，須繳納中國企業所得稅。

於報告期內的中國企業所得稅撥備乃按根據相關中國所得稅法釐定的估計應課稅溢利25%的法定稅率計算。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the nine months ended 30 September 2022 截至2022年9月30日止九個月

### 8. (LOSS)/EARNINGS PER SHARE

The basic (loss)/earnings per share for the period are calculated based on the following data:

		Three months ended 30 September 截至9月30日止三個月		Nine months ended 30 September 截至9月30日止九個月	
		2022 2022年 RMB 人民幣元 (Unaudited) (未經審核)	2021 2021年 RMB 人民幣元 (Unaudited) (未經審核)	2022 2022年 RMB 人民幣元 (Unaudited) (未經審核)	2021 2021年 RMB 人民幣元 (Unaudited) (未經審核)
(Loss)/profit attributable to equity owners of the Company	本公司權益擁有人應佔(虧損)/溢利	<b>(5,791,645)</b>	1,898,041	<b>(4,864,948)</b>	13,322,704

  

		Numbers of shares 股份數目			
		Three months ended 30 September 截至9月30日止三個月		Nine months ended 30 September 截至9月30日止九個月	
		2022 2022年 (Unaudited) (未經審核)	2021 2021年 (Unaudited) (未經審核)	2022 2022年 (Unaudited) (未經審核)	2021 2021年 (Unaudited) (未經審核)
Weighted average number of ordinary shares for the purpose of calculating basic (loss)/earnings per share	就計算每股基本(虧損)/溢利的普通股加權平均數目	<b>359,340,000</b>	359,340,000	<b>359,340,000</b>	359,340,000

There were no potential dilutive ordinary shares outstanding during the nine months ended 30 September 2022 and 2021, respectively, and hence the diluted (loss)/earnings per share are the same as the basic earnings per share.

期內每股基本(虧損)/盈利乃根據下列數據計算：

截至2022年及2021年9月30日止九個月，概無發行在外的潛在攤薄普通股，因此，每股攤薄(虧損)/盈利與每股基本盈利相同。



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the nine months ended 30 September 2022 截至2022年9月30日止九個月

### 9. DIVIDENDS

During the Reporting Period, a final dividend of RMB0.013 per share in respect of the year ended 31 December 2021 (nine months ended 30 September 2021: a final dividend of RMB0.003 per share in respect of the year ended 31 December 2020) was approved at the annual general meeting held on 12 May 2022, where a total amount of RMB4,671,420 (nine months ended 30 September 2021: RMB1,078,020) was declared and paid to the shareholders of the Company.

The Directors do not recommend the payment of a dividend in respect of the Reporting Period (nine months ended 30 September 2021: nil).

### 9. 股息

於報告期內，截至2021年12月31日止年度的末期股息每股人民幣0.013元(截至2021年9月30日止九個月：截至2020年12月31日止年度的末期股息每股人民幣0.003元)已於2022年5月12日舉行的股東週年大會上獲批准，共計人民幣4,671,420元(截至2021年9月30日止九個月：人民幣1,078,020元)已向本公司股東宣派及派付。

董事不建議就報告期派付股息(截至2021年9月30日止九個月：無)。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the nine months ended 30 September 2022 截至2022年9月30日止九個月

