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Wealthy Way Group Limited

富道集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 3848)

ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 DECEMBER 2021

The board (the "**Board**") of directors (the "**Directors**") of Wealthy Way Group Limited (the "**Company**") is pleased to present the consolidated results of the Company and its subsidiaries (collectively, the "**Group**") for the year ended 31 December 2021, together with the comparative figures for the year ended 31 December 2020 as follows:

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2021

	Notes	2021 RMB'000	2020 RMB'000
Revenue	5	113,871	176,094
Other income	5	10,764	13,381
Employee benefit expenses		(22,659)	(31,865)
Depreciation	7	(3,003)	(4,416)
Other operating expenses		(23,591)	(37,232)
Impairment loss on intangible assets		-	(5,307)
Reversal of/(Provision for) expected credit losses ("ECLs") on loan and account			
receivables, net		7,248	(196,554)
Finance cost	6	(24,853)	(55,083)
Profit/(loss) before income tax	7	57,777	(140,982)
Income tax credit/(expense)	8 _	(17,558)	34,149
Profit/(loss) for the year	_	40,219	(106,833)

	Note	2021 <i>RMB'000</i>	2020 <i>RMB</i> '000
Profit/(loss) for the year attributable to: Equity holders of the Company Non-controlling interests		30,582 9,637	(111,642) 4,809
		40,219	(106,833)
Other comprehensive income/(expenses) Item that may be reclassified subsequently to profit or loss: Exchange differences arising on translating foreign operation Item that will not be reclassified to profit or loss:		60	189
Fair value gain/(loss) on financial asset at fair value through other comprehensive income (" FVOCI ")		4,889	(231)
Other comprehensive income/(expenses) for the year, net of income tax		4,949	(42)
Total comprehensive income/(expenses) for the year		45,168	(106,875)
Total comprehensive income/(expenses) for the year attributable to: Equity holders of the Company Non-controlling interests		35,531 9,637 45,168	(111,684) 4,809 (106,875)
Earnings/(loss) per share attributable to equity holders of the Company Basic Diluted	10	19.58 cents 18.78 cents	(71.78) cents (71.78) cents

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2021

Notes	2021 RMB'000	2020 RMB'000
ASSETS AND LIABILITIES		
Non-current assets		
Property, plant and equipment	1,681	2,855
Right-of-use assets	3,063	5,154
Intangible assets	3,202	3,309
Financial assets at FVOCI	38,085	33,196
Deposits for further acquisition of interest		
in a non-wholly owned subsidiary and acquisition of interest in a company		133,000
Other assets		400
Loan and account receivables 11	288,545	52,408
Prepayments, deposits and other	200,545	52,400
receivables	309	435
Deferred tax assets	52,440	62,559
	387,712	293,316
Current assets		
Loan and account receivables 11	306,120	954,135
Prepayments, deposits and other		
receivables	752	2,799
Amounts due from related parties	-	4
Tax recoverable	1,301	_
Cash and cash equivalents	100,200	118,633
	408,373	1,075,571

		2021	2020
	Notes	RMB'000	RMB'000
Current liabilities			
Account payables	12	16,408	24,572
Deposits from financial leasing customers	12	3,189	3,495
Accruals and other payables		32,704	33,276
Amounts due to related parties		641	220
Lease liabilities		1,656	2,265
Dividend payable		818	12,927
Bond payable		16,301	33,681
Bank borrowings	13	99,202	420,340
Tax payable		655	180
		171,574	530,956
Net current assets		236,799	544,615
Total assets less current liabilities		624,511	837,931
Non-current liabilities			
Deposits from financial leasing customers		4,125	4,222
Lease liabilities		1,536	3,047
Bank borrowings	13	-	84,736
Promissory note		77,793	72,050
		83,454	164,055
Net assets		541,057	673,876
EQUITY			
Share capital	14	1,358	1,349
Reserves		539,699	501,901
Total equity attributable to equity holders			
of the Company		541,057	503,250
Non-controlling interests			170,626
Total equity		541,057	673,876

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2021

	Share capital RMB'000 (Note 14)	Proposed final dividend [#] RMB'000 (Note 9)	Share premium [#] RMB'000	Share- based payment reserve [#] <i>RMB'000</i>	Exchange reserve [#] RMB'000	Other reserve [#] RMB'000	Statutory surplus reserve [#] RMB'000	Financial assets at FVOCI reserve [#] RMB'000	Retained profits/ (accumulated loss) [#] <i>RMB</i> '000	Total RMB'000	Non- controlling interests RMB'000	Total equity RMB'000
At 1 January 2020	1,349	6,952	227,853	1,871	(1,002)	239,883	37,821	5,684	96,032	616,443	177,898	794,341
Comprehensive (expenses)/income: (Loss)/profit for the year Other comprehensive (expenses)/ income:	-	-	-	-	-	-	-	-	(111,642)	(111,642)	4,809	(106,833)
Exchange differences arising on translating foreign operations Fair value loss on financial asset	-	-	-	-	189	-	-	-	-	189	-	189
at FVOCI								(231)		(231)		(231)
Total comprehensive (expenses)/ income for the year					189			(231)	(111,642)	(111,684)	4,809	(106,875)
Transactions with equity holders of the Company:												
Equity settled share options payment Forfeiture/lapse of share option	-	-	-	5,443 (1,178)		-	-	-	1,178	5,443	-	5,443
				4,265					1,178	5,443		5,443
Final dividend (<i>Note 9</i>) Dividend to non-controlling interests Transferred to statutory surplus	-	(6,952)	-	-	-	-	-	-	-	(6,952)	(12,081)	(6,952) (12,081)
reserve							10,000		(10,000)			
At 31 December 2020	1,349	_	227,853	6,136	(813)	239,883	47,821	5,453	(24,432)	503,250	170,626	673,876

