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Hanhua Financial Holding Co., Ltd.*

瀚華金控股份有限公司

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

(Stock Code: 3903)

RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 DECEMBER 2019

The board of directors (the "**Board**") of Hanhua Financial Holding Co., Ltd. (the "**Company**") hereby announces the audited annual results for the year ended 31 December 2019 of the Company and its subsidiaries (collectively, the "**Group**"), along with comparative figures for the preceding year ended 31 December 2018. The financial information of the Group for the year ended 31 December 2019 set out in this annual results announcement was based on the consolidated financial statements prepared in accordance with the Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance, and audited by KPMG. The audit committee of the Board has reviewed the annual results.

For details of the resolutions to be considered and, if thought fit, approved at the 2019 annual general meeting of the Company (the "**2019 Annual General Meeting**"), the book closure date of H shares, the record date for payment of dividend (if approved), and the date of the 2019 Annual General Meeting, please refer to the circular for the 2019 Annual General Meeting to be issued by the Company in due course.

This announcement is published on the respective websites of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (www.hkexnews.hk) and the Company (www.hanhua.com) respectively. The printed version of the 2019 annual report will be despatched to the shareholders of the Company and published on the respective websites of the Stock Exchange and the Company in due course.

By order of the Board
Hanhua Financial Holding Co., Ltd.
Zhang Guoxiang
Chairman of the Board

Chongqing, the PRC, 31 March 2020

As at the date of this announcement, the executive directors of the Company are Mr. ZHANG Guoxiang, Mr. WANG Dayong and Mr. CUI Weilan; the non-executive directors of the Company are Mr. TU Jianhua, Ms. LIU Jiaoyang, Ms. LIU Tingrong, Ms. WANG Fangfei, Mr. FENG Yongxiang and Mr. LIU Bolin; and the independent non-executive directors of the Company are Mr. BAI Qinxian, Mr. DENG Zhaoyu, Mr. QIAN Shizheng, Mr. NG Leung Sing and Mr. YUAN Xiaobin.

* *For identification purpose only*

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Corporate Overview
公司概況

Founded in Chongqing in 2004, Hanhua Financial Holding Co., Ltd. ("**Hanhua Financial**", "**Hanhua**" or the "**Company**", together with its subsidiaries named as the "**Group**", "**we**", "**our**" or "**us**") (Stock Code: 3903) was listed on The Stock Exchange of Hong Kong Limited ("**Hong Kong Stock Exchange**") via issue of H shares in 2014. At present, the Company has a registered capital of RMB4.6 billion with the total assets of nearly RMB17.5 billion and the net assets of nearly RMB8 billion. With branches in 28 provinces, municipalities and autonomous regions of China, the Company provided services for more than 200,000 micro, small and medium-sized enterprises ("**SMEs**") and 2 million individual customers, with the issuer rating of AA+. Hanhua Financial has become the leading comprehensive inclusive finance group in the People's Republic of China ("**PRC**").

瀚華金控股份有限公司(「**瀚華金控**」、「**瀚華**」、「**公司**」或「**本公司**」,連同其附屬公司「**本集團**」或「**我們**」)(股份代號:3903)2004年創立於重慶,2014年在香港聯合交易所有限公司(「**香港聯交所**」)發行H股並上市。目前公司註冊資本人民幣46億元,總資產規模人民幣175億元,淨資產規模近人民幣80億元;在全國28個省市自治區設立分子機構,服務中小微企業(「**中小微企業**」)客戶累計超過20萬家,個人客戶超過200萬;主體評級AA+。瀚華金控已成為中華人民共和國(「**中國**」)領先的綜合性普惠金融集團。

Hanhua obtained 10 types of financial licenses including financing guarantee, micro credit, commercial banking, assets management, financial asset trading and other business segments, established a comprehensive financial service platform integrating equity, credit and transaction to provide one-stop, full-cycle and integrated financial services for micro, small and medium-sized enterprises.

瀚華擁有融資擔保、小額信貸、商業銀行、資產管理及金融資產交易等10大類專業金融牌照,搭建了集股權、債權、交易為一體的綜合金融服務平台,為中小微企業提供一站式、全周期、綜合化的普惠金融服務。

Partnership finance cluster. Hanhua's partnership finance cluster focused on providing financing guarantee, finance leasing, commercial bill, financial factoring and other debt financing services to SMEs, covering customized products such as supply chain finance, engineering construction finance, government platform financing, and integrated financial services for public companies. Established in 2004, Hanhua Financing Guarantee Co., Ltd. ("**Hanhua Guarantee**") has the registered capital of RMB3.5 billion with the net assets of over RMB4 billion. It is a vice-chairman unit of China Financing Guarantee Association. Hanhua Guarantee is one of China's top ten enterprises in the financing guarantee industry, as well as the largest commercial guarantee institution in China, with the capital market rating of AA+.

夥伴金融集群。瀚華夥伴金融集群專注為中小企業提供融資擔保、融資租賃、商業匯票、金融保理等債權融資服務,涵蓋供應鏈金融、工程建設金融、政府平台融資、公眾公司綜合金融服務等定制化產品。旗下瀚華融資擔保股份有限公司(「**瀚華擔保**」)成立於2004年,註冊資本人民幣35億元,淨資產超過人民幣40億元,為中國融資擔保業協會副會長單位,是全國融資擔保行業10強企業,也是全國最大的商業擔保機構,資本市場評級AA+。

Micro credit. As a vice-chairman unit of China Micro-Credit Companies Association, Hanhua Credit is composed of nine micro-credit companies with five Internet micro-credit licenses. By virtue of the financial science and technology, Hanhua Credit offers "small amount and dispersive" integrated financial services to micro enterprises, individual businesses and entrepreneurial individuals through three product lines, namely micro and small finance, standard finance, and platform finance.

小額信貸。瀚華信貸為中國小額貸款公司協會副會長單位,由九家小額貸款公司組成,持有五張互聯網小貸牌照。瀚華信貸利用金融科技手段,以小微金融、標準金融和平台金融三大產品體系,向微型企業、個體工商戶及創業個人提供「小額、分散」的綜合性金融服務。

Commercial banking. Chongqing Fumin Bank Co., Ltd. ("**Fumin Bank**"), established in August 2016, is the first private bank in Central Western China as well as the first private bank normally approved by the government. By sticking to the mission of "supporting micro business & helping startups and enriching the people & prospering the country", Fumin Bank provides high-quality and quick inclusive finance services for the three customer groups of micro, small and medium-sized enterprises, agriculture industry, rural areas and farmers as well as innovative startups by virtue of digital approaches. Fumin Bank is committed to establishing the world's first-class multi-empowered digital and ecological bank.

民營銀行。重慶富民銀行股份有限公司(「**富民銀行**」)於2016年8月開業,是我國中西部第一家民營銀行,也是常態化審批的第一家民營銀行。富民銀行堅持「扶微助創,富民興邦」為使命,以數字化手段為中小微企業、三農生態、創新創業三大客戶群提供優質快捷的普惠金融服務,積極建設國際一流的多重賦能型數字化生態銀行。

Financial asset management. Liaoning Fu'an Financial Assets Management Co., Ltd. ("**Fu'an Asset**") has the registered capital of RMB1 billion, and was filed with China Banking Regulatory Commission ("**CBRC**") in January 2018. Based in Liaoning and radiating across the country, Fu'an Asset provides the financial institutions and enterprises with services like transfer and disposal of non-performing assets, debt restructuring, investment management, financing innovation, etc..

金融資產管理。遼寧富安金融資產管理有限公司(「**富安資產**」)註冊資本人民幣10億元,於2018年1月在中國銀行業監督管理委員會(「**銀監會**」)備案。富安資產立足遼寧,輻射全國,為金融機構及企業提供不良資產轉讓處置、債務重組、投資管理、融通創新等服務。

Equity investment. Hanhua equity investment platform established a platform for the combination of industrial capital and financial capital linking to equity investment platform. With the unique investment model integrating equity, loan, debt and guarantee, Hanhua Capital Group, the equity investment platform under Hanhua Financial, provides integrated services covering capital, fund and resources for SMEs with growth space.

股權投資。瀚華股權投資平台以股權投資為紐帶,搭建產業資本和金融資本結合平台。旗下專業股權投資平台瀚華資本集團,以獨具特色的股、貸、債、擔一體投資模式,向具有成長空間中小企業提供資本資金資源綜合服務。

With the vision of "Establishing a Chinese model for inclusive finance in the world", guided by the strategy of partnership finance, platform finance and eco-finance and directed by the path of "sci-tech finance + industry-finance synergy", Hanhua Financial focused on serving the real economy and supporting micro, small and medium-sized enterprises with inclusive financial services. It's committed to promoting the three-dimensional connection of industrial cluster, technological innovation and financial platform to jointly build an inclusive financial ecosystem characterized by "cross-industry, innovation, ecology and sharing".

瀚華金控以「打造世界普惠金融中國樣本」為願景,以夥伴金融,平台金融、生態金融為戰略引領,以「科融+產融」為戰略路徑,專注普惠金融服務實體經濟、支持中小微企業,致力於推進產業集群、科技創新和金融平台的立體化對接,共建「跨界、創新、生態、共享」的普惠金融生態圈。

Corporate Information
公司資料

EXECUTIVE DIRECTORS

Mr. Zhang Guoxiang (Chairman)
Mr. Wang Dayong (Vice Chairman)
Mr. Cui Weilan

執行董事

張國祥先生（董事長）
王大勇先生（副董事長）
崔巍嵐先生

NON-EXECUTIVE DIRECTORS

Mr. Tu Jianhua
Ms. Liu Jiaoyang
Ms. Liu Tingrong
Ms. Wang Fangfei
Mr. Feng Yongxiang
Mr. Liu Bolin
Mr. Duan Xiaohua (Retired on 28 May 2019)

非執行董事

涂建華先生
劉驕楊女士
劉廷榮女士
王芳霏女士
馮永祥先生
劉博霖先生
段曉華先生（於2019年5月28日退任）

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Bai Qinxian
Mr. Deng Zhaoyu
Mr. Qian Shizheng
Mr. Ng Leung Sing
Mr. Yuan Xiaobin

獨立非執行董事

白欽先先生
鄧昭雨先生
錢世政先生
吳亮星先生
袁小彬先生

SUPERVISORS

Mr. Li Ruping
Ms. Qin Yong
Mr. Chen Zhonghua

監事

李如平先生
秦湧女士
陳中華先生

COMPANY SECRETARY

Mr. Ren Weidong

公司秘書

任為棟先生

AUTHORIZED REPRESENTATIVES

Mr. Wang Dayong (Vice Chairman and Executive Director)
Mr. Ren Weidong (Company Secretary)

授權代表

王大勇先生（副董事長及執行董事）
任為棟先生（公司秘書）

Corporate Information
公司資料

REGISTERED OFFICE AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

6-9, Building 2, 11 East Honghu Road
Yubei District
Chongqing
PRC

註冊辦事處及中國主要營業地點

中國
重慶市
渝北區
洪湖東路11號2幢6-9

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

31/F, Tower Two
Times Square, 1 Matheson Street
Causeway Bay
Hong Kong

香港主要營業地點

香港
銅鑼灣
勿地臣街1號
時代廣場二座31樓

HEAD OFFICES IN THE PRC

1st Floor, Building A, No. 2 Fortune Tower
No. 15 Caifu Avenue
Chongqing
PRC

and

No. 1 Beizhong Street,
Inner Dongzhime
Dongcheng District
Beijing
PRC

中國總辦事處

中國
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財富大道15號
重慶高科財富二號A棟1樓

及

中國
北京市
東城區
東直門內北中街乙
1號

H SHARE REGISTRAR

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

H股證券登記處

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

Corporate Information
公司資料

PRINCIPAL BANKERS

China Construction Bank Corporation (Headquarters)
No. 25 Financial Street
Xicheng District
Beijing
PRC

China Merchants Bank Co., Ltd. (Headquarters)
No. 7088 Shennan Boulevard
Futian District
Shenzhen
Guangdong Province
PRC

主要往來銀行

中國建設銀行股份有限公司(總部)
中國
北京市
西城區
金融大街25號

招商銀行股份有限公司(總部)
中國
廣東省
深圳市
福田區
深南大道7088號

AUDITOR

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

核數師

畢馬威會計師事務所
於《財務匯報局條例》下的註冊公眾利益實體核數師
執業會計師

LEGAL ADVISOR TO THE COMPANY

Jones Day

本公司法律顧問

眾達國際法律事務所

COMPANY'S WEBSITE

www.hanhua.com

公司網站

www.hanhua.com

STOCK CODE

3903

股份代號

3903

Summary of Financial Data and Key Performance Indicators
財務數據及關鍵業績指標概要

(Expressed in RMB million, unless otherwise stated)（除另有註明外，以人民幣百萬元列示）

		2019	2018	% Increase/ (decrease) of the current year compared with the same period last year	2017	2016	2015
		2019年	2018年	本年比上年增（減）%	2017年	2016年	2015年
Operating results	**經營業績**						
Operating income	營運收入	**1,246.8**	1,509.6	(17.4)	1,505.1	1,479.8	1,752.0
– Net guarantee and consulting fee income	– 擔保及諮詢費淨收入	**624.3**	674.5	(7.4)	631.4	755.4	765.0
– Net interest and handling fee income	– 利息及手續費淨收入	**565.3**	781.0	(27.6)	811.7	724.4	987.0
(Reversal)/provisions for guarantee losses	（轉回）／計提擔保賠償準備金	**(5.4)**	(1.1)	390.9	26.7	(39.7)	(110.9)
Impairment losses	資產減值損失	**113.1**	257.4	(56.1)	264.3	372.9	515.5
Operating expenses	營運支出	**756.3**	815.2	(7.2)	791.4	802.7	893.4
Net profit	淨利潤	**293.0**	328.5	(10.8)	313.4	283.5	352.1
Profitability indicators	**盈利能力指標**						
Return on average total assets[1]	平均總資產回報率[1]	**1.6%**	1.7%	(0.1 ppt 百分點)	1.7%	1.8%	2.7%
Return on average shareholders' equity[2]	平均股東權益回報率[2]	**3.7%**	4.1%	(0.4 ppt 百分點)	4.0%	3.8%	4.7%
Cost to income ratio[3]	成本收入比[3]	**59.6%**	52.9%	6.7 ppt 百分點	51.5%	52.1%	46.3%
Scale indicators	**規模指標**						
Total assets	資產總額	**17,526.5**	18,845.7	(7.0)	18,906.6	17,082.7	13,961.0
– Cash and cash equivalents	– 貨幣資金	**1,636.1**	1,903.2	(14.0)	2,436.4	3,512.0	2,803.9
– Gross loans and advances to customers	– 發放貸款及墊款總額	**4,862.3**	5,845.3	(16.8)	8,065.3	8,014.7	7,470.1
– Receivables for factoring business	– 應收保理款總額	**1,706.5**	2,399.9	(28.9)	1,659.9	602.2	218.4
Total liabilities	負債總額	**9,613.9**	10,981.8	(12.5)	10,835.0	9,603.6	6,515.5
Owner's equity	**所有者權益**	**7,912.6**	7,863.9	0.6	8,071.6	7,479.1	7,445.5

Notes:

(1) Net profit divided by average balance of total assets as at the beginning and end of the year.

(2) Net profit divided by average balance of shareholders' equity as at the beginning and end of the year.

(3) Operating expenses after deducting "tax and surcharges" divided by operating income.

(4) To facilitate comparison, some historical figures are restated on new calculation basis or logic.

註釋：

(1) 淨利潤除以期初及期末的平均總資產餘額。

(2) 淨利潤除以期初及期末的平均股東權益餘額。

(3) 扣除「税金及附加」的營運支出，除以營運收入。

(4) 為方便比較，部份歷史數據已按照新的計算口徑或邏輯進行重新列示。

Financial Highlights
財務概要

The financial information set out in this annual report was prepared on a consolidated basis according to the Hong Kong Financial Reporting Standards ("**HKFRSs**"). Unless otherwise stated, the financial information of the Group is expressed in RMB million.

本年度報告所載財務資料乃以合併基準按照香港財務報告準則(「**香港財務報告準則**」)編製,除另有註明外,本集團的財務資料以人民幣百萬元列示。

(Expressed in RMB million, unless otherwise stated) (除另有註明外,以人民幣百萬元列示)		For the year ended 31 December 截至12月31日止年度			
		2019 2019年		2018 2018年	
		Amount 金額	***% of operating income 佔營運收入 %***	*Amount 金額*	*% of operating income 佔營運收入 %*
Operating results	**經營業績**				
Net guarantee and consulting fee income	擔保及諮詢費淨收入	**624.3**	**50.1**	674.5	44.7
Net interest and handling fee income	利息及手續費淨收入	**565.3**	**45.3**	781.0	51.7
Net fee and interest income	**淨手續費及利息收入**	**1,189.6**	**95.4**	1,455.5	96.4
Net trading gains/(losses)	交易淨損益	**0.9**	**0.1**	(16.6)	(1.1)
Net foreign exchange gains/(losses)	匯兑淨損益	**0.1**	**–**	(2.2)	(0.1)
Other operating income, net	其他營運淨收入	**56.2**	**4.5**	72.9	4.8
Operating income	**營運收入**	**1,246.8**	**100.0**	1,509.6	100.0
Reversal for guarantee losses	轉回擔保賠償準備金	**5.4**	**0.4**	1.1	0.1
Impairment losses	資產減值損失	**(113.1)**	**(9.1)**	(257.4)	(17.0)
– Receivables for default payments	– 應收代償款	**3.5**	**0.3**	(86.0)	(5.7)
– Micro and small loan business	– 小微信貸業務	**(104.7)**	**(8.4)**	(125.6)	(8.3)
– Others	– 其他	**(11.9)**	**(1.0)**	(45.8)	(3.0)
Operating expenses	營運支出	**(756.3)**	**(60.7)**	(815.2)	(54.0)
– Operation and administrative expenses	– 業務及管理費	**(742.5)**	**(59.6)**	(798.0)	(52.9)
– Tax and surcharges	– 税金及附加	**(13.8)**	**(1.1)**	(17.2)	(1.1)
Other net losses	其他虧損淨額	**(12.2)**	**(1.0)**	(6.6)	(0.4)
Share of profits of associates	聯營企業投資收益	**56.3**	**4.5**	32.3	2.1
Share of losses of a joint venture	合營企業投資損失	**(4.3)**	**(0.3)**	(4.3)	(0.3)
Profit before taxation	税前利潤	**422.6**	**33.8**	459.5	30.5
Income tax expenses	所得税	**(129.6)**	**(10.3)**	(131.0)	(8.7)
Net profit for the year	**本年淨利潤**	**293.0**	**23.5**	328.5	21.8

Since early 2016, the Group has abandoned the independent development model of various business sectors and started to adopt the "customer-oriented" strategy to expand business. Externally, "single customer access and unified credit standard" have been implemented through "customer exploration and risk management" to improve the quality of customer service; internally, with the objectives of "integration of functions and efficiency enhancement", it strengthened the integration of functions, especially the mid-and-back office, for higher operating efficiency and lower operating cost. Riding on the exploration and practice in the past three years, the strategy was further strengthened in 2019, splitting the operation of the Group into four major business segments, namely the partnership finance business segment, the micro and small loan business segment, the capital investment and management business segment and other segment.

自2016年年初開始，本集團摒棄以往各業務板塊獨立發展的模式，開始圍繞「以客戶為中心」的策略拓展業務。對外，以「客戶拓展、風險管理」為手段，實施「單一客戶入口、統一授信標準」，以提升客戶服務質量；對內，以「職能整合、提升效率」為目標，加強職能部門尤其是中後台職能部門的整合，以提升運營效率，降低運營成本。在前三年摸索和實踐的基礎上，2019年進一步強化該策略，將集團經營拆分成四大業務分部，分別是夥伴金融業務集群分部、小微信貸業務分部、資本投資及管理業務分部及其他分部。

Partnership finance business segment:

夥伴金融業務集群分部：

Partnership finance business segment mainly engages in the provision of integrated financing services for SMEs clients covered by the national operating network of the Group, which primarily include credit guarantee, capital business (capital business mainly includes receivables for factoring business, bill discount, finance lease, entrusted loans), financial assets management and other services.

以本集團位於全國的經營網絡，主要面向廣大中小企業客戶提供綜合性金融服務解決方案，主要包括信用擔保、資金業務（資金業務主要包括應收賬款保理、票據貼現、融資租賃、委託貸款）、金融資產管理、以及其他服務。

Micro and small loan business segment:

小微信貸業務分部：

Micro and small loan business segment consists of nine small loan companies in Chongqing, Chengdu, Tianjin, Shenyang, Nanning, Guiyang, Nanjing, Harbin and Shenzhen, as well as institutions with functions such as information consulting, asset management and credit services, with focus on offering "small-amount and dispersive" integrated financial services to various micro and small enterprises, individual business proprietors and individuals.

小微信貸業務分部由註冊於重慶、成都、天津、瀋陽、南寧、貴陽、南京、哈爾濱及深圳的九家小額貸款公司以及具備信息諮詢、資產管理、信用服務等功能的機構組成，專注於為廣大小微企業、個體工商戶及個人提供「小額、分散」的綜合性金融服務解決方案。

Capital investment and management business segment:

資本投資及管理業務分部：

This segment provides capital investment services to certain SMEs that have growth potential and value, by utilization of its own funds and raising funds through cooperation with external institutions.

利用自有資金，以及通過與外部機構合作募集資金，向具有成長空間和增長價值的特定中小企業提供資本投資服務。

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Other segment:

This segment represents the aggregation of other business lines and the operational results that undertake management functions of the headquarters and cannot be completely divided into any of the above segments.

The Group has continued to adjust the business structure and customer structure, provide integrated financial services to SMEs and individuals based on the "customer-oriented" strategy, which further yielded positive results in 2019. At the same time, "performance management" has been used as a means to enhance the risk control awareness of all staff. Assets quality of new businesses improved significantly as admission criteria for new customers was strengthened and management on collaterals was stepped up. Meanwhile, the recovery of historical non-performing assets was strengthened and achieved good progress.

In 2019, the net profit of the Group amounted to RMB293.0 million, representing a decrease of RMB35.5 million or 10.8% as compared to the net profit of RMB328.5 million for 2018. Brief analysis is as follows:

- **The net profit of Fumin Bank initiated by the Company continued to increase, and its contribution to the profit of the Group gradually increased.**

  The Group and other domestic six institutions jointly established Chongqing Fumin Bank Co., Ltd. in 2016. The Company invested RMB900.0 million in Fumin Bank for a 30% share of its registered capital and became its largest shareholder. In accordance with the requirements of accounting standards, this investment is accounted for using the equity method by the Company.

其他分部：

指承擔總部管理職能以及無法完全劃分為上述任一分部的其他業務條線及經營業績。

本集團始終圍繞「以客戶為中心」的戰略，不斷調整業務結構和客戶結構，向廣大中小企業和個人提供綜合性金融服務，其效果在2019年進一步顯現；同時，以「績效管理」為手段，強化全員風險管控意識，在提升新客戶准入標準和強化抵質押物管理的同時，新發生業務的資產質量得到明顯改善；與此同時，加強歷史不良資產清收，且取得良好的績效。

2019年，本集團淨利潤為人民幣293.0百萬元，與2018年淨利潤人民幣328.5百萬元相比，減少人民幣35.5百萬元，降幅10.8%。簡要分析如下：

- **公司發起設立的富民銀行淨利潤持續提升，對本集團的利潤貢獻逐步增強。**

  於2016年，本集團與境內六家機構共同發起設立重慶富民銀行股份有限公司，本公司以人民幣900.0百萬元對富民銀行進行出資，本公司在富民銀行的股權比例佔註冊資本的30%，完成出資後本公司為富民銀行的第一大股東。按照會計準則的要求，本公司採用權益法核算此筆投資。

Due to the increase in the scale of absorbing deposits from customers, the scale of Fumin Bank's assets and liabilities has continued to grow in the past three years. As at 31 December 2019, Fumin Bank had a total asset of RMB45,152.4 million (31 December 2018: RMB37,020.3 million) and a total liability of RMB41,854.9 million (31 December 2018: RMB33,946.5 million). Meanwhile, its profitability has improved significantly. In 2019, Fumin Bank achieved a net profit of RMB218.5 million, representing an increase of RMB165.9 million or 315.4% as compared to the net profit of RMB52.6 million for 2018.

得益於吸收存款規模的增長，富民銀行資產規模和負債規模在過去三年處於持續增長態勢。截至2019年12月31日，富民銀行資產總額為人民幣45,152.4百萬元（2018年12月31日：人民幣37,020.3百萬元），負債總額為人民幣41,854.9百萬元（2018年12月31日：人民幣33,946.5百萬元）。同時，其盈利能力大幅度提升。2019年，富民銀行共計實現淨利潤人民幣218.5百萬元，與2018年淨利潤人民幣52.6百萬元相比，增加人民幣165.9百萬元，增幅315.4%。

- **The structure of credit guarantee business continued to be optimized, and the guarantee and consulting fee income of the project performance guarantee business continued to grow.**

- **信用擔保業務結構繼續優化，工程履約擔保業務產生的擔保及諮詢費收入保持增長。**

For the past few years, the Group has actively changed its strategy for credit guarantee business from the traditional single-customer retail model to the financial model of supply chain for product wholesale, and shifted from the passive business development model to the active marketing initiative targeting core enterprises with high creditability and centering on their upstream and downstream's financing needs. The Group manages the risk through control of information flow, capital flow and cargo flow. Based on in-depth understanding of market demand, the Group provided comprehensive financial services for SMEs at different development stages by taking advantage of its financial licenses covering different areas and in reliance on its operating network covering a majority of regions in the PRC.

近年來本集團主動調整信用擔保業務經營策略，由傳統單一客戶零售模式向產品批發供應鏈金融模式轉變，由過去被動開展業務轉變為主動營銷信用資質較高的核心企業，圍繞核心企業上下游的融資需求，通過控制信息流、資金流、貨物流來管理風險。在深入了解市場需求的基礎上，利用本集團覆蓋不同範疇的金融牌照，並依托覆蓋全中國大部份地區的經營網絡，為廣大中小企業在不同成長階段提供綜合性金融服務。

The partnership finance business segment conducted a standard small loan product with diverse maturities in batches by cooperating with external channels of guarantee totalling RMB2,120.7 million in the fourth quarter of 2017. The net guarantee and consulting fee income generated by such special product in 2017, 2018 and 2019 was RMB57.6 million, RMB67.9 million and RMB6.3 million, respectively. As at the date of approval of this report, most of the special product has been successfully released upon expiration, with the outstanding balance of RMB47.2 million under normal performance.

夥伴金融業務集群分部於2017年第四季度與外部合作渠道開展標準化、批量化、期限分散的小額貸款產品擔保共計人民幣2,120.7百萬元，該專項產品於2017年、2018年、2019年分別產生擔保及諮詢費淨收入人民幣57.6百萬元、人民幣67.9百萬元、人民幣6.3百萬元。截至本報告批准刊發之日，該專項產品大部分已經到期解保，剩餘業務餘額人民幣47.2百萬元處於正常履約中。

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Excluding the impact of the aforesaid one-off cooperation business, in 2019, the Group's net guarantee and consulting fee income was RMB618.0 million, representing an increase of RMB11.4 million or 1.9%, compared to the net guarantee and consulting fee income of RMB606.6 million for the 2018, mainly due to the increase in guarantee and consulting fee income of project performance guarantee business. In 2019, total guarantee and consulting fee income of non-financing guarantee business (mainly including project performance guarantee business) was RMB159.5 million, representing an increase of RMB23.8 million or 17.6% as compared with RMB135.7 million in 2018.

剔除上述一次性合作經營業務收入影響，2019年本集團擔保及諮詢費淨收入為人民幣618.0百萬元，較2018年擔保及諮詢費淨收入人民幣606.6百萬元，增加人民幣11.4百萬元，增幅1.9%，這主要得益於工程履約擔保業務擔保及諮詢費收入增長所致。2019年，非融資擔保業務（主要為工程履約擔保業務）實現擔保及諮詢費收入總額為人民幣159.5百萬元，與2018年該類業務產生的收入人民幣135.7百萬元相比，增加人民幣23.8百萬元，增幅17.6%。

Based on the huge market space in the construction industry, the Group designed specific products by taking into account the operating features of the construction industry, and assisted a number of construction and engineering construction enterprises which met certain qualifications in their business expansion by issuing "bid guarantee, performance guarantee", etc.. Since 2016, the Group has been expanding its project performance guarantee business vigorously, and maintaining high speed of growth. The transaction amount of the project performance guarantee business in 2019 was RMB8,714.9 million, with the balance of project performance guarantee business of RMB10,322.4 million as at 31 December 2019.

基於建築施工行業的巨大市場空間，本集團結合建築施工行業的運營特徵，設計特定的產品，為符合一定資質要求的建築、工程施工企業開立「投標保函、履約保函」等，協助其業務拓展。自2016年開始，本集團大力拓展工程履約保函擔保業務，並保持高速增長。2019年，工程履約擔保業務發生額為人民幣8,714.9百萬元；截至2019年12月31日，工程履約擔保業務餘額為人民幣10,322.4百萬元。

For more detailed information on the operating results of the credit guarantee business of the partnership finance business segment, please refer to the section pages 30 to 56 headed "Management Discussion and Analysis".

有關夥伴金融業務集群分部信用擔保業務經營狀況的更多詳細信息，請參閱「管理層討論與分析」章節第30頁至第56頁。

- **In 2019, credit consulting service income relating to credit service output capablity was in the growth trend in the micro and small loan business segment, and become a new source of business revenue. Of which:**

  Since 2018, by taking advantage of the Group's accumulated experience, capabilities and strengths in micro and small loan services, the micro and small loan business segment provided credit consulting services to various financial institutions such as external banks and trusts, including assistance in obtaining clients, standardized risk assessment services and post-loan management service, etc.. Certain service fee would be charged based on services provided. In 2019, the net interest and handling fee income of credit consulting services business was RMB124.2 million, representing an increase of RMB83.9 million, or 208.2% as compared with the net interest and handling fee income of RMB40.3 million in 2018. This is mainly attributable to increasing of assets volume under management of credit consulting services business. In 2019, the average monthly loan balance of the credit consulting services business in the micro and small loan business segment was RMB2,938.9 million, representing an increase of RMB2,159.3 million, or 277.0% as compared with the average monthly loan balance of RMB779.6 million in 2018. For more information on the credit consulting services business of the micro and small loan business segment, please refer to the section pages 94 to 101 headed "Management Discussion and Analysis".

- **2019年，小微信貸業務分部與信用能力輸出相關的信用服務收入呈增長態勢，並成為新的業務收入來源。其中：**

  自2018年開始，小微信貸業務分部利用本集團在小微金融服務領域積累的經驗、能力和優勢，為外部合作銀行、信託等金融機構提供信用類服務，包括協助獲取客戶、協助標準化風險評估服務、貸後協助管理服務等，並依據提供服務的內容收取一定的服務費。2019年，信用服務業務實現淨利息及手續費收入人民幣124.2百萬元，與2018年實現的淨利息及手續費收入人民幣40.3百萬元相比，增加人民幣83.9百萬元，增幅208.2%。這主要源於信用服務管理資產規模的增加。2019年小微信貸業務分部信用服務的貸款月均餘額為人民幣2,938.9百萬元，與2018年貸款月均餘額人民幣779.6百萬元相比，增加人民幣2,159.3百萬元，增幅277.0%。有關小微信貸業務分部信用服務業務的更多信息，請參閱「管理層討論與分析」章節第94頁至第101頁。

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The Group continuously enhanced liquidity management and always maintained a high level of cash reserve to cope with the complex external operating environment. Meanwhile, since the implementation of the Measures for the Administration of the Asset Proportions of Financing Guarantee Companies (《融資擔保公司資產比例管理辦法》) in April 2018, one of the supporting rules for the Regulations on the Supervision and Administration of Financing Guarantee Companies (《融資擔保公司監督管理條例》) (the "**Regulations**") implemented since 1 October 2017, the subsidiaries of the Group engaging in financing guarantee business have gradually increased the proportion of the qualified assets such as time deposit, bond-based assets and other assets with higher liquidity in their investment. While the level of liquidity increased, to some extent, income from such capital decreased. Meanwhile, as there was no seamless match between new debt capital and debt capital soon falling due, the small and micro credit business segment of the Group accumulated funds with business returns and gradually repaid external debt financing, which reduced the capital available for business granting. As a result of the aforesaid measures' comprehensive influence, the fund actually used in the capital business was in the decreasing trend as well as its relevant interest and handling fee income. For more information on the capital business of the partnership finance business segment, please refer to the section pages 56 to 63 headed "Management Discussion and Analysis".

本集團持續加強流動性管理，始終維持高額現金儲備，以應對複雜的外部經營環境。同時，自2018年4月《融資擔保公司資產比例管理辦法》(係於2017年10月1日開始執行的《融資擔保公司監督管理條例》(「**條例**」)相關的配套實施細則之一)實施以來，本集團從事融資擔保業務的子公司逐步加大對符合資格要求的資產如定期存款、債券類資產、以及其他流動性較高的資產的配置比例，流動性水平提高的同時，資金收益有所降低。同時，由於新增外部債務資金和即將到期債務資金之間無法完全做到無縫銜接，本集團小微信貸業務分部便利用業務回款沉澱資金，並逐步償還外部債務融資，使得可用於業務投放的資金減少。上述措施綜合影響，使得資金業務實際使用資金呈下滑態勢，與此相關的利息及手續費收入呈下滑態勢。有關夥伴金融業務集群分部資金業務的更多信息，請參閱「管理層討論與分析」章節第56頁至第63頁。

For detailed information on the net interest and handling fee income of the Group, please refer to the section pages 105 to 108 headed "Management Discussion and Analysis".

有關本集團利息及手續費淨收入的詳細信息，請參閱「管理層討論與分析」章節第105頁至第108頁。

- **Assets quality of credit guarantee business enhanced continuously, and provisions for guarantee losses remained stable. The credit guarantee business continued to decline in terms of the amount of default payments paid on behalf of clients and default rate in 2019; meanwhile, the continuous efforts in enhancing recovery of default payments resulted in a significant decrease in the provision for impairment losses of receivables for default payments.**

  In 2019, the Group reversed impairment losses of receivables for default payments of RMB3.5 million, representing a decrease of RMB89.5 million, or 104.1% as compared with provision of impairment losses of receivables for default payments of RMB86.0 million in 2018, this is mainly attributable to the comprehensive improvement in the Group's business structure, customer group, products portfolio, strategy of risk management, capability of assets recovering for default payments.

  The Group assessed the potential recoverability of receivables for default payments on an item-by-item basis, mainly based on the counter-guarantee provided by borrowers, and compared the present value of potentially recoverable amount and the amount of default payments and recognised the difference as impairment losses of receivables for default payments.

  The decrease of impairment losses of receivables for default payments was because, on the one hand, the default payments paid on behalf of defaulting clients by the Group decreased significantly in 2019 as compared with that in 2018. In 2019, the total amount of default payments paid on behalf of defaulting clients by the Group was RMB121.7 million, representing a decrease of RMB84.6 million, or 41.0% as compared with default payments of RMB206.3 million in 2018. On the other hand, substantial progress was made on the recovery of default payments. In 2019, the Group continued to strengthen the recovery management of default payments, increase value of valued collaterals acquired for the default payments, and made substantial process on the recovery of default payments. In 2019, the default payments recovered by the Group from defaulting clients amounted to RMB129.6 million (2018: RMB216.8 million), with the recovery rate (recovery rate = current recovery amount/current default payments) of 106.5% (2018: 105.1%).

- **信用擔保業務資產質量持續提升，擔保賠償準備金水平保持穩定。信用擔保業務2019年為客戶違約代償金額及代償率處於持續下降態勢；與此同時，持續推動代償款項的清收工作，使得針對應收代償款計提的資產減值損失大幅下降。**

  2019年，本集團轉回應收代償款資產減值損失人民幣3.5百萬元，與2018年計提應收代償款資產減值損失人民幣86.0百萬元相比，減少人民幣89.5百萬元，降幅104.1%，這主要得益於本集團業務結構、客戶群體、產品組合、風險控制策略、代償後資產清收能力的全面提升。

  本集團對應收代償款潛在的回收可能進行逐筆評估，主要依據借款人提供的反抵押情況進行，並將可能回收金額的現值與代償款金額進行比較，將差額計入資產減值損失。

  應收代償款資產減值損失的下降，一方面是因為2019年本集團為違約客戶支付的代償款金額較2018年支付的金額大幅下降。本集團2019年為違約客戶支付的代償款項總額為人民幣121.7百萬元，與2018年代償款項人民幣206.3百萬元相比，共減少人民幣84.6百萬元，降幅41.0%。另一方面在於清收工作持續取得實質性進展。2019年，本集團持續加強代償後的清收管理，針對代償項目所獲取的有價值的抵質押物不斷提升以及清收工作取得實質性進展。2019年，本集團從違約客戶處累計回收代償款項人民幣129.6百萬元（2018年：人民幣216.8百萬元），回收比率（回收比率=當期回收金額／當期代償金額）為106.5%（2018年：105.1%）。

Despite the trend of decline in default payments and default rate, the Group still adopt a strategy of prudent accounting estimates. In 2019, reversal of RMB5.4 million (2018: RMB1.1 million) for guarantee losses was made by the Group. Provisions for credit guarantee business were estimated mainly based on the quality of assets in the Group's guarantee portfolio and past experience to ensure sufficient provisions are made for the credit guarantee business. Provision rate (provision rate = balance of provisions for guarantee losses/ ending balance of outstanding guarantee) reflects the level of provisioning for future potential default risk associated with the Group's guarantee portfolio. As at 31 December 2019, the provision rate for credit guarantee business was 1.0% (31 December 2018: 0.9%). The provision rate remained relatively stable.

儘管代償金額及代償率均呈下降態勢，但本集團仍然採用審慎的會計估計策略。2019年，本集團僅轉回擔保賠償準備金計人民幣5.4百萬元（2018年：人民幣1.1百萬元）。擔保賠償準備金主要根據本集團信用擔保業務組合資產質量及過往經驗，對信用擔保業務而言足夠的撥備水平的估計。撥備率（撥備率 = 擔保賠償準備金餘額／期末擔保業務在保餘額）反映本集團就擔保組合未來發生代償風險的儲備水平。截至2019年12月31日，本集團信用擔保業務的撥備率為1.0%（2018年12月31日：0.9%），撥備率水平保持穩定。

For more information on the risk management and assets quality indicators of the credit guarantee business in the partnership finance business segment of the Group, please refer to the section pages 50 to 54 headed "Management Discussion and Analysis".

有關本集團夥伴金融業務集群分部信用擔保業務風險管理及資產質量指標的更多信息，請參閱「管理層討論與分析」章節第50頁至第54頁。

- **The quality of assets improved continuously in the micro and small loan business segment. Both the balance and proportion of overdue loans were in the decreasing trend, while the provision rate was in the increasing trend, indicating a further enhancement of risk resistance capacity.**

- **小微信貸業務分部資產質量持續改善，逾期貸款餘額及比例呈雙降態勢，而撥備率呈上升態勢，抗風險能力進一步增強。**

In previous years, the credit lending business in the micro and small loan business segment was dominated by "pure credit". Since 2015, following four years of exploration, the micro and small loan business segment has developed three major business directions, namely "micro and small finance, standard finance, and platform finance", as well as core products including "Kuaixiao Loan, Jiaye Loan, Jinshui Loan and Jiqun Loan". In particular, the "Jiaye Loan" product of which the collateral is the commercial housing held by the borrowers increased the proportion of loans with pledged housing in the asset portfolio, thereby enhancing assets quality effectively. As at 31 December 2019, the balance of "Jiaye Loan" business was accounted for 76.2% of assets balance in the credit services business, representing an increase of 13.0 percentage points from 63.2% as at 31 December 2018.

以往年度，小微信貸業務分部的信貸服務以「純信用」為主；自2015年開始，經過近四年的探索，小微信貸業務分部逐步形成「小微金融、標準金融、平台金融」三大業務方向，並形成「快消貸、佳業貸、金稅貸、集群貸」等幾大核心產品，尤其是以借款人持有的商業住房作為抵押物的「佳業貸」產品，使得資產組合中「以房屋作為抵質押物」的貸款比例不斷增加，有效提升貸款組合的資產質量。截至2019年12月31日，「佳業貸」業務餘額佔信貸服務資產餘額的比例為76.2%，較2018年12月31日業務比例佔比63.2%，增加13.0個百分點。

In 2019, the Group still adopted prudent accounting estimates. Based on the overdue and impairment characteristics of products, the provision of asset impairment losses was RMB104.7 million (2018: RMB125.6 million) in the micro and small loan business segment, which resulted in the increasing of provision rate from 4.8% as at 31 December 2018 to 5.2% as at 31 December 2019.

2019年，本集團仍然採用審慎的會計估計，結合產品逾期及減值特徵，小微信貸業務分部計提資產減值損失人民幣104.7百萬元（2018年：人民幣125.6百萬元），使得撥備率從2018年12月31日的4.8%上升至2019年12月31日的5.2%。

For more information on the business overview, risk management and assets quality indicators of the micro and small loan business segment of the Group, please refer to the section pages 92 to 94 headed "Management Discussion and Analysis".

有關本集團小微信貸業務分部業務概況，以及風險管理及資產質量指標的更多信息，請參閱「管理層討論與分析」章節第92頁至第94頁。

- **The refined cost management system was gradually formed, which resulted in the decline in operating costs. Cost structure was more rational and investment on high-calibre talents was increased continuously, which resulted in the improvement in quality of risk management.**

- **成本精細化管理體系逐步形成，運營成本總額呈下降趨勢，成本結構更加合理，並持續加大對優質人才的投入，提升風險管控質量。**

Since 2013, the Group implemented the "Share Incentive Scheme" for the senior management. According to the "Share Incentive Scheme", a total of approximately RMB460.0 million was accounted for as the labour cost in the income statement of the Group from 2013 to 2020 with a gradually decreasing trend. Of which, RMB13.8 million was accounted for as share-based payments in the income statement for the year of 2019 (2018: RMB25.1 million).

自2013年開始，本集團開始對高級管理人員實施「股權激勵」計劃。根據股權激勵實施方案，總計約人民幣460.0百萬元的費用總額將於2013年至2020年呈階梯式減少的方式計入本集團利潤表人力成本中。其中，2019年計入利潤表的股份支付費用金額為人民幣13.8百萬元（2018年：人民幣25.1百萬元）。

Financial Highlights
財務概要

In 2019, the Group reported operating expenses of RMB756.3 million, representing a decrease of RMB58.9 million or 7.2% as compared with operating expenses of RMB815.2 million in 2018. Excluding the impact of "Share-based payments" and "Tax and surcharges", the total "Operating expenses" used by the Group in daily operation and management in 2019 would be RMB728.7 million, representing a decrease of RMB44.2 million, or 5.7% as compared with operating expenses of RMB772.9 million in 2018. The decrease was mainly attributable to the purchase of commercial properties as offices to gradually phase out the original leasing of offices in certain cities with business. The operating expenses relating to office leasing were declining following more commercial properties were purchased and put into use. As the impact of "Share-based payments" and rental expenses on the financial statements declined, the Group continued to apply the cost saved to the development of human resources. By strengthening risk management and granting rewards to business units and teams with outstanding performance, the Group continued to optimize the staff structure.

In 2019, the Group continued to adopt cost optimization management measures to control expenses. As a result, various expenses as a percentage of total operating expenses remained stable without drastic fluctuations.

2019年，本集團營運支出為人民幣756.3百萬元，較2018年營運支出人民幣815.2百萬元，減少人民幣58.9百萬元，降幅7.2%。剔除「股份支付」以及「税金及附加」的影響，2019年，本集團用於日常經營管理的「營運支出」總額為人民幣728.7百萬元，較2018年營運支出總額人民幣772.9百萬元，減少人民幣44.2百萬元，降幅5.7%，其下降主要是本集團在部分業務拓展城市購買商業房產作為辦公場所，並逐步替換原有租賃模式。隨着商業房產逐步購買並投入使用，與辦公場地租賃相關的運營成本呈下降態勢。隨着「股份支付」費用和租賃費用對財務報表影響的逐步降低，本集團將節約的成本持續投入到人力資源建設中。本集團持續進行人員結構優化，強化風險管理的同時向業績優秀的機構、團隊提供超額獎勵。

2019年，本集團持續採取成本優化管理措施，嚴控各項費用開支，各項費用項目佔營運支出總額的比例保持相對穩定狀態，並無劇烈波動。

2019 marks the 15th anniversary of Hanhua Financial. Since its inception, Hanhua Financial always adhered to its mission to serve the real economy and support micro, small and medium-sized enterprises, and continued to innovate models and products of inclusive financial services. In 2019, we continued to launch "sci-tech finance" and "industry-finance synergy" strategies and steadily upgrade our integrated financial platform with the efforts of all employees.

2019年，是瀚華金控成立15周年，自成立以來瀚華金控始終堅持服務實體經濟、支持中小微企業發展初心，不斷創新普惠金融服務模式和產品，2019年在全體瀚華同仁共同努力下，「科融」和「產融」兩大戰略持續落地，綜合金融平臺穩步升級。

In 2019, our Company achieved operating income of RMB1.25 billion and net profit of RMB290 million, with total assets of RMB17.5 billion and net assets of RMB7.9 billion, showcasing steady operation of our businesses and continuous improve of our assets quality.

2019年，公司實現營業收入人民幣12.5億元，淨利潤人民幣2.9億元，2019年末總資產人民幣175億元，淨資產人民幣79億元，各項業務經營穩健，資產質量持續改善。

Financial science and technology has made positive results. The partnership finance business segment has launched electronic guarantee system, which can provide self-issued electronic guarantee in one minute and has been connected with public resource center transaction platforms of several government and now is in sound operation, thus significantly reducing the capital cost burden of SMEs participating in bidding and improving efficiency of bidding. Hanhua Credit continued to increase investment in informatization construction to introduce technologies such as big data, artificial intelligence and biometrics, so as to significantly improve efficiency of business processing and greatly reduce operating costs. At the same time, capitalizing on our more than ten years' experience in the identification and management of risks of small and micro enterprises as well as our advantages in national network and service teams, Hanhua Credit continued to promote the credit consulting business model "based on market development and credit assessment", becoming a new engine for business growth. In 2019, operating expenses of the micro and small loan business were RMB180 million, representing a decrease of 17.6% as compared with last year; and assets of credit consulting business was RMB4.13 billion with revenue of RMB120 million, representing an increase of 208.2%.

科技賦能初見成效。夥伴金融業務集群推出的電子保函系統，實現一分鐘自助開具電子保函，已與多地政府公共資源中心交易平臺完成對接並運行良好，大幅減輕了參與投標的中小企業資金成本負擔，提升了招投標效率；瀚華信貸通過不斷加大信息化建設投入，持續引入大數據、人工智能、生物識別等技術，業務處理效率大幅提升，運營成本顯著下降，並結合十餘年來小微企業風險識別和管控經驗、全國性網絡與服務團隊優勢，不斷推進「以市場開發及信用評估為主」的信用服務業務模式，成為新的業務增長點。2019年，小微信貸業務營運支出人民幣1.8億元，較上年下降17.6%；信用服務業務資產管理規模達人民幣41.3億元，實現收入人民幣1.2億元，增幅208.2%。

Chairman's Report
董事長報告

The synergic industrial and financial development continued to grow based on its accumulated strength. Based on characteristics of the operation of the construction industry and the demand of capital requirements of small and medium-sized enterprises, Hanhua Guarantee developed targeted products such as "bid bonds and performance bonds", balance of non-financing guarantee business (mainly including project performance guarantee business) was RMB10.3 billion with revenue of RMB160 million in 2019, representing an increase of 17.6%. With the establishment of special supply chain finance company, we accelerated the research and development of standardized supply chain financial solutions to provide credit for entities of the supply chain and transaction behaviors. Hanhua Credit continued to expand micro and small finance loans of credit lending business in cooperation with high-quality and stable industrial chains, and managed and the granting and risks of loans through participating in and sharing logistics, capital flow and information flow along the industry chain, thereby forming a standardized, centralized and diversified business model.

產融協同厚積薄發。根據建築施工行業運營特徵和中小企業資金需求特點，瀚華擔保針對性研發了「投標保函、履約保函」等產品，2019年非融資擔保業務（主要為工程履約擔保業務）餘額人民幣103億元，實現收入人民幣1.6億元，增幅17.6%；成立專門的供應鏈金融公司，加大與核心企業及產業平臺合作力度，加速研發以供應鏈主體和交易行為為授信對象的標準化供應鏈金融解決方案。瀚華信貸繼續以各類優質穩定的產業鏈為合作對象拓展小微金融業務，通過參與、分享產業鏈條中的貨物流、資金流、信息流等信息，實現對貸款的投放和風險管理，構建標準化、集中化、多元化的業務模式。

The risk control model has been reshaped and upgraded. Under the traditional risk management principles of "small amount dispersion, classified management, process management, and acting rationally", and through combining the product model of supply chain finance and fintech methods, our risk management model has been transformed from the traditional project assessment to product assessment, leading to more proactive and active risk control, steady improvement in the quality and efficiency of risk management and continuous enhancement in assets quality. In 2019, the default payments and default rate of the credit guarantee business continued to decline.

風險管控模式重塑升級。在繼續堅持「小額分散、分類管理、過程管理、有所為有所不為」的傳統風險管理原則下，通過供應鏈金融產品模式與金融科技手段的結合，風險管理模式從傳統的項目審核轉向產品審核，風險控制更加前置化主動化，風險管理質效穩步提升。2019年信用擔保業務代償金額、代償率持續下降。

Looking forward to the future, uncertainties in global economy will increase due to various factors, but we believe that phased difficulties will not change the fundamental of long-term economic prosperity of China. Under the background of the continuous advancement of industrial structure upgrading and the overall deepening of supply-side reforms. Supporting the financing of micro, small and medium-sized private enterprises through innovative financial service product models will be of huge social value and commercial prospects.

展望未來，受多方因素影響全球經濟發展不確定性增加，但我們相信階段性困難不會改變中國經濟長期向好局面。在產業結構升級持續推進，供給側改革全面深化的大背景下，創新金融服務產品模式支持民營中小微企業融資，具有巨大的社會價值和商業前景。

In 2020, guided by the vision and mission of "Establishing a Chinese model for inclusive finance in the world", Hanhua Financial will continue to pursue partnership finance, platform finance and eco-finance as the strategy, and continue to build the digitalized and ecological industrial and financial service system.

2020年，瀚華金控將繼續在夥伴金融、平台金融、生態金融戰略引領下，牢記「打造世界普惠金融中國樣本」願景使命，持續構建生態化數字化產融服務體系。

Guiding future layout with science and technology. We will further explore the integration of cutting-edge technologies such as mobile Internet, big data, cloud computing, artificial intelligence and biometrics with our existing product service models, and develop a standardized digital financial service platform to improve the efficiency and reduce the cost of services.

科技引領，佈局未來。進一步探索移動互聯網、大數據、雲計算、人工智能、生物識別等前沿技術與現有產品服務模式的融合，打造數字化標準化金融服務平臺，提升服務效率，降低成本。

Establishing the synergic industrial and financial development and connect with ecosystem. We will enhance business cooperation and complement among financial cooperation institutions, core enterprises and industrial cooperation platforms to focus on the development and breakthroughs in standardized industrial chain financial solutions.

產融協同，生態鏈接。加大與金融合作機構、核心企業、產業合作平臺業務合作與互補，實現更多產業鏈標準化金融解決方案的專注開發與聚焦突破。

Chairman's Report
董事長報告

Building and continuing to upgrade a comprehensive platform. We will advance the acquisition of more financial licenses including securities, expand cross-border asset management business, and further enrich and improve existing comprehensive financial platforms.

In the past 15 years, employees of Hanhua stick to their mission and spare no effort in exploring a Chinese model for inclusive finance in the world. In the next 15 years, with the care and support from governments at all levels and various partners, Hanhua will continue to forge ahead and contribute our wisdom and strengths in exploring and solving the financing problems of micro, small and medium-sized enterprises.

綜合平台，持續升級。繼續推進包括證券在內的更多金融牌照獲取工作，拓展跨境資產管理業務，進一步豐富和完善現有綜合金融平臺。

15年來，瀚華人初心不改，在探索世界普惠金融中國樣本道路上從未懈怠；下一個15年，在各級政府與合作夥伴的關懷與鼎力幫助下，瀚華團隊將繼續勇敢前行，為探索解決中小微企業融資難題貢獻智慧和力量。

BUSINESS AND FINANCIAL REVIEW

業務及財務回顧

PARTNERSHIP FINANCE BUSINESS SEGMENT

夥伴金融業務集群分部

Partnership finance business segment mainly engages in the provision of integrated financing services for SME clients covered by the national operating network of the Group, which primarily include credit guarantee, capital business (capital business mainly includes receivables for factoring business, bill discount, finance lease, entrusted loans), financial assets management and other services.

夥伴金融業務集群分部以本集團位於全國的經營網絡，主要面向廣大中小企業客戶提供綜合性金融服務解決方案，主要包括信用擔保、資金業務（資金業務主要包括應收賬款保理、票據貼現、融資租賃、委託貸款）、金融資產管理、以及其他服務。

The following table sets forth the key performance indicators of the partnership finance business segment of the Group:

下表載列本集團夥伴金融業務集群分部的關鍵業績指標：

(Expressed in RMB million, unless otherwise stated) （除另有註明外，以人民幣百萬元列示）		For the year ended 31 December 截至12月31日止年度 **2019 2019年** ***Amount 金額***	2018 2018年 *Amount 金額*	Change 變動 *Amount 金額*	*Percentage % 百分比%*
Operating results	**經營業績**				
Net guarantee and consulting fee income	擔保及諮詢費淨收入	**624.3**	674.5	(50.2)	(7.4)
– Continuing operations	– 持續經營業務	**618.0**	606.6	11.4	1.9
– One-off cooperation business	– 一次性合作業務	**6.3**	67.9	(61.6)	(90.7)
Net interest and handling fee income	利息及手續費淨收入	**252.9**	363.2	(110.3)	(30.4)
Net fee and interest income	**淨手續費及利息收入**	**877.2**	1,037.7	(160.5)	(15.5)
Net trading gains	交易淨收益	**65.6**	–	65.6	–
Other operating income, net	其他運營淨收入	**20.6**	45.2	(24.6)	(54.4)
Operating income	**營運收入**	**963.4**	1,082.9	(119.5)	(11.0)
Reversal for guarantee losses	轉回擔保賠償準備金	**5.4**	1.1	4.3	390.9
Impairment losses	資產減值損失	**(7.9)**	(135.1)	(127.2)	(94.2)
– Receivables for default payments	– 應收代償款	**3.5**	(86.0)	(89.5)	(104.1)
– Entrusted loans	– 委託貸款	**(13.0)**	(7.9)	5.1	64.6
– Receivables for factoring business	– 應收保理款	**9.8**	(15.7)	(25.5)	(162.4)
– Finance lease receivables	– 應收融資租賃款	**(8.2)**	(25.5)	(17.3)	(67.8)
Operating expenses	營運支出	**(337.2)**	(352.7)	(15.5)	(4.4)
– Operation and administrative expenses	– 業務及管理費	**(327.1)**	(343.1)	(16.0)	(4.7)
– Tax and surcharges	– 稅金及附加	**(10.1)**	(9.6)	0.5	5.2
Share of losses of associates	聯營企業投資損失	**(6.9)**	(8.3)	(1.4)	(16.9)
Share of losses of a joint venture	合營企業投資損失	**(4.3)**	(4.3)	–	–
Profit before taxation	**稅前利潤**	**612.5**	583.6	28.9	5.0

In 2019, profit before taxation of the partnership finance business segment was RMB612.5 million, representing an increase of RMB28.9 million or 5.0% as compared with profit before taxation of RMB583.6 million for 2018. The increase in profit before taxation of this segment which was mainly attributable to the more obvious effect of the continuous optimization and adjustment of the business structure and customer structure of such segment, significant improvement in the assets portfolio quality, and substantial decrease in impairment losses of associated assets. Specifically as follows:

2019年，夥伴金融業務集群分部實現稅前利潤人民幣612.5百萬元，與2018年稅前利潤人民幣583.6百萬元相比，增加人民幣28.9百萬元，增幅5.0%。該分部稅前利潤的增加，主要得益於該分部業務結構和客戶結構的優化、調整產生的效果進一步顯現，資產組合質量顯著提高，與此相關的資產減值損失大幅下降。具體分析如下：

- **The structure of credit guarantee business continued to be optimized, and the guarantee and consulting fee income arising from the project performance guarantee business continued to grow.**

  For the past few years, the Group has actively changed its strategy for credit guarantee business from the traditional single-customer retail model to the financial model of supply chain for product wholesale, and shifted from the passive business development model to the active marketing initiative targeting core enterprises with high creditability and centering on their upstream and downstream's financing needs. The Group manages the risk through control of information flow, capital flow and cargo flow. Based on indepth understanding on market demand, the Group provided comprehensive financial services for SMEs at different development stages by taking advantage of its abundant financial licenses and relying on its operating network covering a majority of regions in the PRC.

  In 2019, the net guarantee and consulting fee income generated by the credit guarantee business of the partnership finance business segment was RMB624.3 million, representing a decrease of RMB50.2 million or 7.4%, compared to the net guarantee and consulting fee income of RMB674.5 million in 2018. The decrease was mainly due to the guarantee totalling RMB2,120.7 million for a standard small loan product with diverse maturities in batches by cooperating with external channels by the segment in the fourth quarter of 2017. The net guarantee and consulting fee income generated by such special product in 2018 and 2019 was RMB67.9 million and RMB6.3 million, respectively. The special product was a one-off cooperation between the Group and external cooperation channels. As at the date of approval of this report, most of the special product has been successfully released upon expiration, with the outstanding balance of RMB47.2 million under normal performance.

- **信用擔保業務結構繼續優化，工程履約擔保業務產生的擔保及諮詢費收入保持增長。**

  近年來本集團主動調整信用擔保業務經營策略，由傳統單一客戶零售模式向產品批發供應鏈金融模式轉變，由過去被動開展業務轉變為主動營銷信用資質較高的核心企業，圍繞核心企業上下游的融資需求，通過控制信息流、資金流、貨物流來管理風險。在深入了解市場需求的基礎上，利用本集團覆蓋不同範疇的金融牌照，並依托覆蓋全中國大部份地區的經營網絡，為廣大中小企業在不同成長階段提供綜合性金融服務。

  2019年，夥伴金融業務集群分部信用擔保業務產生的擔保及諮詢費淨收入為人民幣624.3百萬元，較2018年擔保及諮詢費淨收入人民幣674.5百萬元，下降人民幣50.2百萬元，降幅7.4%。其下降主要源於該分部於2017年第四季度與外部合作渠道開展標準化、批量化、期限分散的小額貸款產品擔保共計人民幣2,120.7百萬元，該專項產品於2018年和2019年分別產生擔保及諮詢費淨收入人民幣67.9百萬元和人民幣6.3百萬元。該專項產品系本集團與外部合作渠道一次性合作，截至本報告批准刊發之日，該專項產品大部分已經到期解保，剩餘業務餘額人民幣47.2百萬元處於正常履約中。

Excluding the impact of the aforesaid guarantee and consulting fee income from the one-off cooperation business, in 2019, the net guarantee and consulting fee income generated by the credit guarantee business of the partnership finance business segment was RMB618.0 million, representing an increase of RMB11.4 million or 1.9%, compared to the net guarantee and consulting fee income of RMB606.6 million for 2018, mainly due to the increasing trend in the guarantee and consulting fee income of project performance guarantee business.

In 2019, total guarantee and consulting fee income of non-financing guarantee business (mainly including project performance guarantee business) was RMB159.5 million, representing an increase of RMB23.8 million or 17.6% as compared with RMB135.7 million in 2018. Based on the huge market space in the construction industry, the Group designed specific products by taking into account the operating features of the construction industry, and assisted a number of construction and engineering construction enterprises which met certain qualifications in their business expansion by issuing "bid guarantee, performance guarantee", etc.. Since 2016, the Group has been expanding its project performance guarantee business vigorously, and maintaining high speed of growth. The transaction amount of the project performance guarantee business in 2019 was RMB8,714.9 million, representing a decrease of RMB378.6 million or 4.2% as compared with RMB9,093.5 million in 2018. As at 31 December 2019, the balance of project performance guarantee business was RMB10,322.4 million, representing a decrease of RMB658.2 million or 6.0% as compared with RMB10,980.6 million as at 31 December 2018. The project performance guarantee business maintained a stable trend after three years of rapid growth. Although the volume and balance of project performance guarantee business both declined slightly, the guarantee and consulting fee income generated by the project performance guarantee business maintained a growth trend due to that the deferred income from a large number of new project performance guarantee businesses in 2018 has been released and transformed into guarantee fee income in 2019.

剔除上述一次性合作業務擔保及諮詢費收入的影響，2019年夥伴金融業務集群分部信用擔保業務產生的擔保及諮詢費淨收入為人民幣618.0百萬元，較2018年擔保及諮詢費淨收入人民幣606.6百萬元，增長人民幣11.4百萬元，增幅1.9%，其增長主要源於工程履約擔保業務產生的擔保及諮詢費淨收入呈持續增長態勢。

2019年，非融資擔保業務（主要為工程履約擔保業務）實現擔保及諮詢費收入總額為人民幣159.5百萬元，與2018年該類業務產生的收入人民幣135.7百萬元相比，增加人民幣23.8百萬元，增幅17.6%。基於建築施工行業的巨大市場空間，本集團結合建築施工行業的運營特徵，設計特定的產品，為符合一定資質要求的建築、工程施工企業開立「投標保函、履約保函」等，協助其業務拓展。自2016年開始，本集團大力拓展工程履約保函擔保業務，並保持高速增長。2019年，工程履約擔保業務發生額為人民幣8,714.9百萬元，較2018年該類業務發生額人民幣9,093.5百萬元，減少人民幣378.6百萬元，降幅4.2%。截至2019年12月31日，工程履約擔保業務餘額為人民幣10,322.4百萬元，較2018年12月31日業務餘額人民幣10,980.6百萬元，下降人民幣658.2百萬元，降幅6.0%。在經歷了持續三年的高速增長後，工程履約擔保業務趨於穩定，儘管工程履約擔保業務發生額和餘額均小幅下降，得益於2018年大量新增工程履約擔保業務的未到期責任準備金在2019年到期釋放並轉化為擔保費收入，工程履約擔保業務產生的擔保及諮詢費收入仍保持增長態勢。

- **The Group actively adjusted the capital business structure to generate increasingly diversified incomes from capital in addition to the traditional interest income, such as net trading gains arising from asset restructuring and merger and acquisition.**

  The Group continuously enhanced liquidity management and always maintained a high level of cash reserve to cope with the complex external operating environment. Meanwhile, since the implementation of the Measures for the Administration of the Asset Proportions of Financing Guarantee Companies (《融資擔保公司資產比例管理辦法》) in April 2018, one of the supporting rules for the Regulations on the Supervision and Administration of Financing Guarantee Companies (《融資擔保公司監督管理條例》) implemented since 1 October 2017, the subsidiaries of the Group engaging in financing guarantee business have gradually increased the proportion of the qualified assets such as time deposit, bond-based assets and other assets with higher liquidity in their investment. While the level of liquidity increased, income from such capital decreased substantially in comparison with traditional capital businesses such as entrusted loan business. As a result of such influence, the balance of the capital of the Group used for capital business has been decreased. As at 31 December 2019, the balance of the capital business of the partnership finance business segment was RMB2,426.8 million, representing a decrease of RMB1,135.1 million or 31.9% as compared with RMB3,561.9 million as at 31 December 2018. Meanwhile, in order to effectively improve assets quality, the Group further elevated business entrance requirements, strengthened risk management and spontaneously lowered the charge rate to customers who met certain criteria. The above factors have together contributed to the decreasing trend of the net interest income generated by the capital business.

  Meanwhile, the Group provided customers with comprehensive financial service solutions by taking advantage of its abundant financial licenses and organising professional teams to actively participate in the resources integration, reorganisation and merger and acquisition of some of its customers. Regarding this business, the Group provided capital of different amounts based on project requirements and received revenues just covered the capital cost during the use of capital. Most of the revenue was represented by investment income and other forms upon conclusion of the projects. In 2019, the partnership finance business segment attained RMB65.6 million (2018: nil) of net trading gains through this business.

- **主動調整資金業務結構，資金產生的收入除傳統利息收入之外，體現形式逐步多樣化，如因資產重組、併購產生的交易淨收益等。**

  本集團持續加強流動性管理，始終維持高額現金儲備，以應對複雜的外部經營環境。同時，自2018年4月《融資擔保公司資產比例管理辦法》(系於2017年10月1日開始執行的《融資擔保公司監督管理條例》相關的配套實施細則之一) 實施以來，本集團從事融資擔保業務的子公司逐步加大對符合資格的定期存款、債券類資產、以及其他流動性較高的資產的配置比例。流動性水平提高的同時，該類資金產生的收益較傳統的資金業務如委託貸款業務大幅降低。受此影響，本集團用於資金業務的資金餘額呈下滑態勢。截至2019年12月31日，夥伴金融業務集群分部的資金業務餘額為人民幣2,426.8百萬元，較2018年12月31日資金業務餘額人民幣3,561.9百萬元，減少人民幣1,135.1百萬元，降幅31.9%。同時，為有效提升資產質量，本集團進一步提高業務准入條件，強化風險管理，向符合特定資質要求的客戶主動降低費率。上述因素綜合影響，使得資金業務產生的淨利息收入呈下滑態勢。

  同時，本集團充分利用豐富的金融牌照資源，組織專業團隊，積極參與部分客戶的資源整合、重組、併購等業務，為客戶提供綜合性的金融服務解決方案。此類業務中，本集團依據項目需求提供數額不等的資金，並於資金使用期間收取僅覆蓋資金成本的收益，絕大部分收益於項目退出時通過投資收益等形式體現。2019年度，夥伴金融業務集群分部通過此類業務共獲得交易淨收益人民幣65.6百萬元(2018年：零)。

- **The assets quality portfolio continued to improve, with credit risk falling sharply and the charged asset impairment losses decreasing drastically. In 2019, the asset impairment losses charged for the receivables for default payments and capital business portfolio was RMB7.9 million, representing a decrease of RMB127.2 million or 94.2% as compared with RMB135.1 million of asset impairment losses for 2018. Among them:**

  In 2019, the credit guarantee business continued to decline in terms of the amount of default payments paid on behalf of clients and default rate, and the quality of assets continued to be improved. Meanwhile, the continuous efforts in enhancing recovery of default payments of clients in previous years resulted in a significant decrease in the provision for impairment losses of receivables for default payments.

  In 2019, the impairment losses of receivables for default payments reversed was RMB3.5 million, representing a decrease of RMB89.5 million or 104.1% as compared with RMB86.0 million of the impairment losses of receivables for default payments provided in 2018, mainly due to overall improvement of the Group's business structure, customer base, product portfolio, risk control strategies and the recovery of receivables for default payments.

  The Group assessed the potential recoverability of receivables for default payments on an item-by-item basis, mainly based on the counter-guarantee provided by borrowers, and compared the present value of potentially recoverable amount and the amount of default payments and recognised the difference as impairment losses of receivables for default payments.

- **資產質量組合持續提升，信用風險大幅下降，提取的資產減值損失大幅下降。2019年，針對應收代償款和資金業務組合而提取的資產減值損失為人民幣7.9百萬元，與2018年度資產減值損失人民幣135.1百萬元相比，下降人民幣127.2百萬元，降幅94.2%。其中：**

  信用擔保業務2019年為客戶違約代償金額及代償率處於持續下降態勢，資產質量持續改善；與此同時，持續推動為客戶代償款項的清收工作，使得針對應收代償款提取的資產減值損失大幅下降。

  2019年，轉回應收代償款資產減值損失人民幣3.5百萬元，與2018年計提應收代償款資產減值損失人民幣86.0百萬元相比，減少人民幣89.5百萬元，降幅104.1%，這主要得益於本集團業務結構、客戶群體、產品組合、風險控制策略、代償後資產清收能力的全面提升。

  本集團對應收代償款潛在的回收可能進行逐筆評估，主要依據借款人提供的反抵押情況進行，並將可能回收金額的現值與代償款金額進行比較，將差額計入當期資產減值損失。

The decrease of impairment losses of receivables for default payments was because, on the one hand, the default payments paid on behalf of defaulting clients by the Group decreased significantly in 2019 as compared with that in 2018. In 2019, the total amount of default payments paid on behalf of defaulting clients by the Group was RMB121.7 million, representing a decrease of RMB84.6 million, or 41.0% as compared with RMB206.3 million in 2018. On the other hand, substantial progress was made on the recovery of default payments. In 2019, the Group continued to strengthen the recovery management of default payments, increase value of valued collaterals acquired for the default payments, and made substantial process on the recovery of default payments. In 2019, the default payments recovered by the Group from defaulting clients amounted to RMB129.6 million (2018: RMB216.8 million), with the recovery rate (recovery rate = current recovery amount/current default payments) of 106.5% (2018: 105.1%).

For information on assets quality of each business of the partnership finance business segment, please refer to page 50 to page 63 of the Report.

應收代償款資產減值損失的下降，一方面是因為2019年本集團為違約客戶支付的代償款金額較2018年支付的金額大幅下降。本集團2019年為違約客戶支付的代償款項總額為人民幣121.7百萬元，與2018年代償款項人民幣206.3百萬元相比，共減少人民幣84.6百萬元，降幅41.0%。另一方面在於清收工作持續取得實質性進展。2019年，本集團持續加強代償後的清收管理，針對代償項目所獲取的有價值的抵質押物不斷提升以及清收工作取得實質性進展所致。2019年，本集團從違約客戶處累計回收代償款項人民幣129.6百萬元（2018年：人民幣216.8百萬元），回收比率（回收比率=當期回收金額／當期代償金額）為106.5%（2018年：105.1%）。

有關夥伴金融業務集群分部各項業務的資產質量信息，請參閱本報告第50頁至63頁。

- **The partnership finance business segment gradually improved refined cost management system with more reasonable cost structure, and continued to enhance human resources construction.**

  In 2019, the total amount of operation and administrative expenses generated by the partnership finance business segment was RMB327.1 million, representing a decrease of RMB16.0 million or 4.7% as compared with RMB343.1 million for 2018, mainly due to the decrease in lease expenses for places of business. Since 2017, the provincial agencies of the partnership finance business segment gradually began to purchase commercial properties as a place of business, for the purpose of reducing rental expenses and applying the cost saved to the construction of human resources. With more commercial properties were purchased and put into use, operating cost related to leasing of office space was declining significantly.

  Since 2015, it has increased the performance incentive and offered extra rewards to well-established institutions and teams with excellent performance and great risk management while progressively adjusting the business structure and customer structure, resulting in higher human costs. In the future, we will further intensify the investment in human resource.

- **成本精細化管理體系逐步完善，成本結構日趨合理，繼續加強人力資源建設。**

  2019年，夥伴金融業務集群分部產生的業務及管理費總額為人民幣327.1百萬元，與2018年度該分部業務及管理費人民幣343.1百萬元相比，下降人民幣16.0百萬元，降幅4.7%，其下降主要源於經營場所租賃費用下降。從2017年開始，夥伴金融業務集群分部各省級機構逐步開始購買商業房產作為經營場所，旨在減少租賃費用支出，並將節約的費用用於人力資源建設。隨着商業房產逐步購買並投入使用，與辦公場地租賃相關的運營成本呈大幅下降態勢。

  自2015年開始，在逐步調整業務結構及客戶結構的同時，通過提升業務提成比例、向業績優秀且風險質量管理良好的機構及團隊提供超額獎勵，此舉使得人力成本提升。未來，我們將進一步加大人力資源投入。

Credit guarantee

Business expansion and products

The Group kept improving its product portfolio based on the macroeconomic environment and market conditions, in combination with needs of business development in the future, to provide more diversified product support for business marketing. At the same time, the Group revised and optimized some of its existing products to meet market changes, and continuously improved product popularity and competitiveness. In addition, the Group will continue its product innovation. Such strategies will promote the constant improvement of the Group's business product portfolio. The Group's guarantee products primarily include guarantee for direct financing and sale under repurchase agreement transactions through bank and other fund channels; guarantees for bonds issued on the stock exchange market, inter-bank markets and other channels; and other forms of non-financing guarantees such as pledge and performance guarantee for projects and litigation guarantee.

The Group adhered to the principles of compliant operations and "encouragements and discouragements", and effectively integrated the macroeconomic control policies and industry policies of the government to develop the guarantee business in a prudent, steady and appropriate manner. As at 31 December 2019, the Group's outstanding guarantee balance of the credit guarantee business was RMB37,845.4 million, representing a decrease of RMB5,848.6 million or 13.4% as compared with RMB43,694.0 million as at 31 December 2018. This was mainly due to the fact that bond guarantees were gradually due and repaid in 2019, contributing to a decrease in the outstanding guarantee balance.

信用擔保

業務拓展及產品

本集團根據宏觀經濟環境和市場狀況，結合未來業務發展需要，不斷完善產品體系，為業務營銷提供更加多元化的產品支撐。同時，本集團根據市場變化修改完善部份已有產品，不斷提高產品使用度和競爭力。此外，本集團還將持續進行產品創新，這一系列工作將促進本集團業務產品體系的持續完善。本集團擔保業務產品主要包括：為客戶通過銀行以及其他資金渠道的直接融資、賣出回購交易提供擔保；為客戶通過交易所市場、銀行間市場以及其他渠道發行債券提供擔保；以及其他形式的工程保證及履約擔保、訴訟保全擔保等非融資擔保。

本集團堅持依法合規經營，堅持「有保有壓」的原則，有效結合國家宏觀調控政策和產業政策，審慎、穩健、適度的發展擔保業務。截至2019年12月31日，本集團信用擔保業務在保餘額為人民幣37,845.4百萬元，較2018年12月31日在保餘額人民幣43,694.0百萬元減少人民幣5,848.6百萬元，降幅13.4%，其下降主要是債券擔保業務於2019年逐步到期償還使得在保業務餘額下降所致。

The following table sets forth the key performance indicators of the credit guarantee business of the partnership finance business segment of the Group as at the dates indicated:

下表載列於所示日期本集團夥伴金融業務集群分部各項信用擔保業務的關鍵業務指標：

(Expressed in RMB million, unless otherwise stated) （除另有註明外，以人民幣百萬元列示）		As at 31 December 截至12月31日 **2019 2019年** ***Amount 金額***	2018 2018年 *Amount 金額*	Change 變動 *Amount 金額*	*Percentage % 百分比%*
Product distribution of outstanding guarantee:	**擔保餘額按產品分佈：**				
Traditional financing guarantee	傳統融資擔保	**7,636.7**	9,068.1	(1,431.4)	(15.8)
Bond guarantee	債券擔保	**20,249.0**	24,355.0	(4,106.0)	(16.9)
Subtotal of financing guarantee balance	**融資擔保餘額小計**	**27,885.7**	33,423.1	(5,537.4)	(16.6)
Re-guarantee	**再擔保分出**	**(400.0)**	(800.0)	(400.0)	(50.0)
Outstanding traditional financing guarantee balance	傳統融資擔保在保餘額	**7,636.7**	9,068.1	(1,431.4)	(15.8)
Outstanding bond guarantee balance	債券擔保在保餘額	**19,849.0**	23,555.0	(3,706.0)	(15.7)
Outstanding financing guarantee balance	**融資擔保在保餘額**	**27,485.7**	32,623.1	(5,137.4)	(15.7)
Non-financing guarantee	**非融資擔保**	**10,359.7**	11,070.9	(711.2)	(6.4)
– Project performance guarantee	– 工程履約擔保	**10,322.4**	10,980.6	(658.2)	(6.0)
– Litigation guarantee	– 訴訟履約擔保	**37.3**	90.3	(53.0)	(58.7)
Total outstanding guarantee balance	**在保餘額合計**	**37,845.4**	43,694.0	(5,848.6)	(13.4)

Traditional financing guarantee business

Traditional financing guarantee business mainly includes bank financing guarantee and other non-bank financing guarantee. The Group is always committed to its mission of "serving SMEs and individuals". It strives to provide services to SMEs which meet relevant credit qualifications. Since 2015, the Chinese domestic economy has been subject to increasing downside pressure, compounded with the intricate economic situation. The Group gradually, actively and orderly scaled down the top 10 high-risk industries such as real estate development and the relevant construction and installation and metal smelting industries in order to lower default payments; at the same time, clients and business development model were gradually changed by: (1) providing integrated financial services to customers through the comparative advantages of its wide range of financial licenses, business network across the country, as well as flexible and efficient operation mechanism; (2) offering financial services to SMEs at different stages of development and intensely developing partnership finance with capital investment as the tie in adopting the "capital + credit" approach; (3) taking marketing initiatives to target core enterprises with higher credibility, leveraging the sales network and financing channels and networks of the core enterprises, and developing standardized products to cater to the financing needs from both upstream and downstream enterprises of the core enterprises, thereby promoting the development of the supply chain financial business model. This has facilitated the gradual transformation of the Group from the marketing approach that targeted "single customer" to the "supply chain model". The combination of the above measures has driven the distinct growth of the transitional financing guarantee business.

傳統融資擔保業務

傳統融資擔保業務主要包括銀行類融資擔保和其他非銀行機構類融資擔保。本集團始終堅持以「服務中小企業及個人」為使命，努力向符合信用資質的中小企業提供服務。自2015年開始，國內經濟下行壓力逐步加大，經濟形勢錯綜複雜。本集團逐步主動有序壓縮房地產開發及相關的建築安裝行業、金屬冶煉等十大高危行業，以減少違約付款金額；同時，逐步改變客戶及業務拓展模式：(1)通過瀚華金控豐富的金融牌照、分佈全國的經營網絡、靈活高效的運營機制所形成的比較優勢，為廣大客戶提供綜合性的金融服務；(2)以資本投資為紐帶，採用「資本+信貸」的方式，為廣大中小企業在不同成長階段提供金融服務，大力發展夥伴金融；(3)主動營銷信用資質較高的核心企業，以「核心企業」為依托，依托核心企業的銷售網絡和資金渠道網絡，通過開發標準化產品，滿足以「核心企業」為中心的上下游企業的融資需求，大力發展供應鏈金融業務模式，這使得本集團從過去針對「單一客戶」的營銷模式逐步向「供應鏈模式」轉變；上述綜合舉措使得傳統融資擔保業務出現明顯增長態勢。

In 2019, total guarantee and consulting fee income of the traditional financing guarantee business was RMB327.4 million (excluding the effect of income from the one-off guarantee business cooperation with external cooperation channels in respect of a standard small loan product with diverse maturities in batches in the fourth quarter of 2017, the same hereinafter), representing a decrease of RMB8.7 million or 2.6% as compared with RMB336.1 million of guarantee and consulting fee income for 2018.

2019年，傳統融資擔保業務實現擔保及諮詢費收入總額為人民幣327.4百萬元（已經剔除2017年第四季度與外部合作渠道開展標準化、批量化、期限分散的小額貸款產品一次性擔保業務合作產生的收入影響，下同），與2018年該類業務產生的擔保及諮詢費收入人民幣336.1百萬元相比，減少人民幣8.7百萬元，降幅2.6%。

In 2019, the transaction amount of traditional financing guarantee business was RMB9,149.8 million, basically approximate to that as compared with RMB9,287.6 million in 2018. As at 31 December 2019, the Group's outstanding balance of traditional financing guarantee business was RMB7,636.7 million, representing a decrease of RMB1,431.4 million or 15.8% as compared with RMB9,068.1 million as at 31 December 2018. The decline in the balance of the traditional financing guarantee business was mainly due to the Group's initiative to strengthened credit risk review standards in order to improve the assets quality of guarantee business, no new business would be conducted with the clients failed to meet the entry criteria.

2019年，傳統融資擔保業務發生額為人民幣9,149.8百萬元，與2018年該類業務發生額人民幣9,287.6百萬元相比，基本相當。截至2019年12月31日，本集團傳統融資擔保業務餘額為人民幣7,636.7百萬元，較2018年12月31日餘額人民幣9,068.1百萬元，減少人民幣1,431.4百萬元，降幅15.8%。傳統融資擔保業務餘額下降主要源於本集團為了提升擔保業務資產質量主動提高信用風險審查標準，不再與未能滿足准入標準的客戶開展新的業務。

Since 2015, the Group gradually withdrew from industries and clients with higher credit risks. As at 31 December 2019, there were about 1,500 clients (31 December 2018: approximately 1,600) of traditional financing guarantee business of the Group, and the average balance of individual client was RMB5.1 million (31 December 2018: RMB5.7 million).

自2015年開始，本集團逐步退出信用風險相對較高的行業及客戶。截至2019年12月31日，本集團傳統融資擔保客戶數約為1,500戶（2018年12月31日： 約1,600戶），單戶平均在保餘額為人民幣5.1百萬元（2018年12月31日：人民幣5.7百萬元）。

The following table sets forth the distribution of balance of the traditional financing guarantee business by geographical region as at the dates indicated:

下表載列於所示日期傳統融資擔保業務按地區劃分的擔保業務餘額分佈情況：

		As at 31 December 於12月31日			
		2019 2019年		2018 2018年	
(Expressed in RMB million, unless otherwise stated) （除另有註明外，以人民幣百萬元列示）		***Amount 金額***	***% of total 佔總額%***	*Amount 金額*	*% of total 佔總額%*
Chongqing	重慶	**1,662.0**	**21.8**	2,336.2	25.8
Sichuan	四川	**975.2**	**12.8**	1,010.1	11.1
Liaoning	遼寧	**823.9**	**10.8**	1,178.9	13.0
Jiangsu	江蘇	**701.8**	**9.2**	976.8	10.8
Shandong	山東	**617.0**	**8.1**	498.3	5.5
Others	其他	**2,856.8**	**37.3**	3,067.8	33.8
Total	合計	**7,636.7**	**100.0**	9,068.1	100.0

As at 31 December 2019, Chongqing, Sichuan, Liaoning, Jiangsu and Shandong were the five biggest markets in terms of proportion in the aggregate balance of traditional financing guarantees, amounting to 62.7%. The proportion of the five biggest markets in the aggregate balance of traditional financing guarantees decreased by approximately 3.5 percentage points as compared with 66.2% as at 31 December 2018, representing a decrease in terms of geographical concentration.

截至2019年12月31日，以傳統融資擔保餘額所佔百分比計算，重慶、四川、遼寧、江蘇及山東為我們傳統融資擔保業務的前五大市場，所佔比例為62.7%，與2018年12月31日傳統融資擔保業務餘額前五大地區所佔比例66.2%相比，減少約3.5個百分點，地域集中度降低。

The following table sets forth the distribution of balance of the traditional financing guarantee business by industry as at the dates indicated:

下表載列於所示日期傳統融資擔保業務按行業劃分的擔保業務餘額分佈情況：

(Expressed in RMB million, unless otherwise stated) （除另有註明外，以人民幣百萬元列示）		As at 31 December 截至12月31日			
		2019 2019年		2018 2018年	
		Amount 金額	***% of total 佔總額%***	*Amount 金額*	*% of total 佔總額%*
Commercial services	商貿	**2,857.5**	**37.4**	2,722.5	30.0
Construction	建築業	**1,666.6**	**21.8**	2,473.7	27.3
Manufacturing and processing	製造及加工業	**1,634.4**	**21.4**	1,905.7	21.0
Energy	能源	**332.5**	**4.4**	332.3	3.7
Public facilities investment and management	公共設施投資與管理	**232.9**	**3.0**	200.0	2.2
Others	其他	**912.8**	**12.0**	1,433.9	15.8
Total	**合計**	**7,636.7**	**100.0**	9,068.1	100.0

As at 31 December 2019, the traditional financing guarantee business mainly concentrated in commercial services, construction, manufacturing and processing, energy and public facilities investment and management in terms of proportion in the aggregate balance of traditional financing guarantees. We always adhered to the idea of "industry diversification" to avoid over-reliance on a single industry. Meanwhile, in order to effectively spread risk, our traditional financing guarantee business revolved around the principles of "staying close to the livelihood of people, staying close to industry and serving SMEs", and provided active support for the development of SMEs.

截至2019年12月31日，以所佔傳統融資擔保餘額百分比計算，傳統融資擔保業務主要集中在商貿、建築業、製造及加工業、能源及公共設施投資與管理。我們始終堅持「行業分散」的理念，避免對單一行業的過度依賴，同時為了有效分散風險，我們的傳統融資擔保業務緊緊圍繞「貼近民生、貼近實業、服務中小企業」的理念，積極主動的支持中小企業的發展。

The following table sets forth the distribution of the collaterals obtained by traditional financing guarantee business as at the dates indicated:

下表載列於所示日期傳統融資擔保業務獲取的抵質押物分佈情況：

(Expressed in RMB million, unless otherwise stated) （除另有註明外，以人民幣百萬元列示）		As at 31 December 截至12月31日			
		2019 2019年		2018 2018年	
		Amount ***金額***	***% of total*** ***佔總額%***	*Amount* *金額*	*% of total* *佔總額%*
Unsecured guarantee	無抵押擔保	**3,361.1**	**44.0**	3,754.1	41.4
Secured guarantee	有抵押擔保	**4,275.6**	**56.0**	5,314.0	58.6
– Land and buildings	– 土地及樓宇	**2,409.0**	**31.6**	3,433.5	37.9
– Trade receivables and equity interests	– 應收賬款及股權	**1,635.0**	**21.4**	1,662.7	18.3
– Others	– 其他	**231.6**	**3.0**	217.8	2.4
Total	合計	**7,636.7**	**100.0**	9,068.1	100.0

Since 2015, the Group has intensified its R&D and promotion of standardized products, and gradually formed two product lines: standardization and individualization. The Group formulated specific credit extension guideline, operational procedure, pledge policy, charging policy and post-guarantee management requirements based on different product characteristics, customer groups, and funding channels. For individualized products, combined with the retrospective review of defaulting customers in the past and historical recovery collection, sufficient collateral is of great significance to risk management. Therefore, the Group constantly adjusts its credit extension tactics to enhance the secondary repayment source by obtaining collaterals while focusing on the primary repayment source of customers. As at 31 December 2019, the overall pledge rate of the individualized product balance accounted for 71.2% (31 December 2018: 66.6%) of the Group's traditional financing guarantee products. The standardized products are designed, in main combination with the operating characteristics, fund flow and circulation characteristics of a particular industry. The Group weakens the specific collateral-based methods and promotes its business in batches by managing the "information flow, capital flow and cargo flow" mainly with the supply and engagement of partners. As at 31 December 2019, the secured guarantee business accounted for 56.0% (31 December 2018: 58.6%) of the traditional financing guarantee business.

自2015年開始，本集團加大對於標準化產品的研發及推廣，逐步形成「標準化」和「個性化」兩大產品系列；本集團根據不同的產品特徵、客戶群體、資金渠道，制定特定的授信指引、操作流程、抵質押政策、收費政策、保後管理要求等。對於「個性化」產品，結合對過往代償客戶以及歷史清收經驗的追溯回顧，擁有足值的抵押物對於風險管理具有重要的意義，因此本集團不斷調整授信策略，在重點關注客戶第一還款來源的同時，繼續強化通過獲取抵質押物的方式強化第二還款來源。截至2019年12月31日，本集團傳統融資擔保產品中，「個性化」產品餘額的總體抵質押率為71.2%（2018年12月31日：66.6%）。對於「標準化」產品，主要結合某一特定行業的經營特徵、資金流轉、貨物流轉特徵而設計，本集團弱化具體的抵質押物方式，主要通過合作方提供並參與管理的「信息流、資金流、貨物流」進行管理，以批量化推廣業務。截至2019年12月31日，在傳統融資擔保業務中有抵押擔保業務所佔比例為56.0%（2018年12月31日：58.6%）。

The following table sets forth the distribution of balance of traditional financing guarantee business by risk exposure as at the dates indicated:

下表載列於所示日期按風險敞口劃分的傳統融資擔保業務餘額分佈：

(Expressed in RMB million, unless otherwise stated) （除另有註明外，以人民幣百萬元列示）		As at 31 December 截至12月31日			
		2019 2019年		2018 2018年	
		Amount 金額	***% of total 佔總額%***	*Amount 金額*	*% of total 佔總額%*
Less than RMB3 million	人民幣3百萬元以內	**2,023.1**	**26.5**	2,090.5	23.1
Over RMB3 million to RMB5 million	人民幣3百萬元以上至人民幣5百萬元	**1,201.4**	**15.7**	1,269.7	14.0
Over RMB5 million to RMB10 million	人民幣5百萬元以上至人民幣10百萬元	**1,655.8**	**21.7**	1,870.4	20.6
Over RMB10 million to RMB30 million	人民幣10百萬元以上至人民幣30百萬元	**1,599.6**	**20.9**	2,087.7	23.0
Over RMB30 million	人民幣30百萬元以上	**1,156.8**	**15.2**	1,749.8	19.3
Total	**合計**	**7,636.7**	**100.0**	9,068.1	100.0

While continuing to work with high-quality SME customers, the Group strengthened its cooperation with quality companies such as Top 100 Enterprises, leading industry companies and high-quality listed companies. As at 31 December 2019, the balance of guarantees for SME customers within the Group's outstanding guarantee balance of traditional financing guarantee business of less than RMB10.0 million was RMB4,880.3 million (31 December 2018: RMB5,230.6 million), accounting for 63.9% (31 December 2018: 57.7%).

本集團在繼續致力於與優質中小企業客戶合作的同時，加強與「百強企業」等優質企業、行業龍頭企業和優質上市公司的合作。截至2019年12月31日，本集團傳統融資擔保業務餘額在人民幣10.0百萬元以下的中小企業客戶擔保餘額為人民幣4,880.3百萬元（2018年12月31日：人民幣5,230.6百萬元），擔保餘額佔比63.9%（2018年12月31日：57.7%）。

The following table sets forth the distribution of the remaining maturity of the traditional financing guarantee business as at the dates indicated:

下表載列於所示日期傳統融資擔保業務剩餘到期時間分佈情況：

(Expressed in RMB million, unless otherwise stated) （除另有註明外，以人民幣百萬元列示）		As at 31 December 截至12月31日			
		2019 2019年		2018 2018年	
		Amount 金額	***% of total 佔總額%***	*Amount 金額*	*% of total 佔總額%*
Due within six months	6個月以內	**3,399.4**	**44.5**	3,446.1	38.0
Due over six months up to one year	6個月以上至1年	**3,361.1**	**44.0**	4,197.4	46.3
Due over one year up to two years	1年以上至2年	**133.1**	**1.7**	713.1	7.9
Due over two years up to three years	2年以上至3年	**421.4**	**5.5**	34.2	0.4
Due over three years	3年以上	**321.7**	**4.3**	677.3	7.4
Total	合計	**7,636.7**	**100.0**	9,068.1	100.0

The Group focuses on providing short-term guarantees to respond quickly to changes in market and customer. As at 31 December 2019, the balance due within one year of the Group's traditional financing guarantee business accounted for 88.5% (31 December 2018: 84.3%).

本集團專注提供短期擔保，以快速應對市場及客戶的變化。截至2019年12月31日，本集團傳統融資擔保業務將於一年以內到期的業務餘額佔比為88.5%（2018年12月31日：84.3%）。

Bond guarantee business

Currently, "Hanhua Financing and Guarantee Co., Ltd.", mainly engaged in financing guarantee services of the Group, received an "AA+" long-term corporate rating with positive outlook from Pengyuan Credit Rating Co., Ltd., Shanghai Brilliance Credit Rating & Investors Service Co., Ltd., United Credit Ratings Co., Ltd., China Lianhe Credit Rating Co., Ltd. and Dagong Global Credit Rating Co., Ltd., respectively.

Subject to the impact of the Regulation on the Supervision and Administration of Financing Guarantee Companies on "the ratio of the guarantee liability balance provided by a financing guarantee company for a single guaranteed person to its net assets must not exceed 10%", in 2019, the business volume in relation to bond guarantee issued by the Group decreased. In 2019, the Group provided guarantee for a total of three bonds in an aggregate amount of RMB1,049.0 million. In 2018, the Group provided guarantee for a total of four bonds in an aggregate amount of RMB2,170.0 million. At the same time, in 2019, bonds in total of RMB1,095.0 million were released before maturity date, due to issuers' own debt structure adjustment.

In 2019, total guarantee and consulting fee income of bond guarantee business was RMB138.3 million, remaining stable as compared with RMB137.6 million in 2018. Although the Group can receive the guarantee fee for bond guarantee at one time after its successful issuance, but the guarantee fee received needs to be apportioned and recognized during the whole duration of bond, so the guarantee fee income recognized in the current period is not directly related to the bond issuance volume in the current year.

債券擔保業務

目前，本集團主要從事融資擔保服務的「瀚華融資擔保股份有限公司」分別獲鵬元資信評估有限公司、上海新世紀資信評估投資服務有限公司、聯合信用評級有限公司、聯合資信評估有限公司、大公國際資信評估有限公司出具的具有正面前景的「AA+」長期企業評級。

受限於《融資擔保公司監督管理條例》對「同一被擔保人的擔保責任餘額與融資擔保公司淨資產的比例不得超過10%」的影響，2019年本集團簽發的與債券擔保相關的業務量呈下滑態勢。2019年，本集團共為三隻債券發行共計人民幣1,049.0百萬元提供擔保。2018年，本集團共為四隻債券發行共計人民幣2,170.0百萬元提供擔保。與此同時，基於發行人自身債務結構調整的原因，2019年，原始到期日尚未到期共計人民幣1,095.0百萬元的債券提前解保。

2019年，債券融資擔保業務實現擔保及諮詢費收入總額為人民幣138.3百萬元，與2018年該類業務產生的收入人民幣137.6百萬元相比，保持穩定。儘管債券擔保業務相關的收費在債券發行成功之後一次性收取，但擔保費收入會在債券存續期間內進行分攤確認，所以當期確認的擔保費收入與當年債券發行額並無直接關聯。

The following table sets forth the Group's outstanding bond guarantee balance by region of issuer as at the date indicated:

下表載列於所示日期，本集團根據債券發行人所處地域統計的債券擔保餘額：

(Expressed in RMB million, unless otherwise stated) （除另有註明外，以人民幣百萬元列示）		As at 31 December 截至12月31日			
		2019 2019年		2018 2018年	
		Amount 金額	***% of total 佔總額%***	*Amount 金額*	*% of total 佔總額%*
Hunan	湖南	**5,140.0**	**25.4**	6,600.0	27.1
Jiangsu	江蘇	**5,070.0**	**25.0**	6,475.0	26.6
Tianjin	天津	**1,680.0**	**8.3**	2,100.0	8.6
Chongqing	重慶	**1,589.0**	**7.8**	1,800.0	7.4
Jiangxi	江西	**1,520.0**	**7.5**	1,900.0	7.8
Others	其他	**5,250.0**	**26.0**	5,480.0	22.5
Total	**合計**	**20,249.0**	**100.0**	24,355.0	100.0

The Group only provides guarantees for bonds issued by the investment and financing platforms established and controlled by local governments, and does not involve in corporate bonds issued by listed companies.

本集團只為地方政府設立並控制的投融資平台發行的債券提供擔保，不涉足上市公司發行的企業債券擔保業務。

As at 31 December 2019, the Group provided guarantee services for a total of 32 bonds worth of RMB20,249.0 million. In the meantime, the Group re-guaranteed bond guarantee projects worth of RMB400.0 million in cooperation with third-party re-guarantee companies, thus spreading risk. As at 31 December 2019, the Group's outstanding guarantee balance of bond guarantee business was RMB19,849.0 million, representing a decrease of RMB3,706.0 million or 15.7% as compared with RMB23,555.0 million as at 31 December 2018.

截至2019年12月31日，本集團共計為32隻債券共計人民幣20,249.0百萬元提供擔保服務。同時，本集團與第三方再擔保公司進行合作，共計將人民幣400.0百萬元的債券擔保項目進行再擔保轉出，以分散風險。截至2019年12月31日，本集團債券擔保在保餘額為人民幣19,849.0百萬元，較2018年12月31日在保餘額人民幣23,555.0百萬元減少人民幣3,706.0百萬元，降幅15.7%。

Before the issuance of the Notice on Further Regulating the Debt Financing Behavior of Local Governments (CY [2017] No. 50) ("**Circular 50**"), the basic access requirements for the bonds by investment and financing platforms of local governments ("**City Investment Bonds**") are: the issuer rating is at least AA-, the general budget revenue of local government where the issuer subordinates is more than RMB700.0 million, the said local government issues three sets of documents, the use of funds raised from bonds is a project within the budget of local government, and the repayment of principal and interest of bonds is included in the annual financial budget of local government or be funded by financial funds. After the issuance of Circular 50, the Group, in conjunction with relevant policies and market conditions, requested the issuer to supplement counter-guarantee measures on projects that the guarantee letter has signed and the counter-guarantee measures were expected to weaken, and achieved positive results. On the other hand, the Group adjusted the credit extension policy on guarantees for City Investment Bonds, and further increased the access requirements: the issuer rating is at least AA, the general budget revenue of local government where the issuer subordinates is more than RMB1,000.0 million, and the counter-guarantee measures are based on "the receivables of local governments with ownership subject to the recognition of credit-issuing entity, supplemented by sufficient and easily-realizable collaterals", while requesting the project expenditures corresponding to receivables with confirmed pledge must be included in the government budget. Additionally, following the implementation of the Regulations in October 2017, the Group has uniformly adjusted the amount of guarantees for individual bond to not exceed RMB400.0 million.

在《關於進一步規範地方政府舉債融資行為的通知》(財預[2017]50號)(「**50號文**」)頒佈實施以前，本集團對於地方政府投融資平台發行的債券(「**城投債**」)，其基本准入條件為：發行主體評級至少為AA－發行主體所屬當地政府一般預算收入人民幣700.0百萬元以上、發行主體所屬地方政府出具三套文、債券募集資金使用屬於地方政府預算內項目、債券本息金額的償還納入地方政府年度財政預算或由財政資金兜底。50號文頒佈後，本集團結合相關政策及市場情況，一方面對已經簽署擔保函並預期會弱化反擔保措施的項目，要求發行主體補充反擔保措施，並取得積極效果；另一方面，調整城投債權擔保授信政策，其准入門坎進一步提升為發行主體評級至少為AA、發行主體所屬當地政府一般預算收入人民幣1,000.0百萬元以上、反擔保措施以「質押發行主體對地方政府的可以進行權屬確認的應收賬款為主，同時以充足且易變現的抵押物為輔」的授信模式，同時要求確權質押的應收賬款對應的項目支出必須納入政府預算；同時，繼2017年10月《條例》實施後，本集團將新簽發單筆債券的擔保額度統一調整為不超過人民幣400.0百萬元。

As at 31 December 2019, Hunan, Jiangsu, Tianjin, Chongqing and Jiangxi were the main places in terms of proportion in the balance of bond guarantees.