### 10. CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

### 10. 簡明綜合權益變動表

For the nine months ended 30 September 2022

截至2022年9月30日止九個月

		Equity attributable to owners of the Company								
		本公司擁有人應佔權益								
		Share capital	Merger reserve	Capital reserve	Statutory reserve	Financial asset at FVTOCI reserve	Retained profits	Subtotal equity	Non-controlling interest	Total equity
		股本	合併儲備	資本儲備	法定儲備	按公平值計入其他全面收入的金融資產儲備	保留溢利	權益小計	非控股權益	權益總額
		RMB	RMB	RMB	RMB	RMB	RMB	RMB	RMB	RMB
		人民幣元	人民幣元	人民幣元	人民幣元	人民幣元	人民幣元	人民幣元	人民幣元	人民幣元
<b>At 1 January 2021 (audited)</b>	<b>於2021年1月1日(經審核)</b>	359,340,000	1,582,035	31,096,839	13,338,878	-	53,906,817	459,264,569	-	459,264,569
Profit and total comprehensive income for the period	期內溢利及全面收入總額	-	-	-	-	-	13,322,704	13,322,704	-	13,322,704
2020 final dividend paid	已付2020年末期股息	-	-	-	-	-	(1,078,020)	(1,078,020)	-	(1,078,020)
<b>At 30 September 2021 (unaudited)</b>	<b>於2021年9月30日(未經審核)</b>	359,340,000	1,582,035	31,096,839	13,338,878	-	66,151,501	471,509,253	-	471,509,253
<b>At 1 January 2022 (audited)</b>	<b>於2022年1月1日(經審核)</b>	359,340,000	1,582,035	31,096,839	17,794,756	2,469,078	63,304,265	475,586,973	-	475,586,973
Loss for the period	期內虧損	-	-	-	-	-	(4,864,948)	(4,864,948)	(1,351,409)	(6,216,357)
Other comprehensive income	其他全面收入	-	-	-	-	(555,369)	-	(555,369)	-	(555,369)
- Changes in fair value of financial assets at FVTOCI	- 按公平值計入其他全面收入的金融資產的公平值變動	-	-	-	-	(555,369)	-	(555,369)	-	(555,369)
Total comprehensive income	全面收入總額	-	-	-	-	(555,369)	(4,864,948)	(5,420,317)	(1,351,409)	(6,771,726)
Business acquisition	業務收購	-	-	-	-	-	-	-	6,358,224	6,358,224
Capital contribution by non-controlling interests	非控股權益出資	-	-	-	-	-	-	-	9,290,000	9,290,000
Transfer to retained profit upon acquisition of an associate	收購一間聯營公司後轉撥至保留溢利	-	-	-	-	(1,913,709)	1,913,709	-	-	-
2021 final dividend paid	已付2021年末期股息	-	-	-	-	-	(4,668,983)	(4,668,983)	-	(4,668,983)
<b>At 30 September 2022 (unaudited)</b>	<b>於2022年9月30日(未經審核)</b>	359,340,000	1,582,035	31,096,839	17,794,756	-	55,684,043	465,497,673	14,296,815	479,794,488

\* All percentages calculated in this report are calculated by increasing the number to the nearest million.

\* 本報告所計算的全部百分比均以調高至最接近百萬的數目計算。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### BUSINESS REVIEW

The Group is principally engaged in the financial and advisory business and trading operation business in the PRC. During the Reporting Period, the Group also proactively explored new business areas, such as 5G base station and energy storage, to diversify the Group's revenue sources and adapt to the changing business landscape.

During the Reporting Period, in the face of multiple unexpected challenges such as the complex and severe international environment, the sporadic and repeated domestic pandemic outbreaks and the extreme hot weather, the operational risks of SMEs did not be alleviated, and the capital needs of some potential customers was also decreasing. Therefore, the Group continued to slow down the expansion of finance leasing and commercial factoring business, reduce exposure to high-risk businesses, and adopt a prudent approach to risk management in client selection to better manage the credit risk of its clients. Meanwhile, the Group will continue to focus on asset safety management, strengthen asset management, classify assets for projects in progress, and implement personnel tracking management. In addition, the expansion of new business lines such as 5G base station and energy storage was also well underway. During the Reporting Period, in terms of new business areas, the Group adapted to market changes in an active manner by focusing on improving its competitiveness in newly developed business and professional service ability, so as to intensively develop new business segments and continuously nurture new business.

### Outlook

Looking ahead, the Group will continue to improve its capability in asset safety management. Meanwhile, the Group will focus on implementing a comprehensive and dynamic risk management system and optimizing its prudent management system to safeguard the long-term interests of the shareholders, customers and employees.

### 業務回顧

本集團主要於中國從事財務及諮詢業務與貿易經營業務。於報告期內，本集團亦積極拓展5G基站及儲能等新業務領域，以多元化本集團的收入來源，適應不斷變化的商業格局。

於報告期內，面對複雜嚴峻的國際環境和國內疫情散發多發、極端高溫天氣等多重超預期考驗，導致中小企業經營風險未有好轉，部分潛在客戶的資本需求不斷減少，本集團繼續放緩融資租賃及商業保理業務的拓展，減少高風險業務的承攬，並在客戶篩選方面採取審慎的風險管理以更好地管理客戶信貸風險。同時，本集團將繼續聚焦在資產安全管理，加強資產管理，對於執行中項目進行資產分類，並落實人員跟踪管理。此外，5G基站及儲能等新業務亦在有序拓展中，於報告期內，在新業務領域方面，本集團主動適應市場變化，著力提升新興業務競爭力和專業服務能力，深耕新業務賽道，不斷培育新業務。