	Share capital RMB'000 (Note 14)	Proposed final dividend [#] RMB'000 (Note 9)	Share premium [#] RMB'000	Share- based payment reserve [#] RMB'000	Exchange reserve [#] RMB'000	Other reserve [#] RMB'000	Statutory surplus reserve [#] RMB'000	Financial assets at FVOCI reserve [#] RMB'000	(Accumulated loss)/ Retained profits [#] RMB'000	Total <i>RMB'000</i>	Non- controlling interests RMB'000	Total equity RMB'000
At 31 December 2020 and at	1 240		115 051	(12((011)	110 002	47 001	E (E)	(24,422)	502 250	150 (2)	(=) 0=(
1 January 2021 Comprehensive income:	1,349	-	227,853	6,136	(813)	239,883	47,821	5,453	(24,432)	503,250	170,626	673,876
Profit for the year Other comprehensive income:	-	-	-	-	-	-	-	-	30,582	30,582	9,637	40,219
Exchange differences arising on												
translating foreign operations Fair value gain on financial asset	-	-	-	-	60	-	-	-	-	60	-	60
at FVOCI								4,889		4,889		4,889
Total comprehensive income												
for the year					60			4,889	30,582	35,531	9,637	45,168
Transactions with equity holders of the Company: Equity settled share options payment	-	_	_	162	_	_	_	-	-	162	_	162
Issue of shares upon exercise of												
share options	9	-	6,244	(487)	-	-	-	-	-	5,766	-	5,766
Forfeiture/lapse of share option				(1,099)					1,099			
	9		6,244	(1,424)					1,099	5,928		5,928
Proposed final dividend (Note 9)	-	3,829	(3,829)	_	-	_	-	_	-	-	-	-
Dividend to non-controlling interests Acquisition of additional interests	-	-	-	-	-	-	-	-	-	-	(3,915)	(3,915)
in a subsidiary	-	-	-	-	-	(3,652)	-	-	-	(3,652)	(176,348)	(180,000)
Transferred to statutory surplus reserve							4,299		(4,299)			
At 31 December 2021	1,358	3,829	230,268	4,712	(753)	236,231	52,120	10,342	2,950	541,057	_	541,057

 These reserves accounts comprise the consolidated reserves of approximately RMB539,699,000 (2020: RMB501,901,000) in the consolidated statement of financial position.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2021

1. CORPORATE INFORMATION

Wealthy Way Group Limited (the "**Company**") was incorporated as an exempted company with limited liability in the Cayman Islands on 10 December 2015 and its shares have been listed on the Main Board of the Stock Exchange (the "**Listing**") by way of placing and public offer of shares (the "**Share Offer**") on 21 July 2017. The registered office of the Company is P.O. Box 1350, Regatta Office Park, Windward 3, Grand Cayman KY1-1108, Cayman Islands. The Company's principal place of business is at Room 02, 34/ F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong.

The Company is an investment holding company. The principal activities of the Group are (i) provision of financial leasing, factoring and financial advisory services in the People's Republic of China (the "**PRC**"); (ii) provision of small loans and related loan facilitation services in the PRC; and (iii) provision of investment management and advisory services, securities dealing and broking services and other financial services in Hong Kong. In the opinion of the Directors, the ultimate holding company of the Group is Wealthy Rise Investment Limited ("**Wealthy Rise**"), a company incorporated in the British Virgin Islands ("**BVI**") which is wholly owned by Mr. Lo Wai Ho ("**Mr. Lo**").

2. BASIS OF PREPARATION

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("**HKFRSs**"), which collective term includes all applicable individual HKFRSs, Hong Kong Accounting Standards ("**HKASs**") and interpretation issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**"). The consolidated financial statements also comply with applicable disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on the Stock Exchange ("**Listing Rules**").

The consolidated financial statements have been prepared on historical cost basis except for certain financial instruments that are measured at fair value at the end of reporting period. The consolidated financial statements are presented in Renminbi ("**RMB**"). All values are rounded to the nearest thousand except when otherwise indicated.

The consolidated financial statements have been prepared on a basis consistent with the accounting policies adopted in the consolidated financial statements for the year ended 31 December 2020 except for the adoption of certain new or amendments to HKFRSs that are relevant to the Group and effective from the current period as set out below.

3. ADOPTION OF NEW OR AMENDMENTS TO HKFRSs

New or amendments to HKFRSs in issue and effective

In the current year, the Group has adopted, for the first time, the following new or amendments to HKFRSs issued by the HKICPA, which are relevant and mandatorily effective for the accounting period beginning on 1 January 2021 for the preparation of the Group's consolidated financial statements:

Amendments to HKFRS9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16: Interest Rate Benchmark Reform – Phase 2.

Further, the Group has early adopted the Amendment to HKFRS 16 "COVID-19-Related Rent Concessions beyond 30 June 2021" (the "**2021 Amendment**") which are mandatorily effective for annual periods beginning on or after 1 April 2021 in preparing the consolidated financial statements for the year ended 31 December 2021.

Impact on early adoption of the 2021 Amendment

The Group has early adopted the Amendment to HKFRS 16 "COVID-19-Related Rent Concessions" in prior year and the 2021 Amendment in the current year. The 2021 Amendment extends the availability of the practical expedient set out in paragraph 46A of HKFRS 16 to rent concessions on or before 30 June 2022. The early adoption of the 2021 Amendment has had no impact to the opening retained profits at 1 January 2021 and the financial position and financial performance for the current year.