截至2019年12月31日，以所佔債券擔保餘額百分比計算，湖南、江蘇、天津、重慶、江西為我們債券擔保業務的主要發生地。

The following table sets forth the distribution of the bond guarantee business by industry as at the date indicated:

下表載列於所示日期債券擔保業務按行業劃分的擔保分佈情況：

(Expressed in RMB million, unless otherwise stated) （除另有註明外，以人民幣百萬元列示）		As at 31 December 截至12月31日 2019 2019年 ***Amount 金額***	***% of total 佔總額%***	2018 2018年 *Amount 金額*	*% of total 佔總額%*
Public facilities investment and management	公共設施投資與管理	**9,829.0**	**48.5**	11,750.0	48.3
Household goods	綜合	**5,240.0**	**25.9**	7,390.0	30.3
Construction	建築業	**2,730.0**	**13.5**	2,535.0	10.4
Public management and social organization	公共管理與社會組織	**1,740.0**	**8.6**	1,900.0	7.8
Others	其他	**710.0**	**3.5**	780.0	3.2
Total	**合計**	**20,249.0**	**100.0**	24,355.0	100.0

The following table sets forth the distribution of the collaterals obtained by bond guarantee business as at the date indicated:

下表載列於所示日期債券擔保業務獲取的抵質押物分佈情況：

(Expressed in RMB million, unless otherwise stated) （除另有註明外，以人民幣百萬元列示）		As at 31 December 截至12月31日 2019 2019年 ***Amount 金額***	***% of total 佔總額%***	2018 2018年 *Amount 金額*	*% of total 佔總額%*
Unsecured guarantee	無抵押擔保	**3,560.0**	**17.6**	4,300.0	17.7
Secured guarantee	有抵押擔保	**16,689.0**	**82.4**	20,055.0	82.3
– Land and buildings	— 土地及樓宇	**7,290.0**	**36.0**	9,030.0	37.1
– Trade receivables and equity interests	— 應收賬款及股權	**9,399.0**	**46.4**	11,025.0	45.2
Total	**合計**	**20,249.0**	**100.0**	24,355.0	100.0

As at 31 December 2019, the collateral coverage rate of the bond guarantee business was 82.4%. The bonds guaranteed by the Group were rated high and the associated risks were relatively low. In terms of debt business, the Group requires the business team and the risk management team to perform regular post-guarantee management quarterly per annum, and perform additional post-guarantee management procedures within 15 days after the disclosure of issuer's annual financial report or 45 days before the principal and interest payment date of corresponding bonds. Due to the tightening liquidity of external capital market and the context of "de-leverage", debt financing of some platforms with weaker qualification defaulted. On 19 June 2018, the Group issued the Notice on Full and Substantial Resumption of Debt Guarantee Business (《關於債項擔保業務進行全面實質性復盤的通知》) ("the **Notice**"), which requires all business institutions to carry out comprehensive review on stock debt projects in respect of issuers' creditability, progress of fundraising projects, use of raised funds, counter-guarantee measures, local financial situation and changes in the financing environment, and the stability of platform itself. All business institutions strictly implemented the Notice, and formed special post-guarantee management report within the specified time and submitted to the financing business review committee for consideration. According to the review results, the creditability of issuers experienced no significant change as compared with that at initial credit granting; most of the fundraising projects have been completed; the counter-guarantee measures required in credit resolution had no signs of weakening; and local financial situation and financing environment had no significant and adverse changes. The bond issuers guaranteed by the Group are the first or second largest platform in the region with strong stability, and have been repaying principal and interest since the bond was successfully issued. According to the Group's comprehensive review on each bond, as at the date of approval of this report, there is no significant potential default risk in the bond guarantee business as at the date of approval of this report.

截至2019年12月31日，債券擔保業務抵押物覆蓋率為82.4%。本集團所擔保的債券評級較高，風險相對較低。對於債項業務，本集團要求業務團隊及風險管理團隊每年按季度執行常規保後管理，並於發行人年度財務報告披露後15天內或對應債券還本付息日45天前兩個時間點執行追加保後管理程序。由於外部資金市場流動性趨緊以及在金融「去槓桿」的大背景下，部份較弱資質平台的債務融資出現違約情況，本集團2018年6月19日發佈《關於債項擔保業務進行全面實質性復盤的通知》(「**通知**」)，要求各業務開展機構對存量債項項目從發行人資信狀況、募投項目進展、募集資金的使用、反擔保措施的夯實、當地財力情況及融資環境變化、平台自身的穩定性等方面進行全面的檢查。各業務開展機構均嚴格執行，並於規定時間內形成專項保後管理報告並提交融資業務評審委員會審議。根據檢查結果，各債券發行人主體資信狀況與最初授信時的狀況相比，並未發生重大不利變化，募投項目大部份已建成，授信決議中要求的反擔保措施未發現有減弱跡象，當地政府財力和融資環境未見重大不利變化，本集團擔保的債券發行人均為所屬地域第一或第二大平台，穩定性強，並且自債券發行成功以來均正常還本付息，履約良好。根據本集團對每一筆債券的全面評估，截至本報告批准刊發之日，債券擔保業務不存在重大潛在違約風險。

The following table sets forth the distribution of the remaining maturity of the bond guarantee business as at the date indicated:

下表載列於所示日期債券擔保業務剩餘到期時間分佈情況：

(Expressed in RMB million, unless otherwise stated) （除另有註明外，以人民幣百萬元列示）		As at 31 December 截至12月31日			
		2019 2019年		2018 2018年	
		***Amount* 金額**	***% of total* 佔總額%**	*Amount* 金額	*% of total* 佔總額%
From 1 January 2019 to 31 December 2019	2019年1月1日至2019年12月31日	**–**	**–**	4,060.0	16.7
From 1 January 2020 to 31 December 2020	2020年1月1日至2020年12月31日	**4,940.0**	**24.4**	5,190.0	21.3
From 1 January 2021 to 31 December 2021	2021年1月1日至2021年12月31日	**4,410.0**	**21.8**	4,695.0	19.3
From 1 January 2022 to 31 December 2022	2022年1月1日至2022年12月31日	**4,639.8**	**22.9**	4,665.0	19.2
From 1 January 2023 to 31 December 2023	2023年1月1日至2023年12月31日	**4,409.8**	**21.8**	4,450.0	18.3
From 1 January 2024 to 31 December 2024	2024年1月1日至2024年12月31日	**1,069.8**	**5.3**	935.0	3.8
After 1 January 2025	2025年1月1日以後	**779.6**	**3.8**	360.0	1.4
Total	**合計**	**20,249.0**	**100.0**	24,355.0	100.0

The maximum period for a bond guarantee project is seven years, and issuers of most projects begin to repay the principal gradually since the third year, in order to relieve the pressures for repayment of the principal due on one-off basis. In terms of the balance of a single bond, the outstanding bond guarantee balance will show a declining trend year by year. As at the date of approval of this report, the principal and interest of all the bonds guaranteed by the Group have been normally repaid, without any exception.

債券擔保項目最長為七年，絕大部份項目自第三年開始由發行人逐步償還本金，以減少發行人到期一次性償還本金的壓力。就單筆債券餘額而言，其債券擔保業務餘額將呈逐年下降趨勢。截至本報告批准刊發之日，本集團擔保的所有債券均正常還本付息，未見異常。

Non-financing guarantee

The Group also offers non-financing guarantee services whereby the Group acts as the guarantor and undertakes to pay one party (i.e. the creditor) a certain amount if another party (i.e. the principal), fails to meet certain obligations (such as fulfilling the terms of a contract). To reduce the Group's credit risks, the Group requires business owners or controlling persons of the principal to provide counter-guarantees, which make them jointly and severally liable together with the principal when the Group incurs a loss. The non-financing guarantee product is mainly the project performance guarantee.

In 2019, total guarantee and consulting fee income of non-financing guarantee business was RMB159.5 million, representing an increase of RMB23.8 million or 17.6% as compared with RMB135.7 million in 2018. This is mainly due to that the deferred income from a large number of new businesses in 2018 has been released and transformed into guarantee fee income in 2019.

非融資擔保

本集團也提供非融資擔保服務，據此本集團擔任擔保人，並承諾倘若其中一方（即委託人）無法履行若干責任（例如滿足合約條款），則向另一方（即債權人）支付若干金額。為降低本集團信用風險，本集團要求經營者或委託人的控制人士提供反擔保，他們於本集團蒙受損失時須與委託人共同及各自承擔連帶責任，非融資擔保產品主要是工程履約擔保。

2019年，非融資擔保業務實現擔保及諮詢費收入總額為人民幣159.5百萬元，與2018年該類業務產生的收入人民幣135.7百萬元相比，增加人民幣23.8百萬元，增幅17.6%，這主要源於2018年大量新增業務產生的未到期責任準備金在2019年得到釋放轉化為擔保收入。

Project performance guarantee business

To meet the demands for "project performance guarantee" by the construction industry, the Group designed specific products by taking into account the operating features of the construction industry, and assisted a number of construction and engineering construction enterprises which met certain qualifications in their business expansion by issuing "bid guarantee, performance guarantee and prepayment guarantee". Since 2016, the Group has been expanding its project performance guarantee business vigorously, and maintained high speed of growth in 2017 and 2018, leading to a stable growth trend in 2019. The transaction amount of the project performance guarantee business in 2019 was RMB8,714.9 million, representing a decrease of RMB378.6 million or 4.2% as compared with RMB9,093.5 million in 2018. As at 31 December 2019, the balance of project performance guarantee business was RMB10,322.4 million, representing a decrease of RMB658.2 million or 6.0% as compared with RMB10,980.6 million as at 31 December 2018. In 2019, the Group had about 600 new customers in the project performance guarantee business. As at 31 December 2019, there were about 1,000 clients (31 December 2018: approximately 800) in the project performance guarantee business of the Group, and the average balance of individual client was RMB10.3 million (31 December 2018: RMB13.7 million).

工程履約擔保業務

基於建築施工行業對於「工程履約保函」業務的需求，本集團結合建築施工行業的運營特徵，設計特定的產品，為符合一定資質要求的建築、工程施工企業開立「投標保函、履約保函、預付款保函」，協助其業務拓展。自2016年開始，本集團大力拓展工程履約保函擔保業務，2017年和2018年業務保持高速增長，並於2019年業務趨於穩定發展。2019年，工程履約擔保業務發生額為人民幣8,714.9百萬元，較2018年該類業務發生額人民幣9,093.5百萬元，下降人民幣378.6百萬元，降幅4.2%。截至2019年12月31日，工程履約擔保業務餘額為人民幣10,322.4百萬元，較2018年12月31日業務餘額人民幣10,980.6百萬元，減少人民幣658.2百萬元，降幅6.0%。2019年，本集團工程履約保函業務新增客戶數約600戶。截至2019年12月31日，本集團工程履約擔保客戶數約為1,000戶（2018年12月31日：約800戶），單戶平均在保餘額為人民幣10.3百萬元（2018年12月31日：人民幣13.7百萬元）。

The following table sets forth the distribution of the project performance guarantee business by geographical regions as at the dates indicated:

下表載列於所示日期工程履約擔保業務按地區劃分的擔保分佈情況：

(Expressed in RMB million, unless otherwise stated) （除另有註明外，以人民幣百萬元列示）		As at 31 December 截至12月31日 2019 2019年 ***Amount 金額***	***% of total 佔總額%***	2018 2018年 *Amount 金額*	*% of total 佔總額%*
Chongqing	重慶	**3,180.2**	**30.8**	4,106.2	37.4
Sichuan	四川	**2,170.9**	**21.0**	1,818.8	16.6
Shaanxi	陝西	**1,158.3**	**11.2**	1,507.0	13.7
Liaoning	遼寧	**911.2**	**8.8**	140.2	1.3
Zhejiang	浙江	**791.3**	**7.7**	546.7	5.0
Others	其他	**2,110.5**	**20.5**	2,861.7	26.0
Total	合計	**10,322.4**	**100.0**	10,980.6	100.0

As at 31 December 2019, Chongqing, Sichuan, Shaanxi, Liaoning and Zhejiang were the five biggest markets in terms of proportion in the aggregate balance of project performance guarantee business, amounting to 79.5%, slightly lower than the proportion of the five biggest markets in the aggregate balance of project performance guarantee business as at 31 December 2018, amounting to 80.3%. In which Chongqing's balance of project performance guarantee business accounted for 30.8% (31 December 2018: 37.4%) of the overall project performance guarantee business.

截至2019年12月31日，以工程履約擔保餘額所佔百分比計算，重慶、四川、陝西、遼寧、浙江為工程履約擔保業務的前五大市場，所佔比例為79.5%，與2018年12月31日工程履約擔保業務餘額前五大地區所佔比例80.3%相比，略微降低。其中重慶地區，其工程履約擔保業務餘額佔整體工程履約擔保業務餘額的比例為30.8%（2018年12月31日：37.4%）。

The following table sets forth the distribution of balance of project performance guarantee business by risk exposure as at the dates indicated:

下表載列於所示日期按風險敞口劃分的工程履約擔保業務餘額分佈：

(Expressed in RMB million, unless otherwise stated) （除另有註明外，以人民幣百萬元列示）		As at 31 December 截至12月31日			
		2019 2019年		2018 2018年	
		Amount 金額	***% of total 佔總額%***	*Amount 金額*	*% of total 佔總額%*
Less than RMB3 million	人民幣3百萬元以內	**1,580.3**	**15.3**	1,515.3	13.8
Over RMB3 million to RMB5 million	人民幣3百萬元以上至人民幣5百萬元	**985.1**	**9.5**	922.4	8.4
Over RMB5 million to RMB10 million	人民幣5百萬元以上至人民幣10百萬元	**1,808.9**	**17.5**	1,801.4	16.4
Over RMB10 million to RMB30 million	人民幣10百萬元以上至人民幣30百萬元	**3,691.1**	**35.8**	3,759.6	34.2
Over RMB30 million	人民幣30百萬元以上	**2,257.0**	**21.9**	2,981.9	27.2
Total	合計	**10,322.4**	**100.0**	10,980.6	100.0

As the principals of project performance guarantee business are all building and construction enterprises above certain rating and with large construction volume, the guarantee amount of the Group's project performance guarantee business was large compared with traditional financing guarantee business. As at 31 December 2019, the average balance of individual client of project performance guarantee business was RMB10.3 million (31 December 2018: RMB13.7 million). Meanwhile, the Group has always adhered to the concept of "Small amount and Dispersion". As at 31 December 2019, the total balance of project performance guarantee business with guarantee amount of a single business less than RMB10.0 million was RMB4,374.3 million (31 December 2018: RMB4,239.1 million), accounting for 42.3% (31 December 2018: 38.6%) of the overall project performance guarantee business.

由於工程履約擔保業務的委託人均為一定評級以上的建築、施工企業，且其參與的工程量較大，因此本集團工程履約擔保業務的擔保額，與傳統融資擔保業務擔保額相比，金額偏大。截至2019年12月31日，工程履約擔保業務單個客戶平均在保餘額為人民幣10.3百萬元（2018年12月31日：人民幣13.7百萬元）。同時，本集團始終堅持「小額、分散」的風險經營理念，截至2019年12月31日，單筆擔保額低於人民幣10.0百萬元的工程履約擔保業務餘額為人民幣4,374.3百萬元（2018年12月31日：人民幣4,239.1百萬元），佔整體工程履約擔保業務餘額的比例為42.3%（2018年12月31日：38.6%）。

The following table sets forth the distribution of the remaining maturity of the project performance guarantee business as at the dates indicated:

下表載列於所示日期工程履約擔保業務剩餘到期時間分佈情況：

(Expressed in RMB million, unless otherwise stated) （除另有註明外，以人民幣百萬元列示）		As at 31 December 截至12月31日			
		2019 2019年		2018 2018年	
		Amount 金額	***% of total 佔總額%***	*Amount 金額*	*% of total 佔總額%*
Due within six months	6個月以內	**4,211.8**	**40.8**	3,974.2	36.2
Due over six months up to one year	6個月以上至1年	**3,398.5**	**32.9**	2,821.9	25.7
Due over one year up to two years	1年以上至2年	**2,314.0**	**22.4**	3,428.6	31.2
Due over two years up to three years	2年以上至3年	**351.5**	**3.4**	743.5	6.8
Due over three years	3年以上	**46.6**	**0.5**	12.4	0.1
Total	**合計**	**10,322.4**	**100.0**	10,980.6	100.0

As the principals of project performance guarantee business are all building and construction enterprises above certain rating and with relatively large construction volume and long construction period, the guarantee period range of the Group's project performance guarantee business was relatively long compared with traditional financing guarantee business, mainly within 2 years. As at 31 December 2019, the balance of project performance guarantee business which will be due within 2 years was RMB9,924.3 million (31 December 2018: RMB10,224.7 million), accounting for 96.1% (31 December 2018: 93.1%) of the overall project performance guarantees business.

由於工程履約擔保業務的委託人均為一定評級以上的建築、施工企業，且其參與的工程量較大，建設周期相對較長，因此本集團工程履約擔保業務的擔保責任區間，與傳統融資擔保業務擔保責任區間相比，期限偏長，主要集中在2年以內。截至2019年12月31日，工程履約擔保業務將於2年內到期的業務餘額為人民幣9,924.3百萬元（2018年12月31日：人民幣10,224.7百萬元），佔整體工程履約擔保業務餘額的比例為96.1%（2018年12月31日：93.1%）。

Risk management and assets quality

The following table sets forth the key risk indicators of the credit guarantee business of the Group as at the years indicated:

風險管理及資產質量

下表載列所示年度本集團信用擔保業務各項關鍵風險質量指標：

(Expressed in RMB million, unless otherwise stated) （除另有註明外，以人民幣百萬元列示）		For the year ended 31 December 截至12月31日止年度 2019 2019年	2018 2018年	Change 變動 Amount 金額	Change 變動 Percentage % 百分比%
		Amount ***金額***	*Amount* *金額*	*Amount* *金額*	*Percentage %* *百分比%*
Default rate[1]	**代償率[1]**	**0.5%**	0.9%	（0.4 ppt百分點）	–
Default payments	違約付款	**121.7**	206.3	(84.6)	(41.0)
Guarantees released	獲解除擔保	**25,162.3**	22,522.1	2,640.2	11.7
Provision rate[2]	**撥備率[2]**	**1.0%**	0.9%	0.1 ppt百分點	–
Provisions for guarantee losses	擔保賠償準備金	**371.1**	376.5	(5.4)	(1.4)
Total outstanding guarantees	總擔保餘額	**37,845.4**	43,694.0	(5,848.6)	(13.4)
Loss ratio[3]	**損失率[3]**	**–**	0.4%	（0.4 ppt百分點）	–
(Reversal)/provision for impairment losses for receivables for default payments	（轉回）／計提的應收代償款資產減值損失	**(3.5)**	86.0	(89.5)	(104.1)
Guarantees released	獲解除擔保	**25,162.3**	22,522.1	2,640.2	11.7
Recovery rate[4]	**回收比率[4]**	**106.5%**	105.1%	1.4 ppt百分點	–
Recovered amount	回收金額	**129.6**	216.8	(87.2)	(40.2)
Default payments	違約付款	**121.7**	206.3	(84.6)	(41.0)

Notes:

(1) Default payments made on behalf of defaulting clients divided by guarantee released.

(2) Provisions for guarantee losses divided by the balance of the outstanding guarantees. Provision rate indicates the level of reserve which the Group set aside for the guarantee portfolio.

(3) Provision for impairment losses of receivables for default payments divided by guarantee released.

(4) Recovered amount divided by default payments made on behalf of defaulting clients.

註釋：

(1) 代違約客戶歸還借款額除以獲解除擔保金額。

(2) 擔保賠償準備金除以擔保餘額。撥備率顯示本集團就擔保組合的儲備水平。

(3) 應收代償款計提的資產減值損失除以獲解除擔保金額。

(4) 回收金額除以代違約客戶歸還借款額。

After years of development, the partnership finance business segment has developed an independent risk culture and risk management system. The Group applied the general principles of risk management that aim to "focus on quality and seek progress while maintaining stability; adjust the structure and enhance quality and efficiency; manage by classification and engage in bottom-line thinking; and optimize models and carry out transformation and upgrading" in 2016, and further worked towards "safety first, customer base upgrade, comprehensive income and compliant credit extension" in 2019.

- **Safety first:** The Group adheres to the principles of unified customer access and single debtor, small amount dispersion and reasonable installments. For new customers, in the market survey phase, the Group strengthened customer admission standards and efforts in on-site investigation and management of uncertain risks. While focusing on the primary repayment source, the Group also developed the secondary repayment source by strengthening acquisition and management of collaterals, so as to reduce the ultimate risk. As at 31 December 2019, the collateral coverage of traditional financing guarantee business was 56.0% (31 December 2018: 58.6%). Furthermore, the Group raised all staff's awareness of risk management by fully implementing the administrative rules for distribution of performance-based bonus after the "discharge of guarantee liabilities" among the members of all business units and teams.

- **Customer base upgrade:** We preferred to select the consumer industry that has growth potential and manufacturing industry with room for development in the emerging markets. Meanwhile, the Group firmly withdrew from the surplus industry with relatively high inventory pressure as well as the industry with low efficiency of resource allocation, and gradually developed "partnership finance, supply chain finance, capital market" as its three major customer base and business direction.

經過多年的發展，夥伴金融業務集群分部已經形成獨立的風險文化和風險管理體系。在2016年堅持「質量為本、穩中求進；調整結構、提質增效；分類管理、底線思維；模式優化、轉型升級」的風險管理總體原則基礎之上，2019年繼續朝「安全第一、客群上移、綜合收益、授信規範」的方向挺進。

- **安全第一**：堅持客戶入口統一和一個債務人原則，堅持小額分散、合理分期原則。對於增量客戶，在市場調研階段，提高客戶的准入標準，加強對客戶不確定性風險的現場調研和管理力度。堅持第一還款來源的同時，通過加強抵質押物的獲取及管理形成第二還款來源，以降低終極風險。截至2019年12月31日，傳統融資擔保業務整體抵押覆蓋率為56.0%（2018年12月31日：58.6%）。同時，堅持全員風險管理，在所有業務機構及團隊成員中，全面推行「擔保責任解除」後發放績效獎金的管理辦法。

- **客群上移**：優先選擇具備一定成長性的消費產業以及具有明確新興市場空間的製造業，同時本集團堅決退出去庫存壓力比較大的過剩行業以及資源分配效率低下的行業，逐步確立「夥伴金融、供應鏈金融、資本市場」三大客群及業務方向。

- **Comprehensive income:** While granting business units with the risk pricing power for a single business, the Group set the principles on minimum comprehensive pricing guidelines to achieve the balance between risk and return. Moreover, the Group achieved overall upgrade of comprehensive income by utilizing the partnership finance business segment and even the excellent financial instruments of Hanhua Financial and by offering customers with integrated financial service solutions.

- **Compliant credit extension:** The Group published policies on credit extension periodically and adjusted the same from time to time through "product management" and based on thorough research and studies. Meanwhile, it strengthened the standardization of operational procedures to achieve comprehensive management throughout the process of "pre-loan, in loan and post-loan stages, and the disposal and recovery of non-performing assets" so as to reduce operational risk.

- **綜合收益**：在賦予業務機構對單筆業務的風險定價權的基礎之上，設定最低綜合價格指導原則，實現風險與收益的對等。同時，利用夥伴金融業務集群甚至瀚華金控完善的金融工具，通過向客戶提供綜合金融服務解決方案，實現綜合收益的整體提升。

- **授信規範**：以「產品管理」為載體，在充分調研和研究的基礎上，定期發佈並動態調整授信政策；與此同時，加強操作流程的標準化建設，實現「貸前、貸中、貸後、不良資產處置及清收」的全流程管理，降低操作風險。

In 2019, the total default payments of the Group for defaulting clients was RMB121.7 million, representing a decrease of RMB84.6 million or 41.0% as compared with RMB206.3 million in 2018. The overall default rate of the Group shows the quality of the Group's guarantee portfolio. In 2019, the Group's default rate was 0.5%, representing a decrease of 0.4 percentage points as compared with 0.9% in 2018.

本集團2019年為違約客戶支付的代償款項總額為人民幣121.7百萬元，與2018年代償款項人民幣206.3百萬元相比，共減少人民幣84.6百萬元，降幅41.0%。本集團整體代償率顯示本集團擔保組合質量，2019年本集團代償率為0.5%，與2018年本集團代償率0.9%相比，下降0.4個百分點。

The continued decrease in default payments and default rate in 2019 showed a significant improvement in the assets quality of the Group's credit guarantee business. It was mainly because the Group has comprehensively adjusted its customer and business structure since 2015, while increasing the proportion of collaterals in new businesses to minimize credit risk exposure. Furthermore, the Group compressively enhanced post-guarantee management as well as the corresponding management frequency and efforts. Also, the administrative measures for granting of performance bonuses after "discharge of guarantee liabilities" were fully implemented among all business personnel to further heighten the risk management awareness of all employees.

2019年代償金額及代償率的持續下降，均顯示本集團信用擔保業務資產質量的大幅改善。這源於本集團自2015年開始全面調整客戶結構及業務結構，同時提升新作業務中獲取抵質押物的的比例，以最大限度降低信用風險敞口；同時，全面強化保後管理，增加保後管理的頻率和力度；及在所有業務人員中，全面推行「擔保責任解除」後發放績效獎金的管理辦法，進一步強化全員的風險管理意識。

The Group assesses the potential recovery possibility and the amount recoverable for each receivables for default payments mainly based on the anti-collateral provided by the borrower and the possibility of disposal, and compares the present value of the possible recoverable amount with the receivables for default payments, where the difference is included in the impairment losses for the current period. In 2019, the reversal for asset impairment losses of receivables for default payments of the Group was RMB3.5 million, representing a decrease of RMB89.5 million or 104.1% as compared with RMB86.0 million of provision for impairment losses of receivables for default default payments in 2018. The decrease of asset impairment losses of receivables for default payments in 2019 was because, on the one hand, the current default payments decreased by RMB84.6 million, and, on the other hand, the Group's enhancement in clearance management after default payment, and the continuous increase in value of valuable collaterals acquired for the default payments as well as the substantial progress in clearance and collection. For defaulting clients, the Group stepped up management on collateral and disposal of non-performing assets so as to rapidly recover funds. In 2019, the Group recovered cumulative default payments of RMB129.6 million from defaulting clients (2018: RMB216.8 million), with recovery rate (recovery rate = current recovery amount/current default payments) of 106.5% (2018: 105.1%).

本集團對每一筆應收代償款潛在的回收可能性及回收金額進行評估，主要依據借款人提供的反抵押情況以及處置可能性進行，並將可能回收金額的現值與代償款金額進行比較，將差額計入當期資產減值損失。2019年，本集團針對代償款項轉回的資產減值損失為人民幣3.5百萬元，與2018年代償款項計提的資產減值損失人民幣86.0百萬元相比，減少人民幣89.5百萬元，降幅104.1%。2019年應收代償款項計提的資產減值損失金額下降一方面是因為當期代償款項金額減少人民幣84.6百萬元；另一方面主要是因為本集團加強代償後的清收管理，針對代償項目所獲取的有價值的抵質押物不斷提升以及清收工作取得實質性進展所致。對於違約客戶，本集團加強抵質押物管理和不良資產處置力度，以期快速回籠資金。2019年，本集團從違約客戶處累計回收代償金額人民幣129.6百萬元（2018年：人民幣216.8百萬元），2019年回收比率（回收比率=當期回收金額／當期代償金額）為106.5%（2018年：105.1%）。

Accordingly, the provision rate of receivables for default payments (impairment provision for receivables for default payments/original amount of receivables for default payments) as at 31 December 2019 was 38.5%, which was basically equivalent to 39.7% as at 31 December 2018. As at 31 December 2019, the original amount of the Group's receivables for default payments was RMB741.3 million (31 December 2018: RMB861.5 million), and the corresponding balance of provision for impairment losses was RMB285.5 million (31 December 2018: RMB342.0 million).

基於此，2019年12月31日應收代償款的撥備率（應收代償款減值準備／應收代償款原值）為38.5%，與2018年12月31日的撥備率39.7%相比，基本相當。截至2019年12月31日，本集團應收代償款原值為人民幣741.3百萬元（2018年12月31日：人民幣861.5百萬元），對應的資產減值準備餘額為人民幣285.5百萬元（2018年12月31日：人民幣342.0百萬元）。

With the gradual adjustment and optimization of the Group's business structure, customer structure and risk review strategies, the assets quality of credit guarantee business continued to improve. The Group's key business indicators such as default payments and default rate continued to decline, and substantial progress has been made in clearance and collection of default payments in previous years. In the meantime, in spite of continued increase in proportion of collaterals in existing guarantee business, the Group adopted prudent accounting estimates to make provisions for guarantee losses.

隨着本集團業務結構、客戶結構、風險審查策略的逐步調整優化，信用擔保業務資產質量呈持續改善態勢，其關鍵業務指標如代償金額、代償率呈持續下降態勢，以往年度為客戶代償之後的清收工作取得實質性進展。同時本集團現有擔保業務餘額中抵質押物比例持續提升，但本集團仍然採用審慎的會計估計計提擔保賠償準備金。

The provision rate of the Group's credit guarantee business is used to calculate the provision for potential losses based on the total guaranteed balance of the Group. As at 31 December 2019, the Group's balance of provisions for guarantee losses was RMB371.1 million (31 December 2018: RMB376.5 million). As at 31 December 2019, the provision rate of our credit guarantee business was 1.0%, representing a slight increase of 0.1 percentage points as compared with 0.9% as at 31 December 2018. As at 31 December 2019, the proportion of provisions for guarantee losses in terms of all types of guarantee products was basically equivalent to that as at 31 December 2018.

本集團信用擔保業務的撥備率，用以計算根據本集團總體承擔的擔保餘額，就潛在虧損所作出的儲備水平。截至2019年12月31日，本集團針對信用擔保業務計提的擔保賠償準備金餘額為人民幣371.1百萬元（2018年12月31日：人民幣376.5百萬元）。截至2019年12月31日，我們信用擔保業務的撥備率為1.0%，較2018年12月31日的0.9%小幅上升0.1個百分點。截至2019年12月31日，我們針對各類擔保產品所承擔的擔保餘額計提的擔保賠償準備金比例，與2018年12月31日相比，基本相當。

Channel construction

渠道建設

The Group continued to strengthen its cooperation channel construction with various financial institutions, and signed Strategic Cooperation Agreements with a number of banks and financial service providers to carry out more extensive cooperation in guarantee business. In 2019, the Group's continual enhancement of liquidity management and maintenance of good solvency won the recognition of many financial institutions. As at 31 December 2019, the Group has cooperated with more than 50 banks and obtained credit lines exceeding RMB40 billion for credit guarantee business. Meanwhile, it has cooperated with more than 40 non-bank financial institutions and obtained credit lines exceeding RMB30 billion for credit guarantee business.

本集團持續加強同各類金融機構的合作渠道建設，與多家銀行及金融服務公司簽署了《戰略合作協議》，開展更廣泛的擔保業務合作。2019年，本集團持續加強流動性管理並保持良好的償付能力，贏得眾多金融機構的首肯。截至2019年12月31日，本集團已與50多家銀行進行合作，獲得超過人民幣400億元的信用擔保業務授信額度；同時與40多家非銀行金融機構進行合作，獲得超過人民幣300億元的信用擔保業務授信額度。

The following table sets forth the top 10 credit granting banks for credit guarantee business:

下表載列前十位信用擔保業務授信合作銀行：

Item 序號	Cooperative banks 合作銀行	Method of credit granting 授信方式	Credit line 授信額度
1	Fumin Bank 富民銀行	Total credit 總體授信	RMB10 billion 授信人民幣100億
2	Chongqing Rural Commercial Bank 重慶農村商業銀行	Independent credit 獨立授信	RMB4 billion 授信人民幣40億
3	China Construction Bank 建設銀行	Total credit 總體授信	RMB3.6 billion 授信人民幣36億
4	Xi'an bank 西安銀行	Independent credit 獨立授信	RMB2.5 billion 授信人民幣25億
5	Bank of Tianjin 天津銀行	Total credit 總體授信	RMB2 billion 授信人民幣20億
6	Postal Savings Bank of China 郵儲銀行	Total credit 總體授信	RMB1.6 billion 授信人民幣16億
7	Bank of Jilin 吉林銀行	Total credit 總體授信	RMB1.5 billion 授信人民幣15億
8	Shenyang Rural Commercial Bank 瀋陽農村商業銀行	Independent credit 獨立授信	RMB1 billion 授信人民幣10億
9	Changshu Rural Commercial Bank 江蘇常熟農商行	Independent credit 獨立授信	RMB1 billion 授信人民幣10億
10	Dalian Rural Commercial Bank 大連農商行	Independent credit 獨立授信	RMB1 billion 授信人民幣10億

The continuous expansion of cooperation channels has enabled the guarantee business to develop steadily, which has also created favorable conditions for the increase in the size of the Group's guarantee business.

不斷拓寬的合作渠道，使得擔保業務得以穩健開展，也為本集團擔保業務規模的增加創造了有利條件。

Market coverage

The Group provided credit guarantee services through credit guarantee network comprising of credit guarantee branches established in the following regions, including Chongqing, Sichuan, Yunnan, Hubei, Shaanxi, Gansu, Heilongjiang, Jilin, Liaoning, Tianjin, Hebei, Shandong. Jiangsu, Shanghai, Anhui, Hunan, Guizhou, Guangxi, Guangdong, Fujian and Zhejiang.

市場覆蓋

本集團通過設立在下述地區的信用擔保分支機構組成的網絡向客戶提供信用擔保業務，包括重慶、四川、雲南、湖北、陝西、甘肅、黑龍江、吉林、遼寧、天津、河北、山東、江蘇、上海、安徽、湖南、貴州、廣西、廣東、福建和浙江。

Capital business

資金業務

Business expansion and products

業務拓展及產品

The following table sets forth the key performance indicators of the capital business in the partnership finance business segment of the Group as at the dates indicated:

下表載列於所示日期本集團夥伴金融業務集群分部各項資金業務的關鍵業務指標：

		As at 31 December 截至12月31日			
		2019 2019年	2018 2018年	Change 變動	
(Expressed in RMB million, unless otherwise stated) (除另有註明外，以人民幣百萬元列示)		***Amount* *金額***	*Amount* *金額*	*Amount* *金額*	*Percentage %* *百分比%*
Entrusted loans	委託貸款	**516.2**	859.2	(343.0)	(39.9)
Receivables for factoring business	應收保理款	**1,706.5**	2,399.9	(693.4)	(28.9)
Finance lease receivables	應收融資租賃款	**204.1**	302.8	(98.7)	(32.6)
Balance of capital business	**資金業務餘額**	**2,426.8**	3,561.9	(1,135.1)	(31.9)
Balance of provision for impairment loss	資產減值準備餘額	**140.2**	155.0	(14.8)	(9.5)
Provision rate[1]	撥備率[1]	**5.8%**	4.4%	1.4 ppt 百分點	–
Provision coverage rate[2]	撥備覆蓋率[2]	**189.5%**	128.4%	61.1 ppt 百分點	–
Balance of overdue capital business	已逾期資金業務餘額	**326.3**	376.4	(50.1)	(13.3)
Proportion of overdue capital business[3]	已逾期資金業務佔比[3]	**13.4%**	10.6%	2.8 ppt 百分點	–
Balance of impaired capital business	已減值資金業務餘額	**74.0**	120.7	(46.7)	(38.7)
Proportion of the balance of impaired capital business[4]	已減值資金業務餘額佔比[4]	**3.0%**	3.4%	(0.4 ppt 百分點)	–

Notes:

(1) Balance of provision for impairment losses divided by the balance of capital business.

(2) Provision for asset impairment divided by the balance of impaired capital business. Provision coverage rate represents our provision rate for potential loss of the capital business portfolio.

(3) Balance of overdue capital business divided by the balance of capital business.

Overdue capital business refers to capital business where all or part of its principal or interest is overdue for 1 day or above.

This definition applies to all capital businesses of the Group, including entrusted loans, receivables for factoring business and finance lease, and credit lending business in the micro and small loan business segment.

(4) Balance of impaired capital business divided by the balance of capital business.

For the capital businesses, the Group monitors risk exposure in loan and advance groups according to Guidelines for Risk Classification of Loans unveiled by the CBRC and applies the loan risk classification method. Loans and advances fall into five categories by risk exposure, namely, Normal, Special Attention, Substandard, Doubtful and Loss. The last three categories are considered impaired. Where one or several events provide objective evidence of impairment, the loan and advance in question are considered impaired. The provision for impairment of loans and advances is assessed in group or individually.

The Group regularly reviews the quality of individually significant financial assets. With respect to assets for which provision is made individually, the Group assesses the loss and determines the amount of provision on the balance sheet date on an item-by- item basis. The Group usually considers the value of collaterals and future cashflow.

This definition applies to all capital businesses of the Group, including entrusted loans, receivables for factoring business and finance lease, and credit lending business in the micro and small loan business segment.

註釋：

(1) 資產減值準備餘額除以資金業務餘額。

(2) 資產減值準備除以已減值資金業務餘額。撥備覆蓋率顯示我們就資金業務組合可能出現的損失的撥備水平。

(3) 已逾期資金業務餘額除以資金業務餘額。

已逾期資金業務是指全部或部份本金或利息逾期1天或以上的資金業務。

此定義適用於本集團所有資金業務，包括委託貸款、應收賬款保理、融資租賃以及小微信貸業務分部開展的信貸服務業務。

(4) 已減值資金業務餘額除以資金業務餘額。

對於資金業務，本集團參照銀監會頒佈的《貸款風險分類指引》並採用貸款風險分類方法監控貸款及墊款組合風險狀況。貸款及墊款按風險程度分為正常、關注、次級、可疑及損失五類，其中後三類被視為已減值貸款及墊款。當一項或多項事件發生證明客觀減值證據存在，並可能出現損失時，該貸款及墊款被界定為已減值貸款及墊款。已減值貸款及墊款的減值損失準備將視情況以組合或個別方式評估。

本集團對單筆金額重大的金融資產的資產質量進行定期審閱。對單項計提準備金的資產，本集團在資產負債表日逐筆評估其損失情況以確定準備金的計提金額。在評估過程中，本集團通常會考慮抵質押物價值及未來現金流的狀況。

此定義適用於本集團所有資金業務，包括委託貸款、應收賬款保理、融資租賃以及小微信貸業務分部開展的小微信貸業務。

Loan categories are defined as follows:

- ***Normal:*** *The borrower is able to fulfill the loan terms and conditions and there is no ground to doubt full and timely payment of the principal and interest.*
- ***Special attention:*** *The borrower is able to pay the principal and interest for the time being, but some factors that may affect such payment negatively are present.*
- ***Substandard:*** *The solvency of the borrower is obviously undermined. The borrower is unable to pay the principal and interest in full with his or her normal income. A loss might be incurred even if the guarantee is executed.*
- ***Doubtful:*** *The borrower fails to pay the principal and interest in full. A material loss will be incurred definitely even if the guarantee is executed.*
- ***Loss:*** *The principal and interest are unrecoverable in full or at all after all possible actions are taken or all necessary legal procedures are implemented.*

各級貸款分類的核心定義如下：

- ***正常類****：借款人可履行貸款的條款，且沒有足夠理由懷疑貸款本息不能按時足額償還。*
- ***關注類****：儘管借款人目前有能力償還貸款本息，但存在一些可能對償還產生不利影響的因素。*
- ***次級類****：借款人的還款能力出現明顯問題，完全依靠其正常收入無法足額償還貸款本息，即使執行擔保，也可能會造成一定損失。*
- ***可疑類****：借款人無法足額償還貸款本息，即使執行擔保，也肯定要造成較大損失。*
- ***損失類****：在採取所有可能措施或一切必要的法律程序之後，本息仍然無法收回，或只能收回極少部份。*

The partnership finance business segment satisfied customers' demand for funding of different maturity, cost and trading structure through entrusted loans, receivables for factoring and finance lease. In 2019, the capital business of the partnership finance business segment generated a total net interest and handling fee income amounting to RMB252.9 million, representing a decrease of RMB110.3 million or 30.4% as compared with RMB363.2 million in 2018. To cope with the complex external operating environment, the Group continuously enhanced liquidity management and maintained a high level of cash reserve. Since the implementation of the Measures for the Administration of the Asset Proportions of Financing Guarantee Companies in April 2018, one of the supporting rules for the Regulations on the Supervision and Administration of Financing Guarantee Companies implemented since 1 October 2017, the subsidiaries of the Group engaging in financing guarantee business have gradually increased the proportion of the qualified assets such as time deposits, bond-based assets and other assets with higher liquidity in their investment. While the level of liquidity increased, income from such capital decreased substantially in comparison with traditional capital businesses such as entrusted loan business. As a result of such influence, the balance of the capital of the Group used for capital business has been decreased. As at 31 December 2019, the balance of the capital business of the partnership finance business segment was RMB2,426.8 million, representing a decrease of RMB1,135.1 million or 31.9% as compared with RMB3,561.9 million as at 31 December 2018. The decline was roughly equal to the decrease in the net interest and handling fee income incurred by the capital business of the partnership finance business segment.

夥伴金融業務集群分部利用委託貸款、應收賬款保理及融資租賃的方式，以滿足客戶不同期限、不同成本、不同交易結構的資金需求。夥伴金融業務集群分部資金業務2019年產生的淨利息及手續費收入總額為人民幣252.9百萬元，與2018年淨利息及手續費收入總額人民幣363.2百萬元相比，減少人民幣110.3百萬元，降幅30.4%。為應對複雜的外部經營環境，本集團持續加強流動性管理，維持高額現金儲備水平。自2018年4月《融資擔保公司資產比例管理辦法》(系於2017年10月1日開始執行的《融資擔保公司監督管理條例》相關的配套實施細則之一)實施以來，本集團從事融資擔保業務的子公司逐步加大對符合資格的定期存款、債券類資產、以及其他流動性較高的資產的配置比例，流動性水平提高的同時，該類資金產生的收益較傳統的資金業務如委託貸款業務大幅降低。受此影響，本集團用於資金業務的資金餘額呈下滑態勢。截至2019年12月31日，夥伴金融業務集群資金業務餘額合計為人民幣2,426.8百萬元，與2018年12月31日資金業務餘額人民幣3,561.9百萬元相比，減少人民幣1,135.1百萬元，降幅31.9%。該降幅與夥伴金融業務集群分部資金業務產生的淨利息及手續費收入下降比例大致相同。

In terms of the receivables for factoring business, the Group verifies the authenticity of receivables on a case-by-case basis and implements rights determination. In the meantime, over 70% of the receivables for factoring business were secured by commercial acceptance bills held by the transferor of the receivables, which were issued by listed companies, state-owned enterprises, Central Government-led enterprises and leading enterprises with higher credibility in the industry. The Group was entrusted to collect the bills, which were the sources of repayment for the factoring financing business. As at 31 December 2019, the balance of receivables for factoring business was RMB1,706.5 million, representing a decrease of RMB693.4 million or 28.9% as compared with RMB2,399.9 million as at 31 December 2018. The average duration of this type of business was 9 months, and 99.0% of the business will be due within one year.

應收賬款保理業務，本集團逐筆核實應收賬款的真實性，並進行確權處理。同時，70%以上的應收賬款保理業務以應收賬款出讓人所持有的由信用資質較高的上市公司、國企及央企、行業龍頭企業開具的商業承兑匯票作為質押物，並委託本集團代為托收並以此作為保理融資業務的還款來源。截至2019年12月31日，應收賬款保理業務餘額為人民幣1,706.5百萬元，與2018年12月31日應收賬款保理業務餘額人民幣2,399.9百萬元相比，減少人民幣693.4百萬元，降幅28.9%。該類業務平均存續期間為9個月，99.0%的業務將於1年內到期。

The following table sets forth the distribution of capital business by industry as at the dates indicated:

下表載列於所示日期資金業務行業分佈情況：

(Expressed in RMB million, unless otherwise stated) （除另有註明外，以人民幣百萬元列示）		As at 31 December 截至12月31日			
		2019 2019年		2018 2018年	
		Amount 金額	***% of total 佔總額%***	*Amount 金額*	*% of total 佔總額%*
Construction	建築業	**1,259.1**	**52.0**	1,947.6	54.7
Manufacturing and processing	製造及加工業	**283.8**	**11.7**	387.8	10.8
Commercial services	商貿	**261.6**	**10.7**	504.5	14.2
Service industry	服務業	**253.0**	**10.4**	202.1	5.7
Household goods	綜合	**242.9**	**10.0**	430.6	12.1
Others	其他	**126.4**	**5.2**	89.3	2.5
Total	**合計**	**2,426.8**	**100.0**	3,561.9	100.0

Based on the huge market space in the construction industry, the Group designed specific products for construction and engineering construction enterprises which met certain qualifications by taking into account the operating features of the construction industry to meet their financing needs. This type of products mainly utilized commercial acceptance bills and accounts receivable held by construction enterprises as the source of future repayment. As at 31 December 2019, the total balance of the capital business invested in the construction industry by the Group was RMB1,259.1 million (31 December 2018: RMB1,947.6 million), accounting for 52.0% of the overall capital business (31 December 2018: 54.7%).

基於建築施工行業的巨大市場空間，本集團結合建築施工行業的運營特徵，為符合一定資質要求的建築、工程施工企業設計特定的產品，以滿足其融資需求。該類產品主要以建築施工企業持有的商業承兑匯票、應收賬款作為未來還款來源。截至2019年12月31日，本集團投放於建築行業的資金業務餘額為人民幣1,259.1百萬元（2018年12月31日：人民幣1,947.6百萬元），佔全部資金業務餘額的比例為52.0%（2018年12月31日：54.7%）。

The following table sets forth the exposure mix of capital business by risk exposure as at the dates indicated:

下表載列於所示日期資金業務敞口分佈情況：

		As at 31 December 截至12月31日			
		2019 2019年		2018 2018年	
(Expressed in RMB million, unless otherwise stated) （除另有註明外，以人民幣百萬元列示）		***Amount 金額***	***% of total 佔總額%***	*Amount 金額*	*% of total 佔總額%*
Less than RMB5 million	人民幣5百萬元以內	**1,124.6**	**46.3**	1,311.6	36.8
Over RMB5 million to RMB10 million	人民幣5百萬元以上至人民幣10百萬元	**350.6**	**14.4**	423.7	12.0
Over RMB10 million to RMB30 million	人民幣10百萬元以上至人民幣30百萬元	**401.6**	**16.6**	788.3	22.1
Over RMB30 million to RMB50 million	人民幣30百萬元以上至人民幣50百萬元	**234.6**	**9.7**	435.3	12.2
Over RMB50 million	人民幣50百萬元以上	**315.4**	**13.0**	603.0	16.9
Total	**合計**	**2,426.8**	**100.0**	3,561.9	100.0

Meanwhile, the Group has always adhered to the concept of "Small amount and Dispersion". As at 31 December 2019, the total balance of capital business with amount of a single business less than RMB10.0 million was RMB1,475.2 million (31 December 2018: RMB1,735.3 million), accounting for 60.7 % of the overall capital business (31 December 2018: 48.8%).

同時，本集團始終堅持「小額、分散」的風險經營理念，截至2019年12月31日，單筆資金業務額度低於人民幣10.0百萬元的資金業務餘額為人民幣1,475.2百萬元（2018年12月31日：人民幣1,735.3百萬元），佔整體資金業務餘額的比例為60.7%（2018年12月31日：48.8%）。

The following table sets forth the remaining maturity mix of capital business as at the dates indicated:

下表載列於所示日期資金業務的剩餘到期日情況：

		As at 31 December 截至12月31日			
		2019 2019年		2018 2018年	
(Expressed in RMB million, unless otherwise stated) （除另有註明外，以人民幣百萬元列示）		***Amount 金額***	***% of total 佔總額%***	*Amount 金額*	*% of total 佔總額%*
Due within three months	3個月內到期	**720.5**	**29.7**	1,461.1	41.0
Due between three months and six months	3個月至6個月到期	**534.8**	**22.1**	724.1	20.3
Due between six months and one year	6個月至1年到期	**843.3**	**34.7**	803.1	22.5
Due over one year	1年後到期	**328.2**	**13.5**	573.6	16.2
Total	合計	**2,426.8**	**100.0**	3,561.9	100.0

The Group focuses on providing short-term capital business to respond quickly to changes in market and customer. As at 31 December 2019, the total balance of the capital business due within one year was RMB2,098.6 million (31 December 2018: RMB2,988.3 million), accounting for 86.5% of the overall capital business (31 December 2018: 83.8%).

本集團專注提供短期的資金業務，以快速應對市場及客戶的變化。截至2019年12月31日，本集團資金業務將於一年以內到期的業務餘額為人民幣2,098.6百萬元（2018年12月31日：人民幣2,988.3百萬元），佔整體資金業務的比例為86.5%（2018年12月31日：83.8%）。

Risk management and assets quality

The Group satisfied customers' financing demand through the credit guarantee business and direct financing. In each case, it adhered to the principle of "unified customer access and single debtor", so as to set a universal credit standard and credit line. For details on the risk management policy of the capital business of the partnership finance business segment, please refer to the section headed "Risk management and assets quality" of the credit guarantee business.

As at 31 December 2019, the balance of overdue capital business of the partnership finance business segment was RMB326.3 million, representing a decrease of RMB50.1 million or 13.3% as compared with RMB376.4 million as at 31 December 2018.

As at 31 December 2019, the balance of impaired capital business of the partnership finance business segment was RMB74.0 million, representing a decrease of RMB46.7 million or 38.7% as compared with RMB120.7 million as at 31 December 2018.

As at 31 December 2019, the balance of provision for impairment losses of capital business in the partnership finance business segment was RMB140.2 million (31 December 2018: RMB155.0 million), with provision rate of 5.8% (31 December 2018: 4.4%).

As at 31 December 2019, the balance of overdue capital business and impaired capital business in the partnership finance business segment both decreased, mainly due to the comprehensive improvement in the assets quality of the asset capital business portfolio; In the meantime, the provision rate of the capital business showed an increasing trend, indicating continuous enhancement of potential anti-risk capability.

風險管理及資產質量

無論向客戶提供信用擔保業務還是直接提供資金，以滿足客戶的資金需求，本集團始終堅持「客戶入口統一及一個債務人原則」，以統一授信標準和授信額度。有關夥伴金融業務集群分部資金業務的風險管理政策，請參閱信用擔保業務「風險管理及資產質量」部份。

截至2019年12月31日，夥伴金融業務集群分部已逾期資金業務餘額為人民幣326.3百萬元，較2018年12月31日餘額人民幣376.4百萬元，下降人民幣50.1百萬元，降幅13.3%。

截至2019年12月31日，夥伴金融業務集群分部已減值資金業務餘額為人民幣74.0百萬元，較2018年12月31日餘額人民幣120.7百萬元，減少人民幣46.7百萬元，降幅38.7%。

截至2019年12月31日，夥伴金融業務集群分部資金業務資產減值準備餘額為人民幣140.2百萬元（2018年12月31日：人民幣155.0百萬元），資金業務撥備率為5.8%（2018年12月31日：4.4%）。

截至2019年12月31日，夥伴金融業務集群分部已逾期資金業務餘額、已減值資金業務餘額實現雙降，這得益於資金業務組合資產質量的全面提升；與此同時，資金業務撥備率呈增長趨勢，潛在的抗風險能力不斷增強。

Financial assets management

In April 2017, the Group, as the promoter, jointly established Liaoning Fu'an Financial Asset Management Co., Ltd. with three domestic companies. Fu'an Asset has a registered capital of RMB1,000.0 million, and all shareholders of Fu'an Asset had made contribution in cash in accordance with the relevant requirements under the investors' agreement. On 4 July 2017, Fu'an Asset obtained the approval of operation from the regulators, and the filing with the CBRC has been completed on 2 January 2018. As at 31 December 2019, the Group hold 60.0% equity interest of Fu'an Asset.

Pursuant to the business license obtained by Fu'an Asset, its business scope includes acquisition; entrusted operation and management of non-performing assets of financial institutions and non-financial institutions; management of, investment in and disposal of non-performing assets; debt restructuring and corporate restructuring; debt-to-equity swap business, management of, investment in and disposal of equity assets; external investment and management; financial, investment, legal, and risk management advisory and consulting business.

As a leading comprehensive and inclusive financial service group in the PRC, the Group strives to pursue new development opportunities in the financial services industry through equity investment and integration of platform resources, so as to provide comprehensive financial services to micro, small and medium-sized enterprises and fulfill their diversified financing and business needs.

金融資產管理

於2017年4月，本集團作為發起人，與境內其他三家公司合資設立遼寧富安金融資產管理有限公司。富安資產的註冊資本為人民幣1,000.0百萬元，各股東已按照出資人協議的相關要求，完成貨幣資金出資。富安資產已於2017年7月4日獲得監管機構批覆，獲准開業，並於2018年1月2日完成在中國銀監會備案。截至2019年12月31日，本集團持有富安資產60.0%的權益。

根據富安資產所獲取的營業執照，其業務範圍包括收購、受託經營金融機構和非金融機構不良資產，對不良資產進行管理、投資和處置；債務重組及企業重組；債權轉股權，對股權資產進行管理、投資和處置對外投資及管理；財務、投資、法律及風險管理諮詢和顧問業務。

本集團作為中國領先的綜合性普惠金融服務集團，一直致力於通過股權投資和平台資源整合，把握金融服務業之發展新機遇，為中小微企業提供全面的金融服務以滿足其多樣化的融資及業務需求。

In order to regulate the batch transfer, acquisition and disposal business of non-performing assets of financial enterprises, and effectively prevent and eliminate financial risks, according to the Administrative Measures on the Batch Transfer of Nonperforming Assets of Financial Enterprises, Notice on Relevant Issues Concerning Conditions for Qualification Licensing of Local Asset Management Companies to Carry out the Batch Purchase and Disposal of Non-performing Assets of Financial Enterprises, and the Letter of the General Office of CBRC in relation to the Appropriate Adjustment of Relevant Policies on Local Asset Management Company, provincial people's governments may establish an additional local asset management company, the disposal of the non-performing assets is permitted by way of debt restructuring, external transfer, etc., and the transferee of the external transfer is free from regional restrictions. These provide market opportunities for social capital, especially private capital to participate in mitigating and stimulating the non-performing assets of local financial institutions.

為規範金融企業不良資產批量轉讓、收購和處置業務，切實防範和化解金融風險，根據《金融企業不良資產批量轉讓管理辦法》、《關於地方資產管理公司開展金融企業不良資產批量收購處置業務資質認可條件等有關問題的通知》及《中國銀監會辦公廳關於適當調整地方資產管理公司有關政策的函》，各省級人民政府允許增設一家地方資產管理公司，允許以債務重組、對外轉讓等方式處置不良資產，對外轉讓的受讓主體不受地域限制。這為社會資本特別是民營資本參與地方金融機構不良資產的化解盤活，提供了市場機會。

The establishment of Fu'an Asset is an important part of the overall strategic layout of building an inclusive finance ecosystem of the Group, which will enrich and extend its layout of the integrated finance ecosystem. As an integral part of the partnership finance business segment, Fu'an Asset will leverage the existing business team and institutional layout in actively seizing opportunities in the development of asset management market in the "New Normal" economic environment of the PRC. Coordinating existing financial business resources, it will provide total factors and integrated financial services to micro, small and medium-sized enterprises on full life-cycle and further enhance the integrated business strength of the Company.

富安資產是本集團構建普惠金融生態圈整體戰略佈局的重要組成部份，將進一步豐富和延伸本集團綜合金融生態佈局。富安資產作為夥伴金融業務集群分部的重要組成部份，將依托現有業務團隊及機構佈局，積極把握中國經濟新常態下金融資產管理市場發展機遇，協同現有金融業務資源為中小微企業全生命周期提供全要素綜合金融服務，進一步提升本公司的綜合經營實力。

MICRO AND SMALL LOAN BUSINESS SEGMENT

Micro and small loan business segment consists of nine small loan companies in Chongqing, Chengdu, Tianjin, Shenyang, Nanning, Guiyang, Nanjing, Harbin and Shenzhen, as well as institutions with functions such as information consulting, asset management and credit services. Adhering to the concept of "open, cooperation and sharing" and featured by "Seeing large picture, sincerity, goodness and beauty through micro business", the micro and small loan business segment focused on offering "small-amount and dispersive" integrated financial services to various micro and small enterprises, individual business proprietors and individuals (hereinafter collectively referred to as "**small and micro customers**"). Among them, small loan companies in Chongqing, Sichuan, Shenyang, Harbin and Shenzhen have obtained the qualification for "lending loan on the Internet". As a result, the Group is able to provide lending services based on the Internet, which facilitated the further expansion of the Group's micro and small loan business.

In light of the operating characteristics of small and micro customers, the micro and small loan business segment focused on small and micro industrial markets that are "in line with national industrial planning, related to national economy and the people's livelihood, and of development potential"; adhered to the credit policy "with industry as the chain, credit as the core, and intelligent risk control as the basis"; established a centralized operating system with "refined control", a "modular, digital and mobile" technology supporting system, and a small and micro business product system combining "general product + customized product", thus creating a financial culture with characteristics of the small and micro business capitalizing on "Industry Chain Brand Promotion Plan", and providing customers with special services.

Capitalizing on its nationwide operating network, the micro and small loan business segment explored high-quality industrial chains by Internet method, and cooperated with core enterprises in the industrial chain to expand the breadth and depth of small and micro customer services through resource sharing, business linkage, and integration of industry and finance.

小微信貸業務分部

小微信貸業務分部由註冊於重慶、成都、天津、瀋陽、南寧、貴陽、南京、哈爾濱及深圳的九家小額貸款公司以及具備信息諮詢、資產管理、信用服務等功能的機構組成。小微信貸業務分部堅持以「開放、合作、共享」為理念，突出「微中見大、微中見真、微中見善、微中見美」的特色，專注於為廣大小微企業、個體工商戶及個人（以下合稱「**小微客戶**」）提供「小額、分散」的綜合性金融服務解決方案。其中，位於重慶、四川、瀋陽、哈爾濱、深圳的小額貸款公司已經獲得「互聯網放貸」的資格，能夠基於互聯網開展信貸業務，更有利於本集團小微信貸業務的進一步發展。

小微信貸業務分部針對小微客戶經營特點，聚焦於「符合國家產業規劃、與國計民生相關的、具備發展潛力」的小微產業特色客群；堅持「以產業為鏈條、以信用為核心、以智能風控為依托」的信貸策略；建立了「精益管控」的集中運營體系、「模塊化、數據化、移動化」的科技支持體系、「通用產品+定制化產品」相結合的小微業務產品體系，借助「產業鏈品牌推進計劃」構建小微特色的金融文化，為客戶提供特色服務。

小微信貸業務分部利用遍佈全國的經營網絡，借助互聯網方式挖掘優質產業鏈，並與鏈條中的核心企業進行合作，通過資源共享、業務聯動、產融結合的方式，擴大服務小微客戶的廣度與深度。

On this basis, the micro and small loan business segment has gradually developed "credit lending business based on self-loan" and "credit consulting business based on market development and credit assessment", by virtue of its years of experience in serving small and micro clients, and its own capabilities and strengths as well as combining relevant regulatory policies and industry characteristics. These two business models have formed a variety of service portfolios around the small and micro customer market, and rationalized and adjusted business structure through business portfolios with "different risk levels and different profit levels", thus improving service capabilities for small and micro customers.

在此基礎上，小微信貸業務分部借助多年服務小微客戶的經驗，根據自身能力和優勢，並結合相關的監管政策和行業特點，逐步發展出「以自營貸款為主的信貸服務」和「以市場開發及信用評估為主的信用服務」兩大業務模式。兩大業務模式形成了圍繞小微客戶市場的多種服務組合，通過「不同風險程度、不同收益程度」的業務組合，實現業務結構的合理化調整，並提升了對小微客戶的服務能力。

Credit Lending Business:

信貸服務：

It mainly refers to small loan companies with granting qualification fully lead loans to small and micro customers with its own working capital (including registered capital and external financing funds), while the Group is entitled to and assumes the responsibility for customer marketing, due diligence, risk review and post-loan management, as well as related income and risks.

主要指具有放款資格的小額貸款公司完全主導並以自有運營資金（包括註冊資本金及外部融入資金）向小微客戶發放貸款，其客戶營銷、盡職調查、風險審查、貸後管理等工作以及與此相關的收入和風險都由本集團自行享有和承擔。

Credit Consulting Business:

信用服務：

It mainly refers to the Group provides credit consulting business to financial institutions such as external partner banks and trusts leveraging its accumulated experience, capabilities and strengths in micro and small loan services, including assistance in obtaining clients, standardized risk assessment services and post-loan management services, while external partner financial institutions conduct independent evaluation on small and micro customers based on their own understanding of small and micro customers and risk tolerance, and make independent decision to accept/decline capital services.

主要指利用本集團在小微金融服務領域積累的經驗、能力和優勢，為外部合作銀行、信託等金融機構提供信用類服務，包括協助獲取客戶、協助標準化風險評估服務、貸後協助管理服務等；外部合作金融機構在此基礎上，結合自身對小微客戶的理解和風險承受能力，對小微客戶開展獨立評估，並自行作出提供或拒絕資金服務的決定。

In the course of cooperation with various financial institutions, the two sides share information, exchange resources, and give full play to their resource and technological advantages, with a view to jointly provide credit lending business to small and micro customers. The Group's strengths lie in the risk awareness and service experience on such customer groups accumulated for many years in the small and micro customer sector, as well as special risk control capacities, nationwide network and team, and sound credit service output capability.

在與各類金融機構開展合作的過程中，雙方共享信息、互換資源，充分發揮雙方的資源優勢、技術優勢，共同為小微客戶提供信貸類服務。本集團的優勢在於，多年來持續在小微客戶領域所積累的對該類客戶群體的風險認識和服務經驗、所建立的特色風控能力、全國性網絡與團隊以及良好的信用服務輸出能力。

As at 31 December 2019, the asset under management of the Group's small and micro credit business segment is as follows:

截至2019年12月31日，本集團小微信貸業務分部項下管理的資產規模信息如下：

(Expressed in RMB million, unless otherwise stated) （除另有註明外，以人民幣百萬元列示）				As at 31 December 截至12月31日			
				2019 2019年		2018 2018年	
				Amount 金額	***% of total 佔總額%***	*Amount 金額*	*% of total 佔總額%*
Micro and small finance	Credit lending business	小微金融	信貸服務	**649.5**	**23.5**	919.4	43.5
	Credit consulting business		信用服務	**2,118.0**	**76.5**	1,193.5	56.5
	Subtotal		小計	**2,767.5**	**100.0**	2,112.9	100.0
Standard finance	Credit lending business	標準金融	信貸服務	**2,921.5**	**70.8**	3,501.0	77.1
	Credit consulting business		信用服務	**1,202.7**	**29.2**	1,038.7	22.9
	Subtotal		小計	**4,124.2**	**100.0**	4,539.7	100.0
Platform finance	Credit lending business	平台金融	信貸服務	**129.7**	**13.9**	290.8	41.7
	Credit consulting business		信用服務	**806.4**	**86.1**	406.2	58.3
	Subtotal		小計	**936.1**	**100.0**	697.0	100.0
Loan balance	Credit lending business	貸款餘額	信貸服務	**3,700.7**	**47.3**	4,711.2	64.1
	Credit consulting business		信用服務	**4,127.1**	**52.7**	2,638.4	35.9
	Total		**合計**	**7,827.8**	**100.0**	7,349.6	100.0

As at 31 December 2019, the balance of assets under management of the micro and small loan business segment was RMB7,827.8 million, representing an increase of RMB478.2 million or 6.5% as compared with RMB7,349.6 million as at 31 December 2018. The increase was mainly due to the growth caused by credit consulting business.

截至2019年12月31日，小微信貸業務分部管理的資產規模餘額為人民幣7,827.8百萬元，與2018年12月31日管理的資產規模人民幣7,349.6百萬元相比，增加人民幣478.2百萬元，增幅6.5%。其增長主要來源於信用服務業務引起的增長。

As at 31 December 2019, the balance of assets under management of credit lending business in the micro and small loan business segment was RMB3,700.7 million, representing a decrease of RMB1,010.5 million or 21.4% as compared with RMB4,711.2 million as at 31 December 2018. The credit lending business was funded by the Group's working capital, including registered capital and external debt financing. As there was no seamless match between new debt capital and debt capital soon falling due, the small and micro credit business segment of the Group accumulated funds with business returns and gradually repaid external financing, which reduced the capital available for business granting, resulting in a decline in the loan balance of credit lending business.

截至2019年12月31日，小微信貸業務分部信貸服務管理的資產規模為人民幣3,700.7百萬元，與2018年12月31日管理的資產規模人民幣4,711.2百萬元相比，減少人民幣1,010.5百萬元，降幅21.4%。信貸服務的資金來源於本集團的運營資金，包括註冊資本金及外部債務融資。由於新增外部債務資金和即將到期債務資金之間無法完全做到無縫銜接，小微信貸業務分部利用業務回款沉澱資金，並逐步償還外部融資，使得可用於業務投放的資金減少，致使信貸服務的貸款餘額下降。

At the same time, leveraging the Group's accumulated experience, capabilities and strengths in micro and small loan services, the micro and small loan business segment provided credit consulting business to financial institutions such as external partner banks and trusts, including assistance in obtaining clients, standardized risk assessment services and post-loan management service, and charged certain service fee based on services provided. As at 31 December 2019, the balance of the assets under management of credit consulting business was RMB4,127.1 million, representing an increase of RMB1,488.7 million or 56.4% as compared with RMB2,638.4 million as at 31 December 2018.

與此同時，小微信貸業務分部利用本集團在小微金融服務領域積累的經驗、能力和優勢，為外部合作銀行、信託等金融機構提供信用類服務，包括協助獲取客戶、協助標準化風險評估服務、貸後協助管理服務等，並依據提供服務的內容收取一定的服務費。截至2019年12月31日，信用服務管理餘額為人民幣4,127.1百萬元，與2018年12月31日管理的資產規模人民幣2,638.4百萬元相比，增加人民幣1,488.7百萬元，增幅56.4%。

The following table sets forth the key performance indicators of the Group's micro and small loan business segment for the years indicated:

下表載列截至所示年度本集團小微信貸業務分部的關鍵業績指標：

(Expressed in RMB million, unless otherwise stated) （除另有註明外，以人民幣百萬元列示）		For the year ended 31 December 截至12月31日止年度			
		2019 2019年	2018 2018年	Change 變動	
		Amount 金額	*Amount 金額*	*Amount 金額*	*Percentage % 百分比%*
Net interest and handling fee income	淨利息及手續費收入	**496.3**	572.4	(76.1)	(13.3)
– Credit lending business	– 信貸服務	**372.1**	532.1	(160.0)	(30.1)
– Credit consulting business	– 信用服務	**124.2**	40.3	83.9	208.2
Other revenue	其他收入	**6.8**	12.3	(5.5)	(44.7)
Impairment losses	資產減值損失	**(104.7)**	(125.6)	(20.9)	(16.6)
Operating expenses	營運支出	**(179.2)**	(217.4)	(38.2)	(17.6)
Profit before taxation	税前利潤	**219.2**	241.7	(22.5)	(9.3)

In 2019, profit before taxation of the micro and small loan business segment was RMB219.2 million, representing a decrease of RMB22.5 million or 9.3% as compared with RMB241.7 million in 2018. The decrease was mainly attributable to the decrease of RMB160.0 million in net interest and handling fee income caused by the diminished assets of credit lending business in 2019, as well as the increase of RMB83.9 million in net interest and handling fee income generated from credit consulting business caused by the increased assets of credit consulting business. Among them:

2019年，小微信貸業務分部實現税前利潤人民幣219.2百萬元，與2018年該分部税前利潤人民幣241.7百萬元相比，減少人民幣22.5百萬元，降幅9.3%，由信貸服務資產規模下降引起2019年淨利息及手續費收入減少人民幣160.0百萬元以及信用服務資產規模上升引起信用服務相關的淨利息及手續費收入增加人民幣83.9百萬元共同影響所致。其中：

- **In 2019, the micro and small loan business segment continued to promote the credit consulting business model "based on market development and credit assessment", and its income became the main profit growth point of the segment.**

In 2019, the net interest and handling fee income from the micro and small loan business segment was RMB496.3 million, representing a decrease of RMB76.1 million or 13.3% as compared with RMB572.4 million in 2018. The decrease was mainly due to the decrease in net interest and handling fee income from credit lending business.

In 2019, the net interest and handling fee income from credit lending business was RMB372.1 million, representing a decrease of RMB160.0 million or 30.1% as compared with RMB532.1 million in 2018. In 2019, as there was no seamless match between new external debt capital and debt capital soon falling due, the small and micro credit business segment of the Group accumulated funds with business returns and gradually repaid external financing, which reduced the capital available for business granting, resulting in a decline in the average monthly loan balance of credit lending business. In 2019, the monthly average loan balance of credit lending business in micro and small loan business segment was RMB3,707.7 million, representing a decrease of RMB1,562.1 million or 29.6% as compared with RMB5,269.8 million in 2018.

- **小微信貸業務分部2019年不斷推進「以市場開發及信用評估為主」的信用服務模式，信用服務產生的收入成為該分部主要的利潤增長點。**

2019年，小微信貸業務分部實現淨利息及手續費收入人民幣496.3百萬元，與2018年實現的淨利息及手續費收入人民幣572.4百萬元相比，減少人民幣76.1百萬元，降幅13.3%。這主要源於信貸服務產生的淨利息及手續費收入的下降。

2019年，信貸服務實現淨利息及手續費收入人民幣372.1百萬元，與2018年實現的淨利息及手續費收入人民幣532.1百萬元相比，減少人民幣160.0百萬元，降幅30.1%。2019年，由於新增外部債務資金和即將到期債務資金之間無法完全做到無縫銜接，本集團小微信貸業務分部便利用業務回款沉澱資金，並逐步償還外部融資，使得可用於業務投放的資金減少，致使信貸服務的貸款月均餘額逐步下降。2019年小微信貸業務分部信貸服務的貸款月均餘額為人民幣3,707.7百萬元，與2018年貸款月均餘額人民幣5,269.8百萬元相比，減少人民幣1,562.1百萬元，降幅29.6%。

In 2019, the average interest and commission rate of credit lending business was 14.8%, a decrease of 0.5 percentage points from 15.3% in 2018. The interest and commission rate of the Group's credit lending business depend on several factors, including the credit rating of borrower, whether the loan is secured, quality of collateral, and maturity term of the loan. In 2019, the Group recorded growth in the business balance of "Jiaye Loan". As "Jiaye Loan" products have the real estate collateral with relatively low risk exposure, the interest and commission rate are lower than those of micro and small finance loans. As at 31 December 2019, the business balance of "Jiaye Loan" accounted for 76.2% of the asset balance of credit lending business, an increase of 13.0 percentage points from 63.2% as at 31 December 2018.

2019年，信貸服務的平均利息及手續費率為14.8%，較2018年平均利息及手續費率15.3%，下降0.5個百分點。本集團就信貸服務收取的利息及手續費率取決於多項因素，包括借款人的信用等級、貸款是否有抵押、抵押品的質量及貸款的期限等。2019年本集團「佳業貸」業務餘額增加，此類產品的違約風險相對較低且有房產作為抵押，因而利息及手續費率相比小微金融業務較低。2019年12月31日信貸服務中「佳業貸」業務餘額佔信貸服務資產總餘額的比例為76.2%，較2018年12月31日的63.2%，增加13.0個百分點。

The following table sets forth the average interest and handling fee rate of the credit lending business for the years indicated:

下表載列截至所示年度信貸服務的平均利息及手續費率：

		For the year ended 31 December 截至12月31日止年度			
		2019 2019年	2018 2018年	Change 變動	
(Expressed in RMB million, unless otherwise stated) （除另有註明外，以人民幣百萬元列示）		***Amount* *金額***	*Amount* *金額*	*Amount* *金額*	*Percentage %* *百分比%*
Interest and handling fee income	利息及手續費收入	**549.8**	806.6	(256.8)	(31.8)
Monthly average outstanding balance	貸款月均餘額	**3,707.7**	5,269.8	(1,562.1)	(29.6)
Average interest and handling fee rate	平均利息及手續費率	**14.8%**	15.3%	(0.5 ppt 百分點)	–

In 2019, leveraging the Group's accumulated experience, capabilities and strengths in micro and small loan services, the micro and small loan business segment provided credit consulting business to financial institutions such as external partner banks and trusts, including assistance in obtaining clients, standardized risk assessment services and post-loan management service, and charged certain service fee based on services provided. In 2019, the net interest and handling fee income from credit consulting business was RMB124.2 million, representing an increase of RMB83.9 million or 208.2% as compared with RMB40.3 million in 2018, which was mainly due to the increased assets of credit consulting business. In 2019, the monthly average loan balance of credit consulting business in micro and small loan business segment was RMB2,938.9 million, representing an increase of RMB2,159.3 million or 277.0% as compared with RMB779.6 million in 2018.

2019年，小微信貸業務分部利用本集團在小微金融服務領域積累的經驗、能力和優勢，為外部合作銀行、信託等金融機構提供信用類服務，包括協助獲取客戶、協助標準化風險評估服務、貸後協助管理服務等，並依據提供服務的內容收取一定的服務費。2019年，信用服務實現淨利息及手續費收入人民幣124.2百萬元，與2018年實現的淨利息及手續費收入人民幣40.3百萬元相比，增加人民幣83.9百萬元，增幅208.2%。這主要源於信用服務管理資產規模的增加。2019年小微信貸業務分部信用服務的貸款月均餘額為人民幣2,938.9百萬元，與2018年貸款月均餘額人民幣779.6百萬元相比，增加人民幣2,159.3百萬元，增幅277.0%。

Currently, our cooperative external financial institutions are mainly commercial banks and trust companies. In the future, we will continue to explore credit demand of small and micro customers while focusing on increasing the quantity of cooperative financial institutions, thus meeting credit demand of small and micro customers as much as possible. We will further enhance credit service capabilities, including precise product design, standardized service process, intelligent risk identification and post-loan management, and technological operating means.

目前合作的外部金融機構主要是商業銀行、信託公司等。未來，我們將在持續開發小微客戶信貸需求的同時，重點增加合作金融機構的數量，確保小微客戶的信貸需求得到盡可能滿足；我們將進一步提升信用服務能力，包括產品設計的精准化、服務流程的標準化、風險識別及貸後管理的智能化，以及運營手段的科技化等。

- **In 2019, the impairment loss of micro and small loan business segment was RMB104.7 million, representing a decrease of RMB20.9 million or 16.6% as compared with RMB125.6 million in 2018. As the assets quality improved continuously, and the balance and proportion of overdue loan business both decreased while the provision rate increased, indicating a further enhancement of anti-risk capability.**

  In previous years, the credit lending business in micro and small loan business segment was dominated by "pure credit". Since 2015, following four years of exploration, the micro and small loan business segment has developed three major business directions, namely "micro and small finance, standard finance, platform finance", and core products including "Kuaixiao Loan, Jiaye Loan, Jinshui Loan and Jiqun Loan". In particular, the "Jiaye Loan" product of which the collateral is the commercial properties held by the borrowers increased the proportion of "pledged housing" in the asset portfolio, thereby enhancing assets quality. As at 31 December 2019, the business balance of "Jiaye Loan" accounted for 76.2% of the asset balance of credit lending business, an increase of 13.0 percentage points from 63.2% as at 31 December 2018.

  In 2019, the Group continued to adopt prudent accounting estimates. Coupled with the overdue and impairment characteristics of products, the provision for impairment losses was RMB104.7 million (2018: RMB125.6 million), causing an increase of the provision rate from 4.8% as at 31 December 2018 to 5.2% as at 31 December 2019.

- **2019年，小微信貸業務分部共計提資產減值損失人民幣104.7百萬元，較2018年該分部資產減值損失金額人民幣125.6百萬元，減少人民幣20.9百萬元，降幅16.6%。資產質量持續改善，逾期貸款餘額及比例呈雙降態勢，而撥備率呈上升態勢，抗風險能力進一步增強。**

  以往年度，小微信貸業務分部的信貸服務以「純信用」為主；自2015年開始，經過近四年的探索，小微信貸業務分部逐步形成「小微金融、標準金融、平台金融」三大業務方向，並形成「快消貸、佳業貸、金稅貸、集群貸」等幾大核心產品，尤其是以借款人持有的商業住房作為抵押物的「佳業貸」產品，使得資產組合中「以房屋作為抵質押物」的貸款比例不斷增加，有效提升貸款組合的資產質量。截至2019年12月31日，「佳業貸」業務餘額佔信貸服務資產餘額的比例為76.2%，較2018年12月31日業務比例佔比63.2%，增加13.0個百分點。

  2019年，本集團仍然採用審慎的會計估計，結合產品逾期及減值特徵，計提資產減值損失人民幣104.7百萬元（2018年：人民幣125.6百萬元），使得撥備率從2018年12月31日的4.8%上升至2019年12月31日的5.2%。

In 2019, the Group has written-off the total of RMB148.6 million loans that made full provision for impairment losses, resulting in decline in the balance of impaired loans. The balance of impaired loans in the micro and small loan business segment was RMB78.9 million as at 31 December 2019, representing a decrease of RMB15.7 million or 16.6% as compared with RMB94.6 million as at 31 December 2018. As the asset balance of credit lending business declined from RMB4,711.2 million as at 31 December 2018 to RMB3,700.7 million as at 31 December 2019, the proportion of impaired loans to asset balance of credit lending business slightly increased from 2.0% as at 31 December 2018 to 2.1% as at 31 December 2019.

2019年，本集團共計核銷已全額提取減值準備的貸款人民幣148.6百萬元，使得已減值貸款餘額下降。小微信貸業務分部已減值貸款餘額從2018年12月31日的人民幣94.6百萬元下降至2019年12月31日的人民幣78.9百萬元，減少人民幣15.7百萬元，降幅16.6%；但由於信貸服務的資產餘額由2018年12月31日的人民幣4,711.2百萬元下降至2019年12月31日的人民幣3,700.7百萬元，已減值貸款佔信貸服務資產餘額的比例從2018年12月31日的2.0%小幅上升至2019年12月31日的2.1%。

- **The micro and small loan business segment effectively enhanced large-scale operating capabilities with "Fintech", and its total operating costs decreased as compared with the previous year.**

- **小微信貸業務分部以「金融科技」為手段，有效提升規模化運營能力，其運營成本總額較上年下降。**

Information technology is a key driver of our innovation. After years of continuous investment in information and financial technology, the micro and small loan business segment has effectively promoted the full application of financial technology and big data, and provided intelligent marketing, customer service and risk management for small and micro customers through mobile and intelligent service means. Currently, all the businesses of the micro and small loan business segment have realized online automated circulation, effectively improving user experience and scale service capability. In 2019, the micro and small loan business segment incurred a total of RMB179.2 million operating expenses, representing a decrease of RMB38.2 million or 17.6% as compared with RMB217.4 million in 2018.

信息技術是我們創新的關鍵驅動力。小微信貸業務分部經過多年持續對信息技術、金融科技的投入，有效促進金融科技與大數據的充分應用，通過移動化和智能化的服務手段，對小微客戶進行智能營銷、智能客服、智能風險管理等；目前，小微信貸業務分部所有業務已全面實現在線自動化流轉，在有效提升用戶體驗的同時，也有效提升規模化服務能力。2019年，小微信貸業務分部產生的營運支出為人民幣179.2百萬元，與2018年度該分部營運支出人民幣217.4百萬元相比，降低人民幣38.2百萬元，降幅17.6%。

Micro and small loan business segment – credit lending business – business model:

The following table sets forth the loan balance distribution of credit lending business by geographic region (by the lending institutions, rather than the location of customers) as at the dates indicated:

小微信貸業務分部 – 信貸服務 – 業務模式：

下表載列截至所示日期按地區（按照放款機構主體劃分，非客戶所在地劃分）劃分的信貸服務貸款餘額分佈：

		As at 31 December 截至12月31日			
		2019 2019年		2018 2018年	
(Expressed in RMB million, unless otherwise stated) (除另有註明外，以人民幣百萬元列示)		***Amount 金額***	***% of total 佔總額%***	*Amount 金額*	*% of total 佔總額%*
Chongqing	重慶	**1,675.1**	**45.2**	1,589.7	33.8
Chengdu	成都	**809.3**	**21.9**	784.6	16.7
Shenzhen	深圳	**373.6**	**10.1**	556.1	11.8
Shenyang	瀋陽	**243.2**	**6.6**	501.1	10.6
Harbin	哈爾濱	**203.7**	**5.5**	513.1	10.9
Tianjin	天津	**158.3**	**4.3**	293.8	6.2
Nanning	南寧	**114.5**	**3.1**	220.2	4.7
Guiyang	貴陽	**100.8**	**2.7**	171.8	3.6
Nanjing	南京	**22.2**	**0.6**	80.8	1.7
Total	**合計**	**3,700.7**	**100.0**	4,711.2	100.0

As the small loan companies in Chongqing, Chengdu, Shenzhen, Shenyang and Harbin have obtained the qualification of "lending loan on the Internet", the credit lending business in these areas were in larger size.

位於重慶、成都、深圳、瀋陽、哈爾濱的小額貸款公司已經獲得「互聯網放貸」的資格，因此以上地區的信貸服務規模佔比較高。

The following table sets forth the distribution of guarantees in credit lending business as at the dates indicated:

下表載列截至所示日期信貸服務保證方式分佈情況：

(Expressed in RMB million, unless otherwise stated) （除另有註明外，以人民幣百萬元列示）		As at 31 December 截至12月31日 2019 2019年 ***Amount 金額***	***% of total 佔總額%***	2018 2018年 *Amount 金額*	*% of total 佔總額%*
Credit loans	信用貸款	**283.6**	**7.7**	829.4	17.6
Guaranteed loans	保證貸款	**593.2**	**16.0**	844.0	17.9
– Guaranteed by intra-group guarantors	－由集團內公司間的擔保人擔保	**320.7**	**8.7**	596.6	12.6
– Guaranteed by independent third parties	－由獨立第三方擔保人擔保	**272.5**	**7.3**	247.4	5.3
Secured loans	有抵押貸款	**2,823.9**	**76.3**	3,037.8	64.5
Total	**合計**	**3,700.7**	**100.0**	4,711.2	100.0

In order to effectively improve the quality of the asset portfolio of credit lending business, the granting amount of loans in 2019 continued to be tilted towards "Jiaye Loan" product "with housing as collaterals". As at 31 December 2019, the balance of "Jiaye Loan" was RMB2,819.1 million (31 December 2018: RMB2,977.6 million), accounting for 76.2% of the total balance of credit lending business (31 December 2018: 63.2%). The continued growth of business proportion of "Jiaye Loan" increased the proportion of secured loans from 64.5% as at 31 December 2018 to 76.3% as at 31 December 2019, which further improved the quality of assets portfolio of credit lending business.

為有效提升信貸服務的資產組合質量，2019年放款額中持續向「以房屋作為抵質押物」的「佳業貸」產品傾斜。截至2019年12月31日，「佳業貸」產品的業務餘額為人民幣2,819.1百萬元（2018年12月31日：人民幣2,977.6百萬元），「佳業貸」業務餘額佔信貸服務貸款餘額比例為76.2%（2018年12月31日：63.2%）。「佳業貸」業務佔比的不斷提升，使得信貸服務中有抵押貸款佔比由2018年12月31日的64.5%上升至2019年12月31日的76.3%，信貸服務資產組合的資產質量進一步提高。

Since 2015, following four years of exploration, the micro and small loan business segment has developed three major business directions, namely "micro and small finance, standard finance, platform finance", and core products including "Kuaixiao Loan, Jiaye Loan, Jinshui Loan and Jiqun Loan". Its product characteristics and related information are as follows:

自2015年開始，經過近四年的探索，小微信貸業務分部逐步形成「小微金融、標準金融、平台金融」三大業務方向，並形成「快消貸、佳業貸、金稅貸、集群貸」等幾大核心產品，以下就其產品特徵及相關信息進行分別闡述：

Micro and small loan business segment – Credit lending business – Micro and small finance

Micro and small finance is a traditional segment under credit lending business, with a focus on the industry chain of livelihood data and the origin market, and provides online and offline integrated intelligent financial services for small and micro economies and their upstream and downstream business around core customers. In line with "partner finance" strategy and taking various high-quality and stable industrial chains as the main market, the micro and small finance vigorously developed small and medium core enterprises of various industrial chains as partners through the model of "resource sharing and benefit sharing", providing member companies on the industry chain and platform, such as small and medium enterprises and individual business proprietors, with integrated financial service solutions. Currently, the Group cooperates mainly with core enterprises in the industry chain, logistics warehouse enterprises and trading platforms. Through participating in and sharing information on "cargo flow, capital flow and information flow" in the industry chain comprising the "suppliers-core enterprises-distributors-end stores", it manages loan granting and controls relevant risks.

Micro and small finance is characterized by flexible credit lines and maturity generally between 6 and 18 months. As at 31 December 2019, micro and small finance loans balance of credit lending business was RMB649.5 million, representing a decrease of RMB269.9 million or 29.4% as compared with RMB919.4 million as at 31 December 2018. As at 31 December 2019, there were approximately 1,600 active micro and small financial loan clients (31 December 2018: approximately 2,700), and the average balance per transaction was RMB410,300 (31 December 2018: RMB340,500).

小微信貸業務分部－信貸服務－小微金融

小微金融為信貸服務的傳統業務，其聚焦於生活數據產業鏈和原產地集貿市場，圍繞核心客戶，為小微經濟體及其上下游提供在線、線下的綜合智能金融服務。小微金融主要通過「夥伴金融」戰略，以各類優質穩定的產業鏈為主要市場，以「資源共享、利益共享」的模式大力開發各類產業鏈的中小型核心企業為合作夥伴，為產業鏈及平台上的會員企業如中小微企業、個體工商戶提供綜合性的金融服務解決方案。目前，以產業鏈上的核心企業、物流倉儲企業、交易平台為主要合作對像，通過參與、分享「供貨商－核心企業－經銷商－終端門店」產業鏈條上的「貨物流轉、資金流轉、信息流轉」信息，實現貸款的投放和風險管理。

小微金融貸款額度靈活，期限一般在6-18個月之間。截至2019年12月31日，信貸服務中小微金融貸款餘額為人民幣649.5百萬元，較2018年12月31日貸款餘額人民幣919.4百萬元，減少人民幣269.9百萬元，降幅29.4%。截至2019年12月31日，小微金融貸款在貸客戶數量約為1,600戶（2018年12月31日：約2,700戶），單筆貸款平均餘額為人民幣410.3千元（2018年12月31日：人民幣340.5千元）。

The table below presents the industry mix of micro and small finance in credit lending business as at the dates indicated:

下表呈列，截至所示日期信貸服務中小微金融業務行業分佈情況：

(Expressed in RMB million, unless otherwise stated) （除另有註明外，以人民幣百萬元列示）		As at 31 December 截至12月31日 2019 2019年 *Amount 金額*	*% of total 佔總額%*	2018 2018年 *Amount 金額*	*% of total 佔總額%*
Individual business proprietors	個體工商戶	**396.1**	**61.0**	620.4	67.5
Small and micro enterprises	小微企業	**253.4**	**39.0**	299.0	32.5
– Wholesale and retail	– 批發及零售	**128.3**	**19.8**	134.5	14.6
– Household goods	– 綜合	**86.6**	**13.3**	86.5	9.4
– Manufacturing and processing	– 製造及加工業	**27.3**	**4.2**	49.3	5.3
– Construction	– 建築業	**8.0**	**1.2**	18.9	2.1
– Others	– 其他	**3.2**	**0.5**	9.8	1.1
Total	**合計**	**649.5**	**100.0**	919.4	100.0

Regarding the industry mix of micro and small loans, the Group stays true to the tenet of serving the people and the real economy and seeks to satisfy the funding needs of SMEs and individual clients. Aiming at diversification, transformation and upgrade, the Group actively readapted its business strategies, upgraded the microfinance business line, boosted standard finance and platform finance, formed a standardized, centralized and diversified business model, enlarged its client base and provided comprehensive financial services to micro and small enterprises and individual clients in 2019. As at 31 December 2019, the balance of individual business proprietors accounted for 61.0% of the micro and small finance customers of credit lending business (31 December 2018: 67.5%). At the same time, SME loans balance of credit lending business accounted for 39.0% (31 December 2018: 32.5%), among them, wholesale and retail, household goods, manufacturing and processing, construction and other industries, taking up 19.8%, 13.3%, 4.2%, 1.2% and 0.5%, respectively.

在小微金融貸款業務的行業結構上，本集團緊緊圍繞「貼近民生，貼近實業」的理念，積極主動的支持中小企業及廣大個體工商戶的用款需求。2019年本集團進一步以「豐富模式、轉型升級」為業務總體策略積極進行戰略轉型調整，在轉型升級傳統小微業務的同時，積極拓展標準金融和平台金融業務，構建標準化、集中化、多元化的業務模式，進一步拓寬獲客渠道，為小微企業和個體工商戶提供綜合金融服務。截至2019年12月31日信貸服務的小微金融客戶中，個體工商戶類客戶貸款餘額佔比為61.0%（2018年12月31日：67.5%）。與此同時，小微企業客戶貸款餘額佔比為39.0%（2018年12月31日：32.5%），其中批發及零售、綜合、製造及加工業、建築業及其他行業，分別佔小微金融業務餘額的比例為19.8%、13.3%、4.2%、1.2%及0.5%。

The table below sets out the exposure mix of micro and small finance in credit lending business as at the dates indicated:

下表載列截至所示日期信貸服務中小微金融業務敞口分佈情況：

(Expressed in RMB million, unless otherwise stated) （除另有註明外，以人民幣百萬元列示）		As at 31 December 截至12月31日 2019 2019年 ***Amount 金額***	***% of total 佔總額%***	2018 2018年 *Amount 金額*	*% of total 佔總額%*
Less than RMB100,000	人民幣10萬元以內	**16.2**	**2.5**	23.9	2.6
Over RMB100,000 to RMB500,000	人民幣10萬元以上至人民幣50萬元	**136.6**	**21.0**	166.1	18.1
Over RMB500,000 to RMB1 million	人民幣50萬元以上至人民幣1百萬元	**66.2**	**10.2**	68.4	7.4
Over RMB1 million to RMB3 million	人民幣1百萬元以上至人民幣3百萬元	**51.4**	**7.9**	105.8	11.5
Over RMB3 million	人民幣3百萬元以上	**379.1**	**58.4**	555.2	60.4
Total	合計	**649.5**	**100.0**	919.4	100.0

As at 31 December 2019, the balance of micro and small finance loans of credit lending business granted to clients who had more than RMB3 million balance grossed RMB379.1 million, representing a 31.7% drop, or RMB176.1 million, as compared with RMB555.2 million recorded as at 31 December 2018, and out of which loans of RMB304.1 million were maintained by Hanhua Guarantee within the Group in respect of customer development, risk identification and management, and the principal and interest payables were guaranteed by Hanhua Guarantee for borrowers. As the actual fund provider for such business, the Group included it in the small and micro credit business account of the consolidated financial statements of the Group, and the balance of the credit guarantee was not included in the balance of external credit guarantee disclosed by the Group externally.

截至2019年12月31日，本集團信貸服務中小微金融業務餘額在人民幣3百萬以上的客戶餘額為人民幣379.1百萬元，較2018年12月31日人民幣555.2百萬元，減少人民幣176.1百萬元，降幅31.7%。於貸款餘額人民幣379.1百萬元中，其中人民幣304.1百萬元的貸款由集團內的瀚華擔保的業務團隊進行客戶拓展及風險識別和管理，並由瀚華擔保對借款人應當償還的本金及利息提供擔保。由於本集團為該類業務的實際資金提供方，因此在本集團合併財務報表中，該類業務納入表內小微信貸業務核算，同時該擔保業務餘額並未統計在本集團對外披露的擔保業務餘額中。

The table below sets out the remaining maturity mix of micro and small finance in credit lending business as at the dates indicated:

下表載列截至所示日期信貸服務中小微金融餘額剩餘到期日情況：

(Expressed in RMB million, unless otherwise stated) （除另有註明外，以人民幣百萬元列示）		As at 31 December 截至12月31日			
		2019 2019年		2018 2018年	
		Amount 金額	***% of total 佔總額%***	*Amount 金額*	*% of total 佔總額%*
Due within three months	3個月內到期	**90.3**	**13.9**	156.5	17.0
Due between three months and six months	3個月至6個月到期	**189.1**	**29.1**	616.5	67.0
Due between six months and one year	6個月至1年到期	**200.5**	**30.9**	131.9	14.4
Due over one year	1年後到期	**169.6**	**26.1**	14.5	1.6
Total	**合計**	**649.5**	**100.0**	919.4	100.0

The maturity range of micro and small loans is generally between 6 and 18 months. As at 31 December 2019, the total balance of micro and small finance of credit lending business due within one year accounting for 73.9% of the total balance of micro and small finance (31 December 2018: 98.4%).

小微金融貸款期限一般在6-18個月之間，截至2019年12月31日，信貸服務中小微金融餘額剩餘到期日一年以內佔比73.9%（2018年12月31日：98.4%）。

Micro and small loan business segment – Credit lending business – Standard finance

Two main standard financial products, "Jiaye Loan" and "Lexiang Jin", are introduced as follows:

- **Jiaye Loan:**

  "Jiaye Loan" is a credit product for meeting the demand of SMEs' daily operation, which takes into account the credit status of borrowers and requires to provide self-owned houses as collaterals. Since "Jiaye Loan" requires sufficient collaterals, it is more advantageous in amount and efficiency than micro and small finance loans. The maximum principal of the loan products is usually RMB5.0 million, with a term of up to 36 months (a very small portion of loans subject to strict requirements has a term of 60 months).

  "Jiaye Loan" requires the borrowers to pledge properties under their ownership that are free from title defects. Once the Group receives the loan application from customers, it will engage third party valuers to conduct independent verification on the property regarding its ownership, existence of pledges and mortgage, other information on liability, geographical location of the cities in which the properties located, age, conditions of the properties, and recent trading price in the market, in addition to the assessment of the borrowers' regular credit capacity. Upon the preliminary assessment, the Group calculates the actual maximum loans available to the borrowers by discounting the assessed market price at a rate of 30% to 50% and deducting the rigid liability. After that, the Group determines the actual loan amount based on the general credit condition and the purpose of borrowing of the borrowers. The principal and interest of the loan products are to be repaid in equal monthly installments.

小微信貸業務分部 – 信貸服務 – 標準金融

標準金融產品主要包括「佳業貸」和「樂享金」。其中：

- **佳業貸：**

  「佳業貸」是針對小微企業及個體工商戶的日常經營周轉需求，在兼顧借款人自身信用狀況的基礎上，要求提供自有產權的房屋作為抵押物的信貸產品。該產品因為有足值抵押物，因此額度相對小微金融更有優勢、業務效率也更高。此貸款產品本金上限通常為人民幣5.0百萬元，最長借款期限通常不超過36個月（極少部分貸款可以達60個月，但條件極為苛刻）。

  「佳業貸」要求借款人提供的房屋為自有產權，並不存在任何產權瑕疵。本集團收到客戶的借款申請之後，除對借款人常規信用能力評估外，還會通過第三方評估機構對房產進行獨立核查，包括房產權屬、是否已經設定抵押、是否存在按揭貸款以及其他負債信息、房屋所處城市的區域位置、房齡、新舊程度、最近市場成交價格等。進行初步評估後，在市場評估價格的基礎之上進行一定的折扣（通常為五至七折），並減去剛性負債，得出借款人實際可貸資金上限。隨後依據借款人整體資信狀況及資金用途，設定實際貸款資金金額。該產品均按照「等額本息」模式，按月歸還本集團貸款本金及利息。

In the course of normal operation, the front office staff is responsible for marketing and customer acquisition. The Group has dedicated mid-and-back functions and departments for customer interviews, external visits and other due diligence, and special persons for property valuation, notarization, contract execution, and charge and pledge procedures. The strict division between the front office and mid-and-back office has reduced the operational risk.

在日常操作中，前台業務人員負責營銷並獲取客戶；本集團設定專門的中後台職能部門負責客戶面談、外訪等盡職調查，並由專人負責評估房產、公證程序、簽訂合同、辦理抵質押手續等，將前台和中後台進行嚴格分離，降低操作風險。

As at 31 December 2019, the balance of "Jiaye Loan" in credit lending business was RMB2,819.1 million (31 December 2018: RMB2,977.6 million). There were approximately 6,800 active loan clients (31 December 2018: approximately 6,300), and the average amount outstanding per client was RMB414,400 (31 December 2018: RMB472,300).

截至2019年12月31日，信貸服務中「佳業貸」產品餘額為人民幣2,819.1百萬元（2018年12月31日：人民幣2,977.6百萬元），在貸客戶數量約為6,800戶（2018年12月31日：約6,300戶），平均每戶在貸餘額為人民幣414.4千元（2018年12月31日：人民幣472.3千元）。

The table below sets out the exposure mix of "Jiaye Loan" in credit lending business as at the dates indicated:

下表載列截至所示日期信貸服務中「佳業貸」敞口分佈情況：

		As at 31 December 截至12月31日			
		2019 2019年		2018 2018年	
(Expressed in RMB million, unless otherwise stated) (除另有註明外，以人民幣百萬元列示)		***Amount 金額***	***% of total 佔總額%***	*Amount 金額*	*% of total 佔總額%*
Less than RMB100,000	人民幣10萬元以內	**34.0**	**1.2**	26.2	0.9
Over RMB100,000 to RMB500,000	人民幣10萬元以上至人民幣50萬元	**1,252.4**	**44.4**	1,068.3	35.9
Over RMB500,000 to RMB1 million	人民幣50萬元以上至人民幣1百萬元	**955.4**	**33.9**	974.8	32.7
Over RMB1 million to RMB3 million	人民幣1百萬元以上至人民幣3百萬元	**560.9**	**19.9**	756.1	25.4
Over RMB3 million	人民幣3百萬元以上	**16.4**	**0.6**	152.2	5.1
Total	**合計**	**2,819.1**	**100.0**	2,977.6	100.0

The maximum lending amount for a single "Jiaye Loan" business is generally RMB5 million (only in four first-tier cities, namely Beijing, Shanghai, Guangzhou and Shenzhen), while the majority of the lending amount is within RMB1 million. As at 31 December 2019, the balance of "Jiaye Loan" extended to clients who had less than RMB1 million outstanding grossed RMB2,241.8 million (31 December 2018: RMB2,069.3 million), accounting for 79.5% of the total balance of the Group's credit lending business (31 December 2018: 69.5%).

單筆「佳業貸」業務的放款金額上限通常為人民幣5百萬元(僅限於北京、上海、廣州、深圳四個一線城市),但絕大部份的放款金額位於人民幣1百萬元以內。截至2019年12月31日,本集團信貸服務中「佳業貸」業務餘額在人民幣1百萬以下的客戶餘額為人民幣2,241.8百萬元(2018年12月31日:人民幣2,069.3百萬元),佔比79.5%(2018年12月31日:69.5%)。

The table below sets out the remaining maturity mix of "Jiaye Loan" in credit lending business as at the dates indicated:

下表載列截至所示日期信貸服務中「佳業貸」餘額剩餘到期日情況:

		As at 31 December 截至12月31日			
		2019 2019年		2018 2018年	
(Expressed in RMB million, unless otherwise stated) (除另有註明外,以人民幣百萬元列示)		***Amount 金額***	***% of total 佔總額%***	*Amount 金額*	*% of total 佔總額%*
Due within three months	3個月內到期	**452.5**	**16.1**	54.8	1.8
Due between three months and six months	3個月至6個月到期	**273.7**	**9.7**	278.9	9.4
Due between six months and one year	6個月至1年到期	**729.7**	**25.9**	1,313.8	44.1
Due between one year and three years	1年至3年到期	**1,363.2**	**48.3**	1,330.1	44.7
Total	合計	**2,819.1**	**100.0**	2,977.6	100.0

The maturity of "Jiaye Loan" is usually between 6 months and 36 months. As at 31 December 2019, loans due within one year amounted to RMB1,455.9 million (31 December 2018: RMB1,647.5 million), accounting for 51.7% (31 December 2018: 55.3%) of the total.

「佳業貸」業務產品的借款期限通常為6個月至36個月。截至2019年12月31日,1年內到期的業務餘額為人民幣1,455.9百萬元(2018年12月31日:人民幣1,647.5百萬元),佔比51.7%(2018年12月31日:55.3%)。

- **Lexiang Jin**

"Lexiang Jin" is an unsecured micro loan product. Its target customers are official employees of national administrative organizations or units, public schools or hospitals and listed companies, and specific individuals who have housing mortgage, social security, retirement fund and fixed salary paid to banking cards. As at 31 December 2019, the clients of "Lexiang Jin" are all individuals. The principal of the loan products generally ranges between RMB10,000 and RMB500,000 (a very small portion of loans subject to strict requirements is in the amount of RMB500,000), and has a term of one to 36 months. It requires "monthly equal payment of principal and interest".