### 未來展望

展望未來，本集團將繼續提升資產安全管理能力，同時將專注實施綜合及動態的風險管理體系及優化其審慎的管理體系，從而保障股東、客戶及僱員的長期利益。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### FINANCIAL REVIEW

#### Overall performance

During the Reporting Period, the Group experienced a decrease in its revenue and recorded a revenue of approximately RMB15.60 million, representing a decrease of approximately 55.66% from approximately RMB35.18 million for the same period of last year. The decrease in revenue was mainly due to the decrease in revenue from finance leasing and factoring business as the Group adjusted the strategy to shift its focus from aggressive business expansion to prudent risk management. During the Reporting Period, the Group recorded a loss of approximately RMB6.22 million, representing a decrease of approximately 146.70% from the net profit of approximately RMB13.32 million for the same period of last year. The decrease was attributable to the decrease in revenue and the increase in allowance provided for accounts receivable.

#### Cost of sales

During the Reporting Period, the Group's cost of sales amounted to approximately RMB3.23 million, representing a decrease of approximately 61.41% from approximately RMB8.37 million for the same period of last year, which was mainly due to the decrease in interest costs as a result of repayment of bank loans and the decrease in the cost of medical equipment sold during the Reporting Period.

#### Other income and gains and losses

During the Reporting Period, the Group's other income, gains and losses amounted to a gain of approximately RMB9.27 million, representing a decrease of approximately 24.94% from approximately RMB12.35 million for the same period of last year, which was mainly due to the decrease in value added tax refund and in write off of other payables during the Reporting Period.

### 財務回顧

#### 整體表現

於報告期內，本集團收益減少，錄得收益約為人民幣15.60百萬元，較上年同期約為人民幣35.18百萬元降低約55.66%。收益減少主要由於本集團調整戰略，將重點由積極擴張業務轉移至審慎管理風險，導致融資租賃及保理業務所得收入減少。於報告期內，本集團錄得虧損約人民幣6.22百萬元，較上年同期淨溢利約人民幣13.32百萬元減少約146.70%。該減少乃由於收益減少及應收賬款計提撥備增加所致。

#### 銷售成本

於報告期內，本集團銷售成本約為人民幣3.23百萬元，較上年同期約為人民幣8.37百萬元減少約61.41%，主要由於報告期內償還銀行貸款導致利息成本下降及銷售醫療設備成本下降。

#### 其他收入及收益及虧損

於報告期內，本集團其他收入、收益及虧損約為收益人民幣9.27百萬元，較上年同期約人民幣12.35百萬元減少約24.94%，主要由於報告期內增值稅退稅減少以及撇銷其他應付款項減少所致。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### Operating expenses

During the Reporting Period, the Group's operating expenses amounted to approximately RMB4.38 million, representing a decrease of approximately 13.27% from approximately RMB5.05 million for the same period of last year, which was mainly due to the decrease in sales personnel.

#### Administrative expenses

During the Reporting Period, the Group's administrative expenses amounted to approximately RMB12.76 million, representing an increase of approximately 4.76% from approximately RMB12.18 million for the same period of last year. The increase was mainly due to the increase in administrative expenses of the subsidiaries during the Reporting Period.

#### Provision for impairment loss

During the Reporting Period, the Group's provision for impairment loss on accounts receivable was approximately RMB9.28 million, representing an increase of approximately 141.67% from approximately RMB3.84 million for the same period of last year, the increase in impairment loss on accounts receivable was due to the increase in allowance provided for accounts receivable.

#### Income tax expense

During the Reporting Period, the Group's income tax expense was approximately RMB0.86 million, representing a decrease of approximately 81.97% from approximately RMB4.77 million for the same period of last year, which was mainly due to the decrease in total profit.