The adoption of these amendments to HKFRSs in the current year has had no material impact on the Group's financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

New or amendments to HKFRSs in issue but not yet effective

The Group has not early adopted any of the following new or amendments to HKFRSs, which have been issued but are not yet effective, in the consolidated financial statements:

		Effective for annual reporting periods beginning on or after
HKFRS 17	Insurance Contracts and the related Amendments [#]	1 January 2023
Amendment to AG 5	Accounting Guideline 5 Merger Accounting for Common Control Combinations (Revised)	1 January 2022
Amendments to HKFRS 3	Reference to the Conceptual Framework	1 January 2022
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*	To be determined
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)	1 January 2023
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies	1 January 2023
Amendments to HKAS 8	Definition of Accounting Estimates	1 January 2023
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction	1 January 2023
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use	1 January 2022
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract	1 January 2022
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018–2020	1 January 2022
#		

[#] The amendments were originally intended to be effective for periods beginning on or after 1 January 2021. The effective date has now been extended to 1 January 2023.

* The amendments shall be adopted prospectively to the sale or contribution of assets occurring in annual periods beginning on or after a date to be determined.

The Group has already commenced an assessment of the related impact of adopting the above new or amendments to HKFRSs. So far, it has concluded that the above new or amendments to HKFRSs will be adopted at the respective effective dates and the adoption of them is unlikely to have a significant impact on the consolidated financial statements of the Group.

4. SEGMENT INFORMATION

HKFRS 8, Operating Segments, required identification and disclosure of operating segment information based on internal financial reports that are regularly reviewed by the chief operating decision maker (the "**CODM**") of the Group, being the executive directors of the Company, for the purpose of resources allocation and performance assessment.

The Group's operating and reportable segments under HKFRS 8 are as follows:

(i)	Finance lease and factoring related services	_	Provision of (a) direct finance leasing; (b) sale and leaseback; (c) factoring; and (d) related advisory services in the PRC.
(ii)	Micro credit and loan facilitation related services	-	Provision of (a) micro-credit; and (b) loan facilitation related services in the PRC.
(iii)	Securities dealing and broking and other financial services	-	Provision of securities brokerage, share placing and margin financing and other financial services in Hong Kong.

The Group's operating segments are strategic business units that offer different services. They are managed separately because each business requires different marketing strategies.

Segment revenue and results

The following is an analysis of the Group's revenue and results by operating and reportable segment:

	Finance lease and factoring related services <i>RMB</i> '000	Micro credit and loan facilitation related services <i>RMB</i> '000	Securities dealing and broking and other financial services <i>RMB</i> '000	Total <i>RMB'000</i>
For the year ended 31 December 2021				
Revenue External income	23,278	86,309	4,284	113,871
Segment results	21,880	52,209	3,079	77,168
Unallocated corporate income Unallocated corporate expenses				175 (19,566)
Profit before income tax Income tax				57,777 (17,558)
Profit for the year				40,219

	Finance lease and factoring related services <i>RMB'000</i>	Micro credit and loan facilitation related services <i>RMB</i> '000	Securities dealing and broking and other financial services <i>RMB'000</i>	Total <i>RMB'000</i>
For the year ended 31 December 2020				
Revenue External income	61,027	108,455	6,612	176,094
Segment results	(144,195)	32,241	(6,770)	(118,724)
Unallocated corporate income Unallocated corporate expenses				978 (23,236)
Loss before income tax Income tax credit				(140,982) 34,149
Loss for the year				(106,833)

The accounting policies of the operating segments are the same as the Group's accounting policies. Segment results represents profit earned by or loss incurred from each segment without allocation of certain other income, fair value loss on contingent consideration payable and certain other operating expenses. This is the measure reported to the CODM of the Company, for the purposes of resources allocation and assessment of segment performance. There were no inter-segment sales for the year.

Segment assets and liabilities

The following is an analysis of the Group's segment assets and segment liabilities by operating and reportable segment:

	Finance lease and factoring related services <i>RMB</i> '000	Micro credit and loan facilitation related services <i>RMB</i> '000	Securities dealing and broking and other financial services <i>RMB</i> '000	Total <i>RMB'000</i>
As at 31 December 2021				
Segment assets	118,337	537,270	44,554	700,161
Tax recoverable Deferred tax assets Financial assets at FVOCI Unallocated corporate assets				1,301 52,440 38,085 4,098
Consolidated total assets				796,085
Segment liabilities	12,453	115,688	17,000	145,141
Tax payable Promissory note Bond payable Unallocated corporate liabilities				655 77,793 16,301 15,138
Consolidated total liabilities				255,028

	Finance lease and factoring related services <i>RMB'000</i>	Micro credit and loan facilitation related services <i>RMB'000</i>	Securities dealing and broking and other financial services <i>RMB</i> '000	Total <i>RMB'000</i>
As at 31 December 2020				
Segment assets	557,231	507,717	64,245	1,129,193
Deferred tax assets Financial assets at FVOCI Deposits for further acquisition of interest in a non-wholly owned subsidiery and acquisition of interest				62,559 33,196
subsidiary and acquisition of interest in a company Unallocated corporate assets				133,000 10,939
Consolidated total assets				1,368,887
Segment liabilities	430,218	121,991	25,342	577,551
Tax payable Promissory note Bond payable Unallocated corporate liabilities				180 72,050 33,681 11,549
Consolidated total liabilities				695,011

For the purpose of monitoring segment performances and allocating resources between segments:

- All assets are allocated to operating segments other than tax recoverable, financial asset at FVOCI, deposits for acquisition of certain non-current assets, deferred tax assets and unallocated corporate assets.
- All liabilities are allocated to operating segments other than promissory note, bond payable, tax payable and unallocated corporate liabilities.