In the course of normal operation, the front office staff of the Group are responsible for marketing and customer acquisition. The Group has dedicated mid-and-back functions and departments for assessment and verification of applicants' information, as well as determination of loan facility. The strict division between the front office and mid- and-back office has reduced the operational risk.

As at 31 December 2019, the balance of "Lexiang Jin" in credit lending business was RMB97.7 million (31 December 2018: RMB485.8 million). There were approximately 11,200 active loan clients (31 December 2018: approximately 21,200), and the average amount outstanding per client was RMB8,700 (31 December 2018: RMB22,900). As the current development strategy of credit lending business focuses on "improving assets quality", more capital was invested in "Jiaye Loan" which has sufficient collaterals. Accordingly, pure credit products such as "Lexiang Jin" have already been stopped at the end of 2018, waiting for their natural expiration.

- **樂享金**

「樂享金」為無抵押微型貸款產品，服務對象為國家行政或事業單位、公立學校或醫院、上市企業等公司的正式員工，以及有按揭房、社保、公積金、固定打卡工資的人群。截至2019年12月31日，「樂享金」業務服務對像全部為個人客戶。此貸款產品本金一般介乎人民幣1萬元到人民幣50萬元（極少部份貸款金額可以達人民幣50萬元，但條件極為苛刻），到期日介乎1至36個月，還款方式為「等額本息、按月還款」。

在日常操作中，前台業務人員負責營銷並獲取客戶；本集團設定專門的中後台職能部門負責評估、鑑定申請人的信息是否屬實、並核定貸款額度等，將前台和中後台進行嚴格分離，降低操作風險。

截至2019年12月31日，信貸服務中「樂享金」產品餘額為人民幣97.7百萬元（2018年12月31日：人民幣485.8百萬元），在貸客戶數量約為11.2千戶（2018年12月31日：約21.2千戶），平均每戶在貸餘額為人民幣8.7千元（2018年12月31日：人民幣22.9千元）。由於當前信貸服務發展策略以「提升資產質量」為主，所以將更多資金投放於「佳業貸」這類有充足抵質押物的產品，因此「樂享金」這類純信用產品已經於2018年底停止投放，目前只是等待該類業務自然到期。

The table below sets out the exposure mix of "Lexiang Jin" in credit lending business as at the dates indicated:

下表載列截至所示日期信貸服務中「樂享金」業務敞口分佈情況：

(Expressed in RMB million, unless otherwise stated) （除另有註明外，以人民幣百萬元列示）		As at 31 December 截至12月31日 2019 2019年 ***Amount 金額***	***% of total 佔總額%***	2018 2018年 *Amount 金額*	*% of total 佔總額%*
Less than RMB100,000	人民幣10萬元以內	**97.7**	**100.0**	484.7	99.8
Over RMB100,000 to RMB500,000	人民幣10萬元以上至人民幣50萬元	**–**	**–**	1.1	0.2
Total	**合計**	**97.7**	**100.0**	485.8	100.0

The principal of "Lexiang Jin" loans is usually between RMB10,000 and RMB500,000. As at 31 December 2019, the balance of Lexiang Jin in credit lending business was less than RMB100,000.

「樂享金」產品本金一般介乎人民幣1萬到人民幣50萬之間，截至2019年12月31日，信貸服務中樂享金餘額均為人民幣10萬元以下。

The table below sets out the remaining maturity mix of "Lexiang Jin" in credit lending business as at the dates indicated:

下表載列截至所示日期信貸服務中「樂享金」餘額剩餘到期日情況：

(Expressed in RMB million, unless otherwise stated) （除另有註明外，以人民幣百萬元列示）		As at 31 December 截至12月31日 2019 2019年 ***Amount 金額***	***% of total 佔總額%***	2018 2018年 *Amount 金額*	*% of total 佔總額%*
Due within three months	3個月內到期	**17.8**	**18.2**	1.2	0.3
Due between three months and six months	3個月至6個月到期	**37.2**	**38.1**	3.9	0.8
Due between six months and one year	6個月至1年到期	**42.7**	**43.7**	106.0	21.8
Due between one year and three years	1年至3年到期	**–**	**–**	374.7	77.1
Total	**合計**	**97.7**	**100.0**	485.8	100.0

The maturity of "Lexiang Jin" loans is between 1 month and 36 months. It requires "monthly equal payment of principal and interest". The product has already been stopped at the end of 2018, and some products have naturally expired. As at 31 December 2019, all "Lexiang Jin" products will be due within one year (31 December 2018: 22.9%).

「樂享金」貸款產品到期日介乎1至36個月，還款方式為「等額本息、按月還款」。因該產品已經於2018年底停止投放，部分產品已自然到期，截至2019年12月31日，「樂享金」產品剩餘到期日均為1年以內（2018年12月31日：22.9%）。

Micro and small loan business segment – Credit lending business – Platform finance

小微信貸業務分部－信貸服務－平台金融

Platform finance mainly cooperates with internet industrial platforms with "scenarios, customers and data", so as to jointly develop customers and provide pure online micro and small credit lending business based on industrial scenarios. In the course of cooperation, the two sides mutually integrate resources and complement each other to realize the value of partners and promote the development of industrial innovation. In such business model, the segment focused on realizing connecting and sharing through ecology, helping financially disadvantaged groups and small and micro economies enter the industrial chain of large enterprises, improving the viability of small and micro enterprises, and ultimately empowering small and micro enterprises through ecology.

平台金融主要通過與「有場景、有客戶、有數據」的互聯網產業平台合作，共同基於產業場景，開發客戶、提供純在線小微信貸服務。在合作過程中，雙方相互融合資源、優勢互補，實現夥伴價值，推動產業創新發展。在此類業務模式中，該分部將致力於以生態實現連接與共享，幫助金融弱勢群體和小微經濟體進入大型企業的產業鏈，提高小微企業的生存能力，最終實現生態圈對小微企業的金融賦能。

For these products, the Group mainly cooperates with data collection and deal matching industrial platforms in each segment. In particular, the cooperative industrial platforms are responsible for providing the communication channels to borrowers, provision of basic information, operating history, operating and consumption records of the applicants, and assisting in risk control, while the Group conducts independent assessment on the credit condition of the applicants and provides funds and channels for lending.

該類產品，本集團主要與各類細分領域負責信息收集、交易撮合的產業平台合作。其中，合作的產業平台負責提供借款人借入資金的信息通道，並提供申請人基本信息、經營歷史、經營及消費記錄，協助控制風險等；本集團負責對申請人的資信狀況進行獨立評估，並提供資金和放款渠道。

The Group selects industrial platform partners based on the following main criteria: 1) working experience and education background of the founder and the key team members; 2) information of shareholders and shareholding structure of the platform; 3) current operation of the platform, such as the business model, target customer groups, its position in the industry, number of customers of the platform, trading size and level of trading activities; 4) operational efficiency. With reference to the above information, the Group makes independent judgment and grants individual facility for cooperation.

對於產業平台合作夥伴的選擇標準，本集團主要通過評估以下信息：1)創始人及其主要團隊成員的就職經驗、教育背景；2)該平台的股東信息、股東結構；3)該平台目前經營現狀，如業務模式、客戶群體定位、在其行業所屬位置、平台的客戶數量、交易規模、交易活躍程度等；4)運營效率。本集團根據上述信息獨立判斷，並給予單獨的授信合作額度。

The industrial platforms are only responsible for recommending the products or services of the Group to customers with financing needs. Prospective and potential customers are mainly registered users of the websites and the Group targets micro and small enterprises as well as individuals who make direct application for loans. The principal of the loan products is generally less than RMB3 million, with a term of up to 24 months. The Group independently reviews the industry and commerce registration, financial data, tax record, and purpose of loan submitted by customers. Meanwhile, it performs a separate review based on the records from independent third party credit information platforms and credit investigation, and historical procurement and sales of products as provided by the industrial platform to make independent decision to accept/decline the applications. In the meantime, the Group requires the industrial platforms or their associates (as the case may be) to provide guarantee and equity repurchase for the loan facility recommended by them, so as to ensure the repayment of principal and interest of the loan.

產業平台只負責向有資金需求的客戶推薦本集團提供的產品或服務。有意向的潛在客戶主要為網站的註冊用戶，目標客群主要為小微企業、個體工商戶和個人客戶，他們直接向本集團提出資金申請。本金一般不高於人民幣300萬元，到期日不超過24個月。本集團對於客戶提供的工商登記信息、財務數據、納稅記錄、資金用途等進行獨立審查，同時借助於獨立第三方徵信平台及信用調查記錄、產業平台提供的歷史採購／銷售貨物信息等對申請人進行獨立審批，並獨立做出接受／拒絕的決定。與此同時，本集團會視情況要求產業平台本身、或關聯人士就其推薦的借款額度提供適度擔保及債權回購等，以確保本集團貸款本金及利息的安全。

As at 31 December 2019, the balance of platform finance products in credit lending business was RMB129.7 million. There were approximately 1,200 active loan clients (31 December 2018: approximately 44,900), and the average balance of loan outstanding was RMB107,000 (31 December 2018: RMB6,500).

截至2019年12月31日，信貸服務中平台金融產品餘額為人民幣129.7百萬元，在貸客戶數量約為1.2千戶（2018年12月31日：約44.9千戶），平均在貸餘額為人民幣107.0千元（2018年12月31日：人民幣6.5千元）。

The table below presents the industry mix of platform finance business in credit lending business as at the dates indicated:

下表呈列，截至所示日期信貸服務中平台金融業務的行業分佈情況：

(Expressed in RMB million, unless otherwise stated) （除另有註明外，以人民幣百萬元列示）		As at 31 December 截至12月31日			
		2019 2019年		2018 2018年	
		Amount 金額	***% of total 佔總額%***	*Amount 金額*	*% of total 佔總額%*
Individual business proprietors	個體工商戶	**52.5**	**40.5**	197.6	68.0
Small and micro enterprises	小微企業	**77.2**	**59.5**	93.2	32.0
– Wholesale and retail	– 批發及零售	**62.5**	**48.2**	73.5	25.2
– Household goods	– 綜合	**9.5**	**7.3**	8.8	3.0
– Construction	– 建築業	**2.5**	**1.9**	9.0	3.1
– Manufacturing and processing	– 製造及加工業	**1.2**	**0.9**	1.7	0.6
– Others	– 其他	**1.5**	**1.2**	0.2	0.1
Total	**合計**	**129.7**	**100.0**	290.8	100.0

In 2019, the Group has actively adjusted the business model of platform finance, and the number of small and micro enterprises in the platform finance increased. As at 31 December 2019, SME loans balance of credit lending business accounted for 59.5% (31 December 2018: 32.0%), among them, wholesale and retail, household goods, construction, manufacturing and processing, and other industries, taking up 48.2%, 7.3%, 1.9%, 0.9% and 1.2% of the platform finance business, respectively.

2019年，本集團積極調整平台金融的業務模式，平台金融中的小微企業客戶數量增加。截至2019年12月31日，小微企業客戶貸款餘額佔比為59.5%（2018年12月31日：32.0%），其中批發及零售、綜合、建築業、製造及加工業及其他行業，分別佔平台金融業務餘額的比例為48.2%、7.3%、1.9%、0.9%及1.2%。

The table below presents the exposure mix of the platform finance business in credit lending business as at the dates indicated:

下表載列截至所示日期信貸服務中平台金融業務的敞口分佈情況：

(Expressed in RMB million, unless otherwise stated) （除另有註明外，以人民幣百萬元列示）		As at 31 December 截至12月31日 2019 2019年 ***Amount 金額***	***% of total 佔總額%***	2018 2018年 *Amount 金額*	*% of total 佔總額%*
Less than RMB100,000	人民幣10萬元以內	**31.9**	**24.6**	116.0	39.8
Over RMB100,000 to RMB500,000	人民幣10萬元以上至人民幣50萬元	**35.5**	**27.4**	99.6	34.3
Over RMB500,000 to RMB1 million	人民幣50萬元以上至人民幣1百萬元	**22.0**	**16.9**	31.6	10.9
Over RMB1 million to RMB3 million	人民幣1百萬元以上至人民幣3百萬元	**40.3**	**31.1**	43.6	15.0
Total	**合計**	**129.7**	**100.0**	290.8	100.0

In 2019, the platform finance in the Group's credit lending business increased granting of loan products with principal amount between RMB500,000 to RMB3 million, due to the increase in the proportion of small and micro enterprises. As at 31 December 2019, loans over RMB500,000 to RMB3 million accounted for 48.0% (31 December 2018: 25.9%) of the total.

2019年，因客群結構中小微企業客戶的佔比增加，本集團信貸服務中平台金融增加投放本金介於人民幣50萬元至300萬元的貸款產品。截至2019年12月31日，人民幣50萬元以上至人民幣300萬元佔比48.0%（2018年12月31日：25.9%）。

The table below presents the remaining maturity mix of platform finance business in credit lending business as at the date indicated:

下表載列截至所示日期信貸服務中平台金融業務的餘額剩餘到期日情況：

(Expressed in RMB million, unless otherwise stated) （除另有註明外，以人民幣百萬元列示）		As at 31 December 截至12月31日			
		2019 2019年		2018 2018年	
		Amount 金額	***% of total 佔總額%***	*Amount 金額*	*% of total 佔總額%*
Due within three months	3個月內到期	**37.6**	**29.0**	84.6	29.1
Due between three months and six months	3至6個月到期	**70.7**	**54.5**	109.7	37.7
Due between six months and one year	6個月至1年到期	**20.7**	**16.0**	88.7	30.5
Due over one year	1年後到期	**0.7**	**0.5**	7.8	2.7
Total	**合計**	**129.7**	**100.0**	290.8	100.0

As at 31 December 2019, the maturity of platform finance products in credit lending business was between 1 month and 24 months, with loans due within one year accounting for 99.5% (31 December 2018: 97.3%) of the total.

截至2019年12月31日，信貸服務中平台金融產品的剩餘到期日介乎1至24個月，1年內到期業務餘額佔比99.5%（2018年12月31日：97.3%）。

Micro and small loan business segment – Credit lending business – Risk management and assets quality

The table below sets out key assets quality indicators of credit lending business in the Group's micro and small loan business segment as at the dates indicated:

小微信貸業務分部 – 信貸服務 – 風險管理及資產質量

下表載列截至所示日期本集團小微信貸業務分部信貸服務的關鍵資產質量指標：

(Expressed in RMB million, unless otherwise stated) (除另有註明外，以人民幣百萬元列示)		As at 31 December 截至12月31日 **2019 2019年** ***Amount 金額***	2018 2018年 *Amount 金額*	Change 變動 *Amount 金額*	 *Percentage % 百分比%*
Micro and small finance loans	小微金融貸款	**649.5**	919.4	(269.9)	(29.4)
Standard finance loans	標準金融貸款	**2,921.5**	3,501.0	(579.5)	(16.6)
Platform finance loans	平台金融貸款	**129.7**	290.8	(161.1)	(55.4)
Subtotal of loan balance	貸款餘額小計	**3,700.7**	4,711.2	(1,010.5)	(21.4)
Balance of provision for impairment losses	資產減值準備餘額	**190.8**	226.2	(35.4)	(15.6)
Provision rate[1]	撥備率[1]	**5.2%**	4.8%	0.4ppt 百分點	–
Provision coverage rate[2]	撥備覆蓋率[2]	**241.8%**	239.1%	2.7ppt 百分點	–
Balance of overdue loan business	逾期貸款業務餘額	**369.0**	510.8	(141.8)	(27.8)
Proportion of overdue loan business[3]	逾期貸款業務佔比[3]	**10.0%**	10.8%	(0.8ppt 百分點)	–
Balance of impaired loan business	已減值貸款業務餘額	**78.9**	94.6	(15.7)	(16.6)
Proportion of the balance of impaired loan business[4]	已減值貸款業務餘額佔比[4]	**2.1%**	2.0%	0.1ppt 百分點	–

Note:

(1) Balance of provisions for impairment losses divided by the balance of loan business.

(2) Provision for asset impairment divided by the balance of impaired loan business. Provision coverage rate represents the Group's provision rate for potential loss of the loan business portfolio.

(3) Balance of overdue loan business divided by the balance of loan business. For the definition of "overdue loan business", please refer to page 57 of this report.

(4) Balance of impaired loan business divided by the balance of loan business. For the definition of "impaired loan business", please refer to page 57 of this report.

As at 31 December 2019, the balance of credit lending business in micro and small loan business segment was RMB3,700.7 million, representing a decrease of RMB1,010.5 million or 21.4% as compared with RMB4,711.2 million as at 31 December 2018. In 2019, as there was no seamless match between new external debt capital and debt capital soon falling due, the small and micro credit business segment of the Group accumulated funds with business returns and gradually repaid external financing, which reduced the capital available for business granting, resulting in a decline in the loan balance of credit lending business.

Provision rate indicates the level of reserve which the Group set aside for the small and micro credit business. As at 31 December 2019, the balance of provisions for impairment losses of micro and small loan business segment was RMB190.8 million (31 December 2018: RMB226.2 million), with provision rate and provision coverage rate of 5.2% (31 December 2018: 4.8%) and 241.8% (31 December 2018: 239.1%), maintaining at a relatively high level and indicating a strong anti-risk capability.

註釋：

(1) 資產減值準備餘額除以貸款業務餘額。

(2) 資產減值準備除以已減值貸款業務餘額。撥備覆蓋率顯示本集團就貸款業務組合可能出現的損失的撥備水平。

(3) 逾期貸款業務餘額除以貸款業務餘額。有關「逾期貸款業務」的定義，請參閱本報告第57頁。

(4) 已減值貸款業務餘額除以貸款業務餘額。有關「已減值貸款業務」的定義，請參閱本報告第57頁。

截至2019年12月31日，小微信貸業務分部信貸服務的貸款餘額為人民幣3,700.7百萬元，與2018年12月31日貸款餘額人民幣4,711.2百萬元相比，減少人民幣1,010.5百萬元，降幅21.4%。2019年，由於新增外部債務資金和即將到期債務資金之間無法完全做到無縫銜接，本集團小微信貸業務分部便利用業務回款沉澱資金，並逐步償還外部融資，使得可用於業務投放的資金減少，致使信貸服務的貸款餘額下降。

撥備率反映了本集團就小微信貸業務未來潛在風險的儲備水平。截至2019年12月31日，小微信貸業務分部資產減值準備餘額為人民幣190.8百萬元（2018年12月31日：人民幣226.2百萬元），撥備率及撥備覆蓋率分別為5.2%（2018年12月31日：4.8%）和241.8%（2018年12月31日：239.1%），處於相對較高水平，整體抗風險能力較強。

As at 31 December 2019, the overdue balance of micro and small loan business segment was RMB369.0 million, representing a decrease of RMB141.8 million or 27.8% as compared with RMB510.8 million as at 31 December 2018. Due to the decrease in overdue loan amount, the proportion of overdue loans to asset balance of micro and small loan business segment decreased from 10.8% as at 31 December 2018 to 10.0% as at 31 December 2019.

截至2019年12月31日，小微信貸業務分部已逾期金額為人民幣369.0百萬元，較2018年12月31日逾期金額人民幣510.8百萬元，減少人民幣141.8百萬元，降幅27.8%。已逾期貸款金額的減少，使得已逾期貸款佔小微信貸業務分部資產餘額的比例從2018年12月31日的10.8%下降至2019年12月31日的10.0%。

In 2019, the Group has written-off the total of RMB148.6 million loans that made full provision for impairment losses, resulting in decline in the balance and proportion of impaired loans. The balance of impaired loans in the micro and small loan business segment was RMB78.9 million as at 31 December 2019, representing a decrease of RMB15.7 million or 16.6% as compared with RMB94.6 million as at 31 December 2018. As the asset balance of credit lending business declined from RMB4,711.2 million as at 31 December 2018 to RMB3,700.7 million as at 31 December 2019, the proportion of impaired loans to asset balance of credit lending business slightly increased from 2.0% as at 31 December 2018 to 2.1% as at 31 December 2019.

2019年，本集團共計核銷已全額提取減值準備的貸款人民幣148.6百萬元，使得已減值貸款餘額下降。小微信貸業務分部已減值貸款餘額從2018年12月31日的人民幣94.6百萬元下降至2019年12月31日的人民幣78.9百萬元，減少人民幣15.7百萬元，降幅16.6%；但由於信貸服務的資產餘額由2018年12月31日的人民幣4,711.2百萬元下降至2019年12月31日的人民幣3,700.7百萬元，已減值貸款佔信貸服務資產餘額的比例從2018年12月31日的2.0%小幅上升至2019年12月31日的2.1%。

Micro and small loan business segment – Credit consulting business – Business model

It mainly refers to the Group's provision of credit consulting business to financial institutions such as external partner banks and trusts leveraging its accumulated experience, capabilities and strengths in micro and small loan services, including assistance in obtaining clients, standardized risk assessment services and post-loan management service, while external partner financial institutions conduct independent evaluation on small and micro customers based on the aforesaid circumstance and their own understanding of small and micro customers and risk tolerance, and decide independently as to whether provide or decline capital services.

小微信貸業務分部－信用服務－業務模式

主要指利用本集團在小微金融服務領域積累的經驗、能力和優勢，為外部合作銀行、信託等金融機構提供信用類服務，包括協助獲取客戶、協助標準化風險評估服務、貸後協助管理服務等；外部合作金融機構在此基礎上，結合自身對小微客戶的理解和風險承受能力，對小微客戶開展獨立評估，並自行作出提供或拒絕資金服務的決定。

In the course of cooperation with various financial institutions, the two sides can share information (sharing customers' basic information and demand information upon authorisation), exchange resources (such as information resources and technical resources) and give full play to their resource and technological advantages, with a view to jointly provide credit lending business to small and micro customers. The Group's strengths lie in the risk awareness and service experience in respect of such customer groups accumulated over all these years in the small and micro customer sector, as well as special risk control capacities, nationwide network and team, and sound credit service output capability.

在與各類金融機構開展合作的過程中，雙方共享信息（經客戶授權後共享客戶基本信息、需求信息）、互換資源（信息資源、技術資源等），充分發揮雙方的資源優勢、技術優勢，共同為小微客戶提供信貸類服務。本集團的優勢在於，多年來持續在小微客戶領域所積累的對該類客戶群體的風險認識和服務經驗、所建立的特色風控能力、全國性網絡與團隊、以及良好的信用服務輸出能力。

The table below sets out the balance mix of credit consulting business in the Group's micro and small loan business segment as at the dates indicated:

下表載列截至所示日期本集團小微信貸業務分部信用服務的餘額信息：

		As at 31 December 截至12月31日			
		2019 2019年		2018 2018年	
(Expressed in RMB million, unless otherwise stated) (除另有註明外，以人民幣百萬元列示)		***Amount 金額***	***% of total 佔總額%***	*Amount 金額*	*% of total 佔總額%*
Micro and small finance loans	小微金融貸款	**2,118.0**	**51.3**	1,193.5	45.2
Standard finance loans	標準金融貸款	**1,202.7**	**29.2**	1,038.7	39.4
Platform finance loans	平台金融貸款	**806.4**	**19.5**	406.2	15.4
Subtotal of loan balance	貸款餘額小計	**4,127.1**	**100.0**	2,638.4	100.0

Note: The definitions and related information standards of "micro and small finance loans, standard finance loans and platform finance loans" under the credit consulting business model are consistent with those mentioned in credit lending business. For related information, please refer to corresponding pages.

註： 信用服務的業務模式下的「小微金融貸款、標準金融貸款、平台金融貸款」業務的定義及相關信息標準均與信貸服務部份提及的內容一致，相關信息請參閱合適的頁面所描述的內容。

As at 31 December 2019, the balance under management of the credit consulting business was RMB4,127.1 million, representing an increase of RMB1,488.7 million or 56.4% as compared with the asset under management of RMB2,638.4 million as at 31 December 2018.

截至2019年12月31日，信用服務管理餘額為人民幣4,127.1百萬元，與2018年12月31日管理的資產規模人民幣2,638.4百萬元相比，增加人民幣1,488.7百萬元，增幅56.4%。

Related information on credit consulting business are explained from the perspectives of "micro and small finance, standard finance, platform finance" as follows:

以下從「小微金融、標準金融、平台金融」三大業務方向，分別闡述信用服務的相關信息：

Micro and small loan business segment – Credit consulting business – Micro and small finance

小微信貸業務分部－信用服務－小微金融

As at 31 December 2019, micro and small finance loans balance of credit consulting business was RMB2,118.0 million, representing an increase of RMB924.5 million or 77.5% as compared with RMB1,193.5 million as at 31 December 2018. As at 31 December 2019, there were approximately 7,700 active micro and small financial loan clients (31 December 2018: approximately 3,200) and the average balance per transaction was RMB276,000 (31 December 2018: RMB375,400).

截至2019年12月31日，信用服務中小微金融貸款餘額為人民幣2,118.0百萬元，較2018年12月31日貸款餘額人民幣1,193.5百萬元，增加人民幣924.5百萬元，增幅77.5%。截至2019年12月31日，小微金融貸款在貸客戶數量約為7,700戶（2018年12月31日：約3,200戶），單筆貸款平均餘額為人民幣276.0千元（2018年12月31日：人民幣375.4千元）。

The table below sets out the exposure mix of micro and small finance in credit consulting business as at the dates indicated:

下表載列截至所示日期信用服務業務中小微金融業務敞口分佈情況：

		As at 31 December 截至12月31日			
		2019 2019年		2018 2018年	
(Expressed in RMB million, unless otherwise stated) (除另有註明外，以人民幣百萬元列示)		***Amount* 金額**	***% of total* 佔總額%**	*Amount* 金額	*% of total* 佔總額%
Less than RMB100,000	人民幣10萬元以內	**96.2**	**4.6**	22.4	1.9
Over RMB100,000 to RMB500,000	人民幣10萬元以上至人民幣50萬元	**1,116.7**	**52.7**	498.1	41.7
Over RMB500,000 to RMB1 million	人民幣50萬元以上至人民幣1百萬元	**543.9**	**25.7**	408.4	34.2
Over RMB1 million to RMB3 million	人民幣1百萬元以上至人民幣3百萬元	**303.2**	**14.3**	264.6	22.2
Over RMB3 million	人民幣3百萬元以上	**58.0**	**2.7**	–	–
Total	**合計**	**2,118.0**	**100.0**	1,193.5	100.0

As at 31 December 2019, the balance of micro and small finance business below RMB3 million in the Group's credit consulting business was RMB2,060.0 million, accounting for 97.3% (31 December 2018: 100.0%) of the total.

截至2019年12月31日，本集團信用服務中小微金融業務餘額在人民幣3百萬以下的業務餘額為人民幣2,060.0百萬元，佔比97.3%（2018年12月31日：100.0%）。

The table below sets out the remaining maturity mix of micro and small finance as at the dates indicated:

下表載列截至所示日期小微金融餘額剩餘到期日情況：

		As at 31 December 截至12月31日			
		2019 2019年		2018 2018年	
(Expressed in RMB million, unless otherwise stated) （除另有註明外，以人民幣百萬元列示）		***Amount* *金額***	***% of total* *佔總額%***	*Amount* *金額*	*% of total* *佔總額%*
Due within three months	3個月內到期	**363.1**	**17.1**	195.8	16.4
Due between three months and six months	3至6個月到期	**590.0**	**27.9**	492.1	41.2
Due between six months and one year	6個月至1年到期	**1,164.9**	**55.0**	505.6	42.4
Total	合計	**2,118.0**	**100.0**	1,193.5	100.0

The maturity range of micro and small loans is generally between 6 and 18 months. As at 31 December 2019, the balance of micro and small finance of the credit consulting business was due within one year.

小微金融貸款期限一般在6-18個月之間，截至2019年12月31日，信貸服務中小微金融餘額剩餘到期日均為一年以內。

Micro and small loan business segment – Credit consulting business – Standard finance

The standard financial products in credit consulting business are all "Jiaye Loan" products. As at 31 December 2019, the balance of "Jiaye Loan" of credit consulting business was RMB1,202.7 million (31 December 2018: RMB1,038.7 million). There were approximately 2,000 active loan clients (31 December 2018: approximately 1,400), and the average amount outstanding per client was RMB590,700 (31 December 2018: RMB754,900).

小微信貸業務分部－信用服務－標準金融

信用服務中標準金融產品均為「佳業貸」產品。截至2019年12月31日，信用服務中「佳業貸」產品餘額為人民幣1,202.7百萬元（2018年12月31日：人民幣1,038.7百萬元），在貸客戶數量約為2,000戶（2018年12月31日：約1,400戶），平均每戶在貸餘額為人民幣590.7千元（2018年12月31日：人民幣754.9千元）。

The table below sets out the exposure mix of "Jiaye Loan" in credit consulting business as at the dates indicated:

下表載列截至所示日期信用服務中「佳業貸」業務敞口分佈情況：

(Expressed in RMB million, unless otherwise stated) （除另有註明外，以人民幣百萬元列示）		As at 31 December 截至12月31日 2019 2019年 ***Amount 金額***	***% of total 佔總額%***	2018 2018年 *Amount 金額*	*% of total 佔總額%*
Less than RMB100,000	人民幣10萬元以內	**4.7**	**0.4**	0.1	0.0
Over RMB100,000 to RMB500,000	人民幣10萬元以上至人民幣50萬元	**304.6**	**25.3**	159.7	15.4
Over RMB500,000 to RMB1 million	人民幣50萬元以上至人民幣1百萬元	**506.3**	**42.1**	440.0	42.3
Over RMB1 million to RMB3 million	人民幣1百萬元以上至人民幣3百萬元	**383.9**	**31.9**	435.8	42.0
Over RMB3 million	人民幣3百萬元以上	**3.2**	**0.3**	3.1	0.3
Total	合計	**1,202.7**	**100.0**	1,038.7	100.0

As at 31 December 2019, the balance of "Jiaye Loan" extended to clients who had less than RMB1 million outstanding grossed RMB815.6 million (31 December 2018: RMB599.8 million), accounting for 67.8% (31 December 2018: 57.7%).

截至2019年12月31日，本集團信用服務中「佳業貸」業務餘額在人民幣1百萬以下的客戶餘額為人民幣815.6百萬元（2018年12月31日：人民幣599.8百萬元），佔比67.8%（2018年12月31日：57.7%）。

The table below sets out the remaining maturity mix of "Jiaye Loan" in credit consulting business as at the dates indicated:

下表載列截至所示日期信用服務中「佳業貸」餘額剩餘到期日情況：

(Expressed in RMB million, unless otherwise stated) （除另有註明外，以人民幣百萬元列示）		As at 31 December 截至12月31日			
		2019 2019年		2018 2018年	
		Amount 金額	***% of total 佔總額%***	*Amount 金額*	*% of total 佔總額%*
Due within three months	3個月內到期	**6.1**	**0.5**	83.2	8.0
Due between three months and six months	3個月至6個月到期	**9.1**	**0.8**	43.3	4.2
Due between six months and one year	6個月至1年到期	**–**	**–**	27.2	2.6
Due between one year and three years	1年至3年到期	**1,187.5**	**98.7**	885.0	85.2
Total	**合計**	**1,202.7**	**100.0**	1,038.7	100.0

The maturity of "Jiaye Loan" is usually between 6 months and 36 months. As of 31 December 2019, loans due in 1 to 3 years amounted to RMB1,187.5 million (31 December 2018: RMB885.0 million), accounting for 98.7% (31 December 2018: 85.2%) of the total.

「佳業貸」業務產品借款期限通常為6個月至36個月。截至2019年12月31日，1年至3年到期業務餘額為人民幣1,187.5百萬元（2018年12月31日：人民幣885.0百萬元），佔比98.7%（2018年12月31日：85.2%）。

Micro and small loan business segment – Credit consulting business – platform finance

As at 31 December 2019, the balance of platform finance of credit consulting business was RMB806.4 million (31 December 2018: RMB406.2 million). There were approximately 8,600 active loan clients (31 December 2018: approximately 2,800), and the average amount outstanding per client was RMB93,600 (31 December 2018: RMB142,900).

小微信貸業務分部－信用服務－平台金融

截至2019年12月31日，信用服務中平台金融業務餘額為人民幣806.4百萬元（2018年12月31日：人民幣406.2百萬元），在貸客戶數量約為8,600戶（2018年12月31日：約2,800戶），平均每戶在貸餘額為人民幣93.6千元（2018年12月31日：人民幣142.9千元）。

The table below presents the exposure mix of platform finance business in credit consulting business as at the dates indicated:

下表呈列，截至所示日期信用服務中平台金融的敞口分佈情況：

(Expressed in RMB million, unless otherwise stated) （除另有註明外，以人民幣百萬元列示）		As at 31 December 截至12月31日 2019 2019年 ***Amount 金額***	***% of total 佔總額%***	2018 2018年 *Amount 金額*	*% of total 佔總額%*
Less than RMB100,000	人民幣10萬元以內	**273.9**	**34.0**	69.2	17.0
Over RMB100,000 to RMB500,000	人民幣10萬元以上至人民幣50萬元	**528.5**	**65.5**	335.0	82.5
Over RMB500,000 to RMB1 million	人民幣50萬元以上至人民幣1百萬元	**4.0**	**0.5**	2.0	0.5
Total	**合計**	**806.4**	**100.0**	406.2	100.0

As at 31 December 2019, the balance of platform finance in the Group's credit consulting business were all below RMB1 million, of which the balance of clients who had less than RMB500,000 was RMB802.4 million (31 December 2018: RMB404.2 million), accounting for 99.5% (31 December 2018: 99.5%) of the total.

截至2019年12月31日，本集團信用服務中平台金融餘額均在人民幣1百萬以下，其中人民幣50萬元以下的客戶餘額為人民幣802.4百萬元（2018年12月31日：人民幣404.2百萬元），佔比99.5%（2018年12月31日：99.5%）。

The table below presents the remaining maturity mix of platform finance business in credit consulting business as at the date indicated:

下表載列截至所示日期信用服務中平台金融業務餘額剩餘到期日情況：

(Expressed in RMB million, unless otherwise stated) （除另有註明外，以人民幣百萬元列示）		As at 31 December 截至12月31日			
		2019 2019年		2018 2018年	
		Amount 金額	***% of total 佔總額%***	*Amount 金額*	*% of total 佔總額%*
Due within three months	3個月內到期	**48.7**	**6.0**	5.2	1.3
Due between three months and six months	3個月至6個月到期	**156.7**	**19.5**	40.5	10.0
Due between six months and one year	6個月至1年到期	**601.0**	**74.5**	360.5	88.7
Total	合計	**806.4**	**100.0**	406.2	100.0

As at 31 December 2019, the maturity of platform finance products in credit consulting business was within one year.

截至2019年12月31日，信用服務中平台金融產品剩餘到期日均為1年以內。

CAPITAL INVESTMENT AND MANAGEMENT BUSINESS SEGMENT

The capital investment and management business segment uses capital owned by the Group and aligns with other institutions in fund raising to provide capital investment services to specific SMEs demonstrating growth potential and value.

In early 2015, the Group started to engage in capital investment and management business. In terms of fund raising, the Group worked together with external organizations that aim to serve SMEs to raise capital by way of funds, with a special focus on industrial funds established by all levels of government authorities and listed companies. As at 31 December 2019, the Group successfully established seven (31 December 2018: nine) funds with external investors, raising gross proceeds of RMB860.7 million (31 December 2018: RMB885.4 million).

In terms of the use of proceeds, we provide small capital investment services to leading SMEs in their respective industries with stable operating and management teams and positive growth prospect in the existing clientele. As at 31 December 2019, it has applied RMB855.4 million (31 December 2018: RMB750.0 million) in equity investment for long term returns from capital appreciation, and RMB209.7 million (31 December 2018: RMB320.7 million) in debt investment for stable return with the aim of effectively utilizing idle funds to enhance capital earning.

In 2019, the capital investment and management business segment derived total income of RMB16.6 million (2018: RMB17.2 million) from interest on debts invested. In addition, the Group reaped RMB16.5 million (2018: RMB7.2 million) from dividends from invested business and disposal of some equity interest in invested entities. The invested companies were subject to the influence of fluctuations in market valuation, the loss from fair value change was RMB6.8 million (2018: RMB6.6 million).

資本投資及管理業務分部

資本投資及管理業務分部指本集團利用自有資金，以及通過與外部機構合作募集資金，向具有成長空間和增長價值的特定中小企業提供資本投資服務。

2015年初，本集團開始涉足資本投資及管理業務。在資金募集方面，本集團與有志於服務中小企業的外部機構尤其是各級政府、上市公司設立的產業基金合作，以基金的形式募集資金，截至2019年12月31日，本集團已成功與外部投資者合作成立了7隻基金（2018年12月31日：9隻），合計從外部募集資金共計人民幣860.7百萬元（2018年12月31日：人民幣885.4百萬元）。

在資金投向方面，一方面向現有客戶群體中那些在自身所處行業中處於前茅、具有穩定的經營管理團隊、行業及自身成長性較好的中小企業提供小額的資本投資服務；截至2019年12月31日，人民幣855.4百萬元資金用於股權投資（2018年12月31日：人民幣750.0百萬元），以獲得長期資本增值回報；另一方面為有效利用閒置資金以提升資金收益，人民幣209.7百萬元資金用於債權投資（2018年12月31日：人民幣320.7百萬元），以獲取穩定回報。

2019年，資本投資及管理業務分部共實現收入人民幣16.6百萬元（2018年：人民幣17.2百萬元），主要來自於債權投資獲取的利息收入。此外，本集團獲得被投資業務的股利分紅及處置被投資企業部份股權，獲得淨收益人民幣16.5百萬元（2018年：人民幣7.2百萬元）。被投資企業受市場估值波動影響，公允價值變動損失人民幣6.8百萬元（2018年：人民幣6.6百萬元）。

Meanwhile, the Group makes provision for asset impairment associated with these creditor's rights by referring to the rules of risk management of capital business in the partnership finance business segment. In 2019, a total losses of RMB4.8 million from asset impairment was provided (2018: reversal for asset impairment losses of RMB3.4 million). Among the Group's equity investment in specific SMEs, as at the date of approval of this report, the invested entities are running soundly and there is no indication of impairment.

與此同時，本集團參照夥伴金融業務集群分部對於資金業務風險管理的相關規定，對該類債權提取資產減值準備。2019年，共計計提資產減值損失人民幣4.8百萬元（2018年：轉回資產減值損失人民幣3.4百萬元）。本集團對於特定中小企業所進行的股權投資，截至本報告批准刊發之日，被投資方經營狀況良好，未見其減值跡象。

INFORMATION OF FUMIN BANK

The interest in associates is mainly investment in Fumin Bank. The Group and six domestic institutions in China jointly founded Fumin Bank in 2016. The Company invested RMB900.0 million in Fumin Bank for a 30% of its registered capital and became its largest shareholder. Fumin Bank formally started business in August 2016.

富民銀行的信息

長期股權投資－聯營企業主要是對富民銀行的投資。於2016年，本集團與境內六家機構共同發起設立富民銀行，本公司以人民幣900.0百萬元對富民銀行進行出資，本公司在富民銀行的股權比例佔註冊資本的30%，完成出資後本公司為富民銀行的第一大股東。富民銀行已於2016年8月開始正式營業。

Benefiting from the increase in deposits, Fumin Bank has recorded growth in total assets and liabilities in the past three years. As at 31 December 2019, Fumin Bank had total assets of RMB45,152.4 million (31 December 2018: RMB37,020.3 million) and total liabilities of RMB41,854.9 million (31 December 2018: RMB33,946.5 million). At the same time, its profitability also improved significantly. In 2019, Fumin Bank achieved a net profit of RMB218.5 million, representing an increase of RMB165.9 million or 315.4% as compared with RMB52.6 million in 2018.

得益於吸收存款規模的增長，富民銀行資產規模和負債規模在過去三年處於持續增長態勢。截至2019年12月31日，富民銀行資產總額為人民幣45,152.4百萬元（2018年12月31日：人民幣37,020.3百萬元），負債總額為人民幣41,854.9百萬元（2018年12月31日：人民幣33,946.5百萬元）。同時，其盈利能力大幅度提升。2019年，富民銀行共計實現淨利潤人民幣218.5百萬元，與2018年淨利潤人民幣52.6百萬元相比，增加人民幣165.9百萬元，增幅315.4%。

SELECTED ITEMS OF THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS

Guarantee and consulting fee income

In 2019, the Group derived net guarantee and consulting fee income of RMB624.3 million, representing a decrease of RMB50.2 million or 7.4%, compared to the net guarantee and consulting fee income of RMB674.5 million in 2018. The decrease was mainly due to the guarantee totalling RMB2,120.7 million for a standard small loan product with diverse maturities in batches by cooperating with external channels by the partnership finance business segment in the fourth quarter of 2017. The net guarantee and consulting fee income generated by such special product in 2017, 2018 and 2019 was RMB57.6 million, RMB67.9 million and RMB6.3 million, respectively. Excluding the impact of the aforesaid one-off cooperation business, in 2019, the Group's net guarantee and consulting fee income was RMB618.0 million, representing an increase of RMB11.4 million or 1.9%, compared to the net guarantee and consulting fee income of RMB606.6 million for 2018, which was mainly due to the increase in guarantee and consulting fee income of project performance guarantee business. In 2019, total guarantee and consulting fee income of non-financing guarantee business (mainly including project performance guarantee business) was RMB159.5 million, representing an increase of RMB23.8 million or 17.6% as compared with RMB135.7 million in 2018.

For details on the Group's guarantee and consulting fee income in the credit guarantee business line and related business, please refer to page 23 to 56 of this report.

節選合併利潤表項目

擔保及諮詢費收入

2019年，本集團擔保及諮詢費淨收入為人民幣624.3百萬元，較2018年擔保及諮詢費淨收入人民幣674.5百萬元，減少人民幣50.2百萬元，降幅7.4%，其下降主要是因為夥伴金融業務集群分部於2017年第四季度與外部合作渠道開展標準化、批量化、期限分散的小額貸款產品擔保共計人民幣2,120.7百萬元，該專項產品於2017年、2018年、2019年分別產生擔保及諮詢費淨收入人民幣57.6百萬元、人民幣67.9百萬元、人民幣6.3百萬元。剔除上述一次性經營業務收入影響，2019年本集團擔保及諮詢費淨收入為人民幣618.0百萬元，較2018年擔保及諮詢費淨收入人民幣606.6百萬元，增加人民幣11.4百萬元，增幅1.9%。這主要得益於工程履約擔保業務擔保及諮詢費收入增長所致。2019年，非融資擔保業務（主要為工程履約擔保業務）實現擔保及諮詢費收入總額為人民幣159.5百萬元，與2018年該類業務產生的收入人民幣135.7百萬元相比，增加人民幣23.8百萬元，增幅17.6%。

有關本集團信用擔保業務擔保及諮詢費收入及相關業務情況詳情，請參閱本報告第23頁至56頁。

Net interest and handling fee income

The following table sets forth the breakdown the Group's net interest and handling fee income by products in 2019:

利息及手續費淨收入

下表載列本集團2019年按產品分類的利息及手續費淨收入明細：

(Expressed in RMB million, unless otherwise stated) （除另有註明外，以人民幣百萬元列示）		For the year ended 31 December 截至12月31日止年度			
		2019 2019年	2018 2018年	Change 變動	
		Amount 金額	*Amount 金額*	*Amount 金額*	*Percentage (%) 百分比(%)*
Interest and handling fee income from	**來自以下各項的利息及手續費收入**				
Loans and advances to customers	發放貸款及墊款	**720.5**	1,024.6	(304.1)	(29.7)
Factoring business	保理業務	**318.9**	262.5	56.4	21.5
Cash at banks	銀行存款	**46.5**	65.1	(18.6)	(28.6)
Time and restricted bank deposits	定期存款和存出擔保保證金	**9.3**	19.9	(10.6)	(53.3)
Finance lease business	融資租賃業務	**8.9**	17.7	(8.8)	(49.7)
Credit consulting services commission income	信用服務服務費收入	**124.2**	40.3	83.9	208.2
Other interest and handling fee income	其他利息及手續費收入	**45.7**	2.9	42.8	1,475.9
Total interest and handling fee income	**利息及手續費收入總額**	**1,274.0**	1,433.0	(159.0)	(11.1)
Interest and commission expenses arising from	**來自以下各項的利息及手續費支出**				
Debts securities issued	應付債券	**(179.5)**	(277.1)	(97.6)	(35.2)
Interest-bearing borrowings	計息借款	**(359.3)**	(215.2)	144.1	67.0
Financial assets sold under repurchase agreements	賣出回購金融資產	**(36.3)**	(35.2)	1.1	3.1
Commission expenses from micro and small loans	小微貸款佣金支出	**(84.0)**	(71.9)	12.1	16.8
Other interest and commission expenses	其他利息及佣金支出	**(49.6)**	(52.6)	(3.0)	(5.7)
Total interest and commission expenses	**利息及手續費支出總額**	**(708.7)**	(652.0)	56.7	8.7
Net interest and handling fee income	**利息及手續費淨收入**	**565.3**	781.0	(215.7)	(27.6)

In 2019, the Group's net income from interest and handling fee was RMB565.3 million, representing a decrease of RMB215.7 million or 27.6% as compared with RMB781.0 million in 2018. The decrease was mainly attributable to the decrease of interest and handling fee income and the increase of interest and commission expenses.

2019年，本集團利息及手續費淨收入為人民幣565.3百萬元，較2018年利息及手續費淨收入人民幣781.0百萬元，減少人民幣215.7百萬元，降幅27.6%，其減少主要是因為利息及手續費收入的下降及利息及手續費支出增加所致。

In 2019, the Group's interest and handling fee income was RMB1,274.0 million, representing a decrease of RMB159.0 million or 11.1% as compared with RMB1,433.0 million in 2018. The decrease was mainly due to the decrease in interest and handling fee income of loans and advances to customers as well as the increase in consulting fee income of credit consulting services. Among them:

2019年，本集團利息及手續費收入為人民幣1,274.0百萬元，較2018年利息及手續費收入人民幣1,433.0百萬元，減少人民幣159.0百萬元，降幅11.1%，其下降主要是受發放貸款及墊款產生的利息及手續費收入的下降及信用服務服務費收入的增長綜合影響所致。其中：

- In 2019, the Group's loans and advances to customers generated RMB720.5 million income from interest and handling fee, a decrease of 29.7% or RMB304.1 million as compared with RMB1,024.6 million in 2018. In 2019, as there was no seamless match between new external debt capital and debt capital soon falling due, the small and micro credit business segment of the Group accumulated funds with business returns and gradually repaid external financing, which reduced the capital available for business granting, resulting in a decline in the average monthly loan balance of credit lending business, and then resulting in a decline in interest and handling fee income of the micro and small loan business. In 2019, the monthly average loan balance of credit lending business in micro and small loan business segment was RMB3,707.7 million, representing a decrease of RMB1,562.1 million or 29.6% as compared with RMB5,269.8 million in 2018.

- 2019年，本集團發放貸款及墊款產生的利息及手續費收入為人民幣720.5百萬元，較2018年發放貸款及墊款產生的利息及手續費收入人民幣1,024.6百萬元，減少人民幣304.1百萬元，降幅29.7%。2019年，由於新增外部債務資金和即將到期債務資金之間無法完全做到無縫銜接，本集團小微信貸業務分部便利用業務回款沉澱資金，並逐步償還外部融資，使得可用於業務投放的資金減少，致使信貸服務的貸款月均餘額逐步下降，從而使得小微貸款業務產生的利息及手續費收入下降。2019年，小微信貸業務分部信貸服務的貸款月均餘額為人民幣3,707.7百萬元，與2018年貸款月均餘額人民幣5,269.8百萬元相比，減少人民幣1,562.1百萬元，降幅29.6%。

- In 2019, the Group's interest and handling fee income from receivables for factoring business was RMB318.9 million, representing an increase of RMB56.4 million or 21.5% as compared with RMB262.5 million in 2018. As at 31 December 2019, the balance of receivables for factoring business was RMB1,706.5 million, representing a decrease of RMB693.4 million, or 28.9% as compared with RMB2,399.9 million as at 31 December 2018, while the monthly average balance of receivables for factoring business in 2019 was RMB1,910.8 million, which was basically the same as the average monthly balance in 2018. Benefiting from the improvement of higheryielding product portfolios, the related interest and handling fee income in 2019 was in growth trend.

- 2019年，本集團應收賬款保理業務產生的利息及手續費收入為人民幣318.9百萬元，與2018年該類收入人民幣262.5百萬元相比，增加人民幣56.4百萬元，增幅21.5%。截至2019年12月31日，應收賬款保理業務餘額為人民幣1,706.5百萬元，與截至2018年12月31日餘額人民幣2,399.9百萬元相比，下降人民幣693.4百萬元，降幅28.9%，但2019年應收保理款業務月平均餘額為人民幣1,910.8百萬元，與2018年月平均餘額基本相當。受益於收益較高的產品組合提升，2019年與此相關的利息及手續費收入呈增長態勢。

- Since 2018, leveraging the Group's accumulated experience, capabilities and strengths in micro and small loan services, the micro and small loan business segment provided credit consulting business to external partner institutions, including assistance in obtaining clients, standardized risk assessment services and post-loan management services, and charged certain service fee based on services provided. In 2019, the net interest and handling fee income from credit consulting business was RMB124.2 million, representing an increase of RMB83.9 million or 208.2% as compared with RMB40.3 million in 2018. For information about this type of service, please refer to "Management Discussion and Analysis – Micro and small loan business" on page 94 to page 101.

- 自2018年開始，小微信貸業務分部利用本集團在小微金融服務領域積累的經驗、能力和優勢，為外部合作機構提供信用類服務，包括協助獲取客戶、協助標準化風險評估服務、貸後協助管理服務等，並依據提供服務的內容收取一定的服務費。2019年，信用服務實現淨利息及手續費收入人民幣124.2百萬元，與2018年該類收入人民幣40.3百萬元相比，增加人民幣83.9百萬元，增幅208.2%。有關該類業務的相關信息，請參閱「管理層討論與分析－小微信貸業務」第94頁至101頁。

In 2019, the Group's interest and commission expenses was RMB708.7 million, representing an increase of RMB56.7 million or 8.7% as compared with RMB652.0 million in 2018. Among them:

- In 2019, the Group's various interest-bearing debts (including debts securities issued, interest-bearing borrowings and financial assets sold under repurchase agreements) generated interest expenses of RMB575.1 million, representing an increase of RMB47.6 million or 9.0% as compared with RMB527.5 million in 2018, mainly due to the increase in actual costs of various types of financing caused by the tight overall liquidity of the capital market and the context of "de-leverage";

- The Group's micro and small loan business segment cooperated with external and independent third party institutions in the course of credit lending business. These institutions provided the Group with customer marketing and promotion, due diligence, value assessment, risk identification, post-loan management and other related services. The Group paid service fees to such institutions based on certain percentage of the assets involved. In 2019, the Group's total payment for such services was RMB84.0 million, representing an increase of RMB12.1 million or 16.8% as compared with RMB71.9 million in 2018, mainly due to the continuous increase in the content and workload of such institutions;

  For details of the Group's net interest and handling fee income, please refer to the capital business sector of the partnership finance business segment on page 56 to page 63, and the micro and small loan business segment on page 66 to page 101 of this report.

2019年，本集團利息及手續費支出為人民幣708.7百萬元，較2018年利息及手續費支出人民幣652.0百萬元，增加人民幣56.7百萬元，增幅8.7%。其中：

- 2019年，本集團各類有息債務（包括應付債券、各類計息借款、賣出回購金融資產）產生的利息支出人民幣575.1百萬元，較2018年各類有息債務產生的利息支出人民幣527.5百萬元，增加人民幣47.6百萬元，增幅9.0%，其增長主要是因為資金市場整體流動性趨緊和「去槓桿」的大背景下，各類融資的實際成本較2018年增長所致；

- 本集團小微信貸業務分部在開展信貸服務業務過程中，會與外部獨立第三方機構合作。該類機構向本集團提供客戶營銷及推介、盡職調查、價值評估、風險識別、貸後管理等相關工作。本集團根據所涉資產的一定比例向該類機構支付服務費。2019年，本集團共為該類服務支付費用總額為人民幣84.0百萬元，與2018年該類費用總額人民幣71.9百萬元相比，增加人民幣12.1百萬元，增幅16.8%，其增加主要是因為該類機構參與的工作內容及工作量持續增加所致；

  有關本集團利息及手續費淨收入的詳情，請參閱本報告夥伴金融業務集群分部資金業務板塊第56頁至63頁，以及小微信貸業務分部第66頁至101頁。

Other operating income, net

The following table sets forth the breakdown of other operating income, net of the Group in 2019:

其他運營收入，淨額

下表載列本集團2019年的其他運營收入淨額明細：

(Expressed in RMB million, unless otherwise stated) （除另有註明外，以人民幣百萬元列示）		For the year ended 31 December 截至12月31日止年度			
		2019 **2019年**	2018 2018年	Change 變動	
		Amount ***金額***	*Amount* *金額*	*Amount* *金額*	*Percentage (%)* *百分比(%)*
Commission income of insurance broker business	保險經紀人業務收入	**38.7**	87.0	(48.3)	(55.5)
Commission expenses of insurance broker business	保險經紀人業務支出	**(35.3)**	(81.1)	(45.8)	(56.5)
Net gains on disposal of long-term equity investments	處置長期股權投資淨收益	**2.9**	21.3	(18.4)	(86.4)
Government grants	政府補助	**23.7**	23.5	0.2	0.9
Dividend income	股息收入	**11.1**	9.2	1.9	20.7
Rental income	租金收入	**9.5**	7.3	2.2	30.1
Others	其他	**5.6**	5.7	(0.1)	(1.8)
Total	**合計**	**56.2**	72.9	(16.7)	(22.9)

In 2019, the Group's other operating income, net was RMB56.2 million, mainly including commission income of insurance broker business, gains on disposal of long-term equity investments, government grants, dividends and rental income. Among them:

- The commission income of insurance broker business mainly generated from insurance product brokerage business of Zhongli Insurance Sales Co., Ltd. ("**Zhongli Insurance**"). In 2019, Zhongli Insurance had 450,000 customers in total, achieving premium of RMB208.5 million and net income from brokerage services of RMB3.4 million;

- In 2019, the Group received government grants and tax refunds of RMB23.7 million, basically equivalent to such income in 2018. Such income was mainly generated from the policy supports provided by the governments at all levels for the Group's local financing guarantee business;

- Dividend income mainly generated from the dividends received from investment projects of the Group's capital investment management business sector;

- Rental income mainly generated from the Group's rental of repossessed assets and idle properties to third parties.

2019年，本集團其他運營收入淨額為人民幣56.2百萬元，主要包括保險經紀人業務收入、處置長期股權投資收益、政府補助、股息和租金收入。其中：

- 保險經紀人業務收入主要來自於中利保險銷售有限公司(「**中利保險**」)開展保險產品經紀業務實現的收入。2019年，中利保險共計服務45萬客戶，實現保費人民幣208.5百萬元，實現經紀服務費淨收入人民幣3.4百萬元；

- 2019年，本集團共獲得各類政府補貼及稅收返還收入人民幣23.7百萬元，與2018年該類收入基本相當。該類收入主要是各級政府對本集團在當地開展融資擔保業務而提供的政策性資助；

- 股息收入主要來自於本集團資本投資管理業務板塊投資項目所獲取的股利分紅；

- 租金收入則主要來自於本集團抵債資產、閒餘房產出租給第三方而獲取的租金收入。

Provisions for guarantee losses

The provisions for guarantee losses is an estimate of sufficient provision for credit guarantee made by the Group based on the asset quality of its guarantee portfolio and past experience. In 2019, the Group reversed a total of RMB5.4 million provisions for guarantee losses (2018: RMB1.1 million), mainly due to the default payments and default rate of Group's credit guarantee business continued to decline, and substantial progress has been made in clearance and collection of default payments. In the meantime, the proportion of collaterals in existing guarantee business continued to increase. For the detailed information on the assets quality of the credit guarantee business, please refer to "Management Discussion and Analysis" on page 50 to page 54.

擔保賠償準備金

擔保賠償準備金主要根據本集團擔保組合資產質量及過往經驗，對信用擔保業務而言足夠的撥備水平的估計。2019年，本集團轉回擔保賠償準備金計人民幣5.4百萬元（2018年：人民幣1.1百萬元）。主要源於本集團信用擔保業務的代償金額和代償率呈下降態勢，且為客戶代償之後的清收工作取得實質性進展，同時現有擔保業務項目中有抵質押物的項目佔比持續提升。有關本集團信用擔保業務資產質量的詳細信息，請參閱本報告「管理層討論與分析」章節第50頁至54頁。

Impairment losses

The following table sets forth the breakdown of impairment losses incurred by the Group in 2019:

資產減值損失

下表載列本集團2019年的資產減值損失明細：

		For the year ended 31 December 截至12月31日止年度			
		2019	2018	Change	
		2019年	2018年	變動	
(Expressed in RMB million, unless otherwise stated)		***Amount***	*Amount*	*Amount*	*Percentage (%)*
（除另有註明外，以人民幣百萬元列示）		***金額***	*金額*	*金額*	*百分比(%)*
Impairment losses for loans and advances to customers	發放貸款及墊款的資產減值損失	**118.2**	130.2	(12.0)	(9.2)
(Reversal)/provision for impairment losses for receivables for default payments	（轉回）／計提應收代償款的資產減值損失	**(3.5)**	86.0	(89.5)	(104.1)
(Reversal)/provision for impairment losses for receivables for factoring business	（轉回）／計提應收保理款的資產減值損失	**(9.8)**	15.7	(25.5)	(162.4)
Impairment losses for finance lease receivables	應收融資租賃款的減值損失	**8.2**	25.5	(17.3)	(67.8)
Total	**合計**	**113.1**	257.4	(144.3)	(56.1)

In 2019, the impairment losses of the Group was RMB113.1 million, representing a decrease of RMB144.3 million or 56.1% as compared with RMB257.4 million in 2018, of which:

- In 2019, reversal for impairment losses of receivables for default payments was RMB3.5 million, representing a decrease of RMB89.5 million or 104.1% as compared with provision of impairment losses of RMB86.0 million in 2018, mainly due to overall improvement of the Group's business structure, customer base, product portfolio, risk control strategies and the recovery of receivables for default payments. For the detailed information on the assets quality of the credit guarantee business, please refer to "Management Discussion and Analysis" on page 50 to page 54.

- In 2019, the impairment losses of micro and small loan business segment was RMB104.7 million, representing a decrease of RMB20.9 million or 16.6% as compared with RMB125.6 million in 2018. For detailed information on the assets quality of the micro and small loan business, please refer to "Management Discussion and Analysis" on page 92 to page 94.

- In 2019, the Group's impairment losses reversed from receivables for factoring business was RMB9.8 million, representing a decrease of RMB25.5 million or 162.4% as compared with impairment losses of RMB15.7 million in 2018, mainly due to the lower balance of receivables for factoring business. For detailed information on the assets quality of capital business in the partnership finance business segment, please refer to "Management Discussion and Analysis" on page 56 to page 63.

2019年，本集團資產減值損失為人民幣113.1百萬元，較2018年資產減值損失人民幣257.4百萬元，減少人民幣144.3百萬元，降幅56.1%，其中：

- 2019年，本集團針對應收代償款轉回的資產減值損失為人民幣3.5百萬元，與2018年計提的資產減值損失人民幣86.0百萬元相比，減少人民幣89.5百萬元，降幅104.1%，這主要得益於本集團業務結構、客戶群體、產品組合、風險控制策略、代償後資產清收能力的全面提升。有關本集團信用擔保業務資產質量的詳細信息，請參閱本報告「管理層討論與分析」章節第50頁至54頁。

- 2019年，小微信貸業務分部小微貸款提取的資產減值損失為人民幣104.7百萬元，與2018年提取的資產減值損失人民幣125.6百萬元相比，減少人民幣20.9百萬元，降幅16.6%。有關本集團小微信貸業務資產質量的詳細信息，請參閱本報告「管理層討論與分析」章節第92頁至94頁。

- 2019年，本集團針對應收保理款轉回的資產減值損失為人民幣9.8百萬元，與2018年提取的資產減值損失人民幣15.7百萬元相比，減少人民幣25.5百萬元，降幅162.4%，主要源於應收保理款餘額的下降。有關本集團夥伴金融業務集群分部資金業務資產質量的詳細信息，請參閱本報告「管理層討論與分析」章節第56頁至63頁。

Operating expenses

營運支出

The table below sets out the breakdown of operating expenses of the Group for the year of 2019:

下表載列本集團2019年的營運支出明細：

(Expressed in RMB million, unless otherwise stated) （除另有註明外，以人民幣百萬元列示）		For the year ended 31 December 截至12月31日止年度 **2019 2019年** ***Amount 金額***	2018 2018年 *Amount 金額*	Change 變動 *Amount 金額*	*Percentage % 百分比%*
Staff costs	員工薪酬	**452.7**	450.8	1.9	0.4
– Equity-settled share-based payment	– 以權益結算的股份支付	**13.8**	25.1	(11.3)	(45.0)
Tax and surcharges	税金及附加	**13.8**	17.2	(3.4)	(19.8)
Operating lease charges in respect of buildings	房屋經營租賃費用	**16.1**	76.6	(60.5)	(79.0)
Depreciation and amortization expenses	折舊及攤銷開支	**69.1**	45.1	24.0	53.2
Others	其他	**204.6**	225.5	(20.9)	(9.3)
Total	**合計**	**756.3**	815.2	(58.9)	(7.2)

In 2019, the Group reported operating expenses of RMB756.3 million, representing a decrease of RMB58.9 million or 7.2% as compared with RMB815.2 million in 2018. In particular:

- If the staff costs incurred by "equity-settled share-based payment" were excluded, staff costs paid by the Group would be RMB438.9 million in 2019, representing an increase of RMB13.2 million or 3.1% as compared with RMB425.7 million in 2018. In 2019, the Group continued to optimize its personnel structure, to meet the ever growing demand;

- Since 2017, some branches of the Group gradually began to purchase office buildings suitable in line with business demands to replace the long-term leased property office solution. Such proposal led to a decline in the overall rental expenses of the Group as well as an increase in depreciation and amortization expenses related to properties. Generally, through the above replacement strategy, the Group held properties and real estates with higher value whose long-term returns continued to increase; and

- In 2019, other operating expenses were RMB204.6 million, representing a decrease of 9.3% as compared with RMB225.5 million in 2018. In 2019, the Group continued to adopt cost optimization management measures to control expenses. As a result, various expenses as a percentage of total operating expenses remained stable without drastic fluctuations.

2019年，本集團營運支出為人民幣756.3百萬元，較2018年人民幣815.2百萬元，減少人民幣58.9百萬元，降幅7.2%，其中：

- 在不考慮「以權益結算的股份支付」產生的員工薪酬的情況下，2019年，本集團員工薪酬總額為人民幣438.9百萬元，較2018年員工薪酬總額人民幣425.7百萬元增加人民幣13.2百萬元，增幅3.1%。2019年，本集團對人員結構進行持續優化，以應對不斷提升的業務需求；

- 2017年開始，本集團部分分支機構逐步購入適合營業需求的辦公樓，以替代長期租賃物業辦公的方案。該方案使得集團整體租賃費用呈下降態勢，而與物業相關的折舊及攤銷開支呈上升態勢。總體來講，上述置換策略使得本集團持有較高價值的物業和房產，且該類資產的遠期回報率不斷提升；及

- 2019年，其他營運支出為人民幣204.6百萬元，與2018年其他營運支出人民幣225.5百萬元相比，下降9.3%。2019年，本集團持續採取成本優化管理措施，嚴控各項費用開支，各項費用項目佔營運支出總額的比例保持相對穩定狀態，並無劇烈波動。

SELECTED ITEMS OF THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

節選合併財務狀況表項目

The following table sets forth the Group's assets and liabilities as at the dates indicated:

下表載列本集團於所示日期的資產及負債概要：

(Expressed in RMB million, unless otherwise stated) (除另有註明外，以人民幣百萬元列示)		As at 31 December 截至12月31日 **2019 2019年** ***Amount 金額***	2018 2018年 *Amount 金額*	Change 變動 *Amount 金額*	*Percentage % 百分比%*
Assets	**資產**				
Cash and cash equivalents	貨幣資金	**1,636.1**	1,903.2	(267.1)	(14.0)
Time and restricted bank deposits	定期及受限銀行存款	**2,219.5**	1,853.5	366.0	19.7
Trade and other receivables	應收及其他應收款項	**1,634.1**	2,178.6	(544.5)	(25.0)
Receivables for factoring business	應收保理款	**1,736.0**	2,468.3	(732.3)	(29.7)
Loans and advances to customers	發放貸款及墊款	**4,677.5**	5,666.1	(988.6)	(17.4)
Finance lease receivables	應收融資租賃款	**166.2**	273.1	(106.9)	(39.1)
Financial assets measured at fair value through profit or loss	以公允價值計量且其變動計入當期損益的金融資產	**1,812.5**	1,573.8	238.7	15.2
Repossessed assets	抵債資產	**302.5**	317.8	(15.3)	(4.8)
Property, plant and equipment	物業、廠房及設備	**1,194.0**	501.4	692.6	138.1
Intangible assets	無形資產	**70.8**	31.4	39.4	125.5
Interest in associates	長期股權投資－聯營企業	**1,500.3**	1,524.7	(24.4)	(1.6)
Interest in a joint venture	長期股權投資－合營企業	**–**	4.3	(4.3)	(100.0)
Goodwill	商譽	**9.7**	9.7	–	–
Deferred tax assets	遞延所得稅資產	**533.8**	505.0	28.8	5.7
Investment properties	投資性房地產	**33.5**	34.8	(1.3)	(3.7)
Total assets	**總資產**	**17,526.5**	18,845.7	(1,319.2)	(7.0)
Liabilities	**負債**				
Interest-bearing borrowings	計息借款	**5,773.9**	5,529.4	244.5	4.4
Debts securities issued	應付債券	**1,703.6**	3,392.9	(1,689.3)	(49.8)
Financial assets sold under repurchase agreements	賣出回購金融資產	**331.0**	255.7	75.3	29.4
Deferred income	未到期責任準備金	**508.1**	608.5	(100.4)	(16.5)
Provisions for guarantee losses	擔保賠償準備金	**371.1**	376.5	(5.4)	(1.4)
Customer pledged deposits	存入保證金	**92.5**	123.0	(30.5)	(24.8)
Accruals and other payables	應計及其他應付款	**579.8**	502.4	77.4	15.4
Current tax liabilities	當期所得稅負債	**221.3**	193.4	27.9	14.4
Lease liabilities	租賃負債	**32.6**	–	32.6	–
Total liabilities	**總負債**	**9,613.9**	10,981.8	(1,367.9)	(12.5)
NET ASSETS	**資產淨值**	**7,912.6**	7,863.9	48.7	0.6

Cash and cash equivalents

The following table sets forth the Group's cash and cash equivalents as at the dates indicated:

貨幣資金

下表載列本集團於所示日期的貨幣資金：

		As at 31 December 截至12月31日			
		2019	2018	Change	
		2019年	2018年	變動	
(Expressed in RMB million, unless otherwise stated)		***Amount***	*Amount*	*Amount*	*Percentage (%)*
（除另有註明外，以人民幣百萬元列示）		***金額***	*金額*	*金額*	*百分比(%)*
Cash on hand	庫存現金	**0.1**	0.1	–	–
Cash at banks	銀行存款	**1,636.0**	1,903.1	(267.1)	(14.0)
Total	**合計**	**1,636.1**	1,903.2	(267.1)	(14.0)

Cash and cash equivalents include cash on hand and at banks. As at 31 December 2019, the balance of cash and cash equivalents came in at RMB1,636.1 million, a decrease of 14.0%, or RMB267.1 million, from RMB1,903.2 million as at 31 December 2018. In 2019, the Group has always adopted flexible and variable cash management and asset allocation policies to improve liquidity management.

貨幣資金主要包括本集團庫存現金及銀行存款。截至2019年12月31日，本集團貨幣資金餘額為人民幣1,636.1百萬元，較2018年12月31日餘額人民幣1,903.2百萬元，減少人民幣267.1百萬元，降幅14.0%。2019年，本集團始終採取靈活多變的現金管理及資產配置策略，以維持較高的流動性管理水平。

Trade and other receivables

The trade and other receivables of the Group consist of receivables for default payments under credit guarantee business, prepayments and interest receivables. The following table sets forth the breakdown of trade and other receivables as at the dates indicated:

應收及其他應收款項

本集團應收及其他應收款項主要包括本集團信用擔保業務的應收代償款、預付款項以及應收利息。下表載列本集團於所示日期的應收及其他應收款項的明細：

(Expressed in RMB million, unless otherwise stated) （除另有註明外，以人民幣百萬元列示）		As at 31 December 截至12月31日 **2019 2019年** ***Amount 金額***	2018 2018年 *Amount 金額*	Change 變動 *Amount 金額*	*Percentage % 百分比%*
Receivables for default payments	應收代償款	**741.3**	861.5	(120.2)	(14.0)
Trade receivables	應收賬款	**89.1**	31.7	57.4	181.1
Less: allowance for default payment receivables	減：應收代償款準備金	**(285.5)**	(342.0)	(56.5)	(16.5)
Subtotal	小計	**544.9**	551.2	(6.3)	(1.1)
Interest receivables	應收利息	**88.8**	118.8	(30.0)	(25.3)
Receivables for assets disposal	應收資產轉讓款	**717.6**	789.6	(72.0)	(9.1)
Other prepayments, deposits and other receivables	其他預付款項、押金及其他應收款項	**282.8**	719.0	(436.2)	(60.7)
Subtotal	小計	**1,089.2**	1,627.4	(538.2)	(33.1)
Total	總計	**1,634.1**	2,178.6	(544.5)	(25.0)

As at 31 December 2019, the balance of default payment receivable was RMB741.3 million, a 14.0% decrease or RMB120.2 million as compared with RMB861.5 million as at 31 December 2018. In 2019, the Group paid RMB121.7 million cumulatively on behalf of defaulting clients, a 41.0% drop, or RMB84.6 million, as compared with RMB206.3 million in 2018.

截至2019年12月31日，應收代償款餘額為人民幣741.3百萬元，較2018年12月31日應收代償款餘額人民幣861.5百萬元，減少人民幣120.2百萬元，降幅為14.0%。2019年，本集團共計為違約客戶累計代償金額合計人民幣121.7百萬元，較2018年累計代償金額人民幣206.3百萬元，減少人民幣84.6百萬元，降幅41.0%。

In 2019, the Group strengthened measures and frequency of risk management in respect of guarantee clients continuously, and strengthened customer management throughout the lifecycle. Furthermore, it strengthened management of collaterals and recovery of receivables for default payments. In 2019, the Group recovered receivables for default payments of RMB129.6 million from defaulting clients cumulatively, representing a 40.2% decline, or RMB87.2 million, from RMB216.8 million in 2018; meanwhile, the Group wrote off RMB96.6 million worth of default payments in total in 2019 (2018: RMB215.4 million).

2019年，本集團持續加強針對擔保客戶的風險管理措施和頻率，從保前、保中、保後各個環節對客戶加強管理，並加強反擔保物、抵質押物管理和代償款的回收工作。2019年，本集團累計從違約客戶處回收代償款人民幣129.6百萬元，較2018年累計收回金額人民幣216.8百萬元，減少人民幣87.2百萬元，降幅40.2%；同時，2019年，本集團共計核銷應收代償款人民幣96.6百萬元（2018年：人民幣215.4百萬元）。

As at 31 December 2019, the balance of receivables for default payments was RMB741.3 million, corresponding to the balance of provision at RMB285.5 million. The overall provision rate was 38.5%, representing a decrease of 1.2 percentage points as compared with 39.7% as at 31 December 2018. This is mainly due to that the Group strengthened the risk management in recent years, of which adequate collaterals were obtained from defaulting clients, pledge rate was increased, and progress of disposal was accelerated. We assessed the potential recoverability of receivables for default payments on an item-by-item basis, mainly based on the counter-guarantee provided by borrowers, and compared the present value of potentially recoverable amount and the amount of default payments and charged the difference to current loss from asset impairment.

截至2019年12月31日，應收代償款餘額為人民幣741.3百萬元，對應的準備金餘額為人民幣285.5百萬元，整體準備金率為38.5%，較2018年12月31日整體準備金率39.7%下降1.2個百分點，主要是本集團近年來加強風險管理，從違約客戶處收取的抵押物充足，抵質押率提高，並加快處置進程所致；我們對應收代償款潛在的回收可能進行逐筆評估，主要依據借款人提供的反抵押情況進行，並將可能回收金額的現值與代償款金額進行比較，將差額計入當期資產減值損失。

As at 31 December 2019, the balance of other prepayments, deposits and other receivables was RMB282.8 million, representing a decrease of RMB436.2 million or 60.7% as compared with RMB719.0 million as at 31 December 2018, mainly because that the prepayments of RMB153.2 million which were paid for purchasing office buildings by the Group in 2018 converted into fixed assets in 2019. In addition, the Group started to deregister one small loan company in Xi'an and refunded capital contributions to minority shareholders with the amount of RMB150.0 million in 2018. As at 31 December 2018, the Group had not completed the deregistration procedure, so such refund was presented under "other receivables". In 2019, the Group has completed deregistration of the small loan company and settled such account.

截至2019年12月31日，其他預付款項、押金及其他應收款項的餘額為人民幣282.8百萬元，較2018年12月31日餘額人民幣719.0百萬元，減少人民幣436.2百萬元，降幅60.7%，主要是由於2018年本集團各機構購買辦公樓預付房款人民幣153.2百萬元在2019年轉為固定資產。此外，2018年本集團位於西安的小額貸款公司開始註銷流程，並退還少數股東出資額人民幣150.0百萬元。截至2018年12月31日，由於該註銷流程並未最終完成，因此上述退還款項在「其他應收款項」列示。於2019年，該小額貸款公司完成註銷，並結清該性質款項。

Receivables for factoring business

The following table sets forth the receivables for factoring business of the Group as at the dates indicated:

應收保理款

下表載列本集團於所示日期的應收保理款：

(Expressed in RMB million, unless otherwise stated) （除另有註明外，以人民幣百萬元列示）		As at 31 December 截至12月31日 **2019 2019年** ***Amount 金額***	2018 2018年 *Amount 金額*	Change 變動 *Amount 金額*	 *Percentage % 百分比%*
Receivables for factoring business	應收保理款	**1,706.5**	2,399.9	(693.4)	(28.9)
Add: interest receivables	加：應收利息	**61.9**	110.6	(48.7)	(44.0)
Less: allowance for doubtful debts	減：壞賬準備	**(32.4)**	(42.2)	(9.8)	(23.2)
Total	合計	**1,736.0**	2,468.3	(732.3)	(29.7)

The Group has constantly enhanced its creditability and made use of transfer of accounts receivable and commercial bill discount instruments appropriately to meet the funding needs of SMEs. In 2019, the cumulative amount of receivables for factoring business was RMB2,504.8 million. As at 31 December 2019, the net balance of receivables for factoring business arising from factoring of accounts receivable provided by the Group to clients was RMB1,736.0 million, a 29.7% decline, or RMB732.3 million, as compared with RMB2,468.3 million as at 31 December 2018.

本集團利用不斷增強的綜合信用能力，合理利用應收賬款轉讓、商業票據貼現這一業務工具，以滿足廣大中小企業的融資需求。2019年，應收賬款保理業務累計發生額為人民幣2,504.8百萬元。截至2019年12月31日，本集團因向客戶提供應收賬款保理服務產生的應收保理款淨額為人民幣1,736.0百萬元，較2018年12月31日淨額人民幣2,468.3百萬元，減少人民幣732.3百萬元，降幅29.7%。

Financial assets measured at fair value through profit or loss

The following table sets forth the Group's financial assets measured at fair value through profit or loss as at the dates indicated:

以公允價值計量且其變動計入當期損益的金融資產

下表載列本集團於所示日期以公允價值計量且其變動計入當期損益的金融資產：

(Expressed in RMB million, unless otherwise stated) (除另有註明外，以人民幣百萬元列示)		As at 31 December 截至12月31日 **2019 2019年** ***Amount* 金額**	2018 2018年 *Amount* *金額*	Change 變動 *Amount* *金額*	 *Percentage %* *百分比%*
Unlisted debt investment	非上市債權投資	**914.8**	756.7	158.1	20.9
Unlisted equity investment	非上市股權投資	**387.7**	466.3	(78.6)	(16.9)
Listed equity investment	上市股權投資	**74.4**	111.0	(36.6)	(33.0)
Non-performing assets package	不良資產包	**435.6**	239.8	195.8	81.7
Total	合計	**1,812.5**	1,573.8	238.7	15.2

As at 31 December 2019, the Group's unlisted debt investment was RMB914.8 million, representing an increase of RMB158.1 million or 20.9% as compared with RMB756.7 million as at 31 December 2018. Since the implementation of the Regulations and its supporting rules, the subsidiaries of the Group engaging in financing guarantee business engaging in financing guarantee business have gradually increased their allocation ratio of qualified time deposits, bond assets and other assets with higher liquidity.

截至2019年12月31日，本集團投資的非上市債權人民幣914.8百萬元，較2018年12月31日非上市債權人民幣756.7百萬元，增加人民幣158.1百萬元，增幅20.9%。自《條例》及其配套實施細則實施以來，本集團從事融資擔保業務的子公司逐步加大對符合資格的定期存款、債券類資產、以及其他流動性較高的資產的配置比例。

As at 31 December 2019, the Group's unlisted equity investment (independent third party companies) was RMB387.7 million, representing a decrease of RMB78.6 million or 16.9% as compared with RMB466.3 million as at 31 December 2018, mainly due to disposals of some equity investments by the capital investment and management business segment.

截至2019年12月31日，本集團投資的非上市公司（獨立第三方公司）股權人民幣387.7百萬元，較2018年12月31日餘額人民幣466.3百萬元，減少人民幣78.6百萬元，降幅16.9%，其下降主要來源於資本投資及管理業務分部處置部分股權投資。

As at 31 December 2019, the Group's listed equity investment was RMB74.4 million, representing a decrease of RMB36.6 million or 33.0% as compared with RMB111.0 million as at 31 December 2018, mainly due to the decline in fair value.

截至2019年12月31日，本集團投資上市股權人民幣74.4百萬元，較2018年12月31日餘額人民幣111.0百萬元，減少人民幣36.6百萬元，降幅33.0%，其減少主要系公允價值下降所致。

As at 31 December 2019, the Group's non-performing assets package was RMB435.6 million, representing an increase of RMB195.8 million or 81.7% as compared with RMB239.8 million as at 31 December 2018, which was due to the expansion of non-performing assets acquired and managed by Fu'An Asset.

截至2019年12月31日，本集團投資的不良資產包人民幣435.6百萬元，較2018年12月31日餘額人民幣239.8百萬元，增加人民幣195.8百萬元，增幅81.7%，其增加主要系富安資產對外收購及管理不良資產規模的擴大。

Interest in associates

長期股權投資－聯營企業

The following table sets forth the Group's interest in associates as at the dates indicated:

下表載列本集團於所示日期的長期股權投資－聯營企業：

		As at 31 December 截至12月31日			
		2019 2019年	2018 2018年	Change 變動	
(Expressed in RMB million, unless otherwise stated) (除另有註明外，以人民幣百萬元列示)		***Amount* 金額**	*Amount* 金額	*Amount* 金額	*Percentage %* 百分比%
Interest in associates:	長期股權投資－聯營企業：				
Chongqing Fumin Bank Co., Ltd.	重慶富民銀行股份有限公司	**989.3**	922.1	67.2	7.3
Shandong Financial Assets Exchange Co., Ltd.	山東金融資產交易中心有限公司	**63.9**	62.6	1.3	2.1
Others	其他	**447.1**	540.0	(92.9)	(17.2)
Total	**合計**	**1,500.3**	1,524.7	(24.4)	(1.6)

The interest in associates is mainly investment in Fumin Bank. Benefiting from the increase in deposits, Fumin Bank has recorded growth in total assets and liabilities in the past three years. As at 31 December 2019, Fumin Bank had total assets of RMB45,152.4 million (31 December 2018: RMB37,020.3 million) and total liabilities of RMB41,854.9 million (31 December 2018: RMB33,946.5 million). At the same time, its profitability also improved significantly. In 2019, Fumin Bank achieved a net profit of RMB218.5 million, representing an increase of RMB165.9 million or 315.4% as compared with RMB52.6 million in 2018.

長期股權投資－聯營企業主要是對富民銀行的投資。得益於吸收存款規模的增長，富民銀行資產規模和負債規模在過去三年處於持續增長態勢。截至2019年12月31日，富民銀行資產總額為人民幣45,152.4百萬元（2018年12月31日：人民幣37,020.3百萬元），負債總額為人民幣41,854.9百萬元（2018年12月31日：人民幣33,946.5百萬元）。同時，其盈利能力大幅度提升。2019年，富民銀行共計實現淨利潤人民幣218.5百萬元，與2018年淨利潤人民幣52.6百萬元相比，增加人民幣165.9百萬元，增幅315.4%。

Repossessed assets

The following table sets forth the repossessed assets of the Group as at the dates indicated:

抵債資產

下表載列本集團於所示日期的抵債資產：

(Expressed in RMB million, unless otherwise stated) （除另有註明外，以人民幣百萬元列示）		As at 31 December 截至12月31日 2019 2019年	2018 2018年	Change 變動 Amount 金額	Change 變動 Percentage % 百分比%
Land and buildings	土地及建築物	**271.0**	280.3	(9.3)	(3.3)
Others	其他	**31.5**	37.5	(6.0)	(16.0)
Total	**合計**	**302.5**	317.8	(15.3)	(4.8)

Repossessed assets mainly are land and buildings and other assets recovered from defaulting clients of the Group's guarantee business. As at 31 December 2019, the balance of repossessed assets was RMB302.5 million, a 4.8% decrease, or RMB15.3 million, from RMB317.8 million as at 31 December 2018. The Group has implemented scientific recovery measures against defaulting clients and applied strict performance assessment to motivate the project team, so as to continuously strengthen recovery of repossessed assets. In the meantime, in order to improve the liquidity of assets, the Group actively disposed of recovered repossessed assets, resulting in a slight decrease in the balance of repossessed assets.

抵債資產主要為本集團從擔保違約客戶處回收的土地、房產以及其他相關資產。截至2019年12月31日，抵債資產餘額為人民幣302.5百萬元，較2018年12月31日人民幣317.8百萬元，減少人民幣15.3百萬元，降幅為4.8%。對於違約客戶，本集團制定科學的清收措施，並通過嚴格考核管理，提高項目團隊的清收積極性，不斷加強抵債資產的收回。同時，為了提高資產流動性，本集團積極處置已收回的抵債資產，使得抵債資產餘額小幅下降。

Finance lease receivables

The table below presents financial lease receivables of the Group as at the dates indicated:

應收融資租賃款

下表載列本集團於所示日期的應收融資租賃款：

(Expressed in RMB million, unless otherwise stated) （除另有註明外，以人民幣百萬元列示）		As at 31 December 截至12月31日 **2019 2019年** ***Amount 金額***	2018 2018年 *Amount 金額*	Change 變動 *Amount 金額*	 *Percentage % 百分比%*
Finance lease receivables	應收融資租賃款	**236.4**	342.8	(106.4)	(31.0)
Less: unearned finance lease income	減：未實現融資收益	**(32.3)**	(40.0)	(7.7)	(19.3)
Present value of minimum finance lease receivables	最低融資租賃收款額	**204.1**	302.8	(98.7)	(32.6)
Less: provision for impairment losses	減：減值準備	**(37.9)**	(29.7)	8.2	27.6
Net balance	**淨額**	**166.2**	273.1	(106.9)	(39.1)

As at 31 December 2019, the net balance of finance lease receivables which is generated from finance lease services provided by the Group to clients was RMB166.2 million, representing a decrease of RMB106.9 million or 39.1% as compared to that as at 31 December 2018, mainly due to the fact that the business stopped naturally upon expiration and was no longer granted.

截至2019年12月31日，本集團因向客戶提供融資租賃服務產生的應收融資租賃款淨額為人民幣166.2百萬元，較2018年12月31日減少人民幣106.9百萬元，降幅39.1%，其減少主要是業務到期自然停止並不再投放所致。

Interest-bearing borrowings

As at 31 December 2019, interest-bearing borrowings of the Group grossed RMB5,773.9 million. The following table sets out a breakdown of interest-bearing borrowings of the Group as at the dates indicated as follows:

計息借款

截至2019年12月31日，本集團計息借款餘額為人民幣5,773.9百萬元。下表載列本集團於所示日期的計息借款明細：

(Expressed in RMB million, unless otherwise stated) （除另有註明外，以人民幣百萬元列示）		As at 31 December 截至12月31日 **2019 2019年** ***Amount 金額***	2018 2018年 *Amount 金額*	Change 變動 *Amount 金額*	*Percentage % 百分比%*
Bank loans	銀行借款				
– Unsecured	– 無擔保	**573.3**	1,001.1	(427.8)	(42.7)
– Secured by properties of the Group	– 以本集團物業作抵押	**184.2**	192.8	(8.6)	(4.5)
– Secured by other assets of the Group	– 以本集團其他資產質押	**591.4**	646.5	(55.1)	(8.5)
– Guaranteed by third parties	– 第三方擔保	**220.0**	220.0	–	–
Subtotal	小計	**1,568.9**	2,060.4	(491.5)	(23.9)
Other borrowings	其他借款	**2,563.0**	2,186.3	376.7	17.2
Other interest-bearing liabilities	其他計息負債	**1,599.5**	1,207.9	391.6	32.4
Interest payables	應付利息	**42.5**	74.8	(32.3)	(43.2)
Total	合計	**5,773.9**	5,529.4	244.5	4.4

The following table sets forth the maturity mix of interest-bearing borrowings of the Group as at the dates indicated:

下表載列本集團於所示日期計息借款的到期日：

(Expressed in RMB million, unless otherwise stated) (除另有註明外，以人民幣百萬元列示)		As at 31 December 截至12月31日 **2019 2019年** ***Amount 金額***	2018 2018年 *Amount 金額*	Change 變動 *Amount 金額*	*Percentage % 百分比%*
Due within one year	1年以內	**2,910.1**	2,627.8	282.3	10.7
Due between one year and two years	1年至2年以內	**1,161.7**	722.8	438.9	60.7
Due between two years and five years	2年至5年以內	**903.7**	1,292.3	(388.6)	(30.1)
Due over five years	5年以上	**755.9**	811.7	(55.8)	(6.9)
Interest payables	應付利息	**42.5**	74.8	(32.3)	(43.2)
Total	合計	**5,773.9**	5,529.4	244.5	4.4

As at 31 December 2019, bank borrowings to the amount of RMB184.2 million were secured by mortgage of properties owned by the Group (31 December 2018: RMB192.8 million). As at 31 December 2019, the carrying value of properties held in mortgage grossed RMB241.3 million (31 December 2018: RMB251.0 million).

截至2019年12月31日，金額為人民幣184.2百萬元（2018年12月31日：人民幣192.8百萬元）的銀行借款以本集團自有物業作為抵押。截至2019年12月31日，抵押物業的賬面總值為人民幣241.3百萬元（2018年12月31日：人民幣251.0百萬元）。

As at 31 December 2019, bank borrowings to the amount of RMB591.4 million were secured by mortgage of other assets owned by the Group (31 December 2018: RMB646.5 million). The assets held in mortgage were mainly highly liquid and qualified assets like receivables for factoring business.

截至2019年12月31日，金額為人民幣591.4百萬元（2018年12月31日：人民幣646.5百萬元）的銀行借款以本集團其他資產作為質押，質押的資產主要是高流動性、符合資格的應收保理賬款類資產。

In 2019, the Group paid all interest-bearing borrowings prior to due date and was free from any default record.

2019年，本集團所有的計息借款均於實際到期償還日期之前償還，並無任何違約記錄。

For more detailed discussion of the Group's interest rate risk, please refer to Note 37(b) to financial statements.

有關本集團利率風險更詳盡的討論，請參閱財務報表附註37(b)。

Financial assets sold under repurchase agreements

The table below presents financial assets sold under repurchase agreements held by the Group as at the dates indicated:

賣出回購金融資產

下表載列本集團於所示日期的賣出回購金融資產：

(Expressed in RMB million, unless otherwise stated) （除另有註明外，以人民幣百萬元列示）		As at 31 December 截至12月31日 **2019 2019年** ***Amount 金額***	2018 2018年 *Amount 金額*	Change 變動 *Amount 金額*	 *Percentage % 百分比%*
Beneficial rights of loans and advances to customers	發放貸款及墊款收益權	**17.0**	14.0	3.0	21.4
Beneficial rights of receivables for factoring business	應收保理款收益權	**308.9**	232.3	76.6	33.0
Interest payables	應付利息	**5.1**	9.4	(4.3)	(45.7)
Total	合計	**331.0**	255.7	75.3	29.4

As at 31 December 2019, the balance of the Group's financial assets sold under repurchase agreements was RMB331.0 million, representing an increase of RMB75.3 million or 29.4% as compared with that as at 31 December 2018. It was mainly due to the fact that bank borrowings secured by receivables for factoring business were converted into assets sold under repurchase agreements upon expiration.

截至2019年12月31日，本集團賣出回購金融資產款餘額為人民幣331.0百萬元，較2018年12月31日增加人民幣75.3百萬元，增幅為29.4%，主要是部分以應收保理賬款類資產質押的銀行借款到期後轉換為賣出回購金融資產業務。

Accruals and other payables

The following table sets forth the breakdown of accruals and other payables of the Group as at the dates indicated:

應計及其他應付款

下表載列本集團於所示日期應計及其他應付款的明細：

		As at 31 December 截至12月31日			
		2019 2019年	2018 2018年	Change 變動	
(Expressed in RMB million, unless otherwise stated) （除另有註明外，以人民幣百萬元列示）		***Amount* *金額***	*Amount* *金額*	*Amount* *金額*	*Percentage %* *百分比%*
Other payables	其他應付款	**496.6**	381.5	115.1	30.2
Accrued staff cost	應付職工薪酬	**62.7**	87.2	(24.5)	(28.1)
Value-added tax and other surcharges payable	應付增值税及其他附加費	**6.1**	9.2	(3.1)	(33.7)
Withholding individual income tax payable	應付扣繳個人所得税應納税額	**4.7**	4.1	0.6	14.6
Receipts in advance	預收賬款	**9.7**	20.4	(10.7)	(52.5)
Total	**合計**	**579.8**	502.4	77.4	15.4

As at 31 December 2019, the balance of accruals and other payables of the Group was RMB579.8 million, representing an increase of RMB77.4 million or 15.4% as compared with RMB502.4 million as at 31 December 2018, mainly due to the increase of payables relating to purchasing of office buildings.

截至2019年12月31日，本集團應計及其他應付款餘額為人民幣579.8百萬元，較2018年12月31日的人民幣502.4百萬元，增加人民幣77.4百萬元，增幅15.4%，其增加主要是與購買辦公樓相關的應付款項增加所致。

Debts securities issued

The following table sets forth the breakdown of debts securities issued by the Group as at the dates indicated:

應付債券

下表載列本集團於所示日期應付債券的明細：

(Expressed in RMB million, unless otherwise stated) （除另有註明外，以人民幣百萬元列示）		As at 31 December 截至12月31日 **2019 2019年** ***Amount 金額***	2018 2018年 *Amount 金額*	Change 變動 *Amount 金額*	 *Percentage % 百分比%*
Fixed rate corporate bonds maturing in June 2020 *(Note 1)*	2020年6月到期的固定利率公司債券*（註1）*	**1,426.2**	1,423.7	2.5	0.2
Fixed rate corporate bonds maturing in November 2019 *(Note 2)*	2019年11月到期的固定利率公司債券*（註2）*	**–**	852.2	(852.2)	(100.0)
Assets backed securities payable – senior tranches	資產支持證券－優先級	**–**	901.7	(901.7)	(100.0)
Fixed rate bonds *(Note 3)*	固定利率債券*（註3）*	**225.7**	161.7	64.0	39.6
Interest payables	應付利息	**51.7**	53.6	(1.9)	(3.5)
Total	**合計**	**1,703.6**	3,392.9	(1,689.3)	(49.8)

Note:

1 The Company issued RMB1.5 billion worth of phase-I bond of five-year maturity in the Shanghai Stock Exchange ("**SSE**") in June 2015 (SSE abbreviation:14 Hanhua 01). This bond has a flat annual rate of 6.1% and requires annual payment of interest. The Company has the right to raise the coupon rate for the rest days till maturity at the end of the third year. After the Company releases an announcement on its decision to raise the coupon rate or not and if yes, the amount of raise, investors have the right to register resale of the bonds held by them at the price of RMB100 per bond (interest-free) totally or partially on the resale registration date (7 May 2018 – 9 May 2018).

註：

1 本公司於2015年6月在上海證券交易所（「**上交所**」）發行的第一期債券（上交所簡稱：14瀚華01），發行規模人民幣15億元，債券期限為5年。此債券採用單利按年計息，固定利率為6.1%，每年付息一次。本公司有權於本期債券存續期的第三年年末上調本債券後續期限的票面利率，在本公司發出是否上調票面利率及其幅度的公告後，投資者有權在回售申報日（即2018年5月7日－2018年5月9日），將其持有的債券全部或部份進行回售申報登記，回售的價格為人民幣100元／張（不含利息）。

In view of the situation of the bond market and performance of the Company, the Company decided to raise the coupon rate of "14 Hanhua 01" by 80BP to 6.9%, and keep it unchanged for the rest two years till maturity (from 10 June 2018 to 9 June 2020). The Company released the Announcement on Adjusting the Coupon Rate of "14 Hanhua 01" Company Bond at SSE on 25 April 2018.

According to bond resale registration data provided by Shanghai branch of China Securities Depository and Clearing Company Limited, there were 72,833 valid lots of resale of "14 Hanhua 01" this time and the volume resold was RMB72,833,000 (interest-free). On 3 June 2018, the payment for resale of 14 Hanhua 01 was effected. After that, the volume of "14 Hanhua 01" listed and traded at SSE was 1,427,167 lots (at the face value of RMB1,427,167,000).

2 The Company issued RMB900.0 million worth of phase-II bond of four-year maturity on 3 November 2015 (SSE abbreviation: 14 Hanhua 02) with coupon rate of 5.6%. On 3 November 2017, the Group redeemed RMB46.0 million of the bonds, and increased the coupon rate of remaining bonds totaling RMB854.0 million to 6.6% per annum for the remaining duration. On 4 November 2019 (as 3 November 2019 was a non-trading day, the payment date was postponed to the first trading day after the period), the Group completed the payment of the remaining principal of the bonds (RMB854.0 million) and interest as well as delisting on the Exchange.

3 As at 31 December 2019, the Group's subsidiaries issued to certain qualified investors fixed term and fixed-rate bonds worth RMB225.7 million maturing in 2020 and 2021, respectively.

結合債券市場狀況及本公司經營情況，經公司研究決定，本公司選擇將「14瀚華01」債券的票面利率上調80BP至6.9%，本期債券後2年（2018年6月10日至2020年6月9日）票面利率為6.9%並保持不變。本公司於2018年4月25日在上海證券交易所發佈「瀚華金控股份有限公司關於「14瀚華01」公司債券票面利率調整的公告」。

根據中國證券登記結算有限責任公司上海分公司提供的債券回售申報數據，「14瀚華01」債券本次回售申報有效數量為72,833手，回售金額為人民幣72,833,000元（不含利息）。2018年6月3日為「14瀚華01」債券回售申報的資金發放日，本次回售實施完畢後，「14瀚華01」債券在上海證券交易所上市並交易的數量為1,427,167手（面值人民幣1,427,167,000元）。

2 本公司在2015年11月3日發行的第二期債券（上交所簡稱：14瀚華02），發行規模人民幣900.0百萬元，債券期限為4年，票面利率5.6%。於2017年11月3日，面值共計人民幣46.0百萬元的債券完成回售兑付事宜，剩餘債券面值共計人民幣854.0百萬元，且該期債券後續期限的票面利率上調至6.6%。本集團於2019年11月4日（由於2019年11月3日為休息日，順延至期後的第一個交易日）成功兑付了該期債券剩餘本金（人民幣854.0百萬元）及利息，並在交易所完成摘牌。

3 截至2019年12月31日，本集團附屬子公司向符合資格要求的特定投資者發行固定期限、固定利率的債券餘額為人民幣225.7百萬元，上述債券將分別於2020年、2021年到期。

Debt-to-equity ratio

As at 31 December 2019, the debt-to-equity (calculated by sum of interest-bearing borrowings, financial assets sold under repurchase agreement and debt securities issued, over total equity) of the Group was 98.7% (31 December 2018: 116.7%).

權益負債率

截至2019年12月31日，本集團權益負債率（即計息借款、賣出回購金融資產及應付債券結餘總額除以權益總額）為98.7%（2018年12月31日：116.7%）。

Capital expenditure

The following table sets forth the Group's capital expenditure as at the dates indicated:

資本開支

下表載列於所示日期本集團資本開支：

		For the year ended 31 December 截至12月31日止年度			
		2019 **2019年**	2018 2018年	Change 變動	
(Expressed in RMB million, unless otherwise stated) （除另有註明外，以人民幣百萬元列示）		***Amount*** ***金額***	*Amount* *金額*	*Amount* *金額*	*Percentage %* *百分比%*
Capital expenditure	資本開支	**357.5**	151.0	206.5	136.8

The Group's capital expenditure mainly comprises long-term rent paid for new business outlets along with business expansion, and spending on IT hardware and system acquired and office buildings bought. In 2019, the capital expenditure was RMB357.5 million, representing an increase of RMB206.5 million or 136.8% as compared with RMB151.0 million in 2018. The increase was mainly due to the purchase of office buildings for local institutions of the Group, which was intended to replace the current lease of third-party properties as office space by purchasing assets.

本集團資本開支主要包括業務擴張及營業網點新設過程中實際支付的長期租金、購買的信息技術設備和系統、以及購買辦公樓的開支。2019年，資本開支為人民幣357.5百萬元，較2018年人民幣151.0百萬元，增長人民幣206.5百萬元，增幅136.8%。主要是因為本集團各地機構購買辦公樓所致，此舉意在通過購買資產的方式替換目前租賃第三方物業作為辦公場地。

CAPITAL COMMITMENT AND CONTRACTUAL OBLIGATION

資本承擔及合約責任

Capital commitment

資本承擔

The following table sets forth the Group's capital commitment relating to acquisition of fixed assets as at the dates indicated (mainly properties, machine and vehicles):

下表載列於所示日期本集團就收購固定資產(主要為物業、設備及汽車)的資本承擔:

		As at 31 December 截至12月31日			
		2019 2019年	2018 2018年	Change 變動	
(Expressed in RMB million, unless otherwise stated) (除另有註明外,以人民幣百萬元列示)		***Amount* 金額**	*Amount* *金額*	*Amount* *金額*	*Percentage %* *百分比%*
Commitments in respect of purchase of fixed assets – contracted for	收購固定資產所作出的承擔－已訂約	**5.5**	22.6	(17.1)	(75.7)

As at 31 December 2019, the amount of capital commitment was RMB5.5 million, representing a decrease of RMB17.1 million or 75.7% as compared with RMB22.6 million as at 31 December 2018, which mainly due to that remodelling of business outlets since 2018 was basically completed in 2019.