#### 經營開支

於報告期內，本集團經營開支約為人民幣4.38百萬元，較上年同期約為人民幣5.05百萬元減少約13.27%，主要由於銷售人員減少所致。

#### 行政開支

於報告期內，本集團行政開支約為人民幣12.76百萬元，較上年同期約為人民幣12.18百萬元增加約4.76%。增加主要由於報告期間附屬公司行政開支增加。

#### 減值虧損撥備

於報告期內，本集團應收賬款減值虧損撥備約為人民幣9.28百萬元，較上年同期約為人民幣3.84百萬元增加約141.67%，應收賬款減值虧損的增加乃由於應收賬款計提撥備增加所致。

#### 所得稅開支

於報告期內，本集團所得稅開支約為人民幣0.86百萬元，較上年同期約為人民幣4.77百萬元下降約81.97%，主要由於總溢利減少所致。

## CORPORATE GOVERNANCE AND OTHER INFORMATION

### 企業管治及其他資料

#### CORPORATE GOVERNANCE

The Group is committed to achieving high standards of corporate governance and a high level of transparency to safeguard the interests of the shareholders of the Company (the “**Shareholders**”) and enhance its corporate value by observing the principles and code provisions of the Corporate Governance Code (the “**CG Code**”) contained in Appendix 15 to the GEM Listing Rules. During the Reporting Period, the Group has complied with all the code provisions as set out in the CG Code.

The audit committee of the Company (the “**Audit Committee**”) consists of three independent non-executive Directors, namely Mr. Fung Che Wai Anthony (the chairman of the Audit Committee), Mr. Hon Leung and Mr. Liu Shengwen. The Audit Committee, together with the management of the Company, has reviewed the accounting principles and policies adopted by the Group and the unaudited condensed consolidated quarterly financial statements of the Group for the Reporting Period, together with the quarterly report of the Company for the nine months ended 30 September 2022.

The Company has adopted a code of conduct (the “**Code of Conduct**”) for securities transactions by the Directors and the supervisors of the Company (the “**Supervisors**”) on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Specific enquiries have been made to all the Directors and the Supervisors, and all the Directors and the Supervisors have confirmed that they had complied with the Code of Conduct throughout the Reporting Period.

#### 企業管治

本集團致力於建立高質素的企業管治水平及高透明度以保障本公司股東(「股東」)利益及增加企業價值，並遵循GEM上市規則附錄十五所載企業管治守則(「企業管治守則」)的原則及守則條文。於報告期內，本集團已遵守企業管治守則所載之所有守則條文。

本公司審核委員會(「審核委員會」)由三名獨立非執行董事組成，即馮志偉先生(審核委員會主席)、韓亮先生及劉升文先生。審核委員會連同本公司管理層已審閱本集團所採納的會計原則及政策，以及報告期內本集團未經審核簡明綜合季度財務報表，連同本公司於截至2022年9月30日止九個月之季度報告。

本公司已採納有關董事及本公司監事(「監事」)進行證券交易的行為守則(「行為守則」)，其條款不遜於GEM上市規則第5.48至5.67條所載的買賣必守標準。本公司已向全體董事及監事作出特定查詢，全體董事及監事已確認於報告期內均已遵守行為守則。

# CORPORATE GOVERNANCE AND OTHER INFORMATION

## 企業管治及其他資料

### DISCLOSURE OF INTERESTS

As at 30 September 2022, to the best knowledge of the Directors, the following persons or corporations (other than the Directors, Supervisors or chief executives of the Company) had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of the Securities and Futures Ordinance (“SFO”):

### 權益披露

於2022年9月30日，據董事所深知，以下人士或法團（董事、監事或本公司最高行政人員除外）於本公司股份及相關股份中擁有須由本公司根據證券及期貨條例（「證券及期貨條例」）第336條規定存置之登記冊所記錄之權益或淡倉：