5. **REVENUE AND OTHER INCOME**

An analysis of the Group's revenue and other income is as follows:

	2021 RMB'000	2020 <i>RMB</i> '000
Revenue from contracts with customers within the scope of HKFRS 15		
Point in time		
- Commission and brokerage income from securities dealing	1,475	1,345
- Placing and underwriting service income	34	218
Over time [#]		
- Post loan facilitation service income	12,207	35,200
- Financial advisory services income		
- Financial leasing advisory services income	937	1,039
- Other financial advisory service income	2	44
	14,655	37,846
Revenue from other sources*		
– Interest income from financial leasing	17,810	36,578
– Interest income from factoring	4,529	23,410
– Interest income from small loans	74,102	73,255
 Interest income from margin financing 	976	1,377
- Interest income from other loans	1,799	3,628
	99,216	138,248
	113,871	176,094
Other income		
Bank interest income	306	209
Dividend income from financial assets at FVOCI	8,771	10,422
Gain on termination of lease	67	, _
Gain on early redemption of bonds	175	_
Government grant	45	621
Handlings service charges	231	_
Other taxes refund	358	709
Refund of unemployment insurance premium	_	322
Write-off of other payable	-	642
Sundry income	811	456
	10,764	13,381

- * Interest income were calculated using the effective interest income according to HKFRS 9. All the interest income disclosed in the above came from financial assets not at fair value through profit or loss.
- [#] The Group applies the practical expedient in paragraph 21 of HKFRS 15 and does not disclose information about remaining performance obligation that have original expected duration of one year of less.

6. FINANCE COST

	2021 <i>RMB'000</i>	2020 <i>RMB</i> '000
Interest on bank borrowings	13,335	43,473
Interest on lease liabilities	287	354
Interest on bond payable	2,173	2,814
Interest on promissory note	9,058	8,442
	24,853	55,083

7. PROFIT/(LOSS) BEFORE INCOME TAX

Profit/(loss) before income tax is arrived at after charging:

	2021 RMB'000	2020 <i>RMB</i> '000
Auditor's remuneration		
– Audit services	731	783
Depreciation charged on:		
– Property, plant and equipment	917	1,303
– Right-of-use assets	2,086	3,113
	3,003	4,416
Impairment loss on intangible assets	-	5,307
Employee benefit expenses (including Directors' remuneration)		
- Salaries, allowances and benefits in kind	19,742	26,196
- Retirement benefit scheme contributions	2,820	1,661
- Equity settled share-based payment	97	4,008
	22,659	31,865
Equity settled share-based payment		
– Employee benefit expenses	97	4,008
- Referral fees/Consultancy fees	65	1,435
	162	5,443
Commission paid	10,243	13,562
Operating lease expenses	343	366
Foreign exchange difference, net	481	917
Loss on disposal of property, plant and equipment, net	202	16
Bad debts written off of loan and account receivables, net	2,600	6,684
Written off of prepayment		100

8. INCOME TAX EXPENSE/(CREDIT)

	2021 RMB'000	2020 <i>RMB</i> '000
The charge comprises:		
Current tax for the year – PRC Enterprise Income Tax ("EIT")		
– current year provision	5,387	10,361
- under-provision/(over-provision) in prior years	2,071	(2,335)
Current tax for the year – Hong Kong Profit Tax		
– current year provision	-	216
Deferred tax expense/(credit), net	10,100	(42,391)
_	17,558	(34,149)

- (a) The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which entities in the Group are domiciled and operated.
- (b) Pursuant to the rules and regulations of the Cayman Islands and BVI, the Group is not subject to any income tax under these jurisdictions.
- (c) PRC EIT is calculated at 25% (2020: 25%) of the estimated assessable profits of subsidiaries operating in the PRC except for two subsidiaries of the Company as mentioned below:

In accordance with relevant laws and regulations in the PRC, enterprises established in the Qianhai Shenzhen-Hong Kong Modern Services Industry Cooperation Zone ("**Zone**") are eligible for a reduced EIT rate of 15%, provided that the enterprise is engaged in projects that fall within the Catalogue for EIT Preferential Treatments. One of the subsidiaries is entitled to the 15% preferential tax rate for the years 2018 to 2020. During the year ended 31 December 2021, this subsidiary was approved to be a high and new technology enterprises ("**HNTE**"). HNTE is entitled to enjoy a reduced enterprise income tax rate of 15% and additional 75% tax reduction based on the eligible research and development expenses with a validity period of three years from 11 December 2020 to 10 December 2023.

Besides, according to the Notice on Implementing the Policy of Inclusive Tax Relief for Small and Micro Enterprises ("SMEs"), released by the Ministry of Finance on January 2021, qualified SMEs with annual taxable income below RMB1 million per year entitled to a preferential EIT rate of 10% on 25% of their income. Whereas, qualified SMEs with taxable income from RMB1 to 3 million entitled to a preferential EIT rate of 10% on 50% of their income, one of the subsidiaries is entitled to the preferential tax rate for the years 2020 to 2021. Such preferential policy is extended to 2022.

(d) The Group did not generate any assessable profits arising in Hong Kong for the year ended 31 December 2021. For the year ended 31 December 2020, under the two-tiered profits tax rates regime in Hong Kong, the first HK\$2 million of profits of the qualifying group entities will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. Accordingly, the Hong Kong profits tax is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million.

9. DIVIDEND

10.

(a) Dividend attributable to the year

The final dividend of HK3 cents per ordinary share of the Company, totaling approximately HK\$4,697,000 (equivalent to approximately RMB3,829,000) proposed after the reporting date, for the year ended 31 December 2021 was not recognised as a liability at the reporting date. In addition, the final dividend is subject to the approval of the shareholders of the Company at the forthcoming annual general meeting (2020: Nil).

(b) Dividend attributable to the previous financial year, approved and paid during the year

	2021 RMB'000	2020 <i>RMB</i> '000
Final dividend in respect of the previous financial year of HK5 cents per ordinary share		6,952
EARNINGS/(LOSS) PER SHARE		
	2021	2020
Earnings/(loss) attributable to equity holders of the Company (<i>RMB</i> '000)	30,582	(111,642)
Weighted average number of ordinary shares for the purpose of basic earnings/(loss) per share (<i>in '000</i>) Effect of dilutive potential ordinary shares – share options (<i>in '000</i>)	156,228 6,593	155,523
Weighted average number of ordinary shares for the purpose of diluted earnings/(loss) per share (<i>in '000</i>)	162,821	155,523

Basic earnings/(loss) per share is calculated by dividing the earnings/(loss) attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the year.