截至2019年12月31日,資本承擔人民幣5.5百萬元,較2018年12月31日人民幣22.6百萬元,下降人民幣17.1百萬元,降幅75.7%,主要系2018年營業網點改造在2019年基本完工。

Operating lease commitment

The table below presents future minimum lease payments payable by the Group under irrevocable operating lease as at the date indicated:

經營租賃承擔

下表載列於所示日期本集團根據不可撤銷經營租賃應付的未來最低租賃付款額：

(Expressed in RMB million, unless otherwise stated) （除另有註明外，以人民幣百萬元列示）		**31 December 2018** **2018年12月31日** *Amount* *金額*
Within one year (inclusive)	一年以內（含一年）	40.9
After one year but within three years (inclusive)	一年以上三年以內（含三年）	24.3
Over three years	三年以上	4.6
Total	**合計**	69.8

The Group is the lessee in respect of a number of properties which were previously classified as operating leases under HKAS 17. The Group has initially applied HKFRS 16 using the modified retrospective approach. Under this approach, the Group adjusted the opening balance at 1 January 2019 to recognise lease liabilities relating to these leases. From 1 January 2019 onwards, future lease payments are recognised as lease liabilities in the statement of financial position.

本集團為若干物業的承租人，而該等物業先前已根據香港會計準則第17號分類為經營租賃。本集團已採用經修訂的追溯法初步應用香港財務報告準則第16號。根據該方法，本集團於2019年1月1日調整期初結餘以確認與該等租賃相關的租賃負債。自2019年1月1日起，未來租賃付款在財務狀況表中確認為租賃負債。

Intra-group liabilities

As at 31 December 2019, the Company guaranteed the following liabilities of certain members of the Group:

1. an aggregate of RMB1,160.4 million of borrowings from specific institutions by the Group's subsidiaries in the micro and small loan business segment, borrowings of RMB1,987.7 million by the Group's subsidiaries in the partnership finance business segment, borrowings of RMB345.9 million by the Group's subsidiaries in other business segments;

2. an aggregate of RMB0.8 million of the sales of beneficial rights of receivables for factoring business under repurchase agreements by the Group's subsidiaries in the partnership finance business segment;

3. Fixed-rate and fixed term bonds amounted to RMB67.2 million issued to certain qualified investors by subsidiaries in the partnership finance business segment of the Group.

As at 31 December 2019, the Group's outstanding guarantee balance of the credit guarantee business was assumed by Hanhua Guarantee, an affiliate of the Group with financing guarantee qualification, and its branches and subsidiaries.

As none of the credit guarantee affiliates has taken in any fund from any other legal entity of the Group and all credit guarantee affiliates are limited liability companies under the law of the PRC, the Company is liable for the debts of only one credit guarantee affiliate (to the extent of the capital contribution of the Group). Should any credit guarantee affiliate of the Group fail to pay any contingent liability under outstanding guarantee, the Group's liability under such outstanding guarantee will not have negative impact on the business and performance of other entities of the Group.

集團內公司負債

截至2019年12月31日，本集團若干成員公司的以下負債由本公司提供擔保：

1. 本集團小微信貸業務分部附屬公司向特定機構的借款總額人民幣1,160.4百萬元，本集團夥伴金融業務集群附屬公司的借款人民幣1,987.7百萬元、本集團其他業務分部附屬公司的借款人民幣345.9百萬元；

2. 本集團夥伴金融業務集群附屬公司做出的應收保理款項收益權賣出回購交易總額人民幣0.8百萬元；

3. 本集團夥伴金融業務集群附屬公司向符合資格要求的特定投資者發行的固定利率、固定期限的債券人民幣67.2百萬元。

截至2019年12月31日，本集團信用擔保業務在保餘額均由本集團具有融資擔保業務資格的附屬公司瀚華擔保及其分公司、子公司承擔。

由於信用擔保附屬公司未向本集團內其他法律實體融入任何資金，而因各信用擔保附屬公司均為中國法律項下的有限責任公司，因此本公司僅對一家信用擔保附屬公司的債務承擔責任（以本集團股權出資為限），倘若本集團任何信用擔保附屬公司未能履行其於未償還擔保項下的或有負債，本集團於未償還擔保項下的責任將不會對本集團旗下其他實體的業務及經營造成不良影響。

As at 31 December 2019, the balance of guarantee liability assumed by credit guarantee affiliates of the Group for micro and small loans extended by microfinance affiliates was RMB320.7 million (31 December 2018: RMB596.6 million). In its consolidated financial statements, the Group deemed the micro loans extended by microfinance affiliates as loans and advances extended, and the aforesaid amount was not included in the balance of credit guarantee of the Group to avoid duplicate computation and overestimation of credit risk assumed by the Group. Should relevant credit guarantee affiliates be liquidated or bankrupt, these loans will not be protected by guarantee and microfinance affiliates will be threatened by higher potential credit risk. As loans guaranteed by credit guarantee affiliates are individually insignificant and widely distributed, the Group believes any of these micro loans ceasing to be protected by guarantee by credit guarantee affiliates will not have material impact on the business and performance of other affiliates.

截至2019年12月31日，本集團信用擔保附屬公司為本集團小微貸款附屬公司發放的小微貸款提供的擔保責任餘額為人民幣320.7百萬元（2018年12月31日：人民幣596.6百萬元）。在本集團合併財務報表中，本集團已將小微貸款附屬公司發放的該類小額貸款視作發放貸款及墊款類業務，為避免重複計算並誇大本集團整體信用風險承擔金額，並未將上述金額納入本集團信用擔保餘額統計中。倘若相關信用擔保附屬公司清盤或破產，該等貸款將不再獲擔保，而本集團小額貸款附屬公司將承受更大的潛在信用風險。由於本集團信用擔保附屬公司擔保的貸款額度單筆相對較小、比較分散，本集團認為倘任何該等小額貸款不再獲本集團信用擔保附屬公司擔保，將不會對其他附屬公司的業務及運營造成重大影響。

CAPITAL STRUCTURE, LIQUIDITY AND FINANCIAL RESOURCES

資本架構、流動資金及財務資源

Capital structure

Our share capital was RMB4,600.0 million as at 31 December 2019, made up of 3,430,000,000 domestic shares and 1,170,000,000 H shares, at a face value of RMB1.00 per share.

資本架構

截至2019年12月31日，我們的股本為人民幣4,600.0百萬元，由3,430,000,000股內資股及1,170,000,000股H股組成，每股面值均為人民幣1.00元。

Liquidity and capital resources

We meet working capital and other capital needs with capital contributions from shareholders, bank borrowings, bond issue, cash inflow from operating activities and proceeds from IPO. Our working capital and other capital needs are related to micro loans and entrusted loans, default payment, margins maintained at banks, and other working capital needs.

流動資金及資本資源

我們主要以股東的股權出資、銀行借款、發行債券、經營產生的現金流入及首次公開募股所得款項就營運資金及其他資本要求提供資金。我們的流動資金及資本要求主要與授出小微貸款及委託貸款、支付違約付款、維持於銀行存放保證金及其他營運資金需求有關。

As at 31 December 2019, we had cash and cash equivalents to the amount of RMB1,636.1 million (31 December 2018: RMB1,903.2 million). For the year ended 31 December 2019, the Group did not use any financial instrument for hedging purpose.

截至2019年12月31日，我們的貨幣資金為人民幣1,636.1百萬元（2018年12月31日：人民幣1,903.2百萬元）。截至2019年12月31日止年度，本集團並無利用任何金融工具作對沖用途。

Indebtedness

As at 31 December 2019, we had a total of RMB7,709.2 million (31 December 2018: RMB9,040.3 million) interest-bearing debts outstanding, of which RMB7,639.6 million (31 December 2018: RMB8,739.3 million) had fixed interest rates. The due dates fall between 3 January 2020 and 3 December 2032. As at 31 December 2019, we had been paying the principal and interest of all debts on time.

債務

截至2019年12月31日，我們的未償計息負債款總額為人民幣7,709.2百萬元（2018年12月31日：人民幣9,040.3百萬元），其中固定利率計息負債為人民幣7,639.6百萬元（2018年12月31日：人民幣8,739.3百萬元）。到期日由2020年1月3日至2032年12月3日。截至2019年12月31日，我們的債務本金及利息均按期正常償還。

Off-balance sheet arrangements

We are a party to contracts associated with off-balance sheet risks in day-to-day business activities. The contractual value reflects the maximum credit loss risk we assume to the extent of our involvement in credit guarantee. As at 31 December 2019, we had credit guarantee outstanding to the amount of RMB37,845.4 million (31 December 2018: RMB43,694.0 million).

We have no off-balance sheet arrangement other than those disclosed above.

資產負債表外安排

我們於日常業務過程中為附有資產負債表外風險的合約的訂約方。合約金額反映我們於信用擔保業務的參與程度及我們所承受的最大信用虧損風險。截至2019年12月31日，我們信用擔保業務餘額合計為人民幣37,845.4百萬元（2018年12月31日：人民幣43,694.0百萬元）。

除上文披露外，我們並無其他資產負債表外安排。

Foreign exchange risk exposure

The Group is free from material foreign exchange risk as it concludes deals in Renminbi.

外匯風險敞口

本集團主要以人民幣進行其業務交易，因此並無面臨重大外匯風險。

Significant investment

In 2019, the Group had no significant investment.

重大投資

2019年，本集團無重大投資。

Major acquisition and disposal

In 2019, the Group had no major acquisition and disposal.

重大收購及出售

2019年，本集團無重大收購及出售。

Pledge of assets

As at 31 December 2019, the Group had buildings to the carrying value of RMB241.3 million (31 December 2018: RMB251.0 million) put in pledge for bank loans.

抵押資產

截至2019年12月31日，本集團賬面價值人民幣241.3百萬元（2018年12月31日：人民幣251.0百萬元）的建築物被用作在銀行貸款業務中的抵押物。

Contingent liabilities

The Group had no significant contingent liability as at 31 December 2019 other than the off-balance sheet arrangements disclosed on page 135.

或有負債

除在第135頁披露的資產負債表外安排，截至2019年12月31日，本集團無其他重大或有負債。

INFORMATION TECHNOLOGY

The Company persisted with the principle of integrating information technology with its vision and business strategies, and formulated the informatization planning of the Group, optimized the management structure of information technology, established information technology infrastructure and important information systems according to the business strategies of the Company, ensuring the stable operations of information systems and providing strong support for the control and business innovation of the Group.

Information planning. Based on its strategies, the Company will push forward the formulation of a dynamic plan which defines that the focus for 2019 to 2020 should be placed on the optimization and upgrading of business systems, and management and governance of data assets, with the view to supporting strategic implementation and reinforcing control and operating efficiency of the Company.

Through creating an integrated operation and maintenance process and improving platform functions, the Company will effectively define system boundaries and positioning, and introduce new technologies, with the aim to gradually and automatically replace the entire process of core business system products. Meantime, the Company will meet the market's rapid iteration demand for products by means of modularization and cloud services, and build an integrated business platform based on financial technologies.

The Company's capabilities on internal and external data collection, unstructured data analysis and data tag creation are achieved by the existing data warehouse, data market and in-memory BI analysis tools. With a view to further protecting and improving the value of data assets and avoiding sinking of data assets, the Company fully acquired various data assets and created complete connections among business objects.

信息科技

本公司繼續堅持信息科技與公司願景、戰略緊密融合的理念，圍繞戰略制定集團信息化規劃，完善信息科技治理架構，推進信息科技基礎設施和重要信息系統建設，確保信息系統安全穩定運行，為強化本集團運營、促進創新提供有力支撐。

信息化規劃。圍繞公司目標，本公司在既有信息化規劃基礎上，推進規劃工作的滾動編製2019年至2020年重點推動業務系統優化與升級、數據資產的管理與治理，支持公司戰略執行，加強公司管控與運營效率。

通過打造一體化運維流程、完善缺乏功能，本公司有效界定系統邊界與定位，引入新技術，逐步實現核心業務系統產品全流程的自動化替換，同時藉助模塊化與雲服務滿足市場對產品的快速迭代需求，全面構建基於金融科技的業務平台。

本公司在已有的數據倉庫、數據市集以及內存式商務智能分析工具基礎上，增加內外部數據採集能力、非結構化數據解析能力、數據標籤構建能力。充分獲取各種類型的數據資產，構建完整的業務對象關聯關係，本公司進一步實現對數據資產價值的保護和提升，避免數據資產的沉沒。

Establishment of information systems. The Company optimized the management and service of human resources, and improved records of organizational and personnel information in all aspects to form a complete information archives on employees. It also provided mobile self-service functions to employees, carried out the setting and assessment of annual performance goal through performance management functions, and enhanced the effectiveness of employees' self-learning through online learning platform.

信息系統建設。本公司優化人力資源的管理和服務，完善組織及人事信息的全方面記錄，形成了完整的員工個人檔案數據，同時提供移動自助功能服務於員工，通過績效管理功能實現年度績效目標設定及考核，通過在線學習平台提升員工自我學習的效果。

The Company optimized operation management to provide approval process platform and mobile modeling platform with flexible configuration, and timely established and adjusted various online processes that can change rapidly with business development. The Company established a stable knowledge management platform to manage and store various electronic files of the Company in a centralized manner.

本公司優化運營管理，提供靈活配置的審批流程平台和移動建模平台，快速搭建並調整公司隨業務發展而快速變化的各類線上流程，搭建穩定的知識管理平台，集中管理和存儲公司各類電子文檔。

By virtue of financial technologies, the partnership finance business segment has comprehensively promoted the digital transformation of the Company from both internal management and external services. In terms of internal management, the Company completed the iterative operation upgrade of core business systems, and built a seal management system, performance accounting system, data warehouse and BI analysis system. The business management value chain of the Company was fully embedded into information system to achieve full digital management. In terms of external services, the real-time access and service for customers were achieved through the construction of electronic guarantee platform, online signing platform, self-service APP and other digital means. Through the construction of channel connecting platform, the Company achieved real-time data interaction with core enterprises along the supply chain, Internet platforms, banks and other partners, thus enabling acquiring customers in batch and controlling risks online.

夥伴金融業務集群藉助金融科技力量，從內部管理和外部服務兩方面全面推進公司數字化轉型。內部管理方面，完成了核心業務系統的迭代升級，建設了印章管理系統、績效核算系統、數據倉庫及商務智能分析平台，將公司業務管理價值鏈全部植入信息系統，實現全數字化管理。外部服務方面，通過建設電子保函平台、在線簽約平台、自助服務APP等數字化手段，實現客戶的即時觸達與服務；通過建設渠道對接平台，本公司與供應鏈核心企業、互聯網平台、銀行等各類合作夥伴進行實時數據交互，實現了批量獲客、在線風控。

In order to promote the transformation of Internet business, the Company gradually improved the functions of Hanhua Tong platform. The Company applied vivo detection technology to reduce fraud risk and meet regulatory requirements; introduced self-service capabilities to improve the incoming efficiency and user experience for customers and channels; and opened Hanhua Tong official WeChat account to introduce traditional off-line credit business to online channels, open up Internet customer acquisition channels for credit groups and connect a number of national industrial channels into the business system, thus significantly increasing the incoming traffic and per capita capacity.

為促進互聯網業務轉型，本公司逐步完善瀚華通平台功能。借助活體檢測技術，降低欺詐風險，滿足監管要求；藉助自助服務功能，提升客戶與渠道進件效率與使用體驗；藉助瀚華通微信公眾號，將傳統信貸業務由線下引入線上，打通信貸集團互聯網獲客通道，將多家全國性產業渠道接入業務系統，大幅提升進件流量與人均產能。

With a view to improving the efficiency of credit operation, the Company built a self-accounting mechanism for customers' sub-accounts. The Company improved the entire online process for automatic preparation and signing of contract. In order to improve the quality of archives management, the Company built a unified file management system across the Group, and integrated the management of archives data prior to, during and after the loan. With the aim to enhance intelligent risk control, an independent decision engine system was developed. In order to meet the compliance requirements of strict regulation, the Company integrated basic data among systems, and formed a regulatory data market, thus helping the credit business in Chongqing credit pass the qualification inspection on Internet loans, and also laying a foundation for establishing a unified supervision and reporting system in later stage.

為提升信貸運營效率，本公司構建了客戶子賬戶自動入賬機制；完善了合同自動化製作與簽訂的全線上流程。為強化公司檔案管理質量，建立了本公司統一的檔案管理系統，整合貸前、貸中、貸後的檔案資料管理。為增強智能風控水平，開發了獨立的決策引擎系統。為滿足強監管形式下的合規要求，整合各系統間的基礎數據，形成監管數據集市，助力重慶信貸通過網貸資質驗收，也為後期建立統一監管上報系統奠定基礎。

Through promoting the construction of API gateways based on data bus platform, the Company achieved the standardization, normalization and safety of external open interfaces of internal systems while effectively saving costs. The Company optimized and upgraded the existing communication and collaboration platform to eliminate incompatibility problems in user end, thereby making the system smoother and more efficient.

基於企業數據總線平台推動應用程序接口網關建設，本公司實現內部系統對外開放接口的標準化、規範化和安全性，並有效節省成本。本公司對現有溝通協作平台進行優化升級，消除用戶端使用出現的不兼容問題，使系統更流暢，效率更高。

Establishment of information technology infrastructure. Hanhua private cloud was extended in depth. Based on the compression and integration of the physical server to the virtual platform in the previous data center, the Company completed the design and implementation of construction project for disaster recovery platform, thus realizing the transformation from a decentralized manual backup model to a centralized and unified automatic backup platform that supports remote disaster recovery.

信息科技基礎設施建設。瀚華私有雲的建設向縱深方向擴展。在前期數據中心實現物理服務器向虛擬化平台的壓縮整合基礎上，本公司完成了數據中心的災備平台建設項目方案設計及實施，實現了從過去分散式、手工的備份向集中式、自動化、支持異地容災的統一備份平台轉變。

Through the establishment of a new unified monitoring platform, the Company conducted a centralized sampling analysis on various types of device and applications (such as hosts, network devices, databases, applications), thus enabling rapid location and analysis of various types of failures and risks. Based on the upgrading of the previous data center host to virtual architecture, the Company deployed a virtualized anti-virus environment system. The Company has completed the deployment of vulnerability scanning platform, which can manage the scanning information on vulnerabilities in the entire network in a centralized manner, and timely secure devices or systems with potential security risks.

通過搭建新的統一監控平台，本公司對各類設備和應用（主機、網絡設備、數據庫、應用）進行集中化的採集分析，實現對各類故障、風險的快速定位和分析處理。在前期數據中心主機升級為虛擬化架構的基礎上，部署虛擬化環境防病毒系統。本公司完成漏洞掃描平台的部署，集中管理分析整個網絡中的漏洞掃描信息及時對存在安全隱患的設備或系統進行安全加固。

The Company has strengthened the standardization of edge network system in branches. Through the unified management platform, the Company can perform device and network security monitoring, centralized management and strategic management on all firewalls of branches nationwide, so as to effectively prevent network security incidents, protect data assets and ensure the safety of working environment.

本公司加強分支機構邊緣網絡體系的標準化建設。本公司統一管理平台對全國分支機構所有防火墻進行設備及網絡安全監控、集中管理及策略管理，有效防範網絡安全事件發生，保障公司數據財產及辦公環境安全。

Information technology management capabilities. With the aim to further standardize the management process of information project, and improve the overall synergy capacity in information system development, the Company adjusted and optimized its requirements management specifications, test management specifications, launch process and version management methods, successively. It ensured the integrity and traceability of demand, and further enhanced the progress and quality of the implementation of the information system R&D project.

信息科技管理能力。本公司進一步規範信息項目管理流程，提升信息系統開發整體協同能力，相繼調整、優化了需求管理規範、測試管理規範、上線流程及版本管理辦法，保證了需求的完整性與可追溯性，進一步提升了信息系統研發項目執行的進度與質量。

With a view to strengthening user account management, the Company strictly limited the read and write authority and traced and rectified non-compliant operations on production environment through bastion machine and video surveillance, therefore, effectively ensuring the safe and stable operation of information system.

本公司強化用戶賬號管理，嚴格區分生產環境的讀寫權限，通過堡壘機與視頻監控對生產環境的違規操作進行了溯源與整改，有效地保障了信息系統的安全、穩定運行。

HUMAN RESOURCES

人力資源

"Talents" have always been one of the most valuable assets of Hanhua Financial, which need meticulous care. The Company has always been committed to forging the high standards of "kindness, diligence, integrity, self-discipline and responsibility", in a bid to cultivate a professional team. As of 31 December 2019, the total number of employees of the Group is 1,607, all of whom served in Mainland China and Hong Kong.

「人才」始終是瀚華最為重要且精心培育的資源之一，公司始終致力於打造「善良、勤奮、學習、自律、擔當」的高標準、專業化人才團隊。截至2019年12月31日，本集團在崗員工總數為1,607人，於中國內地及香港任職。

The Company attaches great importance to organizational culture building and employee care, promotes cultural cohesion through employee care, and integrates corporate responsibility in organizational culture. In 2019, to improve employees' physical and mental health, the Company planned and organized a variety of employee activities, including voluntary tree planting on "March 12th", voluntary blood donation, Chongqing International Marathon, "Loncin Cup" Marathon, Red themed education, integrity education and outdoor quality development, as well as regular activities such as employee birthday parties and department group building activities. Meantime, the Company has actively undertaken corporate social responsibilities to contribute our care for the society, including donation of old clothes, public welfare activities for poverty alleviation and donation and fund-raising for poverty stricken students. In addition, in order to appreciate employees' long-term contribution and boost staff's sense of honour and pride, the Company has established a staff service award to commend and grant commemorative prizes to employees of five-year and ten-year service.

本公司高度重視組織文化建設與員工關懷，以員工關懷促文化凝聚，寓企業責任於組織文化。2019年，本公司為促進員工身心全面發展，策劃並組織了形式各樣的員工活動，包括「3.12」義務植樹活動、無償獻血活動、重慶國際馬拉松賽、「隆鑫杯」馬拉松賽、紅色主題教育活動、廉政主題教育活動、戶外素質拓展活動以及定期組織的員工生日主題慶祝會、部門團隊建設活動等。同時，本公司積極履行社會責任，先後發起舊衣捐贈活動、扶貧濟困公益活動、捐資助學慈善項目等，為社會貢獻企業的一份愛心。此外，為表彰員工對企業的長期貢獻，提升員工榮譽感、自豪感，公司專門設立員工服務獎，對在公司服務滿五年、十年的員工予以表彰、發放紀念獎品。

In terms of organization and development, under the guidance of the Company's transformation and reform strategy and the talent philosophy of "kindness, diligence, integrity, self-discipline and responsibility", the Company has taken Hanhua Business School as its systematic path of medium-term goal, further promoted the implementation of talent development system on the business side and obtained staged results. Meantime, Hanhua set out to develop a digital talent development and operation management platform, and explored a construction model of core talent pool with its talent data, so as to build a talent pool that can continuously promote the Company's development. In addition, the Company further iterated computing management mechanisms and learning platforms, focused on precipitation and sharing of knowledge and experience, and promoted and created a learning organization, so as to become a benchmark for talent development in the inclusive financial industry.

在組織發展方面，在公司轉型變革戰略引領下，在公司「善良、勤奮、學習、自律、擔當」的人才觀牽引下，公司沿着以瀚華商學院為中期目標的系統路徑，進一步將人才發展體系在業務端落地，並獲得階段性成果。同時，著手搭建數字化人才發展運營管理平台，探索採用瀚華人才大數據開展核心人才庫建設模式，構建有效推動公司發展的人才梯隊。此外，公司進一步迭代管理機制與學習平台，持續沉澱內部知識與經驗，推動與營造學習型組織，力爭成為普惠金融行業人才發展標桿。

In terms of compensation and performance, the Company continued to promote employees' career with two development paths, gave full scope to talents, and utilized talents according to their merits. Through regular person-post matching and rank evaluation, the Company realized dynamic linkage among performance, rank and compensation of employees, creating a performance culture of positive natural selection, leading employees to align with corporate targets and to develop together with the Company. The Company prepared corresponding performance and compensation management plan according to the characteristics of different business segments, effectively motivating employees and contributing to business development. In 2019, the Company has made two improvements in performance management. On the one hand, we guided employees to focus on the management of performance process, and decompose and implement the annual performance goals in stages for the management to promptly supervise and guide employees to achieve such goals step by step. On the other hand, we implemented flexible performance management for each business segment, so that performance results can be highly matched with business results and strongly linked to employees' compensation incentives.

在績效與薪酬管理方面，公司持續推進職業雙通道發展，人盡其才、因材施用，通過定期的人崗匹配、職級評估，實現員工的績效、職級與薪酬的動態聯動，營造能者上、庸者下的績效文化，引導員工與公司目標一致，共同發展。根據不同業務板塊的特點，設定與之匹配的績效、薪酬管理方案，達到有效激勵員工、助力業務發展的作用。2019年，公司對績效管理進行兩方面的改善，一是引導員工重視績效過程的管理，通過將績效年度目標進行階段性分解和執行，讓管理者及時督促和指導員工循序漸進達成目標。二是對各業務板塊進行績效的彈性制管理，使績效結果與業務成果及綜合能力達到高度匹配，並與員工的薪酬激勵實現強掛鈎。

In terms of information construction, we established a human resources informatization project team in 2019. We have developed a visualization platform of human resources source data, a mobile employee self-service HR service platform and a HR knowledge management platform, and realized nationwide attendance networking and reorganization and optimization of Human resources workflow, from which the management, employees and HR are highly benefited.

在信息化建設方面，2019年通過成立人力資源信息化項目小組，先後建立了人力資源數據可視化平台、移動端員工自助HR服務平台、HR知識管理平台，並實現全國考勤聯網、重組和優化人力資源工作流，使得公司管理者、員工、HR均受益良多。

In 2019, through the above information construction results, the Company has greatly expanded communication channels, achieved data interconnection by breaking data isolation, improved work efficiency, and enhanced the convenience of work processing. As a result, the Company's human resources have taken a big step towards the goal of "smart, efficient and helpful to development", laying a solid foundation for subsequent digital construction.

2019年度，通過以上信息化建設成果，公司極大化地拓寬了溝通渠道、打破了數據孤島實現數據互聯、提高了工作效率、增加了工作處理的便捷性等等，從而使得公司人力資源向「智能高效、助力發展」的目標又邁進了一大步，為後續數字化建設打下了堅實的基礎。

Directors, Supervisors and Senior Management
董事、監事及高級管理層

DIRECTORS

As at the date of this report, the members of the Board are as follows:

Executive Directors:

Mr. Zhang Guoxiang (Chairman)
Mr. Wang Dayong (Vice Chairman)
Mr. Cui Weilan

Non-executive Directors:

Mr. Tu Jianhua
Ms. Liu Jiaoyang
Ms. Liu Tingrong
Ms. Wang Fangfei
Mr. Feng Yongxiang
Mr. Liu Bolin
Mr. Duan Xiaohua (Retired on 28 May 2019)

Independent Non-executive Directors:

Mr. Bai Qinxian
Mr. Deng Zhaoyu
Mr. Qian Shizheng
Mr. Ng Leung Sing
Mr. Yuan Xiaobin

董事

於本報告日期，董事會成員載列如下：

執行董事：

張國祥先生（董事長）
王大勇先生（副董事長）
崔巍嵐先生

非執行董事：

涂建華先生
劉驕楊女士
劉廷榮女士
王芳霏女士
馮永祥先生
劉博霖先生
段曉華先生（於2019年5月28日退任）

獨立非執行董事：

白欽先先生
鄧昭雨先生
錢世政先生
吳亮星先生
袁小彬先生

Executive Directors

Mr. Zhang Guoxiang, was born in November 1964, has been the chairman of the Board and an executive Director of the Company since March 2013. He participated in the establishment of the Group in August 2004 and he has been the president of the Group from August 2004 to April 2015. He has been the chairman of the board of directors of Chongqing Fumin Bank Co., Ltd. since August 2016. In addition to his position in the Group, Mr. Zhang has been a member of the Third, the Fourth and the Fifth Sessions of the Chongqing Municipal People's Political Consultative Conference since December 2007. Since 2017, he has become a member of the Standing Committee of Chongqing Federation of Industry and Commerce, and the vice chairman of Chongqing General Chamber of Commerce.

Mr. Zhang obtained his college diploma in finance from Shenyang Television University (瀋陽市廣播電視大學) in July 1992 and his EMBA degree from the Cheung Kong Graduate School of Business in September 2011.

執行董事

張國祥先生，1964年11月生，自2013年3月起為本公司董事長及執行董事。他於2004年8月參與創立了本集團，自2004年8月至2015年4月擔任本集團總裁，自2016年8月起擔任重慶富民銀行股份有限公司的董事長。除本集團職務外，張先生自2017年12月至今歷任中國人民政治協商會議重慶市第三屆、第四屆及第五屆委員會委員，自2017年至今擔任重慶市工商聯常委及重慶市總商會副會長。

張先生於1992年7月在瀋陽市廣播電視大學取得金融學大專文憑，並於2011年9月取得長江商學院高層管理人員工商管理碩士學位。

Directors, Supervisors and Senior Management
董事、監事及高級管理層

Mr. Wang Dayong, was born in November 1966, has been the vice-chairman of the Board and an executive Director of the Company since March 2016, and has been the general manager of Hanhua Hong Kong Holdings Co., Ltd.. He joined the Group in October 2006 and successively served as General Manager marketing officer, vice president of Beijing Hanhua Company, and the chairman of Fu'an Asset.

王大勇先生，1966年11月生，自2016年3月起為本公司副董事長及執行董事，兼任瀚華香港控股有限公司總經理。他於2006年10月加入本集團，先後擔任瀚華北京公司總經理、市場總監和副總裁、富安金融資產公司董事長等。

In addition to his position in the Group, Mr. Wang served as the director of Shandong Financial Assets Exchange Co., Ltd. (山東金融資產交易所有限公司) from September 2015 to September 2019. He is also a member of the Central Economic Committee of the Revolutionary Committee.

除本集團職務外，王先生於2015年9月至2019年9月擔任山東金融資產交易中心有限公司董事，他亦擔任民革中央經濟委員會委員，中國併購公會常務理事。

Mr. Wang obtained his master's degree in international finance from the department of international economics of Liaoning University in July 1998 and EMBA degree jointly held by National Taiwan University and Fudan University in 2015. He is also accredited as a senior economist by the Appraisal and Approval Committee for Professional & Technical Competence of the Industrial and Commercial Bank of China.

王先生於1998年7月獲得遼寧大學國際經濟學院國際金融專業碩士學位，並於2015年獲得由國立台灣大學及復旦大學聯辦的高級管理人員工商管理碩士學位。他亦獲中國工商銀行專業技術部評估及批准委員會認可為高級經濟師資格。

Mr. Cui Weilan, was born in November 1971, has been the executive president of the Company since March 2016, and an executive Director of the Company since May 2015. He joined the Group in June 2006 and successively served as positions including the chief legal officer, vice president, secretary to the Board and executive president.

崔巍嵐先生，1971年11月生，自2016年3月起為本公司總裁，自2015年5月起為本公司執行董事。他於2006年6月加入本集團，先後擔任法務總監、副總裁、董事會秘書、執行總裁等職務。

Mr. Cui obtained his bachelor's degree in law from the department of political of Southwest Normal University (currently known as Southwest University (西南大學)) in June 1995. He is also accredited as a practicing solicitor by the Ministry of Justice of the PRC and as an associate professor in law by Hebei Title Reform Leadership Committee Bureau (河北職稱改革領導小組). He completed the postgraduate program in economic law from Chinese Academy of Social Sciences in September 2003 and obtained his MBA degree from China Europe International Business School (中歐國際工商學院) in September 2012.

崔先生於1995年6月獲得西南師範大學（現稱西南大學）政治系法學學士學位。他獲中國司法部認可為執業律師，並獲河北職稱改革領導小組辦公室認可為法律副教授。他2003年9月完成中國社會科學院經濟法學專業研究生課程，並於2012年9月獲得中歐國際工商學院工商管理碩士。

Non-executive Directors

Mr. Tu Jianhua, was born in April 1963, has been a non-executive Director of the Company since March 2013.

Mr. Tu served as the chairman of the board of directors of Loncin Holdings previously, in the period from January 2003 to June 2010 and from February 2013 to December 2013, and the director of Loncin Holdings Co., Ltd. since December 2013. He served as the director of Loncin Motor Co., Ltd. (隆鑫通用動力股份有限公司) from October 2010 to January 2020, and has been the chairman of the board of directors of Loncin Motor Co., Ltd. (隆鑫通用動力股份有限公司) since January 2020.

Mr. Tu served as a director of Locin Group since December 2013. He served as the chairman of USUM Investment Group Co., Ltd. (渝商投資集團股份有限公司) from April 2014 to December 2019, and has been the director of USUM Investment Group Co., Ltd. (渝商投資集團股份有限公司) since December 2019 and has been an executive director of Chiho Environmental Group Limited (齊合環保集團有限公司) since April 2015.

Mr. Tu acted as the deputy to the 11th, 12th and the 13th National People's Congress, a member of the 13th committee of CPPCC, the deputy to the Second, the Third and the Fourth Sessions of the Chongqing Municipal People's Congress, an executive committee and standing committee member of China Federation of Industry & Commerce (全國工商聯), the chairman of Chongqing Federation of Industry & Commerce and the president of the General Chamber of Commerce.

非執行董事

涂建華先生，1963年4月生，自2013年3月起為本公司非執行董事。

涂先生於2003年1月至2010年6月期間及2013年2月至2013年12月期間擔任隆鑫控股董事長，自2013年12月起擔任隆鑫控股有限公司董事。自2010年10月至2020年1月擔任隆鑫通用動力股份有限公司董事，2020年1月起擔任隆鑫通用動力股份有限公司董事長。

涂先生自2013年12月起擔任隆鑫集團有限公司董事，自2014年4月至2019年12月擔任渝商投資集團股份有限公司董事長，2019年12月起擔任渝商投資集團股份有限公司董事，2015年4月至今擔任齊合環保集團有限公司執行董事。

涂先生擔任第十一屆、第十二屆全國人民代表大會代表；第十三屆全國政協委員；第二屆、第三屆及第四屆重慶市人民代表大會代表，全國工商聯執委、常委；重慶市工商聯主席，總商會會長。

Ms. Liu Jiaoyang, was born in January 1979, has been a non-executive Director of the Company since March 2013. She joined the Group in August 2009 and was a director of Hanhua Financing and Guarantee from August 2009 to April 2015. She has been the director of Chongqing Fumin Bank Co., Ltd. since August 2016.

劉驕楊女士，1979年1月生，自2013年3月起為本公司非執行董事。她於2009年8月加入本集團，自2009年8月至2015年4月擔任瀚華融資擔保股份董事，自2016年8月起擔任重慶富民銀行股份有限公司董事。

Ms. Liu obtained her bachelor's degree in economics from Saint Petersburg State Polytechnical University in Russia in December 2003, and obtained a master's degree in business administration from Tsinghua University in June 2017. She is currently studying doctor of business administration (DBA) in West Business School of Southwestern University of Financial and Economics.

劉女士於2003年12月於俄羅斯聖彼得堡國立技術大學獲得經濟學學士學位，並於2017年6月獲得清華大學高級工商管理碩士學位，現就讀西南財經大學西部商學院工商管理博士(DBA)。

Ms. Liu Tingrong, was born in November 1974, has been a non-executive Director of the Company since March 2013. She joined the Group in March 2011 and served as a director of Hanhua Financing and Guarantee from March 2011 to April 2015.

劉廷榮女士，1974年11月生，自2013年3月起為本公司非執行董事。她於2011年3月加入本集團，自2011年3月至2015年4月擔任瀚華融資擔保股份董事。

Ms. Wang Fangfei, was born in August 1986, has been a non-executive Director of the Company since March 2013. She joined the Group in November 2010 and held various positions, including the project manager and chief reviewing managers of business management section and general management section of Hanhua Guarantee, and served as a director of Hanhua Guarantee from March 2011 to April 2015.

王芳霏女士，1986年8月生，自2013年3月起為本公司非執行董事。她於2010年11月加入本集團，並擔任瀚華融資擔保股份的項目經理、業務管理崗及綜合管理崗主管評審經理等，自2011年3月至2015年4月擔任瀚華融資擔保股份董事。

Ms. Wang obtained her master's degree from Sheffield Hallam University in October 2009, majoring in international business and management. She obtained her junior college degree in business administration from Chongqing University in July 2006.

王女士於2009年10月於謝菲爾德哈雷姆大學取得碩士學位，主修國際商業及管理。她在2006年7月取得重慶大學商業管理專科學位。

Mr. Feng Yongxiang, was born in August 1970, has been a non-executive Director of the Company since March 2013. He joined the Group in August 2009 and was a non-executive director of Hanhua Guarantee from August 2009 to April 2015.

Mr. Feng worked for Chongqing Yayu Business and Commerce Development Co. Ltd. (重慶雅域商貿發展有限公司) as a deputy general manager from May 2005 to January 2010. He worked as the senior relationship manager of the Chongqing branch of China Minsheng Banking Corp., Ltd. from July 2003 to May 2005.

Mr. Liu Bolin, was born in March 1985, has been a non-executive Director of the Company since June 2013. Prior to joining the Group, Mr. Liu has been the general manager of Sichuan Hongrun Trading Co., Ltd. (四川泓潤商貿有限公司), one of the minority shareholders of the Company since March 2013.

Mr. Liu obtained his bachelor's degree in business administration from Shenzhen University in June 2006 and obtained his master's degree in accounting from the State University of New York at Binghamton in December 2008.

馮永祥先生，1970年8月生，自2013年3月起為本公司非執行董事。他於2009年8月加入本集團，自2009年8月至2015年4月擔任瀚華融資擔保股份非執行董事。

馮先生自2005年5月至2010年1月期間任職重慶雅域商貿發展有限公司副總經理，自2003年7月至2005年5月就職於中國民生銀行股份有限公司重慶分行任職高級客戶經理。

劉博霖先生，1985年3月生，自2013年6月起為本公司非執行董事。在加入本集團之前，劉先生自2013年3月起擔任本公司其中一名少數股東四川泓潤商貿有限公司的總經理。

劉先生在2006年6月獲得深圳大學企業管理學士學位，在2008年12月獲得紐約州立大學賓漢頓分校會計學碩士學位。

Independent Non-executive Directors

Mr. Bai Qinxian, was born in July 1940, has been an independent non-executive Director of the Company since March 2013. He joined the Group in August 2009 and served as an independent non- executive director of Hanhua Guarantee.

獨立非執行董事

白欽先先生，1940年7月生，自2013年3月起為本公司獨立非執行董事。他於2009年8月加入本集團，擔任瀚華融資擔保股份獨立非執行董事。

Mr. Bai has served in various domestic committees and societies, including the member of the applied economics discipline appraisal group of the Fourth and the Fifth Sessions of Academic Degree Commission of the State Council, the permanent member of China Society for Finance and Banking (中國金融學會), and the permanent member of China International Finance Society (中國國際金融學會), and has been the director of the International Finance Institute of Liaoning University (遼寧大學國際金融研究所). Mr. Bai is currently the professor and the doctoral supervisor in finance and policy finance of Liaoning University and an independent non-executive director of Sinvo Capital Group Co., Ltd. (新沃資本集團有限公司).

白先生在多個國內委員會及學會任職，包括國務院第四屆及第五屆學位委員會應用經濟學學科評議組成員、中國金融學會常務理事及中國國際金融學會常務理事，曾任遼寧大學國際金融研究所所長。白先生現時擔任遼寧大學教授、金融學和政策性金融學博士生導師，新沃資本集團有限公司獨立非執行董事。

Mr. Bai was accredited as an academic leader of applied economics at the first level and an expert who is eligible to enjoy the special allowance of the State Council.

白先生獲應用經濟學一級學科學術帶頭人，系屬享受國務院授予國務院特殊津貼的專家。

Mr. Deng Zhaoyu, was born in July 1946, has been an independent non-executive Director of the Company since March 2013. He joined the Group in August 2009 and has been an independent non-executive director of Hanhua Guarantee.

鄧昭雨先生，1946年7月生，自2013年3月起為本公司獨立非執行董事。他於2009年8月加入本集團，擔任瀚華融資擔保股份獨立非執行董事。

Mr. Deng held various positions at People's Insurance Company (Group) of China Limited (中國人保控股公司) (currently known as the People's Insurance Company (Group) of China Limited), including the deputy general manager during the period from December 2001 to August 2006. Mr. Deng also served as the chairman of the board of supervisors of PICC Property and Casualty Co., Ltd. from July 2003 to October 2006.

鄧先生自2001年12月至2006年8月期間擔任中國人保控股公司（現稱為中國人民保險集團股份有限公司）副總經理等多個職位。於2003年7月至2006年10月，他在中國人民財產保險股份有限公司擔任監事會主席。

Mr. Qian Shizheng, was born in August 1952, has been an independent non-executive Director of the Company since June 2013. Prior to joining the Group, Mr. Qian served as the Professor of the Accounting Department of Fudan University.

錢世政先生，1952年8月出生，自2013年6月起為本公司獨立非執行董事。在加入本集團之前，錢先生曾任復旦大學會計學系教授。

He has also been an independent non-executive director of Lonking Holdings Limited and independent non-executive director of Jingrui Holdings Limited, an independent director of Shanghai Lujiazui Finance & Trade Zone Development Co., Ltd., an independent non-executive director of Red Star Macalline Group Corporation Ltd., an independent director of Spring Airlines Co. Ltd., an independent director of Asia Cuanon Technology (Shanghai) Co., Ltd.. He resigned as an independent director of Shanghai Laiyifen Holding Limited in November 2019.

他亦擔任中國龍工控股有限公司的獨立非執行董事，景瑞控股有限公司的獨立非執行董事，上海陸家嘴金融貿易區開發股份有限公司獨立董事，紅星美凱龍家居集團股份有限公司獨立非執行董事，春秋航空股份有限公司獨立董事，亞視創能科技（上海）股份有限公司獨立董事。於2019年11月辭任上海來伊份股份有限公司獨立董事。

Mr. Qian obtained his bachelor's degree in accountancy from Shanghai Institute of Finance and Economics (currently known as Shanghai University of Finance and Economics) in July 1983 and doctor's degree in management science and engineering from Fudan University in July 2001.

錢先生於1983年7月獲得上海財政經濟學院（現稱為上海財經大學）會計學學士學位，並於2001年7月獲得復旦大學管理科學與工程博士學位。

Mr. Ng Leung Sing, was born in November 1949, has been an independent non-executive Director of the Company since June 2013.

吳亮星先生，1949年11月生，自2013年6月起為本公司獨立非執行董事。

Mr. Ng is currently a director of Bank of China (Hong Kong) Trustees Limited, the director of the BOCHK Charitable Foundation, an independent non-executive director of Grand Brilliance Group Holdings Limited, an independent non-executive director of Smartone Telecommunications Holdings Limited and Nine Dragons Paper (Holdings) Limited.

吳先生現時擔任中國銀行（香港）信託有限公司董事，中銀香港慈善基金董事，君百延集團控股有限公司獨立非執行董事，數碼通電訊集團有限公司獨立非執行董事，玖龍紙業（控股）有限公司獨立非執行董事。

Mr. Ng is previously a member to various boards and committees, including the Hong Kong Deputy to the 10th, 11th, 12th National People's Congress of the PRC, He also served as the member of the Hong Kong Area of the 13th National People's Congress, the member of the 5th Legislative Council of the Hong Kong Special Administrative Region, the chairperson of the Banking Industry Training Advisory Committee of the Education Bureau, the honorary president of Chinese Bankers Club, Hong Kong, the honorary advisor of the Hong Kong Chi Tung Association Ltd..

吳先生曾擔任不同大會及其委員會代表，包括第十屆、第十一屆、第十二屆全國人民代表大會港區代表、他亦擔任第十三屆全國人民代表大會港區代表、香港特別行政區第五屆立法會議員、教育局銀行業行業培訓諮詢委員會主席、香港銀行華員會名譽會長、香港金融業志同會名譽顧問。

Mr. Yuan Xiaobin, was born in August 1969, has been an independent non-executive Director of the Company since June 2013.

He also has been a part-time professor at Southwest University of Politics and Law since December 2006 and the director and the chairman of the Board of Zhonghao Law Group (currently known as Zhonghao Law Firm) since 1997, the deputy director of Finance and Securities and Insurance Special Committee of All China Lawyers Association (中華全國律師協會金融證券保險專業委員會), an arbitrator of Shanghai International Trade Arbitration Centre. He also serves as an independent director of Changan Automobile Finance Co., Ltd. (長安汽車金融有限公司), Chongqing Pingwei Automotive Technology Co., Ltd. (重慶平偉汽車科技股份有限公司) and Chongqing Hongli Zhixin Technology Development Group Co., Ltd. (重慶宏立至信科技發展集團股份有限公司).

Mr. Yuan obtained his bachelor's degree in law from Southwest College of Politics and Law (currently known as Southwest University of Politics and Law) in June 1991, and his EMBA degree from Chongqing University in June 2013. Mr. Yuan was accredited as a Class A lawyer by Chongqing Judicial Bureau in January 2010.

Mr. Duan Xiaohua, was born in November 1974, has been a non-executive Director of the Company since June 2013. He retired as a non-executive Director of the Company with effect from 28 May 2019.

袁小彬先生，1969年8月生，自2013年6月起為本公司獨立非執行董事。

袁先生自2006年12月起擔任西南政法大學兼職教授，且自1997年起至今擔任中豪律師集團（現稱為中豪律師事務所）主任、董事局主席，中華全國律師協會金融證券保險專業委員會副主任，上海國際貿易仲裁中心仲裁員，他亦擔任長安汽車金融有限公司、重慶平偉汽車科技股份有限公司、重慶宏立至信科技發展集團股份有限公司的獨立董事。

袁先生於1991年6月獲得西南政法學院（現稱西南政法大學法學）學士學位，並於2013年6月獲得重慶大學EMBA學位。袁先生於2010年1月獲重慶司法廳頒授一級律師職稱。

段曉華先生，1974年11月生，自2013年6月起為本公司非執行董事。他於2019年5月28日退任本公司非執行董事。

SUPERVISORS

As at the date of this report, the members of the board of supervisors (the "**Supervisor(s)**") (the "**Board of Supervisors**") are as follows:

Mr. Li Ruping (Chairman of the Board of Supervisors)
Ms. Qin Yong
Mr. Chen Zhonghua (Employee Representative Supervisor)

Mr. Li Ruping, was born in April 1956, has been the chairman of Board of Supervisors of the Company since March 2013. He joined the Group in August 2004 and served in various positions, including vice president, president and director. He has been the chairman of the Board of Supervisors of Hanhua Guarantee since August 2009.

Mr. Li obtained his junior college diploma in industrial accountancy from Sichuan Radio and TV University (四川廣播電視大學) in July 1986. Mr. Li is accredited as a senior accountant by Chongqing Municipal People's Government.

Ms. Qin Yong, was born in June 1970, has been a supervisor of the Company since March 2016. She joined the Group in September 2004. She is the deputy general manager of the finance department of the Group and the manager of the finance department of Chongqing Huitai Investment Co., Ltd..

Ms. Qin graduated from Sichuan Institute of Light Industry (四川輕化工學院) in July 1991, majoring in finance management. She obtained the Certificate of National Accountants in March 1999.

監事

於本報告日期，監事(「**監事**」)會(「**監事會**」)成員載列如下：

李如平先生(監事會主席)
秦湧女士
陳中華先生(職工代表監事)

李如平先生，1956年4月生，自2013年3月起為本公司監事會主席。他於2004年8月加入本集團，擔任的職務包括副總裁、總裁和董事。他自2009年8月起擔任瀚華融資擔保股份監事會主席。

李先生在1986年7月獲四川廣播電視大學工業會計大專文憑，並獲重慶市人民政府認可為高級會計師。

秦湧女士，1970年6月生，自2016年3月起為本公司監事。她於2004年9月加入本集團，現擔任本集團財務部副總經理，重慶慧泰投資有限公司財務經理。

秦女士於1991年7月畢業於四川輕化工學院財務管理專業，於1999年3月獲全國會計師資格證書。

Mr. Chen Zhonghua, was born in September 1974, has been a supervisor of the Company since March 2013. He joined the Group in January 2005 and held various positions, including the deputy general manager of the strategy development department, general manager of the information and technology department and marketing officer of Hanhua Credit. In addition, he was a supervisor of Hanhua Guarantee from August 2009 to April 2015, and the standing deputy general manager of Sichuan Micro-credit and deputy general manager of Sichuan Hanhua from January 2013 to January 2015. He was elected as the employee representative supervisor in 2019 staff meeting.

陳中華先生，1974年9月生，自2013年3月起為本公司監事。他於2005年1月加入本集團，擔任的職務包括戰略發展部副總經理和信息技術部總經理、瀚華信貸市場總監等。他自2009年8月至2015年4月擔任瀚華擔保監事，自2013年1月至2015年1月擔任四川小額貸款常務副總經理及四川瀚華副總經理。其於2019年本公司職工大會被選為職工代表監事。

Mr. Chen obtained his junior college degree in finance from Southwestern University of Finance and Economics (西南財經大學) in June 1995. He graduated from Chongqing Technology and Business University (重慶工商大學) in June 2005, majoring in accounting.

陳先生在1995年6月獲西南財經大學金融學專科學位，並在2005年6月畢業於重慶工商大學會計專業。

SENIOR MANAGEMENT

高級管理層

As at the date of this report, the members of senior management are as follows:

於本報告日期，高級管理層成員載列如下：

Mr. Zhang Guoxiang	張國祥先生
Mr. Wang Dayong	王大勇先生
Mr. Cui Weilan	崔巍嵐先生
Mr. Zhou Xiaochuan	周小川先生
Mr. Luo Xiaobo	羅小波先生
Mr. Yuan Guoli	袁國利先生
Mr. Ren Weidong	任為棟先生
Mr. Li Xuan	李軒先生
Mr. Cheng Xiaoqin	程曉勤先生
Mr. Wang Yan (Resigned on 9 August 2019)	王巖先生（於2019年8月9日辭任）

Details about Mr. Zhang Guoxiang, Mr. Wang Dayong and Mr. Cui Weilan biography are set out on pages 145 to 146 of this report.

有關張國祥先生、王大勇先生及崔巍嵐先生履歷的詳情載於本報告第145頁至第146頁。

Mr. Zhou Xiaochuan, was born in August 1974, has been the executive president of the Company since March 2018, and he is in charge of partnership finance business of the Company, and has been the chairman of the board of directors and the president of Hanhua Financing and Guarantee Co., Ltd.. Mr. Zhou joined the Group in March 2008 and successively served as the chief financial officer and vice president of the Group. In addition to his position in the Group, he also served as the chairman of Chongqing Financing Guarantee Industry Association, and director of Chongqing Re-guarantee Co., Ltd..

周小川先生，1974年8月生，自2018年3月起為本公司執行總裁，負責本集團夥伴金融業務集群，現任瀚華融資擔保股份有限公司董事長、總裁。他於2008年3月加入本集團，先後擔任集團財務總監、副總裁。除本集團職務外，他亦擔任重慶市融資擔保業協會會長，重慶市再擔保有限責任公司董事。

Mr. Zhou obtained his junior college degree in accounting from Southwestern University of Finance and Economics in June 1995. He obtained a master's degree in business administration from Peking University in July 2018.

周先生於1995年6月獲西南財經大學會計學大專學歷，並於2018年7月獲得北京大學工商管理碩士學位。

Mr. Luo Xiaobo, was born in April 1979, has been a vice president of the Company since March 2013, responsible for the credit business of the Group. He joined the Group in November 2004 and successively served as the general manager of Chongqing Hanhua Company, the general manager of risk management department, and the operation director.

羅小波先生，1979年4月生，自2013年3月起為本公司的副總裁，負責本集團信貸業務。他於2004年11月加入本集團，先後擔任瀚華重慶公司總經理、風險管理部總經理、運營總監等職務。

Mr. Luo obtained his bachelor's degree in mechanical design and manufacturing and business administration from Southwest Agricultural University (西南農業大學) (currently known as Southwest University (西南大學)) in July 2002. He is currently studying an EMBA degree at School of Economics and Management of Tsinghua University.

羅先生於2002年7月獲西南農業大學（現稱西南大學）機械設計與製造專業和工商管理學士學位，現於清華大學經濟管理學院EMBA就讀。

Mr. Yuan Guoli, was born in December 1969, has been a vice president of the Company since 2016. He is in charge of the financial asset management business, and he is currently the chairman of Fuan Financial Asset Management Company. He joined the Group in October 2006 and successively serves as the deputy general manager, general manager and group marketing director of Liaoning Hanhua and the president of Fuan Financial Asset Management.

袁國利先生，1969年12月生，自2016年起為本公司的副總裁，負責金融資產管理業務，現任富安金融資產管理公司董事長。他於2006年10月加入本集團，先後擔任遼寧瀚華副總經理、總經理及集團市場總監、富安金融資產管理公司總裁等職位。

Mr. Yuan obtained his bachelor's degree in industrial economics from the Department of Industrial Management of Liaoning University in July 1991, and EMBA degree from Liaoning University in June 2015. He is currently studying an EMBA degree at Guanghua School of Management of Peking University.

袁先生於1991年7月獲得遼寧大學工業管理系工業經濟專業學士學位，並於2015年6月獲得遼寧大學高級管理人員工商管理碩士學位。現於北京大學光華管理學院EMBA就讀。

Mr. Ren Weidong, was born in October 1977, has been the vice president of the Company since March 2018, has been the secretary of the Board since September 2015 and he also served as the sole company secretary and authorized representative since September 2018. He is in charge for managing the Company's financing plan department, administration office, operation management department, asset and securities department, etc.. He joined the Group in February 2009 and successively served as the the general manager of the financial department of the Group, the chief financial officer, etc..In addition to his positions in the Group, he is also the director of Chongqing Technical Elements Exchange Center Company Limited (重慶科技要素交易中心有限公司), the director of Shandong Financial Asset Exchange Co., Ltd. (山東金融資產交易中心有限公司), the vice president of Chongqing International Tax Research Association (重慶市國際税收研究會), and the president of Chongqing liangjiang New Area Tax Society (重慶兩江新區税務學會).

任為棟先生，1977年10月生，自2018年3月起為本公司的副總裁，自2015年9月起擔任本公司董事會秘書，自2018年9月起擔任唯一公司秘書及授權代表，分管本公司計劃財務部、辦公室、運營管理部、資產證券部等部門。他於2009年2月加入本集團，曾先後擔任本集團資金財務部總經理、財務總監等。除本集團職務外，他亦擔任重慶科技要素交易中心有限公司董事、山東金融資產交易中心有限公司董事、重慶市國際税收研究會副會長，重慶兩江新區税務學會會長。

Mr. Ren obtained his bachelor's degree in auditing from Hangzhou Institute of Electronics and Engineering (杭州電子工業學院) (currently known as Hangzhou Dianzi University (杭州電子科技大學)) in July 1999. He obtained an EMBA degree in Guanghua School of Management of Peking University in July 2018.

任先生於1999年7月獲杭州電子工業學院（現稱杭州電子科技大學）審計學學士學位，並於2018年7月獲得北京大學光華管理學院高級管理人員工商管理碩士學位。

Mr. Li Xuan, was born in September 1973, has been a vice-president of the Company since June 2017, he is the chairman of Zhongxin Keirong (Chongqing) Development Co., Ltd. (a subordinate of the Group). He joined the Group in July 2011 and successively served as the general manager of the credit market department of the Group, the executive director of the internet financial group of Hanhua Financial and the president of Chongqing Damei Infrastructure Development Co., Ltd.. In addition to his positions in the Group, he also served as the member of the first council of Chongqing New Model Project Strategic Research Center.

李軒先生，1973年9月生，自2017年6月起為本公司的副總裁，現任本集團下屬中新科融（重慶）發展有限公司董事長。他於2011年7月加入本集團，先後擔任本集團信貸市場部總經理、營銷總監及本集團下屬互聯網金融集團執行總裁、重慶大美基業發展有限公司總裁。除本集團職務外，他亦擔任重慶中新示範專案戰略研究中心第一屆理事會理事。

Mr. Li obtained his degree in applied computer science from Southwest Normal University (currently known as Southwest University) in July 1993.

李先生於1993年7月獲西南師範大學（現稱西南大學）計算機應用專業專科學位。

He has obtained technicals qualifications such as Microsoft experts, system engineers, database engineers, US InFormix Company database experts and IBM server system experts.

他擁有美國微軟公司專家、系統工程師、數據庫工程師、美國InFormix Company數據庫專家及美國IBM公司服務器系統專家等技術資歷。

Mr. Cheng Xiaoqin, was born in January 1977, has been a vice president of the Company since March 2018, and is in charge of the Group's Western Industry and Finance Investment Business. Mr. Cheng joined the Group in December 2004 and successively served as the general manager of the risk management department, the general manager of Sichuan Hanhua Financing Guarantee Co., Ltd., the general manager of Sichuan Micro-credit Co., Ltd. and the marketing director of the Company and the vice president.

程曉勤先生，1977年1月生，自2018年3月起為本公司的副總裁，現分管集團的西部產融投資業務。他於2004年12月加入本集團，先後擔任風險管理部總經理、四川瀚華融資擔保有限公司總經理、兼任四川小額貸款有限公司總經理、本公司市場總監、副總裁等職務。

Mr. Cheng obtained his bachelor's degree in economics from Academy of School of Economics and Trade of Nanjing Agricultural University, majoring in monetary banking in July 2000. He is currently studying for an EMBA degree at the National School of Development of Peking University.

程先生於2000年7月獲南京農業大學經濟與貿易學院貨幣銀行學專業經濟學學士學位，現於北京大學國家發展研究院EMBA就讀。

Mr. Wang Yan, was born in March 1970, served as the strategic cooperation director of the Company from July 2016 to August 2019.

王巖先生，1970年3月生，自2016年7月至2019年8月擔任本公司的戰略合作總監。

Corporate Governance Report
企業管治報告

CORPORATE GOVERNANCE PRACTICES

During the Reporting Period, the Company has strictly complied with relevant laws and regulations, such as the Company Law of the People's Republic of China and the Articles of Association, and performed its rights and obligations in accordance with responsibilities granted by the Listing Rules and the Code of Corporate Governance (as amended from time to time) promulgated by the regulatory authorities. The Company's internal control system is sound and effective, and the information disclosure is true, accurate and complete. There is no violation occurred during the Reporting Period.

The Board has adopted the code provisions ("**Code Provisions**") of the Corporate Governance Code ("**Corporate Governance Code**") as set out in Appendix 14 to the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the "**Listing Rules**"). For the year ended 31 December 2019, the Company has complied with the Code Provisions.

SHAREHOLDERS AND GENERAL MEETINGS

During the Reporting Period, the Company held one general meeting, namely the 2018 annual general meeting dated 28 May 2019. The procedures of giving meeting notices, calling for the meetings, convening the meetings and voting at the meetings were in compliance with the provisions of the Company Law of the People's Republic of China and the Articles of Association.

The details of contents and resolutions reviewed at the above general meeting can be referred to the relevant announcements published by the Company on the websites of the Hong Kong Stock Exchange and the Company dated 12 April 2019 and 28 May 2019 respectively.

企業管治常規

在報告期內，公司嚴格遵守《中華人民共和國公司法》及《公司章程》等相關法律、法規，按照監管部門頒佈並不時更新的《上市規則》、《企業管治守則》賦予的職責，行使權利履行義務。公司內部控制體系健全有效，信息披露真實、準確、完備。報告期內無違法違規情況發生。

董事會已採納載列於香港聯交所證券上市規則(「**上市規則**」)附錄十四內的企業管治守則(「**企業管治守則**」)的守則條文(「**守則條文**」)。截至2019年12月31日止年度，本公司已遵守守則條文。

股東及股東大會

報告期內，公司共召開了1次股東大會，即於2019年5月28日召開的2018年年度股東大會。股東大會的通知、召集、召開和表決程序均符合《中華人民共和國公司法》和《公司章程》的規定。

股東大會審議的具體內容及決議可查閱本公司於2019年4月12日和2019年5月28日在香港聯交所和公司網站發佈的相關公告。

SHAREHOLDERS' RIGHTS

To safeguard shareholders' interests and rights, according to the Articles of Association, when an extraordinary general meeting is requested in writing by a shareholder individually or shareholders collectively holding at least 10% (inclusive of 10%) of the outstanding shares with voting rights of the Company, the Board shall convene an extraordinary general meeting within two months; shareholder(s) holding at least 3% (inclusive of 3%) of the shares of the Company with voting rights shall have the right to put forward temporary proposals in writing to the Company, and the Company shall list the issues in the temporary proposal that fall within the scope of responsibility of the general meeting in the meeting agenda.

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

Shareholders who intend to put forward their enquiries about the Company to the Board could email their enquiries to pengying@hanhua.com or mail their enquiries in writing to the Company's headquarter in Beijing. (the address is: 6-9, Building 2, 11 East Honghu Road, Yubei District, Chongqing, PRC).

股東權利

為保障股東的利益及權利，本公司章程規定單獨或者合計持有公司發行在外的有表決權的股份百分之十以上（含百分之十）的股東以書面形式要求召開臨時股東大會時，董事會應當在兩個月內召開臨時股東大會；以及持有本公司有表決權的股份總數百分之三以上（含百分之三）的股東，有權以書面形式向公司提出臨時提案，本公司應當將臨時提案中屬於股東大會職責範圍內的事項，列入該次會議的議程。

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

股東如欲向董事會作出有關本公司的查詢，可透過電郵發出（電郵地址為pengying@hanhua.com）或以書面形式寄致本公司於中國北京總辦事處（地址為中國重慶市渝北區洪湖東路11號2幢6-9）。

Corporate Governance Report
企業管治報告

THE BOARD

Responsibilities

The Board is responsible for the overall leadership of the Group, overseeing the Group's strategic decisions, business and performance. The Board has delegated the authority and responsibility for day-to-day management and operation of the Group to the senior management of the Group. To oversee particular aspects of the Company's affairs, the third session of the Board has established four Board committees, including the audit committee (the "**Audit Committee**"), the nomination and remuneration committee (the "**Nomination and Remuneration Committee**"), the strategic investment committee (the "**Strategic Investment Committee**") and the risk management committee (the "**Risk Management Committee**") (collectively referred to as the "**Third Session of the Board Committees**"). The Board has delegated to the Board Committees responsibilities as set out in their respective terms of reference.

All Directors shall ensure that they carry out duties in good faith, in compliance with applicable laws and regulations, during the year ended 31 December 2019, all Directors were able to perform their duties in a manner consistent with the interests of the Company and shareholders.

Board Composition

As at the date of this report, the Board consists of fourteen Directors, which include three executive Directors, six non-executive Directors and five independent non-executive Directors.

Details of the Directors are set out under the section headed "Directors, Supervisors and Senior Management" of this report.

董事會

責任

董事會負責本集團的整體領導，並監察本集團的策略性決定、業務及表現。董事會已向本集團的高級管理層授出本集團日常管理及營運的權力及責任。為監察本公司事務的特定範疇，第三屆董事會成立四個董事會委員會，包括審計委員會(「**審計委員會**」)、提名與薪酬委員會(「**提名與薪酬委員會**」)、戰略投資委員會(「**戰略投資委員會**」)及風險管理委員會(「**風險管理委員會**」)(統稱「**第三屆董事會委員會**」)。董事會已向該等董事會委員會授出各職權範圍所載責任。

全體董事須確保彼等本着真誠、遵守適用法律及法規，截至2019年12月31日止年度期間，全體董事均能夠以符合本公司及股東利益的方式履行職責。

董事會組成

於本報告日期，董事會由三名執行董事、六名非執行董事及五名獨立非執行董事，共十四名董事組成。

董事的詳細資料載於本報告「董事、監事及高級管理層」一節。

For the year ended 31 December 2019, the Board at all times met the requirements of the Rules 3.10(1) and 3.10(2) of the Listing Rules relating to the appointment of at least three independent non-executive Directors, with at least one independent non-executive Director possessing appropriate professional qualifications or accounting or related financial management expertise.

截至2019年12月31日止年度期間，董事會在任何時間均遵守上市規則第3.10(1)及3.10(2)條有關委任至少三名獨立非執行董事（及其中至少一名獨立非執行董事須擁有適當的專業資格或適當的會計或相關財務管理專業知識）的規定。

The Company also complied with Rule 3.10A of the Listing Rules relating to the appointment of independent non-executive Directors representing at least one-third of the Board. Each of the independent non-executive Directors has confirmed his independence pursuant to Rule 3.13 of the Listing Rules and the Company considers each of them to be independent. Independent non-executive Directors are invited to serve on the Audit Committee and the Nomination and the chairman of Remuneration Committee.

本公司亦已遵守上市規則第3.10A條有關委任相當於董事會成員三分之一的獨立非執行董事的規定。各獨立非執行董事均已根據上市規則第3.13條確認其獨立性，故本公司認為彼等均為獨立人士。獨立非執行董事獲邀擔任審計委員會及提名與薪酬委員會主任委員。

To the best knowledge of the Company, there is no other financial, business, family or other material/relevant relationship among the members of the Board, except that Mr. Tu Jianhua is a cousin of Ms. Liu Jiaoyang, both are non-executive Directors.

除非執行董事涂建華先生為非執行董事劉驕楊女士的表哥外，就本公司所知，董事會成員之間概無財務、業務、家屬或其他重大／相關的關係。

Induction and Continuous Professional Development

A summary of training received by the Directors for the year ended 31 December 2019 is as follows:

入職及持續專業發展

所有董事於截至2019年12月31日止年度接受培訓情況如下：

Name of Directors 董事姓名		Contents of Training 接受培訓內容
Executive Directors:	***執行董事：***	
Mr. Zhang Guoxiang *(Chairman)*	張國祥先生*（董事長）*	A、B
Mr. Wang Dayong *(Vice Chairman)*	王大勇先生*（副董事長）*	A、B
Mr. Cui Weilan	崔巍嵐先生	B
Non-executive Directors:	***非執行董事：***	
Mr. Tu Jianhua	涂建華先生	A、B
Ms. Liu Jiaoyang	劉驕楊女士	A、B
Ms. Liu Tingrong	劉廷榮女士	B
Ms. Wang Fangfei	王芳霏女士	B
Mr. Feng Yongxiang	馮永祥先生	B
Mr. Liu Bolin	劉博霖先生	B
Independent Non-executive Directors:	***獨立非執行董事：***	
Mr. Bai Qinxian	白欽先先生	A、B
Mr. Deng Zhaoyu	鄧昭雨先生	B
Mr. Qian Shizheng	錢世政先生	A、B
Mr. Ng Leung Sing	吳亮星先生	A、B
Mr. Yuan Xiaobin	袁小彬先生	A、B

Notes:

A: Attending training, seminars, forums and conferences on topics such as economics, finance and corporate management;

B: Reading materials related to requirements on corporate governance, directors' duties and internal control and risk management, etc..

附註：

A: 參與經濟、財務、企業管理等方面的專題培訓、講座、論壇及會議；

B: 閱讀企業管治、董事責任、內控風險管理等規定。

Chairman and Chief Executive Officer

The Company has complied with the Code Provision A.2.1.. For the year ended 31 December 2019, Mr. Zhang Guoxiang has been the chairman of the third session of the Board and Mr. Cui Weilan has been the president of the Company. Mr. Zhang and Mr. Cui lead by example, perform their duties, commit to maintain the high standards of corporate governance for the Company.

主席及行政總裁

本公司遵守守則條文第A.2.1條規定。截至2019年12月31日止年度張國祥先生擔任本公司第三屆董事會董事長，崔巍嵐先生擔任本公司總裁。張先生與崔先生以身作則，各司其職，致力維持公司高水平企業管治。

Appointment, Change and Re-Election of Directors

In accordance with the Articles of Association of the Company (the "**Articles of Association**"), the Directors shall be elected at the general meeting for a term of no more than three years, and may be re-elected and re-appointed upon the expiry of such term. The Company has implemented an effective mechanism regarding the appointment of new Director. The Nomination and Remuneration Committee will first discuss the matters in relation to the appointment of new Director, and then present to the Board as proposals, which will be subject to the approval at the general meeting.

董事的委任、變更及重選連任

根據本公司章程(「**章程**」)的規定，董事由股東大會選舉產生，每屆任期不得超過三年，可連選連任。本公司已就新董事的委任執行一套有效程序。新董事提名事宜先由提名與薪酬委員會商議，然後再向董事會提交建議，並由股東大會選舉通過。

Board Diversity Policy

The Company believes that the diversification of the Board is beneficial for enhancing the performance of the Company. Therefore, the Company has established the "Policy on Diversification of Members of the Board" to ensure that when determining the composition of the Board, the Company will consider the diversification of members of the Board from various aspects, including but not limited to age, cultural and educational background, professional experience, skills and knowledge. All appointments to the Board shall follow the principle of meritocracy, taking into account objectively the benefits of diversification of members of the Board when considering the candidates. The candidates of the Board are selected based on a range of diversified perspectives, including but not limited to age, cultural and educational background, professional experience, skills and knowledge.

董事會成員多元化政策

本公司相信董事會成員多元化將對提升本公司的表現益處良多，因此本公司已制定《董事會成員多元化政策》，確定在設定董事會成員組合時會從多個方面考慮董事會成員多元化，包括但不限於年齡、文化及教育背景、專業經驗、技能及知識。董事會所有委任均以用人唯才為原則，並在考慮人選時以客觀條件顧及董事會成員多元化的益處。甄選董事會人選將按一系列多元化範疇為基準，包括但不限於年齡、文化及教育背景、專業經驗、技能及知識。

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Director Nomination Policy

This Director Nomination Policy (the "**Policy**") aims to: set out the criteria and process in the nomination and appointment of directors of the Company; ensure that the board (the "**Board**") of directors (the "**Directors**") of the Company has a balance of skills, experience and diversity of perspectives appropriate to the Company; and ensure the Board continuity and appropriate leadership at Board level.

In evaluating and selecting any candidate for directorship, the following criteria should be considered by the Nomination and Remuneration Committee and/or the Board: character and integrity. The following factors should also be considered when selecting directors: professional qualifications, skills, knowledge and experience that are relevant to the Company's business and strategy, and the potential contribution to the Board from the diversity aspects under the Board Diversity Policy. Any measurable objectives adopted for achieving diversity on the Board. Willingness and ability to devote adequate time to discharge duties as a member of the Board and Board committee(s) of the Company. Meanwhile, in order to comply with the Board Diversity Policy, the Nomination and Remuneration Committee and/or the Board may also conduct a wide search for candidates who are in the interests of the Company.

提名董事政策

本董事提名政策(「**本政策**」)旨在:載列本公司提名及委任董事的準則及程序;確保本公司的董事(「**董事**」)會(「**董事會**」)成員具備切合本公司業務所需的技巧、經驗及多元觀點;及確保本公司的董事會的持續性及維持其領導角色。

在評估及挑選候選人擔任董事時,提名與薪酬委員會及/或董事會應考慮下列準則:品格與誠實。選任董事時還應當考慮以下因素,包括專業資格、技巧、知識及與本公司業務及策略相關的經驗,以及董事會成員多元化政策所提述的多元化因素可為董事會帶來的任何潛在貢獻。為達致董事會成員多元化而採納的任何可計量目標。是否願意及是否能夠投放足夠時間履行身為董事會成員及擔任董事會轄下委員會的委員的職責。同時,為符合董事會成員多元化政策,提名與薪酬委員會及/或董事會亦會廣泛搜羅符合公司利益的候選人才信息。

Nomination Process of the Appointment of New Director

The Nomination and Remuneration Committee and/or the Board should, upon receipt of the proposal on appointment of new director and the biographical information (or relevant details) of the candidate, evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.

If the process yields one or more desirable candidates, the Nomination and Remuneration Committee and/or the Board should rank them by order of preference based on the needs of the Company and reference check of each candidate (where applicable).

The Nomination and Remuneration Committee should then recommend to the Board to appoint the appropriate candidate for directorship (where applicable).

For any person that is nominated by a shareholder for election as a director at the general meeting of the Company, the Nomination and Remuneration Committee and/or the Board should evaluate such candidate based on the criteria as set out above and, where appropriate, make recommendation to shareholders in respect of the proposed election of director at the general meeting.

The Company has entered into a service contract or a letter of appointment with each of the Directors (including non-executive Directors) and the Supervisors. The service contracts and the letters of appointment are for a term of three years.

委任新董事提名程序

提名與薪酬委員會及／或董事會應在收到委任新董事的建議及候選人的個人資料（或相關詳情）後，依據上述準則評估該候選人，以判斷該候選人是否合資格擔任董事。

如過程涉及一個或多個合意的候選人，提名與薪酬委員會及／或董事會應根據本公司的需要及每位候選人的證明審查（如適用）排列他們的優先次序。

提名與薪酬委員會隨後應就委任合適人選擔任董事一事向董事會提出建議（如適用）。

就任何經由股東提名於本公司股東大會上選舉為董事的人士，提名與薪酬委員會及／或董事會應依據上述準則評估該候選人，並就於股東大會上選舉董事的提案向股東提出建議（如適用）。

本公司已與各董事（包括非執行董事）及監事訂立了服務合約或委任函，該等服務合約或委任函的期限為三年。

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Regular Board Meetings

In accordance with the Articles of Association, the Board should hold no less than four regular meetings annually, to be convened by the chairman of the Board. Notices of not less than fourteen days will be given for all regular Board meetings to provide all Directors with the opportunities to attend and include matters in the agenda for a regular meeting.

For other committee meetings, the meeting notices, the agenda and accompanying Board papers are dispatched to the Directors or committee members within reasonable timeframe to ensure that they have sufficient time to review the papers and be adequately prepared for the meetings.

Board meetings shall be held only if more than half of the Directors are present, except for when the Board is considering the matters of connected transaction as provided for under the Articles of Association.

Minutes of the Board meetings and the committee meetings will be recorded in sufficient detail the matters considered by the Board and the committees and the decisions reached, including any concerns raised by the Directors. Draft minutes of each Board meeting and committee meeting are/will be sent to the Directors for comments within a reasonable timeframe after the date on which the meeting is held.

董事會定期會議

根據章程規定，董事會每年至少召開四次定期會議，會議由董事長召集。董事會定期會議通知於會議舉行前至少十四日送呈全體董事，以使彼等能有機會出席會議並於會議議程內加載有關事宜。

就其他委員會會議而言，本公司均以合理時間提前向董事或委員會成員發出會議通知、議程及相關董事會文件以確保彼等有充足時間審閱有關文件及充分著手準備出席會議。

除章程的董事會審議關連交易事項的情況外，董事會會議應當由二分之一以上的董事出席方可舉行。

董事會會議及委員會會議的會議記錄會詳盡記錄董事會及委員會所考慮的事宜及所達致的決定，包括董事提出的任何問題。各董事會會議及委員會會議的會議記錄草擬本會／將會於會議舉行後的合理時間內寄送至各董事，以供彼等考慮。

For the year ended 31 December 2019, seven Board meetings were held to consider and approve various matters within the scope of duties of the Board, such as annual results, financial reports, external guarantees, issuance of company bonds, amendment of the Articles of Association, attendance of the individual Directors at these meetings is set out in the table below:

截至2019年12月31日止年度期間，董事會曾舉行7次董事會會議以審議及批准年度業績、財務報告、對外擔保、發行公司債券、修訂《公司章程》等董事會職責範圍內事項，個別董事出席該等會議的情況載於下表：

Name of Directors **董事姓名**		**Attendance/Number of Board Meeting Held** **出席／已舉行之董事會會議次數**
Mr. Zhang Guoxiang	張國祥先生	7/7
Mr. Wang Dayong	王大勇先生	7/7
Mr. Cui Weilan	崔巍嵐先生	7/7
Mr. Tu Jianhua	涂建華先生	7/7
Ms. Liu Jiaoyang	劉驕楊女士	7/7
Ms. Liu Tingrong	劉廷榮女士	7/7
Ms. Wang Fangfei	王芳霏女士	7/7
Mr. Feng Yongxiang	馮永祥先生	6/7
Mr. Liu Bolin	劉博霖先生	7/7
Mr. Bai Qinxian	白欽先先生	6/7
Mr. Deng Zhaoyu	鄧昭雨先生	7/7
Mr. Qian Shizheng	錢世政先生	7/7
Mr. Ng Leung Sing	吳亮星先生	7/7
Mr. Yuan Xiaobin	袁小彬先生	7/7

For the year ended 31 December 2019, one general meeting of the Company was held and the attendance of the individual Directors at the meeting is set out in the table below:

截至2019年12月31日止年度期間，本公司曾舉行1次股東大會。個別董事出席股東大會的情況載於下表：

Name of Directors 董事姓名		Attendance/Number of General Meeting Held 出席／已舉行之股東大會次數
Mr. Zhang Guoxiang	張國祥先生	1/1
Mr. Wang Dayong	王大勇先生	1/1
Mr. Cui Weilan	崔巍嵐先生	1/1
Mr. Tu Jianhua	涂建華先生	1/1
Ms. Liu Jiaoyang	劉驕楊女士	1/1
Ms. Liu Tingrong	劉廷榮女士	1/1
Ms. Wang Fangfei	王芳霏女士	1/1
Mr. Feng Yongxiang	馮永祥先生	1/1
Mr. Liu Bolin	劉博霖先生	1/1
Mr. Bai Qinxian	白欽先先生	1/1
Mr. Deng Zhaoyu	鄧昭雨先生	1/1
Mr. Qian Shizheng	錢世政先生	1/1
Mr. Ng Leung Sing	吳亮星先生	1/1
Mr. Yuan Xiaobin	袁小彬先生	1/1

Duties performed by the Board and management

董事會和管理層行使的職權

The Board shall report to the general meeting and exercise the following powers, including: approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those that may involve conflict of interests), appointment of Directors and other significant financial and operational matters.

董事會對股東大會負責，行使下列職權，包括：批准及監督一切政策事宜、整體策略及預算、內部監控及風險管理系統、重大交易（特別是可能牽涉利益衝突者）、委任董事及其他主要財務及營運事宜。

Directors could have recourse to seek independent professional advice in performing their duties at the Company's expense and are encouraged to access and to consult with the Company's senior management independently.

董事於履行彼等職責時可尋求獨立專業意見，費用由本公司承擔。彼等亦被鼓勵向本公司高級管理層進行獨立諮詢。

The daily management, administration and operation of the Group are delegated to the senior management. The delegated functions and responsibilities are periodically reviewed by the Board. Approval has to be obtained from the Board prior to any significant transactions entered into by the management.

本集團的日常管理、行政及營運交予高級管理層負責。授權職能及職責由董事會定期檢討。管理層訂立任何重大交易前須取得董事會批准。

CORPORATE GOVERNANCE FUNCTION

The Board is responsible for determining the policy for the corporate governance of the Company and performing the corporate governance duties as below: To develop and review the Company's policies and practices on corporate governance; To review and monitor the training and continuous professional development of Directors and senior management; To review and monitor the Company's policies and practices on compliance with all legal and regulatory requirements; To develop, review and monitor the code of conduct and compliance manual applicable to the employees and Directors; and To review the Company's compliance with the Code Provisions and disclosure in the Corporate Governance Report.

企業管治職能

董事會負責制訂本公司之企業管治政策並履行以下企業管治職務：制定及檢討本公司的企業管治的政策及常規；檢討及監察董事及高級管理層的培訓及持續專業發展；檢討及監察本公司的政策及常規符合所有法律及規例的要求；制定、檢討及監察適用於僱員及董事的操守準則及合規手冊；及檢討本公司遵守守則條文的情況及在《企業管治報告》內的披露。

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix 10 to the Listing Rules as the code of practice for carrying out securities transactions by the Company's Directors and supervisors. Having made specific enquiry with all the Directors and Supervisors, they have confirmed their compliance with the relevant standards stipulated in the Model Code for the year ended 31 December 2019.

進行證券交易的標準守則

本公司已採納上市規則附錄十所載之上市發行人董事進行證券交易的標準守則(「**標準守則**」)為本公司董事及監事證券交易之守則。經向全體董事及監事作出具體查詢後，全體董事及監事確認，彼等截至2019年12月31日止年度期間已遵守標準守則所載之規定標準。

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REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

The Company has established a formal and transparent procedure for formulating policies on remuneration of Directors and senior management of the Group. Details of the remuneration of each of the Directors for the year ended 31 December 2019 are set out in note 7 to the financial statements.

The details of the senior management are disclosed in the section headed "Directors, Supervisors and Senior Management" in this report.

Remuneration paid to the senior management (including three Directors) for the year ended 31 December 2019 is as follows:

董事及高級管理層的薪酬

本公司已就制定本集團董事及高級管理層薪酬的政策設立正式及具透明度的程序。截至2019年12月31日止年度，各董事的薪酬詳情載於財務報表附註7。

高級管理層的詳細資料披露於本報告「董事、監事及高級管理層」一節。

截至2019年12月31日止年度，已付予高級管理層（包括三名董事）的薪酬如下：

Remuneration Range (RMB) **薪酬範圍（人民幣）**		**Number of People** **人數**
2,000,000 or above	2,000,000元及以上	5
1,000,000 to 1,999,999	1,000,000元至1,999,999元	4
Below 1,000,000	1,000,000元以下	1

DIRECTORS' LIABILITY INSURANCE

The Company has arranged appropriate insurance in respect of legal action against the Directors.

董事責任保險

本公司已就針對董事提出的法律訴訟購買適當的保險。

BOARD OF PROFESSIONAL COMMITTEES

董事會專業委員會

Audit Committee

審計委員會

Composition of the Audit Committee for the year ended 31 December 2019:

截至2019年12月31日止年度，審計委員會組成：

Mr.Qian Shizheng (Independent Non-executive Director) (Chairman)
Ms. Liu Jiaoyang (Non-executive Director)
Mr. Yuan Xiaobin (Independent Non-executive Director)

錢世政先生（獨立非執行董事）（主任）
劉驕楊女士（非執行董事）
袁小彬先生（獨立非執行董事）

The main responsibility of the Audit Committee is to facilitate the communication, supervision and verification in respect of the Company's internal and external auditing. Its main functions and powers are, including but not limited to, proposing the appointment or replacement of the external auditors; overseeing the Company's internal audit system and its implementation, and reviewing the Group's financial and accounting policies and practices; auditing the financial information of the Company and its disclosure; reviewing the Company's internal monitoring and risk management systems; examining the Letter of Audit Description provided by the external auditors to the management; auditors formulate whistle-blowing policies and systems for accounting records, etc..

審計委員會主要負責本公司內、外部審計的溝通、監督和核查工作。其主要職責為：提議聘請或更換外部審計機構；監督本公司的內部審計制度及其實施，檢討本集團的財務及會計政策及實務；審核本公司的財務信息及其披露；審查本公司內部監控及風險管理系統；檢查外部審計機構給予管理層的《審核情況説明函件》、審計師就會計紀錄制定舉報政策及系統等。

For the year ended 31 December 2019, four meetings of the Audit Committee were held to consider various matters within the scope of duties, such as consideration of interim results reports, internal control and other matters within the scope of responsibility.

截至2019年12月31日止年度期間，審計委員會共舉行4次會議，以審議中期業績報告、審議內部控制等職責範圍內事項。

The attendance of the Audit Committee members is set out in the table below:

各審計委員會成員出席會議的情況載於下表：

Name 姓名		Attendance/Audit Committee meetings held 出席／已舉行之審計委員會會議次數
Mr. Qian Shizheng	錢世政先生	4/4
Ms. Liu Jiaoyang	劉驕楊女士	4/4
Mr. Yuan Xiaobin	袁小彬先生	4/4

The Audit Committee has reviewed together with the management and the external auditors the accounting principles and policies adopted by the Group and the audited consolidated financial statements for the year ended 31 December 2019.

審計委員會已與管理層及外聘核數師審閱本集團採納的會計原則及政策以及截至2019年12月31日止年度的經審核綜合財務報表。

NOMINATION AND REMUNERATION COMMITTEE

提名與薪酬委員會

Composition of the Nomination and Remuneration Committee for the year ended 31 December 2019:

截至2019年12月31日止年度，提名與薪酬委員會組成：

Mr. Deng Zhaoyu (Independent Non-executive Director) (Chairman)
Mr. Zhang Guoxiang (Executive Director)
Mr. Bai Qinxian (Independent Non-executive Director)

鄧昭雨先生（獨立非執行董事）（主任）
張國祥先生（執行董事）
白欽先先生（獨立非執行董事）

The main responsibility of the Nomination and Remuneration Committee is to assist the Board to formulate the recruitment procedures and assessment standards for Directors and senior management of the Company and conduct preliminary assessment on the qualifications and conditions of candidates to be appointed within its area of competence; study and formulate the remuneration plans, performance appraisal systems and incentive schemes of Directors, supervisors and senior management of the Company, make recommendations to the Board and supervise the implementation of plans and systems.

提名與薪酬委員會的主要職責為協助董事會擬定本公司董事、高級管理人員的選任程序和標準，對擬任人選的任職資格和條件進行初步審核，檢討及擬定董事、監事和本公司高級管理人員的薪酬方案、績效考核制度以及激勵方案，向董事會提出建議，並監督方案或制度的實施。

For the year ended 31 December 2019, two meetings of the Nomination and Remuneration Committee were held to consider various matters within the scope of duties, such as appointing nomination and remuneration committee chairman, adjust the duties of senior management personnel and other matters within the scope of responsibility.

截至2019年12月31日止年度期間，提名與薪酬委員會共舉行2次會議，以任命提名與薪酬委員會主任委員、調整高管人員職責等職責範圍內事項。

The attendance of the Nomination and Remuneration Committee members is set out in the table below:

提名與薪酬委員會成員出席會議的情況載於下表：

Name 姓名		Attendance/Number of Nomination and Remuneration Committee meetings held 出席／已舉行提名與薪酬委員會會議次數
Mr. Deng Zhaoyu	鄧昭雨先生	2/2
Mr. Zhang Guoxiang	張國祥先生	2/2
Mr. Bai Qinxian	白欽先先生	2/2

The Nomination and Remuneration Committee will disclose the composition of the Board annually in the "Corporate Governance Report" and monitor the implementation of the policy. The Nomination and Remuneration Committee will review the policy when appropriate to ensure the effectiveness of the policy. The Nomination and Remuneration Committee will discuss any amendment that may need to make and make recommendations to the Board for approval.

提名與薪酬委員會將每年在《企業管治報告》中披露董事會組成，並監察本政策的執行。提名與薪酬委員會將在適當時候檢討本政策，以確保本政策行之有效。提名與薪酬委員會將會討論任何或需作出的修訂，再向董事會提出修訂建議，由董事會審批。

STRATEGIC INVESTMENT COMMITTEE

戰略投資委員會

Composition of the Strategic Investment Committee for the year ended 31 December 2019:

截至2019年12月31日止年度，戰略投資委員會組成：

Mr. Zhang Guoxaing (Executive Director) (Chairman)
Mr. Wang Dayong (Executive Director)
Mr. Tu Jianhua (Non-executive Director)

張國祥先生（執行董事）（主任）
王大勇先生（執行董事）
涂建華先生（非執行董事）

The primary responsibilities of the Strategic Investment Committee are to examine and advise the Board on our long-term development strategies and major investment decisions.

戰略投資委員會的主要職責為對本公司長期發展戰略和重大投資決策進行研究並向董事會提出建議。

For the year ended 31 December 2019, one meeting of the Strategic Investment Committee was held to consider matters within the scope of responsibility such as agreeing to the reasonable use of Internet licensed resources by the credit group.

截至2019年12月31日止年度期間，戰略投資委員會共舉行1次會議，以審議關於同意信貸集團合理利用互聯網許可資源等職責範圍內事項。

The attendance of the Strategic Investment Committee members is set out in the table below:

戰略投資委員會成員出席會議的情況載於下表：

Name 姓名		Attendance/Number of Strategic Investment Committee meeting held 出席／已舉行戰略投資委員會會議次數
Mr. Zhang Guoxiang	張國祥先生	1/1
Mr. Tu Jianhua	涂建華先生	1/1
Mr. Wang Dayong	王大勇先生	1/1

THE RISK MANAGEMENT COMMITTEE

風險管理委員會

Composition of the Risk Management Committee for the year ended 31 December 2019:

截至2019年12月31日止年度，風險管理委員會組成：

Mr. Zhang Guoxiang (Executive Director) (Chairman)
Mr. Cui Weilan (Executive Director)
Ms. Liu Tingrong (Non-executive Director)

張國祥先生（執行董事）（主任）
崔巍嵐先生（執行董事）
劉廷榮女士（非執行董事）

According to the "Rules of Procedures of the Risk Management Committee of Hanhua Financial Holding Co., Ltd.", the primary responsibilities of the Risk Management Committee are to provide professional advice to the Board or making decisions on professional matters according to the authority of the Board in relation to the risk management.

根據《瀚華金控股份有限公司風險管理委員會議事規則》，風險管理委員會的主要職責為向董事會提供風險管理相關的專業意見或根據董事會授權就有關風險管理專業事項進行決策。

For the year ended 31 December 2019, two meetings of the Risk Management Committee were held to elect members, review of internal control evaluation reports and other matters within the scope of their responsibilities.

截至2019年12月31日止年度期間，風險管理委員會共舉行2次會議，以選舉委員、審議內部控制評價報告等職責範圍內事項。

The attendance of the Risk Management Committee members is set out in the table below:

風險管理委員會成員出席會議的情況載於下表：

Name 姓名		Attendance/Number of Risk Management Committee meetings held 出席／已舉行風險管理委員會會議次數
Mr. Zhang Guoxiang	張國祥先生	2/2
Mr. Cui Weilan	崔巍嵐先生	2/2
Ms. Liu Tingrong	劉廷榮女士	2/2

DIVIDEND POLICY OF THE COMPANY

公司股息政策

The dividend policy was adopted pursuant to the resolution passed by the Board of the Company on 12 December 2018:

根據本公司董事會於2018年12月12日通過的決議案所採納：

Principle and method of profit distribution

利潤分配原則及形式

The Company shall attach importance to the reasonable returns to investors and adopt consistent and stable profit distribution policy.

公司應重視對投資者合理投資回報，實行連續、穩定的利潤分配政策。

In deciding whether to propose a dividend and in determining the dividend amount, the Board will take into account the Group's earnings performance, financial position, investment requirements and future prospects.

在決定是否建議派發股息及釐定股息金額時，董事會將考慮本集團的收益表現、財務狀況、投資需求及未來前景。

On the premise of meeting the day to day capital requirements, predictable important investment plan or significant cash expenditures, the Board can, in accordance with the operating profit and cash flow of the current period, advise whether to distribute dividend and the specific scheme shall be submitted to the general meeting of the Company for approval after being reviewed by the Board.

在滿足日常的資金需求、可預期的重大投資計劃或重大現金支出的前提下，董事會可以根據公司當期經營利潤和現金流情況建議是否派發股息，具體方案須經董事會審議後提交公司股東大會批准。

The Company adopts a combination of cash, shares or cash and shares for profit distribution and gives priority to profit distribution in cash, it will also handle relevant matters on withholding and payment of tax when distributing dividends in accordance with relevant laws and regulations for the time being in force and relevant requirements on taxation.

公司採取現金、股票或者現金股票相結合的方式分配利潤，並優先考慮採取現金方式分配利潤，並將根據屆時有效的相關法律、法規及税收規定，在派發股息時依法辦理相關代扣代繳事宜。

DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING IN RESPECT OF FINANCIAL STATEMENTS

董事有關財務報表的財務申報責任

The Directors acknowledge their responsibilities for preparing the financial statements of the Company for the year ended 31 December 2019 which give a true and fair view of the affairs of the Company and the Group and of the Group's results.

董事明白彼等須編製本公司截至2019年12月31日止年度的財務報表的職責，以真實公平地反映本公司及本集團的事況以及本集團的業績。

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

高級管理層已向董事會提供必要的闡釋及數據，使董事會能對提呈予董事會批准的本公司財務報表進行知情的評估。本公司已向董事會全體成員提供有關本公司表現、狀況及前景的每月更新資料。

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

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

The statement by the auditors of the Company regarding their reporting responsibilities on the consolidated financial statements of the Company is set out in the Independent Auditor's Report on pages 220 to 238 of this report.

本公司核數師就彼等有關本公司綜合財務報表的申報責任作出的聲明載於本報告第220頁至238頁的獨立審計報告。

CHANGES OF MEMBERS OF SENIOR MANAGEMENT

As at the date of this report, the Company has adjusted the appointment of senior management of Hanhua Financial, which is as follows:

On 9 August 2019, Mr. Wang Yan resigned as the strategic cooperation director of the Company.

As at the date of this report, details of the Senior Management are set out under the section headed "Directors, Supervisors and Senior Management" of this report.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board recognizes its responsibilities in relation to monitoring the risk management and internal control system of the Company. It also performs supervision and inspection on the effectiveness of the risk management and internal control system through the Risk Management Committee and the Audit Committee on an annual basis. Risk management and internal control system is designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

高級管理層成員變更

於本報告日期，本公司對瀚華金控高級管理層人員任命進行了調整，變更如下：

2019年8月9日，王岩先生辭任戰略合作總監。

於本報告日期之高級管理層的詳細資料載列於本報告「董事、監事及高級管理層」一節。

風險管理及內部監控

董事會確認其監管本公司的風險管理及內部監控系統的責任，並通過風險管理委員會、審計委員會，每年對風險管理及內部監控系統的有效性進行監督與檢查。風險管理與內部監控系統旨在管理而非消除未能達成業務目標的風險，而且只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。

Corporate Governance Report
企業管治報告

The Board has set up the Risk Management Committee, which is responsible for providing professional advice on risk management to the Board and making decisions on professional matters in relation to risk management under the authorization of the Board. The Risk Management Committee categorizes and streamlines the strategic risks, financial risks, operational risks and legal risks which potentially arise from operation of the Company, and assigns the duties of monitoring, initial assessment, formulating risk response strategy, implementation of strategy and alert of risk to different functions and departments. These functions and departments will then carry out initial risk information collection and risk assessment, while the internal control and audit department and the senior management of the Company will supervise and improve the risk management, and report to the Risk Management Committee as necessary.

董事會下設風險管理委員會，負責向董事會提供風險管理相關的專業意見或根據董事會授權就有關風險管理專業事項進行決策。風險管理委員會針對公司運營過程中可能產生的戰略風險、財務風險、營運風險、法律風險等進行分類與梳理，任命不同的職能部門對風險進行監控、初步評估、制定風險應對策略、策略執行與報警。由各職能部門收集風險初始信息並進行風險評估，由內控審計部門與公司高級管理層進行監督與改進，在必要時匯報至風險管理委員會。

Based on the business nature of the Company, the Company established the risk management special committee at its subsidiary level, which focused on the management of business risks such as operational risks under the supervision of the Risk Management Committee of the Board. The risk management special committee has three tiers and six regional risk review centres, which substantially optimize and reform the control procedures of credit risks, operational risks and legal compliance risks according to the principles of separation of front, middle and back offices and effective supervision and control. The risk management special committee also formulates regulatory documents such as the standard operating procedure and measures for managing operational risks, with a view to establishing an internal control and risk management system covering our whole business process. The business department collects raw information on risk and conducts risk assessment; the risk management department formulates business risk strategy and raise business risk resolutions; and the internal control and audit department and the senior management of the Company are responsible for relevant supervision and improvement work, and, where necessary, report to the Risk Management Committee.

根據本公司業務特點，本公司下屬層面設風險管理專業委員會在董事會風險管理委員會領導下工作，重點針對運營、操作等業務風險進行管理。風險管理專業委員會分三個層級和六個區域風險審批中心，按照前中後台分離，有效監督制約的原則，對信用風險、操作風險、法律合規風險控制流程進行較大的優化改革，並制定業務操作規範、操作風險管理辦法等規範性文件，構建起覆蓋全業務流程的內部監控及風險管理體系。由業務部門收集風險初始信息、進行風險評估、由風險管理部門制定業務風險策略，提出業務風險解決方案，由內控審計部門與公司領導層對風險管理進行監督與改進，並在必要時匯報至風險管理委員會。

The Group carries out communication in a timely manner regarding the identified major internal control flaws and prudently assesses potential risks. The responsible department shall propose relevant corrective actions and obtain approval from the senior management prior to the implementation. The senior management and the internal control and audit department monitor the implementation status and ensure timely and proper remediation of relevant monitoring flaws.

本集團及時就所識別的重大內部監控瑕疵進行溝通，並審慎評估潛在風險。身為監控責任人的部門提出糾正措施，並於實施前獲得領導層批准。領導層及內控審計部門監察實施情況，確保及時妥善解決監控瑕疵。

The Group has formulated the policies and procedures for handling and disclosing inside information, which are set out in the section headed "Management of Inside Information and Insiders" of the Administrative Rules for Information Disclosure of Hanhua Financial Holding Co., Ltd. (《瀚華金控股份有限公司信息披露管理辦法》). The information and date to be disclosed shall be properly reviewed and approved by the Board to ensure its timeliness, accuracy, sufficiency and effectiveness, and shall be closely monitored after disclosure.

本集團制定了處理及發佈內幕消息政策及程序，載列於《瀚華金控股份有限公司信息披露管理辦法》之「內幕信息及其知情人管理」章節。將予披露的信息或數據由董事會妥為審閱及批准，確保內幕消息的及時、準確、充分及有效，並於披露後密切監察。

The Board has set up the Audit Committee, which is responsible for reviewing the Company's internal control, ensuring that the management has fulfilled its duties to establish an effective internal control system, and proactively or, as delegated by the Board, conducting analysis of key investigation findings and the management's response in relation to relevant internal control issues.

董事會下設審計委員會，負責審查公司內部監控，確保管理層有履行職責建立有效的內控系統，並主動或應董事會的委派就有關內控事宜的重要調查結果及管理層的響應進行研究。

The Risk Management Committee and the Audit Committee, in collaboration with the Company's internal control and audit department, have carried out a comprehensive assessment and review on the system building and implementation particulars of the Company's internal control and the effectiveness of its risk management system for 2019. The Board considers that those systems are effective and adequate. Such review shall be performed at least once per year and shall cover relevant year(s).

風險管理委員會、審計委員會，協同公司內控審計部，對本公司2019年度的內部控制制度建設及運行情況、風險管理系統的有效性進行了全面評價及檢討。董事會認為該等系統有效及足夠。該檢討將每年至少進行一次，涵蓋相關的年期。

AUDITORS' REMUNERATION

For the year ended 31 December 2019, the total remuneration paid or payable to the Company's auditors, KPMG and other accounting firms, for audit and audit related services amounted to a total of RMB6.1 million, and amounts paid for non-auditing services amounted to RMB1.55 million, totaling RMB7.65 million.

An analysis on the remuneration paid or payable to KPMG, and the remuneration paid or payable to other accounting firms for the provision of annual auditing services to the Company's subsidiaries is as follows:

核數師酬金

截至2019年12月31日止年度，就核數及核數相關服務已付或應付予本公司的核數師畢馬威會計師事務所及其他會計師事務所的酬金總額為人民幣6.1百萬元，就非核數服務已付人民幣1.55百萬元，合共為人民幣7.65百萬元。

已付或應付予畢馬威會計師事務所及為下屬附屬公司提供年度審計服務的其他會計師事務所酬金的分析載列如下：

Services by the Auditors **核數師的服務項目**		**Amount (RMB)** **金額（人民幣）**
Auditing service:	核數服務：	
Annual auditing services	年度核數服務	6,100,000
Non-auditing services:	非核數服務：	
Other audit related services	其他審計相關的服務	1,550,000
Total	**總計**	7,650,000

COMPANY SECRETARY

The company secretary of the Company are responsible for advising the Board on corporate governance matters and ensuring that the Board policies and procedures, and the applicable laws, rules and regulations are followed. In September 2018, the Company engaged Mr. Ren Weidong as the sole company secretary of the Company.

Mr. Ren has undertaken not less than 15 hours of relevant professional training in compliance with Rule 3.29 of the Listing Rules for the year ended 31 December 2019.