Name of Shareholder 股東名稱／姓名	Class of shares 股份類別	Nature of interest 權益性質	Number of shares interested in the relevant class of shares of the Company <sup>(1)</sup> 於本公司相關 類別股份中擁有 權益的股份數目 <sup>(1)</sup>	Percentage (approximate) 百分比 (概約)	Number of shares interested in the total share capital of the Company <sup>(1)</sup> 於本公司股本 總額持有的 股份數目 <sup>(1)</sup>	Percentage (approximate) 百分比 (概約)
Beijing Municipality Dayuan Tiandi Property Development Co., Ltd. (“Dayuan Tiandi”) <sup>(2)</sup> 北京市大苑天地房地產開發有限公司(「大苑天地」) <sup>(2)</sup>	Domestic shares 內資股	Beneficial owner 實益擁有人	80,000,000 (L)	66.67%	80,000,000 (L)	22.26%
Mr. Zhao Dehua (“Mr. Zhao”) <sup>(2)</sup> 趙得驊先生(「趙先生」) <sup>(2)</sup>	Domestic shares 內資股	Interest of a controlled corporation 受控法團的權益	80,000,000 (L)	66.67%	80,000,000 (L)	22.26%
Mr. Gong Liang (“Mr. Gong”) <sup>(2)</sup> 貢亮先生(「貢先生」) <sup>(2)</sup>	Domestic shares 內資股	Interest of a controlled corporation 受控法團的權益	80,000,000 (L)	66.67%	80,000,000 (L)	22.26%
Shenzhen Zhonglian Financial Holding Investment Development Co., Ltd. (“Shenzhen Zhonglian”) <sup>(3)</sup> 深圳眾聯金控投資發展有限公司 (「深圳眾聯」) <sup>(3)</sup>	Unlisted foreign shares 非上市外資股	Beneficial owner 實益擁有人	70,445,200 (L)	47.12%	70,445,200 (L)	19.60%
	Domestic shares 內資股	Beneficial owner 實益擁有人	5,000,000 (L)	4.17%	5,000,000 (L)	1.39%

## CORPORATE GOVERNANCE AND OTHER INFORMATION

### 企業管治及其他資料

Name of Shareholder 股東名稱/姓名	Class of shares 股份類別	Nature of interest 權益性質	Number of shares interested in the relevant class of shares of the Company <sup>(1)</sup> 於本公司相關 類別股份中擁有 權益的股份數目 <sup>(1)</sup>	Percentage (approximate) 百分比 (概約)	Number of shares interested in the total share capital of the Company <sup>(1)</sup> 於本公司股本 總額持有的 股份數目 <sup>(1)</sup>	Percentage (approximate) 百分比 (概約)
Hainan Mujing Chengyuan Technology Partnership (Limited Partnership) ("Mujing Chengyuan") <sup>(3)</sup> 海南木景誠苑科技合夥企業 (有限合夥)(「木景誠苑」) <sup>(3)</sup>	Unlisted foreign shares 非上市外資股	Interest of a controlled corporation 受控法團的權益	70,445,200 (L)	47.12%	70,445,200 (L)	19.60%
	Domestic shares 內資股	Interest of a controlled corporation 受控法團的權益	5,000,000 (L)	4.17%	5,000,000 (L)	1.39%
Mr. Gong Changjiu <sup>(3)</sup> 宮長久先生 <sup>(3)</sup>	Unlisted foreign shares 非上市外資股	Interest of a controlled corporation 受控法團的權益	70,445,200 (L)	47.12%	70,445,200 (L)	19.60%
	Domestic shares 內資股	Interest of a controlled corporation 受控法團的權益	5,000,000 (L)	4.17%	5,000,000 (L)	1.39%
Mr. Xu Dongsheng ("Mr. Xu") <sup>(3)</sup> 許東升先生(「許先生」) <sup>(3)</sup>	Unlisted foreign shares 非上市外資股	Interest of a controlled corporation 受控法團的權益	70,445,200 (L)	47.12%	70,445,200 (L)	19.60%
	Domestic shares 內資股	Interest of a controlled corporation 受控法團的權益	5,000,000 (L)	4.17%	5,000,000 (L)	1.39%
Beijing Youke Yu Technology Development Co., ("Youke Yu") <sup>(4)</sup> 北京優科玉科技發展有限公司 (「優科玉」) <sup>(4)</sup>	Unlisted foreign shares 非上市外資股	Beneficial owner 實益擁有人	46,714,200 (L)	31.25%	46,714,200 (L)	13.00%
Beijing Xinmao Licheng Trading Co., Ltd. ("Xinmao Licheng") <sup>(4)</sup> 北京鑫茂立成商貿有限公司 (「鑫茂立成」) <sup>(4)</sup>	Unlisted foreign shares 非上市外資股	Interest of a controlled corporation 受控法團的權益	46,714,200 (L)	31.25%	46,714,200 (L)	13.00%