Diluted earnings/(loss) earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. As at 31 December 2021, the potential dilutive ordinary shares of the Company are share options (2020: share options). The calculation of share options is determined by the number of shares that could have been acquired at fair value (determined as the average annual market share price of the Company's shares) based on the monetary value of the subscription rights attached to the outstanding share options. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options.

For the year ended 31 December 2020, no adjustment had been made to the basic loss per share amounts presented in respect of a dilution as the impact of the potential dilutive ordinary shares outstanding had an anti-dilutive effect on the basic loss per share amounts presented for the year.

11. LOAN AND ACCOUNT RECEIVABLES

	Notes	2021 <i>RMB</i> '000	2020 <i>RMB</i> '000
Non-current assets			
Financial leasing receivables	(a)	9,635	69,293
Small loans receivables	(c)	280,598	4,731
		290,233	74,024
Less: Allowance for ECLs	-	(1,688)	(21,616)
	-	288,545	52,408
Current assets			
Financial leasing receivables	(a)	68,663	435,423
Factoring loan receivables	(b)	_	182,849
Small loan receivables	(c)	263,911	532,439
Other loan receivables	(d)	3,266	23,478
Account receivables	(e)	7,208	11,818
		343,048	1,186,007
Less: Allowance for ECLs	-	(36,928)	(231,872)
	-	306,120	954,135
Total loan and account receivables, net	-	594,665	1,006,543

Notes:

(a) Financial leasing receivables

For financial leasing receivables, the customers are obliged to settle the amounts according to the terms set out in the relevant contracts, and must acquire the leased assets at the end of the lease period. The period for financial leasing contract are normally ranging from 8 months to 3 years in 2021 (2020: 2 months to 8 years).

The Group's financial leasing receivables are denominated in RMB which is the functional currency of the relevant group entity. The effective interest rates of the finance leases range from 9.91% to 21.1% (2020: 5.3% to 20.1%) per annum as at 31 December 2021.

As at 31 December 2021, the Group's financial leasing receivables with gross carrying amount of approximately RMB75,798,000 (2020: RMB61,797,000) were carried at fixed-rate and the remaining balances of approximately RMB2,500,000 (2020: RMB442,919,000) were carried at variable-rate.

The ageing analysis of financial leasing receivables, determined based on the schedule to repay of the receivables since the effective dates of the relevant lease contracts, as at the end of the reporting period, is as follows:

	Minimum lease	e payments	Present va minimum lease	
	2021	2020	2021	2020
	RMB'000	RMB'000	RMB'000	RMB'000
Financial leasing receivables comprise of:				
Within one year	71,283	449,231	68,410	435,423
More than one year but not exceeding two years More than two years but not	9,658	60,294	9,357	57,356
exceeding three years	517	12,123	531	11,937
Less: Unearned finance income	81,458 (3,160)	521,648 (16,932)	78,298	504,716
Present value of minimum lease payments	78,298	504,716	78,298	504,716

Financial leasing receivables are mainly secured by the lessees' deposits, certain guarantees and leased assets which are equipment and machinery used in industries such as airline, real estate, manufacturing, construction and hotel. Additional collateral may be obtaine from customers to secure their repayment obligations under financial leasing and such collateral include vehicle licence. As at 31 December 2021, the financial leasing receivables were collateralised by the leased assets with fair values of approximately RMB147,848,000 (2020: RMB709,794,000).

The following is a credit quality analysis of financial leasing receivables. In the event that an instalment repayment is overdue, the entire outstanding balance of financial leasing receivables is classified as overdue.

	2021 <i>RMB</i> '000	2020 <i>RMB</i> '000
Neither overdue nor credit-impaired Overdue but not credit-impaired	36,281	76,198
– overdue within 30 days	4,621	_
- overdue within 31 to 90 days	11,022	_
Overdue and credit-impaired	26,374	428,518
	78,298	504,716

(b) Factoring loan receivables

The period for factoring loan contracts are ranging from 3 months to 1 year and the effective interest rate of the above factoring loan receivables is ranging from 9.9% to 24.5% per annum as at 31 December 2020.

As at 31 December 2020, the factoring loan receivables were collateralised by the customers' accounts receivables with fair value of approximately RMB247,065,000.

The ageing analysis of factoring loan receivables, determined based on the schedule to repay of receivable since the effective dates of relevant loan contracts, as at the end of the reporting period, is as follows:

	2021 <i>RMB</i> '000	2020 <i>RMB</i> '000
0 to 30 days 31 to 90 days 91 to 365 days		119,508 43,341 20,000
		182,849

The following is a credit quality analysis of factoring loan receivables. In the event that an instalment repayment is overdue, the entire outstanding balance of factoring loan receivables is classified as overdue.

	2021 <i>RMB'000</i>	2020 <i>RMB</i> '000
Neither overdue nor credit-impaired	_	48,524
Overdue but not credit-impaired		12 220
– overdue within 30 days	-	13,320
 – overdue within 31–90 days 	-	103,744
Overdue and credit-impaired		17,261
		182,849

(c) Small loan receivables

It primarily represented the micro-credit loans and guaranteed loans granted to the customers. The loan periods granted to each of the customers is generally for a period of 4 months to 5 years (2020: 3 months to 3 years). The effective interest rate of the above small loans receivables is ranging from 6.0% to 27.7% (2020: 8.0% to 27.8%) per annum as at 31 December 2021.

As at 31 December 2021, certain loan receivables are mainly secured by real estates such as buildings with fair values of approximately RMB2,776,295,000 (2020: RMB21,767,000).