公司秘書

本公司的公司秘書負責就企業管治事宜向董事會提出建議，並確保遵循董事會的政策及程序、適用法律、規則及法規。於2018年9月，本公司聘任任為棟先生為本公司唯一公司秘書。

截至2019年12月31日止年度期間，任先生已符合上市規則第3.29條進行不少於15小時的相關專業培訓。

RELATIONSHIP WITH SHAREHOLDERS AND STAKEHOLDERS

The Company considers that effective communication with shareholders and stakeholders are essential for enhancing investor relations and understanding of the Group's business, performance and strategies. The general meeting of the Company provides opportunity for shareholders to communicate directly with the Directors and senior managers. The chairman of the Company, the chairmen of the Board Committees of the Company and some senior managers will attend the general meeting to answer shareholders' questions. The Company has also issued notices, announcements, circulars, interim and annual reports to keep shareholders informed of the latest development of the Company.

The Company has maintained continuous close relationship with stakeholders, including customers, employees, suppliers, regulatory authorities and the public. The Company devoted to balance the opinions and interests of the stakeholders through constructive communication, so as to set the long-term development direction for the Company and the regions where our business operates.

與股東及利益相關人士的關係

本公司認為，與股東及利益相關人士的有效溝通對加強投資者關係及使投資者瞭解本集團的業務、表現及策略非常重要。本公司股東大會提供股東與董事及高級管理人員直接溝通的機會，董事長及各董事會專門委員會主任以及部分高級管理人員將出席股東大會解答股東提問。本公司亦透過刊發通告、公告、通函、中期與年度報告以使股東及時了解本公司最新動向。

本公司與利益相關人士，包括客戶、僱員、供貨商、監管機構及公眾人士保持持續緊密聯繫。本公司透過具有建設性的溝通，努力平衡各利益相關人士的意見及利益，從而為本公司與業務所在區域釐定長遠的發展方向。

Taking Haier Electronics, the major strategic cooperation customer of the Company's supply chain financial business, as an example, established in 1984, Haier Group is one of the world's largest manufactures of household electronic appliances and has a large number of distributors in China. Since 2012, Haier Finance Co., Ltd. has established business relationship with Hanhua Guarantee, a subsidiary of the Company, for the provision of supply chain financial services to distributors of the distribution channel of Haier Group, and has maintained such business cooperation for over seven years. Despite the close relationship with Haier Group, Shell Oil and other major customers, the Company holds a firm position on adopting the same credit requirements as other customers and makes provision according to industry regulations. The Company is aware that the risks in cooperating with major customers mainly arise from their operating risks, hence it does not fully rely on the credit of the major customers, rather, it applies strict screening on SME borrowers through credit rating system so as to diversify the operating risks of its major clients.

以本公司供應鏈金融主要戰略合作客戶之一海爾電器為例。海爾集團成立於1984年，是全球最大的家電製造商之一，在中國境內的經銷商數量龐大。從2012年起海爾財務公司就與本公司旗下附屬公司瀚華擔保建立了業務合作關係，為海爾集團經銷渠道的經銷商提供供應鏈金融服務，至今已超過7年。儘管與海爾集團、殼牌石油等主要客戶建立了密切的合作關係，本公司仍堅持與其他客戶一致的嚴格信貸條件，並按照行業監管規定進行撥備。本公司深知與主要客戶合作的風險主要來自其經營風險，因此，本公司並非完全依賴主要客戶的主體信用，而是對借款的中小客戶通過施行評級授信體系予以較嚴格的准入篩選，從而分散來自於核心客戶的經營風險。

The Company did not amend its Articles of Association in 2019. On 15 January 2020, the Company's first extraordinary general meeting in 2020 considered and approved a proposal to amend the Company's Articles of Association. The latest version of the Articles of Association has been posted on the website of the Hong Kong Stock Exchange and the Company's website (www.hanhua.com).

本公司於2019年度並無修改公司章程。2020年1月15日，本公司2020年第一次臨時股東大會審議並通過了關於修改公司章程的議案，本公司的公司章程最新版本分別登載於香港聯交所網站及本公司網站(www.hanhua.com)。

Environmental, Social and Governance Report
環境、社會及管治報告

OVERVIEW

This report is the annual report prepared by the Company, together with its subsidiaries to fulfil the requirements of the Environmental, Social and Governance Reporting Guide contained in Appendix 27 to the Listing Rules. This report covers the financial year commenced on 1 January 2019 and ended on 31 December 2019 (the "**Reporting Period**"). It aims to introduce the work of the Company in environmental, social and governance aspects to its investors.

Please refer to the Corporate Governance Report in the Annual Report of 2019 for details of corporate governance of the Company.

VISION AND STRATEGY OF ENVIRONMENTAL, SOCIAL AND GOVERNANCE

As an enterprise dedicated to offering comprehensive financial services, our vision in environmental, social and governance is to be a model in inclusive financial industry in China. The Company fully integrates the corporate environment and social responsibility into business decisions as part of its development goals. In realizing our vision and making business decisions, we adhere to the principles of credibility and sustainability, and balance the benefits of all parties involved.

We will continue to improve our strategies in environmental, social and governance in the future.

概述

本報告為本公司及連同其附屬公司為滿足上市規則附錄二十七《環境、社會及管治報告指引》要求所編製的年度報告。本報告涵蓋2019年1月1日 至2019年12月31日 止 財務年度(「**報告期**」)的工作，旨在向本公司的投資者概述本公司在環境、社會及管治方面的工作。

有關本公司企業管治的詳情，請參閱本公司2019年年度報告內的企業管治報告。

環境、社會及管治願景和策略

作為致力於提供綜合金融服務的企業，我們在環境、社會及管治方面的願景是成為中國普惠金融的樣本。本公司將企業環境、社會責任因素全面融入業務決策中，作為公司發展目標的一部份。在實現願景及作業務決策時，我們恪守信用原則、可持續發展原則，均衡相關各方利益。

未來我們還將不斷發展我們於環境、社會及管治方面的策略。

Major stakeholder 主要利益相關方	Communication channel 溝通途徑
Regulators 監管機構	Respond to the nation's call and implement regulatory policy 響應國家號召，落實監管政策 Enhance operational and management performance 提升經營管理績效 Support the development of real economy 支持實體經濟發展 Implement the requirements of regulators 落實監管機構要求 Regular report 定期匯報工作
Investors 投資者	Annual/interim results presentations on a regular basis 定期舉辦年度／中期業績發佈會 General meeting to update investors on our operation 召開股東大會，更新投資者對公司運營的瞭解 Website maintenance to ensure investors' timely access to the latest information of the Company 維護本公司網站，保障投資者及時獲取本公司最新信息 Routine research, interaction and visit 日常本公司調研，互動走訪
Employees 員工	Induction training to encourage exchange between new recruits and department heads 開展員工入職培訓，幫助新員工與各部門負責人交流 Establishment of the online learning platform "Hanhua Inclusive Finance E-Academy" 搭建在線學習平台「瀚華普惠金融E學堂」 Conclusion meeting and annual spring meeting on a regular basis 定期舉辦工作總結會議和迎春年會 Attend meetings, seminars and training sessions organized by external parties 參與社會機構舉辦的會議、座談、培訓 Performance management evaluation 績效管理評估

Major stakeholder 主要利益相關方	Communication channel 溝通途徑
Customers 客戶	Website, official WeChat account and other online channels 網站、微信公眾號等互聯網渠道 Customer visit and site visit 走訪客戶，進行項目考察 Seminar, conference and appreciation meeting 座談會、研討會、答謝會
Community 社區	Promoting financial literacy 開展金融教育 Active donation 積極參與捐贈 Assistance to the disadvantaged groups 扶助弱勢群體 Participation in voluntary service 開展志願服務
Industry peers 同業機構	Attendance to trade associations and industry forums 加入行業協會，參加行業論壇 Study visit to industry peers 到同業公司拜訪、考察
Partners 合作夥伴	Centralized procurement in an open, transparent and fair manner 公開、透明、公正地集中採購 Procurement management system combining online and offline channels 在線、線下相結合的採購管理系統

KEY PERFORMANCE INDICATORS

Key indicators of our economic, environmental and social responsibilities in 2019 are as follows:

關鍵績效指標

2019年我們梳理主要的經濟、環境及社會責任的指標如下表：

	Performance indicator 績效指標	Amount 金額／數量	Unit 單位
Economic responsibility 經濟責任	Total assets 總資產額	17,526.56	RMB' million 人民幣百萬元
	Net profit 淨利潤	293.02	RMB' million 人民幣百萬元
	Owner's Equity 所有者權益	7,912.60	RMB' million 人民幣百萬元
	Effective tax 實現税收	298.91	RMB' million 人民幣百萬元
Environmental responsibility 環境責任	Vehicle emission 汽車的排放量	181,362.1	g 克
	Total greenhouse gas emission 溫室氣體排放總量	77,861.06	kg 千克
	Power consumption 耗電量	877,027.49	KWh 千瓦時
	Water consumption 耗水量	6,523.96	m^3 立方米
	Paper consumption 耗紙量	2.79	tons 噸
Social responsibility 社會責任	Total number of employees 僱員總數	1,607	people 人
	Percentage of female employees 女性僱員佔比	47	% %
	Percentage of employees with a bachelor's degree or above 本科及以上僱員佔比	83	% %

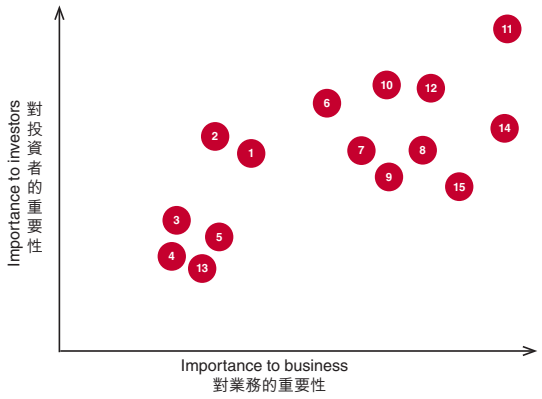
IMPORTANCE ASSESSMENT OF ENVIRONMENTAL, SOCIAL AND GOVERNANCE ISSUES

環境、社會及管治議題主要性評估

In 2019, the Company identified the following 15 material issues, which have been stated in this report:

2019年，本公司識別了以下15個重要性議題，並陳述於本報告內：

The Company's matrix of importance in environment, society and governance
本公司在環境、社會及管治重要性的矩陣



Note: Material issues: 1. vehicle emission, 2. total greenhouse gas emission, 3. power consumption, 4. water consumption, 5. paper consumption, 6. employment, 7. health and safety, 8. development and training, 9. labor practices, 10. supply chain management, 11. product responsibility, 12. anti-corruption, 13. community, 14. internal control, 15. risk management.

註： 重要性議題：1.汽車的排放量，2.溫室氣體排放總量，3.耗電量，4.耗水量，5.耗紙量，6.僱傭，7.健康與安全，8.發展與培訓，9.勞工準則，10.供應鏈管理，11.產品責任，12.反貪污，13.小區，14.內部控制，15.風險管理。

ENVIRONMENTAL PROTECTION

環境保護

In compliance with the provisions under the Environmental Protection Law of the People's Republic of China, the Securities and Futures and Companies Legislation (Uncertified Securities Market Amendment) Ordinance 2015 and other applicable laws and regulations, the Company actively adopts measures to improve environmental management while encouraging staff to reduce pollution and waste during work to minimize the environmental impact of the Company's business as well as its products and service.

本公司遵守《中華人民共和國環境保護法》、《2015年證券及期貨及公司法例（無紙證券市場修訂）條例》等適用法律法規的規定，積極推行改善環境管理的措施，鼓勵公司員工減少辦公時產生的污染和浪費，盡量降低公司業務及所提供產品及服務對環境的影響。

As most of the Company's operation takes place in the office, the Company is committed to minimizing the impact from office work on the environment by means of green office initiatives, including:

本公司以辦公室運作為主，因此本公司致力通過辦公室內的環保措施，盡量減少因辦公對環境的影響，其中有：

For the construction of weak current system in branch offices, the Company widely adopted environmentally-friendly materials to maximize the utilization of materials and reduce material waste and loss. We adopted low-energy and information-based office devices, and ensure compliance with operational specifications to extend their service life and achieve energy saving and emission reduction in the office area.

在各地分支機構辦公場所弱電建設方面，廣泛採用環保材料，確保最高的材料利用率，減少材料的浪費和損耗。使用低能耗的信息化辦公設備，確保操作規範，延長設備使用壽命實現辦公區域的節能減排。

Promoting office automation and establishing coordinated office platform and various office systems such as the business management system, human resources management system, financial management system and data analysis, to boost operational efficiency.

進一步推進公司辦公自動化，搭建協同辦公平台，建立業務管理系統、人力資源管理系統、財務管理系統、數據分析等各項辦公系統提高運營效率。

Encouraging employees to give priority to online office system, reduce paper consumption at work, and recycle used paper; adopting video and telephone conferencing to reduce consumption arising from accommodation and transportation of employees when attending offsite meetings; setting operating hours, maximum and minimum temperatures of air-conditioners for different seasons; promoting environmentally-friendly habits such as turning off lightings when not in use, saving water, and turning off air conditioners after meetings or office hours; encouraging employees to reduce food portion at canteens to avoid wastage.

鼓勵員工優先選擇在線辦公系統，減少辦公用紙的消耗，對廢舊紙張進行重複利用；提倡採用電視電話會議，減少異地員工參會所產生的住宿及交通等消耗；針對不同季節設置空調開放時間、限定最高溫度及最低溫度；倡議員工養成隨手關燈、節約用水，會議結束後、無人辦公時及時關閉空調等設備的良好習慣；號召員工食堂用餐時節約糧食，杜絕浪費。

As at 31 December 2019, the Company's major environmental data (covering Chongqing Headquarters region, excluding other branches in Mainland China and institutions in Hong Kong region) are as follows:

截至2019年12月31日，本公司主要環境數據（涵蓋重慶總部地區，不包括中國內地其他分支機構及香港地區機構）如下：

Emission aspect
排放物層面

Vehicle emission[1] 汽車的排放量[1]	Nitrogen oxides (NO_X) emission 氮氧化物(NO_X)排放量	165,061.35 g 克
	Sulfur oxides (SO_X) emission 硫氧化物(SO_X)排放量	484.7 g 克
	Particulate emission 顆粒排放量	15,816.04 g 克
Total greenhouse gas emission[2] 溫室氣體排放總量[2]	Emission of carbon dioxide (CO_2) equivalent 二氧化碳(CO_2)當量排放	77,816.28 kg 千克
	Emission of methane (CH_4) equivalent 甲烷(CH_4)當量排放	8.34 kg 千克
	Emission of nitrous oxide (N_2O) equivalent 氧化亞氮(N_2O)當量排放	36.44 kg 千克

Use of resources aspect
資源使用層面

Power consumption 耗電量	877,027.49 kWh 千瓦時
Water consumption 耗水量	6,523.96 m^3 立方米
Paper consumption 耗紙量	2.79 tons 噸

Note 1: Due to the business nature of the Company, exhaust emission mainly comprises vehicle emission. In 2019, total mileage of vehicles was approximately 186,510 km and gasoline consumption was 32,973 liters. All the Company's vehicles are light vehicles running on gasoline. The emission factors of nitrogen oxides (NO_X), sulfur oxides (SO_X) and particulates are 0.885g/km, 0.0147g/liter and 0.0848g/km respectively.

*註1：*由於本公司業務性質，廢氣排放主要是指汽車的排放。2019年，車輛行駛總里程約為186,510公里，消耗汽油量為32,973公升。本公司車輛均為輕型汽車，使用汽油為燃料，計算採用的氮氧化物(NO_X)排放系數為0.885克／公里，硫氧化物(SO_X)排放系數為0.0147克／公升，顆粒排放系數為0.0848克／公里。

Note 2: The emission of greenhouse gases mainly comprises the emission as a result of fuel combustion from mobile sources, i.e., greenhouse gas emission of vehicles. The Company's vehicles are powered by unleaded gasoline. Emission factors of carbon dioxide (CO_2), methane (CH_4) and nitrous oxide (N_2O) are 2.36 kg/liter, 0.000253 kg/liter and 0.001105 kg/liter.

*註2：*溫室氣體排放主要統計流動源的燃料燃燒所致的溫室氣體排放，即汽車的溫室氣體排放。本公司車輛使用無鉛汽油為燃料，二氧化碳(CO_2)排放系數為2.36千克／公升，甲烷(CH_4)排放系數為0.000253千克／公升，氧化亞氮(N_2O)排放系數為0.001105千克／公升。

Note 3: As part of the real properties at the Chongqing headquarters of the Company were leased to other parties as places of business, there are difficulties in calculating the intensity of resources consumption for each building (including water consumption intensity).

*註3：*由於本公司重慶總部部份物業出租給其他方作為辦公經營場所，難以以每幢建築物計算資源使用的密度指標（包括耗水量密度）。

Due to the business nature of the Company, the environmental impact of the Company's operation is mainly caused by greenhouse gas emission of vehicles and indirect greenhouse gas emission from electricity and water consumption. The Company is not aware of any significant generation of hazardous waste, non-hazardous waste and product packaging materials as a result of operation activities. It did not encounter any problems in sourcing water as well.

鑑於公司業務性質，本公司經營活動對環境的影響主要表現在汽車的溫室氣體排放，對電力、水的消耗造成間接溫室氣體排放。本公司經營活動並不知悉有任何有害廢棄物、無害廢棄物、產品包裝材料的重大產生，本公司在求取水源上亦尚未遇見任何問題。

In 2019, when the Company's overall emissions are controllable, the water consumption and fuel consumption per kilometer of vehicles have been significantly reduced. Among which, the water consumption decreased by 557.04 cubic meters compared with last year. The Company will continue to implement the above measures on energy saving, wastes recycle and reuse as well as office automation, while proactively conducting studies on implementing other environmental protection measures.

2019年度，公司在整體排放量可控的情況下，在耗水量、汽車每公里耗油量都有顯著降低。其中，耗水量相較於去年減少557.04立方米。本公司將繼續致力執行前述節約能源、廢物循環利用、辦公自動化的措施，同時亦會積極研究推行其他環保措施。

SOCIAL

社會

The Company values talents and is devoted to recruiting and retaining high-caliber employees for its own sustainable growth. The Company values and safeguards their rights and offers them opportunities of training and development, hence employees can perform to the best of their ability.

本公司重視人才，一直致力為本公司的可持續增長吸收並保留最佳人才。公司重視保障員工權利，為員工提供培訓及發展機會，讓員工發揮最出色的表現。

Employment and labor practices:

Employment:

As at 31 December 2019, the Company had a total of 1,607 employees in Mainland China and Hong Kong. In terms of gender, 53% are male and 47% are female. In terms of education background, 1,331 employees (83%) have a bachelor's degree or above, and 276 employees (17%) have received post-secondary education and below. In terms of lines of work, 806 employees (50%) are business line personnel, while 801 employees (50%) are back office and administrative support staff.

In the course of recruitment and day-to-day management, the Company treats job applicants or employees equally and does not discriminate them in the recruitment or promotion on the grounds of national origin, race, nationality and gender. It establishes employment relations based on legal, fair and equal negotiation. In terms of the termination of labor relations, the Company will maintain strict compliance with the requirements of laws and regulations to terminate labor contracts through negotiation.

Health and Safety:

The Company has always attached importance to employees' occupational health and safety. It establishes and maintains a safe, healthy and people-oriented office environment to guarantee employees' interests and rights. The Company practices a working hour system of no more than 8 working hours a day and no more than 40 hours a week. Meanwhile, the Company provides employees with various kinds of vacations and holidays, e.g., public holiday leave, statutory holidays, annual leave, marital leave, maternity leave and paternity leave. The Company attaches great importance to organizational culture and employee care. In 2019, the Company planned and organized a variety of employee activities, including voluntary tree planting, voluntary blood donation, international marathon and employee birthday parties. In recognition of employees' long-term contribution, the Company granted five-year and ten-year service awards to boost staff's sense of honour and pride.

僱傭及勞動常規：

僱傭：

截至2019年12月31日，本公司的職員工總數為1,607人，於中國內地及香港任職。按性別劃分，男性佔比53%，女性佔比47%；按學歷劃分：本科及以上1,331人，佔比83%，大專及以下276人，佔比17%。按所屬系統劃分：業務條線806人，佔比50%；後台行政等支持人員801人，佔比50%。

本公司在招聘活動及日常管理中平等對待每一位候選人或員工，不因其民族、種族、國籍及性別等影響其錄用或晉升，在合法、公平、平等協商的基礎上建立勞動關係。在解除勞動關係的行動中，嚴格依照法規要求協商、解除勞動合同。

健康與安全：

本公司一貫重視僱員職業健康及安全，建立並維持安全、健康、人性化的辦公環境，確保員工權益。本公司實行每日工作時間不超過8小時、平均每週工作時間不超過40小時的工時制度。同時，本公司向員工提供各類假期，如公休日、法定節假日、年休假、婚假、產假等。本公司高度重視組織文化建設與員工關懷，2019年策劃並組織實施了各式各樣的員工活動，包括義務植樹活動、無償獻血活動、國際馬拉松賽、員工生日主題慶祝會等。本公司還大力表彰員工對企業的長期貢獻，發放五年、十年員工服務獎發放活動，提升員工榮譽感、自豪感。

Performance-related Remuneration:

The Company established comprehensive compensation system and performance appraisal system which are legal, compliant, objective and fair to ensure that employees' compensation is matched with their contributions. The Company formulated a comprehensive and diversified welfare system, and paid contributions to social insurance and housing fund for employees in accordance with the law, so as to ensure corresponding benefits of employees. In addition, the Company provided employees with comprehensive welfare programs such as medical examination, commercial insurance, seniority allowance, work lunch or subsidy, transportation allowance, holiday benefits and workwear, some of which also cover employees' parents and children to fully spread the culture and caring of Hanhua.

Development and training:

The Company audaciously introduces cutting-edge technologies, and identifies high-potential core talents in a scientific manner. Meanwhile, the Company, based on demand, focuses on training key talents and continuously enhances the value of talent training, so as to build a talent pool that can continuously promote the Company's development. In addition, the Company continues to optimize its culture system, management system and learning platforms to ensure employees' comprehensive development in professionalism, leadership and general capacities and to build an industry-leading talent development system. In the last year, a total of 979 training sessions (including online and offline sessions) in 22,222.4 hours, with an average satisfaction rate of over 90%.

Labor Standards:

The Company strictly complies with the Labor Law of the PRC, the Labor Contract Law of the PRC, the Law on Safeguarding Women's Interests and Rights of the PRC, the Law on the Protection of Minors of the PRC, the Special Rules on Labor Protection of Female Employees of the PRC, the Employment Promotion Law of the PRC and other applicable laws and regulations, as well as the local labor standards where employees are located. Prior to the establishment of employment relations, it carries out strict identity screening and has never hired minors. The relationship between the Company and employees is fair and equal. Employees' service to the Company is subject to laws and their consent.

績效薪酬：

公司建立有合法、合規、客觀、公平的全面薪酬體系、績效考評體系，保障員工所獲得的薪酬與其貢獻的價值相匹配。公司建立有完善、多樣化的福利體系，為員工依法投繳社會保險及住房公積金，使員工依法獲得相應保障。此外，公司為員工提供健康體檢、商業保險、司齡津貼、工作午餐或補貼、交通補貼、節日福利、工作裝等綜合化的福利項目，部分福利項目還涵蓋至員工父母及子女，讓員工及其家屬充分感受到瀚華的文化與溫度。

發展與培訓：

公司大膽引入前沿技術，科學識別高潛核心人才，同時結合個性化需求，聚焦重點培養對象，持續提升人才培養價值，建設可持續推動公司發展的人才梯隊。此外，公司不斷優化培養體系、管理機制與學習平台，確保員工的專業力、領導力、通用力全面發展，力爭成為人才發展體系的行業引領者。公司全年共開培訓班數979（包含線上和線下），培訓時長22,222.4小時，培訓滿意度平均達90%以上。

勞工準則：

本公司一貫遵守《中華人民共和國勞動法》、《中華人民共和國勞動合同法》、《中華人民共和國婦女權益保障法》、《中華人民共和國未成年人保護法》、《中華人民共和國女職工勞動保護特別規定》、《中華人民共和國就業促進法》等法律法規，以及僱員所在地的勞工準則。在僱傭關係建立之前，確保嚴格的身份篩查，無聘用未成年人的案例。本公司與僱員之間是公平、平等的關係，是否在本公司工作取決於法律是否允許、僱員是否願意。

Operation Management:

Supply Chain Management:

Suppliers of the Company must operate business in a responsible manner and maintain compliance with our environmental, social and governance standards.

In terms of office supplies procurement, the Company combines online and offline procurement, strictly controls process and chooses the best after comparing different suppliers.

In 2019, the Company was not aware of any actual or potential significant negative influence due to misconduct of suppliers in business ethnics, environmental protection and labor measures.

Product Responsibility:

The Company is committed to providing outstanding customer experience and ensuring that the provision of products and services is legal, effective and safe. The Company possesses a substantial amount of information of corporate and individual customers due to its business nature. Thus, it attaches great importance to protecting customer information in compliance with the Anti-Unfair Competition Law of the PRC and other applicable laws and regulations relating to health and safely, advertising, labelling and privacy matters of products and services and the redress method. It also adopted the following protective measures:

Enhance customers' self-protection awareness and avoid information leakage from the source. In the course of business promotion and processing, we properly conduct warning of information security so that customers are able to develop clear understanding of the danger of information security breach, learn how to strengthen information protection and identify the authenticity of suggestive information, and know about information theft and how to deal with information leakage, etc.

營運管理：

供應鏈管理：

本公司的供貨商必須負責地運營業務，遵循本公司的環境、社會及管治準則。

在採購辦公用品方面，本公司堅持採用線下和在線相結合的方法，嚴格把控流程，採取多家比較原則，擇優選用。

2019年度，本公司並不知悉有任何供貨商因商業道德及環境保護及勞工措施不當造成任何重大實際及潛在的負面影響。

產品責任：

本公司致力提供卓越的客戶體驗，確保公司提供的產品和服務合法、有效及安全。由於本公司業務性質，本公司擁有大量企業和個人客戶信息，公司非常重視保護客戶信息安全，嚴格遵守《中華人民共和國反不正當競爭法》等有關產品和服務的健康與安全、廣告、標籤及私隱及補救方法的適用法律法規，並通過如下措施進行保護：

提高客戶自身保護意識，從源頭上避免信息洩露。在進行業務宣傳、辦理的同時，做好信息安全的警示，使客戶明確瞭解信息安全洩露的危害、如何加強信息保護、明辨誘導信息真假、認識信息盜竊手段及一旦出現信息洩露如何處理等。

Strengthen internal management to formulate a long-lasting mechanism. On one hand, the Company has optimized customer information management mechanism, formulated standards for collection, utilization and storage management of customers' information and set limitation on operators' access to information and contents according to authorization and roles in the business system. The Company keeps customers' personal data properly and forbids access by unrelated personnel. For the personal credit system in particular, it also sets up special position of credit search for designated personnel. It keeps borrowing records with regards to the borrowing authorization and scope strictly in compliance with file access requirements.

加強內部管理，形成長效機制。一方面本公司建立完善客戶信息管理機制，對客戶信息的採集、使用、存儲的管理作出明確規定，在業務系統中分權限分角色限制作業人員可查詢信息內容。本公司妥善保管客戶個人資料，不得隨意給無關人員調閱，尤其是個人徵信系統，設置徵信查詢專崗，專人專用，對於檔案借閱規定嚴格的借閱權限和範圍，逐筆記錄借閱痕迹。

Enhance position management. We strictly identify positions handling customer information and confidential materials and forbid unrelated personnel to have access to confidential information. We strictly regulate resigned staff's hand-over of files involving customer information and request them to sign the "Resigned Staff Confidentiality Undertaking".

加強崗位管理。嚴格界定涉及客戶信息秘密的工作崗位，不讓無關人員接觸秘密信息。對離職員工涉及客戶信息的數據移交要嚴格規範，並要求離職員工簽訂《離崗人員保密承諾書》。

Enhance monitoring and accountability. We conduct irregular review on the standardization of customer file keeping and access as well as detect and rectify hazards and loopholes in customer information management work in a timely manner. We effectively eliminate the non-compliance with regulations and misconduct so as to block loopholes of leakage of confidential information by means of establishing supervisory and accountability.

強化監督問責。我們對客戶數據保管和調閱是否規範進行不定期檢查，及時發現和糾正客戶信息管理工作中的隱患和漏洞。設立監督問責機制，切實杜絕有章不循、有禁不止的現象，堵塞洩密漏洞。

Strengthen customer information security and confidentiality management with technological approach. We have established the internal network, external network and non-military region segregation on the business system network level by means of security devices so as to realize secured and controllable visit of the Internet. We have also set up intrusion inspection, loophole screening and log auditing on the application level to ensure stable operation of each system and avoid the loss and tampering of customer information, while establishing the comprehensive information security system to ensure that daily customer behavior is secured and compliant. We have established the data warehouse for data centralization, as well as data analysis and presentation through BI, which prevents data leakage.

通過科技手段強化客戶信息安全保密管理。我們的業務系統網絡層上通過安全設備建立了內網、外網、非軍事化區隔離，實現網絡的安全可控訪問，應用層建立了入侵檢測、漏洞掃瞄及日誌審計，確保各系統的穩定運行，防止客戶信息丟失，篡改，同時建立了完善的信息安全制度，確保日常用戶行為的安全合規。我們搭建數據倉庫，實現數據集中，數據分析和呈現通過商務智能完成，避免了明細數據的洩露。

Anti-corruption:

The Company adopts zero tolerance principle in the war against corruption and other non-compliances. Upholding business ethics, it formulated the "Employee Manual", and required employees to participate in business ethics training and enter into the "Integrity Building Undertaking Letter" at orientation for strict conduct regulation. During the Reporting Period, the Company was not involved in any corruption litigation against the Company or its staff.

反貪污：

本公司對反貪污及其他違紀行為採取零容忍原則，重視職業道德建設，制定了《員工手冊》等相關規範，員工在入職時進行職業道德培訓並簽署《廉政建設承諾書》對行為進行嚴格規範。本公司在報告期內並沒有任何關於本公司或員工貪腐方面的法律訴訟。

Community:

Since its establishment, the Company has been dedicated to serving SMEs and disadvantaged groups, stayed committed to public welfare activities, undertaken corporate social responsibilities and made great contributions to disaster relief, helping the disabled and elderly and supporting education. We assist others with concrete actions and promote the spreading of positive energy in society with our own efforts. Following the charity project of "Funding for Learning and Teaching" for Futian and Guandu areas in Wushan County, Chongqing in 2018, the Company continued to carry out donation and assistance activities in Miaoyu and Luoping areas in Wushan County with accumulated donation of RMB800,000 in 2019.

社區：

本公司自成立之日起，便將中小企業以及弱勢人群作為服務對象，並極力投身公益行動，履行企業社會責任，多次在災難救助、助殘扶老及支持教育等方面積極貢獻力量，用行動來幫助他人，以身作則促進社會正能量的傳播。公司繼2018年在重慶市巫山縣福田、官渡片區開展資學助教活動後，又於2019年在巫山縣廟宇、騾坪片區持續開展捐資幫扶，現已累積支出80萬餘元。

Assistance for poverty-stricken students: In cooperation with the Education Foundation of Wushan County, the Company provided an education fund of RMB1,000 for each of 50 students with excellent academic performance from extremely poor families in Miaoyu and Luoping areas respectively (100 students in total), with total donation of RMB200,000.

在困難幫扶方面：在巫山縣教育基金會的協助下，公司本年在廟宇、騾坪片區各選取50名（共計100名）品學兼優，家庭極度貧困的學生對口資助，按每人每學期1,000元標準發放助學金，共計20萬元。

Project construction: on one hand, the Company carried out targeted upgrading and renovation of teaching tools and equipment for some primary and secondary schools in Luoping and Miaoyu areas to meet basic teaching needs; on the other hand, under the principles of safety and practicability, the Company strove to improve the living conditions of students in remote mountainous areas of Wushan County to create a basic living environment.

在項目建設方面：一是對騾坪、廟宇片區部分中小學的基礎設施和教具設備有針對性地升級改造，切實滿足基本的教學需求；二是改善學生生活環境，力求在安全適用原則下，為巫山縣大山深處的邊遠學子創造基本的生活環境。

Teachers' training: with the fund assistance from Hanhua Financial, the local education foundation sent 37 backbone teachers from three high schools in Wushan County to participate in the advanced study and training on the new scheme of College Entrance Examination in July 2019. The training helped teachers in Wushan County to fully learn from the success experience of areas with developed education in terms of education concepts, management systems high-quality development, effectively assisting teachers from rural areas in timely adapting to the new scheme of College Entrance Examination. In addition, after an on-site inspection at the beginning of 2019, the Company transformed a vacant house in a key local middle school in Miaoyu Area into a teacher training base which can accommodate approximately 160 teachers for training at the same time. After the completion of the base, local schools can directly invite lecturers to train teachers in Miaoyu Area, which will greatly expand the scope of trained teachers and solve the incapacity of external training for large number of teachers due to insufficient funds.

在師資培訓方面：由瀚華金控公司出資，當地教育基金會承辦，已於2019年7月派出巫山三所高中骨幹教師共計37人，赴山東參與新高考課程研修。該項培訓幫助巫山教師充分學習借鑑教育發達地區的教育理念、管理制度和高質量發展的成功經驗，為邊遠鄉村教師快速適應高考新政提供了很好的幫助。另經2019年初實地考察，將廟宇當地一所重點中學的一間空置房改造成廟宇片區教師培訓基地，能夠滿足大約160餘名教師同時接受培訓。基地建成之後，當地學校就能夠直接邀請講師到廟宇片區對教師進行培訓，極大的拓展了受教育教師的範圍，且解決了當地培訓資金不足，無法滿足大量教師外派培訓的問題。

Scholarship for learning and teaching: in order to appreciate the spirit of village teachers in remote mountainous areas in Wushan County and to encourage more teachers to take root in rural areas and stabilize the backbone teachers in rural areas, the Company funded the "Foundation of Most Beautiful Rural Teachers". In 2019, in cooperation of the local education commission, the Company provided an award of RMB5,000 for each of the selected 21 outstanding teachers in rural areas. Meantime, the Company established the "Scholarship for Learning and Teaching" of RMB100,000 in Guandu Middle School in Wushan County. The Scholarship will be awarded to teachers with significant contribution in teaching quality and students with excellent performance in professional disciplines, thus giving full play to the positive incentives of the Scholarship.

在獎教獎學方面：為表彰巫山縣邊遠山區村級教師的堅守精神，鼓勵更多教師紮根鄉村，穩定鄉村骨幹教師隊伍，由我司出資，成立了「最美鄉村教師基金」。2019年，在當地教委的配合下，共計評選出21名優秀鄉村教師，並予以每人5,000元的獎勵。另在巫山縣官渡中學成立「獎教獎學基金」，共計10萬元，對在教學質量上做出重要貢獻的老師和在專業學科上取得優異成績的學生予以獎勵，充分發揮獎勵基金的正向激勵作用。

In addition, the Company initiated a donation among all employees and received a total of more than RMB130,000 which was also invested in batches into projects such as allowances for poor teachers and repairs of nursing homes. At the end of 2019, the labor union and the Party committee of the Company also launched a winter clothing donation campaign among all employees. With positive responses from various institutions throughout the Company, more than 40 boxes of clothing were received and distributed to the poor families in need with the assistance of the local education foundation.

除此之外，公司發起全員捐款，共計收到員工捐款13萬餘元，此善款也分批次投入到貧困教師資助、敬老院修繕等項目之中。2019年底，工會聯合黨委也發起了全員冬季捐衣活動，此活動得到全轄各個機構的積極響應，共計收到衣物40餘箱，現已在當地教育基金會的協助下，發放到有需求的貧困家庭之中。

The management of the Company is committed to social responsibility. In addition to participating in social welfare activities, they also joined a wide range of public events.

本公司高層管理人員亦十分重視踐行社會責任，除了參與社會公益活動，還積極投身各種公眾活動。

In 2019, Mr. Zhang Guoxiang, chairman of the Company, was invited to attend the opening ceremony and the welcome dinner of 2019 China-Singapore Financial Summit, and delivered a speech at the China-Singapore FinTech Cooperation Prospects and Jiangbeizui FinTech High-level Dialogue. At the invitation of CKGSB, Mr. Zhang Guoxiang gave a lecture to trainees of CKGSB at the thirteenth issue of Investment Masters on "Finance History towards Future" involving topics such as how did classical finance discover the credit value of the Everbright Bank, how did modern finance work together with industrialists, and how can smart finance guide people for social good. Mr. Zhang Guoxiang attended the 2019 China Economic and Social Forum jointly organized by the China Economic and Social Council and the Henan Provincial Committee of the Chinese People's Political Consultative Conference, and delivered a keynote speech to leaders of the National Committee of CPPCC and entrepreneur participants on "Staying True to the Mission and Innovating with Integrity".

2019年，公司董事長張國祥先生受邀出席2019年中新金融峰會開幕式及歡迎晚宴，並在中新科技合作展望暨江北嘴金融科技高峰對話上發言。應長江商學院邀請，主講第十三期《金融MBA大咖說》，就古典金融如何發現光大信用價值、近代金融如何與實業家連袂並進、當代智慧化金融如何「引人向善」等主題，向長江商學院營員做了《面向未來的金融史》的精彩講座。張國祥先生出席由中國經濟社會理事會與河南省政協聯合主辦的2019年中國經濟社會論壇，並向全國政協領導和參會企業家以「不忘初心 守正出新」作主題發言。

Mr. Wang Dayong, vice-chairman of the Company, presided over the theme forum on "ABS Driving the Basic Industries along the Belt and Road" at 2019 China-Singapore Financial Summit, at which Mr. Cai Esheng, vice-president of the Standing Council of China Finance 40 Forum and former vice chairman of China Banking Regulatory Commission, Mr. Wang Hongzhang, director of Northeast Asia Research Institute and Former Chairman of China Construction Bank, and Budiardjo Nugroho, Minister of Financial Market Development, Bank Indonesia (Central Bank) attended the forum and gave speeches.

公司副董事長王大勇先生主持2019中新金融峰會「資產證券化推動『一帶一路』基礎產業發展」主題論壇，中國金融四十人論壇常務理事會副主席、中國銀監會原副主席蔡鄂生，東北亞經濟研究院院長、中國建設銀行原董事長王洪章，印尼銀行（央行）金融市場開發部部長帕裏延多·努格羅霍等出席該論壇並發表講話。

Mr. Zhou Xiaochuan, the executive president of the Company, was invited to attend the 2019 China Guarantee Summit, and shared Hanhua Guarantee's exploration and reflection on the sustainable development of the financing guarantee industry under the theme "New Situation, New Role, New Pattern and New Action – Return and Reshape of Financing Guarantee Companies". Mr. Zhou Xiaochuan was invited to participate in the NDRC exchange symposium on financing guarantee industry, and proposed suggestions on promoting the healthy development of the industry.

公司執行總裁周小川先生受邀出席2019年中國擔保高峰論壇，並以《新形勢、新角色、新格局、新作為－融資擔保公司的回歸與重塑》為主題，分享了瀚華擔保對於融資擔保行業可持續發展的探索與思考。周小川先生受邀參加國家發改委融資擔保行業交流座談會，向國家發改委提出了促進行業健康發展的積極建議。

Report of the Board of Directors
董事會報告

REPORT OF THE BOARD OF DIRECTORS

The Board is pleased to present the annual report and the audited financial statements of the Group for the year ended 31 December 2019.

董事會報告

董事會謹此向股東提呈本集團截至2019年12月31日止年度報告以及經審核財務報表。

CORPORATE INFORMATION AND PRINCIPAL ACTIVITIES

The Company was incorporated in the PRC on 13 March 2013 as a company with limited liability. Details are set out in the "Basic Information of the Company", "Corporate Overview" and "Corporate Information" sections of this report.

公司資料及主營業務

本公司是於2013年3月13日在中國註冊成立的股份有限公司。詳細資料載於本報告「公司基本資料」,「公司概要」和「公司資料」。

RESULTS AND FINANCIAL SUMMARY

The results of the Group for the year ended 31 December 2019 are set out in the Consolidated Statement of Profit or Loss on page 239 of this report.

A summary of the Group's results, assets and liabilities for the last five financial years are set out on page 7 of this report. This summary does not form part of the audited consolidated financial statements.

年度業績和財務概要

本集團截至2019年12月31日止年度的業績載於本報告第239頁的合併損益表。

本集團過往五個財政年度的業績、資產及負債的概要載於本報告第7頁。本概要並不構成經審核綜合財務報表的一部份。

BUSINESS REVIEW

A review of the business of the Group for the year ended 31 December 2019 and a discussion on the Group's future business development are set out in the paragraphs headed "Business Overview" and "Chairman's Report" under the section headed "Management Discussion and Analysis" of this report respectively. Descriptions of possible risks and uncertainties that the Group may be facing are provided in this Report of the Board of Directors on pages 203 to 204. Particulars of important events affecting the Group that have occurred since the end of the financial year ended 31 December 2019 can be found in this Report of the Board of Directors on pages 206. In addition, discussions on the Group's environmental policies and performance, important relationships with its stakeholders and compliance with relevant laws and regulations are contained and available in this Report of the Environmental, Social and Governance on page 183 to page 197, respectively. The above discussions constitute part of this Report of the Board of Directors.

業務審視

本集團於截至2019年12月31日止年度之業務審視與對未來業務發展的論述分別載於本報告「管理層討論與分析」章節之「業務綜述」及「董事長報告」段落，而有關本集團的主要風險和不確定性因素的描述，載於第203頁至第204頁之本董事會報告中。本董事會報告第206頁刊載了於2019年12月31日止財務年度終結後發生並對本集團有影響的重大事件。此外，關於本集團的環境政策和表現、與利益相關者的重要關係及對有關法律和法規之遵守情況，分別刊於第183頁至第197頁之環境社會及管治報告中，可供查閱。以上討論構成本董事會報告的一部份。

FINAL DIVIDEND

The Board does not recommend the payment of a final dividend for the year ended 31 December 2019.

末期股息

董事會不建議派付截至2019年12月31日止年度的末期股息。

MAJOR BANKING PARTNERS/SUPPLIERS

The five major banking partners of the Group provided 45% of the bank financing we guaranteed. The largest banking partner accounted for 9.8% of the total financing the Group guaranteed.

Due to the Group's business nature, the Group does not have any major suppliers.

主要合作銀行／供貨商

本集團的五大合作銀行提供由我們擔保的銀行融資佔比45%，最大合作銀行提供由本集團擔保的融資總額佔比9.8%。

基於本集團的業務性質，本集團並無主要供貨商。

MAJOR CUSTOMERS

Our customers primarily include SMEs, micro-enterprises and individuals. For the year ended 31 December 2019, revenue derived from our five largest customers accounted for less than 30% of our total net fee and interest income.

None of the Directors or any of their close associates or any Shareholders (who, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any interests in the Group's five largest customers.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Company and the Group during the year ended 31 December 2019 are set out in note (n)(ii) to the financial statements.

SHARE CAPITAL

Details of movements in the share capital of the Company during the year ended 31 December 2019 are set out on pages 244 to 245 of the "Consolidated Statement of Changes in Equity" in the financial statements in this report.

RESERVES

Details of movements in the reserves of the Group and the Company during the year are set out on pages 278 to 279 in the "Consolidated Statement of Changes in Equity" of this report and in note 34 to the financial statements.

主要客戶

本集團客戶主要包括中小微企業及個人客戶。於截至2019年12月31日止年度，源自五大客戶的收入佔總手續費及利息淨收入的比例低於30%。

概無董事或彼等任何的緊密聯繫人或（據董事所知）任何擁有本公司已發行股本5%以上的權益的股東於本集團五大客戶擁有任何權益。

物業、廠房及設備

截至2019年12月31日止年度內，本公司及本集團的物業、廠房及設備變動詳情載於財務報表附註(n)(ii)。

股本

截至2019年12月31日止年度內，本公司股本的變動詳情載於本報告第244頁至245頁的財務報表之「合併股東權益變動表」。

儲備

本年度內本集團及本公司的儲備變動詳情載於本報告第278頁至279頁的合併股東權益變動表，以及財務報表附註34。

DISTRIBUTABLE RESERVES

According to actual conditions of the Company and its needs arising from its coordinated sustainable development in the future, the Board does not recommend the payment of a final dividend for the year ended 31 December 2019.

可分配儲備金

根據本公司實際狀況和未來可持續協調發展的需求，董事會不建議派付截至2019年12月31日止年度的末期股息。

BANK LOANS AND OTHER BORROWINGS

Particulars of bank loans and other borrowings of the Company and the Group as at 31 December 2019 are set out in note 26 to the financial statements.

銀行貸款及其他借款

於2019年12月31日，本公司及本集團的銀行貸款及其他借款的詳情載於財務報表附註26。

DEBENTURES ISSUED

On 10 June 2015, the company issued corporate bonds of "14 Hanhua 01". "14 Hanhua 01" will expire on 10 June 2020, and the coupon balance of bonds was RMB1.422 billion as at 31 December 2019. From 10 June 2015 to 9 June 2018, the coupon rate is 6.1%; from 10 June 2018 to 9 June 2020, the coupon rate is 6.9%. For details, please refer to the announcement of the Company on 12 June 2015.

On 3 November 2015, the company issued corporate bonds of "14 Hanhua 02". "14 Hanhua 02" was expired on 3 November 2019, the company has paid all principal and interest in accordance with the terms of the bond.

已發行的債權證

公司於2015年6月10日發行「14瀚華01」號公司債券。「14瀚華01」到期日為2020年6月10日，截至2019年12月31日債券票面餘額人民幣14.22億元。2015年6月10日至2018年6月9日票面利率6.1%；2018年6月10日至2020年6月9日票面利率6.9%。詳細情況參見2015年6月12日公告。

公司於2015年11月3日發行「14瀚華02」號公司債券。「14瀚華02」號已於2019年11月3日到期，公司已按該筆債券條款支付完畢所有本金及利息。

EQUITY-LINKED AGREEMENTS

For the year ended 31 December 2019, the Company did not enter into any equity-linked agreements.

股票掛鈎協議

截至2019年12月31日止年度，本公司並無訂立任何股票掛鈎協議。

DIRECTORS' AND SUPERVISORS' INDEMNITIES

At no time during the year ended 31 December 2019 and up to the date of this report, there was or is, any permitted indemnity provision being in force for the benefit of any of the directors and the supervisors of the Company (whether made by the Company or otherwise) or an associated company (if made by the Company). The Company has arranged appropriate Directors', supervisors' and officers' liability insurance coverage for the Directors, supervisors and officers of the Group.

SHARE INCENTIVE SCHEME

On 27 May 2015, the 2014 annual general meeting of the Company considered and approved the proposal on the grant of bonus in the form of shares in open market to the senior and middle to senior management of the Company under the share incentive scheme (the "**Scheme**"), a medium and long-term incentive scheme to increase in share by the senior and middle to senior management with incentive fund base of the portion of year-end performance-related remuneration of the participants.The Scheme was gradually implemented in accordance with the relevant procedures. In 2015, 5,738,623 H shares of the Company were acquired from the open market. As of the date of this report, all of the above 5,738,623 H shares were unlocked and vested to individuals. There were currently 3,923,439 Shares remaining due to the factors such as resignation of the members of senior management.

董事及監事的彌償保證

於截至2019年12月31日年度內及直至本報告日期止任何時間，均未曾經或現有生效的任何獲准許的彌償條文惠及本公司的董事及監事（不論是否由本公司或其他訂立）或其有聯繫公司的任何董事及監事（如由本公司訂立）。本公司有為集團董事、監事及高級人員安排適當的董事、監事及高級人員責任保險。

高管增持股票計劃

於2015年5月27日，本公司2014年度股東年會審議批准了對本公司中高層管理人員通過公開市場獲得股票形式發放獎金的高管增持股票計劃（「**計劃**」）的議案，獎金基數為參與者的年終部份績效薪酬，實施中長期激勵約束機制。該項計劃按照相關程序逐步得到實施，於2015年從公開市場購買了5,738,623股H股。截至本報告日期，所有上述的5,738,623股H股已解禁並歸屬於個人。因高級管理層成員離職等原因，目前剩餘3,923,439股。

RISK MANAGEMENT

The Board and the Risk Management Committee is the highest decision-making organisation on risk management, fully responsible for risk management of the Group. Our internal control departments including risk management and internal control and audit as well as other departments and business department form a system of pre-, during and post-incident risk management and internal control.

For the year ended 31 December 2019, the Company has identified our actual risks including credit risk, market risk, operational risk, liquidity risk, of which credit risk is our major risk. Besides, this report does not constitute a recommendation or an advice for anyone to invest in the securities of the Company and investors are advised to make their own judgment or consult their own investment advisors before making any investment in the securities of the Company.

Credit Risk Management

In the light of the characteristics of credit risk, the Company shifted gradually the way of risk assessment from single business project to that on product and business model, and formulated admission criteria, investigation standard, credit standard, operation procedure, post-loan management and method of payment call for each product. The Company made amendment and improvement to policies and operation standard on admission and investigation of guarantee, loan, factoring and leasing, specific operation requirements and management requirement of post-guarantee and loan to ensure the suitability and feasibility of the policies during the year.

風險管理

董事會及風險管理委員會作為風險管理的最高決策機構，全面負責本集團的風險管理。本公司風險管理、內控審計等內部控制部門與其他職能部門、業務部門一起形成了覆蓋事前、事中和事後的風險管理與內部控制體系。

截至2019年12月31日止年度期間，公司已識別出所面臨的實質性風險包括信用風險、市場風險、操作風險、流動性風險，其中信用風險是公司面對的主要風險。此外，本報告不對任何人就投資本公司證券作出任何建議或意見。投資者在投資本公司證券之前，應自行判斷或諮詢投資顧問的意見。

信用風險管理

本公司針對信用風險的特點，從對單個業務項目的風險評估逐步向對產品、對業務模式的風險評估轉型，對每個產品制定了准入標準、調查標準、授信標準、操作流程、貸後管理和催收辦法，並在本年度對擔保、信貸、保理、租賃等業務的准入及調查方面、具體操作要求及保貸後的管理要求等方面的政策和操作標準進行修改和完善，以確保其適用性和可操作性。

Market Risk Management

Based on its exposure to the specific market risks, the Company established stringent industrial and regional credit policy. In respect of the industrial credit policy, it conformed to the national industrial policies and industry development trends, selected the best sectors and made dynamic adjustment. In respect of the regional credit policy, it has taken into account of the local credit market conditions, regional risk level, competition level to control the scale and use of the credit facility. Coupled with differentiated pricing administrative measures based on customer classification, scale of single transaction, and income-to-cost ratio, this enabled "better than average management, preventive system and revenue covering cost".

市場風險管理

本公司針對自身面臨市場風險的特點，制定了嚴格的行業和區域授信政策，行業選擇上順應國家產業政策和行業發展趨勢，擇優採納並動態更新，區域管理上綜合考慮當地信貸市場環境、區域風險水平、競爭程度，控制授信額度的投放規模和投向，輔以基於客戶分級、單筆業務規模、收入成本比的差異化價格管理辦法，實現「優於平均、防範系統、收益覆蓋」的管理效果。

Operational Risk Management

The Company prevented the operational risk from the origin through strict management of authorization and implementation of installation of two persons, dual position and double duties for key positions, and established a system of normalized check and reporting and feedback and improvement mechanism of risk incident, which effectively prevented the operational risk.

操作風險管理

本公司通過嚴格權限管理、實行重要崗位雙人、雙職、雙責等方法，從源頭上防範操作風險，同時建立了常態化的檢查及報告機制以及風險事件反饋改進機制，有效防範操作風險。

Liquidity Risk Management

"Liquidity safety" is the first management objective for our Planned Finance Department, which is responsible for overall management of our liquidity risk. Each subsidiary is required to compile a daily sheet of monetary liquidity to submit to the Planned Finance Department. Our Planned Finance Department flexibly adjusts the size and structure of the balance sheet by monitoring various liquidity risk limits and cash flow. This is to ensure to maintain sufficient cash reserve to meet liquidity needs in the short and long term and guarantee our liquidity safety.

流動性風險管理

本公司計劃財務部以「流動性安全」為第一管理目標，負責統一管理全公司流動性風險，各附屬公司每日編製貨幣資金日報表上報計劃財務部。本公司計劃財務部通過監控各種流動性風險限額及現金流，動態調整資產負債總量和結構，確保維持足夠的現金儲備以應對短期及長期的流動性需求，從而保證全公司流動性安全。

BOARD OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

The Directors of the Third Session of the Board and the shareholders' Supervisors of the Third Session of the Board of Supervisors were elected at the annual general meeting held on 28 May 2019. The Third Session of the Board appointed new senior management. Details of the Directors, Supervisors and senior management for the year ended 31 December 2019 and as of the date of this report are set out in the section headed "Directors, Supervisors and Senior Management" of this report.

For the year ended 31 December 2019, the third session of the Board comprised a total of fourteen Directors, including three executive Directors, six non-executive Directors and five independent non-executive Directors: the executive Directors are Mr. Zhang Guoxiang (Chairman), Mr. Wang Dayong (Vice Chairman) and Mr. Cui Weilan; the non-executive Directors are Mr. Tu Jianhua, Ms. Liu Jiaoyang, Ms. Liu Tingrong, Ms. Wang Fangfei, Mr. Feng Yongxiang and Mr. Liu Bolin; the independent non-executive Directors are Mr. Bai Qinxian, Mr. Deng Zhaoyu, Mr. Qian Shizheng, Mr. Ng Leung Sing and Mr. Yuan Xiaobin.

For the year ended 31 December 2019, the third session of the Board of Supervisors comprised a total of three supervisors, including two Shareholder representative supervisors and one employee representative supervisor: the Shareholder representative supervisors are Mr. Li Ruping (Chairman) and Ms. Qin Yong, the employee representative supervisor is Mr. Chen Zhonghua.

Mr. Tu Jianhua, a non-executive Director of the Company, was disciplined by the SSE for delaying the return of non-operating occupation funds of Shanghai Fenghua (Group) Co., Ltd. (Mr. Tu Jianhua is the actual controller); Mr. Duan Xiaohua, a former non-executive Director of the Company, received a warning letter which decided to take administrative supervision measures to him from the Shanghai Securities Regulatory Bureau of the China Securities Regulatory Commission during his tenure as a director of Shanghai Fenghua (Group) Co., Ltd., (a company listed on the SSE). For details, please refer to the the Company's announcement on 24 May 2019 and 23 December 2019 respectively.

董事、監事及高級管理層

2019年5月28日召開的年度股東大會選舉產生了第三屆董事會董事及第三屆監事會股東監事。第三屆董事會任命了新一屆高級管理人員。截至2019年12月31日止年度及截至本報告日期之董事、監事及高級管理層的詳細資料載於本報告「董事、監事及高級管理層」一節。

截止2019年12月31日止年度，第三屆董事會由十四名董事組成，包括三名執行董事，六名非執行董事及五名獨立非執行董事：執行董事為張國祥先生（董事長）、王大勇先生（副董事長）及崔巍嵐先生；非執行董事為涂建華先生、劉驕楊女士、劉廷榮女士、王芳霏女士、馮永祥先生及劉博霖先生；獨立非執行董事為白欽先先生、鄧昭雨先生、錢世政先生、吳亮星先生及袁小彬先生。

截止2019年12月31日止年度，第三屆監事會由三名監事組成，包括兩名股東代表監事及一名職工代表監事：股東代表監事為李如平先生（主席）及秦湧女士；職工代表監事為陳中華先生。

本公司非執行董事涂建華先生，因延遲歸還上海豐華（集團）股份有限公司（涂建華先生為實際控制人）非經營性佔用資金，受到上交所紀律處分；本公司原非執行董事段曉華先生，在擔任上海豐華（集團）股份有限公司（於上交所）董事期間，收到中國證券監督委員會上海證券監管局對其採取行政監管措施的警示函。詳見本公司分別於2019年5月24日和2019年12月23日之公告。

Report of the Board of Directors
董事會報告

CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

In accordance with Rule 3.13 of the Listing Rules, the Company has received the annual confirmation from each of the independent non-executive Directors in respect of their independence, and considered all of the independent non-executive Directors to be independent.

獨立非執行董事的獨立性確認

根據上市規則第3.13條，本公司已收到每名獨立非執行董事就其獨立性而作出的年度確認函，並認為全體獨立非執行董事均為獨立人士。

DIRECTORS' AND SUPERVISORS' SERVICE CONTRACTS

The Third Session of each executive Directors and non-executive Directors and independent non-executive Directors renewed the service contract with the Company on 28 May 2019, for a term of three years from 28 May 2019.

The supervisors of the Third Session of the Supervisory Committee renewed their service contracts with the Company on 28 May 2019, in line with the terms of office of Directors and supervisors.

None of the Directors or the supervisors has a service contract which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

董事及監事服務合約

第三屆董事會董事各執行董事、非執行董事、獨立非執行董事均已於2019年5月28日與本公司續訂服務合同，由2019年5月28日起計為期三年。

第三屆監事會監事已於2019年5月28日與本公司續訂服務合同，與董事及監事任職期限保持一致。

概無董事及監事與本公司訂立本公司不可於一年內不付賠償（法定賠償除外）而終止的服務合約。

DIRECTORS' AND SUPERVISORS' INTERESTS IN CONTRACTS, TRANSACTIONS OR ARRANGEMENTS OF SIGNIFICANCE

None of the Directors or the supervisors or any entity connected with them has any material interest, either directly or indirectly, in any contract, transaction or arrangement of significance to the Group's business to which the Company, any of its holding companies, any of its subsidiaries, fellow subsidiaries was a party subsisted at the end of the year or at any time during the year ended 31 December 2019.

董事及監事於重大合約、交易或安排之權益

概無董事或監事或有關連的實體直接或間接於對本集團業務而言屬重大，及由本公司、其任何控股公司、其任何附屬公司或其同系附屬公司所訂立，並於本年底或於截至2019年12月31日止年度內仍然存續的任何合約、交易或安排中擁有重大權益。

INTERESTS IN COMPETING BUSINESS

Except as disclosed in this report, during the year ended 31 December 2019, none of the Directors and their respective associates (as defined in the Listing Rules) had an interest in a business which causes or may cause any significant competition with the business of the Group and any other conflicts of interest which any such person has or may have with the Group.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 December 2019.

REMUNERATION POLICY

Under the remuneration policy of the Group, the Nomination and Remuneration Committee will consider factors such as salaries paid by comparable companies, tenure, commitment, responsibilities and performance (as the case may be) of our Directors, supervisors and the senior management, in assessing the amount of remuneration payable to our Directors, supervisors and the senior management.

PENSION SCHEME

The Group is required to participate in Contributions to retirement schemes organised by the respective municipal governments of the PRC whereby the Group is required to pay annual contributions to retirement for the PRC based employees at certain rate of the standard wages determined by the relevant authorities in the PRC during the year. The Group has no other material obligation for payment of retirement benefits to employees beyond the contributions to retirement described above. The details of the Group's pension scheme are set out in note (o)(i) to the financial statements.

於競爭業務的權益

截至2019年12月31日止年度年內除於本報告所披露者外，概無董事及彼等各自聯繫人（定義見上市規則）於對本集團構成或可能構成任何重大競爭的業務中擁有任何權益或與本集團有或可能有任何其他利益衝突。

管理合同

截至2019年12月31日止年度，概無訂立或存在任何有關本公司全部或任何主要部份業務的管理及行政合同。

薪酬政策

根據本集團的薪酬政策，於評估應付予董事、監事及高級管理層的薪酬金額時，提名與薪酬委員會將要考慮的因素包括同類公司所支付的薪金、董事、監事及高級管理層的任期、投入度、職責及個人表現（視情況而定）等。

退休金計劃

本集團須參與中國相關市政府組劃的養老保險計劃，當中本集團須每年為中國僱員繳付養老保險，養老保險按中國相關部門在本年按標準工資的若干比例繳納。除上述的養老保險外，在僱員退休福利方面本集團無其他重大責任。本集團退休金計劃之詳情載於財務報表附註(o)(i)。

REMUNERATION OF DIRECTORS, SUPERVISORS AND FIVE INDIVIDUALS WITH HIGHEST EMOLUMENTS

Details of the emoluments of the Directors, supervisors and the five highest paid individuals are set out in note 7 and note 8 to the financial statements.

董事、監事及五位最高薪酬人士的薪酬

董事、監事及五位最高薪酬人士的薪酬詳情載於財務報表附註7和附註8。

CHANGES TO INFORMATION IN RESPECT OF DIRECTORS AND SUPERVISORS

Save as disclosed in the section headed "Directors, Supervisors and Senior Management" in this report, there was no change to any of the information required to be disclosed in relation to any Directors and supervisors pursuant to paragraphs (a) to (e) and (g) of Rule 13.51(2) of the Listing Rules since 1 January 2019.

董事及監事資料的變動

除本報告「董事、監事及高級管理層」一節所披露之外，自2019年1月1日起，任何須根據上市規則第13.51(2)條第(a)至(e)段及第(g)段予以披露董事及監事資料概無任何變動。

DIRECTORS', SUPERVISORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2019, the interests or short positions of the Directors, supervisors and chief executives of the Company in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("**SFO**")) which were required, (a) to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO); or (b) to be recorded in the register required to be kept under section 352 of the SFO; or (c) to be notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code contained in Appendix 10 to the Listing Rules were as follows:

董事、監事及主要行政人員於股份、相關股份及債權證中擁有的權益及淡倉

於2019年12月31日，本公司董事、監事及主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「**證券及期貨條例**」）第XV部）之股份、相關股份或債權證中持有須(a)根據證券及期貨條例第XV部第7及8分部通知本公司及香港聯交所之權益或淡倉（包括彼等根據證券及期貨條例之該等條文被當作或被視為持有之權益及淡倉）；或(b)須記入根據證券及期貨條例第352條存置之登記冊內之好倉或淡倉權益；或(c)根據上市規則附錄十所載的標準守則須通知本公司及香港聯交所之權益或淡倉列載如下：

Interests in the Company 於本公司的權益

Name of Shareholder 股東名稱	Position 職位	Class of share 股份類別	Nature of interests 權益性質	No. of shares held 持有股份數目 (Shares) (股)	Approximate percentage in relevant class of share 佔有關股份類別之概約百分比 (%)[5]	Approximate percentage in total share capital 佔股本總數之概約百分比 (%)[6]
Tu Jianhua[1] 涂建華[1]	Director 董事	Domestic Share 內資股	Interests of controlled corporation 受控法團權益	432,188,780 (Long position) (好倉)	12.60	9.40
Wang Fangfei[2] 王芳霏[2]	Director 董事	Domestic Share 內資股	Interests of controlled corporation 受控法團權益	231,532,653 (Long position) (好倉)	6.75	5.03
Zhang Guoxiang[3] 張國祥[3]	Director 董事	Domestic Share 內資股	Beneficial owner/ Interests of controlled corporation 實益擁有人／受控法團權益	298,038,709 (Long position) (好倉)	8.69	6.48
		H Share H股	Beneficial owner 實益擁有人	585,971 (Long position) (好倉)	0.05	0.01
Wang Dayong 王大勇	Director 董事	Domestic Share 內資股	Beneficial owner 實益擁有人	2,058,742 (Long position) (好倉)	0.06	0.04
		H Share H股	Beneficial owner 實益擁有人	360,443 (Long position) (好倉)	0.03	0.008
Cui Weilan 崔巍嵐	Director 董事	Domestic Share 內資股	Beneficial owner 實益擁有人	2,058,742 (Long position) (好倉)	0.06	0.04
		H Share H股	Beneficial owner 實益擁有人	648,005 (Long position) (好倉)	0.06	0.01

Name of Shareholder 股東名稱	Position 職位	Class of share 股份類別	Nature of interests 權益性質	No. of shares held 持有股份數目 *(Shares)(股)*	Approximate percentage in relevant class of share 佔有關股份類別之概約百分比 *(%)*[5]	Approximate percentage in total share capital 佔股本總數之概約百分比 *(%)*[6]
Liu Jiaoyang 劉驕楊	Director 董事	Domestic Share 內資股	Beneficial owner 實益擁有人	441,159 (Long position) (好倉)	0.01	0.01
Liu Bolin[4] 劉博霖[4]	Director 董事	Domestic Share 內資股	Interests of controlled corporation 受控法團權益	120,000,000 (Long position) (好倉)	3.50	2.61
Li Ruping 李如平	Supervisor 監事	Domestic Share 內資股	Beneficial owner 實益擁有人	2,205,795 (Long position) (好倉)	0.06	0.05
Chen Zhonghua 陳中華	Supervisor 監事	Domestic Share 內資股	Beneficial owner 實益擁有人	441,159 (Long position) (好倉)	0.01	0.01
Qin Yong 秦湧	Supervisor 監事	Domestic Share 內資股	Beneficial owner 實益擁有人	588,212 (Long position) (好倉)	0.02	0.01

Notes:

1. Mr. Tu Jianhua directly holds 98% of the equity interest of Loncin Group Co., Ltd. ("**Loncin Group**"), which directly holds 98% of the equity interest of Loncin Holdings Co., Ltd. ("**Loncin Holdings**"). Mr. Tu Jianhua also directly holds 2% of the remaining equity interest of Loncin Holdings. Accordingly, Mr. Tu Jianhua is deemed to be interested in the 432,188,780 Domestic Shares held by Loncin Holdings.

附註：

1、 涂建華先生直接持有隆鑫集團有限公司(「**隆鑫集團**」)的98%股權，而隆鑫集團則直接持有隆鑫控股有限公司(「**隆鑫控股**」)的98%股權。涂建華先生亦直接持有隆鑫控股的餘下2%股權。因此，涂建華先生被視作於隆鑫控股持有的432,188,780股內資股中擁有權益。

2. Ms. Wang Fangfei directly holds 55% of the equity interest of Chongqing Jiulong Investment Co., Ltd. ("**Chongqing Jiulong**"), which directly holds 231,532,653 Domestic shares of the Company. Accordingly, Ms. Wang Fangfei is deemed to be interested in the 231,532,653 Domestic Shares held by Chongqing Jiulong.

3. Mr. Zhang Guoxiang directly holds approximately 66.89% of the equity interest of Huitai, which directly holds 295,269,848 Domestic Shares of the Company. Accordingly, Mr. Zhang Guoxiang is deemed to be interested in the 295,269,848 Domestic Shares held by Huitai. Mr. Zhang Guoxiang also directly holds 2,768,861 Domestic Shares of the Company.

4. Mr. Liu Bolin directly holds 75% equity interest of Sichuan Hongrun Trading Co., Ltd., which directly holds 120,000,000 Domestic Shares of the Company. Accordingly, Mr. Liu Bolin is deemed to be interested in 120,000,000 Domestic Shares held by Sichuan Hongrun Trading Co., Ltd..

5. As at 31 December 2019, the issued Domestic Shares and the H Shares of the Company were 3,430,000,000 Shares and 1,170,000,000 Shares.

6. As at 31 December 2019, there were 4,600,000,000 Shares of the Company in issue.

Save as disclosed above, as at 31 December 2019, none of the Directors, supervisors or the chief executives of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of SFO) which are required (i) to be recorded in the register required to be kept under section 352 of the SFO, or (ii) to be notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code.

2、 王芳霏女士直接持有重慶九龍投資有限公司(「**重慶九龍**」)的55%股權，而重慶九龍則直接持有本公司231,532,653股內資股。因此，王芳霏女士被視作在重慶九龍持有的231,532,653股內資股中擁有權益。

3、 張國祥先生直接持有慧泰的約66.89%股權，而慧泰則直接持有本公司295,269,848股內資股。因此，張國祥先生被視作於慧泰持有的295,269,848股內資股中擁有權益。張國祥先生亦直接持有本公司2,768,861股內資股。

4、 劉博霖先生直接持有四川泓潤商貿有限公司的75%股權，而四川泓潤商貿有限公司則直接持有本公司120,000,000股內資股。因此，劉博霖先生被視作於四川泓潤商貿有限公司持有的120,000,000股內資股中擁有權益。

5、 於2019年12月31日，本公司已發行內資股3,430,000,000股及H股1,170,000,000股。

6、 於2019年12月31日，本公司共有4,600,000,000股已發行股份。

除上文披露者外，於2019年12月31日，概無本公司董事、監事及最高行政人員於本公司或其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債權證中，擁有(i)登記於根據證券及期貨條例第352條須予存置的登記冊內，或(ii)根據標準守則須通知本公司及香港聯交所的任何權益或淡倉。

Interests in associated corporations

None of the Directors, supervisors or the chief executives of the Company had any interests or short positions in shares, underlying shares and debentures of associated corporations (within the meaning of Part XV of SFO) of the Company.

於相聯法團的權益

概無董事、監事或本公司最高行政人員在本公司相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中擁有任何權益或淡倉。

DIRECTORS' AND SUPERVISORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

None of the Directors or supervisors or any of their respective associates was granted by the Company or its subsidiaries any right to acquire shares or debentures of the Company or any other body corporate, or had exercised any such right.

董事及監事收購股份或債券之權利

概無董事及監事或彼等各自之聯繫人獲本公司或其附屬公司授予權利或行使任何該等權利以收購本公司或任何其他法人團體之股份或債券。

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

As at 31 December 2019, the persons (not being a Director, supervisor or chief executive of the Company) or corporations having interests or short positions in the shares or underlying shares of the Company which are required to be notified to the Company and the Hong Kong Stock Exchange under Divisions 2 and 3 of Part XV of the SFO and recorded in the register required to be kept under section 336 of the SFO and who were directly and/or indirectly deemed to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company are listed as follows:

主要股東於股份及相關股份之權益及淡倉

於2019年12月31日，於本公司之股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部須向本公司及香港聯交所披露之權益或淡倉，或記入根據證券及期貨條例第336條須置存之登記冊內之權益或淡倉，或被視作於附有權利可於任何情況下在本公司股東大會投票之任何類別股本之面值中直接及／或間接擁有5%或以上之權益之人士（並非本公司董事、監事及主要行政人員）或公司列載如下：

Name of Shareholder 股東名稱	Class of share 股份類別	Nature of interests 權益性質	No. of shares held 持有股份數目 (Shares) (股)	Approximate percentage in relevant class of share 佔有關股份類別之概約百分比 (%) [4]	Approximate percentage in total share capital 佔股本總數之概約百分比 (%) [5]
Loncin Holdings[1][3] 隆鑫控股[1][3]	Domestic Share 內資股	Beneficial owner 實益擁有人	432,188,780 (Long position) (好倉)	12.60	9.40
Loncin Group[2][3] 隆鑫集團[2][3]	Domestic Share 內資股	Interests of controlled corporation 受控法團權益	432,188,780 (Long position) (好倉)	12.60	9.40
Huitai 慧泰	Domestic Share 內資股	Beneficial owner 實益擁有人	295,269,848 (Long position) (好倉)	8.61	6.42
Shenzhen Jinling Huaruan Xintai Investment Partnership (Limited Partnership) 深圳金陵華軟鑫泰投資合夥企業（有限合夥）	Domestic Share 內資股	Beneficial owner 實益擁有人	280,000,000 (Long position) (好倉)	8.16	6.09
Beijing Daoyang Zhengde Information Consulting Co., Ltd. 北京道揚正德信息諮詢有限公司	Domestic Share 內資股	Beneficial owner 實益擁有人	270,000,000 (Long position) (好倉)	7.87	5.87
Wang Mingyue 汪明月	Domestic Share 內資股	Beneficial owner 實益擁有人	269,824,593 (Long position) (好倉)	7.87	5.87
Chongqing Jiulon 重慶九龍	Domestic Share 內資股	Beneficial owner 實益擁有人	231,532,653 (Long position) (好倉)	6.75	5.03
Chongqing Yukang Asset Management Co,. Ltd. 重慶渝康資產經營管理有限公司	Domestic Share 內資股	Beneficial owner 實益擁有人	220,000,000 (long position) (好倉)	6.41	4.78

Notes:

1. Loncin Holdings directly holds 432,188,780 Domestic Shares of the Company.

2. Loncin Group directly holds 98% of the equity interest of Loncin Holdings, which directly holds 432,188,780 Domestic Shares of the Company. Accordingly, under the SFO, Loncin Group is deemed to be interested in the 432,188,780 Domestic Shares held by Loncin Holdings.

3. The 432,188,780 Shares held by Loncin Group and Loncin Holdings are of the same interest and duplicated each other.

4. As at 31 December 2019, the issued Domestic Shares and the H Shares of the Company were 3,430,000,000 Shares and 1,170,000,000 Shares.

5. As at 31 December 2019, there were 4,600,000,000 Shares of the Company in issue.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

For the year ended 31 December 2019, there was no purchase, sale or redemption of any listed securities of the Company by the Company or any of its subsidiaries.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the relevant laws or the Articles of Association of the PRC that would oblige the Company to offer new Shares on a pro rata basis to existing Shareholders.

附註：

1、 隆鑫控股直接持有本公司432,188,780股內資股。

2、 隆鑫集團直接持有隆鑫控股的98%股權，而隆鑫控股則直接持有本公司432,188,780股內資股。因此，根據證券及期貨條例，隆鑫集團被視作在隆鑫控股持有的432,188,780股內資股中擁有權益。

3、 隆鑫集團及隆鑫控股之432,188,780股股份涉及同一份權益，並互相重疊。

4、 於2019年12月31日，本公司已發行內資股3,430,000,000股及H股1,170,000,000股。

5、 於2019年12月31日，本公司共有4,600,000,000股已發行股份。

購入、出售或贖回本公司上市證券

截至2019年12月31日止年度期間，本公司或其任何附屬公司並無購買、出售或贖回任何本公司上市證券。

優先購買權

根據中國相關法律和公司章程項下概無有關優先購買權的條文，故本公司毋須向現有股東按比例提呈發售新股份。

COMPANY'S COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

The Group is able to comply with relevant requirements of laws, regulations, rules and provisions of the Companies Ordinance, the Listing Rules and SFO in Hong Kong, the Company Law of the People's Republic of China, the Regulations on supervision and management of financing guarantee companies, Guiding Opinions of China Banking Regulatory Commission and People's Bank of China on Pilot Projects of Small Loan Companies, including information disclosure, corporate governance and standard industry operation, etc.. The Group has also adopted the Model Code in Hong Kong.

公司對有關法律法規之遵守

本集團能夠遵守香港地區的公司條例、上市規則、證券及期貨條例以及中國境內的《中華人民共和國公司法》、《融資性擔保公司監督管理條例》、《中國銀行業監督管理委員會、中國人民銀行關於小額貸款公司試點的指導意見》等相關法律、法規、規章、條例的要求，其中包括數據的披露、企業管治以及行業規範運作等，本集團亦已採納香港地區的標準守則。

CONNECTED TRANSACTION

For the details of the Company's material related party transactions in 2019, please refer to the Note 39 of the financial statements. The Company has disclosed the remuneration of directors, supervisors and senior executives in the financial statements. The remaining transactions are transactions that are fully exempt under 14A.09, 14A.76 and 14A.95 of the Listing Rules.

關連交易

2019年度本公司關連方交易詳細內容參見財務報表附註39。公司已規定披露董監高薪酬（見財務報表）。其餘交易為上市規則14A.09、14A.76及14A.95項下獲全面豁免的交易。公司執行更為嚴格的關聯交易管理制度，同時參照聯交所和國內A股規則，確定關聯方管理關聯交易。

CHARITABLE DONATIONS

During the year ended 31 December 2019, the Group has made charitable and other donations in a total amount of approximately RMB830,000.

慈善捐款

截至2019年12月31日止年度內，本集團已作出慈善捐款及其他捐獻合共人民幣約83萬元。

Report of the Board of Directors
董事會報告

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, as at the date of this report, the Directors confirmed that the Company has maintained the required public float under the Listing Rules.

充足的公眾持股量

根據本公司可從公開途徑得到的資料及據董事所知，於本報告日期，董事確認本公司一直維持上市規則所要求的公眾持股量。

AUDITORS

The consolidated financial statements for the year ended 31 December 2019 have been audited by KPMG.

KPMG shall retire in the forthcoming annual general meeting and, being eligible, will offer themselves for re-appointment. A resolution for the selection of auditors for 2020 of the Company will be proposed at the forthcoming annual general meeting.

核數師

畢馬威會計師事務所已審核截至2019年12月31日止年度的綜合財務報表。

畢馬威會計師事務所須於即將舉行的股東週年大會上退任，並符合資格及願意膺選連任。有關選聘本公司2020年度核數師的決議案將於即將舉行的股東週年大會上獲提呈。

By order of the Board of
Hanhua Financial Holding Co., Ltd.*
Zhang Guoxiang
Chairman of the Board

31 March 2020

承董事會命
瀚華金控股份有限公司
董事會主席
張國祥

2020年3月31日

REPORT OF THE BOARD OF SUPERVISORS

In 2019, pursuant to the requirements set out in the PRC Company Law and the Articles of Association, the Board of Supervisors of the Company has attentively performed its duties and proactively carried out supervision on the financial activities, internal control, risk management, lawful operation as well as the performance of duties by the Board and senior management of the Company, thus effectively contributing to the optimization of governance of the Company and to the healthy and sustainable development of the Company.

監事會報告

2019年，本公司監事會按照中國《公司法》和章程的規定，認真履行職責，積極開展監督工作，對本公司財務活動、內部控制、風險管理、合法經營、董事會和高級管理層的履職盡責等情況進行了有效監督，為完善本公司治理和持續健康發展發揮了作用。

PARTICULARS OF THE MAJOR WORKS OF THE BOARD OF SUPERVISORS

The Board of Supervisors convened meetings of the Board of Supervisors pursuant to laws and regulations. In 2019, the Board of Supervisors convened two regular meetings in which the Board of Supervisors summarized its work throughout the year and reviewed the interim report, and attended one general meeting and seven Board meetings. The Board of Supervisors has supervised the general meeting and Board meetings with regard to the legality, compliance and the procedure of voting thereof. The Board of Supervisors has also supervised the performance of duties by the Board and senior management.

監事會主要工作情況

依法律法規召開監事會會議。2019年，共召開監事定期會議2次，總結年度監事會工作情況，審議中期報告，列席股東大會1次，列席董事會7次，對股東大會和董事會的合法合規性、投票表決程序進行監督，對董事會、高級管理層的履職情況進行監督。

The Board of Supervisors endeavored in conducting proper finance supervision. By focusing on the compilation, verification and disclosure of regular reports, the Board of Supervisors communicated with external auditors and auditors on a regular basis, strengthened the analysis of major issues that may affect the truthfulness, accuracy and completeness of the financial reports, timely followed up and gained knowledge of the changes of regulatory requirements, and provided opinions and suggestions. In accordance with relevant requirements, the Board of Supervisors conducted supervision on the selection and appointment of external auditors and auditors, and oversaw capital management of the Company, and the management of insiders of inside information.

切實做好財務監督。以定期報告的編製、審核、披露為重點，與外部審計師和核數師定期溝通，加強對可能影響財務報告真實性、準確性、完整性的重大事項的分析，及時跟進瞭解監管要求的變化，提出意見建議。按照有關要求，監督外部審計師和核數師的選聘工作，對本公司資本管理、內幕消息知情人管理情況等進行監督。

Report of the Board of Supervisors
監事會報告

The Board of Supervisors substantially participated in internal control supervision. The Board of Supervisors regularly debriefed special reports on the work of internal control and compliance, key findings and rectification in internal audit and prevention and control over non-compliance cases, and strengthened supervision on the internal control formulation and assessment work.

深入開展內控監督。參加內控合規工作情況、內部審計主要發現及整改等內控會議，加強對內部控制建設及內部控制評價工作等情況的監督。

The Board of Supervisors strengthened risk management supervision. It paid attention to the major risks faced by the industry and debriefed special reports with regard to the work of risk management and liquidity risk management and provided timely opinions and suggestions.

強化風險管理監督。關注行業風險，參加公司風險管理部門的工作情況、流動性風險管理情況等專門會議，並及時提出意見建議。

INDEPENDENT OPINIONS OF THE BOARD OF SUPERVISORS ON RELEVANT MATTERS

監事會就有關事項發表的獨立意見

Lawful Operation of the Company. During the year ended 31 December 2019, the business activities of the Company complied with the PRC Company Law and the Articles of Association, the internal control system was improved, and the decision-making procedures were lawful and valid. None of the Directors or senior management of the Company was found to have violated the relevant laws, regulations or the Articles of Association or harmed the interests of the Company and the Shareholders.

公司依法經營情況。截至2019年12月31日止年度內，本公司的經營活動符合中國《公司法》和章程的規定，內部控制體系較完善，決策程序合法有效。未發現本公司董事、高級管理人員履職時有違反相關法律法規、章程或損害公司及股東利益的行為。

Authenticity of Financial Report. The financial statements of the Company for the year ended 31 December 2019 were prepared in accordance with the HKFRSs and were audited by KPMG in accordance with Hong Kong Standards on Auditing. The auditor issued standard unqualified audit report.

財務報告的真實性。本公司截至2019年12月31日止年度根據香港財務報告準則編製的財務報告已經畢馬威會計師事務所根據香港審計準則進行審計，並出具了標準無保留意見的審計報告。

Internal Control. During the year ended 31 December 2019, the Company continued to strengthen and optimize its internal control, and the Board of Supervisors lodged no objections to the Report on Assessment of Internal Control for 2019.

內部控制情況。截至2019年12月31日止年度內，本公司持續加強和完善內部控制，監事會對2019年內部控制評價報告無異議。

Opinions on Performance Assessment of Directors, Supervisors and Senior Management of the Company. During the year ended 31 December 2019, all Directors, supervisors and senior management were diligent in duly carrying out their duties and were evaluated as qualified in the performance assessment.

對本公司董事、監事、高級管理人員履職情況。截至2019年12月31日止年度內，董事、監事、高級管理人員勤勉盡責，履職評價結果為稱職。

By order of the Board of Supervisors
Hanhua Financial Holding Co., Ltd.*
Li Ruping
Chairman of the Board of Supervisors

30 March 2020

承監事會命
瀚華金控股份有限公司
監事會主席
李如平

2020年3月30日

Independent Auditor's Report
獨立審計報告

Independent Auditor's Report
to the shareholders of Hanhua Financial Holding Co., Ltd.
(Incorporated in the People's Republic of China with limited liability)

獨立審計報告
致瀚華金控股份有限公司全體股東
(於中華人民共和國註冊成立的股份有限公司)

OPINION

We have audited the consolidated financial statements of Hanhua Financial Holding Co., Ltd. ("**the Company**") and its subsidiaries ("**the Group**") set out on pages 239 to 424, which comprise the consolidated statement of financial position as at 31 December 2019, the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2019 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("**HKFRSs**") issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

審計意見

我們審計了後附第239至424頁瀚華金控股份有限公司(「**貴公司**」)及其子公司(統稱「**貴集團**」)的合併財務報表,包括2019年12月31日的合併財務狀況表,截至2019年12月31日止年度的合併損益表、合併損益及其他綜合收益表、合併股東權益變動表和合併現金流量表,以及重要會計政策和財務報表附註。

我們認為,該合併財務報表已經按照香港會計師公會頒佈的《香港財務報告準則》,真實而公允地反映了貴集團2019年12月31日的財務狀況以及貴集團2019年度的財務表現和現金流量,並已遵照香港《公司條例》的披露要求擬備。

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("**HKSAs**") issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* (the "**Code**") together with any ethical requirements that are relevant to our audit of the consolidated financial statements in the People's Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

審計意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》執行了審計工作。審計報告的「審計師就合併財務報表審計須承擔的責任」部分進一步闡述了我們在該準則下的責任。按照香港會計師公會的《註冊會計師執業道德規範》(「**道德規範**」)以及中華人民共和國境內關於合併財務報表審計相關的其他道德規範要求,我們獨立於貴集團,並履行了道德規範以及中國境內道德規範要求下的其他道德責任。我們相信,我們獲得的審計證據是充分、適當的,為發表審計意見提供了基礎。

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

關鍵審計事項

關鍵審計事項是根據我們的職業判斷，我們認為對本年財務報表審計最為重要的事項。這些事項的應對以對財務報表整體進行審計並形成意見為背景，我們不對這些事項提供單獨的意見。

Assessing impairment of loans and receivables measured at amortized cost and provisions for guarantee losses
評估以攤餘成本計量的貸款及應收款項的減值準備和擔保賠償準備金

Refer to Note 14, 15, 16, 17 and 28 to the consolidated financial statements and the accounting policies on page 280 to 290.
請參閱合併財務報表附註14, 15, 16, 17和28以及第280到290頁的會計政策。

The Key Audit Matter **關鍵審計事項**	**How the matter was addressed in our audit** **在審計中如何應對該事項**
Impairments of loans and advances to customers, trade and other receivables, finance lease receivables and receivables for factoring business (together as "**loans and receivables measured at amortized cost**") and the provisions for guarantee losses are both the subjective areas due to the level of judgement applied by management in determining allowances and provisions. 以攤餘成本計量的發放貸款及墊款、應收代償款、應收保理款和應收融資租賃款（統稱為「**以攤餘成本計量的貸款及應收款項**」） 減值準備和擔保賠償準備金的確定涉及管理層判斷。 The Group uses the expected credit loss ("**ECL**") model to calculate the loss allowance in accordance with HKFRS 9 *Financial Instruments* ("**HKFRS 9**"). 貴集團根據香港財務報告準則第9號金融工具準則，使用預期信貸損失（「**ECL**」）模型計提減值準備。	Our audit procedures to assess the impairment of loans and receivables measured at amortized cost and provisions for guarantee losses included the following: 與評估以攤餘成本計量的貸款及應收款項減值和擔保賠償準備金相關的審計程序中包括以下程序： • assessing the design, implementation and operating effectiveness of key controls over the approval, recording and monitoring of loans and receivables measured at amortized cost and guarantees, the credit grading process and the measurement of impairment losses and provisions for guarantee losses. • 瞭解和評價與以攤餘成本計量的貸款及應收款項在審批、記錄、監控、分類流程以及減值準備和擔保賠償準備金計提相關的關鍵財務報告內部控制的設計和運行有效性。

KEY AUDIT MATTERS *(CONTINUED)* 關鍵審計事項*（續）*

Assessing impairment of loans and receivables measured at amortized cost and provisions for guarantee losses *(Continued)* **評估以攤餘成本計量的貸款及應收款項的減值準備和擔保賠償準備金*（續）***	
The Key Audit Matter **關鍵審計事項**	**How the matter was addressed in our audit** **在審計中如何應對該事項**
The determination of loss allowances using the expected credit loss model is subject to a number of key parameters and assumptions, including the identification of loss stages, estimates of probability of default, loss given default, exposures at default and discount rate, adjustments for forward-looking information and other adjustment factors. Management judgment is involved in the selection of those parameters and the application of the assumptions. 運用預期信用損失模型確定準備金的過程中涉及到若干關鍵參數和假設的應用，包括發生信用減值的階段劃分，違約概率、違約損失率、違約風險暴露、折現率等參數估計，同時考慮前瞻性調整及其他調整因素等，在這些參數的選取和假設的應用過程中涉及較多的管理層判斷。 In particular, the determination of the loss allowances and provisions for guarantee losses is heavily dependent on the external macro environment and the Group's internal credit risk management strategy. The expected credit losses and provisions for guarantee losses are derived from estimates including the Group's historical losses, internal and external credit grading and other adjustment factors. 外部宏觀環境和貴集團內部信用風險管理策略對預期信用損失模型的確定有很大的影響。在評估關鍵參數和假設時，貴集團對於貸款及應收款項減值準備或擔保賠償準備金所考慮的因素包括歷史損失率、內部信用評級、外部信用評級及其他調整因素。	• assessing the reliability of the expected credit loss model used by management in determining loss allowances, including assessing the appropriateness of the key parameters and assumptions in the expected credit loss model, including the identification of loss stages, probability of default, loss given default, exposure at default, discount rate, adjustments for forward-looking information and other management adjustments. • 評價管理層評估減值準備時所用的預期信用損失模型和參數的可靠性，包括評價發生信用減值的階段劃分、違約概率、違約損失率、違約風險暴露、折現率、前瞻性調整及管理層調整等，並評價其中所涉及的關鍵管理層判斷的合理性。

KEY AUDIT MATTERS *(CONTINUED)* 關鍵審計事項（*續*）

Assessing impairment of loans and receivables measured at amortized cost and provisions for guarantee losses *(Continued)*
評估以攤餘成本計量的貸款及應收款項的減值準備和擔保賠償準備金（*續*）

The Key Audit Matter **關鍵審計事項**	**How the matter was addressed in our audit** **在審計中如何應對該事項**
Management also exercises judgement in determining the quantum of loss given default based on a range of factors. These include available remedies for recovery, the financial situation of the borrower, the recoverable amount of collateral, the seniority of the claim and the existence and cooperativeness of other creditors. The enforceability, timing and means of realisation of collateral can also have an impact on the recoverable amount of collateral and, therefore, the amount of impairment losses and provisions for guarantee losses as at the end of the reporting period. 在運用判斷確定違約損失率時，管理層會考慮多種因素。這些因素包括可收回金額、借款人的財務狀況、抵押物可收回金額、索賠受償順序、是否存在其他債權人及其代償意願。擔保物變現的可能性、時間和方式會對最終的可收回金額產生重大影響，進而影響資產負債表日的減值準備和擔保賠償準備金的金額。 We identified impairment of loans and receivables measured at amortized cost and the provisions for guarantee losses as a key audit matter because of the inherent uncertainty and management judgement involved and because of their significance to the financial results of the Group. 由於以攤餘成本計量的貸款及應收款項的減值準備和擔保賠償準備金的確定存在固有不確定性以及涉及到管理層判斷，同時其對貴集團的經營成果會產生重要影響，我們將以攤餘成本計量的貸款及應收款項的減值準備和擔保賠償準備金的確定識別為關鍵審計事項。	• assessing the completeness and accuracy of data used for the key parameters in the expected credit loss model. For key parameters derived from internal data relating to original loan or guarantee agreements, we compared the total balances of the loan list and guarantee list to assess the accuracy of compilation of the list, which contain information used by management to assess impairment losses and provisions for guarantee losses, with the general ledger and compared individual loan and guarantee information, on a sample basis, with the underlying loan and guarantee agreements and other related documentation to assess the presentation of the information in the loan list and in the guarantee list. For key parameters derived from external data, we selected samples to inspect the accuracy of such data by comparing them with public resources; • 評價預期信用損失模型的參數使用的關鍵數據的完整性和準確性。針對與原始檔案相關的關鍵內部數據，我們將管理層用以評估減值準備的清單總額和用於評估擔保賠償準備金的擔保台賬餘額分別與總帳進行比較，以評價清單的完整性；選取樣本，將單項貸款或擔保的信息與相關協定以及其他有關檔案進行比較，以評價管理層清單和擔保台賬的準確性；針對關鍵外部數據，我們將其與公開信息來源進行核對，以檢查其準確性。

KEY AUDIT MATTERS *(CONTINUED)* 關鍵審計事項*（續）*

Assessing impairment of loans and receivables measured at amortized cost and provisions for guarantee losses *(Continued)* **評估以攤餘成本計量的貸款及應收款項的減值準備和擔保賠償準備金*（續）***	
The Key Audit Matter **關鍵審計事項**	**How the matter was addressed in our audit** **在審計中如何應對該事項**
	• for key parameters involving judgement, critically assessing input parameters by seeking evidence from external sources and comparing to the Group's internal records including historical loss experience and type of collateral. As part of these procedures, we challenged the reasons for modifications to estimates and model parameters, considered the consistency of management judgments. We compared the economic factors used in the models with market information to assess whether they were aligned with market and economic development. • 針對涉及主觀判斷的輸入參數，我們進行了審慎評價，包括從外部尋求支援證據，比對歷史損失經驗及擔保方式等內部記錄。作為上述程序的一部分，我們還詢問了管理層對關鍵假設和輸入參數相對於以前所做調整的理由，並考慮管理層所運用的判斷是否一致。我們對比模型中使用的經濟因素與市場訊息，評價其是否與市場以及經濟發展情況相符。 • for key parameters used in the expected credit loss model which were derived from system-generated internal data, assessing the accuracy of input data by comparing the input data with original documents on a sample basis. In addition, we involved our IT specialists to assess the logics and compilation of the overdue information of loans for selected samples. • 針對需由系統運算生成的關鍵內部數據，我們選取樣本將系統輸入數據核對至原始檔案以評價系統輸入數據的準確性。此外，利用我們的信息技術專家的工作，在選取樣本的基礎上測試了貸款的逾期信息的編製邏輯。

KEY AUDIT MATTERS *(CONTINUED)* 關鍵審計事項*（續）*

Assessing impairment of loans and receivables measured at amortized cost and provisions for guarantee losses *(Continued)* **評估以攤餘成本計量的貸款及應收款項的減值準備和擔保賠償準備金*（續）***	
The Key Audit Matter **關鍵審計事項**	**How the matter was addressed in our audit** **在審計中如何應對該事項**
	• evaluating the validity of management's assessment on whether the credit risk of loans and receivables measured at amortized cost and guarantees has, or has not, increased significantly since initial recognition and whether loans and receivables measured at amortized cost and guarantees are credit-impaired on a sample basis. We analysed the portfolio by industry sector to select samples in industries more vulnerable to the current economic situation with reference to other borrowers with potential increased credit risk. We checked the overdue information, making enquiries of the credit managers about the borrowers' business operations, checking borrowers' financial information and researching market information about borrowers' businesses. • 評價管理層作出的關於以攤餘成本計量的貸款及應收款項和擔保的信用風險自初始確認後是否顯著增加的判斷以及是否已發生信用減值的判斷的合理性。選取樣本檢查管理層發生信用減值的階段劃分結果的合理性。我們按照行業分類對以攤餘成本計量的貸款及應收款項和擔保進行分析，自受目前經濟環境影響較大的行業以及其他存在潛在信用風險的借款人中選取樣本。我們在選取樣本的基礎上查看相關資產的逾期信息、瞭解借款人信用風險狀況、向信貸經理詢問借款人的經營狀況、檢查借款人的財務信息以及搜尋有關借款人業務的市場訊息等。

KEY AUDIT MATTERS *(CONTINUED)* 關鍵審計事項*（續）*

Assessing impairment of loans and receivables measured at amortized cost and provisions for guarantee losses *(Continued)* 評估以攤餘成本計量的貸款及應收款項的減值準備和擔保賠償準備金*（續）*	
The Key Audit Matter 關鍵審計事項	**How the matter was addressed in our audit** 在審計中如何應對該事項
	• for selected samples of loans and receivables measured at amortized cost and guarantees that are credit-impaired, evaluating management's assessment of the value of any property collateral held by comparison with market prices based on the location and use of the property and the prices of neighbouring properties. We also evaluated the timing and means of realisation of collateral, evaluated the forecast cash flows, challenged the viability of the Group's recovery plans and evaluated other credit enhancements that are integral to the contract terms; • 我們在選取樣本的基礎上，評價已發生信用減值的以攤餘成本計量的貸款及應收款項和擔保違約損失率的合理性。在此過程中，將貴集團持有的房產抵押物的管理層估值與基於房產位置、用途及周邊房產的市場價格進行比較，來評價管理層的估值是否恰當。我們還評價了抵押物變現的時間及方式，評價其預計可收回現金流，就貴集團的回收計劃的可靠性進行考量，並考慮管理層認定的其他還款來源。

KEY AUDIT MATTERS *(CONTINUED)* 關鍵審計事項*（續）*

Assessing impairment of loans and receivables measured at amortized cost and provisions for guarantee losses *(Continued)* 評估以攤餘成本計量的貸款及應收款項的減值準備和擔保賠償準備金*（續）*	
The Key Audit Matter **關鍵審計事項**	**How the matter was addressed in our audit** **在審計中如何應對該事項**
	• recalculating the amount of impairment and provisions for 12 month and life time credit losses using the expected credit loss model based on the above parameters and assumptions for a sample of loans and receivables measured at amortized cost and guarantee losses where the credit risk of the loan and guarantee has not, or has, increased significantly since initial recognition, respectively; • 基於上述工作，我們選取樣本利用預期信用損失模型复核了以攤余成本計量的貸款及應收款項的減值準備和擔保賠償準備金的計算準確性。 • evaluating whether the disclosures on impairment of loans and receivables measured at amortized cost and provisions for guarantee losses meet the disclosure requirements in the prevailing accounting standards. • 評價以攤餘成本計量的貸款及應收款項的減值準備和擔保賠償準備金相關的財務報表信息披露是否符合現行會計準則的披露要求。

KEY AUDIT MATTERS *(CONTINUED)* 關鍵審計事項*（續）*

Assessing the fair value of financial instruments **評估金融工具的公允價值**	
Refer to Note 19 to the consolidated financial statements and the accounting policies on pages 291 to 292. *請參閱合併財務報表附註19以及第291到292頁的會計政策。*	
The Key Audit Matter **關鍵審計事項**	**How the matter was addressed in our audit** **在審計中如何應對該事項**
The Group's financial instruments measured at fair value through profit or loss at 31 December 2019 comprised non-performing asset packages, equity instruments held for trading, debt instruments held for trading, private funds and wealth management products issued by commercial banks. 貴集團於2019年12月31日的公允價值計量且其變動計入當期損益的金融資產包括不良資產包、上市和非上市的債務和權益工具、私募基金和商業銀行發行的理財產品。 At 31 December 2019 the fair value of the Group's financial instruments was RMB1,812.5 million of which RMB74.4 million and RMB1,738.1 million were classified under the fair value hierarchy as level 1 and 3 financial instruments respectively. 於2019年12月31日，貴集團金融工具的公允價值為人民幣1,812.5百萬元，其中，分類為第一層次和第三層次公允價值計量的金融工具的公允價值分別為人民幣74.4百萬元和人民幣1,738.1百萬元。	Our audit procedures to assess the fair value of financial instruments included the following: 與評價金融工具的公允價值，相關的審計程序中包括以下程序： • assessing the design, implementation and operating effectiveness of management's key internal controls over the valuation, independent price verification, front office/back office reconciliations and valuation model approval for financial instruments; • 瞭解和評價貴集團與估值、獨立價格驗證、前後臺對賬及金融工具估值模型審批相關財務報告內部控制的設計和運行的有效性； • assessing the fair values of level 1 financial instruments, on sample basis, by comparing the fair values applied by the Group with publicly available market data; • 選取樣本，通過比較貴集團採用的公允價值與公開可獲取的市場資料，評價第一層次公允價值計量的金融工具的估值；

KEY AUDIT MATTERS *(CONTINUED)* 關鍵審計事項*（續）*

Assessing the fair value of financial instruments *(Continued)*
評估金融工具的公允價值*（續）*

The Key Audit Matter **關鍵審計事項**	**How the matter was addressed in our audit** **在審計中如何應對該事項**
The valuations of the Group's financial instruments use market data where available. Where such observable data is not readily available, as in the case of level 3 financial instruments, estimates need to be developed using valuation models and valuation report, if any, issued by an independent licensed valuer, which can involve significant management judgment. 貴集團以公允價值計量的金融工具的估值使用能夠可靠獲得的市場數據。當可觀察的輸入值無法可靠獲取時，即第三層次公允價值計量的金融工具的情形下，管理層會利用由獨立有資質的估值師出具的估值模型和估值報告（如有），不可觀察輸入值的確定會使用到管理層估計，這當中會涉及管理層的重大判斷。	• engaging our internal valuation specialists to assist us in evaluating the valuation result from the valuation models used by the Group and the report issued by an independent licensed valuer to value certain level 3 financial instruments and to perform, on a sample basis, independent valuations of level 3 financial instruments and compare these valuations with the Group's valuations and the independent licensed valuer's report. This included comparing the Group's and the independent licensed valuer's valuation models with our knowledge of current and emerging practice, testing inputs to the fair value calculations and establishing our own parallel valuation models to perform revaluations; • 利用我們的估值專家的工作，評價貴集團或其聘請的獨立有資質的估值師對特定的第三層次公允價值計量的金融工具所使用的估值模型，同時，選取樣本，對公允價值屬於第三層次公允價值計量的金融工具進行獨立估值，並將我們的估值結果與貴集團或其聘請的獨立有資質的評估值的估值結果進行比較。我們的程序包括將貴集團或其聘請的獨立有資質的估值師的估值模型與我們瞭解的行業通行估值方法進行比較，測試估值的輸入值以及建立平行估值模型進行重估；

KEY AUDIT MATTERS *(CONTINUED)* 關鍵審計事項*（續）*

Assessing the fair value of financial instruments *(Continued)* **評估金融工具的公允價值*（續）***	
The Key Audit Matter **關鍵審計事項**	**How the matter was addressed in our audit** **在審計中如何應對該事項**
The Group has developed its own models to value certain level 3 financial instruments, which also involves significant management judgment. 此外，貴集團已對特定的第三層次公允價值計量的金融工具開發了自有估值模型，這也會涉及管理層的重大判斷。 We have identified assessing the fair value of financial instruments as a key audit matter because of the degree of complexity involved in valuing certain financial instruments and because of the degree of judgment exercised by management in determining the inputs used in the valuation models. 由於金融工具公允價值的評估涉及複雜的流程，以及在確定估值模型使用的輸入值時涉及管理層判斷的程度，我們將對金融工具公允價值的評估識別為關鍵審計事項。	• assessing whether the financial statement disclosures appropriately reflected the Group's exposure to financial instrument valuation risk with reference to the requirements of the prevailing accounting standards. • 評價財務報表的相關披露是否符合相關會計準則的披露要求，適當反映了貴集團的金融工具估值風險。

KEY AUDIT MATTERS *(CONTINUED)* 關鍵審計事項*（續）*

Consolidation of structured entities **合併結構化主體**	
Refer to Note 43 to the consolidated financial statements and the accounting policies on pages 264 to 265. *請參閱合併財務報表附註43以及第264到265頁的會計政策。*	
The Key Audit Matter **關鍵審計事項**	**How the matter was addressed in our audit** **在審計中如何應對該事項**
Structured entities are generally created to achieve a narrow and well defined objective with restrictions around their ongoing activities. The Group may acquire or retain an ownership interest in, or act as a sponsor to, a structured entity through issuing asset-backed securities, trust plans and initiating partnerships. 結構化主體通常是為實現具體而明確的目的而設計並成立的，並在確定的範圍內開展業務活動。貴集團可能通過發行資產支持證券、信託計劃和設立合夥企業以持有投資或保留權益份額等方式在結構化主體中享有權益。 In determining whether a structured entity is required to be consolidated by the Group, management is required to consider the power the Group is able to exercise over the activities of the entity and the Group's exposure to and ability to influence the its own returns from the entity. 當判斷貴集團是否應該將結構化主體納入貴集團合併範圍時，管理層需要考慮貴集團對結構化主體相關活動擁有的權力，以及能否通過運用對結構化主體的權力而影響其可變回報的程度。	Our audit procedures to assess the consolidation of structured entities included the following: 與評價合併結構化主體，相關的審計程序中包括以下程序： • making enquiries of management and inspecting documents relating to the judgment process over whether a structured entity is consolidated or not to assess whether the Group has a robust process in this regard; • 通過詢問管理層和檢查與管理層對結構化主體是否合併作出的判斷過程相關的檔案，以評價貴集團就此設立的流程是否適當； • selecting significant structured entities of each key product type and performing the following procedures for each structured entity selected: • 選擇各種主要產品類型中重要的結構化主體並對其執行下列審計程序：

KEY AUDIT MATTERS *(CONTINUED)* 關鍵審計事項*（續）*

Consolidation of structured entities *(Continued)* **合併結構化主體*（續）***	
The Key Audit Matter **關鍵審計事項**	**How the matter was addressed in our audit** **在審計中如何應對該事項**
The factors which management needs to consider when determining whether a structured entity should be consolidated or not are not purely quantitative and need to be considered collectively. 當判斷是否應該將結構化主體納入合併範圍或不納入合併範圍時，管理層需要考慮的因素並非是完全可量化的，需要綜合考慮。 As at 31 December 2019, the amount of consolidated structured entities which the Group had consolidated was RMB1,599.5 million. 於2019年12月31日，納入貴集團合併範圍的結構化主體所持有的資產餘額為人民幣1,599.5百萬元。	– inspecting the related contracts, internal establishment documents and information disclosed to the investors to understand the purpose of the establishment of the structured entity and the involvement the Group has with the structured entity and to assess management's judgment over whether the Group has the ability to exercise power over the structured entity; – 檢查相關合同、內部設立檔案以及向投資者披露的信息，以理解結構化主體的設立目的以及貴集團對結構化主體的參與程度，並評價管理層關於貴集團對結構化主體是否擁有權力的判斷； – inspecting the risk and reward structure of the structured entity including any capital or return guarantee, provision of liquidity support, commission paid and distribution of the returns to assess management's judgment as to exposure, or rights, to variable returns from the Group's involvement in such entity; – 檢查結構化主體對風險與報酬的結構設計，包括在結構化主體中擁有的任何資本或對其收益作出的擔保、提供流動性支援的安排、傭金的支付和收益的分配等，以評價管理層就貴集團因參與結構化主體的相關活動而擁有的對結構化主體的風險敞口、權力、及對影響可變回報的程度所作的判斷；

KEY AUDIT MATTERS *(CONTINUED)* 關鍵審計事項*（續）*

Consolidation of structured entities *(Continued)* **合併結構化主體*（續）***	
The Key Audit Matter **關鍵審計事項**	**How the matter was addressed in our audit** **在審計中如何應對該事項**
We identified the consolidation of structured entities as a key audit matter because it involves significant management judgment to determine whether a structured entity is required to be consolidated by the Group or not and because the impact of consolidating a structured entity on the consolidated statement of financial position could be significant. 由於是否將結構化主體納入貴集團的合併範圍涉及重要的管理層判斷以及由於合併結構化主體對財務報表的影響可能是重大的，所以我們將合併結構化主體識別為關鍵審計事項。	– inspecting management's analyses of the structured entity including qualitative analyses and calculations of the magnitude and variability associated with the Group's economic interests in the structured entity to assess management's judgment over the Group's ability to influence its own returns from the structured entity; – 檢查管理層對結構化主體的分析，包括定性分析，以及貴集團對享有結構化主體的經濟利益的比重和可變動性的計算，以評價管理層關於貴集團影響其來自結構化主體可變回報的能力判斷； – assessing management's judgment over whether the structured entity should be consolidated or not; – 評價管理層就是否合併結構化主體所作的判斷； • considering the disclosures in the consolidated financial statements in relation to structured entities with reference to the requirements of the prevailing accounting standards. • 考慮財務報表中針對結構化主體的相關披露是否符合相關會計準則的披露要求。

Independent Auditor's Report
獨立審計報告

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The directors are responsible for the other information. The other information comprises all the information included in the annual reports, other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

其他信息

貴公司董事對其他信息負責。其他信息包括年度報告中涵蓋的全部信息，但不包括合併財務報表和我們的審計報告。

我們對合併財務報表發表的審計意見不涵蓋其他信息，我們也不對其他信息發表任何形式的鑒證結論。

結合我們對合併財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與合併財務報表或者我們在審計過程中瞭解到的情況存在重大不一致或者似乎存在重大錯報。

基於我們已執行的工作，如果我們確定其他信息存在重大錯報，我們應當報告該事實。在這方面，我們無任何事項需要報告。

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The directors are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

董事對合併財務報表的責任

貴公司董事負責按照香港會計師公會頒佈的《香港財務報告準則》的規定及香港《公司條例》的披露要求編製合併財務報表，使其實現公允反映，並設計、執行和維護必要的內部控制，以使合併財務報表不存在由於舞弊或錯誤而導致的重大錯報。

編製合併財務報表時，董事負責評估貴集團的持續經營能力，披露與持續經營相關的事項（如適用），並運用持續經營假設，除非董事已計劃對貴集團進行清算、終止運營，或別無其他現實的選擇。

審計委員會協助貴公司董事履行監督貴集團的財務報告過程的責任。

審計師對合併財務報表審計的責任

我們的目標是對財務報表整體是否不存在由於舞弊或錯誤導致的重大錯報獲取合理保證，並出具包含審計意見的審計報告。此報告僅向全體股東報告，除此以外，我們的報告不可用作其他用途。我們概不就本報告的內容，對任何其他人士負責或承擔法律責任。

合理保證是高水準的保證，但並不能保證按照《香港審計準則》執行的審計在某一重大錯報存在時總能發現。錯報可能由舞弊或錯誤導致，如果合理預期錯報單獨或匯總起來可能影響合併財務報表使用者作出的經濟決策，則通常認為錯報是重大的。

Independent Auditor's Report
獨立審計報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(CONTINUED)*

As part of an audit in accordance with HKSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

審計師對合併財務報表審計的責任 *(續)*

在按照《香港審計準則》執行審計的過程中，我們運用職業判斷，並保持職業懷疑。同時，我們也執行了以下工作：

- 識別和評估由於舞弊或錯誤導致的合併財務報表重大錯報風險，設計和實施審計程式以應對這些風險，並獲取充分、適當的審計證據，作為發表審計意見的基礎。由於舞弊可能涉及串通、偽造、故意遺漏、虛假陳述或凌駕於內部控制之上，未能發現由於舞弊導致的重大錯報的風險高於未能發現由於錯誤導致的重大錯報的風險。

- 瞭解與審計相關的內部控制，以設計恰當的審計程式，但目的並非對貴集團的內部控制的有效性發表意見。

- 評價董事選用會計政策的恰當性和作出會計估計及相關披露的合理性。

- 對董事使用持續經營假設的恰當性得出結論。同時，根據獲取的審計證據，就可能導致對貴集團持續經營能力產生重大疑慮的事項或情況是否存在重大不確定性得出結論。如果我們得出結論認為存在重大不確定性，審計準則要求我們在審計報告中提請報表使用者注意合併財務報表中的相關披露；如果披露不充分，我們應當發表非無保留意見。我們的結論基於截至審計報告日可獲得的審計證據。然而，未來的事項或情況可能導致貴集團不能持續經營。

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(CONTINUED)*

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and, where applicable, related safeguards.