## CORPORATE GOVERNANCE AND OTHER INFORMATION

### 企業管治及其他資料

Name of Shareholder 股東名稱／姓名	Class of shares 股份類別	Nature of interest 權益性質	Number of shares interested in the relevant class of shares of the Company <sup>(1)</sup> 於本公司相關 類別股份中擁有 權益的股份數目 <sup>(1)</sup>	Percentage (approximate) 百分比 (概約)	Number of shares interested in the total share capital of the Company <sup>(1)</sup> 於本公司股本 總額持有的 股份數目 <sup>(1)</sup>	Percentage (approximate) 百分比 (概約)
Mr. Guo Lidong ("Mr. Guo") <sup>(4)</sup> 郭立冬先生(「郭先生」) <sup>(4)</sup>	Unlisted foreign shares 非上市外資股	Interest of a controlled corporation 受控法團的權益	46,714,200 (L)	31.25%	46,714,200 (L)	13.00%
Mr. Yan Wenge ("Mr. Yan") <sup>(4)</sup> 晏文革先生(「晏先生」) <sup>(4)</sup>	Unlisted foreign shares 非上市外資股	Interest of a controlled corporation 受控法團的權益	46,714,200 (L)	31.25%	46,714,200 (L)	13.00%
Beijing Hengsheng Rongcheng Trading Co., Ltd. <sup>(5)</sup> 北京恆盛融誠商貿有限公司 <sup>(5)</sup>	Unlisted foreign shares 非上市外資股	Beneficial owner 實益擁有人	32,340,600 (L)	21.63%	32,340,600 (L)	9.00%
Ms. Wu Yue <sup>(5)</sup> 武悅女士 <sup>(5)</sup>	Unlisted foreign shares 非上市外資股	Interest of a controlled corporation 受控法團的權益	32,340,600 (L)	21.63%	32,340,600 (L)	9.00%
KKC Capital Limited	H shares H股	Investment manager 投資經理	9,408,000 (L)	10.47%	9,408,000 (L)	2.62%
KKC Capital SPC – KKC Capital High Growth Fund Segregated Portfolio	H shares H股	Beneficial owner 實益擁有人	9,408,000 (L)	10.47%	9,408,000 (L)	2.62%
A Plus Capital Management Limited	H shares H股	Investment manager 投資經理	9,318,000 (L)	10.37%	9,318,000 (L)	2.59%
Tiger Capital Fund SPC – Tiger Global SP	H shares H股	Beneficial owner 實益擁有人	9,318,000 (L)	10.37%	9,318,000 (L)	2.59%

## CORPORATE GOVERNANCE AND OTHER INFORMATION

### 企業管治及其他資料

#### Notes:

- (1) The letter "L" denotes the person's long position in the shares. As at 30 September 2022, the Company issued a total of 359,340,000 shares, including 120,000,000 domestic shares, 89,840,000 H shares and 149,500,000 unlisted foreign shares.
- (2) Dayuan Tiandi is owned as to 55% by Mr. Zhao and 45% by Mr. Gong. By virtue of the SFO, Mr. Zhao and Mr. Gong are deemed to be interested in the shares held by Dayuan Tiandi.
- (3) Shenzhen ZhongLian is owned as to 90% by Mujing Chengyuan and 10% by Mr. Gong Changjiu. Mujing Chengyuan is in turn owned as to 51% by Mr. Gong Changjiu and 49% by Mr. Xu. By virtue of the SFO, Mr. Gong Changjiu and Mr. Xu are deemed to be interested in the shares held by Shenzhen ZhongLian.
- (4) Youke Yu is owned as to 20% by Mr. Guo and 80% by Xinmao Licheng. Xinmao Licheng is in turn owned as to 50% by Mr. Guo and 50% by Mr. Yan. By virtue of the SFO, Xinmao Licheng, Mr. Guo and Mr. Yan are deemed to be interested in the shares held by Youke Yu.
- (5) Beijing Hengsheng Rongcheng Trading Co., Ltd. is wholly owned by Ms. Wu Yue. By virtue of the SFO, Ms. Wu Yue is deemed to be interested in the shares held by Beijing Hengsheng Rongcheng Trading Co., Ltd..
- \* If there is any inconsistency between the Chinese names of the entities, companies or legal entities incorporated in the PRC and their English translations, the Chinese names shall prevail. The English translations of the Chinese names of such entities, companies or legal entities are provided for illustration purposes only.