The ageing analysis of small loan receivables, determined based on the schedule to repay of receivable since the effective dates of relevant loan contracts, as at the end of the reporting period, is as follows:

	2021 <i>RMB</i> '000	2020 <i>RMB</i> '000
0 to 30 days	50,534	67,520
31 to 90 days	32,583	96,305
91 to 365 days	180,794	368,614
Over 365 days	280,598	4,731
	544,509	537,170

The following is a credit quality analysis of small loan receivables. In the event that an instalment repayment is overdue, the entire outstanding balance of small loan receivables is classified as overdue.

	2021 <i>RMB'000</i>	2020 RMB'000
Neither overdue nor credit-impaired Overdue but not credit-impaired	516,301	490,335
– overdue within 30 days	2,554	3,688
- overdue within 31 to 90 days	5,520	4,695
Overdue and credit-impaired	20,134	38,452
	544,509	537,170

(d) Other loan receivables

It represented the unsecured loans granted to the customers. The loan periods granted to each of customers is generally 1 year (2020: 1 year). The effective interest rate of the above other loan receivables is 12% (2020: 12%) per annum as at 31 December 2021.

The ageing analysis of other loan receivables, determined based on the schedule to repay of receivable since the effective dates of relevant loan contracts, as at the end of the reporting period, is as follows:

	2021 <i>RMB</i> '000	2020 <i>RMB</i> '000
0 to 30 days 31 to 90 days	-	-
91 to 365 days	3,266	23,478
	3,266	23,478

The following is a credit quality analysis of other loan receivables. In the event that an instalment repayment is overdue, if any, the entire outstanding balance of other loan receivables would be classified as overdue.

	2021 <i>RMB</i> '000	2020 RMB'000
Neither overdue nor credit-impaired	3,266	23,478

(e) Account receivables

Balances comprise receivables in respect of securities dealing and broking services and financial advisory and loan facilitation services, represented as follows:

	Notes	2021 <i>RMB</i> '000	2020 RMB'000
Account receivables from securities dealing and	i		
broking services: – Hong Kong Securities Clearing Company	1		
Limited (" HKSCC ")		2,628	1,945
– Cash clients		-	303
– Margin clients		3,276	7,963
A accurt receivables from financial advisory		5,904	10,211
Account receivables from financial advisory and loan facilitation services	ii	1,304	1,607
		7,208	11,818
Less: Allowance for ECLs		(1,274)	(5,035)
Total account receivables, net	:	5,934	6,783

Notes:

(i) Account receivables from cash clients and securities clearing houses arising from securities dealing business are repayable on demand subsequent to the settlement date. The normal settlement terms of said account receivables are, in general, two days after trade date. The Group allows a credit period mutually agreed with the contracting parties for receivables from margin clients.

No ageing analysis by invoice date is disclosed for account receivables from securities dealing business as, in the opinion of the Directors, an ageing analysis is not meaningful in view of the business nature.

Account receivables of securities margin clients are secured by the clients' pledged securities with fair value of approximately RMB59,608,000 (2020: RMB64,923,000) as at 31 December 2021. All of the pledged securities are equity and debt securities listed in Hong Kong and overseas. The account receivables of securities margin clients are repayable on demand subsequent to settlement date and carrying interest typically ranged from 6% to 12% and Hong Kong Prime rate to Hong Kong Prime rate + 7% (2020: Same) per annum as at 31 December 2021. Securities are assigned with specific margin ratios for calculating their margin values. Additional funds or collaterals are required if the outstanding amount exceeds the eligible margin value of securities deposited. The collateral held can be repledged and can be sold at the Group's discretion to settle any outstanding amount owed by the margin clients.

(ii) Balances comprise receivables in respect of financial advisory and post loan facilitation services. No element of financing is deemed present as the services are made with a credit period not more than one week after revenue recognition.

The ageing analysis of account receivables from financial advisory and post loan facilitation services, determined based on the schedule to repay of receivable since the effective dates of relevant contracts, as at the end of the reporting period, is as follows:

	2021 <i>RMB'000</i>	2020 <i>RMB</i> '000
0 to 30 days	1,304	1,139
31 to 90 days	-	-
91 to 365 days	-	468
Over 365 days		
	1,304	1,607

The following is a credit quality analysis of account receivables from financial advisory and post loan facilitation services. In the event that an instalment repayment is overdue, the entire outstanding balance of account receivables is classified as overdue.

	2021 <i>RMB'000</i>	2020 <i>RMB</i> '000
Neither overdue nor credit-impaired	-	468
Overdue but not credit-impaired		
- overdue within 30 days	10	104
- overdue within 31-90 days	21	72
Overdue and credit-impaired	1,273	963
	1,304	1,607

Except for receivables from margin clients, the Group does not hold any collateral or other credit enhancements over these balances.

The Directors consider that the fair values of current portion of loan receivables which are expected to be recovered within one year are not materially different from their carrying amounts because these balances have short maturity periods on their inception. The fair value of the non-current portion of loan receivables has been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. As such, the amortised cost of the non-current portion approximates its fair value.

12. ACCOUNT PAYABLES

	2021 <i>RMB'000</i>	2020 <i>RMB</i> '000
HKSCC	1	246
Cash clients	5,448	3,391
Margin clients	10,959	20,935
	16,408	24,572

Account payables arising from securities dealing business are interest-free and repayable on the settlement day of the relevant trades.

The normal settlement terms of account payables to cash clients and securities clearing house are two days after trade date.

Account payables to HKSCC, margin clients and cash clients are repayable on demand after settlement date. No ageing analysis is disclosed as in the opinion of the Directors, the ageing analysis does not give additional value in view of the nature of this business.