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

審計師對合併財務報表審計的責任 *(續)*

- 評價合併財務報表的總體列報、結構和內容(包括披露),並評價合併財務報表是否公允反映相關交易和事件。

- 就貴集團中實體或業務活動的財務資訊獲取充分、適當的審計證據,以對合併財務報表發表審計意見。我們負責指導、監督和執行集團審計,並對審計意見承擔全部責任。

我們與審計委員會就計劃的審計範圍、時間安排和重大審計發現等事項進行溝通,包括溝通我們在審計過程中識別的重大內部控制缺陷。

我們還就已遵守獨立性相關的職業道德要求向審計委員會提供聲明,並與治理層溝通可能被合理認為影響我們獨立性的所有關係和其他事項,以及相關的防範措施(如適用)。

從與審計委員會溝通過的事項中,我們確定哪些對本期財務報表審計最為重要,因而構成關鍵審計事項。我們在審計報告中描述這些事項,除非法律法規禁止公開披露這些事項,或在極少數情形下,如果合理預期在審計報告中溝通某事項造成的負面後果超過在公眾利益方面產生的益處,我們確定不應在審計報告中溝通該事項。

Independent Auditor's Report
獨立審計報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(CONTINUED)*

The engagement partner on the audit resulting in this independent auditor's report is Leung Tat Ming.

Certified Public Accountants

8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

31 March 2020

審計師對合併財務報表審計的責任*（續）*

負責審計並出具本獨立審計師報告項目合夥人是梁達明。

香港執業會計師

香港中環
遮打道10號
太子大廈8層

2020年3月31日

Consolidated Statement of Profit or Loss
合併損益表

For the year ended 31 December 2019 • 截至2019年12月31日止年度
(Expressed in Renminbi ("RMB")'000 unless otherwise indicated)(除文意另有所指外，均以人民幣千元列示)

		Note 附註	2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Guarantee and consulting fee income	擔保費及諮詢費收入		**631,540**	677,379
Re-guarantee expenses	再擔保費用		**(7,217)**	(2,868)
Net guarantee and consulting fee income	擔保及諮詢費淨收入		**624,323**	674,511
Interest and handling fee income	利息及手續費收入		**1,273,963**	1,433,019
Interest and commission expenses	利息及手續費支出		**(708,706)**	(651,974)
Net interest and handling fee income	利息及手續費淨收入		**565,257**	781,045
Net fee and interest income	**淨手續費及利息收入**	*2*	**1,189,580**	1,455,556
Net trading gain/(losses)	交易淨損益		**927**	(16,681)
Net foreign exchange gain/(losses)	匯兑淨損益		**90**	(2,156)
Other operating income, net	其他運營淨收入	*3*	**56,276**	72,912
Operating income	**營運收入**		**1,246,873**	1,509,631
Share of profits of associates	對聯營企業確認的投資收益		**56,322**	32,293
Share of losses of a joint venture	對合營企業確認的投資損失		**(4,305)**	(4,296)
Reversal for guarantee losses	轉回擔保賠償準備金	*28*	**5,356**	1,080
Impairment losses	資產減值損失	*4*	**(113,114)**	(257,334)
Operating expenses	營運支出	*5(a)*	**(756,347)**	(815,191)
Other net losses	其他虧損淨額	*5(b)*	**(12,159)**	(6,647)
Profit before taxation	**税前利潤**		**422,626**	459,536
Income tax	所得税	*6*	**(129,606)**	(131,045)
Profit for the year	**本年利潤**		**293,020**	328,491
Attributable to:	**歸屬於：**			
Shareholders of the Company	本公司股東		**241,812**	289,421
Non-controlling interests	非控制性權益		**51,208**	39,070
Profit for the year	**本年利潤**		**293,020**	328,491
Earnings per share	**每股收益**			
Basic and diluted (RMB)	基本及稀釋（金額單位為人民幣元）	*11*	**0.05**	0.06

Note: The Group has initially applied HKFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, the comparative information is not restated. See Note 1(c).

附註： 本集團已於2019年1月1日首次採納經修訂的追溯法的HKFRS 16。在這種方法下，比較資料未被重述。見附註1(c)。

The notes on pages 248 to 424 form part of these financial statements.

第248頁至424頁所載附註構成本財務報告的一部分。

Consolidated Statement of Profit or Loss and Other Comprehensive Income
合併損益及其他綜合收益表

For the year ended 31 December 2019 • 截至2019年12月31日止年度
(Expressed in RMB'000 unless otherwise indicated)（除文意另有所指外，均以人民幣千元列示）

		Note 附註	**2019** **2019年** ***RMB'000*** ***人民幣千元***	2018 2018年 *RMB'000* *人民幣千元*
Profit for the year	**本年利潤**		**293,020**	328,491
Other comprehensive income for the year (after tax and reclassification adjustments)	**本年其他綜合收益（除税及作出重新分類調整後）**			
Items that may be reclassified subsequently to profit or loss	可能於期後分類至損益的項目			
Exchange differences on translation of financial statements of overseas subsidiaries	換算海外附屬公司財務報表的匯兑差額	*10*	**5,000**	(2,633)
Total comprehensive income for the year	**本年綜合收益合計**		**298,020**	325,858
Attributable to:	**歸屬於：**			
Shareholders of the Company	本公司股東		**246,812**	286,788
Non-controlling interests	非控制性權益		**51,208**	39,070
Total comprehensive income for the year	本年綜合收益合計		**298,020**	325,858

Note: The Group has initially applied HKFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, the comparative information is not restated. See Note 1(c).

附註： 本集團已於2019年1月1日首次採納經修訂的追溯法的HKFRS 16。在這種方法下，比較資料未被重述。見附註1(c)。

The notes on pages 248 to 424 form part of these financial statements.

第248頁至424頁所載附註構成本財務報告的一部分。

Consolidated Statement of Financial Position
合併財務狀況表

At 31 December 2019 • 於2019年12月31日
(Expressed in RMB'000 unless otherwise indicated)（除文意另有所指外，均以人民幣千元列示）

		Note 附註	**31 December 2019 2019年 12月31日 *RMB'000* *人民幣千元***	31 December 2018 2018年 12月31日 *RMB'000* *人民幣千元*
Assets	**資產**			
Cash and cash equivalents	貨幣資金	*12*	**1,636,063**	1,903,197
Time and restricted bank deposits	期限在3個月以上的定期存款和存出保證金	*13*	**2,219,522**	1,853,475
Trade and other receivables	應收及其他應收款項	*14*	**1,634,098**	2,178,643
Receivables for factoring business	應收保理款項	*15*	**1,736,035**	2,468,306
Loans and advances to customers	發放貸款及墊款	*16*	**4,677,458**	5,666,143
Finance lease receivables	應收融資租賃款	*17*	**166,232**	273,089
Financial assets measured at fair value through profit or loss	以公允價值計量且其變動計入當期損益的金融資產	*19*	**1,812,528**	1,573,760
Repossessed assets	抵債資產		**302,535**	317,847
Property, plant and equipment	物業廠房及設備	*20*	**1,193,978**	501,365
Intangible assets	無形資產	*21*	**70,818**	31,359
Interest in associates	長期股權投資－聯營企業	*22*	**1,500,299**	1,524,670
Interest in joint ventures	長期股權投資－合營企業	*23*	**–**	4,305
Goodwill	商譽	*24*	**9,720**	9,720
Deferred tax assets	遞延所得稅資產	*33(b)*	**533,769**	505,004
Investment properties	投資性房地產		**33,505**	34,821
Total assets	資產總計		**17,526,560**	18,845,704

The notes on pages 248 to 424 form part of these financial statements.

第248頁至424頁所載附註構成本財務報告的一部分。

Consolidated Statement of Financial Position (Continued)
合併財務狀況表（續）

At 31 December 2019 • 於2019年12月31日

(Expressed in RMB'000 unless otherwise indicated)（除文意另有所指外，均以人民幣千元列示）

		Note 附註	**31 December 2019 2019年 12月31日 *RMB'000* *人民幣千元***	31 December 2018 2018年 12月31日 *RMB'000* *人民幣千元*
Liabilities	**負債**			
Interest-bearing borrowings	計息借款	*25*	**5,773,929**	5,529,370
Debts securities issued	應付債券	*26*	**1,703,614**	3,392,920
Financial assets sold under repurchase agreement	賣出回購金融資產	*27*	**330,955**	255,704
Deferred income	未到期責任準備金		**508,107**	608,514
Provisions for guarantee losses	擔保賠償準備金	*28*	**371,159**	376,515
Customer pledged deposits	存入保證金	*29*	**92,518**	122,983
Accruals and other payables	應計及其他應付款項	*30*	**579,829**	502,444
Current tax liabilities	當期所得稅負債	*33(a)*	**221,249**	193,393
Lease liabilities	租賃負債	*31*	**32,596**	–
Total liabilities	**負債合計**		**9,613,956**	10,981,843
NET ASSETS	**淨資產**		**7,912,604**	7,863,861
CAPITAL AND RESERVES	**資本及儲備**	*34*		
Share capital	股本		**4,600,000**	4,600,000
Reserves	儲備		**2,636,640**	2,378,013
Total equity attributable to shareholders of the Company	**本公司股東應佔股本總額**		**7,236,640**	6,978,013
Non-controlling interests	**非控制性權益**	*35*	**675,964**	885,848
TOTAL EQUITY	**權益合計**		**7,912,604**	7,863,861

Note: The Group has initially applied HKFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, the comparative information is not restated. See Note 1(c).

附註： 本集團已於2019年1月1日首次採納經修訂的追溯法的HKFRS 16。在這種方法下，比較資料未被重述。見附註1(c)。

The notes on pages 248 to 424 form part of these financial statements.

第248頁至424頁所載附註構成本財務報告的一部分。

Approved and authorised for issue by the board of directors on 31 March 2020.

經董事會批准及授權於2020年3月31日刊發。

Name: Zhang Guoxiang
Position: Chairman of the Board
張國祥
董事會主席

Name: Ren Weidong
Position: Chief Financial Officer
任為棟
首席財務官

(Company stamp)

公司印章

The notes on pages 248 to 424 form part of these financial statements.

第248頁至424頁所載附註構成本財務報告的一部分。

Consolidated Statement of Changes in Equity
合併股東權益變動表

For the year ended 31 December 2019 • 截至2019年12月31日止年度
(Expressed in RMB'000 unless otherwise indicated)（除文意另有所指外，均以人民幣千元列示）

		Attributable to equity shareholders of the Company 本公司股權持有人應佔									
		Share Capital 股本 *RMB'000 人民幣千元* *Note 34(c) 附註34(c)*	Share premium 股份溢價 *RMB'000 人民幣千元* *Note 34(d)(i) 附註34(d)(i)*	Capital reserve 資本公積 *RMB'000 人民幣千元* *Note 34(d)(ii) 附註34(d)(ii)*	Exchange reserve 外幣報表折算差額 *RMB'000 人民幣千元* *Note 34(d)(v) 附註34(d)(v)*	Surplus reserve 盈餘公積 *RMB'000 人民幣千元* *Note 34(d)(iii) 附註34(d)(iii)*	General reserve 一般風險準備 *RMB'000 人民幣千元* *Note 34(d)(iv) 附註34(d)(iv)*	Retained earnings 未分配利潤 *RMB'000 人民幣千元*	Subtotal 小計 *RMB'000 人民幣千元*	Non-controlling interests 非控制性權益 *RMB'000 人民幣千元* *Note 35 附註35*	Total Equity 股東權益合計 *RMB'000 人民幣千元*
Balance at December 31, 2018 and January 1, 2019 *(Note)*	**於2018年12月31日和2019年1月1日的餘額 *(附註)***	**4,600,000**	**1,270,924**	**447,678**	**(4,596)**	**110,567**	**303,034**	**250,406**	**6,978,013**	**885,848**	**7,863,861**
Changes in equity for 2019:	**2019年權益變動**										
Profit for the year	淨利潤	-	-	-	-	-	-	241,812	241,812	51,208	293,020
Other comprehensive income	其他綜合收益	-	-	-	5,000	-	-	-	5,000	-	5,000
Total comprehensive income	綜合收益合計	-	-	-	5,000	-	-	241,812	246,812	51,208	298,020
Liquidation of subsidiaries	附屬公司清算	-	-	-	-	-	-	-	-	(139,707)	(139,707)
Equity withdraw by non-controlling interests	非控股股東權益退出	-	-	-	-	-	-	-	-	(42,771)	(42,771)
Equity-settled share-based payment	以權益結算的股份支付	-	-	13,828	-	-	-	-	13,828	-	13,828
Purchase equity interest from non-controlling interests *(Note 18)*	自非控制性權益收購股權 *（附註18）*	-	-	(2,013)	-	-	-	-	(2,013)	(52,987)	(55,000)
Appropriation to surplus reserve	提取盈餘公積	-	-	-	-	24,627	-	(24,627)	-	-	-
Cash dividends paid to non-controlling interests	向非控制性權益支付之現金股息	-	-	-	-	-	-	-	-	(25,627)	(25,627)
Balance at 31 December 2019	**2019年12月31日的餘額**	**4,600,000**	**1,270,924**	**459,493**	**404**	**135,194**	**303,034**	**467,591**	**7,236,640**	**675,964**	**7,912,604**

The notes on pages 248 to 424 form part of these financial statements.

第248頁至424頁所載附註構成本財務報告的一部分。

Consolidated Statement of Changes in Equity (Continued)
合併股東權益變動表（續）

For the year ended 31 December • 截至2019年12月31日止年度
(Expressed in RMB'000 unless otherwise indicated)（除文意另有所指外，均以人民幣千元列示）

		Attributable to equity shareholders of the Company 本公司股權持有人應佔									
		Share Capital 股本 RMB'000 人民幣千元 Note 34(c) 附註34(c)	Share premium 股份溢價 RMB'000 人民幣千元 Note 34(d)(i) 附註34(d)(i)	Capital reserve 資本公積 RMB'000 人民幣千元 Note 34(d)(ii) 附註34(d)(ii)	Exchange reserve 外幣報表折算差額 RMB'000 人民幣千元 Note 34(d)(v) 附註34(d)(v)	Surplus reserve 盈餘公積 RMB'000 人民幣千元 Note 34(d)(iii) 附註34(d)(iii)	General reserve 一般風險準備 RMB'000 人民幣千元 Note 34(d)(iv) 附註34(d)(iv)	Retained earnings 未分配利潤 RMB'000 人民幣千元	Subtotal 小計 RMB'000 人民幣千元	Non-controlling interests 非控制性權益 RMB'000 人民幣千元 Note 35 附註35	Total Equity 股東權益合計 RMB'000 人民幣千元
Balance at December 31, 2017:	**於2017年12月31日的餘額**	4,600,000	1,270,924	457,813	(1,963)	110,567	303,034	245,577	6,985,952	1,085,681	8,071,633
Impact on initial application of HKFRS 9	首次採納HKFRS 9的影響	–	–	(17,434)	–	–	–	(100,592)	(118,026)	(9,826)	(127,852)
Balance at January 1, 2018	**於2018年1月1日調整後的餘額**	4,600,000	1,270,924	440,379	(1,963)	110,567	303,034	144,985	6,867,926	1,075,855	7,943,781
Changes in equity for 2018:	**2018年權益變動**										
Profit for the year	淨利潤	–	–	–	–	–	–	289,421	289,421	39,070	328,491
Other comprehensive income	其他綜合收益	–	–	–	(2,633)	–	–	–	(2,633)	–	(2,633)
Total comprehensive income	綜合收益合計	–	–	–	(2,633)	–	–	289,421	286,788	39,070	325,858
Capital injection in subsidiaries from non-controlling interests	附屬公司非控制性權益注資	–	–	–	–	–	–	–	–	–	–
Equity-settled share-based payment	權益結算的股份支付	–	–	25,109	–	–	–	–	25,109	–	25,109
Purchase equity interest from non-controlling interests *(Note 18)*	自非控制性權益收購股權 *(附註18)*	–	–	(17,810)	–	–	–	–	(17,810)	(200,994)	(218,804)
Cash dividends paid to the equity shareholders of the Company *(Note 34(b))*	向本公司股東支付之現金股息 *(附註34(b))*	–	–	–	–	–	–	(184,000)	(184,000)	–	(184,000)
Cash dividends paid to non-controlling interests	向非控制性權益支付之現金股息	–	–	–	–	–	–	–	–	(28,083)	(28,083)
Balance at 31 December 2018	**2018年12月31日的餘額**	4,600,000	1,270,924	447,678	(4,596)	110,567	303,034	250,406	6,978,013	885,848	7,863,861

Note: The Group has initially applied HKFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, the comparative information is not restated. See Note 1(c).

附註： 本集團已於2019年1月1日首次採納經修訂的追溯法的HKFRS 16。在這種方法下，比較資料未被重述。見附註1(c)。

The notes on pages 248 to 424 form part of these financial statements.

第248頁至424頁所載附註構成本財務報告的一部分。

Consolidated Cash Flow Statement
合併現金流量表

For the year ended 31 December 2019 • 截至2019年12月31日止年度
(Expressed in RMB'000 unless otherwise indicated)（除文意另有所指外，均以人民幣千元列示）

		Note 附註	**2019** **2019年** ***RMB'000*** ***人民幣千元***	2018 2018年 *RMB'000* *人民幣千元*
Operating activities	**經營活動**			
Cash generated from operations	經營活動產生的現金	*12(b)*	**2,489,671**	2,079,052
PRC income tax paid	支付的所得稅款		**(130,515)**	(165,703)
Net cash generated from operating activities	**經營活動產生現金淨額**		**2,359,156**	1,913,349
Investing activities	**投資活動**			
Proceeds from sale of property, plant and equipment	收回物業、廠房及設備所得款項		**1,126**	577
Proceeds from sale of investments	收回投資所得款項		**1,486,122**	1,520,180
Dividends received from financial assets measured at fair value	收到其他投資分紅		**11,155**	9,185
Payments for the purchase of property, plant and equipment and other non-current assets	支付購買物業、廠房及設備及其他非流動資產的款項		**(357,471)**	(150,965)
Payments on other investments	支付其他投資的款項		**(1,664,402)**	(3,011,198)
Net cash used in investing activities	**投資活動使用現金淨額**		**(523,470)**	(1,632,221)

The notes on pages 248 to 424 form part of these financial statements.

第248頁至424頁所載附註構成本財務報告的一部分。

Consolidated Cash Flow Statement (Continued)
合併現金流量表（續）

For the year ended 31 December 2019 • 截至2019年12月31日止年度
(Expressed in RMB'000 unless otherwise indicated)（除文意另有所指外，均以人民幣千元列示）

		Note 附註	**2019** **2019年** ***RMB'000*** ***人民幣千元***	2018 2018年 *RMB'000* *人民幣千元*
Financing activities	**籌資活動**			
Proceeds from interest-bearing borrowings	取得計息借款收到的現金	*12(c)*	**3,190,441**	5,793,195
Proceeds from the issuance of debt securities	發行債券所得款項	*12(c)*	**135,320**	166,570
Proceeds from financial assets sold under repurchase agreement	賣出回購金融資產收到的現金	*12(c)*	**245,522**	280,670
Repayment of interest-bearing borrowings	償還計息借款本金支付的現金	*12(c)*	**(2,913,739)**	(4,146,320)
Repayment of debt securities	償還債券支付的現金	*12(c)*	**(1,822,230)**	(1,089,043)
Repurchase of assets with repurchase agreement	回購賣出回購資產支出的現金	*12(c)*	**(165,962)**	(903,125)
Interest paid	償還借款利息支付的現金	*12(c)*	**(613,907)**	(483,246)
Capital element of lease rentals paid	支付的租賃租金的本金部分	*12(c)*	**(31,837)**	–
Interest element of lease rentals paid	支付的租賃租金的利息部分	*12(c)*	**(3,120)**	–
Purchase of equity interests of subsidiaries from non-controlling interests	自非控制性權益收購股權		**(55,000)**	(218,804)
Dividends paid to equity shareholders of the Company	向本公司股東支付的股息		**–**	(184,000)
Dividends paid to non-controlling interests	向非控制性權益支付的股息		**(25,627)**	(28,083)
Repayment of non-controlling's holding equity	償還非控股股東的股權		**(42,771)**	–
Net cash used in financing activities	**籌資活動使用的現金淨額**		**(2,102,910)**	(812,186)
Net decrease in cash and cash equivalents	**貨幣資金減少淨額**		**(267,224)**	(531,058)
Cash and cash equivalents at 1 January	**1月1日現金及現金等價物**		**1,903,197**	2,436,411
Effect of foreign exchange rate changes	**外匯匯率變動影響**		**90**	(2,156)
Cash and cash equivalents at 31 December	**12月31日現金及現金等價物**	*12(a)*	**1,636,063**	1,903,197

Note: The Group has initially applied HKFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, the comparative information is not restated. See Note 1(c).

附註： 本集團已於2019年1月1日首次採納經修訂的追溯法的HKFRS 16。在這種方法下，比較資料未被重述。見附註1(c)。

The notes on pages 248 to 424 form part of these financial statements.

第248頁至424頁所載附註構成本財務報告的一部分。

(Expressed in RMB'000 unless otherwise indicated)（除文意另有所指外，均以人民幣千元列示）

1 SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("**HKFRSs**"), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("**HKASs**") and interpretations issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Significant accounting policies adopted by the Group are disclosed below.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 1(c) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements.

1 重大會計政策

(a) 合規聲明

該等財務報表已根據所有適用香港財務報告準則（「**香港財務報告準則**」）編製，其條款包括香港會計師公會（「**香港會計師公會**」）頒佈的所有適用的個別香港財務報告準則，香港會計準則（「**香港會計準則**」）及詮釋，香港公認會計原則和香港公司條例的披露規定。本財務報表亦符合香港聯合交易所有限公司證券上市規則的適用披露條文。本集團所採納的重大會計政策載於下文。

香港會計師公會已頒佈多項於本財務報表期間生效或可以提前採用的新增及修訂的香港財務報告準則。附註1(c)提供了關於因首次適用這些準則而導致本集團財務報表中本期和前期會計期間的會計政策任何變化的資訊。

(Expressed in RMB'000 unless otherwise indicated)（除文意另有所指外，均以人民幣千元列示）

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2019 comprise the Company and its subsidiaries (together referred to as the "Group") and the Group's interest in associates and a joint venture.

The financial statements are presented in RMB, rounded to the nearest thousand. It is prepared on the historical cost basis except for financial instrument classified as fair value through profit or loss (see Note 1(k)(i)) that are stated at their fair value and liabilities from guarantees (see Note 1(r)(i)).

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

1 重大會計政策*（續）*

(b) 財務報表的編製基準

截至2019年12月31日止年度的合併財務報表包括本公司及其附屬公司（合稱「本集團」）以及本集團投資的聯營企業和合營企業。

財務報表以人民幣列值，並湊整至最近千位。除以公允價值呈列的以公允價值計量且其變動計入當期損益的金融資產（見附註1(k)(i)）及擔保性負債（見附註1(r)(i)）外，財務報表以歷史成本法為編製基準。

編製符合香港財務報告準則的財務報表時，管理層須作出判斷、估計及假設，有關判斷、估計及假設會影響政策的應用及資產、負債、收入及費用的列報。該等估計及相關假設乃建基於過往經驗及其他被認為合理的因素，從而作為判斷未能從其他來源確定的資產及負債的賬面值的基準。實際結果可能與這些估計不同。

該等估計及相關假設會持續予以審閱。會計估計的修訂如只影響該修訂期，則於該修訂期內確認；修訂如影響本期間及未來期間，則於修訂期間及未來期間確認。

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(b) Basis of preparation of the financial statements *(Continued)*

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in Note 41.

(c) Changes in accounting policies

The HKICPA has issued a new HKFRS, HKFRS 16, Leases, and a number of amendments to HKFRSs that are first effective for the current accounting period of the Group.

Except for HKFRS 16, Leases, none of the developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

1 重大會計政策 *(續)*

(b) 財務報表的編製基準 *(續)*

有關管理層採納香港財務報告準則時所作出對財務報表有重大影響的判斷，以及主要不明朗估計來源的討論載列於附註明41。

(c) 會計政策變動

香港會計師公會已頒佈新的香港財務報告準則，香港財務報告準則第16號，租賃及若干香港財務報告準則的修訂，並於本集團的當前會計期間首次生效。

除香港財務報告準則第16號租賃外，概無任何對本集團於本年度財務報告中編製或呈列本集團於本期間或過往期間的業績及財務狀況有重大影響的變化。本集團尚未應用任何在當前會計期間尚未生效的新準則或解釋。

(Expressed in RMB'000 unless otherwise indicated)（除文意另有所指外，均以人民幣千元列示）

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(c) Changes in accounting policies *(Continued)*

(i) HKFRS 16, *Leases*

HKFRS 16 replaces HKAS 17, Leases, and the related interpretations, HK(IFRIC) 4, *Determining whether an arrangement contains a lease*, HK(SIC) 15, *Operating leases – incentives*, and HK(SIC) 27, *Evaluating the substance of transactions involving the legal form of a lease.* It introduces a single accounting model for lessees, which requires a lessee to recognise a right-of-use asset and a lease liability for all leases, except for leases that have a lease term of 12 months or less ("**short-term leases**") and leases of low-value assets. The lessor accounting requirements are brought forward from HKAS 17 substantially unchanged.

HKFRS 16 also introduces additional qualitative and quantitative disclosure requirements which aim to enable users of the financial statements to assess the effect that leases have on the financial position, financial performance and cash flows of an entity.

1 重大會計政策*（續）*

(c) 會計政策變動*（續）*

(i) 香港財務報告準則第16號，*租賃*

香港財務報告準則第16號取代香港會計準則第17號，租賃及相關詮釋，香港（國際財務報告準則）第4號，確定某項安排是否包含租賃，香港（新加坡會計準則）第15號，經營租賃－激勵及香港（新加坡會計準則）第27號，評估涉及租賃法律形式的交易的實質。它為承租人引入單一會計模式，要求承租人確認所有租賃的使用權資產和租賃負債，但租賃期限為12個月或以下的租賃（「**短期租賃**」）和低價值資產的租賃除外。出租人會計要求由香港會計準則第17號規定，基本維持不變。

香港財務報告準則第16號還引入了額外的定性和定量披露要求，使財務報表使用者能夠評估租賃對財務狀況、財務業績和現金流量的影響。

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(c) Changes in accounting policies *(Continued)*

(i) HKFRS 16, *Leases (Continued)*

The Group has initially applied HKFRS 16 as from 1 January 2019. The Group has elected to use the modified retrospective approach and has recognised right-of-use assets based on lease liabilities. Therefore, there is no adjustment to the opening balance of equity at 1 January 2019. Comparative information has not been restated and continues to be reported under HKAS 17.

Further details of the nature and effect of the changes to previous accounting policies and the transition options applied are set out below:

a. New definition of a lease

The change in the definition of a lease mainly relates to the concept of control. HKFRS 16 defines a lease on the basis of whether a customer controls the use of an identified asset for a period of time, which may be determined by a defined amount of use. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

1 重大會計政策*（續）*

(c) 會計政策變動*（續）*

(i) 香港財務報告準則第16號，*租賃（續）*

本集團自2019年1月1日起初步適用香港財務報告準則第16號。本集團採用經修訂的追溯法，並根據租賃負債確認使用權資產，因此2019年1月1日的期初權益餘額未進行調整。比較期間未經重述，並繼續適用香港會計準則第17號。

關於以往會計政策變更的性質和影響以及所採用的過渡方案的進一步詳情如下：

a. 租賃新的定義

租賃定義的變化主要涉及控制的概念。香港財務報告準則第16號根據客戶是否在一段時間內控制已識別的資產的使用而定義租賃，該期限是一段確定的期間。控制是指客戶既有權主導使用已識別資產，又實質上有權獲得使用該資產取得的所有經濟利益。

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(c) Changes in accounting policies *(Continued)*

(i) HKFRS 16, *Leases (Continued)*

a. New definition of a lease (Continued)

The Group applies the new definition of a lease in HKFRS 16 only to contracts that were entered into or changed on or after 1 January 2019. For contracts entered into before 1 January 2019, the Group has used the transitional practical expedient to grandfather the previous assessment of which existing arrangements are or contain leases. Accordingly, contracts that were previously assessed as leases under HKAS 17 continue to be accounted for as leases under HKFRS 16 and contracts previously assessed as non-lease service arrangements continue to be accounted for as executory contracts.

1 重大會計政策*（續）*

(c) 會計政策變動*（續）*

(i) 香港財務報告準則第16號，*租賃（續）*

a. 租賃新的定義（續）

本集團僅對自2019年1月1日起或之後訂立或變更的合同應用新租賃準則下租賃的定義。對於2019年1月1日之前訂立的合約而言，本集團在首次執行日選擇不重新評估其是否為租賃或者包含租賃。因此，先前根據香港會計準則第17號評估為租賃的合同繼續按香港財務報告準則第16號按照租賃入賬，而先前評估為非租賃服務安排的合同繼續按照執行合約入賬。

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(c) Changes in accounting policies *(Continued)*

(i) HKFRS 16, *Leases (Continued)*

b. Lessee accounting and transitional impact

HKFRS 16 eliminates the requirement for a lessee to classify leases as either operating leases or finance leases, as was previously required by HKAS 17. Instead, the Group is required to capitalise all leases when it is the lessee, including leases previously classified as operating leases under HKAS 17, other than those short-term leases and leases of low-value assets which are exempt. As far as the Group is concerned, these newly capitalised leases are primarily in relation to property, plant and equipment as disclosed in Note 20. For an explanation of how the Group applies lessee accounting, see Note 1(j)(i).

At the date of transition to HKFRS 16 (i.e. 1 January 2019), the Group determined the length of the remaining lease terms and measured the lease liabilities for the leases previously classified as operating leases at the present value of the remaining lease payments, discounted using the relevant incremental borrowing rates at 1 January 2019. The weighted average of the incremental borrowing rates used for determination of the present value of the remaining lease payments was 6.97%.

1 重大會計政策*（續）*

(c) 會計政策變動*（續）*

(i) 香港財務報告準則第16號，*租賃（續）*

b. 承租人會計及過渡期影響

香港財務報告準則第16號不再像香港會計準則第17號所要求的那樣，將承租人租賃分類為經營租賃或融資租賃。代替為，本集團所有租賃資本化，包括先前在香港會計準則第17號下分類為經營租賃的租賃部分，除短期租賃及低價值資產租賃外。就本集團而言，這些新資本化的租賃資產在物業，廠房及設備科目列示，原在附註20所披露。關於本集團如何應用承租人會計的解釋，見附註1(j)(i)。

在過渡至香港財務報告準則第16號之日（即2019年1月1日），本集團確定了剩餘租賃期限的長度，並以先前歸類為經營租賃的剩餘租賃付款的現值計入租賃負債，並使用相關的2019年1月1日的增量借款利率貼現。用於確定剩餘租賃付款現值的增量借款利率的加權平均數為6.97%。

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(c) Changes in accounting policies *(Continued)*

(i) HKFRS 16, *Leases (Continued)*

b. Lessee accounting and transitional impact (Continued)

To ease the transition to HKFRS 16, the Group applied the following recognition exemption and practical expedients at the date of initial application of HKFRS 16:

(i) the Group elected not to apply the requirements of HKFRS 16 in respect of the recognition of lease liabilities and right-of-use assets to leases for which the remaining lease term ends within 12 months from the date of initial application of HKFRS 16, i.e. where the lease term ends on or before 31 December 2019;

1 重大會計政策*（續）*

(c) 會計政策變動*（續）*

(i) 香港財務報告準則第16號，*租賃（續）*

b. 承租人會計及過渡期影響（續）

為緩解向香港財務報告準則第16號的過渡，本集團在香港財務報告準則第16號首次適用之日使用了如下簡化處理：

(i) 剩餘租賃期自香港財務報告準則第16號首次適用之日起12個月內結束，即租賃期限於2019年12月31日或之前結束的，本集團選擇不適用香港財務報告準則第16號的規定來確認租賃負債和租賃資產使用權；

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(c) Changes in accounting policies *(Continued)*

(i) HKFRS 16, *Leases (Continued)*

b. Lessee accounting and transitional impact (Continued)

(ii) when measuring the lease liabilities at the date of initial application of HKFRS 16, the Group applied a single discount rate to a portfolio of leases with reasonably similar characteristics (such as leases with a similar remaining lease term for a similar class of underlying asset in a similar economic environment); and

(iii) when measuring the right-of-use assets at the date of initial application of HKFRS 16, the Group relied on the previous assessment for onerous contract provisions as at 31 December 2018 as an alternative to performing an impairment review.

1 重大會計政策*（續）*

(c) 會計政策變動*（續）*

(i) 香港財務報告準則第16號，*租賃（續）*

b. 承租人會計及過渡期影響（續）

(ii) 當在香港財務報告準則第16號首次適用之日對租賃負債進行計量時，本集團對具有合理相似特徵的租賃組合採用單一貼現率（例如在類似的經濟環境下，對類似類別的基礎資產具有類似剩餘租賃期的租賃）；及

(iii) 在香港財務報告準則第16號首次適用之日對使用權資產進行計量時，本集團依賴於截至2018年12月31日之前對附有義務合同條款的評估，作為減值覆核的替代方法。

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(c) Changes in accounting policies *(Continued)*

(i) HKFRS 16, *Leases (Continued)*

b. Lessee accounting and transitional impact (Continued)

The following table reconciles the operating lease commitments as disclosed in Note 38(b) as at 31 December 2018 to the opening balance for lease liabilities recognised as at 1 January 2019:

1 重大會計政策*（續）*

(c) 會計政策變動*（續）*

(i) 香港財務報告準則第16號，*租賃（續）*

b. 承租人會計及過渡期影響（續）

下表將附註38(b)所披露的截至2018年12月31日的經營租賃承擔與截至2019年1月1日確認的租賃負債期初餘額進行了核對。

		1 January 2019 於2019年1月1日 *RMB'000 人民幣千元*
Operating lease commitments at 31 December 2018	2018年12月31日的經營租賃承擔	69,809
Less: commitments relating to leases exempt from capitalisation:	減：免於資本化的租賃承擔	
– short-term leases and other leases with remaining lease term ending on or before 31 December 2019	– 短期租賃和其他剩餘租賃期在2019年12月31日或之前結束的租賃	(25,173)
Add: lease payments for the additional periods where the Group considers it reasonably certain that it will exercise the extension options	加：本集團合理確定將行使續約選擇權的續約期間的租賃付款	1,434
Less: effect of value-added tax	減：增值税的影響	(1,343)
		44,727
Less: total future interest expenses	減：未來利息支出總額	(3,369)
Present value of remaining lease payments, discounted using the incremental borrowing rate and total lease liabilities recognised at 1 January 2019	使用2019年1月1日的增量借款利率貼現的剩餘租賃付款的現值和租賃負債總額	41,358

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(c) Changes in accounting policies *(Continued)*

(i) HKFRS 16, *Leases (Continued)*

b. Lessee accounting and transitional impact (Continued)

The right-of-use assets in relation to leases previously classified as operating leases have been recognised at an amount equal to the amount recognised for the remaining lease liabilities, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the statement of financial position at 31 December 2018.

The Group did not have any leases previously classified as finance leases at the date of initial application of HKFRS 16.

1 重大會計政策*（續）*

(c) 會計政策變動*（續）*

(i) 香港財務報告準則第16號，*租賃（續）*

b. 承租人會計及過渡期影響（續）

以前分類為經營租賃而確認的使用權資產與租賃負債相等，並根據2018年12月31日財務狀況表中確認的與該租賃相關的預付或應計租賃付款金額進行調整。

本集團在香港財務報告準則第16號首次適用之日，並無任何之前歸類為融資租賃的租賃。

(Expressed in RMB'000 unless otherwise indicated)(除文意另有所指外，均以人民幣千元列示)

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(c) Changes in accounting policies *(Continued)*

(i) HKFRS 16, *Leases (Continued)*

b. Lessee accounting and transitional impact (Continued)

The following table summarises the impacts of the adoption of HKFRS 16 on the Group's consolidated statement of financial position:

1 重大會計政策*(續)*

(c) 會計政策變動*(續)*

(i) 香港財務報告準則第16號，*租賃(續)*

b. 承租人會計及過渡期影響(續)

下表為適用香港財務報告準則第16號對集團合併財務狀況表的影響

		Carrying amount at 31 December 2018 2018年12月31日的賬面價值 *RMB'000 人民幣千元*	Capitalisation of operating lease contracts 經營租賃合同的資本化 *RMB'000 人民幣千元*	Carrying amount at 1 January 2019 2019年1月1日的賬面價值 *RMB'000 人民幣千元*
Line items in the consolidated statement of financial position impacted by the adoption of HKFRS 16	**採用香港財務報告準則第16號影響合併財務狀況表的科目**			
Property, plant and equipment	物業，廠房及設備	501,365	41,358	542,723
Total assets	**資產合計**	**18,845,704**	**41,358**	**18,887,062**
Lease liabilities	**租賃負債**	**–**	**41,358**	**41,358**
Total liabilities	**負債合計**	**10,981,843**	**41,358**	**11,023,201**
Net assets	**淨資產**	**7,863,861**	**–**	**7,863,861**

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(c) Changes in accounting policies *(Continued)*

(i) HKFRS 16, *Leases (Continued)*

c. Impact on the financial result and cash flows of the Group

After the initial recognition of right-of-use assets and lease liabilities as at 1 January 2019, the Group as a lessee is required to recognise interest expense accrued on the outstanding balance of the lease liability, and the depreciation of the right-of-use asset, instead of the previous policy of recognising rental expenses incurred under operating leases on a straight-line basis over the lease term. This results in a negative impact on the reported profit for the year in the Group's consolidated statement of profit or loss, as compared to the results if HKAS 17 had been applied during the year.

In the cash flow statement, the Group as a lessee is required to split rentals paid under capitalised leases into their capital element and interest element (see Note 12(c)). These elements are classified as financing cash outflows, similar to how leases previously classified as finance leases under HKAS 17 were treated, rather than as operating cash outflows, as was the case for operating leases under HKAS 17. Although total cash flows are unaffected, the adoption of HKFRS 16 therefore results in a significant change in presentation of cash flows within the cash flow statement (see Note 12(d)).

1 重大會計政策*（續）*

(c) 會計政策變動*（續）*

(i) 香港財務報告準則第16號，*租賃（續）*

c. 對本集團財務成果和現金流量的影響

在2019年1月1日對使用權資產和租賃負債進行初始確認後，本集團作為承租人，需要確認租賃負債餘額的應計利息支出和使用權資產的折舊，而不是以前的政策在租賃期內以直線法確認經營租賃產生的租賃費用。與本年度採用香港會計準則第17號時的結果相比，這會對本集團合併損益表中所報告的經營利潤產生負面影響。

在現金流量表中，本集團作為承租人需要將根據資本化租賃支付的租金分成其資本要素和利息要素（見附註12(c)）。這些要素分類為籌資現金流出，類似於以前在香港會計準則第17號下分類為融資租賃的租賃，而非經營現金流出，與香港會計準則第17號的經營租賃一樣。儘管總現金流量未受影響，採納香港財務報告準則第16號導致現金流量表內現金流量呈列方式出現重大變動（見附註12(d)）。

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(c) Changes in accounting policies *(Continued)*

(i) HKFRS 16, *Leases (Continued)*

c. Impact on the financial result and cash flows of the Group (Continued)

The following tables give an indication of the estimated impact of the adoption of HKFRS 16 on the Group's financial result and cash flows for the year ended 31 December 2019, by adjusting the amounts reported under HKFRS 16 in these consolidated financial statements to compute estimates of the hypothetical amounts that would have been recognised under HKAS 17 if this superseded standard had continued to apply in 2019 instead of HKFRS 16, and by comparing these hypothetical amounts for 2019 with the actual 2018 corresponding amounts which were prepared under HKAS 17.

1 重大會計政策*（續）*

(c) 會計政策變動*（續）*

(i) 香港財務報告準則第16號，*租賃（續）*

c. 對本集團財務成果和現金流量的影響（續）

下表可說明採用香港財務報告準則第16號對集團截至2019年12月31日的財務成果和現金流量的估計影響，方法是調整財務報表中採用香港財務報告準則第16號報告後的數額，以計算在2019年不適用於香港財務報告準則第16號，而繼續適用香港會計準則第17號的假設數額的估計數，並將該2019年的假設金額與根據香港會計準則第17號編製的2018年實際金額進行對比。

		2019				2018
		Amounts reported under HKFRS 16 適用香港財務報告準則第16號下報告的金額 (A) *RMB'000 人民幣千元*	Add back: HKFRS 16 depreciation and interest expense 加：香港財務報告準則第16號折舊費用及利息支出 (B) *RMB'000 人民幣千元*	Deduct: Estimated amounts related to operating lease as if under HKAS 17 *(Note 1)* 減：香港會計準則第17號與經營租賃有關的估計金額 *(附註1)* (C) *RMB'000 人民幣千元*	Hypothetical amounts for 2019 as if under HKAS 17 香港會計準則第17號下2019年的假設金額 (D=A+B-C) *RMB'000 人民幣千元*	Compared to amounts reported for 2018 under HKAS 17 與適用香港會計準則第17號下2018年報告金額相比 *RMB'000 人民幣千元*
Financial result for the year ended 31 December 2019 impacted by the adoption of HKFRS 16:	適用香港財務報告準則第16號後，對截至2019年12月31日止的財務狀況的影響：					
Interest and commission expenses	利息及手續費支出	(708,706)	3,120	–	(705,586)	(651,974)
Operating expenses	營運支出	(756,347)	29,446	(29,319)	(756,220)	(815,191)
Profit before taxation	**稅前利潤**	**422,626**	**32,566**	**(29,319)**	**425,873**	459,536
Profit for the year	**本年利潤**	**293,020**	**32,566**	**(29,319)**	**296,267**	328,491

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

1 重大會計政策*（續）*

(c) Changes in accounting policies *(Continued)*

(c) 會計政策變動*（續）*

(i) HKFRS 16, *Leases (Continued)*

(i) 香港財務報告準則第16號，*租賃（續）*

c. Impact on the financial result and cash flows of the Group (Continued)

c. 對本集團財務成果和現金流量的影響（續）

		2019			2018
		Amounts reported under HKFRS 16 適用香港財務報告準則第16號下報告的金額 (A)	Estimated amounts related to operating leases as if under HKAS 17 *(Notes 1 & 2)* 減：香港會計準則第17號與經營租賃有關的估計金額 *（附註1及2）* (B)	Hypothetical amounts for 2019 as if under HKAS 17 香港會計準則第17號2019年的假設金額 (C=A+B)	Compared to amounts reported under HKAS 17 與適用香港會計準則第17號下2018年報告金額相比
		RMB'000 *人民幣千元*	*RMB'000* *人民幣千元*	*RMB'000* *人民幣千元*	*RMB'000* *人民幣千元*
Line items in the condensed consolidated cash flow statement for the year ended 31 December 2019 impacted by the adoption of HKFRS 16:	**截至2019年12月31日的全年簡明合併現金流量表中的各項目受香港財務報告準則第16號的影響：**				
Cash generated from operations	經營活動產生的現金	2,489,671	(34,957)	2,454,714	2,079,052
Net cash generated from operating activities	**經營活動產生的現金淨額**	**2,359,156**	**(34,957)**	**2,324,199**	**1,913,349**
Capital element of lease rentals paid	支付租賃租金的本金要素	(31,837)	31,837	–	–
Interest element of lease rentals paid	支付租賃租金的利息要素	(3,120)	3,120	–	–
Net cash used in financing activities	籌資活動使用的現金淨額	(2,102,910)	34,957	(2,067,953)	(812,186)

Note 1: The "estimated amounts related to operating leases" is an estimate of the amounts of the cash flows in 2019 that relate to leases which would have been classified as operating leases, if HKAS 17 had still applied in 2019. Any potential net tax effect is ignored.

附註1:「與經營租賃相關的估計金額」是指如果2019年香港會計準則第17號仍然適用，與本應歸類為經營租賃的租賃相關的2019年現金流的估計金額。忽略潛在的淨稅收影響。

Note 2: In this impact table these cash outflows are reclassified from financing to operating in order to compute hypothetical amounts of net cash generated from operating activities and net cash used in financing activities as if HKAS 17 still applied.

*附註2：*在此表中，如同適用香港會計準則第17號一樣，這些現金流出從籌資活動重新分類至經營活動，以便計算經營活動產生的淨現金和融資活動中使用的淨現金的假設金額。

(Expressed in RMB'000 unless otherwise indicated)（除文意另有所指外，均以人民幣千元列示）

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(d) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealized profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealized losses resulting from intra-group transactions are eliminated in the same way as unrealized gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

1 重大會計政策*（續）*

(d) 附屬公司及非控制性權益

附屬公司指本集團控制的實體。本集團對實體有控制權，是指本集團因參與該實體的營運而獲得或有權享有其可變回報，並能夠運用其對實體的權力影響上述回報。評估本集團是否有權力時，僅考慮由本集團及其他方所持有的實質權利。

於附屬公司的投資自控制權開始日期直至控制權終止日期計入合併財務報表內。集團內部往來的餘額、交易及現金流量以及集團內部交易所產生的任何未變現收益在編製合併財務報表時全部抵銷。集團內部交易所產生的任何未變現虧損按照未變現收益的方式抵銷，但出現減值證據除外。

非控制性權益指非直接或間接歸屬於本公司的附屬公司權益，且本集團就此並無與該等權益持有人協定任何額外條款，致使本集團整體須就該等符合金融負債定義的權益承擔合約責任。就各業務合併而言，本集團可選擇按公允價值或按佔附屬公司可識別淨資產的非控股權益比例而計量任何非控制性權益。

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(d) Subsidiaries and non-controlling interests *(Continued)*

Non-controlling interests are presented in the consolidated statements of financial position within equity, separately from equity attributable to the equity holders/shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statements of financial position in accordance with Note 1(k) depending on the nature of the liability.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see Note 1(k)) or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture(see Note 1(e)).

1 重大會計政策*（續）*

(d) 附屬公司及非控制性權益*（續）*

非控制性權益於合併財務狀況表的權益內呈列，獨立於本公司權益持有人／股東應佔的權益。本集團業績的非控制性權益乃於合併損益表及合併損益及其他綜合收益表列作本公司非控制性權益及權益股東之間年內的盈利或虧損總額及全面收入總額的分配結果。非控制性權益持有人提供的貸款及向該等持有人承擔的其他合約責任乃根據附註1(k)視乎負債的性質於合併財務狀況表列作金融負債。

倘本集團於附屬公司的權益變動不會導致喪失控制權，則作為股權交易入賬，而於綜合權益內之控股及非控制性權益金額會作出調整，以反映相關權益變動，惟不會對商譽做出調整及不會確認盈虧。

當本集團喪失對附屬公司之控制權，將按出售於該附屬公司的所有權益入賬，而所產生的盈虧於損益中確認。任何在喪失控制權當日仍保留的該前附屬公司權益按公允價值確認，而此金額被視為初步確認金融資產的公允價值（見附註1(k)），或（如適用）初步確認於聯營公司或合營企業的投資的成本（見附註1(e)）。

(Expressed in RMB'000 unless otherwise indicated)（除文意另有所指外，均以人民幣千元列示）

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(d) Subsidiaries and non-controlling interests *(Continued)*

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see Note 1(n)(i)), unless the investment is classified as held for sale(or included in a disposal group that is classified as held for sale).

(e) Associates and joint ventures

An associate is an entity in which the Company has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

A joint venture is an arrangement whereby the Company and other parties contractually agree to share control of the arrangement, and have rights to the net assets of the arrangement.

1 重大會計政策*（續）*

(d) 附屬公司及非控制性權益*（續）*

於本公司的財務狀況表中，於附屬公司的投資按成本減資產減值損失入賬（見附註1(n)(i)），惟倘投資分類為持作銷售則除外（或計入分類為持作出售的出售集團）。

(e) 聯營公司及合營企業

聯營公司是指本公司可以對該公司管理層產生相當大的影響，包括參與財務及經營決策，但不是控制或共同控制其管理層的實體。

合營企業是指本公司與其他方以合約形式同意分享安排事項的控制權，並享有有關安排事項的淨資產的權利。

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(e) Associates and joint ventures *(Continued)*

An investment in an associate or a joint venture is accounted for in the financial statements under the equity method, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment (see Notes 1(f) and (n)(i)). Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated statement of profit or loss, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognised in the consolidated statement of profit or loss and other comprehensive income.

When the Group's share of losses exceeds its interest in the associate or the joint venture, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associate or the joint venture.

1 重大會計政策*（續）*

(e) 聯營公司及合營企業*（續）*

於聯營公司或合營企業的投資按權益法於財務報表列賬。唯倘投資分類為持作銷售則除外（或計入分類為持作出售的出售集團）根據權益法，投資初始按成本入賬，並按本集團應佔被投資公司於收購當日可識別資產淨值的公允價值超逾投資成本的部份（如有）作出調整。此後，該投資因應本集團於收購後應佔被投資公司資產淨值的變動及與投資有關的任何減值虧損作出調整（見附註1(f)及(n)(i)）。收購當日超出成本的任何部份、本集團於年內應佔被投資公司收購後的稅後業績以及任何減值虧損於合併損益表確認，而本集團應佔被投資公司收購後其他綜合收益的除稅後項目乃於合併損益及其他綜合收益表內確認。

當本集團應佔虧損超逾其於該聯營公司或合營企業的權益，本集團的權益將削減至零，且不再確認其他虧損，惟倘本集團須承擔法定或推定責任，或代被投資公司付款則除外。就此而言，本集團的權益為按照權益法計算的投資賬面值，連同實質上構成本集團於該聯營公司或合營企業投資淨額一部份的本集團長期權益。

(Expressed in RMB'000 unless otherwise indicated)(除文意另有所指外，均以人民幣千元列示)

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(e) Associates and joint ventures *(Continued)*

Unrealised profits and losses resulting from transactions between the Group and its associates and joint venture are eliminated to the extent of the Group's interest in the investee, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

If an investment in an associate becomes an investment in a joint venture or vice versa, retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method.

In all other cases, when the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in statement of profit or loss. Any interest retained in that former investee at the date when significant influence or joint control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see Note 1(k).

1 重大會計政策*(續)*

(e) 聯營公司及合營企業*(續)*

本集團與其聯營公司及合營企業之間交易產生的未實現溢利及虧損按本集團於被投資公司的權益抵減，惟倘未實現虧損可證明已轉讓資產出現減值，則即時於損益確認。

倘於聯營公司的投資變成於合營企業的投資或反之，保留權益不會重新計量。相反，此投資將繼續按權益法入賬。

在所有其他情況下，如本公司不再對聯營公司擁有重大影響或擁有合營企業的共同控制權，會被視為出售在該承資公司的全部權益，其收益或損失將會計入損益表。於失去前承資公司重大影響或共同控制權當日，任何仍然持有該承資公司的權益將會以公允價值確認，而該金額將被視為金融資產初始確認的公允價值(見附註1(k))。

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(f) Goodwill

Goodwill represents the excess of

(i) the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the Group's previously held equity interest in the acquiree; over

(ii) the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

When (ii) is greater than (i), then this excess is recognised immediately in profit or loss as a gain on a bargain purchase.

Goodwill is stated at cost less accumulated impairment losses. Goodwill arising on a business combination is allocated to each cash-generating unit, or groups of cash generating units, that is expected to benefit from the synergies of the combination and is tested annually for impairment (see Note 1(n) (ii)).

On disposal of a cash generating unit during the year, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal.

1 重大會計政策*（續）*

(f) 商譽

商譽代表以下差額

(i) 本集團作為購買方，發行的權益性證券、為取得被購買方控制權而付出的資產以及購買日之前所持有的被購買方的股權在購買日的公允價值之和；與

(ii) 合併中取得的被購買方可辨認淨資產於購買日公允價值份額的差額。

當(ii)的金額大於(i)時，差額直接確認為廉價收購利得，計入當期損益。

商譽以成本減累計減值準備列示。集團依據現金流產生單元或者現金流產生單元組能夠從企業合併的協同效應中的受益情況分攤商譽賬面價值，並在此基礎上進行商譽減值測試（附註1(n)(ii)）。

在處置資產組時，任何屬於購置商譽的金額均在計算處置損益時考慮。

(Expressed in RMB'000 unless otherwise indicated)（除文意另有所指外，均以人民幣千元列示）

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(g) Investment property

Investment properties are land and/or buildings which are owned or held under a leasehold interest (see Note 1(j)) to earn rental income and/or for capital appreciation. These include land held for a currently undetermined future use and property that is being constructed or developed for future use as investment property.

Investment properties are stated at cost less accumulated depreciation and any impairment losses. Depreciation is calculated on the straight-line basis to write off the cost of investment properties to its residual value over its estimated useful life, i.e. 26 years. Rental income from investment properties is accounted for as described in Note 1(s)(iii).

(h) Other property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see Note 1(n)(ii)).

The cost of self-constructed items of property, plant and equipment includes the cost of materials, direct labour and borrowing costs.

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in the statement of profit or loss on the date of retirement or disposal.

1 重大會計政策*（續）*

(g) 投資性房地產

投資性房地產，是指為賺取租金（附註1(j)）或資本增值，或兩者兼有而持有的房地產，包括尚未確定持有意圖的土地以及正在建造或開發的投資性房地產。

投資性房地產按成本減去累計折舊和減值損失列示，折舊按直線法計算，將投資性房地產的成本減記至其預計使用年限內的殘值（即26年），投資性房地產的租金收入按附註1(s)(iii)所述入賬。

(h) 其他物業、廠房及設備

物業、廠房及設備按成本扣減累計折舊及資產減值損失後的淨值入賬（見附1(n)(ii)）。

自建物業、廠房及設備項目的成本包括物料成本、直接勞工成本及借貸成本。

報廢或處置物業、廠房及設備所產生的利得或損失為處置所得款項淨額與資產賬面價值之間的差額，並於報廢或處置日在當期損益中確認。

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(h) Other property, plant and equipment *(Continued)*

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight line method over their estimated useful lives as follows:

1 重大會計政策*（續）*

(h) 其他物業、廠房及設備*（續）*

物業、廠房及設備項目折舊按估計可使用年限，在扣除預計剩餘價值（如有）後以直線法沖銷成本計算如下：

		Estimated useful lives 預計使用年限	
Buildings held for use	建築物	30 – 35 years	30-35年
Motor vehicles	機動車	5 years	5年
Office and other equipment	辦公及其他設備	5 years	5年
Leasehold improvements	租賃物業改良支出	1 – 5 years	1-5年

Where parts of an item of property, plant and equipment have different useful lives, the cost is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

倘物業、廠房及設備項目各部份的可用年限不同，則該項目各部份成本將按合理基準分配，每部份分開折舊。資產的可用年期及剩餘價值（如有）每年會經覆核。

(Expressed in RMB'000 unless otherwise indicated)（除文意另有所指外，均以人民幣千元列示）

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(i) Intangible assets (other than goodwill)

Intangible assets that are acquired by the Group are stated at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses (see Note 1(n)(ii)). Expenditure on internally generated goodwill and brands is recognised as an expense in the period in which it is incurred.

Amortisation of intangible assets with finite useful lives is charged to the statement of profit or loss on a straight-line basis over the assets' estimated useful lives. The following intangible assets with finite useful lives are amortised from the date they are available for use and their estimated useful lives are as follows:

		Estimated useful lives 預計使用年限
Software	電腦軟件	2 – 10 years 2-10年

Both the period and method of amortisation are reviewed annually.

1 重大會計政策*（續）*

(i) 無形資產（商譽除外）

由本集團購入的無形資產按成本減去累計攤銷（如估計可用年期為有限）及資產減值損失（見附註1(n)(ii)）後列賬。內部產生的商譽及品牌開支乃於產生期內確認為費用。

可用年期有限的無形資產的攤銷乃按資產的估計可用年期以直線法計入損益表。以下有限可使用年期的無形資產自可供使用日期起進行攤銷，而估計可使用年期如下：

攤銷期間及方法每年均會經覆核。

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(j) Leased assets

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

(i) As a lessee

(A) Policy applicable from 1 January 2019

Where the contract contains lease components and non-lease components, the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

1 重大會計政策*（續）*

(j) 租賃資產

在合同開始時，本集團評估合同是否是租賃合同或者包含租賃，如果一個合同表明了作為對價交換獲得控制一個已識別資產一段時間的使用權，則該合同就是租賃合同或包含租賃。在客戶既有權直接使用該資產，又有權從中獲得實質上所有經濟利益的情況下，控制權即為轉移。

(i) 作為承租人

(A) 從2019年1月1日起適用的政策

當合約包含租賃組成部分及非租賃組成部分，本集團選擇不拆分非租賃部分，而是將租賃部分和非租賃部分作為一項單一的租賃進行會計處理。

在租賃開始日，本集團確認使用權資產和負債，但租賃期不超過12個月的短期租賃和低價值租賃的資產除外。當集團就一項低價值的資產簽訂租賃協議時，本集團決定是否對其進行資本化，與未資本化的租賃相關的付款在租賃期內系統的確認為費用。

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(j) Leased assets *(Continued)*

(i) As a lessee *(Continued)*

(A) Policy applicable from 1 January 2019 (Continued)

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see Notes 1(h) and 1(n)(ii)).

1 重大會計政策*（續）*

(j) 租賃資產*（續）*

(i) 作為承租人*（續）*

(A) 從2019年1月1日起適用的政策（續）

如果租賃資本化，則租賃負債初始按租賃期內應付的租賃付款的現值確認，使用租賃中隱含的利率貼現，如果無法輕易確定該利率，則使用相關的增量借款利率進行折現。初始確認後，租賃負債按攤餘成本計量，利息費用採用實際利率法計算。不依賴於指數或利率的可變租賃付款不包括在租賃負債的計量中，因此在其發生的會計期間計入損益。

租賃資本化時確認的使用權資產初始按成本計量，其中包括租賃負債的初始金額加上在生效日期或之前作出的任何租賃付款，以及產生的任何初始直接成本。在適用的情況下，使用權資產的成本還包括拆除和移除相關資產或恢復相關資產或其所在地點的成本估算，折現為其現值，減去所有租賃激勵。使用權資產按成本減去累計折舊和減值損失列示（見附註1(h) and 1(n)(ii)）。

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(j) Leased assets *(Continued)*

(i) As a lessee *(Continued)*

(A) Policy applicable from 1 January 2019 (Continued)

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group presents right-of-use assets that do not meet the definition of investment property in 'other property, plant and equipment' and presents lease liabilities separately in the statement of financial position.

1 重大會計政策*（續）*

(j) 租賃資產*（續）*

(i) 作為承租人*（續）*

(A) 從2019年1月1日起適用的政策（續）

當指數或利率變化導致未來租賃付款發生變化，或集團對剩餘價值擔保下預計應付金額的估計發生變化，或對價值擔保的重新評估導致未來租賃付款發生變化時，重新計量租賃負債。集團將合理確定行使購買、延期或終止選擇權。以這種方式重新計量租賃負債時，對使用權資產的賬面價值進行相應調整；使用權資產的賬面價值減為零的，計入損益。

本集團在「其他物業、廠房和設備」中列示不符合投資性房地產定義的使用權資產，並在財務狀況表中單獨列示租賃負債。

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(j) Leased assets *(Continued)*

(i) As a lessee *(Continued)*

(B) Policy applicable prior to 1 January 2019

In the comparative period, as a lessee the Group classified leases as finance leases if the leases transferred substantially all the risks and rewards of ownership to the Group. Leases which did not transfer substantially all the risks and rewards of ownership to the Group were classified as operating leases, with the following exceptions:

- property held under operating leases that would otherwise meet the definition of an investment property was classified as investment property on a property-by-property basis and, if classified as investment property, was accounted for as if held under a finance lease (see Note 1(j)); and

- land held for own use under an operating lease, the fair value of which could not be measured separately from the fair value of a building situated thereon at the inception of the lease, was accounted for as being held under a finance lease, unless the building was also clearly held under an operating lease. For these purposes, the inception of the lease was the time that the lease was first entered into by the Group, or taken over from the previous lessee.

1 重大會計政策*（續）*

(j) 租賃資產*（續）*

(i) 作為承租人*（續）*

(B) 2019年1月1日前適用的政策

在比較期間，本集團作為承租人，如果租賃實質上將所有權的所有風險和報酬轉移給本集團，則將該租賃歸類為融資租賃，實質上未將所有權的所有風險和報酬轉移給本集團的租賃歸類為經營租賃，但以下情況除外：

- 經營租賃持有的其他符合投資性房地產定義的資產按物業分類為投資性房地產，如屬分類為投資性房地產，則按融資租賃入賬（見附註）1(j)）；以及

- 經營租賃持有自用的土地，其公允價值不能與租賃開始時位於其上的建築物的公允價值分開計量，按融資租賃入賬，除非建築物也明確按經營租約持有。就此目的而言，租賃開始時為本集團首次訂立租賃或由先前承租人接管的時間。

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(j) Leased assets *(Continued)*

(i) As a lessee *(Continued)*

(B) Policy applicable prior to 1 January 2019 2019 (Continued)

Where the Group had the use of assets held under operating leases, payments made under the leases were charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis was more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received were recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals were charged to profit or loss in the accounting period in which they were incurred.

(ii) As a lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. If this is not the case, the lease is classified as an operating lease.

When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. The rental income from operating leases is recognised in accordance with Note 1(s)(iii).

1 重大會計政策*（續）*

(j) 租賃資產*（續）*

(i) 作為承租人*（續）*

(B) 2019年1月1日前適用的政策（續）

如本集團使用經營租賃資產，除非有更能夠反映被租賃資產所產生利益的方法，否則經營租賃費用於租賃期內的會計期間以直式法計入當期損益。獲得的租賃獎勵作為租賃淨付款總額的一部份，在當期損益中確認，或有租金在其產生的會計期間確認為當期損益。

(ii) 作為出租人

當集團作為出租人時，在租賃開始時確定每個租賃是融資租賃還是經營租賃。如果租賃實質上將標的資產所有權附帶的所有風險和報酬轉移給承租人，則該租賃歸類為融資租賃，如果不是這種情況，則該租賃歸類為經營租賃。

當合同包含租賃和非租賃組成部分時，本集團將合同中的對價以相對獨立的銷售價格分配到每個組成部分。經營租賃的租金收入根據附註1(s)(iii)確認。

(Expressed in RMB'000 unless otherwise indicated)（除文意另有所指外，均以人民幣千元列示）

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(j) Leased assets *(Continued)*

(ii) As a lessor *(Continued)*

When the Group is an intermediate lessor, the sub-leases are classified as a finance lease or as an operating lease with reference to the right-of-use asset arising from the head lease. If the head lease is a short-term lease to which the Group applies the exemption described in Note 1(j)(i), then the Group classifies the sub-lease as an operating lease.

(k) Financial instruments

(i) Recognition and measurement of financial assets and liabilities

A financial asset or financial liability is recognized in the statements of financial position when the Group becomes a party to the contractual provisions of a financial instrument. The investments are initially stated at fair value plus directly attributable transaction costs, except for those investments measured at FVTPL for which transaction costs are recognised directly in profit or loss. For an explanation of how the Group determines fair value of financial instruments, see Note 37. These investments are subsequently accounted for as follows, depending on their classification.

1 重大會計政策*（續）*

(j) 租賃資產*（續）*

(ii) 作為出租人*（續）*

當本集團作為中間出租人時，根據主租賃產生的使用權資產，將轉租分為融資租賃或經營租賃。如果主租賃是短期租賃，本集團對其適用附註1(j)(i)所述的豁免，則本集團將轉租歸類為經營租賃。

(k) 金融工具

(i) 金融資產及負債的確認和計量

當本集團成為金融工具合約條款的一方時，金融資產或金融負債在財務狀況表中確認。投資初始按公允價值加直接應佔交易成本列賬，惟以公允價值計量且其變動計入當期損益確認交易成本的投資除外。有關本集團如何確定金融工具公允價值的解釋，請參見附註37.這些投資其後根據其分類進行如下處理。

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(k) Financial instruments *(Continued)*

(i) Recognition and measurement of financial assets and liabilities *(Continued)*

Investments other than equity investments

Non-equity investments held by the Group are classified into one of the following measurement categories:

- amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method (see Note 1(s)(ii)).

- fair value through other comprehensive income (FVOCI) – recycling, if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Changes in fair value are recognised in other comprehensive income, except for the recognition in profit or loss of expected credit losses, interest income (calculated using the effective interest method) and foreign exchange gains and losses. When the investment is derecognised, the amount accumulated in other comprehensive income is recycled from equity to profit or loss.

1 重大會計政策*（續）*

(k) 金融工具*（續）*

(i) 金融資產及負債的確認和計量*（續）*

股權投資以外的投資

集團持有的非股權投資分為以下計量類別之一：

- 如果為收取僅代表本金和利息的合同現金流量而持有投資，則分類為以攤餘成本計量的金融資產。投資的利息收入採用實際利率法計算（見附註1(s)(ii)）。

- 分類為以公允價值計量且其變動計入其他綜合收益(FVOCI)的金融資產，如果投資的合同現金流量僅包括本金和利息的支付，並且其業務模式是通過收取合同現金流量和出售。公允價值變動計入其他綜合收益，但預計信用損失的利潤或損失，利息收入（採用實際利率法計算）和匯兑損益確認的除外。當終止確認投資時，其他綜合收益中累計的金額將從權益回收至損益。

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(k) Financial instruments *(Continued)*

(i) Recognition and measurement of financial assets and liabilities *(Continued)*

Investments other than equity investments (Continued)

- fair value through profit or loss (FVTPL) if the investment does not meet the criteria for being measured at amortised cost or FVOCI (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

Equity investments

An investment in equity securities is classified as FVTPL unless the equity investment is not held for trading purposes and on initial recognition of the investment the Group makes an election to designate the investment at FVOCI (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the fair value reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained earnings. It is not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVTPL or FVOCI, are recognised in profit or loss.

1 重大會計政策*（續）*

(k) 金融工具*（續）*

(i) 金融資產及負債的確認和計量*（續）*

股權投資以外的投資（續）

- 如果投資不符合按攤餘成本或FVOCI（可撤銷）計量的標準，則分類為以公允價值計量且其變動計入當期損益的金融資產(FVTPL)。投資的公允價值變動（包括利息）在損益中確認。

股權投資

股權投資被歸類為FVTPL，除非股權投資不是為交易目的而持有，並且在初始確認投資時，本集團選擇以指定FVOCI的投資（不可撤銷），以便隨後的公允價值變動在其他綜合收益中確認。此選擇權是在逐個工具的基礎上進行的，但只有在投資符合發行人視角下的股權定義時才可以進行。一旦行使選擇權，在其他綜合收益中累計的金額保留在公允價值儲備（不可撤銷）中，直至投資處置為止。在處置時，公允價值儲備（不可撤銷）中累計的金額轉入留存收益。它不會通過盈利或虧損進行回收。權益證券投資的股息，無論是按FVTPL還是FVOCI，均在損益中確認。

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(k) Financial instruments *(Continued)*

(ii) Credit losses from financial instruments, contract assets and lease receivables

The Group recognises a loss allowance for expected credit losses (ECLs) on the following items:

- financial assets measured at amortised cost (including cash and cash equivalents, receivables for factoring business, loans and advances to customers);
- finance lease receivables;
- receivables for default receivables; and
- financial guarantee contracts issued.

Financial assets measured at fair value, including equity instrument and debt instrument are not subject to the ECL assessment.

1 重大會計政策*（續）*

(k) 金融工具*（續）*

(ii) 金融工具，合約資產及應收租賃款項的信貸損失

本集團就下列科目根據預期信用損失(ECL)確認的損失準備：

- 按攤銷成本計量的金融資產（包括現金及現金等價物，保理業務應收款項，貸款及墊款）；
- 應收融資租賃款；
- 應收代償款；以及
- 已簽訂的財務擔保合同。

以公允價值計量的金融資產，包括權益工具和債務工具，不按ECL評估。

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(k) Financial instruments *(Continued)*

(ii) Credit losses from financial instruments, contract assets and lease receivables *(Continued)*

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

The expected cash shortfalls are discounted using the following discount rates where the effect of discounting is material:

- fixed-rate financial assets, and trade and other receivables: effective interest rate determined at initial recognition or an approximation thereof;
- variable-rate financial assets: current effective interest rate;
- lease receivables: discount rate used in the measurement of the lease receivable;

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

1 重大會計政策*（續）*

(k) 金融工具*（續）*

(ii) 金融工具，合約資產及應收租賃款項的信貸損失*（續）*

ECL計量

ECL是信用損失的概率加權估計。信貸損失按所有預期現金損失的現值（即根據合約應付本集團的現金流量與本集團預期收到的現金流量）之間的差額計量。

如果折現的影響很大，則使用以下折現率貼現預期現金短缺：

- 固定利率金融資產，貿易及其他應收款：初始確認時或其近似值時確定的實際利率；
- 浮動利率金融資產：當前實際利率；
- 應收租賃款項：計量應收租賃款時使用的貼現率；

估計預期信用損失時所考慮的最長期限是本集團面臨信用風險的最長合約期。

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(k) Financial instruments *(Continued)*

(ii) Credit losses from financial instruments, contract assets and lease receivables *(Continued)*

Measurement of ECLs (Continued)

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

1 重大會計政策*（續）*

(k) 金融工具*（續）*

(ii) 金融工具，合約資產及應收租賃款項的信貸損失*（續）*

ECL計量（續）

在衡量ECL時，本集團會考慮合理且有依據的信息，而無需過多的成本或努力。這包括有關過去事件，當前狀況和未來經濟狀況預測的資訊。

ECL在以下任一基礎上測量：

- 未來12個月內預期信用損失：這些是預計在報告日期後12個月內可能發生的違約事件造成的損失；和
- 整個存續期預期信用損失：這些是由適用ECL模型的科目在整個預計存續期內所有可能發生的違約事件而導致的預期信用損失。

(Expressed in RMB'000 unless otherwise indicated)（除文意另有所指外，均以人民幣千元列示）

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(k) Financial instruments *(Continued)*

(ii) Credit losses from financial instruments, contract assets and lease receivables *(Continued)*

Measurement of ECLs (Continued)

Loss allowances for trade receivables, lease receivables and contract assets are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

For all other financial instruments, the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

1 重大會計政策*（續）*

(k) 金融工具*（續）*

(ii) 金融工具，合約資產及應收租賃款項的信貸損失*（續）*

ECL計量（續）

對於應收賬款，應收融資租賃款和合同資產，本集團始終按照相當於整個存續期內預期信用損失的金額計量其損失準備。本集團基於歷史信用損失經驗，使用準備矩陣計算上述金融資產的預期信用損失，相關歷史經驗根據資產負債表日借款人的特定因素，以及對當前狀況和未來經濟狀況預測的評估進行調整。

對於所有其他金融工具，本集團按照相當於未來12個月內預期信用損失的金額計量其損失準備，除非自初始確認以來金融工具的信用風險顯著增加，在這種情況下，損失準備的計算按照相當於整個存續期內預期信用損失的金額計量。

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(k) Financial instruments *(Continued)*

(ii) Credit losses from financial instruments, contract assets and lease receivables *(Continued)*

Significant increases in credit risk

In assessing whether the credit risk of a financial instrument (including a loan commitment) has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (ii) the financial asset is 90 days past due. The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

1 重大會計政策*（續）*

(k) 金融工具*（續）*

(ii) 金融工具，合約資產及應收租賃款項的信貸損失*（續）*

信貸風險的顯著增加

本集團通過比較金融工具在資產負債表日發生違約的風險與在初始確認日發生違約的風險，以確定金融工具預計存續期內發生違約風險的相對變化，以評估金融工具的信用風險自初始確認後是否已顯著增加。在進行重評時，當(i)借款人不大可能全額支付其對本集團的欠款，該評估不考慮本集團采取例如變現抵押品（如果持有）等追索行動；或(ii)金融資產逾期超過90天，本集團確定金融工具的信用風險已經顯著增加。本集團考慮無須付出不必要的額外成本或努力即可獲得的合理且有依據的定量和定性信息，包括歷史經驗和前瞻性信息。

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(k) Financial instruments *(Continued)*

(ii) Credit losses from financial instruments, contract assets and lease receivables *(Continued)*

Significant increases in credit risk (Continued)

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- failure to make payments of principal or interest on their contractually due dates;
- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

1 重大會計政策*（續）*

(k) 金融工具*（續）*

(ii) 金融工具，合約資產及應收租賃款項的信貸損失*（續）*

信貸風險的顯著增加（續）

特別是，在評估自初始確認後信用風險是否顯著增加時，會考慮以下資訊：

- 未在合同到期日支付本金或利息；
- 金融工具的外部或內部信用評級（如果有）的實際或預期的顯著惡化；
- 債務人的經營業績實際或預期顯著惡化；以及
- 現存的或預期的技術、市場、經濟或法律環境變化，對債務人履行對本集團業務的能力產生重大不利影響。

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(k) Financial instruments *(Continued)*

(ii) Credit losses from financial instruments, contract assets and lease receivables *(Continued)*

Significant increases in credit risk (Continued)

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt securities that are measured at FVOCI (recycling), for which the loss allowance is recognised in other comprehensive income and accumulated in the fair value reserve (recycling).

1 重大會計政策*（續）*

(k) 金融工具*（續）*

(ii) 金融工具，合約資產及應收租賃款項的信貸損失*（續）*

信貸風險的顯著增加（續）

根據金融工具的性質，本集團以單項金融工具或金融工具組合為基礎評估信用風險是否顯著增加。以金融工具組合為基礎進行評估時，本集團可基於共同信用風險特對金融工具進行分類，例如逾期信息和信用風險評級。

為反映金融工具的信用風險自初始確認後的變化，本集團在每個資產負債表日重新計量預期信用損失，由此形成的損失準備的增加或轉回金額，應當作為減值損失或者利得計入當期損益。對於以攤餘成本計量的金融資產，損失準備抵減該金融資產在資產負債表中列示的賬面價值；對於以公允價值計量且其變動計入其他綜合收益的債權投資，本集團在其他綜合收益中確認其損失準備，不抵減該金融資產的賬面價值。

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(k) Financial instruments *(Continued)*

(ii) Credit losses from financial instruments, contract assets and lease receivables *(Continued)*

Basis of calculation of interest income

Interest income recognised in accordance with Note 1(s)(ii) is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation;

1 重大會計政策*（續）*

(k) 金融工具*（續）*

(ii) 金融工具，合約資產及應收租賃款項的信貸損失*（續）*

利息收入的計算基礎

根據附註1(s)(ii)確認的利息收入乃根據金融資產的賬面總值計算，除非該金融資產為信貸減值，在此情況下，利息收入乃根據攤銷成本計算（即金融資產的賬面總額減去損失準備金額。

於各報告日期，本集團會評估金融資產是否已發生信用減值。當一項或多項事件對金融資產的預期未來現金流量產生不利影響時，金融資產已發生信用減值。

金融資產已發生信用減值的證據包括以下可觀察事件：

- 債務人發生重大財務困難；
- 違約，例如償付利息或本金違約或逾期等；
- 借款人很可能會進入破產或其他財務重組；

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(k) Financial instruments *(Continued)*

(ii) Credit losses from financial instruments, contract assets and lease receivables *(Continued)*

Basis of calculation of interest income (Continued)

- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or

- the disappearance of an active market for a security because of financial difficulties of the issuer.

Write-off policy

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

1 重大會計政策 *(續)*

(k) 金融工具 *(續)*

(ii) 金融工具，合約資產及應收租賃款項的信貸損失 *(續)*

利息收入的計算基礎（續）

- 現存的技術、市場、經濟或法律環境變化，對債務人對本集團的還款能力產生重大不利影響；或

- 由於發行人的財務困難導致該金融資產的活躍市場消失。

核銷政策

如果本集團不再合理預期金融資產合同現金流量能夠全部或部分收回，則直接減記該金融資產的賬面金額。這種情況通常發生在本集團確認債務人沒有資產或收入來源可產生足夠的現金流量以償還將被減記的金額。

已減記的金融資產以後又收回的，作為減值損失的轉回計入收回當期的損益。

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(k) Financial instruments *(Continued)*

(iii) Credit losses from financial guarantees issued

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the "**holder**") for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Financial guarantees issued are initially recognised within "deferred income" at fair value, which is determined by reference to fees charged in an arm's length transaction for similar services, when such information is obtainable, or to interest rate differentials, by comparing the actual rates charged by lenders when the guarantee is made available with the estimated rates that lenders would have charged, had the guarantees not been available, where reliable estimates of such information can be made. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group's policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss.

Subsequent to initial recognition, the amount initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued (see Note 1(s)(i)).

1 重大會計政策*（續）*

(k) 金融工具*（續）*

(iii) 發行財務擔保造成的信貸損失

財務擔保是指要求發行人（即擔保人）支付特定款項以償還擔保人（「**持有人**」）造成的損失的合同，該損失是由指定的債務人未能按照債務工具的條款還款造成的。

已發行的財務擔保初始按公允價值在「未到期責任準備金」內確認，並在類似服務的公平交易中收取的費用可得時，參考該資訊；或在沒有可用來參考的類似擔保交易時，參考利率差異，通過比較實際收取的費率確定貸款人提供擔保時貸款人可能會收取的估計費率，可以對這些資訊作出可靠的估計。倘就發行擔保而收取或應收對價，則對價將根據本集團適用於該類資產的政策確認。倘未收取或應收該等對價，則直接確認於損益中。

初始確認後，初始確認為未到期責任準備的金額在擔保期內在損益中攤銷，作為已發出財務擔保的收入（見附註1(s)(i)）。

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(k) Financial instruments *(Continued)*

(iii) Credit losses from financial guarantees issued *(Continued)*

The Group monitors the risk that the specified debtor will default on the contract and recognises a provision when ECLs on the financial guarantees are determined to be higher than the amount carried in "deferred income" in respect of the guarantees (i.e. the amount initially recognised, less accumulated amortisation).

To determine ECLs, the Group considers changes in the risk of default of the specified debtor since the issuance of the guarantee. A 12-month ECL is measured unless the risk that the specified debtor will default has increased significantly since the guarantee is issued, in which case a lifetime ECL is measured. The same definition of default and the same assessment of significant increase in credit risk as described in Note 1(k)(ii) apply.

As the Group is required to make payments only in the event of a default by the specified debtor in accordance with the terms of the instrument that is guaranteed, an ECL is estimated based on the expected payments to reimburse the holder for a credit loss that it incurs less any amount that the Group expects to receive from the holder of the guarantee, the specified debtor or any other party. The amount is then discounted using the current risk-free rate adjusted for risks specific to the cash flows.

1 重大會計政策*（續）*

(k) 金融工具*（續）*

(iii) 發行財務擔保造成的信貸損失*（續）*

本集團監察指定債務人違約的風險，並當財務擔保的預期信用損失高於擔保的「未到期責任準備金」所載金額時（即初始確認的金額，減累計攤銷）確認減值準備。

為確定預期信用損失，本集團考慮自擔保發行以來指定債務人違約風險的變化。除非自發行擔保以來指定債務人違約的風險顯著增加，否則將計量未來12個月內預期信用損失，在指定債務人違約的風險顯著增加的情況下，將衡量整個存續期內預期信用損失。附註1(k)(ii)中描述了相同的違約定義和對信用風險顯著增加的相同評估。

由於本集團僅在指定債務人違約的情況下按照擔保工具的條款進行付款，因此根據償還持有人的信用損失的預期付款額減去本集團預期從擔保人、指明債務人或任何其他方獲得的金額估計預期損失，然後使用針對現金流量特定風險調整的當前無風險利率貼現該金額。

(Expressed in RMB'000 unless otherwise indicated)（除文意另有所指外，均以人民幣千元列示）

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(k) Financial instruments *(Continued)*

(iv) Fair value measurement

If there is an active market for a financial asset or financial liability, the quoted price in the active market without adjusting for transaction costs that may be incurred upon future disposal or settlement is used to establish the fair value of the financial asset or financial liability. For a financial asset held or a financial liability to be assumed, the quoted price is the current bid price. For a financial asset to be acquired or a financial liability assumed, it is the current asking price. The quoted prices from an active market are prices that are readily and regularly available from an exchange, broker, industry group or pricing service agency, and represent actual and regularly occurring market transactions on an arm's length basis.

If no active market exists for a financial instrument, a valuation technique is used to establish the fair value. Valuation techniques include using recent arm's length market transactions between knowledgeable, willing parties; reference to the current fair value of another instrument that is substantially the same; discounted cash flow analysis and option pricing models. Where discounted cash flow technique is used, future cash flows are estimated based on management's best estimates and the discount rate used is the prevailing market rate applicable for instrument with similar terms and conditions at the end of each reporting period. Where other pricing models are used, inputs are based on market data at the end of each reporting period.

1 重大會計政策*（續）*

(k) 金融工具*（續）*

(iv) 公允價值計量

對存在活躍市場的金融資產或金融負債，用活躍市場中的報價確定其公允價值，且不扣除將來出售或處置該金融資產或金融負債時可能發生的交易費用。對於已持有的金融資產或將發生的金融負債，報價為當前競標價。對於將取得的金融資產或已發生的金融負債，報價為當前報價。活躍市場中的報價是可容易且經常從交易所、代理人、行業集團或定價服務機構獲取的，並且代表實際和經常發生的正常市場交易。

對不存在活躍市場的金融工具，採用估值技術確定其公允價值。所採用的估值技巧包括參考熟悉情況並自願交易的各方最近進行的市場交易的成交價、參照實質上相同的其他金融工具的當前公允價值、現金流量折現分析及期權定價模式。當使用現金流量折現法時，估計未來現金流量乃根據管理層的最佳估計，所使用的折現率乃具有相若條款及條件的工具所適用之各報告期末之市場利率。當使用其他定價模式時，輸入的數據乃根據報告期末的市場數據計算。

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(k) Financial instruments *(Continued)*

(iv) Fair value measurement *(Continued)*

In estimating the fair value of a financial asset and financial liability, the Group considers all factors including, but not limited to, risk-free interest rate, credit risk, foreign exchange rate and market volatility, that are likely to affect the fair value of the financial asset and financial liability.

The Group obtains market data from the same market where the financial instrument was originated or purchased.

(v) Interim financial reporting and impairment

Under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the Group is required to prepare an interim financial report in compliance with HKAS 34, Interim financial reporting, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see Notes 1(k)(ii) and (iii) and 1(n)(i) and (ii)).

Impairment losses recognised in an interim period in respect of goodwill are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

1 重大會計政策*（續）*

(k) 金融工具*（續）*

(iv) 公允價值計量*（續）*

在評估金融資產及金融負債的公允價值時，本集團已考慮所有可能影響金融資產及金融負債的公允價值的因素，包括（但不限於）無風險匯率、信貸風險、外匯匯率及市場波動。

本集團獲得的市場數據來自產生或購買該金融工具的同一市場。

(v) 中期財務報告和減值

根據香港聯合交易所有限公司證券上市規則，本集團須就本財政年度首六個月編製符合香港會計準則第34號中期財務報告的中期財務報告。於中期期末，本集團採用與財政年度末相同的減值測試，確認及轉回準則（見附註1(k)(ii)以及(iii)，1(n)(i)以及(ii)）。

於中期期間就商譽確認的減值虧損於其後期間不會撥回。即使在中期期間財政年度結束時僅對減值進行評估，即使沒有損失或損失較小，也是如此。

(Expressed in RMB'000 unless otherwise indicated)（除文意另有所指外，均以人民幣千元列示）

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(l) Interest-bearing borrowings

Interest-bearing borrowings are measured initially at fair value less transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method. Interest expense is recognised in accordance with the Group's accounting policy for borrowing costs (see Note 1(t)).

(m) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition.

1 重大會計政策*（續）*

(l) 計息借款

計息借款於起始時以公允價值減應佔交易成本確認。於初始確認後，計息借款以攤銷成本列賬。根據本集團的會計政策，利息支出應確認為借款費用（附註1(t)）。

(m) 貨幣資金

貨幣資金包括銀行存款及現金、存放於銀行及其他金融機構的活期存款，以及可隨時兑換為已知數額現金、價值變動風險不大，並在認購後三個月內到期的短期高流動性投資。

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(n) Impairment of non-financial assets

(i) Impairment of investments in subsidiaries, associates and joint venture

Investments in subsidiaries, associates and joint venture are reviewed at the end of each reporting period to determine whether there is objective evidence of impairment. Objective evidence of impairment includes observable data that comes to the attention of the Group about one or more of the loss events in Note 1(k)(ii). When any such evidence exists, the impairment loss is measured by comparing the recoverable amount of the investment with its carrying amount in accordance with Note 1(d) and Note 1(e). The impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount in accordance with Note 1(n)(ii).

(ii) Impairment of other assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- Property, plant and equipment, including right-of-use assets;
- Intangible assets; and
- Goodwill

1 重大會計政策*（續）*

(n) 非金融資產減值

(i) 於附屬公司、聯營公司及合營企業投資的減值

於附屬公司、聯營公司及合營企業的投資在各報告期末審閱以確定是否有減值的客觀證據。減值的客觀證據包括有關一個或多個附註1(k)(ii)中引起本集團注意的虧損事件的可觀察數據。若該證據存在，則減值損失乃根據附註1(d)和附註1(e)對該投資的可收回金額及其賬面值進行比較而計量。倘根據附註1(n)(ii)用於釐定可收回金額的估計出現有利變動，則會撥回資產減值損失。

(ii) 其他資產的減值

會於各報告期末對內部及外部資料進行審核，以識別顯示如下資產可能出現減值，商譽除外，或先前已確認之資產減值損失不復存在或已有所減少：

- 物業、廠房及設備
- 無形資產；及
- 商譽

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(n) Impairment of non-financial assets *(Continued)*

(ii) Impairment of other assets *(Continued)*

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, intangible assets that are not yet available for use and intangible assets that have indefinite useful lives, the recoverable amount is estimated annually whether or not there is any indication of impairment.

– *Calculation of recoverable amount*

The recoverable amount of an asset is the greater of its fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

1 重大會計政策*（續）*

(n) 非金融資產減值*（續）*

(ii) 其他資產的減值*（續）*

倘存在該等跡象，則會對該資產的可收回金額作出估計。此外，對於商譽和目前尚未達到可使用狀態的無形資產以及具有無限期可使用壽命的無形資產，無論是否存在減值跡象，均要每年進行可收回金額的評估。

– *計算可回收金額*

資產的可收回金額以其公允價值減處置費用後的淨額與資產預計未來現金流量現值兩者中較高金額為準。在預計資產預計未來現金流量的現值時，會使用稅前折讓率將估計未來現金流量折讓至其現值，以反映目前資金時值的市場評估及該資產的獨有風險。倘資產產生的現金流入基本上不獨立於其他資產產生的現金流入，則以可獨立產生現金流入的最小資產類別（即現金產生單位）來釐定可收回金額。

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(n) Impairment of non-financial assets *(Continued)*

(ii) Impairment of other assets *(Continued)*

– *Recognition of impairment losses*

An impairment loss is recognised in the statement of profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

1 重大會計政策*（續）*

(n) 非金融資產減值*（續）*

(ii) 其他資產的減值*（續）*

– *確認資產減值損失*

確認資產減值損失資產或其所屬的現金產出單元的可收回金額低於其賬面價值的，應確認減值損失，計入當期損益。與現金產出單元或者現金產出單元組相關的資產減值損失，先按現金產出單元或者現金產出單元組中其他各項資產的賬面價值所佔比例，相應抵減其賬面價值，但抵減後的各資產的賬面價值不得低於該資產的公允價值減去處置費用（如可計量）或其現值（如可確定的）。

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(n) Impairment of non-financial assets *(Continued)*

(ii) Impairment of other assets *(Continued)*

– *Reversals of impairment losses*

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to the statement of profit or loss in the year in which the reversals are recognised.

1 重大會計政策*（續）*

(n) 非金融資產減值*（續）*

(ii) 其他資產的減值*（續）*

– *資產減值損失的轉回*

對於商譽以外的資產，如用於釐定可收回金額的估計發生有利的變化，則原確認的資產減值損失將予以轉回。商譽的資產減值損失不予轉回。

該轉回後的賬面價值不超過假定不計提資產減值損失情況下該資產在轉回日的賬面價值。轉回的資產減值損失於確認有關轉回的年度內計入當期損益。

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(o) Employee benefits

(i) Short term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave and defined contribution the Group makes pursuant to the relevant laws and regulations of the PRC are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

Pursuant to the relevant laws and regulations of the PRC, the Group's subsidiaries in the PRC have joined defined contributions for the employees, such as basic pension scheme, housing fund, basic medical insurance, unemployment insurance, injury insurance and maternity insurance. The Group makes contributions to the above mentioned schemes at the applicable rates based on the amounts stipulated by the government organisation. The contributions are charged to the statement of profit or loss on an accrual basis.

1 重大會計政策 *(續)*

(o) 職工薪酬

(i) 短期職工薪酬及社會保險及住房公積金計劃

薪金、年終獎金、帶薪年假及本集團根據中國相關法律及條例作出的指定供款於僱員提供相關服務的年度內計算。如延遲付款或結算並構成重大影響，則此等金額會以現值列賬。

根據相關中國法律和條例，本集團位於中國的附屬公司為員工加入了指定供款，例如基本養老金計劃、住房公積金、基本醫療保險、失業保險、意外傷害保險及產險。本集團根據政府組織規定金額按適用比例向上述計劃供款。供款按應計基準計入當期損益。

(Expressed in RMB'000 unless otherwise indicated)（除文意另有所指外，均以人民幣千元列示）

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(o) Employee benefits *(Continued)*

(ii) Share-based payments

The fair value of share awards granted to employees is recognised as an employee cost with a corresponding increase in a capital reserve within equity. The fair value is measured at grant date using the Cox-Ross-Rubinstein Binomial Pricing model, taking into account the terms and conditions upon which the awards were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the awards, the total estimated fair value of the awards is spread over the vesting period, taking into account the probability that the awards will vest.