#### 附註：

- (1) 字母「L」指該人士於股份的好倉。於2022年9月30日，本公司總共發行了359,340,000股股份，包括120,000,000股內資股、89,840,000股H股及149,500,000股非上市外資股。
- (2) 大苑天地由趙先生及貢先生分別擁有55%及45%。根據證券及期貨條例，趙先生與貢先生被視為於大苑天地持有的股份中擁有權益。
- (3) 深圳眾聯由木景誠苑與宮長久先生分別擁有90%及10%，而木景誠苑由宮長久先生與許先生分別擁有51%及49%。根據證券及期貨條例，宮長久先生及許先生被視為於深圳眾聯持有的股份中擁有權益。
- (4) 優科玉由郭先生與鑫茂立成分別擁有20%及80%，而鑫茂立成由郭先生與晏先生分別擁有50%及50%。根據證券及期貨條例，鑫茂立成、郭先生與晏先生被視為於優科玉持有的股份中擁有權益。
- (5) 北京恆盛融誠商貿有限公司由武悅女士全資擁有。根據證券及期貨條例，武悅女士被視為於北京恆盛融誠商貿有限公司持有的股份中擁有權益。
- \* 於中國註冊成立的實體、企業或法律實體的中文名稱如與其英文譯名有任何歧義，概以中文名稱為準。該等實體、企業或法律實體中文名稱的英文譯名僅供說明用途。

## CORPORATE GOVERNANCE AND OTHER INFORMATION

### 企業管治及其他資料

Save as disclosed above, as at 30 September 2022, the Directors were not aware of any other person or corporation which had any interest or short position in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO.

As at 30 September 2022, none of the Directors, Supervisors or chief executive of the Company had an interest or short position in the shares, underlying shares or debentures of the Company or its associated corporation as recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuers as referred to in Rule 5.46 of the GEM Listing Rules (which shall be deemed to apply to the Supervisors to the same extent as it applies to the Directors).

#### DIVIDEND

The Board did not recommend any dividend for the Reporting Period (nine months ended 30 September 2021: nil).

除上文所披露者外，於2022年9月30日，董事並不知悉任何其他人士或法團於本公司股份或相關股份中擁有任何記錄於本公司根據證券及期貨條例第336條須予存置之登記冊內的權益或淡倉。

於2022年9月30日，概無任何本公司董事、監事或最高行政人員於本公司或其相聯法團的股份、相關股份或債權證中，擁有記錄於本公司根據證券及期貨條例第352條須予存置之登記冊內的權益或淡倉，或根據GEM上市規則第5.46條所述上市發行人董事進行買賣的規定準則(有關規定被視為同樣適用監事，適用程度與董事相同)須知會本公司及聯交所的權益或淡倉。

#### 股息

董事會不建議派付報告期內之任何股息(截至2021年9月30日止九個月：無)。

## CORPORATE GOVERNANCE AND OTHER INFORMATION

### 企業管治及其他資料

#### COMPETING INTERESTS

The Directors have confirmed that, as at 30 September 2022, none of the Directors, controlling Shareholders and their respective close associates (as defined in the GEM Listing Rules) had any interests in any business (other than that of the Group) which competes or may compete with the business of the Group or any other conflicts of interest which such person has or may have with the Group which must be disclosed in this report.

#### PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company, nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the Reporting Period.

#### CHANGES IN DIRECTORS' AND SUPERVISORS' INFORMATION

Pursuant to Rule 17.50A(1) of the GEM Listing Rules, there is no change in information of the Directors and Supervisors required to be disclosed pursuant to paragraphs (a) to (e) and (g) of Rule 17.50(2) of the GEM Listing Rules during the Reporting Period.

#### 競爭權益

董事確認，於2022年9月30日，概無董事、控股股東及彼等各自的緊密聯繫人(定義見GEM上市規則)於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)中擁有任何權益，該等人士與本集團亦無存在或可能存在任何其他必須於本報告披露的利益衝突。

#### 購買、出售或贖回本公司上市證券

於報告期內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

#### 董事及監事資料變更

根據GEM上市規則第17.50A(1)條，於報告期內，概無根據GEM上市規則第17.50(2)條第(a)至(e)及(g)段須予披露的董事及監事資料變動。

## CORPORATE GOVERNANCE AND OTHER INFORMATION

### 企業管治及其他資料

#### CORPORATE GOVERNANCE

The Board is of the view that the Company has complied with all the code provisions set out in Part 2 of the Corporate Governance Code (the “CG Code”) as contained in Appendix 15 of the GEM Listing Rules during the Reporting Period, except for the following deviation:

##### Code Provision C.2.1

Mr. Li Peng is the chairman of the Board and is primarily responsible for providing leadership to the Board and overseeing the Group’s overall strategic planning and management.