13. BANK BORROWINGS

	2021 RMB'000	2020 <i>RMB</i> '000
Bank borrowings – secured*:		
Within one year	99,202	420,340
More than one year, but not exceeding two years	_	77,405
More than two years, but not exceeding five years		7,331
	99,202	505,076
Less: Amount shown under current liabilities	(99,202)	(420,340)
Amount shown under non-current liabilities		84,736

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

As at 31 December 2021, the Group's bank borrowings were variable-rate borrowings which carried annual interests ranging from 105% to 110% (2020: 105% to 110%) of the benchmark rate offered by the People's Bank of China. As at 31 December 2021, the effective interest rates of the Group's secured bank borrowings were 7.86% (2020: ranging from 5.0% to 8.3%) per annum.

As at 31 December 2020, one bank borrowing amounting to approximately RMB140,815,000 which were secured by charges over certain equity interests in the Company held by Wealthy Rise and certain leased assets. In March 2021, the Group has received an early repayment demand note notice in relation to this bank borrowing. Meanwhile, the Group has entered into arrangements with certain banks in respect of early repayment of bank borrowings secured by certain leased assets with aggregate principal amount of approximately RMB220,800,000. The respective financial leasing receivables were assigned to the Assignee. The aforementioned bank borrowings were fully repaid in March 2021, and the charges over certain equity interests in the Company was released on 16 April 2021 accordingly.

In April 2021, upon the completion of transaction under the factoring agreement, the Group has also entered into the arrangement with bank in respect of early repayment of bank borrowings secured by certain leased assets with principal amount of approximately RMB191,057,000.

As at 31 December 2021, the bank borrowings amounting to approximately RMB99,202,000 (2020: RMB92,800,000) were secured by charges over one property with fair value of approximately RMB82,245,000 (2020: approximately RMB24,590,000) (which is jointly owned by Mr. Lo and his wife) and one property with fair value of approximately RMB24,590,000 (2020: RMB35,100,000) (which is owned by Mr. Lu Qing Ming, nephew of Mr. Lo) and jointly guaranteed by a related company, which Mr. Lu, Mr. Lo's sibling is the controlling party and Mr. Lu, with an aggregate amount up to RMB100,000,000 (2020: RMB150,000,000). One property with fair value of approximately RMB8,980,000 (which is owned by Mr. Wang Jiansen, a director of a related company) as at 31 December 2020 was released from charges upon the maturity date of relevant borrowing during the year.

As at 31 December 2020, all of the Group's bank borrowings were secured by charges over certain leased assets and financial leasing receivables except for the above.

Subsequent to the year ended, the Group has obtained the one-year bank borrowing of approximately RMB100,000,000 carried an interest rate of 7.8% per annum.

The Group has repaid the bank borrowings of approximately RMB99,202,000 upon maturity in March 2022.

14. SHARE CAPITAL

	Number of ordinary shares	Amount HK\$'000
Ordinary shares of HK\$0.01 of each		
Authorised: At 1 January 2020, 31 December 2020,		
1 January 2021 and 31 December 2021	20,000,000,000	200,000
	Number of ordinary shares	Amount <i>RMB</i> '000
Issued and fully paid: At 1 January 2020, 31 December 2020, 1 January 2021 Issue of shares upon exercise of share options	155,523,000 1,060,000	1,349 9
At 31 December 2021	156,583,000	1,358

During the year ended 31 December 2021, 1,060,000 share options were exercised at the exercise price of HK\$6.12 (equivalent to RMB5.44) per share. The total cash consideration received from the issuance 1,060,000 shares was approximately RMB5,766,000, of which approximately RMB9,000 was credited to issued share capital and the remaining balance of approximately RMB5,757,000 was credited to the share premium account. In addition, amount attributable to the related share options of RMB487,000 has been transferred from share option reserve to the share premium account.

All the shares issued during the year ended 31 December 2021 rank pari passu with the then existing shares in all respects.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS OVERVIEW

The macro environment in the PRC was still subject to many uncertainties in 2021. The outbreak of the COVID-19 pandemic ("COVID-19") continued to have an impact on the global and Chinese economies. In China, the economy continued to be hit hard by sporadic COVID-19 cases, hence it is still in the process of adjustment and recovery. In the said reporting period, revenue of the Group was mainly derived from financial leasing interest income, factoring service income, loan facilitation service income, loan interest income and advisory services income, interest income from margin financing, and commission and brokerage income which accounted for approximately RMB17.8 million, RMB4.5 million, RMB12.2 million, RMB74.1 million, RMB0.9 million, RMB1.0 million and RMB1.5 million of the total revenue of the Group, respectively. In 2021, the Company adjusted its business strategy in response to the economic environment and the impact brought about by the COVID-19 pandemic. In relation to its financial leasing and factoring business, in view of the economic and the airline industry uncertainties posed by COVID-19, the Company reduced its financial cost by terminating its cooperation with Grand China Air Co., Ltd* (大新華航空有 限公司) ("GCA"), and repaying the relevant bank loans. In relation to business investment, the Company invested more resources on customer expansion and cultivation by targetting SMEs in Shenzhen, Dongguan and other locations. The Company is also constantly adjusting relevant human resources based on the changes of the market environment, such that the optimized allocation of resources can allow us to enhance our operational efficiency. Our leasing and factoring business is in the process of adjustment, hence there may be a significant decline in the relevant business revenue. In relation to our small loan business, the Company has successfully launched real estate products involving second mortgages in the Shenzhen market, subsequent to which the Company is gradually phasing out of the market relating to unsecured credit loans. In this year, a lot of new regulating policies were promulgated for the real estate industry. Based on the relevant policy changes, the Company will adjust business strategies in relation to our small loan business, so as to increase our share in Shenzhen's second mortgage loan market. The Group's securities dealing business mainly refers to the provision of securities dealing services to customers in Hong Kong through Grand Partners Securities Limited, a wholly-owned subsidiary of the Company.

The management will continue to pay attention to the impact of relevant factors on our business operations and enhance relevant risk management measures. The provision of finance leasing, factoring and advisory services to various customers and the provision of small loans to individual customers and other small private companies will allow us to expand our customer base. The Group will also provide flexible financing services to potential customers of different sizes in various industries.