During the vesting period, the number of share awards that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to the profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the capital reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of awards that vest (with a corresponding adjustment to the capital reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the capital reserve until either the option is exercised (when it is included in the amount recognised in share capital for the shares issued) or the option expires (when it is released directly to retained profits).

1 重大會計政策*（續）*

(o) 職工薪酬*（續）*

(ii) 以權益結算的股份支付

授予僱員的股份獎勵的公允價值已予確認為員工薪酬，而權益中的資本公積亦會相應增加。公允價值在授予日起以Cox-Ross-RubinsteinBinomial模型計量，並計及所授予獎勵的條款及條件。倘僱員於無條件取得股份獎勵前須符合歸屬條件，股份獎勵的估計公允價值總額會於歸屬期內經考慮股份獎勵將會歸屬的可能性予以分攤。

在歸屬期內，預期會歸屬的股份獎勵數目會被審閱。任何對於過往年度確認的累計公允價值的所得調整乃於審閱年度自損益扣除／計入損益，除非原職工薪酬符合資格確認為資產，並對資本公積作出相應調整。於歸屬日期，確認為費用的金額乃調整以反映歸屬的股份獎勵的實際數目（並對資本公積作出相應調整），惟倘沒收僅因並無達成與公司股份市價有關的歸屬條件則除外。權益金額於資本儲備確認，直至購股權獲行使（在此情況下該金額將包含在發行的股本中）或購股權到期屆滿（在此情況下將直接回撥保留溢利）。

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(o) Employee benefits *(Continued)*

(iii) Termination benefits

Termination benefits are recognised at the earlier of when the Group can no longer withdraw the offer of those benefits and when it recognises restructuring costs involving the payment of termination benefits.

(p) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in the statement of profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

1 重大會計政策*（續）*

(o) 職工薪酬*（續）*

(iii) 辭退福利

辭退福利產生的負債以，本集團在不能單方面撤回因解除勞動關係計劃或裁減建議所提供的辭退福利和已經制定正式的解除勞動關係計劃或提出自願裁減建議並即將實施，兩者孰早確認。

(p) 所得税

年度所得税包括當期所得税及遞延所得税資產和負債的變動。當期所得税及遞延所得税資產和負債的變動均於當期損益確認，但與於其他綜合收益表或直接於權益內確認的項目有關者，則相關税額分別於其他綜合收益表或直接於權益內確認。

當期所得税包括根據當期應納税所得額及財務報告日的適用税率計算的預期應交所得税和對以前年度應交所得税的調整。

遞延所得税資產與遞延所得税負債分別根據可抵扣暫時性差異和應納税暫時性差異確定。暫時性差異是指資產或負債的賬面價值與其計税基礎之間的差額，遞延所得税資產亦產生自不可利用税務損失和税款抵減。

(Expressed in RMB'000 unless otherwise indicated)（除文意另有所指外，均以人民幣千元列示）

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(p) Income tax *(Continued)*

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credit, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

1 重大會計政策*（續）*

(p) 所得稅*（續）*

除若干有限制的情況外，所有遞延所得稅資產和負債的確認以很可能取得用來抵扣可抵扣暫時性差異的應納稅所得額為限。能支援可確認由可抵扣暫時差異所產生遞延所得稅資產的應納稅所得額包括因轉回現存應納稅暫時性差異而產生的金額，此差額必須與同一稅務機關及同一納稅主體有關，並預期在可抵扣暫時性差異預計轉回的同一期間或遞延所得稅資產產生的稅務虧損可向後期或向前期結轉的期間內轉回。在確定現存應納稅暫時性差異是否支援確認由未使用稅務虧損和稅項抵免產生的遞延所得稅資產時，採用同一準則，即該差額若與同一稅務機關及同一納稅主題有關，並預期在能使用稅務虧損或抵免的同一期間內轉回，則會被考慮。

確認遞延所得稅資產和遞延所得稅負債的有限例外包括：稅前不可扣除的商譽產生的暫時性差異；對既不影響會計利潤、也不影響稅前利潤的資產或負債的初始確認（前提為不涉及企業合併）；以及對附屬公司投資產生的暫時性差異，本集團可控制應納稅暫時性差異預計轉回時間並且在可預見的未來期間應納稅暫時性差異可能不轉回的，或在可預見的未來期間不可能轉回可抵扣暫時性差異的。

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(p) Income tax *(Continued)*

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

– in the case of current tax assets and liabilities, the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or

1 重大會計政策*（續）*

(p) 所得税*（續）*

本集團根據遞延所得税資產和負債的預期收回或結算方式，按照報告期末預期收回該資產或清償該負債的適用税率計量該遞延所得税資產和負債的賬面金額。遞延所得税資產和負債均不折現。

於各報告期末，本集團對遞延所得税資產的賬面價值進行覆核。如果未來期間很可能無法獲得足夠的應納税所得額用以抵扣遞延所得税資產的利益，則減記遞延所得税資產的賬面價值。在很可能獲得足夠的應納税所得額時，減記的金額予以轉回。

此外，由分配股利產生的所得税費用在應付相關股利的義務被確認時確認。

當期所得税資產和負債及遞延所得税資產和負債及其變動額分別列示，不相互抵銷。當本集團有法定權利以當期所得税負債抵銷當期所得税資產並且同時滿足以下條件時，當期所得税負債及當期所得税資產，遞延所得税資產及遞延所得税負債以抵銷後的淨額列示：

— 倘為當期所得税資產和負債，本集團計劃按淨額列示或同時變現該資產和清償該負債；或

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(p) Income tax *(Continued)*

– in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:

– the same taxable entity; or

– different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

(q) Repossessed assets

Repossessed assets are physical assets or property rights obtained by the Group from debtors, warrantors or third parties following the enforcement of its creditor's rights. The initial cost of repossessed assets is measured at the lower of the net carrying amount of loans and advances and the fair value of the assets less costs to sell on the acquisition date. Repossessed assets are not depreciated or amortized. The impairment losses of initial measurement and subsequent revaluation are charged to the profit or loss.

1 重大會計政策*（續）*

(p) 所得稅*（續）*

– 倘為遞延所得稅資產和負債，遞延所得稅資產和遞延所得稅負債歸屬於同一稅務機關就以下其中一項徵收的所得稅有關：

– 同一納稅主體；或

– 對不同的納稅主體相關、但在未來每一發生重大金額的遞延所得稅資產及負債轉回的期間內，涉及的納稅主體意圖以淨額結算當期所得稅資產和負債或是同時取得資產、清償負債。

(q) 抵債資產

抵債資產指本集團於強制執行債權人的權利後向債務人、擔保人或第三方獲取的實物資產或產權。抵債資產的初始成本乃以貸款及墊款的賬面淨值與資產公允價值減去收購日期的處置費用的較低者計算。抵債資產不計提折舊或進行攤銷。初始確認及後續重新評估的減值損失計入損益。

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(r) Provisions and contingent liabilities

(i) Provisions for guarantee losses

When determining the amounts to be recognised in respect of liabilities arising from the guarantee business, management estimates the provisions based on prior experience and default history of the business (see Note 1(k)(iii)). It is possible that the prior experience and default history is not indicative of future loss on the guarantees issued. Any increase or decrease in the provisions would affect the statement of profit or loss in future years.

(ii) Provisions and contingent liabilities

Provisions are recognised for other liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

1 重大會計政策*（續）*

(r) 撥備及或有負債

(i) 擔保賠償準備金

在確定擔保業務產生的負債相關金額時，管理層乃根據過往經驗及該業務的拖欠歷史評估撥備（詳見附註1(k)(iii)）。過往經驗及拖欠歷史可能無法就未來發出的擔保虧損提供指示。任何撥備的增加或減少會在未來數年對損益表產生影響。

(ii) 撥備及或有負債

倘本集團須就已發生的事件承擔法律或推定責任，並可能須為履行該責任而付出經濟利益，而且能夠作出可靠的估計時，便應就該未能確定時間或數額的負債確認撥備。如果貨幣的時間價值重大，則按預計履行責任所需開支的現值將撥備列賬。

倘不一定須要付出經濟利益，或是無法可靠地估計有關金額，則將有關責任披露為或有負債，惟付出經濟效益的可能極低則除外。如果本集團可能須承擔的責任須視乎某宗或多宗未來事件是否發生才能確定是否存在，則該等責任亦會披露為或有負債，惟付出經濟利益的可能極低則除外。

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(s) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in the statement of profit or loss as follows:

(i) Guarantee and consulting fee income

Guarantee income is recognised when guarantee contracts have been made whereby the related guarantee obligation has been accepted, the economic benefits associated with the guarantee contracts will probably flow in, and the amount of revenue associated with guarantee contracts can be measured reliably. Guarantee income is determined based on the total agreed fee in the guarantee contracts and is recognised in the statement of profit or loss over the period of guarantee. The Group receives consulting fee income in relation to guarantee services in full at inception and records it as unearned income before amortising it throughout the period of guarantee.

(ii) Interest and handling fee income

Interest income is recognised as it accrues using the effective interest method. The Group receives handling fee income from loan services in full at inception and records it as unearned income before amortising it throughout the contractual period of the loan.

1 重大會計政策*（續）*

(s) 收入確認

收入按已收取或應收取代價的公允價值估量確認。只當經濟利益很可能流入本集團，而收入和成本（如適用）又能可靠地計量時，收入才會根據下列方法於損益表中確認：

(i) 擔保及諮詢費收入

擔保收入於擔保合同成立並承擔相應擔保責任，與擔保合同相關的經濟利益很可能流入，且擔保合同相關的收入能夠可靠計量時予以確認。擔保收入按照擔保合同規定收費在擔保合同期內確認，計入當期損益。與擔保服務相關的諮詢費收入在服務提供前全額預收並於服務提供期間內攤銷確認。

(ii) 利息及手續費收入

利息收入於應計提時採用實際利率法確認。本集團於訂立合約時就貸款服務收取手續費收入並在其於貸款合約期內攤銷前計入遞延收益。

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(s) Revenue recognition *(Continued)*

(iii) Rental income from operating leases

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are earned.

(iv) Insurance broker related service

Commission income from insurance brokerage is recognised in profit or loss on the transaction dates when the relevant contract notes are exchanged.

(v) Dividends

- Dividend income from unlisted investments is recognised when the shareholder's right to receive payment is established.
- Dividend income from listed investments is recognised when the share price of the investment goes ex-dividend.

1 重大會計政策*（續）*

(s) 收入確認*（續）*

(iii) 經營租賃租金收入

經營租賃的應收租金收入在租賃期內按照直線法在損益中確認，除非有其他確認方法更能代表租賃資產的利益模式。租賃優惠應確認為應收租賃付款額的組成部分。不依賴指數和利率的可變租金付款額在整個會計期間確認為收入。

(iv) 保險經紀相關業務

保險經紀手續費收入在合同執行時確認收入。

(v) 股息

- 非上市投資的股息收入在股東收取款項的權利確立時確認。
- 上市投資的股息收入在投資項目的股價除息時確認。

(Expressed in RMB'000 unless otherwise indicated)（除文意另有所指外，均以人民幣千元列示）

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(s) Revenue recognition *(Continued)*

(vi) Government grants

– Government grants are recognised in the statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for providing guarantee services to SMEs under certain criteria are recognised as income in the statement of profit or loss upon receiving such grants. Grants that compensate the Group for the cost of an asset are deducted from the carrying amount of the assets and consequently are effectively recognised in the statement of profit or loss over the useful life of the asset by way of reduced depreciation expense.

(t) Borrowing costs

Borrowing costs are expensed in the period in which they are incurred.

(u) Related parties

(a) A person, or a close member of that person's family, is related to the Group if that person:

(i) has control or joint control over the Group;

(ii) has significant influence over the Group; or

(iii) is a member of the key management personnel of the Group or the Group's parent.

1 重大會計政策*（續）*

(s) 收入確認*（續）*

(vi) 政府補助

– 政府補助在能夠滿足政府補助所附條件時，並有合理保證能夠收取政府補助時，於財務狀況表中予以確認。補償本集團向某類中小型企業提供擔保服務的補助於收到該等補助時於損益表中確認為收入。補償本集團資產成本的補助從資產的賬面金額中減去，其後於該項資產的可用年期以減少折舊費用方式於損益表內實際確認。

(t) 借款費用

借款費用於發生當期確認為財務費用。

(u) 關聯方

(a) 如下個人及與其關係密切的家庭成員可視為本集團的關聯方：

(i) 對本集團實施控制或共同控制；

(ii) 對本集團施加重大影響；或

(iii) 本集團及本集團母公司的關鍵管理人員。

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(u) Related parties *(Continued)*

(b) An entity is related to the Group if any of the following conditions applies:

(i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);

(ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);

(iii) Both entities are joint ventures of the same third party;

(iv) One entity is a joint venture of a third entity and the other entity is an associate of the third party;

(v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;

(vi) The entity is controlled or jointly controlled by a person identified in (a);

(vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

(viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

1 重大會計政策*（續）*

(u) 關聯方*（續）*

(b) 如下企業可視為本集團的關聯方：

(i) 與本集團同屬同一集團的企業（即集團內所有母公司、附屬公司及同系附屬公司之間互為關聯方）；

(ii) 本集團的聯營企業或合營企業（或集團內其他企業的聯營企業或合營企業）；

(iii) 同為同一第三方的合營企業；

(iv) 企業與本集團，一方為第三方企業的合營企業，而另一方為同一第三方企業的聯營企業；

(v) 企業與本集團或與本集團有關聯的實體就僱員利益設立的退休福利計劃；

(vi) 受(a)中個人控制或共同控制的企業；

(vii) 受(a)(i)中個人重大影響的企業，或(a)(i)中個人為企業（或企業母公司）的關鍵管理人員。

(viii) 實體或其所屬集團的任何成員公司向本集團或本集團的母公司提供主要管理人員服務。

(Expressed in RMB'000 unless otherwise indicated)（除文意另有所指外，均以人民幣千元列示）

1 SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(u) Related parties *(Continued)*

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

(v) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial statements provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

1 重大會計政策*（續）*

(u) 關聯方*（續）*

一名人士的近親是指與該實體交易時預期可影響該人士或受該人士影響的家庭成員。

(v) 分部報告

經營分部及財務報表所呈列各分部的金額，乃從為向本集團各項業務及地理位置分配資源及評估其業績而定期向本集團最高行政管理層提供的財務報表當中識別出來。

個別重要的經營分部不會合併以供財務報告之用，但如該等經營分部的產品和服務性質、生產工序性質、客戶類別或階層、分銷產品或提供服務的方法以至監管環境的本質等經濟特性均屬類似，則作別論。個別不重要的經營分部如果符合以上大部份條件，則可以合併為一個報告分部。

2 NET FEE AND INTEREST INCOME

The principal activities of the Group are the provision of credit guarantee and related consulting services, loans to customers and agency services in the PRC. Net fee and interest income represents net guarantee and consulting fee income and net interest and handling fee income. The amount of each significant category of net fee and interest income recognised is as follows:

2 淨手續費及利息收入

本集團的主要業務包括中國境內提供信貸擔保及相關諮詢服務，發放貸款及代理服務。淨手續費及利息收入包括擔保及諮詢費淨收入及利息和手續費淨收入。各主要類別下的淨手續費及利息收入載列如下：

		2019 **2019年** ***RMB'000*** *人民幣千元*	2018 2018年 *RMB'000* *人民幣千元*
Guarantee and consulting fee income	**擔保及諮詢費收入**		
Financing guarantee and consulting fee income	融資擔保及諮詢費收入	**471,997**	541,644
Performance guarantee and consulting fee income	履約擔保及諮詢費收入	**159,523**	135,509
Litigation guarantee and consulting fee income	訴訟擔保及諮詢費收入	**20**	226
		631,540	677,379
Less: Re-guarantee expenses	減：再擔保費用	**(7,217)**	(2,868)
Net guarantee and consulting fee income	**擔保及諮詢費淨收入**	**624,323**	674,511
Interest and handling fee income arising from:	**利息及手續費收入來自：**		
– Loans and advances to customers	– 發放貸款及墊款	**720,477**	1,024,716
– Factoring business	– 保理業務	**318,851**	262,495
– Cash at banks	– 銀行存款	**46,475**	65,083
– Credit consulting services commission income	– 信用服務佣金收入	**124,234**	40,215
– Finance lease business	– 融資租賃業務	**8,898**	17,686
– Time and restricted bank deposits	– 期限在3個月以上的定期存款和存出擔保保證金	**9,295**	19,909
Other interest income	– 其他利息及手續費收入	**45,733**	2,915
		1,273,963	1,433,019

2 NET FEE AND INTEREST INCOME *(CONTINUED)*

2 淨手續費及利息收入*（續）*

		2019 **2019年** ***RMB'000*** *人民幣千元*	2018 2018年 RMB'000 *人民幣千元*
Interest and commission expenses arising from:	**利息及手續費支出來自：**		
– Debts securities	– 應付債券	**(179,539)**	(277,041)
– Interest-bearing borrowings	– 計息借款	**(359,254)**	(215,130)
– Financial assets sold under repurchase agreements	– 賣出回購金融資產	**(36,266)**	(35,244)
– Commission expenses paid in relation to SME lending business	– 小微貸款佣金支出	**(84,021)**	(71,945)
– Interest on lease liabilities	– 租賃負債利息	**(3,120)**	–
– Other interest expenses	– 其他利息支出	**(12,966)**	(18,126)
– Other commission expenses	– 其他手續費支出	**(33,540)**	(34,488)
		(708,706)	(651,974)
Net interest and handling fee income	**利息及手續費淨收入**	**565,257**	781,045
Net fee and interest income	**淨手續費及利息收入**	**1,189,580**	1,455,556

The Group's customer base is diversified and has no customer with whom transactions exceeded 10% of the Group's net fee and interest income during the years ended 31 December 2019 and 2018. Details of concentrations of credit risk are set out in Note 37(a).

本集團擁有多元化的客戶基礎，截至2019年及2018年12月31日止年度的未有交易超過本集團淨手續費及利息收入10%的客戶。有關集中信貸風險詳情載列於附註37(a)。

Further details regarding the Group's principal activities are disclosed in Note 36.

有關本集團主要業務的詳情載列於附註36。

3 OTHER OPERATING INCOME, NET　3 其他運營收入，淨額

		2019 2019年 *RMB'000* *人民幣千元*	2018 2018年 *RMB'000* *人民幣千元*
Commission income of insurance broker business	保險經紀人業務收入	**38,673**	87,031
Commission expenses of insurance broker business	保險經紀人業務支出	**(35,273)**	(81,131)
Net gain on disposal of long-term investments	處置長期投資淨收益	**2,916**	21,329
Government grants	政府補助	**23,682**	23,501
Dividend income from financial assets measured at fair value	以公允價值計量的金融資產的股息收入	**11,155**	9,185
Rental income from properties	物業租金收入	**9,486**	7,336
Others	其他	**5,637**	5,661
		56,276	72,912

4 IMPAIRMENT LOSSES　4 減值損失

		2019 2019年 *RMB'000* *人民幣千元*	2018 2018年 *RMB'000* *人民幣千元*
Trade and other receivables *(Note 14(b))*	應收及其他應收款項*（附註14(b)）*	**(3,531)**	85,976
Loans and advances to customers *(Note 16(f))*	發放貸款及墊款*（附註16(f)）*	**118,263**	130,217
Receivables for factoring business *(Note 15(b))*	應收保理款*（附註15(b)）*	**(9,799)**	15,667
Finance lease receivables *(Note 17(b))*	應收融資租賃款*（附註17(b)）)*	**8,181**	25,474
		113,114	257,334

5 PROFIT BEFORE TAXATION

5 稅前利潤

Profit before taxation is arrived at after charging:

稅前利潤已扣除：

(a) Operating expenses:

(a) 營運支出

		2019 2019年 *RMB'000* *人民幣千元*	2018 2018年 *RMB'000* *人民幣千元*
Staff costs	員工薪酬		
– Salaries, wages, bonuses and other benefits	– 工資、獎金、津貼及其他福利	**377,918**	360,127
– Contributions to retirement schemes	– 養老保險	**60,272**	65,570
– Equity-settled share-based payment expenses	– 以股權結算的股份支付開支	**13,828**	25,109
– Termination benefits	– 辭退福利	**720**	–
Operating lease charges in respect of buildings	房屋經營租賃費用	**16,069**	76,585
Travel expenses	差旅費	**34,909**	47,617
Depreciation expenses	折舊費用		
– Owned property, plant and equipment and intangible assets	– 自有財產，廠房和設備及無形資產	**35,591**	41,963
– Right-of-use assets	– 使用權資產	**29,446**	–
Office expenses	辦公費	**20,428**	21,716
Tax and surcharges	稅金及附加	**13,836**	17,244
Meeting fee	會議費	**3,220**	4,043
Auditors' remuneration	審計費	**7,650**	7,430
Amortisation expenses	攤銷費用	**4,102**	3,143
Others	其他	**138,358**	144,644
		756,347	815,191

5 PROFIT BEFORE TAXATION *(CONTINUED)* 5 税前利潤*（續）*

(b) Other net losses: (b) 其他淨虧損：

		2019 2019年 *RMB'000* *人民幣千元*	2018 2018年 *RMB'000* *人民幣千元*
Net loss on disposal of property, plant and equipment	出售物業、廠房及設備淨損失	**29**	77
Others	其他	**12,130**	6,570
		12,159	6,647

6 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS 6 合併損益表中所得稅

(a) Taxation in the consolidated statement of profit or loss represents: (a) 合併損益表中的稅項指：

		2019 2019年 *RMB'000* *人民幣千元*	2018 2018年 *RMB'000* *人民幣千元*
Current tax *(Note 33(a))*	當期所得稅*（附註33(a)）*		
Provision for PRC income tax for the year	本年計提所得稅	**158,371**	155,736
Deferred tax *(Note 33(b))*	遞延所得稅*（附註33(b)）*		
Origination and reversal of temporary differences	暫時性差異的產生及轉回	**(28,765)**	(24,691)
		129,606	131,045

(Expressed in RMB'000 unless otherwise indicated)(除文意另有所指外，均以人民幣千元列示)

6 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS *(CONTINUED)*

6 合併損益表中所得稅*(續)*

(b) Reconciliation between tax expense and accounting profit at applicable tax rates:

(b) 按適用稅率計算的所得稅費用與會計利潤的調節表：

		2019	2018
		2019年	2018年
		RMB'000	*RMB'000*
		人民幣千元	*人民幣千元*
Profit before taxation	稅前利潤	**422,626**	459,536
Notional tax on profit before taxation calculated at the rates applicable in the jurisdictions concerned *(Note)*	按照法定稅率計算的所得稅*(附註)*	**60,380**	56,152
Effect of non-deductible expenses	不可抵扣支出的稅務影響	**3,897**	3,209
Effect of non-taxable income	非應稅收入的影響	**(13,319)**	–
Effect of unused tax losses not recognised	不可利用稅務損失的影響	**88,572**	71,684
Usage of previous years' loss	以前年度虧損的使用	**(9,924)**	–
Actual income tax expense	所得稅費用合計	**129,606**	131,045

Note:

Except for Hanhua Financing Guarantee Co., Ltd., Chongqing Hanhua Assets Management Co., Ltd., Chongqing Hanhua Micro-credit Co., Ltd., Sichuan Hanhua Financing Guarantee Co., Ltd., Chongqing Changjiang Financial Factoring Co., Ltd., Nanning Hanhua Micro-credit Co., Ltd., Guiyang Yunyan District Hanhua Micro-credit Co., Ltd., Beijing Hanhua Internet Technology Co., Ltd., Sichuan Hanhua Micro-credit Co., Ltd., and Horgos Huiwei Venture Capital Co., Ltd., the Company and its subsidiaries are subject to PRC income tax rate of 25%. Huiwei Hong Kong Holding Co., Ltd., HWA Asset Management Limited and Hanhua Hong Kong Holdings Co., Ltd. are subject to HK income tax rate of 16.5%.

附註：

除瀚華融資擔保股份有限公司、重慶瀚華資產管理有限公司、重慶市瀚華小額貸款有限責任公司、四川瀚華融資擔保有限公司、重慶長江保理有限公司、南寧市瀚華小額貸款有限公司、貴陽市雲巖區瀚華小額貸款有限公司、北京瀚華網路科技有限公司、四川瀚華小額貸款有限責任公司以及霍爾果斯市惠微創業投資有限公司以外，母公司及其子公司適用的中國所得稅率為25%。惠微香港控股有限公司，惠微資產管理有限公司以及瀚華香港控股有限公司適用的香港所得稅率為16.5%

6 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS *(CONTINUED)*

(b) Reconciliation between tax expense and accounting profit at applicable tax rates: *(Continued)*

Note: (Continued)

Hanhua Financing Guarantee Co., Ltd., Chongqing Hanhua Assets Management Co., Ltd., Chongqing Hanhua Micro-credit Co., Ltd., Sichuan Hanhua Financing Guarantee Co., Ltd., Chongqing Changjiang Financial Factoring Co., Ltd., Guiyang Yunyan District Hanhua Micro-credit Co., Ltd., and Sichuan Hanhua Micro-credit Co., Ltd. are qualified enterprises located in the Western Region and are therefore entitled to preferential tax rate of 15% during the years ended 31 December 2019 and 2018.

Nanning Hanhua Micro-credit Co., Ltd. is a qualified enterprise located in Guangxi Zhuang Autonomous Region and is therefore entitled to preferential tax rate of 15% during the years ended 31 December 2019 and 2018.

Beijing Hanhua Internet Technology Co., Ltd. is a qualified software enterprise since May 12, 2014, and is therefore entitled to exempt from PRC income tax in the first and the second years from the first- profitable year, and is subject to a 50% reduction in PRC income tax for the third year to the fifth year. Such tax exemption and reduction shall be implemented upon registration and filing with the tax authorities.

Horgos Huiwei Venture Capital Co., Ltd. is a qualified enterprise located in Horgos since January 26, 2017, and is therefore entitled to exempt from PRC income tax in the first to the fifth years from the first- profitable year, and be subject to a 50% reduction in PRC income tax for the sixth year to the tenth year. Such tax exemption and reduction shall be implemented upon registration and filing with the tax authorities.

6 合併損益表中所得稅 *(續)*

(b) 按適用稅率計算的所得稅費用與會計利潤的調節表：*(續)*

附註：(續)

瀚華融資擔保股份有限公司、重慶瀚華資產管理有限公司，重慶市瀚華小額貸款有限責任公司、四川瀚華融資擔保有限公司、重慶長江保理有限公司、貴陽市雲巖區瀚華小額貸款有限公司及四川瀚華小額貸款有限公司為符合西部大開發稅收優惠的企業，因而於截至2019年及2018年12月31日止年度享有優惠稅率15%。

南寧市瀚華小額貸款有限公司是一家位於廣西壯族自治區符合有關條件的企業，因此在截至2019年及2018年12月31日止年度享有15%的優惠稅率。

北京瀚華網路科技有限公司自2014年5月12日起為合資格軟體企業，因此自首次獲利起，第一年至第二年獲豁免繳納中國所得稅，並於第三至第五年獲減免50%中國所得稅。有關稅務寬減及減免將於向稅務機關註冊及存檔後實施。

霍爾果斯市惠微創業投資有限公司自2017年1月26日起為霍爾果斯市合資格企業，因此自首次獲利起，第一年至第五年獲豁免繳納中國所得稅，並於第六至第十年獲減免50%中國所得稅。有關稅務寬減及減免將於向稅務機關註冊及存檔後實施。

(Expressed in RMB'000 unless otherwise indicated)(除文意另有所指外，均以人民幣千元列示)

7 DIRECTOR'S REMUNERATION

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

7 董事和監事薪酬

董事和監事薪酬按照香港公司條例383(1)以及《公司(披露董事利益資料)規例》第二部份披露如下：

		2019 2019年					
		Director's Fees 董事費 *RMB'000 人民幣千元*	Salaries allowances and benefits in kind 薪酬、津貼及其他福利 *RMB'000 人民幣千元*	Discretionary Bonuses 獎金 *RMB'000 人民幣千元*	Sub-total 小計 *RMB'000 人民幣千元*	Share-based Payment *(Note)* 以權益結算的股份支付 *(附註)* *RMB'000 人民幣千元*	Total 合計 *RMB'000 人民幣千元*
Chairman	**主席**						
Zhang Guoxiang	張國祥	-	2,508	799	3,307	9,249	12,556
Vice Chairman	**副主席**						
Wang Dayong	王大勇	-	2,023	611	2,634	581	3,215
Executive director	**執行董事**						
Cui Weilan	崔巍嵐	-	2,259	560	2,819	581	3,400
Non-executive directors	**非執行董事**						
Tu Jianhua	涂建華	-	-	-	-	-	-
Liu Jiaoyang	劉驕楊	-	-	-	-	-	-
Liu Tingrong	劉廷榮	-	-	-	-	-	-
Wang Fangfei	王芳霏	-	-	-	-	-	-
Feng Yongxiang	馮永祥	-	-	-	-	-	-
Liu Bolin	劉博霖	-	-	-	-	-	-
Duan Xiaohua (Retired on 28 May 2019)	段曉華 (2019年5月28日退休)	-	-	-	-	-	-
Independent non-executive directors	**獨立非執行董事**						
Bai Qinxian	白欽先	-	177	-	177	-	177
Deng Zhaoyu	鄧昭雨	-	177	-	177	-	177
Qian Shizheng	錢世政	-	177	-	177	-	177
Ng Leung Sing	吳亮星	-	177	-	177	-	177
Yuan Xiaobin	袁小彬	-	177	-	177	-	177
Supervisor	**監事**						
Li Ruping	李如平	-	780	168	948	603	1,551
Chen Zhonghua	陳中華	-	546	230	776	-	776
Qin Yong	秦湧	-	280	57	337	-	337
		-	9,281	2,425	11,706	11,014	22,720

7 DIRECTOR'S REMUNERATION *(CONTINUED)* 7 董事和監事薪酬*（續）*

		2018 2018年					
		Director's Fees 董事費 *RMB'000 人民幣千元*	Salaries allowances and benefits in kind 薪酬、津貼及其他福利 *RMB'000 人民幣千元*	Discretionary Bonuses 獎金 *RMB'000 人民幣千元*	Sub-total 小計 *RMB'000 人民幣千元*	Share- based Payment *(Note)* 以權益結算的股份支付 *（附註）* *RMB'000 人民幣千元*	Total 合計 *RMB'000 人民幣千元*
Chairman	**主席**						
Zhang Guoxiang	張國祥	–	2,508	2,248	4,756	16,795	21,551
Vice Chairman	**副主席**						
Wang Dayong	王大勇	–	2,293	1,974	4,267	1,055	5,322
Executive director	**執行董事**						
Cui Weilan	崔巍嵐	–	2,262	1,975	4,237	1,055	5,292
Non-executive directors	**非執行董事**						
Tu Jianhua	涂建華	–	–	–	–	–	–
Duan Xiaohua	段曉華	–	–	–	–	–	–
Liu Jiaoyang	劉驕楊	–	–	–	–	–	–
Liu Tingrong	劉廷榮	–	–	–	–	–	–
Wang Fangfei	王芳霏	–	–	–	–	–	–
Feng Yongxiang	馮永祥	–	–	–	–	–	–
Liu Bolin	劉博霖	–	–	–	–	–	–
Independent non-executive directors	**獨立非執行董事**						
Bai Qinxian	白欽先	–	169	–	169	–	169
Deng Zhaoyu	鄧昭雨	–	169	–	169	–	169
Qian Shizheng	錢世政	–	169	–	169	–	169
Ng Leung Sing	吳亮星	–	169	–	169	–	169
Yuan Xiaobin	袁小彬	–	169	–	169	–	169
Supervisor	**監事**						
Li Ruping	李如平	–	780	462	1,242	1,096	2,338
Chen Zhonghua	陳中華	–	346	273	619	–	619
Qin Yong	秦湧	–	177	103	280	–	280
		–	9,211	7,035	16,246	20,001	36,247

(Expressed in RMB'000 unless otherwise indicated)(除文意另有所指外，均以人民幣千元列示)

7 DIRECTOR'S REMUNERATION *(CONTINUED)*

Note: These represent the estimated value of share-based payment granted to the directors under the Company's incentive scheme. The value of these share-based payment is measured according to the Group's accounting policies for share-based payment transactions as set out in Note 1(o)(ii).

The details of these benefits in kind, including the principal terms and number of options granted, are disclosed in Note 32.

7 董事和監事薪酬*(續)*

附註： 該金額代表以權益結算的股份支付的估計價值。以權益結算的股份支付是根據本公司的股權激勵計劃向公司董事授予。該評估價值是根據附註1(o)(ii)所列關於以權益結算的股份支付的會計政策計算所得。

已授予的股份支付的具體信息，包括主要條款和數量，已在附註32披露。

8 INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, three (2018: three) are directors whose emoluments are disclosed in Note 7.

The aggregate of the emoluments in respect of the other two (2018: two) individuals are as follows:

8 最高薪酬人士

五名最高薪酬人士中，其中三名(2018年：三名)為本公司董事，彼等的酬金已於附註7披露。

剩餘兩名(2018年：兩名)個人的薪酬總額載列如下：

		2019 **2019年** ***RMB'000*** ***人民幣千元***	2018 2018年 *RMB'000* *人民幣千元*
Salaries and other emoluments	工資和其他薪酬	**3,516**	3,471
Discretionary bonuses	獎金	**1,680**	3,083
Equity settled share-based payment expenses	以股權結算以股份為基礎付款開支	**937**	1,702
		6,133	8,256

8 INDIVIDUALS WITH HIGHEST EMOLUMENTS *(CONTINUED)*

The emoluments of the two (2018: two) individuals with the highest emoluments are within the following bands:

8 最高薪酬人士*（續）*

二名最高薪酬人士（2018年：兩名）的薪酬分佈如下：

	2019 **2019年** ***Number of individuals*** *人數*	2018 2018年 *Number of individuals* *人數*
RMB *人民幣* Nil無– 6,000,000	**2**	2

9 PROFIT ATTRIBUTABLE TO EQUITY SHAREHOLDERS OF THE COMPANY

The consolidated profit attributable to equity shareholders of the Company includes a profit of RMB224.8 million (2018: profit of RMB99.0 million) which has been dealt with in the financial statements of the Company (see Note 34(a)).

9 本公司股東應佔溢利

本公司股東應佔綜合溢利包括收益人民幣224.8百萬元（2018年為收益人民幣99.0百萬元），而該等收益已於本公司財務報表中處理（見附註34 (a)）。

10 OTHER COMPREHENSIVE INCOME

10 其他綜合收益

Tax effects relating to each component of other comprehensive income

其他綜合收益各部份的稅務影響

		2019 2019年			2018 2018年		
		Before-tax amount 稅前數額 *RMB'000 人民幣千元*	**Tax expense 稅項費用 *RMB'000 人民幣千元***	**Net-of-tax amount 扣除稅項數據 *RMB'000 人民幣千元***	Before-tax amount 稅前數據 *RMB'000 人民幣千元*	Tax Benefit 稅項收益 *RMB'000 人民幣千元 Note 33(b) (附註33(b))*	Net-of-tax amount 扣除稅項數額 *RMB'000 人民幣千元*
Exchange differences on translation of financial statements of overseas subsidiaries	換算海外附屬公司財務報表的匯兑差額	**5,000**	**–**	**5,000**	(2,633)	–	(2,633)
Other comprehensive income	其他綜合收益	**5,000**	**–**	**5,000**	(2,633)	–	(2,633)

11 EARNING PER SHARE

The calculation of basic earnings per share is based on the profit attributable to ordinary equity shareholders of the Company and the weighted average of ordinary shares in issue during the year, calculated as follows:

11 每股收益

基本每股收益根據以下本年歸屬於本公司普通股本股東的淨利潤及已發行普通股的加權平均數計算：

		2019 2019年	2018 2018年
Profit attributable to the equity shareholders of the Company *(RMB'000)*	歸屬於本公司股東的淨利潤*（人民幣千元）*	**241,812**	289,421
Weighted average number of ordinary shares in issue for the purpose of basic earnings per share *('000)*	於12月31日的已發行普通股加權平均數*（千股）*	**4,600,000**	4,600,000
Basic earnings per share *(RMB)*	基本每股收益*（人民幣元）*	**0.05**	0.06

(i) Weighted average number of ordinary shares

(i) 普通股的加權平均數

		2019 2019年 *'000* *千股*	2018 2018年 *'000* *千股*
Issued ordinary shares at 1 January	於1月1日已發行普通股	**4,600,000**	4,600,000
Effect of new issues	新發行的影響	**–**	–
Weighted average number of ordinary shares at 31 December	於12月31日普通股的加權平均數	**4,600,000**	4,600,000

There were no dilutive potential ordinary shares during the years ended 31 December 2019 and 2018, and therefore, diluted earnings per share are the same as the basic earnings per share.

於截至2019年及2018年12月31日止年度，沒有潛在可稀釋的普通股，因此，稀釋每股收益相等於基本每股收益。

(Expressed in RMB'000 unless otherwise indicated)(除文意另有所指外，均以人民幣千元列示)

12 CASH AND CASH EQUIVALENTS

12 貨幣資金

(a) Cash and cash equivalents comprise:

(a) 貨幣資金包括：

		31 December 2019 2019年 12月31日 RMB'000 人民幣千元	31 December 2018 2018年 12月31日 RMB'000 人民幣千元
Cash in hand	庫存現金	**99**	94
Cash at banks	銀行存款	**1,635,964**	1,903,103
Cash and cash equivalents in the consolidated cash flow statements	合併現金流量表的貨幣資金	**1,636,063**	1,903,197

The Group's provision of guarantee and loan to customer services in the PRC are conducted in RMB. RMB is not a freely convertible currency and the remittance of RMB out of the PRC is subject to the relevant rules and regulations of foreign exchange control promulgated by the PRC government.

本集團在中國經營向客戶提供的擔保及貸款服務以人民幣進行。人民幣並非可自由兑換的貨幣，將人民幣匯出中國境外須受中國政府頒佈的相關外匯管制規則及法規所規限。

At 31 December 2019, cash at banks deposited in related parties was amounted to RMB384.1 million (31 December 2018: RMB153.8 million) (see Note 39(c)).

於2019年12月31日，銀行存款中有人民幣384.1百萬元(2018年12月31日為人民幣153.8百萬元)存放於關聯方。(見附註39(c))。

12 CASH AND CASH EQUIVALENTS *(CONTINUED)* 12 貨幣資金*（續）*

(b) Reconciliation of profit before taxation to cash used in operations: (b) 稅前利潤與經營活動所用的現金的調節表：

		31 December 2019 2019年 12月31日 *RMB'000 人民幣千元*	31 December 2018 2018年 12月31日 *RMB'000 人民幣千元* *(Note) （附註）*
Profit before taxation	稅前利潤	**422,626**	459,536
Adjustments for:	調整：		
Impairment losses	資產減值損失	**113,114**	257,334
Reversal for guarantee losses	轉回擔保賠償準備金	**(5,356)**	(1,080)
Depreciation and amortisation	折舊及攤銷費用	**39,693**	45,106
Loss on sale of property, plant and equipment	處置物業、廠房及設備損失	**29**	77
Interest expenses	利息支出	**575,059**	527,415
Share of profits of associate	對聯營企業確認的投資收益	**(56,322)**	(32,293)
Share of losses of a joint venture	對合營企業確認的投資損失	**4,305**	4,296
Equity-settled share-based payment	以權益結算的股份支付	**13,828**	25,109
Foreign exchange (gains)/losses	匯兑（收益）／損失	**(90)**	2,156
Dividend income from other investments	其他投資的股息收入	**(11,155)**	(9,185)
Gain on sale of investments	其他投資的處置收益	**(48,337)**	(49,273)
Net trading losses	淨交易損失	**44,494**	33,561
Depreciation of leased asset	租賃資產折舊	**29,446**	–
Interest element of lease rentals paid	支付租賃租金的利息	**3,120**	–
Changes in working capital	營運資金變動		
Increase in time and restricted bank deposits	期限在3個月以上的定期存款和存出擔保保金增加	**(366,047)**	(127,352)
Decrease in loans and advances to customers	發放貸款及墊款減少	**841,948**	1,888,684
Decrease/(increase) in receivables for factoring business	應收保理款項減少／（增加）	**693,346**	(739,966)
Decrease/(increase) in trade and other receivables	應收及其他應收款項減少／（增加）	**329,602**	(209,839)
(Decrease)/increase in customer pledged deposits	存入保證金（減少）／增加	**(30,465)**	10,039
Decrease in accruals and other payables	應計及其他應付款項減少	**(103,167)**	(5,273)
Cash generated from operations operations	經營活動產生的現金	**2,489,671**	2,079,052

12 CASH AND CASH EQUIVALENTS *(CONTINUED)*

(b) Reconciliation of profit before taxation to cash used in operations: *(Continued)*

Note: The Group has initially applied HKFRS 16 using the modified retrospective approach to recognise right-of-use assets and lease liabilities relating to leases which were previously classified as operating leases under HKAS 17. Previously, cash payments under operating leases made by the Group as a lessee of RMB69.1 million were classified as operating activities in the consolidated cash flow statement. Under HKFRS 16, except for short-term lease payments, payments for leases of low value assets and variable lease payments not included in the measurement of lease liabilities, all other rentals paid on leases are now split into capital element and interest element (see Note 12(c)) and classified as financing cash outflows. Under the modified retrospective approach, the comparative information is not restated. Further details on the impact of the transition to HKFRS 16 are set out in Note 1(c).

12 貨幣資金*（續）*

(b) 稅前利潤與經營活動所用的現金的調節表：*（續）*

附註： 本集團已採用經修訂的追溯調整法首次適用HKFRS 16，確認了與原在HKAS 17下歸為經營租賃有關的使用權資產及租賃負債。本集團作為承租人所支付的人民幣69.1百萬元經營租賃現金在合併現金流量表中列為經營活動。在HKFRS 16準則下，除短期租賃支付、低價值資產租賃支付和不計入租賃負債計量的可變租賃支付外，所有其他租賃支付的租金現分為資本要素和利息要素（見附註12(c)），並歸類為籌資現金流出。在調整後的回溯法下，比較的信息不做重述。有關過渡至HKFRS 16的影響，詳情見附註1(c)。

12 CASH AND CASH EQUIVALENTS *(CONTINUED)* 12 貨幣資金*（續）*

(c) Reconciliation of liabilities arising from financing activities: (c) 籌資活動引起的負債調節表

		Interest-bearing borrowing 計息借款 *RMB'000 人民幣千元*	Debts securities issued 應付債券 *RMB'000 人民幣千元*	Financial assets sold under repurchase agreement 賣出回購金融資產 *RMB'000 人民幣千元*	Lease liabilities 租賃負債 *RMB'000 人民幣千元*	Total 合計 *RMB'000 人民幣千元*
At 31 December 2018	**截止2018年12月31日**	**5,529,370**	**3,392,920**	**255,704**	**–**	**9,177,994**
Impact on initial application of HKFRS 16 *(Note 1(c))*	**首次使用HKFRS 16 *（附註1(c)）*的影響**	**–**	**–**	**–**	**41,358**	**41,358**
At 1 January 2019	**於2019年1月1日**	**5,529,370**	**3,392,920**	**255,704**	**41,358**	**9,219,352**
Changes from financing cash flow	**籌資活動現金流變動**					
Proceeds from interest-bearing borrowings	取得借款收到的現金	**3,190,441**	**–**	**–**	**–**	**3,190,441**
Proceeds from the issuance of debt securities	發行債券所得款項	**–**	**135,320**	**–**	**–**	**135,320**
Proceeds from financial assets sold under repurchase agreement	賣出回購金融資產收到的現金	**–**	**–**	**245,522**	**–**	**245,522**
Repayment of interest-bearing borrowings	償還借款本金支付的現金	**(2,913,739)**	**–**	**–**	**–**	**(2,913,739)**
Repayment of debt securities	償還債券支付的現金	**–**	**(1,822,230)**	**–**	**–**	**(1,822,230)**
Repurchase of assets with repurchase agreement	回購賣出回購資產支出的現金	**–**	**–**	**(165,962)**	**–**	**(165,962)**
Capital element of lease rentals paid	支付的租賃租金的本金部分				**(31,837)**	**(31,837)**
Interest paid	利息支出	**(391,397)**	**(181,935)**	**(40,575)**	**–**	**(613,907)**
Interest element of lease rentals paid	支付的租賃租金的利息部分	**–**	**–**	**–**	**(3,120)**	**(3,120)**
Total changes from financing cash flows	籌資活動現金流變動總額	**(114,695)**	**(1,868,845)**	**38,985**	**(34,957)**	**(1,979,512)**
Other changes:	**其他變動**					
Increase in lease liabilities from entering into new leases during the year	本年度因簽訂新租約而增加的租賃負債	**–**	**–**	**–**	**23,075**	**23,075**
Interest expenses *(Note 2)*	利息費用*（附註2）*	**359,254**	**179,539**	**36,266**	**3,120**	**578,179**
Total other changes	其他變動總額	**359,254**	**179,539**	**36,266**	**26,195**	**601,254**
At 31 December 2019	**於2019年12月31日**	**5,773,929**	**1,703,614**	**330,955**	**32,596**	**7,841,094**

(Expressed in RMB'000 unless otherwise indicated)(除文意另有所指外，均以人民幣千元列示)

12 CASH AND CASH EQUIVALENTS *(CONTINUED)* 12 貨幣資金*(續)*

(c) Reconciliation of liabilities arising from financing activities: *(Continued)* (c) 籌資活動引起的負債調節表*(續)*

		Interest-bearing borrowing 計息借款 *RMB'000 人民幣千元*	Debts securities issued 應付債券 *RMB'000 人民幣千元*	Financial assets sold under repurchase agreement 賣出回購金融資產 *RMB'000 人民幣千元*	Total 合計 *RMB'000 人民幣千元*
At 1 January 2018	**於2018年1月1日**	3,807,757	4,267,892	868,792	8,944,441
Changes from financing cash flow	**籌資活動現金流變動**				
Proceeds from interest-bearing borrowings borrowings	取得借款收到的現金	5,793,195	–	–	5,793,195
Proceeds from the issuance of debt securities securities	發行債券所得款項	–	166,570	–	166,570
Proceeds from financial assets sold under repurchase agreement	賣出回購金融資產收到的現金	–	–	280,670	280,670
Repayment of interest-bearing borrowings	償還借款本金支付的現金	(4,146,320)	–	–	(4,146,320)
Repayment of debt securities	償還債券支付的現金	–	(1,089,043)	–	(1,089,043)
Repurchase of assets with repurchase agreement	回購賣出回購資產支出的現金	–	–	(903,125)	(903,125)
Interest paid	利息支出	(171,079)	(283,179)	(28,988)	(483,246)
Total changes from financing cash flows	籌資活動現金流變動總額	1,475,796	(1,205,652)	(651,443)	(381,299)
Other changes:	**其他變動**				
Increase of interest payable	應付利息的增加	30,687	53,639	3,111	87,437
Interest expenses *(Note 2)*	利息費用*(附註(2))*	215,130	277,041	35,244	527,415
Total other changes	其他變動總額	245,817	330,680	38,355	614,852
At 31 December 2018	**於2018年12月31日**	5,529,370	3,392,920	255,704	9,177,994

12 CASH AND CASH EQUIVALENTS *(CONTINUED)* 12 貨幣資金*（續）*

(d) Total cash outflow for leases: (d) 租賃現金流出總額

Amounts included in the cash flow statement for leases comprise the following:

租賃現金流量表中包含的金額

		2019 **2019年** ***RMB'000*** *人民幣千元*	2018 2018年 *(Note)* *（附註）* *RMB'000* *人民幣千元*
Within operating cash flows	經營現金流	**16,069**	69,120
Within financing cash flows	籌資現金流	**29,319**	–
Cash flows of rentals paid on leases	租賃支付的租金現金流	**45,388**	69,120

Note: As explained in the Note 12(b), the adoption of HKFRS 16 introduces a change in classification of cash flows of certain rentals paid on leases. The comparative amounts have not been restated.

附註： 如附註12(b)所述，採用HKFRS 16會導致租賃支付的某些租金的現金流分類發生變化。比較金額並未重述。

These amounts relate to the following:

這些金額涉及以下方面：

		2019 **2019年** ***RMB'000*** *人民幣千元*	2018 2018年 *RMB'000* *人民幣千元*
Lease rentals paid	支付的租賃租金	**45,388**	69,120

13 TIME AND RESTRICTED BANK DEPOSITS

The balance represents the deposits at banks for the credit guarantees that the Group provides to third parties for their borrowing from banks and the deposits at banks whose maturities are above 3 months.

13 期限在3個月以上的定期存款和存出擔保保證金

所有定期及受限銀行存款為本集團就其銀行借款向第三方提供信用擔保而須存放於銀行的存款以及期限在三個月以上的定期存單。

14 TRADE AND OTHER RECEIVABLES

14 應收及其他應收款項

		31 December 2019 **2019年 12月31日** ***RMB'000*** ***人民幣千元***	31 December 2018 2018年 12月31日 *RMB'000* *人民幣千元*
Receivables for default payments *(Note 14(a))*	應收代償款*（附註14(a)）*	**741,259**	861,471
Trade receivables *(Note 14(c))*	應收賬款*（附註14(c)）*	**89,096**	31,742
Less: allowance for doubtful debts *(Note 14(b))*	減：壞賬準備*（附註14(b)）*	**(285,493)**	(342,032)
		544,862	551,181
Interest receivables	應收利息	**88,845**	118,793
Receivables for assets disposal	應收資產轉讓款	**717,627**	789,660
Other prepayments, deposits and other receivables	其他預付款項、押金及其他應收款項	**282,764**	719,009
		1,634,098	2,178,643

As at 31 December 2019, except for deposits of RMB47.6 million (2018: RMB26.3 million), all of the remaining other prepayment, deposits and other receivables are expected to be recovered or recognized as expense within one year.

於2019年12月31日，除押金人民幣47.6百萬元（於2018年12月31日為人民幣26.3百萬元）外，其他所有應收及其他應收款項預計於一年內收回或確認為費用。

14 TRADE AND OTHER RECEIVABLES *(CONTINUED)*

(a) Ageing analysis:

As at 31 December 2019 and 2018, the ageing analysis of receivables for default payments, based on the invoice date and net of allowance for doubtful debts, is as follows:

14 應收及其他應收款項*（續）*

(a) 賬齡分析：

於截至2019年和2018年12月31日期內，根據發票日期及扣除壞賬準備後的應收代償款的賬齡分析如下：

		31 December 2019 2019年 12月31日 *RMB'000* *人民幣千元*	31 December 2018 2018年 12月31日 *RMB'000* *人民幣千元*
Within 1 year	一年以內	**137,867**	220,941
Over 1 year but less than 2 years	一至二年	**140,105**	136,631
Over 2 years but less than 3 years	二至三年	**109,446**	119,428
Over 3 years but less than 4 years	三至四年	**81,827**	205,616
Over 4 years but less than 5 years	四至五年	**137,183**	133,801
Over 5 years	五年以上	**134,831**	45,054
		741,259	861,471
Less: allowance for doubtful debts	減：壞賬準備	**(285,493)**	(342,032)
		455,766	519,439

14 TRADE AND OTHER RECEIVABLES *(CONTINUED)*

(b) Impairment of receivables for default payments:

Impairment losses in respect of receivables for default payments are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against receivables for default payments directly (see Note 1(k)(ii)).

The movement in the allowance for doubtful debts during the years ended 31 December 2019 and 2018 is as follows:

14 應收及其他應收款項（*續*）

(b) 應收代償款減值：

應收代償款的資產減值損失以備抵帳記錄，除非本集團認為收回有關款項的機會甚微，在該情況下，資產減值損失將直接從應收代償款核銷（見附註1(k)(ii)）。

以下為截至2019年及2018年12月31日止年度的壞賬準備變動（包括個別及組合損失部份）：

		31 December 2019	31 December 2018
		2019年	2018年
		12月31日	12月31日
		RMB'000	*RMB'000*
		人民幣千元	*人民幣千元*
At 1 January	於1月1日	**342,032**	454,040
Impairment loss recognised in the consolidated statement of profit and loss *(Note 4)*	於合併損益表確認的資產減值損失（*附註4*）	**(3,531)**	85,976
Recoveries	收回已核銷	**43,594**	17,394
Write-off	本年核銷	**(96,602)**	(215,378)
At 31 December	於12月31日	**285,493**	342,032

At 31 December 2019, the Group's receivables for default payments of RMB741.3 million (2018: RMB861.5 million) were individually determined to be impaired. The individually impaired receivables were related to customers that were in financial difficulties and management assessed that only a portion of the receivables is expected to be recovered. Consequently, specific allowances for doubtful debts of RMB285.5 million (2018: RMB342.0 million) were recognised.

於2019年12月31日，本集團有人民幣741.3百萬元（2018年：861.5百萬元）的應收代償款被個別擬定為減值。個別減值應收款項涉及財務困難的客戶，而管理層作出評估時亦預計僅能收回當中部份的應收款項。因此，已在2019年12月31日作出人民幣285.5百萬元（2018年：人民幣342.0百萬元）的個別壞賬準備。

14 TRADE AND OTHER RECEIVABLES *(CONTINUED)* 14 應收及其他應收款項*（續）*

(c) Trade receivables that are not impaired (c) 未減值的應收款項

The ageing analysis of trade receivables that are neither individually nor collectively considered to be impaired are as follows:

對既未個別計提也未組合計提的應收款項的賬齡分析如下：

		31 December 2019 2019年 12月31日 *RMB'000* *人民幣千元*	31 December 2018 2018年 12月31日 *RMB'000* *人民幣千元*
Neither past due nor impaired	未逾期未減值	**89,096**	31,742

Trade receivables that were neither past due nor impaired relate to a wide range of customers for whom there was no recent history of default.

未逾期未減值的應收款項與一系列從未有違約歷史的客戶相關。

15 RECEIVABLES FOR FACTORING BUSINESS 15 應收保理款

		31 December 2019 2019年 12月31日 *RMB'000* *人民幣千元*	31 December 2018 2018年 12月31日 *RMB'000* *人民幣千元*
Receivables for factoring business	應收保理款	**1,706,544**	2,399,890
Add: Interest receivable	加：應收利息	**61,939**	110,663
Less: allowance for doubtful debts *(Note 15(b))*	減：壞賬準備*（附註15 (b)）*	**(32,448)**	(42,247)
		1,736,035	2,468,306

Receivables for factoring business which have been pledged for the repurchase agreements (see Note 27) amounted to RMB308.9 million (2018: RMB232.3 million) as at 31 December 2019.

截至2019年12月31日，應收保理款中包括賣出回購合約下質押的賬面值為人民幣308.9百萬元（2018年：人民幣232.3百萬元）（見附注27）。

15 RECEIVABLES FOR FACTORING BUSINESS *(CONTINUED)*

15 應收保理款*（續）*

(a) Receivables for factoring business analysed by overdue period

(a) 應收保理款按逾期期限分析

		31 December 2019 2019年 12月31日 *RMB'000* *人民幣千元*	31 December 2018 2018年 12月31日 *RMB'000* *人民幣千元*
Not overdue	未逾期	**1,700,330**	2,386,663
Overdue within 3 months (inclusive)	逾期3個月以內（含3個月）	**5,753**	32,983
Overdue more than 3 months to 6 months (inclusive)	逾期3個月至6個月（含6個月）	**1,808**	27,347
Overdue more than 6 months to one year (inclusive)	逾期6個月至1年（含1年）	**2,779**	19,855
Overdue more than one year	逾期1年以上	**25,365**	1,458
		1,736,035	2,468,306

15 RECEIVABLES FOR FACTORING BUSINESS *(CONTINUED)*

15 應收保理款*（續）*

(b) Impairment of receivables for factoring business:

(b) 應收保理款的資產減值損失：

Impairment losses in respect of receivables for factoring business are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against receivables for factoring business directly (see Note 1(k)(ii)).

應收保理款的資產減值損失以備抵帳記錄，除非本集團認為收回有關款項的機會甚微，在該情況下，資產減值損失將直接從應收保理款核銷（見附註1(k)(ii)）。

		At 31 December 2019 於2019年12月31日			
		12-month ECL 未來12個月預期信用損失 *RMB'000 人民幣千元*	Lifetime ECL credit Not impaired 整個存續期內預期信用損失未發生信用減值 *RMB'000 人民幣千元*	Lifetime ECL credit Impaired 整個存續期內預期信用損失已發生信用減值 *RMB'000 人民幣千元*	Total 合計 *RMB'000 人民幣千元*
At 1 January	於1月1日	**35,017**	**4,117**	**3,113**	**42,247**
Transfer to lifetime ECL credit-impaired	轉入整個存續期內信用受損	**(19)**	**(804)**	**823**	**–**
Reversal for the period	本期沖銷	**(15,574)**	**(1,050)**	**6,825**	**(9,799)**
At 31 December	於12月31日	**19,424**	**2,263**	**10,761**	**32,448**

15 RECEIVABLES FOR FACTORING BUSINESS *(CONTINUED)*

15 應收保理款*（續）*

(b) Impairment of receivables for factoring business: *(Continued)*

(b) 應收保理款的資產減值損失：*（續）*

		At 31 December 2018 於2018年12月31日			
		12-month ECL 未來12個月預期信用損失 *RMB'000 人民幣千元*	Lifetime ECL credit Not impaired 整個存續期內預期信用損失未發生信用減值 *RMB'000 人民幣千元*	Lifetime ECL credit Impaired 整個存續期內預期信用損失已發生信用減值 *RMB'000 人民幣千元*	Total 合計 *RMB'000 人民幣千元*
At 1 January	於1月1日	26,382	–	198	26,580
Charge for the period	本期計提	8,635	4,117	2,915	15,667
At 31 December	於12月31日	35,017	4,117	3,113	42,247

16 LOANS AND ADVANCES TO CUSTOMERS 16 發放貸款及墊款

(a) Analysed by nature (a) 按性質分析

		31 December 2019 2019年 12月31日 RMB'000 人民幣千元	31 December 2018 2018年 12月31日 RMB'000 人民幣千元
SME lending	小額貸款	**3,700,654**	4,711,230
Entrusted loans	委託貸款	**1,161,615**	1,134,107
Gross loans and advances to customers	發放貸款及墊款總額	**4,862,269**	5,845,337
Add: Interest receivable	加：應收利息	**106,026**	140,013
Less: Allowances for impairment losses	減：貸款減值準備	**(290,837)**	(319,207)
Net loans and advances to customers	發放貸款及墊款淨額	**4,677,458**	5,666,143

Loans and advances to customers included loans under repurchase agreements, amounting to RMB17.0 million (2018: RMB14.0 million) as at 31 December 2019 (See Note 27).

於2019年12月31日，發放貸款及墊款中包括賣出回購合約下質押的貸款，其賬面價值為人民幣17.0百萬元（於2018年12月31日為人民幣14.0百萬元）（見附註27）。

Loans and advances to customers included loans of RMB0 million arising from the consolidation of structured entities which issued micro loan backed securities to institutional investors by the Group as at 31 December 2019 (31 December 2018: RMB1,042.7 million) (Note 43).

於2019年12月31日，發放貸款及墊款中包括因本集團合併向機構投資者發行小額貸款資產支援證券的結構化主體而產生的小額貸款，其賬面價值為人民幣0百萬元（於2018年12月31日為人民幣1,042.7百萬元）（見附註43）。

Loans and advances to customers included loans of RMB910.5 arising from the consolidation of trust plans in which the Group hold the subordinated tranches as at 31 December 2019 (31 December 2018: RMB248.8 million).

於2019年12月31日，發放貸款及墊款中包括因本集團合併持有的信託計劃劣後級的結構化主體而產生的小額貸款，其帳面價值為人民幣910.5百萬元（2018年12月31日：人民幣248.8百萬元）。

16 LOANS AND ADVANCES TO CUSTOMERS *(CONTINUED)* 16 發放貸款及墊款*（續）*

(b) Analysed by industry sector (b) 按行業分析

		31 December 2019 2019年12月31日		31 December 2018 2018年12月31日	
		RMB'000 人民幣千元	*% %*	*RMB'000 人民幣千元*	*% %*
Wholesale and retail	批發和零售業	**389,463**	**8.01%**	380,711	6.51%
Leasing and commercial services	租賃和商業服務業	**367,087**	**7.55%**	193,190	3.31%
Real estate	房地產	**335,040**	**6.89%**	332,740	5.69%
Construction	建築業	**85,836**	**1.77%**	230,216	3.94%
Manufacturing	製造業	**46,968**	**0.97%**	143,617	2.46%
Others	其他	**193,720**	**3.98%**	212,359	3.63%
Micro-lending	小微企業貸款	**1,418,114**	**29.17%**	1,492,833	25.54%
Retail loans	個人貸款	**3,444,155**	**70.83%**	4,352,504	74.46%
Gross loans and advances to customers	發放貸款及墊款總額	**4,862,269**	**100.00%**	5,845,337	100.00%
Add: Interest receivable	加：應收利息	**106,026**		140,013	
Less: Allowances for impairment losses	減：貸款減值準備	**(290,837)**		(319,207)	
Net loans and advances to customers	發放貸款及墊款淨額	**4,677,458**		5,666,143	

16 LOANS AND ADVANCES TO CUSTOMERS *(CONTINUED)* 16 發放貸款及墊款*（續）*

(c) Analysed by type of collateral (c) 按抵押品種類分析

		31 December 2019 2019年 12月31日 *RMB'000* *人民幣千元*	31 December 2018 2018年 12月31日 *RMB'000* *人民幣千元*
Secured loans	抵質押貸款	**3,504,520**	3,389,716
Guaranteed loans	保證貸款	**899,601**	1,424,603
Unsecured loans	無擔保貸款	**458,148**	1,031,018
Gross loans and advances to customers	發放貸款及墊款總額	**4,862,269**	5,845,337
Add: Interest Receivable	加：應收利息	**106,026**	140,013
Less: Allowances for impairment losses	減：貸款減值準備	**(290,837)**	(319,207)
Net loans and advances to customers	發放貸款及墊款淨額	**4,677,458**	5,666,143

16 LOANS AND ADVANCES TO CUSTOMERS *(CONTINUED)*

16 發放貸款及墊款*（續）*

(d) Overdue loans analysed by overdue period (exclusive interest receivable)

(d) 已逾期貸款的逾期期限分析（不包括應收利息）

		31 December 2019 2019年 12月31日 *RMB'000* *人民幣千元*	31 December 2018 2018年 12月31日 *RMB'000* *人民幣千元*
Overdue within 3 months (inclusive)	逾期3個月以內（含3個月）	**173,678**	327,728
Overdue more than 3 months to 6 months (inclusive)	逾期3個月至6個月（含6個月）	**94,237**	77,661
Overdue more than 6 months to one year (inclusive)	逾期6個月至1年（含1年）	**125,540**	68,839
Overdue more than one year	逾期1年以上	**172,629**	190,084
		566,084	664,312

Overdue loans represent loans, of which the whole or part of the principal or interest were overdue for one day or more.

已逾期貸款是指全部或部分本金或利息逾期1天或以上的貸款。

16 LOANS AND ADVANCES TO CUSTOMERS *(CONTINUED)* 16 發放貸款及墊款*(續)*

(e) Analysed by methods for assessing allowances for impairment (e) 按減值損失準備金評估方法分析

		31 December 2019 2019年12月31日			
		12-month ECL 未來12個月預期信用損失 *RMB'000 人民幣千元*	Lifetime ECL not credit impaired 整個存續期預期信用損失未發生信用減值 *RMB'000 人民幣千元*	Lifetime ECL credit Impaired 整個存續期預期信用損失已發生信用減值 *RMB'000 人民幣千元*	Total 合計 *RMB'000 人民幣千元*
Micro-lending	小微企業貸款	**1,262,758**	**–**	**155,356**	**1,418,114**
Retail Loans	個人貸款	**3,091,572**	**98,947**	**253,636**	**3,444,155**
Gross loans and advances to customers	發放貸款及墊款總額	**4,354,330**	**98,947**	**408,992**	**4,862,269**
Add: Interest Receivable	加：應收利息	**106,026**	**–**	**–**	**106,026**
Less: Allowances for impairment losses	減：貸款減值準備	**(102,932)**	**(10,438)**	**(177,467)**	**(290,837)**
Net loans and advances to customers	發放貸款及墊款淨額	**4,357,424**	**88,509**	**231,525**	**4,677,458**

16 LOANS AND ADVANCES TO CUSTOMERS *(CONTINUED)* 16 發放貸款及墊款*（續）*

(e) Analysed by methods for assessing allowances for impairment *(Continued)* (e) 按減值損失準備金評估方法分析*（續）*

		31 December 2018 2018年12月31日			
		12-month ECL 未來12個月預期信用損失 *RMB'000 人民幣千元*	Lifetime ECL not credit impaired 整個存續期預期信用損失 未發生信用減值 *RMB'000 人民幣千元*	Lifetime ECL credit Impaired 整個存續期預期信用損失 已發生信用減值 *RMB'000 人民幣千元*	Total 合計 *RMB'000 人民幣千元*
Micro-lending	小微企業貸款	1,337,663	7,000	148,170	1,492,833
Retail Loans	個人貸款	3,950,193	186,065	216,246	4,352,504
Gross loans and advances to customers	發放貸款及墊款總額	5,287,856	193,065	364,416	5,845,337
Add: Interest Receivable	加：應收利息	140,013	–	–	140,013
Less: Allowances for impairment losses	減：貸款減值準備	(128,368)	(17,989)	(172,850)	(319,207)
Net loans and advances to customers	發放貸款及墊款淨額	5,299,501	175,076	191,566	5,666,143

16 LOANS AND ADVANCES TO CUSTOMERS *(CONTINUED)* 16 發放貸款及墊款*（續）*

(f) Movements of allowances for impairment losses (f) 減值損失準備金的變動

		31 December 2019 2019年12月31日			
		12-month ECL 未來12個月預期信用損失 *RMB'000 人民幣千元*	Lifetime ECL not credit impaired 整個存續期預期信用損失–未發生信用減值的貸款 *RMB'000 人民幣千元*	Lifetime ECL credit Impaired 整個存續期預期信用損失–已發生信用減值的貸款 *RMB'000 人民幣千元*	Total 合計 *RMB'000 人民幣千元*
As at 1 January	於1月1日	**128,368**	**17,989**	**172,850**	**319,207**
Transfer:	階段轉換				
– to 12-month ECL	– 未來12個月預期信用損失	**2,511**	**(2,257)**	**(254)**	**–**
– to lifetime ECL not credit-impaired	– 整個存續期預期信用損失未發生信用減值的貸款	**(691)**	**767**	**(76)**	**–**
– to lifetime ECL credit-impaired	– 整個存續期預期信用損失已發生信用減值的貸款	**(5,374)**	**(1,888)**	**7,262**	**–**
(Reversal)/charge for the year	本期（轉回）／計提	**(21,882)**	**(4,173)**	**144,318**	**118,263**
Write-offs	本年核銷	**–**	**–**	**(161,980)**	**(161,980)**
Recoveries	收回已核銷貸款及墊款	**–**	**–**	**15,347**	**15,347**
As 31 December	於12月31日	**102,932**	**10,438**	**177,467**	**290,837**

16 LOANS AND ADVANCES TO CUSTOMERS *(CONTINUED)* 16 發放貸款及墊款*（續）*

(f) Movements of allowances for impairment losses *(Continued)* (f) 減值損失準備金的變動*（續）*

		31 December 2018 2018年12月31日			
		12-month ECL 未來12個月預期信用損失 *RMB'000* 人民幣千元	Lifetime ECL not credit impaired 整個存續期預期信用損失–未發生信用減值的貸款 *RMB'000* 人民幣千元	Lifetime ECL credit Impaired 整個存續期預期信用損失–已發生信用減值的貸款 *RMB'000* 人民幣千元	Total 合計 *RMB'000* 人民幣千元
As at 1 January	於1月1日	233,695	12,547	227,998	474,240
Transfer:	階段轉換				
– to 12-month ECL	– 未來12個月預期信用損失	11,411	(1,803)	(9,608)	–
– to lifetime ECL not credit-impaired	– 整個存續期預期信用損失未發生信用減值的貸款	(6,635)	7,683	(1,048)	–
– to lifetime ECL credit-impaired	– 整個存續期預期信用損失已發生信用減值的貸款	(366)	(11)	377	–
(Reversal)/charge for the year	本期（轉回）／計提	(109,737)	(427)	240,381	130,217
Write-offs	本年核銷	–	–	(298,868)	(298,868)
Recoveries	收回已核銷貸款及墊款	–	–	13,618	13,618
As 31 December	於12月31日	128,368	17,989	172,850	319,207

16 LOANS AND ADVANCES TO CUSTOMERS *(CONTINUED)* 16 發放貸款及墊款*（續）*

(g) Analysed by credit quality (g) 按信貸品質的分佈列示如下

		31 December 2019 2019年 12月31日 *RMB'000* *人民幣千元*	31 December 2018 2018年 12月31日 *RMB'000* *人民幣千元*
Gross balance of loans and advances to customers that are assessed for 12-month ECLs	未來12個月預期信用損失發放貸款及墊款總額		
– Neither overdue nor credit-impaired	– 既未逾期也未發生信用減值	**4,402,211**	5,313,217
– Overdue but not credit-impaired	– 已逾期未發生信用減值	**58,145**	114,652
Sub-total	小計	**4,460,356**	5,427,869
Gross balance of loans and advances to customers that assessed for lifetime ECLs not credit-impaired	整個存續期未發生預期信用損失發放貸款及墊款總額		
– Overdue but not credit-impaired	– 已逾期但未發生信用損失	**98,947**	193,065
Sub-total	小計	**98,947**	193,065
Gross balance of loans and advances to customers that are assessed for lifetime ECLs credit-impaired	整個存續期預期信用損失發放貸款及墊款總額		
– Overdue and credit-impaired	– 已逾期已發生信用減值	**408,992**	364,416
Sub-total	小計	**408,992**	364,416
Less: Allowances for impairment losses	減：貸款減值準備	**(290,837)**	(319,207)
Net value	淨值	**4,677,458**	5,666,143

17 FINANCE LEASE RECEIVABLES

17 應收融資租賃款

		31 December 2019 2019年 12月31日 *RMB'000* *人民幣千元*	31 December 2018 2018年 12月31日 *RMB'000* *人民幣千元*
Finance lease receivables	應收融資租賃款	**236,436**	342,802
Less: Unearned finance lease income	減：未實現融資收益	**(32,314)**	(40,004)
Present value of minimum finance lease receivables	最低融資租賃收款額	**204,122**	302,798
Less: Allowance for impairment losses	減：減值準備	**(37,890)**	(29,709)
Net balance	淨額	**166,232**	273,089

17 FINANCE LEASE RECEIVABLES *(CONTINUED)* 17 應收融資租賃款*（續）*

(a) Ageing analysis: (a) 賬齡分析：

Finance lease receivables, unearned finance lease income and minimum finance lease receivables analysed by remaining period are listed as follows:

應收融資租賃款、未實現融資收益和最低融資租賃收款額剩餘到期日分析：

		At 31 December 2019 於2019年12月31日			At 31 December 2018 於2018年12月31日		
		Finance lease receivables 融資租賃收款額 *RMB'000 人民幣千元*	**Unearned finance lease income 未實現融資收益 *RMB'000 人民幣千元***	**Minimum finance lease receivables 最低融資租賃收款額 *RMB'000 人民幣千元***	Finance lease receivables 融資租賃收款額 *RMB'000 人民幣千元*	Unearned finance lease income 未實現融資收益 *RMB'000 人民幣千元*	Minimum finance lease receivables 最低融資租賃收款額 *RMB'000 人民幣千元*
Less than 1 year	少於1年	**219,227**	**(29,961)**	**189,266**	234,251	(27,336)	206,915
1 year to 2 years	1年至2年	**8,266**	**(1,130)**	**7,136**	73,744	(8,606)	65,138
2 years to 3 years	2年至3年	**7,182**	**(982)**	**6,200**	21,585	(2,519)	19,066
3 years to 5 years	3年至5年	**1,761**	**(241)**	**1,520**	13,222	(1,543)	11,679
		236,436	**(32,314)**	**204,122**	342,802	(40,004)	302,798
Less: Allowance for impairment losses	減：減值準備			**(37,890)**			(29,709)
				166,232			273,089

17 FINANCE LEASE RECEIVABLES *(CONTINUED)* 17 應收融資租賃款*（續）*

(b) Impairment of finance lease receivables: (b) 融資租賃收款額減值損失

		At 31 December 2019 於2019年12月31日			
		12-month ECL 未來12個月預期信用損失 *RMB'000 人民幣千元*	Lifetime ECL credit Not impaired 整個存續期預期信用損失－未發生信用減值的貸款 *RMB'000 人民幣千元*	Lifetime ECL credit Impaired 整個存續期預期信用損失－已發生信用減值的貸款 *RMB'000 人民幣千元*	Total 合計 *RMB'000 人民幣千元*
At 1 January	於1月1日	**1,478**	**–**	**28,231**	**29,709**
Transfer to lifetime ECL credit-impaired	階段轉換整個存續期預期信用損失－未發生信用減值的貸款	**(90)**	**–**	**90**	**–**
(Reversal)/charge for the year	本年計提或轉回	**(865)**	**–**	**9,046**	**8,181**
At 31 December	於12月31日	**523**	**–**	**37,367**	**37,890**

		At 31 December 2018 於2018年12月31日			
		12-month ECL 未來12個月預期信用損失 *RMB'000 人民幣千元*	Lifetime ECL credit Not impaired 整個存續期預期信用損失－未發生信用減值的貸款 *RMB'000 人民幣千元*	Lifetime ECL credit Impaired 整個存續期預期信用損失－已發生信用減值的貸款 *RMB'000 人民幣千元*	Total 合計 *RMB'000 人民幣千元*
At 1 January	於1月1日	4,235	–	–	4,235
(Reversal)/charge for the year	本年（轉回）／計提	(2,757)	–	28,231	25,474
At 31 December	於12月31日	1,478	–	28,231	29,709

18 INVESTMENTS IN SUBSIDIARIES

18 對附屬公司的投資

The following list contains only the particulars of subsidiaries which principally affected the result, assets or liabilities of the Group.

下表載列的附屬公司僅包括將對本集團的業績、資產或負債產生主要影響的附屬公司的詳情。

	Place and date of incorporation/ establishment 註冊／成立時間地點	Equity interest held by the Group 本集團持有的股本權益		Particulars of Paid-in capital as at 31 December 2019 於2019年12月31日實收資本的詳情	Principal activities 主要業務
		At 31 December 2019 於2019年12月31日	At 31 December 2018 於2018年12月31日		
Chongqing Hanhua Assets Management Co., Ltd. （重慶瀚華資產管理有限公司）	Chongqing 29 May 2007 重慶 2007年5月29日	**100.00%**	100.00%	500,000	Assets management 資產管理
Chongqing Hanhua Micro-credit Co., Ltd. ("Chongqing Micro-credit") （重慶市瀚華小額貸款有限責任公司）	Chongqing 25 September 2008 重慶 2008年9月25日	**86.00%**	86.00%	430,000	SME lending 中小企業貸款
Sichuan Hanhua Micro-credit Co., Ltd. ("Sichuan Micro-credit") （四川瀚華小額貸款有限公司）	Chengdu 19 May 2009 成都 2009年5月19日	**85.71%**	85.71%	600,000	SME lending 中小企業貸款
Hanhua Financing Guarantee Co., Ltd （瀚華融資擔保股份有限公司）	Chongqing 19 August 2009 重慶 2009年8月19日	**100.00%**	100.00%	3,500,000	Financial guarantee 融資擔保
Sichuan Small & Medium-sized Assets Management Co., Ltd. （四川中微資產管理有限公司）	Chengdu 21 October 2010 成都 2010年10月21日	**100.00%**	100.00%	200,000	Assets management 資產管理

18 INVESTMENTS IN SUBSIDIARIES *(CONTINUED)* 18 對附屬公司的投資*(續)*

	Place and date of incorporation/ establishment 註冊／成立時間地點	Equity interest held by the Group 本集團持有的股本權益 At 31 December 2019 於2019年12月31日	At 31 December 2018 於2018年12月31日	Particulars of Paid-in capital as at 31 December 2019 於2019年12月31日實收資本的詳情	Principal activities 主要業務
Tianjin Hanhua Micro-credit Co., Ltd. (天津瀚華小額貸款有限公司)	Tianjin 29 June 2011 天津 2011年6月29日	**100.00%**	100.00%	200,000	SME lending 中小企業貸款
Shenyang Financial and Commercial Development District Hanhua Technology Micro-credit Co., Ltd. (瀋陽金融商貿開發區瀚華科技小額貸款有限公司)	Shenyang 30 September 2011 瀋陽 2011年9月30日	**100.00%**	100.00%	300,000	SME lending 中小企業貸款
Chongqing Huiwei Investment Co., Ltd. ("Chongqing Huiwei") (重慶惠微投資有限公司)	Chongqing 7 January 2013 重慶 2013年1月7日	**100.00%**	100.00%	250,000	Investment consulting 投資諮詢
Beijing Hanhua Internet Technology Co., Ltd. ("Hanhua Internet") (北京瀚華網路科技有限公司)	Beijing 11 October 2013 北京 2013年10月11日	**100.00%**	100.00%	120,000	Technical consulting and technical service 技術諮詢及技術服務
Guiyang Yunyan District Hanhua Micro-credit. Co., Ltd. (貴陽市雲巖區瀚華小額貸款有限公司)	Guiyang 10 April 2014 貴陽 2014年4月10日	**100.00%**	100.00%	100,000	SME lending 中小企業貸款
Chongqing Changjiang Financial Factoring Co., Ltd. (重慶長江金融保理有限公司)	Chongqing 1 July 2014 重慶 2014年7月1日	**91.00%**	91.00%	273,000	Financial Factoring 金融保理

18 INVESTMENTS IN SUBSIDIARIES *(CONTINUED)* 18 對附屬公司的投資*（續）*

	Place and date of incorporation/ establishment 註冊／成立時間地點	Equity interest held by the Group 本集團持有的股本權益 At 31 December 2019 於2019年12月31日	At 31 December 2018 於2018年12月31日	Particulars of Paid-in capital as at 31 December 2019 於2019年12月31日實收資本的詳情	Principal activities 主要業務
Nanning Hanhua Micro-credit Co., Ltd.（南寧市瀚華小額貸款有限公司）	Nanning 8 December 2011 南寧 2011年12月8日	**100.00%**	100.00%	150,000	SME lending 中小企業貸款
Hanhua Internet Financing Services (Shenzhen) Co., Ltd. ("Hanhua Internet Financing")（瀚華互聯網金融服務（深圳）有限公司）	Shenzhen 2 March 2015 深圳 2015年3月2日	**100.00%**	100.00%	60,000	Internet Financing 互聯網金融
Beijing Hanhua Management Consulting Co., Ltd.（北京瀚華管理諮詢有限公司）	Beijing 20 July 2015 北京 2015年7月20日	**100.00%**	100.00%	5,000	Management consulting 管理諮詢
Nanjing Hanhua Technology Micro-credit. Co., Ltd. ("Nanjing Micro-credit")（南京市瀚華科技小額貸款有限公司）	Nanjing 29 October 2014 南京 2014年10月29日	**95.00%**	70.00%	95,000	SME lending 中小企業貸款
Hanhua Capital Investment Management Co., Ltd.（瀚華資本投資管理有限公司）	Beijing 25 December 2014 北京 2014年12月25日	**65.00%**	65.00%	6,500	Investment consulting 投資諮詢
Shenzhen Hanhua Micro-credit. Co., Ltd.（深圳瀚華小額貸款有限公司）	Shenzhen 20 January 2016 深圳 2016年1月20日	**100.00%**	100.00%	300,000	SME lending 中小企業貸款

(Expressed in RMB'000 unless otherwise indicated)(除文意另有所指外，均以人民幣千元列示)

18 INVESTMENTS IN SUBSIDIARIES *(CONTINUED)* 18 對附屬公司的投資*(續)*

	Place and date of incorporation/ establishment 註冊／成立時間地點	Equity interest held by the Group 本集團持有的股本權益		Particulars of Paid-in capital as at 31 December 2019 於2019年12月31日實收資本的詳情	Principal activities 主要業務
		At 31 December 2019 於2019年12月31日	At 31 December 2018 於2018年12月31日		
Heilongjiang Hanhua Internet Micro-credit Co., Ltd. (黑龍江瀚華互聯網小額貸款有限責任公司)	Harbin 27 November 2014 哈爾濱 2014年11月27日	**100.00%**	100.00%	300,000	SME lending 中小企業貸款
Liaoning Fu'an Financial Assets Management Ltd. ("Fu'an AMC") (遼寧富安金融資產管理有限公司)	Shenyang 9 May 2017 瀋陽 2017年5月9日	**60.00%**	55.00%	600,000	Assets management 資產管理
Huiwei Hong Kong Holding Co., Ltd ("Huiwei HK") (惠微香港控股有限公司)	Hong Kong 8 September 2015 香港 2015年9月8日	**100.00%**	100.00%	229,667	Investment consulting 投資諮詢
Hanhua Hong Kong Holdings Co., Ltd ("Hanhua HK") (瀚華香港控股有限公司)	Hong Kong 11 October 2012 香港 2012年10月11日	**100.00%**	100.00%	8	Investment consulting 投資諮詢

18 INVESTMENTS IN SUBSIDIARIES *(CONTINUED)*

All of the above subsidiaries (exclusive Huiwei HK and Hanhua HK) are companies with limited liability incorporated and operated in the PRC. The English translation of the names of these companies is for reference only. The official names of these companies are in Chinese.

Pursuant to the resolution of the shareholder meeting of Chongqing Huiwei on 4 December 2019, the registered capital of Chongqing Huiwei is increased from RMB100.0 million to RMB250.0 million. The Group still hold 100% equity interest to Chongqing Huiwei.

Pursuant to the share purchase agreement entered into by the Group and other share-holders of Fu'an AMC, the Group has purchased equity interest of 5% with the amount of RMB55 million from the counterparties. The purchase has been approved by related regulation authorities. Upon the completion of agreement, the Group's equity interest in Fu'an AMC, increased from 55.00% to 60.00%.

Pursuant to the resolution of the shareholder meeting of Nanjing Micro-credit on 28 November 2019, the registered capital of the Nanjing Micro-credit is reduced from RMB300.0 million to RMB100.0 million. The paid in capital is reduced from RMB150.0 million to RMB100.0 million. The change has been approved by related regulation authorities.

18 對附屬公司的投資*（續）*

所有上述附屬公司（除了惠微香港和瀚華香港）均於中國註冊及經營的有限責任公司。各附屬公司的英文譯名僅供參考。各附屬公司的正式名稱以中文為準。

根據重慶惠微2019年12月4日的股東會議決議，重慶惠微的註冊資本由100.0百萬元人民幣增加至250.0百萬元人民幣，本集團仍持有該公司100%的股權。

2019年，本集團從遼寧富安其他股東處收購其持有的遼寧富安5%股權，交易對價為55.0百萬元人民幣。上述交易已獲得相關監管機構的批准並完成工商變更，至此本集團對遼寧富安的持股比例從55.00%提高至60.00%。

根據南京小貸2019年11月28日股東大會決議，南京小貸註冊資本由300.0百萬元人民幣減少至100.0百萬元人民幣，實繳資本由150.0百萬元人民幣減少至100.0百萬元人民幣。上述交易已獲得相關監管機構的批准並完成工商變更。

19 FINANCIAL ASSETS MEASURED AT FAIR VALUE THROUGH PROFIT OR LOSS

19 以公允價值計量且其變動計入當期損益的金融資產

		31 December 2019 2019年 12月31日 *RMB'000* *人民幣千元*	31 December 2018 2018年 12月31日 *RMB'000* *人民幣千元*
Equity instrument:	權益工具：		
– Listed	－上市	**74,447**	110,988
– Unlisted	－非上市	**387,723**	466,299
Debt instrument:	債務工具：		
– Unlisted	－非上市	**914,805**	756,715
Non-performing asset packages *(Note)*	不良資產包*（附註）*	**435,553**	239,758
		1,812,528	1,573,760

Note: Non-performing asset packages are the distressed debt assets acquired from financial institutions and non-financial institutions by a subsidiary of the Company. The non-performing asset packages mainly include bank loans, entrustment loans and accounts receivable.

附註： 不良資產包是指本公司子公司從金融機構和非金融機構收購的不良債務資產。不良資產主要包括銀行貸款、委託貸款和應收賬款。

20 PROPERTY, PLANT AND EQUIPMENT 20 物業、廠房及設備

		Buildings held for own use 建築物 RMB'000 人民幣千元	Motor vehicles 運輸設備 RMB'000 人民幣千元	Office and Other equipment 辦公及其他設備 RMB'000 人民幣千元	Leasehold improvements 租賃物業改良支出 RMB'000 人民幣千元	Construction in process 在建工程 RMB'000 人民幣千元	Other properties leased for own use carried at cost 出租自用的其他資產按成本計價 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
Cost:	**成本：**							
At 1 January 2018	於2018年1月1日	388,214	30,881	62,631	102,213	54,101	–	638,040
Additions	增加	63,979	819	5,947	18,083	13,265	–	102,093
Transfer in/(out)	轉入／轉出	3,337	–	1,589	–	(4,926)	–	–
Transfers to intangible assets	轉入無形資產	–	–	–	–	(864)	–	(864)
Disposals	處置	–	(1,858)	(3,447)	–	–	–	(5,305)
At 31 December 2018	**於2018年12月31日**	455,530	29,842	66,720	120,296	61,576	–	733,964
Adjustment of HKFRS 16 *(Note 1 (c))*	HKFRS 16的調整 *（附註1 (c)）*	–	–	–	–	–	41,358	41,358
At 1 January 2019	於2019年1月1日	455,530	29,842	66,720	120,296	61,576	41,358	775,322
Additions	增加	645,340	2,322	1,747	71,201	4,064	23,075	747,749
Transfer in/(out)	轉入／轉出	–	–	2,451	–	(2,451)	–	–
Transfers to intangible assets	轉入無形資產	–	–	–	–	(30,331)	–	(30,331)
Disposals	處置	–	(3,583)	(6,671)	–	–	–	(10,254)
At 31 December 2019	**於2019年12月31日**	1,100,870	28,581	64,247	191,497	32,858	64,433	1,482,486
Accumulated depreciation:	**累計折舊：**							
At 1 January 2018	於2018年1月1日	(50,635)	(21,907)	(46,011)	(76,740)	–	–	(195,293)
Charge for the year	本年計提	(13,292)	(2,028)	(10,942)	(15,701)	–	–	(41,963)
Written back on disposals	處置撥回	–	1,565	3,092	–	–	–	4,657
At 31 December 2018 and 1 January 2019	**於2018年12月31日及2019年1月1日**	(63,927)	(22,370)	(53,861)	(92,441)	–	–	(232,599)
Charge for the year	本年計提	(16,687)	(1,337)	(8,642)	(8,925)	–	(29,446)	(65,037)
Written back on disposals	處置撥回	–	3,446	5,682	–	–	–	9,128
At 31 December 2019	**於2019年12月31日**	(80,614)	(20,261)	(56,821)	(101,366)	–	(29,446)	(288,508)
Net book value:	**賬面淨值：**							
At 31 December 2019	**於2019年12月31日**	1,020,256	8,320	7,426	90,131	32,858	34,987	1,193,978
At 31 December 2018	**於2018年12月31日**	391,603	7,472	12,859	27,855	61,576	–	501,365

21 INTANGIBLE ASSETS

All intangible assets of the Group are software during the years ended 31 December 2019 and 2018.

21 無形資產

於截至2019年及2018年12月31日止年度，本集團的所有無形資產為軟件。

		31 December 2019 2019年 12月31日 ***RMB'000*** *人民幣千元*	31 December 2018 2018年 12月31日 *RMB'000* *人民幣千元*
Cost	**成本**		
At the beginning of the year	於年初	**43,362**	33,970
Additions	本年增加	**43,590**	9,415
Disposals	本年處置	**(100)**	(23)
At the end of the year	於年末	**86,852**	43,362
Less: Accumulated amortisation	**減：累計攤銷**		
At the beginning of the year	於年初	**(12,003)**	(8,877)
Charge for the year	本年計提	**(4,102)**	(3,143)
Written back on disposals	處置撥回	**71**	17
At the end of the year	**於年末**	**(16,034)**	(12,003)
Net book value	**賬面淨額**		
At the end of the year	**於年末**	**70,818**	31,359
At the beginning of the year	**於年初**	**31,359**	25,093

22 INTEREST IN ASSOCIATES

The following list contains only the particulars of material associates, all of which are unlisted corporate entities whose quoted market price is not available:

22 長期股權投資－聯營企業

下表僅載列重要聯營企業的詳情，這些企業均為非上市公司，無法獲得其市值資訊。

Name of associate 聯營企業名稱	Form of business structure 組織結構	Place of incorporation and business 主要經營地	Particulars of issued and paid up capital 股本 *RMB'000 人民幣千元*	Proportion of ownership interest 所有者權益比例			Principal activity 主營業務
				Group's effective interest 集團實際持股	Held by the Company 直接持股	Held by a subsidiary 間接持股	
Shandong Financial Assets Exchange Co., Ltd. （山東金融資產交易中心有限公司）	Incorporated 股份有限公司	Jinan 濟南	200,000 ordinary shares 普通股	30%	30%	–	Financial asset trading services 金融資產交易服務
Chongqing Fumin Bank Co., Ltd. （重慶富民銀行股份有限公司）	Incorporated 股份有限公司	Chongqing 重慶	3,000,000 ordinary shares 普通股	30%	30%	–	Banking 銀行業

All of the above associates are accounted for using the equity method in the consolidated financial statements.

以上聯營企業在合併報表中採用權益法核算。

(Expressed in RMB'000 unless otherwise indicated)（除文意另有所指外，均以人民幣千元列示）

22 INTEREST IN ASSOCIATES *(CONTINUED)*

22 長期股權投資－聯營企業*（續）*

Summarized financial information of the material associates reconciled to the carrying amounts in the consolidated financial statements are disclosed below:

將聯營企業的主要財務信息及與合併財務報表賬面價值的調節披露如下：

		Chongqing Fumin Bank Co., Ltd 重慶富民銀行股份有限公司.		Shandong Financial Assets Exchange Co., Ltd 山東金融資產交易中心有限公司	
		2019	2018	**2019**	2018
		2019年	2018年	**2019年**	2018年
		RMB'000	*RMB'000*	***RMB'000***	*RMB'000*
		人民幣千元	*人民幣千元*	***人民幣千元***	*人民幣千元*
Gross amount of the associate	**聯營企業的總金額**				
Total assets	資產總計	**45,152,386**	37,020,349	**588,570**	1,480,539
Total liabilities	負債合計	**(41,854,878)**	(33,946,546)	**(375,390)**	(1,271,979)
Net assets	淨資產	**3,297,508**	3,073,803	**213,180**	208,560
Revenue	收入	**1,045,114**	392,652	**96,160**	99,825
Post-tax profit	稅後利潤	**223,705**	52,605	**10,621**	8,647
Reconciled to the Group's interest in the associate	**本集團對聯營企業投資調節表**				
Gross amount of net assets of the associate	聯營企業的淨資產	**3,297,508**	3,073,803	**213,180**	208,560
Group's effective interest	本集團實際持股	**30%**	30%	**30%**	30%
Group's share of net assets of the associate	本集團按持股比例計算的淨資產份額	**989,252**	922,141	**63,954**	62,568
Dividend from the associate	聯營公司股息	**–**	–	**1,800**	1,800
Carrying amount in the consolidated financial statements	對聯營企業的投資的賬面價值	**989,252**	922,141	**63,954**	62,568

22 INTEREST IN ASSOCIATES *(CONTINUED)*

22 長期股權投資－聯營企業*（續）*

Aggregate information of associates that are not individually material:

單家非重要聯營公司的匯總資訊如下：

		2019 **2019年** ***RMB'000*** ***人民幣千元***	2018 2018年 *RMB'000* *人民幣千元*
Aggregate carrying amount of individually immaterial associates in the consolidated financial statements	合併財務報表中單家非重要聯營公司的賬面價值總額	**447,093**	539,961
Aggregate amounts of the Group's share of those associates'	本集團佔該聯營公司當期損益合計份額		
(Loss)/gains from continuing operations	來自持續運營的收益或損失	**(13,975)**	13,917
Other comprehensive income	其他綜合收益	**–**	(2,576)
Total comprehensive income	綜合收益合計	**(13,975)**	11,341

23 INTEREST IN JOINT VENTURES

Details of the Group's interest in the joint venture, which is accounted for using the equity method in the consolidated financial statements, are as follows:

23 長期股權投資－合營企業

關於本集團於在合併報表中採用權益法核算的合營企業擁有的權益載列如下：

Name of joint venture 合營企業名稱	Form of business structure 組織結構	Place of incorporation and business 主要經營地	Particulars of issued and paid up capital 股本 *RMB'000* *人民幣千元*	Proportion of ownership interest 所有者權益比例 Group's effective interest 集團實際持股	Held by the Company 直接持股	Held by a subsidiary 間接持股	Principal activity 主營業務
Chongqing Gongkang Enterprise Management Co., Ltd. ("Gong Kang") （重慶共康企業管理有限公司）	Incorporated 股份有限公司	Chongqing 重慶	20,000 ordinary shares 普通股	50%	–	50%	Management Consulting 管理諮詢

Gong Kang, the only joint venture in which the Group participates, is an unlisted corporate entity whose quoted market price is not available.

作為本集團唯一的合營企業，共康，是一家非上市公司，無法獲得其公開市場報價。

23 INTEREST IN JOINT VENTURES *(CONTINUED)*

23 長期股權投資－合營企業*（續）*

Summarised financial information of Gong Kang and a reconciliation to the carrying amount in the consolidated financial statements are disclosed below:

共康的財務信息概要及與合併財務報表賬面價值的調節披露如下：

		31 December 2019 2019年 12月31日 *RMB'000* *人民幣千元*	31 December 2018 2018年 12月31日 *RMB'000* *人民幣千元*
Gross amounts of Gong Kang	**共康總金額**		
Total assets	總資產	**715,555**	461,870
Total liabilities	總負債	**783,234**	453,260
Equity	所有者權益	**(67,679)**	8,610
Included in the above assets and liabilities:	包含於上述資產和負債：		
Cash and cash equivalents	現金及現金等價物	**65,124**	14,663
Financial liabilities (excluding trade and other payables and provisions)	金融負債（不包括貿易及其他應付款項及撥備）	**167,400**	256,150
Revenue	收入	**–**	–
Loss from continuing operations	來自持續經營的虧損	**(72,372)**	(8,592)
Total comprehensive income	綜合收益總額	**(72,372)**	(8,592)
Included in the above loss:	包含於上述損失：		
Interest and commission expenses	利息和佣金支出	**54,496**	5,193

23 INTEREST IN JOINT VENTURES *(CONTINUED)* 23 長期股權投資－合營企業*（續）*

		2019 **2019年** ***RMB'000*** *人民幣千元*	2018 2018年 *RMB'000* *人民幣千元*
Reconciled to the Group's interest in Gong Kang	**本集團對共康投資的調節表**		
Gross amount of Gong Kang's net assets	共康淨資產總額	**(67,679)**	8,610
Group's effective interests	本集團實際持股	**50%**	50%
Group's share of Gong Kang's net assets	本集團享有的共康淨資產份額	**(33,840)**	4,305
Carrying amount in the consolidated financial statements	對合營企業的投資的賬面價值	**–**	4,305

24 GOODWILL 24 商譽

		31 December 2019 **2019年** **12月31日** ***RMB'000*** *人民幣千元*	31 December 2018 2018年 12月31日 *RMB'000* *人民幣千元*
Cost	**成本**		
At the beginning and the end of the year	於年初／末	**11,190**	11,190
Accumulated impairment losses:	**累計資產減值損失：**		
At the beginning of the year	於年初	**(1,470)**	(1,470)
Impairment loss	資產減值損失	**–**	–
At the end of the year	**於年末**	**(1,470)**	(1,470)
Carrying amount	**賬面值**		
At the end of the year	**於年末**	**9,720**	9,720
At the beginning of the year	**於年初**	**9,720**	9,720

24 GOODWILL *(CONTINUED)*

Impairment tests for cash-generating units containing goodwill

Goodwill is allocated to the Group's cash-generating units ("CGU") identified as follows:

24 商譽*（續）*

含商譽的現金產生單元的減值測試

商譽按本集團已識別出的現金產生單元(CGU)分配如下：

		31 December 2019 **2019年 12月31日** ***RMB'000*** ***人民幣千元***	31 December 2018 2018年 12月31日 *RMB'000* *人民幣千元*
Zhongli Insurance Sales Co., Ltd. ("Zhongli Insurance")	（中利保險銷售有限公司）	**9,720**	9,720
Beijing Beiniu Technology Co., Ltd. ("Beijing Beiniu")	（北京貝牛科技有限公司）	**–**	–
		9,720	9,720

On 6 February 2015, Hanhua Internet, a wholly-owned subsidiary of the Company, acquired 100% equity interests of Beijing Beiniu from its former shareholders at an aggregate consideration of RMB1.5 million. Following the completion of the transaction on 6 February 2015, Beijing Beiniu became a wholly owned subsidiary of Hanhua Internet. The excess of the aggregate consideration over the net fair value of the Beijing Beiniu's identifiable net assets measured as at the acquisition date, amounting to RMB1.5 million was recognized as goodwill by Beijing Hanhua Internet.

於2015年2月6日，瀚華科技（本公司全資附屬公司）與北京貝牛原股東簽訂股權轉讓協議，受讓北京貝牛100%的股權，支付對價為人民幣1.5百萬元，自2015年2月6日起北京貝牛成為北京瀚華科技的全資附屬公司，收購時點北京貝牛可辨認淨資產公允價值高於其淨資產1.5百萬元，由北京瀚華網絡科技有限公司確認為商譽。

24 GOODWILL *(CONTINUED)*

Impairment tests for cash-generating units containing goodwill *(Continued)*

On 31 August 2015, Hanhua Internet Financing, a wholly-owned subsidiary of the Company, acquired 95% equity interests of Zhongli Insurance from its former shareholders at an aggregate consideration of RMB56.5 million. Following the completion of the transaction on 31 August 2015, Zhongli Insurance became a 95% non-wholly owned subsidiary of Hanhua Internet Financing. The excess of the aggregate consideration over the net fair value of Zhongli Insurance's identifiable net assets measured as at the acquisition date, amounting to RMB9.7 million was recognized as goodwill by Hanhua Internet Financing.

The recoverable amount of the CGU is determined based on value-in-use calculations. These calculations use cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond five-year period are extrapolated using an estimated weighted average growth rate, which is consistent with the forecasts included in industry reports. The growth rates used do not exceed the long-term average growth rates for the business in which the CGU operates. The cash flows are discounted using a discount rate, which reflects specific risks relating to the acquired subsidiaries.

Based on the result of the impairment testing, RMB1.5 million of impairment losses on goodwill have been recognized in 2017.