Presently, the Company does not have a position with the title “chief executive officer”. The role of general manager of the Company is to carry out the duties of a chief executive officer, and is responsible for the Group’s day-to-day management, operations and business development. The general manager focuses on implementing objectives, policies and strategies approved by the Board.

Mr. Li Peng is also the general manager of the Company and is responsible for the Group’s day-to-day management, operations and business development.

#### 企業管治

董事會認為，除下列偏離外，本公司已於報告期內遵守GEM上市規則附錄15的企業管治守則(「企業管治守則」)第二部分所載的所有守則條文：

##### 守則條文第C.2.1條

李鵬先生擔任董事會主席，主要負責領導董事會及監督本集團的整體戰略規劃及管理。

本公司目前並無職銜為「行政總裁」的職位。本公司的總經理的角色為履行行政總裁的職務，負責本集團的日常管理、運作及業務發展。總經理專注於執行經董事會批准的目標、政策及策略。

李鵬先生亦擔任本公司總經理一職，負責本集團的日常管理、運作及業務發展。

## CORPORATE GOVERNANCE AND OTHER INFORMATION

### 企業管治及其他資料

As such, the Company deviated from the code provision C.2.1 of Part 2 of the CG code during the Reporting Period. Considering the fact that Mr. Li Peng has demonstrated suitable management and leadership capabilities along with his thorough understanding of the Group's business since his appointment as a Director and the general manager of the Company in 2012 and 2015, respectively, the Board believes that vesting both the roles of chairman of the Board and general manager of the Company in Mr. Li can facilitate the execution of the Group's business strategies and maximizes the effectiveness of its operations. In addition, as all major decisions are made in consultation with the members of the Board and relevant Board committees, and there are three independent non-executive Directors offering independent perspectives, the Board is of the view that there are adequate safeguards in place to ensure sufficient balance of powers within the Board. The Board shall nevertheless review its structure from time to time to ensure that appropriate action is being taken as and when appropriate.

因此，本公司於報告期間偏離企業管治守則第二部分的守則條文第C.2.1條的規定。考慮到李鵬先生自彼分別於2012年及2015年獲委任為董事及本公司總經理以來，一直表現出具備合適之管理及領導能力，並且對本集團業務擁有透徹了解，董事會認為，由李先生同時兼任董事會主席及本公司總經理可促進本集團業務策略之執行及將其營運效率最大化。此外，由於所有重大決策乃經諮詢董事會及相關董事委員會成員後作出，並有三名獨立非執行董事提供獨立見解，董事會認為，已有充足保障確保董事會內權力的充分平衡。儘管如此，董事會仍將不時檢討其架構，以確保於合適的時機採取適當行動。

On behalf of the Board  
**FY Financial (Shenzhen) Co., Ltd.**  
**Mr. Li Peng**  
*Chairman*

代表董事會  
富銀融資租賃(深圳)股份有限公司  
主席  
李鵬先生

Hong Kong, 3 November 2022

香港，2022年11月3日

As at the date of this report, the Board comprises:

於本報告日期，董事會的成員如下：

*Executive Directors:*

*執行董事：*

Mr. Li Peng (李鵬) (*Chairman*)

李鵬先生(主席)

Mr. Weng Jianxing (翁建興)

翁建興先生

Ms. Gong Xiaoting (貢曉婷)

貢曉婷女士

*Non-executive Directors:*

*非執行董事：*

Mr. Peng Qilei (彭期磊)

彭期磊先生

Ms. Liu Jing (劉敬)

劉敬女士

Ms. Tong Fangyan (仝芳妍)

仝芳妍女士

*Independent non-executive Directors:*

*獨立非執行董事：*

Mr. Fung Che Wai Anthony (馮志偉)

馮志偉先生

Mr. Hon Leung (韓亮)

韓亮先生

Mr. Liu Shengwen (劉升文)

劉升文先生

**富銀融資租賃(深圳)股份有限公司**  
**FY Financial (Shenzhen) Co., Ltd.**

[www.fyleasing.com](http://www.fyleasing.com)