24 商譽*（續）*

含商譽的現金產生單元的減值測試*（續）*

於2015年8月31日，瀚華互聯網（本公司全資附屬公司）與中利保險原股東簽訂股權轉讓協議，受讓中利保險95%的股權，瀚華互聯網收購中利保險對價為人民幣56.5百萬元。自2015年8月31日起中利保險成為瀚華互聯網金融的非全資附屬公司，收購時點中利保險的可辨認淨資產公允價值高於其淨資產9.7百萬元，由瀚華互聯網確認為商譽。

「現金產生單元」可回收金額基於可利用的價值計算而來。該計算使用的現金流是經管理層批准的對未來五年現金流的預測值，超過五年期限的現金流則按與該行業報告預測一致的增長率進行加權平均計算。該增長率不超過行業長期平均增長率。同時，可回收金額按能夠反映對應風險的折現率折現得到。

基於減值測試結果，2017年對商譽計提了人民幣1.5百萬元減值。

25 INTEREST-BEARING BORROWINGS

25 計息借款

The interest-bearing borrowings were repayable as follows:

計息借款的流動性如下：

		31 December 2019 **2019年 12月31日** ***RMB'000 人民幣千元***	31 December 2018 2018年 12月31日 *RMB'000 人民幣千元*
Within 1 year or on demand	實時償還或1年以內	**2,910,072**	2,627,882
After 1 year but within 2 years	1年至2年	**1,161,650**	722,771
After 2 years but within 5 years	2年至5年	**903,704**	1,292,305
After 5 years	5年以上	**755,908**	811,674
Interest payables	應付利息	**42,595**	74,738
		5,773,929	5,529,370

25 INTEREST-BEARING BORROWINGS *(CONTINUED)*

25 計息借款*（續）*

The interest-bearing borrowings were secured as follows:

計息借款按擔保方式分析如下：

		31 December 2019 **2019年 12月31日** ***RMB'000*** ***人民幣千元***	31 December 2018 2018年 12月31日 *RMB'000* *人民幣千元*
Bank loans *(Note (i))*	銀行借款*（附註(i)）*		
– Unsecured	– 無擔保	**573,323**	1,001,075
– Secured by properties of the Group *(Note (ii))*	– 本集團物業抵押*（附註(ii)）*	**184,181**	192,759
– Secured by other assets of the Group *(Note (iii))*	– 本集團其他資產質押*（附註(iii)）*	**591,350**	646,560
– Guaranteed by third parties	– 擔保借款	**220,000**	220,000
		1,568,854	2,060,394
Other loans *(Note (iv))*	其他借款*（附註(iv)）*	**2,562,961**	2,186,338
Other interest-bearing liabilities *(Note (v))*	其他計息負債*（附註(v)）*	**1,599,519**	1,207,900
		5,731,334	5,454,632
Interest payables	應付利息	**42,595**	74,738
		5,773,929	5,529,370

Notes:

(i) All of the Group's bank loans are subject to the fulfilment of covenants commonly found in lending arrangements with financial institutions. If the Group was to breach the covenants, the loans would become payable on demand. The Group regularly monitors its compliance with these covenants. Further details of the Group's management of liquidity risk are set out in Note 37(c). At 31 December 2019 and 2018, none of covenants relating to the bank loans had been breached.

附註：

(i) 所有本集團的銀行借款須履行與金融機構訂立的借款合同。倘本集團違反約定，貸款須按合同要求償還。本集團定期監控履約情況。本集團對流動性風險管理的更多詳情載於附註37(c)。於2019年和2018年12月31日，均無違約情況。

25 INTEREST-BEARING BORROWINGS *(CONTINUED)*

Notes: (Continued)

(ii) The bank loans are secured by the Group's buildings held for own use. The aggregate carrying value of the secured properties amounted to RMB241.3 million as at 31 December 2019 (2018: RMB251.0 million).

(iii) The bank loans are secured by receivables for factoring business owned by the Group. The aggregate carrying value amounted to RMB364.8 million as at 31 December 2019 (31 December 2018: RMB391.0 million).

(iv) Other loans bear interest at various interest rate, which are repayable by 31 December 2022.

(v) The Group issued trust plans of RMB758.9 million at 31 December 2019 (31 December 2018: RMB333.7 million) to finance for SME business, and the Group acquired all the interests of the subordinated tranches of the trust plans and the Group provided financial guarantee against the investors that required the senior tranches (see Note 43).

The remaining other interest-bearing liabilities represents third party investors' interest of RMB840.6 million (31 December 2018: RMB874.2 million) in the consolidated structured entities (see Note 43).

25 計息借款*（續）*

附註：（續）

(ii) 該銀行貸款由本集團建築物抵押。於2019年12月31日，抵押物業的總賬面值為人民幣241.3百萬元（2018年12月31日為人民幣251.0百萬元）。

(iii) 該銀行貸款由本集團持有的應收保理款抵押。於2019年12月31日，抵押物總賬面值分別為人民幣364.8百萬元（2018年12月31日分別為人民幣391.0百萬元）。

(iv) 其他借款的年息率均不同，最遲須於2022年12月31日償還。

(v) 截至2019年12月31日本集團發行了人民幣758.9百萬元的信託計劃（2018年12月31日：人民幣333.7百萬元），為中小企業業務融資，本集團收購了信託計劃次級部分的全部權益，本集團向優先順序部分的投資者提供了財務擔保（見附註(43)）。

其餘的其他計息負債表示第三方投資者在合併結構化實體中的利息為人民幣840.6百萬元（2018年12月31日：人民幣874.2百萬元）（見附註(43)）。

(Expressed in RMB'000 unless otherwise indicated)(除文意另有所指外，均以人民幣千元列示)

26 DEBTS SECURITIES ISSUED

26 應付債券

		Note 附註	31 December 2019 2019年12月31日 RMB'000 人民幣千元	31 December 2018 2018年12月31日 RMB'000 人民幣千元
Fixed rate corporate bonds maturing in June 2020	2020年6月到期的固定利率公司債券	(i)	**1,426,231**	1,423,726
Fixed rate corporate bonds maturing in November 2019	2019年11月到期的固定利率公司債券	(ii)	**–**	852,191
Fixed rate bonds	固定利率債券			
– maturing in February 2019	– 2019年2月到期	(iii)	**–**	66,388
– maturing in August 2020	– 2020年8月到期	(iv)	**49,274**	47,898
– maturing in October 2020	– 2020年10月到期	(v)	**48,759**	47,383
– maturing in March 2021	– 2021年3月到期	(vi)	**60,438**	–
– maturing in July 2021	– 2021年7月到期	(vii)	**67,191**	–
Assets backed securities payable – senior tranches	應付資產支持證券 – 優先順序	(viii)	**–**	901,695
Interest payables	應付利息		**51,721**	53,639
At the end of the year	期末餘額		**1,703,614**	3,392,920

Notes:

(i) Fixed rate corporate bonds with nominal value RMB1,500.0 million and a tenure of five years were issued on 10 June 2015. The coupon rate is 6.10% per annum. The Group has an option to increase the coupon rate for the remaining duration at the end of the third year. After the Group announce whether to increase the coupon rate, the investors have an option to redeem all or part of the debts held at the nominal amounts. On 10 June 2018, the Group increased the coupon rate to 6.90% per annum for the remaining duration and redeemed RMB72.0 million of the bonds.

As at 31 December 2019, the fair value of corporate bonds amounted to RMB1,495.0 million.

附註：

(i) 於2015年6月10日發行的固定利率公司債券面值人民幣1,500百萬元，期限為五年期。票面利率為6.10%。本集團在第三年末有上調票面利率的選擇權。在本集團公告是否上調票面利率後，投資者可以要求本集團按面值贖回所持的全部或部分債券。2018年6月10日，本集團已上調本債券後續期限的票面利率至6.9%，並贖回債券本金人民幣72.0百萬元。

截至2019年12月31日，此公司債券的公允價值為人民幣1,495.0百萬元。

26 DEBTS SECURITIES ISSUED *(CONTINUED)*

Notes: (Continued)

(ii) Fixed rate corporate bonds with nominal value RMB900.0 million and a tenure of four years were issued on 3 November 2015. The coupon rate is 5.60% per annum. The Group has an option to increase the coupon rate for the remaining duration at the end of the second year. After the Group announce whether to increase the coupon rate, the investors have an option to redeem all or part of the debts held at the nominal amounts. On 3 November 2017, the Group increased the coupon rate to 6.60% per annum for the remaining duration and redeemed RMB46.1 million of the bonds.

On 4 November 2019, the Group has repaid the bond with all remaining balance.

(iii) Fixed rate bonds with nominal value RMB66.6 million and a term of a year were issued on 13 February 2018 by a subsidiary. The coupon rate is 6.50% per annum.

On 13 February 2019, the Group has repaid the bond with all remaining balance.

(iv) Fixed rate bonds with nominal value RMB50.0 million and a term of two years were issued on 3 August 2018 by a subsidiary. The coupon rate is 7.30% per annum.

As at 31 December 2019, the fair value of corporate bonds amounted to RMB49.3 million.

(v) Fixed rate bonds with nominal value RMB50.0 million and a term of two years were issued on 18 October 2018 by a subsidiary. The coupon rate is 7.30% per annum.

As at 31 December 2019, the fair value of corporate bonds amounted to RMB48.8 million.

26 應付債券（續）

附註（續）

(ii) 於2015年11月3日發行的固定利率公司債券面值人民幣900百萬元，期限為四年期。票面利率為5.60%。本集團在第二年末有上調票面利率的選擇權。在本集團公告是否上調票面利率後，投資者可以要求本集團按面值贖回所持的全部或部分債券。2017年11月3日，本集團已上調本債券後續期限的票面利率至6.60%，並回購債券本金46.1百萬元。

於2019年11月4日，本集團已償還債券的所有餘額。

(iii) 2018年2月13日發行名義價值人民幣66.6百萬元，期限為一年的固定利率債券。票面利率為每年6.50%。

於2019年2月13日，本集團已償還債券的所有餘額。

(iv) 子公司於2018年8月3日發行名義價值人民幣50.0百萬元，期限為兩年的固定利率債券。票面利率為每年7.30%。

於2019年12月31日，該筆公司債券的公允價值為49.3百萬元。

(v) 子公司於2018年10月18日發行名義價值人民幣50.0百萬元，期限為兩年的固定利率債券。票面利率為每年7.30%。

於2019年12月31日，該筆公司債券的公允價值為48.8百萬元。

26 DEBTS SECURITIES ISSUED *(CONTINUED)*

Notes: (Continued)

(vi) Fixed rate bonds with nominal value RMB63.4 million and a term of two years were issued on 15 March 2019 by a subsidiary. The coupon rate is 7.30% per annum.

As at 31 December 2019, the fair value of corporate bonds amounted to RMB60.4 million.

(vii) Fixed rate bonds with nominal value RMB72.0 million and a term of two years were issued on 26 July 2019 by a subsidiary. The coupon rate is 7.80% per annum.

As at 31 December 2019, the fair value of corporate bonds amounted to RMB67.2 million.

(viii) During the year of 2019, the asset-backed securities issued by micro loan were mature and fully repaid by the Group.

26 應付債券（續）

附註（續）

(vi) 子公司於2019年3月15日發行名義價值人民幣63.4百萬元，期限為兩年的固定利率債券。票面利率為每年7.30%。

於2019年12月31日，該筆公司債券的公允價值為60.4百萬元。

(vii) 子公司於2019年7月26日發行名義價值人民幣72.0百萬元，期限為兩年的固定利率債券。票面利率為每年7.80%。

於2019年12月31日，該筆公司債券的公允價值為67.2百萬元。

(viii) 2019年，本集團發行的ABS債券已到期並全額償還。

27 FINANCIAL ASSETS SOLD UNDER REPURCHASE AGREEMENT

27 賣出回購金融資產

		31 December 2019 2019年 12月31日 *RMB'000* *人民幣千元*	31 December 2018 2018年 12月31日 *RMB'000* *人民幣千元*
Beneficial rights of loans and advances to customers	發放貸款及墊款收益權	**17,000**	14,000
Beneficial rights of receivables for factoring business	應收保理款收益權	**308,897**	232,337
Interest payables	應付利息	**5,058**	9,367
		330,955	255,704

Details of the carrying values of underlying assets of financial assets under repurchased agreement are set out in Note 16(a) and Note 15.

賣出回購金融資產的相關資產賬面值詳情載於附註16(a)和附註(15)。

28 PROVISIONS FOR GUARANTEE LOSSES

28 擔保賠償準備金

		31 December 2019 2019年 12月31日 RMB'000 人民幣千元	31 December 2018 2018年 12月31日 RMB'000 人民幣千元
As at 1 January	年初	**376,515**	377,595
Reversal for the year	本年轉回	**(5,356)**	(1,080)
As at 31 December	年末	**371,159**	376,515

29 CUSTOMER PLEDGED DEPOSITS

Customer pledged deposits refer to deposits received from customers as collateral security of the credit guarantee issued by the Group. These deposits are interest-free, and will be returned to customers after the guarantee contracts expire.

29 存入保證金

存入保證金指向客戶所收的保證金，以作為本集團提供擔保的擔保抵押。此等押金為無息，並將於擔保合約屆滿時退還客戶。

30 ACCRUALS AND OTHER PAYABLES

30 應計及其他應付款

		31 December 2019 2019年 12月31日 *RMB'000* *人民幣千元*	31 December 2018 2018年 12月31日 *RMB'000* *人民幣千元*
Other payables	其他應付款項	**496,613**	381,495
Financial liabilities measured at amortised cost	按攤餘成本計算金融負債	**496,613**	381,495
Accrued staff cost	應付職工薪酬		
– Salaries, wages, bonuses and other benefits	– 工資、獎金、津貼及其他福利	**62,695**	87,224
Value-added tax and other surcharges payable	增值税及其他附加費	**6,136**	9,209
Withholding individual income tax payable	預扣應交個人所得税	**4,733**	4,100
Receipts in advance	預收賬款	**9,652**	20,416
Total	合計	**579,829**	502,444

31 LEASE LIABILITIES

31 租賃負債

		At 31 December 2019 2019年12月31日		At 1 January 2019 2019年1月1日	
		Present value of the minimum lease payments 最低租賃付款額現值 ***RMB'000 人民幣千元***	**Total minimum lease payments 最低租賃付款總額** ***RMB'000 人民幣千元***	Present value of the minimum lease payments 最低租賃付款額現值 *RMB'000 人民幣千元*	Total minimum lease payments 最低租賃付款總額 *RMB'000 人民幣千元*
Within 1 year	1年以內	**23,138**	**23,921**	21,735	22,493
After 1 year but within 2 years	1至2年	**6,925**	**7,621**	14,151	15,630
After 2 years but within 5 years	2至5年	**2,533**	**3,001**	5,472	6,604
		9,458	**10,622**	19,623	22,234
		32,596	**34,543**	41,358	44,727
Less: total future interest expenses	減：未來利息支出總額		**(1,947)**		(3,369)
Present value of lease liabilities	租賃負債現值		**32,596**		41,358

32 EQUITY SETTLED SHARE-BASED TRANSACTION

Chongqing Huitai Company Limited ("Huitai") was established as the Group's vehicle for implementing a share-based incentive scheme (the "Share Incentive Scheme") to provide share incentive to the senior management of the Group. On 20 June 2013 (the "Grant Date"), details of the Share Incentive Scheme were finalised under which 15 directors, supervisors and senior management of the Company (the "Grantees") were granted entitlement to shares of the Company through their equity interests in Huitai (the "share awards") at a discounted price. The share awards would vest in installments on a monthly basis over the 8-year service period from 1 January 2013 to 31 December 2020. When a Grantee terminates his/her employment with the Group, any unvested portion of benefits will be reallocated to the remaining Grantees in proportion to their then respective interests in Huitai.

Huitai held 7.88% of the equity interests of the Company on the Grant Date for the purpose of the Share Incentive Scheme and did not carry out any other business.

32 以權益結算的股份支付

重慶慧泰投資有限公司（「慧泰」）是包括本公司在內的瀚華擔保股份所有投資者在成立瀚華擔保股份之時為了向未來本集團管理層提供股權激勵計劃（「股權激勵計劃」）而專門成立的投資控股公司。具體的股權激勵計劃在2013年6月20日（「股份授予日」）確定，本公司的15名董事、監事和高管（「激勵對象」）以折扣價格獲取慧泰的股權從而間接持有本公司的股份。自2013年1月1日 至2020年12月31日，股權激勵將在該8年內按月分期確認。如任何激勵對象離開本集團時，該激勵對象未獲處分的目標股權將由其餘激勵對象按照慧泰的持股比例享有。

在股份授予日，慧泰持有本公司7.88%的股權，全部用於股權激勵計劃，與本公司沒有開展任何其他業務。

32 EQUITY SETTLED SHARE-BASED TRANSACTION *(CONTINUED)*

32 以權益結算的股份支付*（續）*

(a) The terms and conditions of the grants are as follows:

(a) 授予項目的條款及條件如以下：

		Number of Instruments 股份數量	Vesting conditions 行權條件
Awards granted to directors and supervisors: – on 20 June 2013	授予董事及監事的股份： – 於2013年6月20日	193,918,615	Every month from 1 January 2013 to 31 December 2020 從2013年1月1日至2020年12月31日的每個月滿時可獲得相應的股份
Awards granted to employees: – on 20 June 2013	授予高管的股份： – 於2013年6月20日	76,351,233	Every month from 1 January 2013 to 31 December 2020 從2013年1月1日至2020年12月31日的每個月滿時可獲得相應的股份
Total share awards granted	授予股份總數	270,269,848	

32 EQUITY SETTLED SHARE-BASED TRANSACTION *(CONTINUED)*

32 以權益結算的股份支付*（續）*

(b) The number and weighted average exercise prices of share awards are as follows:

(b) 股權激勵的數量和平均行權如下：

		2019 2019年 Weighted average exercise price 平均行權價 (RMB) （人民幣）	Number of shares 股份數量
Outstanding at the beginning of the year	年初發行在外	0.42	270,269,848
Granted during the year	本年授予	–	–
Exercised during the year	本年行權	–	–
Outstanding at the end of the year	年末發行在外	0.42	270,269,848
Exercisable at the end of the year	年末可行權	0.42	236,486,117

32 EQUITY SETTLED SHARE-BASED TRANSACTION *(CONTINUED)*

(c) Fair value of share awards and assumptions

The fair value of services received in return for share awards granted is measured by reference to the fair value of share awards granted. The Company accounts for the Share Incentives Scheme on the basis of the pool of shares granted rather than treating the individual Grantee as the unit of account. The fair value of the total pool of shares is measured at the Grant Date with the non-vesting condition effectively ignored for valuation purposes. Subsequent forfeitures and reallocations would have no effect on the accounting treatment and the measurement of share awards granted to management. The estimate of the fair value of the share awards granted is measured based on a Cox-Ross-Rubinstein Binomial Pricing model. The contractual life of the share awards is used as an input into this model.

32 以權益結算的股份支付*（續）*

(c) 股份期權的公允價值及假設

本公司以授出股份期權而獲取的服務的公允價值參考授予日股份期權的公允價值確定。本公司在對股權激勵計劃進行會計處理時，是將其視為股權激勵計劃池而不是以單獨激勵物件基礎進行會計核算。股權激勵計劃池的公允價值在授予日計量，且在進行價值評估時不考慮行權條件。授予日後發生的因激勵物件離開本集團時，該激勵物件未獲處分權的目標股權將由其餘激勵對象按照在慧泰的持股比例重新分配，該重新分配對會計處理沒有影響。股份期權的公允價值使用Cox-Ross-Rubinstein Binomial Pricing模型進行估計。股份期權的合同年限作為此模型的一項參數。

32 EQUITY SETTLED SHARE-BASED TRANSACTION *(CONTINUED)*

32 以權益結算的股份支付*(續)*

(c) Fair value of share awards and assumptions *(Continued)*

(c) 股份期權的公允價值及假設*(續)*

		2019 2019年	Share awards granted on 20 June 2013 於2013年6月20日授予的股份期權
Fair value at measurement date (RMB)	於計量日期的公允價值（人民幣）	1.77	1.77
Share price (RMB)	現行股價（人民幣）	2.26	2.26
Exercise price (RMB)	行權價格（人民幣）	0.53	0.53
Expected volatility (expressed as weighted average volatility used in the modelling under Cox-Ross-Rubinstein Binomial Pricing model)	股價預計波動率（以Cox-Ross-Rubinstein Binomial模型所運用的加權平均波幅表示）	64.3%	64.3%
Option life (expressed as weighted average life used in the modelling under Cox-Ross-Rubinstein Binomial Pricing model)	期權的有效期（以Cox-Ross-Rubinstein Binomial模型所運用的加權平均限期表示）	7.53 years	7.53 years
Expected dividend yield	預計股利	1.3%	1.3%
Risk-free interest rate (based on Exchange Fund Notes)	無風險利率（根據外匯基金票據）	1.45%	1.45%

The expected volatility is based on the historic volatility (calculated based on the weighted average remaining life of the share awards), adjusted for any expected changes to future volatility based on publicly available information. Expected dividends are based on historical dividends. Changes in the subjective input assumptions could materially affect the fair value estimate.

Share awards were granted under a service condition. This condition has not been taken into account in the grant date fair value measurement of the services received. There were no market conditions associated with the share awards grants.

股價預計波動率是基於歷史波動率(以加權平均計算的股份期權的剩餘期間為基礎)，基於公開可獲得的資訊對未來預計波動率任何可預期的差異進行調整。預期股利是基於歷史股利數據，輸入數據的變化會對公允價值的估計產生重大影響。

股份期權是在服務條件下授予的。在授予日的公允價值計量中未考慮這個條件。該股份期權不涉及市場條件。

33 INCOME TAX IN THE CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

33 載於合併財務狀況表的所得稅

(a) Movements in current taxation in the consolidated statement of financial position are as follows:

(a) 即期稅項於合併財務狀況表的變動如下：

		31 December 2019 **2019年12月31日** ***RMB'000*** ***人民幣千元***	31 December 2018 2018年12月31日 *RMB'000* *人民幣千元*
Balance of income tax payable at the beginning of the year	年初應交所得稅餘額	**193,393**	203,360
Provision for income tax on the estimated taxable profit for the year *(Note 6(a))*	年內按估計應納稅所得額計提的所得稅費用*（附註6(a)）*	**158,371**	155,736
Income tax paid during the year	本年已繳納所得稅	**(130,515)**	(165,703)
Balance of income tax payable at the end of the year	年末應交所得稅結餘	**221,249**	193,393

33 INCOME TAX IN THE CONSOLIDATED STATEMENTS OF FINANCIAL POSITION *(CONTINUED)*

33 載於合併財務狀況表的所得稅*（續）*

(b) Deferred tax assets and liabilities recognised:

(b) 已確認遞延所得稅資產及負債：

The components of deferred tax (liabilities)/assets recognised in the consolidated statement of financial position and the movements during the year are as follows:

本集團於合併財務狀況表確認的遞延所得稅資產／（負債）項目及年度變動如下：

		Deferred tax assets 遞延所得稅資產					Deferred tax liabilities 遞延所得稅負債	
Deferred tax arising from:	**遞延稅項產生自：**	**Provisions for impairment losses** 資產減值損失撥備 *RMB'000 人民幣千元*	**Accrued staff cost** 應付職工薪酬 *RMB'000 人民幣千元*	**Provisions for guarantee losses and accruals** 未到期責任準備金及預收賬款 *RMB'000 人民幣千元*	**Fair value adjustments on Financial assets measured at fair value** 以公允價值計量且其變動計入當期損益的金融資產公允價值變動 *RMB'000 人民幣千元*	**Total** 合計 *RMB'000 人民幣千元*	**Fair value adjustments on Financial assets measured at fair value** 以公允價值計量且其變動計入當期損益的金融資產公允價值變動 *RMB'000 人民幣千元*	**Net** 淨額 *RMB'000 人民幣千元*
At 1 January 2018	2018年1月1日	379,735	177	100,987	2,011	482,910	(2,597)	480,313
Recognised to the consolidated statement of profit or loss *(Note 6(a))*	於合併損益表確認*（附註6(a)）*	41,197	14	(14,047)	7,229	34,393	(9,702)	24,691
At December 31, 2018 and January 1, 2019	2018年12月31日 2019年1月1日	420,932	191	86,940	9,240	517,303	(12,299)	505,004
Recognised to the consolidated statement of profit or loss *(Note 6(a))*	於合併損益表確認*（附註6(a)）*	15,030	(73)	(4,615)	6,476	16,818	11,947	28,765
At 31 December 2019	2019年12月31日	435,962	118	82,325	15,716	534,121	(352)	533,769

33 INCOME TAX IN THE CONSOLIDATED STATEMENTS OF FINANCIAL POSITION *(CONTINUED)*

(c) Deferred tax assets not recognised

In accordance with the accounting policy set out in Note 1(p), the Group has not recognised deferred tax assets in respect of cumulative tax losses of RMB1,467.8 million (2018: RMB1,288.0 million) at 31 December 2019, as it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction and entity. The tax losses incurred by the Company and its subsidiaries in the PRC will expire in five years since initial occurrence under current tax legislation.

33 載於合併財務狀況表的所得稅 *(續)*

(c) 未確認的遞延所得稅資產

根據載於附註1(p)的會計政策，由於本公司不大可能在可預見的將來獲得可用於抵扣有關虧損的未來應稅利潤，故本集團及本公司並無就2019年12月31日的累計可抵扣虧損為人民幣1,467.8百萬元（2018年為人民幣1,288.0百萬元）確認遞延所得稅資產。根據現行稅法，公司及其在內陸的子公司發生的可抵扣虧損將在首次發行後的五年內到期。

(Expressed in RMB'000 unless otherwise indicated)(除文意另有所指外，均以人民幣千元列示)

34 CAPITAL, RESERVES AND DIVIDENDS

34 資本、儲備及股息

(a) Movement in components of equity

(a) 權益項目變動

The reconciliation between the opening and closing of each component of the Group's consolidated equity is set out in the consolidated statements of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

本集團年初及年末各項目的綜合權益的對賬載列於合併股東權益變動表。本公司獨立權益項目由年初至年末的變動詳情載列如下：

		Share capital 股本 *RMB'000* *人民幣千元* *Note 34(c)* *附註34(c)*	Share premium 股份溢價 *RMB'000* *人民幣千元* *Note 34(d)(i)* *附註34(d)(i)*	Capital reserve 資本公積 *RMB'000* *人民幣千元* *Note 34(d)(ii)* *附註34(d)(ii)*	Surplus reserve 盈餘公積 *RMB'000* *人民幣千元* *Note 34(d)(iii)* *附註34(d)(iii)*	(Accumulated losses)/ Retained earnings 未彌補虧損／未分配利潤 *RMB'000* *人民幣千元*	Total 合計 *RMB'000* *人民幣千元*
Balance at 1 January 2018	**2018年1月1日的餘額**	4,600,000	1,091,555	441,429	110,567	(54,303)	6,189,248
Changes in equity for 2018:	**2018年的權益變動：**						
Profit for the year and total comprehensive income	淨收益及綜合收益總額	–	–	–	–	99,002	99,002
Equity-settled share-based payment	以權益結算的股份支付	–	–	25,109	–	–	25,109
Cash dividends paid to the equity shareholders of the Company	向本公司股東支付之現金股息	–	–	–	–	(184,000)	(184,000)
Balance at 31 December 2018 and 1 January 2019:	**2018年12月31日及2019年1月1日的餘額：**	4,600,000	1,091,555	466,538	110,567	(139,301)	6,129,359
Changes in equity for 2019:	**2019年的權益變動：**						
Profit for the year and total comprehensive income	淨收益及綜合收益總額	–	–	–	–	224,840	224,840
Appropriation to surplus reserve	提取盈餘公積	–	–	–	24,627	(24,627)	–
Equity-settled share-based payment	以權益結算的股份支付	–	–	13,828	–	–	13,828
Balance at 31 December 2019	**2019年12月31日的餘額**	4,600,000	1,091,555	480,366	135,194	60,912	6,368,027

34 CAPITAL, RESERVES AND DIVIDENDS *(CONTINUED)*

(b) Dividends

In accordance with the resolution of the Board's meeting held on 31 March 2020, no dividend is proposed for the year ended 31 December 2019. The profit appropriation resolution mentioned above has yet to be approved by the Company's shareholders' meeting.

No dividend was declared for the year ended 31 December 2018 in accordance with the resolution of the shareholders' meeting held on 28 May 2019.

(c) Share capital

The share capital were issued and fully paid.

34 資本、儲備及股息*（續）*

(b) 股利

根據2020年3月31日召開的董事會會議決議，提議截至2019年12月31日的財年不派息。上述事項尚待本公司股東大會批准。

根據2019年5月28日召開的股東大會決議，截至2018年12月31日止年度未宣佈股息。

(c) 股本

股本均已發行和繳足。

34 CAPITAL, RESERVES AND DIVIDENDS *(CONTINUED)*

(d) Nature and purpose of reserves

(i) Share premium

The share premium represents the difference between the par value of the shares of the Company and capital proceeds received from the issuance of the shares of the Company.

(ii) Capital reserve

The capital reserve mainly comprises the following:

- the cumulative net change in the fair value of financial assets measured at fair value held at the end of the reporting period and is dealt with in accordance with the accounting policies in Note 1(k)(i);

- the portion of the grant date fair value of unexercised share options granted to employees of the Company that has been recognised in accordance with the accounting policy adopted for share-based payments in Note 1(o).

(iii) Surplus reserve

The surplus reserve represents statutory surplus reserve fund. The Company is required to appropriate 10% of its net profit as determined under the Accounting Standards for Business Enterprises and other relevant requirements issued by the Ministry of Finance of the PRC after making good prior year's accumulated loss, to the statutory surplus reserve fund until the reserve fund balance reaches 50% of its registered capital.

34 資本、儲備及股息*（續）*

(d) 儲備性質及目的

(i) 股份溢價

股份溢價指本公司股份面值與發行本公司股份所得款項之間的差額。

(ii) 資本公積

資本公積包括下列各項：

- 於報告期末所持的以公允價值計量的交易性金融資產的公允價值的累計淨變動，並已根據附註1(k)(i)所載的會計政策處理；

- 已根據附註1(o)以權益結算的股份支付所採納的會計政策確認的向本公司僱員授出的未使購股權於授出日期的公允價值部份。

(iii) 盈餘公積

盈餘公積指法定盈餘公積金。於彌補以前年度的累計虧損後，本公司須根據中國財政部頒佈的企業會計準則及其他相關規定，將其10%的淨利潤轉撥至法定盈餘公積金，直至盈餘公積累計餘額達到其註冊資本的50%。

34 CAPITAL, RESERVES AND DIVIDENDS *(CONTINUED)*

(d) Nature and purpose of reserves *(Continued)*

(iv) General reserve

Pursuant to relevant regulations, the subsidiaries engaged in credit guarantee business are required to set aside a general reserve through appropriations of profit after tax according to 10% of its profit after tax as determined under the Accounting Standard for Business Enterprise and other relevant requirements issued by the Ministry of Finance of the PRC after making good prior year's accumulated loss to cover potential losses against their assets.

While subsidiaries engaged in providing a range of loan and services to the small sized and micro enterprises ("SME enterprises") are required to set aside a general reserve through appropriations of profit after tax according to a certain provision ratio of the ending balance of gross risk-bearing assets to cover potential losses against their assets. In principal, the general reserve balance should not be lower than 1.0% of the ending balance of gross risk-bearing assets.

(v) Exchange reserve

Foreign exchange differences arising from activities of Huiwei Hong Kong Holding Limited and Hanhua Hong Kong Holdings Limited (accounted in HK dollars) are recognised as "exchange reserve" in the shareholder's equity in the consolidated statement of financial position.

34 資本、儲備及股息*（續）*

(d) 儲備性質及目的*（續）*

(iv) 一般風險準備

根據相關規定從事信用擔保業務的附屬公司需從稅後利潤中提取作為一般風險準備，金額為彌補以前年度累計虧損後的淨利潤的10%（根據中國財政部頒佈的企業會計準則及其他相關規定），以彌補其資產可能出現的虧損

而從事中小企業貸款業務的附屬公司需從稅後利潤中提取作為一般風險準備，金額為風險資產總額期末結餘的若干百分比，以彌補其資產可能出現的虧損。原則上，一般風險準備結餘不得少於風險資產總額期末結餘的1.0%。

(v) 外幣報表折算差額

產生自惠微香港控股有限公司和瀚華香港控股有限公司（以港幣記賬）經營活動的外幣折算差異，在合併財務狀況表中被確認為股東權益中的外幣報表折算差額。

34 CAPITAL, RESERVES AND DIVIDENDS *(CONTINUED)*

(e) Capital management

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

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

There were no changes in the Group's approach to capital management during the years ended 31 December 2019 and 2018.

Particularly for guarantee and credit loan operation, the Group monitors regularly the residual balance of outstanding guarantees or/and credit loans for single customers and multiples of the total outstanding guarantees or/and credit loans in relation to paid-in/share capital of companies in the Group engaging guarantee or/and credit loan business respectively, so as to keep the capital risk within an acceptable limit. The decision to manage the share capital of companies in the Group to meet the needs of developing guarantee or/and credit loans business rests with the directors.

34 資本、儲備及股息*（續）*

(e) 資本管理

本集團在資本管理上的首要目的是保障本集團能夠根據持續經營基礎經營，從而透過與風險水準相應的產品及服務定價以及獲得合理成本的融資繼續為權益持有人／股東提供回報及為其他持份者謀求利益。

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

於截至2019年及2018年12月31日止年度，本集團資本管理的方法並無改變。

針對擔保及信用貸款業務，本集團定期監察單一客戶的擔保餘額或／及信用貸款餘額及有關本集團旗下分別從事擔保或／及信用貸款業務公司的擔保或／及信用貸款總額的實收資本／股本的倍數，以保持資本風險處於可接受的範圍內。有關管理本集團旗下公司的實收資本／股本以符合發展擔保或／及信用貸款業務的需要的決策由董事釐定。

35 NON-CONTROLLING INTERESTS

35 非控制性權益

		31 December 2019 2019年 12月31日 RMB'000 人民幣千元	31 December 2018 2018年 12月31日 RMB'000 人民幣千元
Fu'an AMC	遼寧富安金融資產管理有限公司	**444,841**	472,065
Xi'an Micro-credit	西安市瀚華小額貸款有限公司	**–**	139,707
Sichuan Micro-credit	四川瀚華小額貸款有限公司	**104,304**	105,619
Chongqing Micro-credit	重慶市瀚華小額貸款有限責任公司	**90,248**	87,975
Others	其他	**36,571**	80,482
		675,964	885,848

36 SEGMENT REPORTING

The Group manages its business by business lines. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group defines reporting segments based on the following operating segments:

Partnership finance business

Based on the Group's operation network across the country, this segment mainly provides integrated financial services and solutions to a range of small sized and micro enterprises ("SME enterprises"). These services includes credit guarantee business and capital business (capital business mainly includes accounts receivables for factoring business, bill discount business, finance lease, and entrusted loans), financial assets management, and other services.

36 分部報告

本集團根據業務條線進行業務管理。本集團的經營分部已按與內部報送資訊一致的方式列報，這些內部報送資訊是提供給本集團管理層以向分部份配資源並評價分部業績，本集團以經營分部為基礎，確定了下列報告分部：

夥伴金融業務集群

以本集團位於全國的經營網路，主要面向廣大中小企業客戶提供綜合性金融服務解決方案，主要包括信用擔保、資金業務（資金業務主要包括應收賬款保理、票據貼現、融資租賃、委託貸款）、金融資產管理、以及其他服務。

36 SEGMENT REPORTING *(CONTINUED)*

SME lending

With the Group's microfinance companies established in Chongqing, Chengdu, Tianjin, Shenyang, Nanning, Guiyang, Nanjing, Harbin and Shenzhen as its networks, this segment provides micro, distributed and integrated financial services and solutions to small and individual business proprietors and individual clients.

Capital investment and management

This segment provides capital investment services to a range of SME enterprises that have growth potential and value, by utilization of fund under their ownership and raising funds through cooperation with external institutions.

Others

This segment represents the aggregation of other business lines and the operational results that undertake management functions of the headquarters and cannot be completely divided into any of the above segments.

(a) Segment results, assets and liabilities

For the purposes of assessing segment performance and allocating resources between segments, the Group's senior executive management monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

Segment assets include all tangible, intangible assets and current assets with the exception of deferred tax assets. Segment liabilities include all liabilities managed directly by the segments.

36 分部報告*（續）*

信貸業務

以本集團通過設立於重慶、成都、天津、瀋陽、南寧、貴陽、南京、哈爾濱及深圳的小額貸款公司為網路，主要面向廣大個人提供小額、分散的綜合性金融服務解決方案。

資本投資及管理業務

利用自有資金，以及通過與外部機構合作募集資金，向具有成長空間和增長價值的廣大中小企業提供資本投資服務。

總部及待分攤業務分部

指承擔總部管理職能以及無法完全劃分為上述任一分部的其他業務條線及經營業績。

(a) 分部利潤、資產及負債

為了評價各個分部的業績及向其配置資源，本集團管理層會定期審閱歸屬於各分部業績、資產及負債，這些資訊的編製基礎如下：

分部資產包括歸屬於分部的所有有形資產、無形資產及流動資產，但不包括遞延所得稅資產。分部負債包括所有由各分部直接管理的負債。

36 SEGMENT REPORTING *(CONTINUED)*

(a) Segment results, assets and liabilities *(Continued)*

Revenue and expenses are allocated to the reportable segments with reference to revenue generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortization of assets attributable to those segments.

Internal charges and transfer prices are determined with reference to market rates and have been reflected in the performance of each segment.

The Group has further restructured the assessment and management on business segments and optimized the resource allocation at Group level during the reporting period. The Group has integrated guarantee and entrusted loan business, factoring business and leasing business into Partnership finance business, separated Capital investment and management from others.

36 分部報告*（續）*

(a) 分部利潤、資產及負債*（續）*

分部經營成果是指各個分部產生的收入，扣除各個分部發生的費用、歸屬於各分部的資產發生的折舊和攤銷及其他費用的淨額，以分配至該等分部。

分部之間的內部收費和轉讓定價均參照市場利率確定，並已反映在各分部的表現中。

本集團在報告期內進一步優化業務分部的評估、管理和資源配置。本集團將擔保及委託貸款業務、保理業務和租賃業務合併為夥伴集群業務，從其他業務中剝離出資本投資及管理業務。

(Expressed in RMB'000 unless otherwise indicated)(除文意另有所指外，均以人民幣千元列示)

36 SEGMENT REPORTING *(CONTINUED)* 36 分部報告*(續)*

(a) Segment results, assets and liabilities *(Continued)* (a) 分部利潤、資產及負債*(續)*

		Year ended 31 December 2019 2019年12月31日				
		Partnership finance business 夥伴金融業務集群 *RMB'000* *人民幣千元*	SME Lending 信貸業務 *RMB'000* *人民幣千元*	Capital investment and management 資本投資及管理業務 *RMB'000* *人民幣千元*	Others 總部及待分攤業務分部 *RMB'000* *人民幣千元*	Total 合計 *RMB'000* *人民幣千元*
Net guarantee and consulting fee income	擔保及諮詢費淨收入	624,323	–	–	–	624,323
Net interest and handling fee income/(expense)	利息及手續費淨收入／(支出)	252,929	496,336	16,617	(200,625)	565,257
Reportable segment income/(expense)	分部收入／(支出)	877,252	496,336	16,617	(200,625)	1,189,580
Net trading gains/(losses)	公允價值變動淨損益	65,623	–	(3,297)	(61,399)	927
Net foreign exchange gain	匯兑淨收益	–	–	–	90	90
Other net income	其他收入淨額	20,686	6,792	12,022	4,617	44,117
Operating income/(losses)	營業收入／(損失)	963,561	503,128	25,342	(257,317)	1,234,714
Share of profits of associate	聯營企業收益	(6,924)	–	922	62,324	56,322
Share of losses of joint venture	合營企業收益	(4,305)	–	–	–	(4,305)
Provisions for guarantee losses	轉回擔保賠償準備金	5,356	–	–	–	5,356
Impairment losses	資產減值損失	(7,926)	(104,697)	(4,761)	4,270	(113,114)
Operating expenses	營運支出	(337,229)	(179,231)	(8,020)	(231,867)	(756,347)
Reportable segment profit/(losses) before taxation	分部税前利潤／(損失)	612,533	219,200	13,483	(422,590)	422,626

36 SEGMENT REPORTING *(CONTINUED)* 36 分部報告*（續）*

(a) Segment results, assets and liabilities *(Continued)* (a) 分部利潤、資產及負債*（續）*

		At 31 December 2019 2019年12月31日				
		Partnership finance business 夥伴金融業務集群 *RMB'000 人民幣千元*	SME Lending 信貸業務 *RMB'000 人民幣千元*	Capital investment and management 資本投資及管理業務 *RMB'000 人民幣千元*	Others 總部及待分攤業務分部 *RMB'000 人民幣千元*	Total 合計 *RMB'000 人民幣千元*
Segment assets	分部資產	**9,971,293**	**3,941,942**	**601,097**	**2,478,459**	**16,992,791**
Segment liabilities	分部負債	**(4,735,368)**	**(2,128,626)**	**(844,430)**	**(1,905,532)**	**(9,613,956)**

		Year ended 31 December 2018 2018年12月31日				
		Partnership finance business 夥伴金融業務集群 *RMB'000 人民幣千元*	SME Lending 信貸業務 *RMB'000 人民幣千元*	Capital investment and management 資本投資及管理業務 *RMB'000 人民幣千元*	Others 總部及待分攤業務分部 *RMB'000 人民幣千元*	Total 合計 *RMB'000 人民幣千元*
Net guarantee and consulting fee income	擔保及諮詢費淨收入	674,511	–	–	–	674,511
Net interest and handling fee income/(expense)	利息及手續費淨收入／（支出）	363,208	572,446	17,200	(171,809)	781,045
Reportable segment income/(expense)	分部收入／(支出)	1,037,719	572,446	17,200	(171,809)	1,455,556
Net trading losses	公允價值變動淨損失	–	–	(6,564)	(10,117)	(16,681)
Net foreign exchange gain	匯兑淨收益	–	–	–	(2,156)	(2,156)
Other net income	其他收入淨額	45,150	12,262	4,881	3,972	66,265
Operating income/(losses)	營業收入／(損失)	1,082,869	584,708	15,517	(180,110)	1,502,984
Share of profits of associate	聯營企業收益	(8,279)	–	5,320	35,252	32,293
Share of losses of joint venture	合營企業收益	(4,296)	–	–	–	(4,296)
Provisions for guarantee losses	轉回擔保賠償準備金	1,080	–	–	–	1,080
Impairment losses	資產減值損失	(135,096)	(125,635)	3,397	–	(257,334)
Operating expenses	營運支出	(352,690)	(217,445)	(13,907)	(231,149)	(815,191)
Reportable segment profit/(losses) before taxation	分部税前利潤／(損失)	583,588	241,628	10,327	(376,007)	459,536

(Expressed in RMB'000 unless otherwise indicated)(除文意另有所指外，均以人民幣千元列示)

36 SEGMENT REPORTING *(CONTINUED)* 36 分部報告*(續)*

(a) Segment results, assets and liabilities *(Continued)* (a) 分部利潤、資產及負債*(續)*

		At 31 December 2018 2018年12月31日				
		Partnership finance business 夥伴金融業務集群 *RMB'000 人民幣千元*	SME Lending 信貸業務 *RMB'000 人民幣千元*	Capital investment and management 資本投資及管理業務 *RMB'000 人民幣千元*	Others 總部及待分攤業務分部 *RMB'000 人民幣千元*	Total 合計 *RMB'000 人民幣千元*
Segment assets	分部資產	10,713,689	4,917,533	841,739	1,867,739	18,340,700
Segment liabilities	分部負債	(4,164,890)	(2,499,755)	(890,278)	(3,426,920)	(10,981,843)

(b) Reconciliation of reportable segment assets (b) 分部資產的調節

		31 December 2019 2019年 12月31日 *RMB'000 人民幣千元*	31 December 2018 2018年 12月31日 *RMB'000 人民幣千元*
Assets	**資產**		
Reportable segment assets	分部資產	**16,992,791**	18,340,700
Deferred tax assets	遞延所得稅資產	**533,769**	505,004
Consolidated total assets	資產合計	**17,526,560**	18,845,704

37 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT

Exposure to credit, interest rate and liquidity risks arises in the normal course of the Group's business.

The Group's exposure to these risks and the financial risk management policies and practice used by the Group to manage these risks are described below.

(a) Credit risk

Credit risk refers to the risk that a customer will default on its contractual obligations resulting in a financial loss to the Group. Credit risk is primarily attributable to unexpired guarantee issued by the Group and financial assets measured at amortized cost.

The maximum exposure to credit risk is represented by the net carrying amount of each type of financial assets as at the end of the reporting periods. Except for the guarantee as disclosed below, the Group has no credit risk arising from any other guarantee.

Credit risk arising from guarantee business

The Group has taken measures to identify credit risks arising from guarantee business. The Group manages credit risk at every stage of the risk management system, including pre-approval, review and credit approval and post-transaction monitoring processes. The Group conducts customer acceptance and due diligence by business department and risk management department during the pre-approval process. A transaction may be subject to the review and approval of credit approval officer, regional risk committee, deputy chairman and chairman depending on the transaction size.

37 財務風險管理及金融工具的公允價值

本集團的日常業務過程中面臨信用、利率及流動性風險。

本集團會定期審閱這些風險管理政策及有關內部控制系統，以適應市場情況或本集團經營活動的改變。

(a) 信用風險

信用風險是指因客戶違反合約責任而導致本集團出現財務虧損的風險。信用風險主要來自本集團發行的未到期擔保及按攤餘成本計量的金融資產。

所面對的最大信用風險指於報告期末各種金融資產的淨賬面值。除下列所披露的擔保外，本集團概無產生信用風險的任何其他擔保。

擔保業務產生的信用風險

本集團已採取措施識別擔保業務產生的信用風險。本集團通過風險管理系統管理每個階段的信用風險，包括盡職審查、審查、信用審批及擔保後回訪。於審批前，本集團委派業務部及風險管理部進行客戶接納及盡職審查。根據交易的規模而定，交易可能交由信用審批人、地區風險委員會、副主席及主席審查及審批。

37 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT *(CONTINUED)*

(a) Credit risk *(Continued)*

Credit risk arising from guarantee business *(Continued)*

During the post-transaction monitoring process, the Group conducts on-site inspection and ongoing post-transaction reviews focusing on various aspects, including but not limited to customers' product markets, operating income, assets and liabilities, cash flows from operating activities to detect potential risks. The Group takes proactive preventive actions based on the risk analysis and design contingency plans accordingly.

When a certain number of clients undertake the same business activities, stay in the same geographical locations, or bear similar economic features for their industries, their ability to fulfill contracts will be affected by the same economic changes. Concentration of credit risk reflects the sensitivity of the Group's operating results to specific industries or geographical locations. As the Group mainly operates its businesses in the PRC, there exists a certain level of geographical concentration risk for its guarantee and loan portfolios in that it might be affected by changes in the PRC economic conditions.

37 財務風險管理及金融工具的公允價值*（續）*

(a) 信用風險*（續）*

擔保業務產生的信用風險*（續）*

擔保後回訪，本集團就（包括但不限於）客戶產品市場、經營收入、資產負債情況、經營活動的現金流量等多個方面進行實地檢查及持續回訪，以偵測潛在風險。本集團根據風險分析作出積極的防範措施並設計相應的應變計劃。

當若干數量的客戶進行相同的業務活動，處於相同的地理位置或其行業具有相似的經濟特性，他們的履約能力將受到同一經濟變化的影響。信用風險的集中程度反映了本集團業績對某一特定行業或地理位置的敏感程度。由於本集團主要在中國經營業務，其擔保及貸款組合因此承擔一定的地理集中風險，並可能因中國經濟狀況的變化而受到影響。

37 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT *(CONTINUED)*

37 財務風險管理及金融工具的公允價值*（續）*

(a) Credit risk *(Continued)*

(a) 信用風險*（續）*

Credit risk arising from guarantee business *(Continued)*

擔保業務產生的信用風險*（續）*

The guarantees issued and outstanding are analysed by type as follows:

在保餘額按其種類分析如下：

		31 December 2019 2019年 12月31日 *RMB'000* *人民幣千元*	31 December 2018 2018年 12月31日 *RMB'000* *人民幣千元*
Traditional financing guarantees	傳統融資擔保	**7,636,711**	9,068,122
Bond guarantees	債券擔保	**20,249,000**	24,355,000
Financing guarantees	融資擔保	**27,885,711**	33,423,122
Re-guarantee	再擔保	**(399,984)**	(800,000)
Subtotal	小計	**27,485,727**	32,623,122
Performance guarantees	履約擔保	**10,322,425**	10,980,593
Litigation guarantees	訴訟擔保	**37,311**	90,311
Maximum amount guarantee	擔保餘額	**37,845,463**	43,694,026
Less: Customer pledged deposits	減：存入保證金	**(92,518)**	(122,983)
Net guarantee exposure	淨擔保風險	**37,752,945**	43,571,043

37 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT *(CONTINUED)*

(a) Credit risk *(Continued)*

Credit risk arising from financial assets measured at amortized cost

The Group adopts the same pre-approval, review and credit approval risk management system for credit risk arising from financial assets measured at amortized cost. During the post-transaction monitoring process, the Group conducts a visit of customers within one month after disbursement of loans and receivables, and conducts on-site inspection on a semi-annual basis. The review focuses on the use of loans and receivables, the financial and operational conditions of the borrowers or the progress of projects and status of the collateral.

The Group classifies financial assets measured at amortized cost into three stages and makes provisions for expected credit losses accordingly, depending on whether credit risk on that financial instrument has increased significantly since initial recognition.

37 財務風險管理及金融工具的公允價值*（續）*

(a) 信用風險*（續）*

以攤餘成本計量的金融資產的信用風險

本集團就以攤餘成本計量的金融資產的信用風險採取相同的盡職調查、審查及信用審批。貸後回訪，本集團於發放貸款後一個月內回訪客戶，並每半年一次進行實地檢查。審查主要集中於貸款用途、借款人的財務及經營狀況、項目進度及抵押品的狀況。

本集團將以攤餘成本計量的金融資產劃分為三個階段，並據此計提預期信用損失，預期信用損失取決於該金融工具的信用風險自初始確認後是否出現大幅提高。

37 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT *(CONTINUED)*

(a) Credit risk *(Continued)*

Credit risk arising from financial assets measured at amortized cost *(Continued)*

The three stages are defined as follows:

Stage 1: A financial asset of which the credit risk has not significantly increase since initial recognition. The amount equal to 12-month expected credit losses is recognised as loss allowance.

Stage 2: A financial asset with a significant increase in credit risk since initial recognition but is not considered to be credit-impaired. The amount equal to lifetime expected credit losses is recognised as loss allowance.

Stage 3: A financial asset is considered to be credit-impaired as at statement of financial position date. The amount equal to lifetime expected credit losses is recognised as loss allowance. Refer to Note 1(k)(ii) for the definition of credit-impaired financial assets.

37 財務風險管理及金融工具的公允價值*（續）*

(a) 信用風險*（續）*

以攤餘成本計量的金融資產的信用風險*（續）*

三階段定義如下：

階段一： 自初始確認後信用風險未顯著增加的金融資產，將未來12個月預期信用損失確認為減值準備。

階段二： 自初始確認以來信用風險顯著增加，但未被視為出現信用減值的金融資產，將未來全部預期信用損失確認為減值準備。

階段三： 一項金融資產在財務報告日被視為信用減值，其減值金額等於存在期間全部預期信用損失金額。有關信用減值金融資產的定義，請參閱附註1(k)(ii)。

37 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT *(CONTINUED)*

(a) Credit risk *(Continued)*

Significant increase in credit risk

The assessment of significant increase since initial recognition in the credit risk is performed at least on a quarterly basis for financial assets held by the Group. The Group takes into consideration all reasonable and supportable information (including forward-looking information) that reflects significantly change in credit risk for the purposes of classifying financial assets. The main considerations are regulatory and operating environment, internal and external credit risk gradings, debt-servicing capacity, operating capabilities, contractual terms, and repayment records. The Group compares the risk of default of a single financial asset or a portfolio of financial assets with similar credit risk characteristics as at statement of financial position date and its risk of default at the date of initial application to determine changes in the risk of default during the lifetime of a financial asset or a portfolio of financial assets. In determining whether credit risk of a financial asset has increased significantly since initial recognition, the Group considers factors indicating whether the probability of default has risen sharply, whether the financial asset has been past due for more than 30 days(except micro-lending business, which is 7 days), whether the market price has been falling to assess deterioration.

37 財務風險管理及金融工具的公允價值*（續）*

(a) 信用風險*（續）*

信用風險顯著增加

自信用風險初步確認後，至少每季度對本集團持有的金融資產進行信用風險是否顯著增加的評估。本集團考慮所有合理以及可支援性的資料（包括前瞻性資料），以反映信用風險的重大變動，並據此分類金融資產。主要考慮因素包括監管和運營環境，內部和外部信用風險評級，償債能力，運營能力，合同條款和還款記錄。在一項金融資產或金融資產組合的存續期內，本集團將該項金融資產或遇有類似信用風險特徵的金融資產組合的違約風險與財務報告日及初始確認日的違約風險進行比較，以確定違約風險的變化。在確定金融資產的信用風險自初始確認後是否顯著增加時，本集團考慮的因素包括違約概率是否大幅上升，金融資產是否逾期30天以上（小額貸款業務為7天），市場價格是否下降到評估惡化的程度。

37 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT *(CONTINUED)*

(a) Credit risk *(Continued)*

Impairment assessment

Generally, a financial asset is considered to be credit-impaired if:

- It has been overdue for more than 90 days;
- In light of economic, legal or other factors, the Group has made concessions to a customer in financial difficulties, which would otherwise have been impossible under normal circumstances;
- The customer is probable to be insolvent or carry out other financial restructurings;
- Due to serious financial difficulties, the financial asset cannot continue to be traded in an active market;
- There are other objective evidences that the financial asset is impaired.

37 財務風險管理及金融工具的公允價值*（續）*

(a) 信用風險*（續）*

減值估計

通常，一項金融資產被視為信用減值，如果：

- 逾期超過90天；
- 受經濟，法律或其他因素影響，集團對有財務困難的客戶作出讓步，倘若不作出讓步，客戶將無法正常經營；
- 客戶可能破產或進行其他財務重組；
- 由於嚴重的財務困難，金融資產不能繼續在活躍市場中交易；
- 有其他證據證明金融資產已經發生減值。

(Expressed in RMB'000 unless otherwise indicated)（除文意另有所指外，均以人民幣千元列示）

37 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT *(CONTINUED)*

(a) Credit risk *(Continued)*

Description of parameters, assumptions, and estimation techniques

Expect for the credit-impaired financial assets, expected credit losses ("**ECL**") is measured at an amount equal to 12-month ECL or lifetime ECL depending on whether a significant increase in credit risk has occurred since initial recognition or whether an asset is considered to be credit-impaired. ECL is the product of the Probability of Default ("**PD**"), Loss Given Default ("**LGD**"), and Exposure at Default ("**EAD**"), considering the time value of money. Related definitions are as follows:

PD is the possibility that a customer will default on its obligation within a certain period of time in light of forward-looking information.

LGD is the magnitude of the likely loss if there is a default in light of forward-looking information.

EAD refers to the total amount of on- and off-balance sheet exposures in the event of default and is determined based on the historical repayment records.

The assumptions underlying the ECL calculation, such as how the PDs and LGDs of different maturity profiles change are monitored and reviewed on a quarterly basis by the Group.

There have been no significant changes in estimation techniques or significant assumptions made during the year.

37 財務風險管理及金融工具的公允價值*（續）*

(a) 信用風險*（續）*

參數，假設和估計技術的描述

對於預計信用減值的金融資產，預期信用損失(「**ECL**」)的金額等於12個月的ECL或存續期的ECL，具體要取決於自初始確認後信用風險是否發生顯著提高或資產是否被認為是信用減損。考慮到貨幣的時間價值，ECL是違約概率（「**PD**」），違約損失概率(「**LGD**」)和違約風險敞口(「**EAD**」)的乘積。相關定義如下：

PD是指客戶在一定時間內根據前瞻性資訊違約的可能性。

LGD是指在前瞻性資訊出現違約時，可能出現損失的幅度。

EAD是指違約時資產負債表表內和表外風險敞口的總額，其根據歷史還款記錄決定。

ECL計算的基本假設，例如不同期限下PD和LGD如何變化，均由本集團按季度進行監控和審核。

本年估計技術和重大假設沒有顯著變化。

37 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT *(CONTINUED)*

(a) Credit risk *(Continued)*

Description of parameters, assumptions, and estimation techniques *(Continued)*

The impairment loss on credit-impaired assets applied cash flow discount method, if there is objective evidence that an impairment loss has incurred, the amount of the loss is measured as the difference between the asset's gross carrying amount and the present value of estimated future cash flows discounted at the asset's original effective interest rate. The allowance for impairment loss is deducted in the carrying amount. The impairment loss is recognised in the statement of profit or loss. In determining allowances on an individual basis, the following factors are considered:

- The sustainability of the customer's business plan;
- The customer's ability to improve performance once a financial difficulty has arisen;
- The estimated recoverable cash flows from projects and liquidation;
- The availability of other financial support and the realisable value of collateral; and
- The timing of the expected cash flows.

It may not be possible to identify a single, or discrete events that result in the impairment, but it may be possible to identify impairment through the combined effect of several events. The impairment losses are evaluated at the end of each reporting period, unless unforeseen circumstances require more careful attention.

37 財務風險管理及金融工具的公允價值*（續）*

(a) 信用風險*（續）*

參數，假設和估計技術的描述*（續）*

信用減值的資產減值損失採用現金流量折現法，如果有客觀證據表明已發生減值損失，則按照資產總賬面價值與預計未來現金流量現值之間的差額計量。未來現金流量按照實際利率貼現。減值損失在賬面金額中扣除，減值虧損與損益表確認。在確認個別減值時，要考慮如下因素：

- 客戶經營計劃的可持續性；
- 一旦出現財務困難，客戶能夠提高經營績效；
- 來自經營項目和清算的可預測可收回現金流量；
- 其他財務支持的可獲得性和抵押物的可變現價值；以及
- 預期現金流的時間安排。

可能無法識別導致損失的單個或離散事件，但可能通過若幹事件的綜合影響來識別損失。除非不可預見的情況需要更謹慎的關注，減值損失在每個報告期末評估。

37 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT *(CONTINUED)*

(a) Credit risk *(Continued)*

Forward-looking information contained in ECL

The calculation of ECL incorporates forward-looking information. The Group has performed historical analysis and identified the key economic variables, including GDP, CPI, PMI, M2, Industrial Added Value and Real Estate Climate Index, impacting ECL for each portfolio. The impact of these economic variables on the PD and LGD has been determined by performing statistical regression analysis to understand the correlations among the historical changes of the economic variables, PD and LGD. Forecasts of these economic variables are provided by the Group at least once per year and provide the best estimate view of the economy over the next year.

When calculating the weighted average ECL, the optimism, neutral and pessimism scenarios and its weightings determined by a combination of macro-statistical analysis and expert judgment are taken into account by the Group.

Write-off policy

The Group writes off financial assets when it has exhausted practical recovery efforts and has concluded there is no reasonable expectation of recovery.

(b) Interest rate risk

The Group is principally engaged in the provision of credit guarantee, lending, factoring, finance lease and related consulting services to SME enterprises in the PRC. Its interest rate risk arises primarily from deposits with banks, loans and advances to customers and interest-bearing borrowings.

37 財務風險管理及金融工具的公允價值*（續）*

(a) 信用風險*（續）*

ECL中包涵的前瞻性信息

ECL計算包涵前瞻性信息。本集團已進行歷史分析，並確定了主要經濟變數，包括GDP，CPI，PMI，M2，工業增加值和房地產氣候指數，影響每個投資組合的ECL。這些經濟變數對PD和LGD的影響已經通過進行統計回歸分析來確定，以瞭解經濟變數PD和LGD的歷史變化之間的相關性。本集團每年至少提供一次這些經濟變數的預測，並提供明年經濟的最佳估計。

在計算加權平均ECL時，本集團會考慮由宏觀統計分析與專家判斷相結合所確定的樂觀、中性及悲觀情景及其權重。

核銷政策

本集團在收回預計可收回的全部金額時核銷金融資產，併合理預期沒有繼續收回的可能性。

(b) 利率風險

本集團主要於中國從事提供信用擔保、小額貸款及提供相關顧問服務。本集團的利率風險主要源自銀行存款、發放貸款及墊款及計息借款。

37 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT *(CONTINUED)*

37 財務風險管理及金融工具的公允價值*（續）*

(b) Interest rate risk *(Continued)*

(b) 利率風險*（續）*

(i) Interest rate profile

(i) 利率風險概況

The following tables details the interest rate profile of the Group's assets and liabilities as at the end of the year:

本集團於年末資產及負債的利率風險概況如下：

		31 December 2019 2019年 12月31日 *RMB'000* *人民幣千元*	31 December 2018 2018年 12月31日 *RMB'000* *人民幣千元*
Fixed interest rate	固定利率		
Financial assets	金融資產		
– Cash and cash equivalents	– 貨幣資金	**25,000**	64,419
– Time and restricted bank deposits	– 期限在3個月以上的定期存款和存出保證金	**2,054,387**	1,703,049
– Loans and advances to customers	– 發放貸款及墊款	**4,577,183**	5,526,130
– Receivables for factoring business	– 應收保理款	**1,675,067**	2,357,643
– Finance lease receivables	– 應收融資租賃款	**166,232**	273,089
		8,497,869	9,924,330
Financial liabilities	金融負債		
– Interest-bearing borrowings	– 計息借款	**(5,661,821)**	(5,153,715)
– Financial assets sold under repurchase agreement	–賣出回購金融資產	**(325,897)**	(246,337)
– Debts securities issued	–應付債券	**(1,651,893)**	(3,339,281)
		(7,639,611)	(8,739,333)
Net	淨額	**858,258**	1,184,997

37 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT *(CONTINUED)*

37 財務風險管理及金融工具的公允價值*(續)*

(b) Interest rate risk *(Continued)*

(b) 利率風險*(續)*

(i) Interest rate profile *(Continued)*

(i) 利率風險概況*(續)*

		31 December 2019 2019年 12月31日 *RMB'000* *人民幣千元*	31 December 2018 2018年 12月31日 *RMB'000* *人民幣千元*
Variable interest rate	浮動利率		
Financial assets	金融資產		
– Cash and cash equivalents	– 貨幣資金	**1,610,964**	1,838,684
– Time and restricted bank deposits	– 期限在3個月以上的定期存款和存出保證金	**165,135**	150,426
		1,776,099	1,989,110
Financial liabilities	金融負債		
– Interest-bearing borrowings	– 計息借款	**(69,513)**	(300,917)
Net	淨額	**1,706,586**	1,688,193
Fixed rate financial liabilities as a percentage of total financial liabilities	固定利率金融負債佔總金融負債的百分比	**99.10%**	96.67%

37 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT *(CONTINUED)*

(b) Interest rate risk *(Continued)*

(ii) Sensitivity analysis

At 31 December 2019, it is estimated that a general increase of 50 basis points in interest rates, with all other variables held constant, would have increased the Group's profit before taxation for the next 12 months by approximately RMB8.5 million (2018: RMB8.5 million).

The sensitivity analysis above indicates the exposure to cash flow interest rate risk arising from floating rate non-derivative instruments held by the Group at the end of the reporting period.

(c) Liquidity risk

Management regularly monitors the Group's liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and long term.

37 財務風險管理及金融工具的公允價值*（續）*

(b) 利率風險*（續）*

(ii) 敏感度分析

於2019年12月31日，在其他變量不變的情況下，假定利率上浮50個基點，將會導致本集團於未來12個月的稅前利潤將上升約人民幣8.5百萬元（於2018年12月31日為人民幣8.5百萬元)。

上述的敏感度分析列出本集團於報告期末持有的浮動利率非衍生工具所產生的現金流利率風險。

(c) 流動性風險

本集團的政策是定期監控短期和長期的流動資金需求，以確保本集團維持足夠的現金儲備以應對短期及長期的流動性需求。

(Expressed in RMB'000 unless otherwise indicated)(除文意另有所指外，均以人民幣千元列示)

37 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT *(CONTINUED)*

37 財務風險管理及金融工具的公允價值*(續)*

(c) Liquidity risk *(Continued)*

(c) 流動性風險*(續)*

The following tables provide an analysis of financial assets and liabilities of the Group into relevant maturity groupings based on the remaining periods to repayment at the end of the year:

於年末，本集團各金融資產和金融負債根據相關剩餘到期日分析如下：

		At 31 December 2019 2019年12月31日						
		Indefinite 無期限 *RMB'000 人民幣千元*	Repayable on demand 實時償還 *RMB'000 人民幣千元*	Within three months 三個月以內 *RMB'000 人民幣千元*	Between three months and one year 三個月至一年 *RMB'000 人民幣千元*	Between one year and five years 一年至五年 *RMB'000 人民幣千元*	More than five years 五年以上 *RMB'000 人民幣千元*	Total 合計 *RMB'000 人民幣千元*
Financial assets	**金融資產**							
Cash and cash equivalents	貨幣資金	-	1,616,063	20,000	-	-	-	1,636,063
Time and restricted bank deposits	期限在3個月以上的定期存款和存出保證金	-	247,780	606,794	848,124	514,141	2,683	2,219,522
Trade and other receivables	應收及其他應收款項	-	1,270,508	222,671	85,297	44,395	65	1,622,936
Receivables for factoring business	應收保理款	-	49,190	513,414	1,156,467	16,964	-	1,736,035
Loans and advances to customers	發放貸款及墊款	286,343	331,320	653,751	1,730,409	1,675,635	-	4,677,458
Financial assets measured at fair value through profit or loss	以公允價值計量且其變動計入當期損益的金融資產	1,143,416	669,112	-	-	-	-	1,812,528
Finance lease receivables	應收融資租賃款	-	133,076	7,906	13,151	12,099	-	166,232
Total	**合計**	1,429,759	4,317,049	2,024,536	3,833,448	2,263,234	2,748	13,870,774
Financial liabilities	**金融負債**							
Customer pledged deposits	存入保證金	-	16,666	14,860	39,965	18,244	2,783	92,518
Interest-bearing borrowings	計息借款	-	-	1,130,943	1,821,723	2,065,355	755,908	5,773,929
Debts securities issued	應付債券	-	-	51,721	1,524,265	127,628	-	1,703,614
Financial assets sold under repurchase agreement	賣出回購金融資產	-	30,000	5,898	163,357	131,700	-	330,955
Accruals and other payables	應計及其他應付款項	-	352,107	144,506	-	-	-	496,613
Total	**合計**	-	398,773	1,347,928	3,549,310	2,342,927	758,691	8,397,629
Net	**淨值**	1,429,759	3,918,276	676,608	284,138	(79,693)	(755,943)	5,473,145
Guarantee issued	**提供的融資擔保**							
Maximum amount guaranteed*	擔保上限金額	-	22,645	3,902,154	10,517,833	20,436,694	2,873,619	37,752,945

37 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT *(CONTINUED)*

37 財務風險管理及金融工具的公允價值*（續）*

(c) Liquidity risk *(Continued)*

(c) 流動性風險*（續）*

		At 31 December 2018 2018年12月31日						
		Indefinite 無期限 *RMB'000 人民幣千元*	Repayable on demand 實時償還 *RMB'000 人民幣千元*	Within three months 三個月以內 *RMB'000 人民幣千元*	Between three months and one year 三個月至一年 *RMB'000 人民幣千元*	Between one year and five years 一年至五年 *RMB'000 人民幣千元*	More than five years 五年以上 *RMB'000 人民幣千元*	Total 合計 *RMB'000 人民幣千元*
Financial assets	**金融資產**							
Cash and cash equivalents	貨幣資金	–	1,638,778	264,419	–	–	–	1,903,197
Time and restricted bank deposits	期限在3個月以上的定期存款和存出保證金	–	394,008	126,002	487,319	843,351	2,795	1,853,475
Trade and other receivables	應收及其他應收款項	–	1,353,621	718,593	12,626	70,173	649	2,155,662
Receivables for factoring business	應收保理款	–	81,643	1,220,264	1,134,496	31,903	–	2,468,306
Loans and advances to customers	發放貸款及墊款	225,593	289,247	654,228	2,934,504	1,562,571	–	5,666,143
Financial assets measured at fair value through profit or loss	以公允價值計量且其變動計入當期損益的金融資產	476,360	1,095,970	–	1,430	–	–	1,573,760
Finance lease receivables	應收融資租賃款	–	–	104,266	86,239	82,584	–	273,089
Total	**合計**	701,953	4,853,267	3,087,772	4,656,614	2,590,582	3,444	15,893,632
Financial liabilities	**金融負債**							
Customer pledged deposits	存入保證金	–	40,676	14,309	48,962	15,692	3,344	122,983
Interest-bearing borrowings	計息借款	–	70,000	842,937	1,789,683	2,015,076	811,674	5,529,370
Debts securities issued	應付債券	–	–	120,027	1,753,886	1,519,007	–	3,392,920
Financial assets sold under repurchase agreement	賣出回購金融資產	–	–	79,579	176,125	–	–	255,704
Accruals and other payables	應計及其他應付款項	–	215,504	165,991	–	–	–	381,495
Total	**合計**	–	326,180	1,222,843	3,768,656	3,549,775	815,018	9,682,472
Net	**淨值**	701,953	4,527,087	1,864,929	887,958	(959,193)	(811,574)	6,211,160
Guarantee issued	**提供的融資擔保**							
Maximum amount guaranteed*	擔保上限金額	–	123,925	3,159,792	11,310,655	24,206,859	4,769,812	43,571,043

37 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT *(CONTINUED)*

(c) Liquidity risk *(Continued)*

* The maximum amount guaranteed represents the total amount of liability less the amount of customer pledged deposits should all customers default. Since a significant portion of guarantee is expected to expire without being called upon, the maximum liabilities do not represent expected future cash outflows.

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group and the Company can be required to pay:

37 財務風險管理及金融工具的公允價值 *(續)*

(c) 流動性風險 *(續)*

* 倘所有客戶違約，擔保上限金額等於對外擔保金額減去存入保證金。由於絕大部份的擔保預期不會被要求履行償還義務，故負債的上限金額並不表示預期未來現金流出量。

本集團及本公司於報告期末的非衍生金融負債按未折現的合同現金流量（包括按合同利率計算的利息，如果是浮動利率則按報告期末的現行利率計算的利息）的剩餘合約期限，以及被要求支付的最早日期如下：

		2019 Contractual undiscounted cash flow 2019年未經折現合同現金流							
		Indefinite 無期限 *RMB'000 人民幣千元*	Repayable on demand 實時償還 *RMB'000 人民幣千元*	Within three months 三個月以內 *RMB'000 人民幣千元*	Between three months and one year 三個月至一年 *RMB'000 人民幣千元*	Between one year and five years 一年至五年 *RMB'000 人民幣千元*	More than five years 五年以上 *RMB'000 人民幣千元*	Total 合計 *RMB'000 人民幣千元*	Carrying amount at 31 December 12月31日賬面價值 *RMB'000 人民幣千元*
Customer pledged deposits	存入保證金	-	16,666	14,860	39,965	18,244	2,783	92,518	92,518
Interest-bearing borrowings	計息借款	-	-	1,175,821	1,972,913	2,283,435	838,372	6,270,541	5,773,929
Debts securities issued	應付債券	-	-	4,960	1,776,793	140,606	-	1,922,359	1,703,614
Financial assets sold under repurchase agreement	賣出回購金融資產	-	30,000	7,003	179,399	136,888	-	353,290	330,955
Accruals and other payables	應計及其他應付款項	-	352,107	144,506	-	-	-	496,613	496,613
Total	**合計**	-	398,773	1,347,150	3,969,070	2,579,173	841,155	9,135,321	8,397,629

37 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT *(CONTINUED)*

37 財務風險管理及金融工具的公允價值*（續）*

(c) Liquidity risk *(Continued)*

(c) 流動性風險*（續）*

		2018 Contractual undiscounted cash flow 2018年未經折現合同現金流							
		Indefinite 無期限 *RMB'000 人民幣千元*	Repayable on demand 實時償還 *RMB'000 人民幣千元*	Within three months 三個月以內 *RMB'000 人民幣千元*	Between three months and one year 三個月至一年 *RMB'000 人民幣千元*	Between one year and five years 一年至五年 *RMB'000 人民幣千元*	More than five years 五年以上 *RMB'000 人民幣千元*	Total 合計 *RMB'000 人民幣千元*	Carrying amount at 31 December 12月31日賬面價值 *RMB'000 人民幣千元*
Customer pledged deposits	存入保證金	–	40,676	14,309	48,962	15,692	3,344	122,983	122,983
Interest-bearing borrowings	計息借款	–	68,605	921,322	1,932,678	2,166,005	908,786	5,997,396	5,529,370
Debts securities issued	應付債券	–	–	277,655	1,066,168	2,477,512	–	3,821,335	3,392,920
Financial assets sold under repurchase agreement	賣出回購金融資產	–	–	82,337	177,644	–	–	259,981	255,704
Accruals and other payables	應計及其他應付款項	–	215,504	165,991	–	–	–	381,495	381,495
Total	**合計**	–	324,785	1,461,614	3,225,452	4,659,209	912,130	10,583,190	9,682,472

37 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT *(CONTINUED)*

(d) Fair values measurement

(i) Financial assets and liabilities measured at fair value

Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available
- Level 3 valuations: Fair value measured using significant unobservable inputs

37 財務風險管理及金融工具的公允價值*（續）*

(d) 公允價值計量

(i) 按公允價值計量的金融資產及負債

公允價值層次

下表載列本集團按經常性基準於報告期末計量並根據香港財務報告準則第13號「公允價值計量」所界定的三個公允價值層次分類的金融工具公允價值。公允價值計量的三個層次分類乃參考估值方法所用的輸入數據的可觀察程度及重要性釐定如下：

- 第1層次估值：只採用第1層次輸入數據（即同一資產或負債於計量日期在活躍市場取得的未經調整報價）計量的公允價值
- 第2層次估值：採用第2層次輸入數據（即未能達到第1層次的可觀察輸入數據）及不採用重大不可觀察輸入數據計量的公允價值。不可觀察輸入數據為無市場數據之輸入數據
- 第3層次估值：使用重大不可觀察輸入數據計量的公允價值

37 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT *(CONTINUED)*

37 財務風險管理及金融工具的公允價值*（續）*

(d) Fair values measurement *(Continued)*

(d) 公允價值計量*（續）*

(i) Financial assets and liabilities measured at fair value *(Continued)*

(i) 按公允價值計量的金融資產及負債*（續）*

Fair value hierarchy (Continued)

The Group has a team headed by the finance manager performing valuations for the financial instruments, including the unlisted debt instrument, listed and unlisted equity instrument, and non-performing asset packages. The team reports directly to the chief financial officer and the audit committee. A valuation report with analysis of changes in fair value measurement is prepared by the team at each interim and annual reporting date, and is reviewed and approved by the chief financial officer. Discussion of the valuation process and results with the chief financial officer and the audit committee is held twice a year, to coincide with the reporting dates.

公允價值層次（續）

本集團擁有一隻由財務經理領導之團隊，負責就金融工具（包括非上市債務工具、上市及非上市的股本證券和不良資產包）進行估值。該團隊直接向財務總監及審計委員會報告。載有公允價值計量變動分析之估值報告乃由團隊於各中期及年度報告日期編製，並由財務總監審閱及批准。團隊就估值過程及結果每年與財務總監及審計委員會進行兩次討論，以與報告日期保持一致。

		Fair value at 31 December 12月31日公允價值	Fair value measurements as at 31 December 2019 categorised into 2019年12月31日公允價值分類		
		2019 2019年 *RMB'000 人民幣千元*	Level 1 第一層次 *RMB'000 人民幣千元*	Level 2 第二層次 *RMB'000 人民幣千元*	Level 3 第三層次 *RMB'000 人民幣千元*
Recurring fair value measurements	**持續的公允價值計量**				
Financial assets:	金融資產：				
Debt instrument:	債務工具：				
– Unlisted	– 非上市	**914,805**	**–**	**–**	**914,805**
Equity instrument:	權益工具				
– Listed	– 上市	**74,447**	**74,447**	**–**	**–**
– Unlisted	– 非上市	**387,723**	**–**	**–**	**387,723**
Non-performing asset packages	不良資產包	**435,553**	**–**	**–**	**435,553**

37 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT *(CONTINUED)*

(d) Fair values measurement *(Continued)*

(i) Financial assets and liabilities measured at fair value *(Continued)*

Fair value hierarchy (Continued)

37 財務風險管理及金融工具的公允價值*(續)*

(d) 公允價值計量*(續)*

(i) 按公允價值計量的金融資產及負債*(續)*

公允價值層次(續)

		Fair value at 31 December 12月31日公允價值	Fair value measurements as at 31 December 2018 categorised into 2018年12月31日公允價值分類		
		2018 2018年 *RMB'000 人民幣千元*	Level 1 第一層次 *RMB'000 人民幣千元*	Level 2 第二層次 *RMB'000 人民幣千元*	Level 3 第三層次 *RMB'000 人民幣千元*
Recurring fair value measurements	**持續的公允價值計量**				
Financial assets:	金融資產：				
Debt instrument:	債務工具：				
– Unlisted	– 非上市	756,715	–	–	756,715
Equity instrument:	權益工具				
– Listed	– 上市	110,988	110,988	–	–
– Unlisted	– 非上市	466,299	–	–	466,299
Non-performing asset packages	不良資產包	239,758	–	–	239,758

37 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT *(CONTINUED)*

(d) Fair values measurement *(Continued)*

(i) Financial assets and liabilities measured at fair value *(Continued)*

Fair value hierarchy (Continued)

The movement during the year in the balance of Level 3 fair value measurements is as follows:

37 財務風險管理及金融工具的公允價值*（續）*

(d) 公允價值計量*（續）*

(i) 按公允價值計量的金融資產及負債*（續）*

公允價值層次（續）

第3層次公允價值計量結餘於期內變動如下：

		31 December 2019 **2019年 12月31日** ***RMB'000*** ***人民幣千元***	31 December 2018 2018年 12月31日 *RMB'000* *人民幣千元*
At 1 January	於1月1日	**1,462,772**	640,656
Payment for purchases	購買	**708,342**	937,212
Net unrealised gains or losses recognised in profit or loss during the year	本年於損益確認的未實現利得或損失	**(40,900)**	3,312
Proceeds from sales	贖回	**(392,133)**	(118,408)
At 31 December	於12月31日	**1,738,081**	1,462,772

During the years ended 31 December 2019 and 2018, there were no transfers into or out of Level 3.

於截至2019年12月31日及2018年12月31日止年度，無第三層次轉入或轉出的情況。

37 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT *(CONTINUED)*

(d) Fair values measurement *(Continued)*

(ii) Valuation of financial instruments with significant unobservable inputs

Financial instruments valued with significant unobservable inputs are primarily the unlisted debt instrument, unlisted equity instrument, and non-performing asset packages, which are classified under fair value hierarchy at level 3 financial instruments. These financial instruments are valued based on a combination of market data, internal valuation models and valuation report, if any, issued by an independent licensed valuer. The models incorporate various non-observable assumptions such as discount rate reflecting specific risks relating to the financial instruments and average volatilities for the related business, etc.

(iii) Fair values of financial assets and liabilities carried at other than fair value

The carrying amounts of the Group's financial instruments carried at cost or amortized cost are not materially different from their fair values as at 31 December 2019 and 2018.

37 財務風險管理及金融工具的公允價值*（續）*

(d) 公允價值計量*（續）*

(ii) 對重大不可觀察輸入值的金融資產的估計

以重大不可觀察輸入值估值的金融資產主要為被認定為歸入第三層次的非上市權益工具及以公允價值計量且其變動計入當期損益的金融資產。這些金融工具的估值以市場數據、內在估值模型和以獨立有資質的估值師出具的估值報告（如有）為基礎。模型考慮了各種不可觀察假設，如反映有關金融工具的特定風險和相關業務的平均波動率的貼現率等。

(iii) 按公允價值以外列賬之金融資產及負債之公允價值

於2019年12月31日 及2018年12月31日，本集團按成本或攤銷成本列賬之金融工具之賬面值與其公允價值並無重大差異。

38 COMMITMENTS

38 承擔

(a) Capital commitments outstanding at 31 December 2019 not provided for in the financial statements were as follows:

(a) 於2019年12月31日並未於財務報表中反映的資本承擔額如下：

		31 December 2019 2019年 12月31日 RMB'000 人民幣千元	31 December 2018 2018年 12月31日 RMB'000 人民幣千元
Commitments in respect of purchase of property, plant and equipment – Contracted for	已簽訂物業、廠房及設備 - 採購合同	**5,504**	22,580

(b) At 31 December 2018, the total future minimum lease payments under non-cancellable operating leases of properties are payable as follows:

(b) 於2018年12月31日，根據不可撤銷的有關經營房屋租賃，本集團應支付的未來最低租賃款項如下：

		31 December 2018 2018年 12月31日 RMB'000 人民幣千元
Within 1 year (inclusive)	一年內（含一年）	40,854
After 1 year but within 3 years (inclusive)	一年以上三年內（含三年）	24,305
Over 3 years	三年以上	4,650
Total	合計	69,809

(Expressed in RMB'000 unless otherwise indicated)(除文意另有所指外，均以人民幣千元列示)

38 COMMITMENTS *(CONTINUED)*

(b) At 31 December 2018, the total future minimum lease payments under non-cancellable operating leases of properties are payable as follows: *(Continued)*

The Group is the lessee in respect of a number of properties which were previously classified as operating leases under HKAS 17. The Group has initially applied HKFRS 16 using the modified retrospective approach. Under this approach, the Group adjusted the opening balances at 1 January 2019 to recognise lease liabilities relating to these leases (see Note 1 (c)). From 1 January 2019 onwards, future lease payments are recognised as lease liabilities in the statement of financial position in accordance with the policies set out in Note 1 (c).

38 承擔*(續)*

(b) 於2018年12月31日，根據不可撤銷的有關經營房屋租賃，本集團應支付的未來最低租賃款項如下：*(續)*

本集團為根據HKAS 17經營租賃租用多項物業的承租人。本集團最初採用適用於HKFRS 16修訂後的追溯法。根據該法，本集團調整了截至2019年1月1日的期初餘額，以確認與這些租賃有關的租賃負債(見附註1(c))。自2019年1月1日起，未來的租賃支付在財務報表中根據附註1(c)所示政策確認為租賃負債。

39 MATERIAL RELATED PARTY TRANSACTIONS

(a) Transactions with key management personnel remuneration

39 重大關聯方交易

(a) 關鍵管理人員薪酬

		31 December 2019	31 December 2018
		2019年12月31日	2018年12月31日
		RMB'000	*RMB'000*
		人民幣千元	*人民幣千元*
Key management personnel remuneration *(Note (i))*	關鍵管理人員薪酬 *(附註(i))*	**37,263**	58,324

Notes:

(i) Remuneration for key management personnel of the Group includes amounts paid to the Company's directors as disclosed in Note 7 and the highest paid employees as disclosed in Note 8.

(ii) All the balances with key management personnel are included in 'staff costs' (see Note 5(a)).

附註：

(i) 本集團的關鍵管理人員薪酬包括於附註7披露的支付予本公司董事的金額及於附註8披露的最高薪酬人士。

(ii) 所有關鍵管理人員薪酬的結餘於本節相關附註中披露(見附註5(a))。

39 MATERIAL RELATED PARTY TRANSACTIONS *(CONTINUED)* 39 重大關聯方交易*（續）*

(b) Transactions with related parties other than key management personnel (b) 與除關鍵管理人員以外的關聯方之間的交易

		2019 **2019年** ***RMB'000*** *人民幣千元*	2018 2018年 *RMB'000* *人民幣千元*
Guarantee and consulting fee income	擔保及諮詢費收入	**1,836**	1,916
Interest and handling fee income	利息及手續費收入	**2,016**	2,829
Acquisition of non-controlling equity interests in subsidiaries	收購附屬公司非控股股權	**55,000**	218,804
Additions of other receivables	新增其他應收款項	**217,159**	4,898
Decrease of other receivables	收回其他應收款項	**(150,805)**	(4,303)
Additions of other payables	新增其他應付款項	**(68,614)**	(65,677)
Decrease of other payables	減少其他應付款項	**96,186**	39,660
Addition of loans and advances to customers	發放貸款及墊款	**220,000**	31,000
Repayment of loans and advances to customers	收回貸款及墊款	**(31,000)**	(50,000)
Providing guarantee	對外擔保	**265,000**	313,500
Releasing guarantee	對外解除擔保	**(308,500)**	(12,000)
Other revenue	其他收入	**3,999**	6,308

39 MATERIAL RELATED PARTY TRANSACTIONS *(CONTINUED)*

39 重大關聯方交易*（續）*

(c) Balances with related parties other than key management personnel

(c) 與除關鍵管理人員以外的關聯方之間的交易於資產負債日的餘額

		31 December 2019 **2019年 12月31日** ***RMB'000*** ***人民幣千元***	31 December 2018 2018年 12月31日 *RMB'000* *人民幣千元*
Assets	資產		
Cash and cash equivalents *(Note 12(a))*	貨幣資金*（附註12(a)）*	**384,135**	153,822
Trade and other receivables	應收及其他應收款項	**71,252**	4,898
Loans and advances to customers	發放貸款及墊款	**220,000**	31,000
Liabilities	負債		
Accruals and other payables	應計及其他應付款項	**834**	28,406
Off balance sheet	表外業務		
Outstanding guarantee	對外擔保	**265,000**	308,500

40 COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION

40 母公司財務狀況表

		31 December 2019 2019年 12月31日 *RMB'000* *人民幣千元*	31 December 2018 2018年 12月31日 *RMB'000* *人民幣千元*
Assets	**資產**		
Cash and cash equivalents	貨幣資金	**1,331**	18,707
Trade and other receivables	應收及其他應收款項	**869,113**	773,191
Interest in associate	長期股權投資－聯營企業	**1,057,800**	990,294
Investments in subsidiaries	長期股權投資－附屬公司	**8,107,253**	7,977,253
Property, plant and equipment	物業、廠房及設備	**4,027**	3,261
Intangible assets	無形資產	**–**	51
Repossessed assets	抵債資產	**–**	206
Total assets	**總資產**	**10,039,524**	9,762,963
Liabilities	**負債**		
Interest-bearing borrowings	計息借款	**–**	500,000
Accruals and other payables	應計及其他應付款項	**2,245,266**	857,687
Debts securities issued	應付債券	**1,426,231**	2,275,917
Total liabilities	**總負債**	**3,671,497**	3,633,604
NET ASSETS	**資產淨值**	**6,368,027**	6,129,359
CAPITAL AND RESERVES	**資本及儲備**		
Share capital	股本	**4,600,000**	4,600,000
Reserves	儲備	**1,768,027**	1,529,359
TOTAL EQUITY	**權益合計**	**6,368,027**	6,129,359

Approved and authorized for issue by the board of directors on 31 March 2020.

經董事會批准及授權於2020年3月31日刊發。

Name: Zhang Guoxiang

Position: Chairman of the Board

張國祥

董事會主席

Name: Ren Weidong

Position: Chief Financial Officer

任為棟

首席財務官

(Company stamp)

公司印章

41 ACCOUNTING JUDGEMENTS AND ESTIMATES

Note 32 and Note 37 contains information about the assumptions and their risk factors relating to fair value of share awards granted to directors, supervisors and senior management of the Company and financial instruments. Other key sources of estimation uncertainty are as follows:

(a) Impairment of financial assets measured at amortised cost

The Group reviews portfolios of financial assets measured at amortised cost to assess whether any impairment losses exist and the amount of impairment losses if there is any indication of impairment. Objective evidence for impairment includes observable data indicating that there is a measurable decrease in the estimated future cash flows for financial assets measured at amortised cost. It also includes observable data indicating adverse changes in the repayment status of the debtors, or change in national or local economic conditions that causes the default in payment.

The impairment loss for financial assets measured at amortised cost using the expected credit loss model is subjected to a number of key parameters and assumptions, including the identification of loss stages, estimates of probability of default, loss given default, exposures at default and discount rate, adjustments for forward-looking information and other adjustment factors. The expected credit losses for financial assets measured at amortised cost are derived from estimates whereby management takes into consideration historical data, the historical loss experience and other adjustment factors. Historical loss experience is adjusted on the basis of the relevant observable data that reflect current economic conditions and the judgment based on management's historical experience. Management reviews the selection of those parameters and the application of the assumptions regularly to reduce any difference between loss estimates and actual loss.

41 會計判斷與會計估計

附註32及37包含了有關授予本公司董事、監事及高管的股份期權及金融工具的公允價值的假設及其風險因素。其他不確定估計的主要來源如下：

(a) 以攤餘成本計量的金融資產減值

本集團定期覆核以攤餘成本計量的金融資產，以評估是否出現任何資產減值損失，以及若出現任何減值跡象，則評估有關資產減值損失金額。減值客觀證據包括可觀察資料顯示以攤餘成本計量的金融資產的預計未來現金流出現可衡量的減幅。此外，亦包括可觀察資料顯示債務人的還款狀況出現不利變動、或國家或地方經濟狀況出現變動而導致拖欠還款。

以攤餘成本計量的金融資產在使用預期信用損失模型評估資產減值損失時，受若干關鍵參數和假設的影響，包括損失階段的確定，違約概率的估計，違約損失率，違約風險敞口，貼現率，調整前瞻性資訊和其他調整因素。在評估以攤餘成本計量的金融資產的預期信用損失時，要考慮管理層對於歷史數據，歷史損失經驗和其他調整因素的估計。歷史損失經驗根據當前經濟狀況的相關可觀察數據和管理層歷史經營的盤坐做出調整。管理層定期考慮這些參數的選擇及假設的應用，以降低損失估計與實際損失之間的差異。

41 ACCOUNTING JUDGEMENTS AND ESTIMATES *(CONTINUED)*

(b) Impairment of long-lived assets

If circumstances indicate that the carrying amount of a long-lived asset may not be recoverable, the asset may be considered "impaired", and an impairment loss may be recognised in accordance with accounting policy for impairment of long-lived assets as described in Note 1(n)(ii). The carrying amounts of long-lived assets are reviewed periodically in order to assess whether the recoverable amounts have declined below the carrying amounts. When such a decline has occurred, the carrying amount is reduced to recoverable amount. The recoverable amount is the greater of the fair value less costs to sell and the value in use. In determining the value in use, expected future cash flows generated by the asset are discounted to their present value, which requires significant judgment relating to the level of revenue and amount of operating costs. The Group uses all readily available information in determining an amount that is a reasonable approximation of the recoverable amount, including estimates based on reasonable and supportable assumptions and projections of the level of revenue and amount of operating costs. Changes in these estimates could have a significant impact on the carrying value of the assets and could result in additional impairment charge or reversal of impairment in future periods.

(c) Depreciation and amortisation

Property, plant and equipment and intangible assets are depreciated and amortized using the straight-line method over their useful lives after taking into account estimated residual value. The useful lives and residual value are regularly reviewed to determine the depreciation and amortization costs charged in each reporting period. The useful lives are determined based on historical experience of similar assets and the estimated technical changes. If there is an indication that there has been a change in the factors used to determine the depreciation, the rate of depreciation is revised.

41 會計判斷與會計估計*（續）*

(b) 長期資產減值

倘若有跡象顯示長期資產的賬面值不能收回，則該資產可能視為「減值」，並根據附註1(n)所載有關長期資產減值的會計政策確認資產減值損失。長期資產的賬面值會定期覆核，以評估可收回金額是否低於賬面值。倘可收回金額低於賬面值，則賬面值會減至可收回金額。可收回金額為公允價值減處置費用與資產預計未來現金流量的現值的較高者。在釐定資產預計未來現金流量的現值時，資產產生的預計未來現金流量貼現至現值，並需就收益水準及營運成本作出重要判斷。本集團利用所有現時可用的資料，包括基於合理及已證實的假設作出的估計與對收益級別及營運成本的估計，以釐定可收回金額的合理數額。該等估計的變化將對資產賬面值有重大影響，並導致未來期間減值支出或減值撥回增加。

(c) 折舊與攤銷

本集團在考慮物業、廠房及設備及無形資產的估計殘值後，在預計可使用年期按直線法計提折舊和攤銷。本公司定期審閱預計可使用年期及殘值，以決定將計入每個報告期的折舊和攤銷成本。預計可使用年期是本公司根據對同類資產的過往經驗及估計的技術改變而確定。倘有證據表明用以釐定折舊的因素發生變化，則對折舊比率進行調整。

41 ACCOUNTING JUDGEMENTS AND ESTIMATES *(CONTINUED)*

(d) Provisions for guarantee losses

The Group makes reasonable estimate on costs required to fulfil the relevant obligation of guarantee contracts when the Group computes the provisions of guarantee losses. Such estimation is made based on the available information as at the balance sheet date and is determined by the Group's practical experience, taking into consideration of industry information and market data.

(e) Tax

Determining income tax provisions involves judgment on the future tax treatment of certain transactions. The Group carefully evaluates the tax implications of transactions and tax provisions are set up accordingly. The tax treatment of such transactions is reconsidered periodically to take into account all changes in tax legislation. Deferred tax assets are recognised for tax losses not yet used and temporary deductible differences. As those deferred tax assets can only be recognised to the extent that it is probable that future taxable profits will be available against which the unused tax credits can be utilized, management's judgment is required to assess the probability of future taxable profits. Management's assessment is constantly reviewed and additional deferred tax assets are recognised if it becomes probable that future taxable profits will allow the deferred tax assets to be recovered.

41 會計判斷與會計估計*（續）*

(d) 擔保賠償準備金

本集團於計算擔保賠償準備金時，本集團對履行擔保合同相關責任的成本作出合理估計。有關估計乃根據於結算日的可得資料，並按本集團的實際經驗、並考慮行業資訊及市場資料後釐定。

(e) 稅項

確定所得稅涉及對某些交易未來稅務處理的判斷。本集團慎重評估各項交易的稅務影響，並計提相應的所得稅準備。本集團定期根據更新的稅收法規重新評估這些交易的稅務影響。遞延所得稅資產按可抵扣稅務虧損及可抵扣暫時性差異確認。遞延所得稅資產只會在未來期間很有可能有足夠應納稅所得用作抵扣暫時差異時確認，所以需要管理層判斷以評估未來應納稅所得的可能性。管理層持續審閱對遞延所得稅的判斷，如果預計未來很有可能獲得能利用遞延所得稅資產的未來應納稅所得，將確認相應的遞延所得稅資產。

42 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2019

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments and a new standard, HKFRS 17, Insurance contracts, which are not yet effective for the year ended 31 December 2019 and which have not been adopted in these financial statements. These developments include the following which may be relevant to the Group.

42 於截至2019年12月31日止年度已頒佈但尚未生效的修訂、新準則及解釋的潛在影響

截至此等財務報表的刊發日期，香港會計師公會已頒佈多項於截至2019年12月31日止年度尚未生效且於此等財務報表內並未採納的修訂及一項新準則－《香港財務報告準則第17號：保險合同》。以下修訂可能與本集團相關：

		Effective for accounting periods beginning on or after 於以下日期或以後開始的會計期間生效
Amendments to HKFRS 3, Definition of a business	香港財務報告準則第3號（修訂本）業務的定義	1 January 2020 2020年1月1日
Amendments to HKAS 1 and HKAS 8, Definition of material	香港會計準則第1號及第八號（（修訂本）重要性的定義	1 January 2020 2020年1月1日

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements

本集團正著手評估此等修訂預計對香港財務報告準則於初步應用期間的影響。至今，本集團認為採用此等修訂不會對合併財務報表造成重大影響。

43 CONSOLIDATED STRUCTURED ENTITY

The Group has consolidated structured entities which issued micro loan backed securities and trust plans ("the Product") of RMB0 million at 31 December 2019 (31 December 2018: RMB1,042.7 million) to institutional investors. The Group acquired all the interests of the subordinated tranches of the Products and the Group provided financial guarantee against the investors that required the senior tranches.

The Group has consolidated structured entities which issued trust plans of RMB758.9 million at 31 December 2019 (31 December 2018: RMB333.7 million). The Group acquired all the interests of the subordinated tranches of the trust plans and the Group provided financial guarantee against the investors that required the senior tranches.

The Group has consolidated structured entities which initiated partnerships of RMB840.6 million at 31 December 2019 (31 December 2018: RMB874.2 million).The Group has the right to variable returns from its involvement and has the ability to affect its returns through its power over the entity and the Group provided financial guarantee against the limited liabilities partners that required the fixed returns.

As at 31 December 2019, the above structured entities consolidated by the Group amounted to RMB1,599.5 million (31 December 2018: RMB2,109.6 million).

The relevant activities of the structured entities are directed by means of contractual arrangement and the entity has been designed so that voting or similar rights are not the dominant factor in deciding who has control. These structured entities are consolidated as the Group is exposed or has the right to variable returns from its involvement with these entities and has the ability to affect its returns through its power over the entity.

43 結構化主體

納入本集團合併財務報表範圍的結構化主體為小額貸款資產支持證券和信託計劃(「產品」)。該產品2019年12月31日發行規模為人民幣0百萬元（2018年12月31日：人民幣1,042.7百萬元），發行對象為機構投資者。本集團不僅持有該產品全部次級部份，同時還為所有優先順序部份提供擔保。

本集團已合併列示於2019年12月31日發行的人民幣758.9百萬元（2018年12月31日：人民幣333.7百萬元）信託計劃的結構化主體。本集團取得信託計劃次級部分的全部權益，對優先級部分的投資者提供財務擔保。

納入本集團合併財務報表範圍的結構化主體包括設立的合夥企業。截至2019年12月31日已發起的合夥業務規模為人民幣840.6百萬元（2018年12月31日：人民幣874.2百萬元）。本集團因參與該等主體的營運而有權享有其可變回報，並能夠運用其對該等主體的權利影響上述回報，且本集團向獲取固定回報的有限責任合夥人提供財務擔保。

於2019年12月31日，納入本集團合併財務報表範圍的結構化主體餘額為人民幣1,599.5百萬元（2018年12月31日：人民幣2,109.6百萬元）。

由於該等結構化主體的相關活動是直接按照合同安排進行的，所以表決權不是決定是否控制該等結構化主體的主要因素。本集團因參與該等主體的營運而獲得或有權享有其可變回報，並能夠運用其對該等主體的權利影響上述回報。因此，本集團將該等結構化主體納入合併範圍。

44 COMPARATIVE FIGURES

The Group has initially applied HKFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. Further details of the changes in accounting policies are disclosed in Note 1(c).

Certain comparative figures have been adjusted to conform to current year's presentation and to provide comparative amounts in respect of items disclosed for the first time in 2019.

44 比較資料

本集團已於2019年1月1日首次採納經修訂的追溯法的香港財務報告準則第16號。在這種方法下，比較資料未被重述。有關會計政策變動的詳見附註1(c)披露。

為符合本年列報及提供2019年首次披露項目可比金額的要求，某些比較資料已調整。

45 SUBSEQUENT EVENTS

The novel coronavirus outbreak since early 2020 has brought about additional uncertainties in the Group's operating environment and has impacted the Group's operations and financial position.

The Group has been closely monitoring the impact of the developments on the Group's businesses and has put in place contingency measures. These contingency measures include: monitoring and assessing the quality of loans and advances to customers, receivables for factoring and financial lease receivables, enhancing the collection and so on. The Group will keep the contingency measures under review as the situation evolves.

As for the business of the Group, as of the reporting date, no significant adverse impact of the novel coronavirus outbreak has been found. The actual impacts may differ from these estimates as situation continues to evolve and further information may become available.

45 期後事項

自2020年初以來，新的冠狀病毒爆發給集團的經營環境帶來了額外的不確定性，並影響了集團的經營和財務狀況。

本集團一直密切關註事態的發展對於本集團業務的影響，並制定了應急措施，這些應急措施包括：監測和評估客戶的貸款及墊款、應收保理款和應收融資租賃款的質量、加強收款監督等。隨著形勢的發展，工作組將對應急措施不斷審查調整。

對於本集團的業務，截至報告日，尚未發現新冠狀病毒爆發的重大不利影響。隨著狀況的持續發展和有可能獲得的進一步信息，實際受到的影響可能與預估有所不同。