FINANCIAL REVIEW

The following discussion and analysis pertains to the financial information of the Group.

Revenue

The Group's revenue was derived from (i) interest income from financial leasing; (ii) interest income from factoring; (iii) financial leasing related advisory services income; (iv) other financial advisory services income; (v) loan facilitation service income; (vi) interest income from small loans and other loans; (vii) commission and brokerage income from security dealing; and (viii) interest income from margin financing. The Group's financial leasing services include sale-leaseback as well as direct financial leasing.

The revenue recorded a decrease by approximately RMB62.2 million, or approximately 35%, from approximately RMB176.1 million for the year ended 31 December 2020 to approximately RMB113.9 million for the year ended 31 December 2021. The decrease was mainly resulted from the slowdown of the economy in the PRC under the impact of COVID-19 resulting in less new origination of financial leasing and factoring contracts.

For the year ended 31 December 2021, the interest income from financial leasing and factoring contributed approximately RMB17.8 million (2020: approximately RMB36.6 million) and approximately RMB4.5 million (2020: approximately RMB23.4 million), respectively. The decrease was mainly resulted from less origination of new financial leasing and factoring contracts.

The Group's advisory services mainly include financial leasing advisory services, and other financial advisory services, which contributed at aggregate of approximately RMB0.9 million for the year ended 31 December 2021 (2020: approximately RMB1.1 million). Moreover, the Group continued to provide loan facilitation service which contributed approximately RMB12.2 million to the revenue for the year ended 31 December 2021 (2020: approximately RMB12.2 million). The decrease of loan facilitation service was mainly resulted from the switch from unsecured credit loans to second mortgage loan market.

The Group also derived interest income from small loans through a subsidiary, Shenzhen Haosen Credit Joint Stock Limited ("Shenzhen Haosen"), contributing at aggregate of approximately RMB74.1 million (2020: approximately RMB73.2 million) and interest income from other loans of approximately RMB1.8 million (2020: approximately RMB3.6 million) was contributed by our wholly-owned subsidiary, Grand Partners Finance Limited, for the year ended 31 December 2021. The Group also recorded commission and brokerage income from security dealing contributing approximately RMB1.5 million (2020: approximately RMB1.3 million), while the interest income from margin financing also contributed approximately RMB1.0 million (2020: approximately RMB1.4 million) from our wholly-owned subsidiary, Grand Partners Securities Limited, for the year ended 31 December 2021.

The Directors intend to focus on the microlending and financial leasing business in the future.

Other income

Other income decreased by approximately RMB2.6 million, or approximately 20%, from approximately RMB13.4 million for the year ended 31 December 2020 to approximately RMB10.8 million for the year ended 31 December 2021, mainly due to an approximately RMB1.7 million decrease in the dividend income derived from financial assets at FVOCI.

Employee benefit expenses

Employee benefit expenses included primarily employee salaries and costs associated with other benefits. The employee benefit expenses decreased by approximately RMB9.2 million, or approximately 29%, from approximately RMB31.9 million for the year ended 31 December 2020 to approximately RMB22.7 million for the year ended 31 December 2021, mainly due to the streamline of manpower.

Other operating expenses

Other operating expenses mainly consisted of (i) audit fee of approximately RMB0.7 million (2020: approximately RMB0.8 million); (ii) building management fee of approximately RMB1.0 million (2020: approximately RMB1.0 million); (iii) commission fee of approximately RMB10.2 million (2020: approximately RMB13.6 million) which mainly comprised of service charge of loan collection of approximately RMB9.6 million (2020: approximately RMB7.6 million) in relation to the small loan business; (iv) equity settled share-based payment of approximately RMB0.07 million (2020: approximately RMB1.4 million) which referred to the grant of share option to external consultants on 22 January 2020; (v) legal and professional fee of approximately RMB2.2 million (2020: approximately RMB2.7 million); (vi) bad debt written off of approximately RMB2.6 million (2020: approximately RMB6.8 million); and (vii) exchange difference of approximately RMB0.4 million (2020: approximately: RMB0.9 million).

Finance cost

The finance cost decreased by approximately RMB30.2 million, or approximately 56%, from approximately RMB55.1 million for the year ended 31 December 2020 to approximately RMB24.9 million for the year ended 31 December 2021 mainly due to the repayment of bank and other borrowings during the year.

The Group received proceeds from the recovery of the default airline customer, GCA, through the two financial arrangements to transfer the creditor's right of GCA and a non-recourse factoring agreement to factor the creditor's rights to two independent third parties, respectively. Please refer to the Company's announcements dated 16 March 2021 and 29 March 2021 for the details of the assignment of creditor's rights and the Company's announcement dated 9 April 2021 for the details of the non-recourse factoring agreement.

Profit for the year attributable to the owners of the Company

As a result of above, profit for the year attributable to the owners of the Company for the year ended 31 December 2021 was approximately RMB30.6 million, whereas loss for the year ended 31 December 2020 was approximately RMB111.6 million.

Dividend

The Board recommend the payment of a final dividend HK3 cents per share to shareholders of the Company for the year ended 31 December 2021 (2020: Nil).

Liquidity, financial resources and capital resources

As at 31 December 2021, the cash and cash equivalents were approximately RMB100.2 million (2020: approximately RMB118.6 million). The working capital (current assets less current liabilities) and the total equity of the Group were approximately RMB236.8 million (2020: approximately RMB544.6 million) and approximately RMB541.1 million (2020: approximately RMB673.9 million), respectively. The drop in working capital is mainly due to the decrease in loan and account receivables, which was partially offset by the decrease in bank and other borrowings.

As at 31 December 2021, the Group's bank borrowings with maturity within one year amounted to approximately RMB99.2 million (2020: approximately RMB420.3 million) and the Group's bank borrowings with maturity exceed one year decreased to nil (2020: approximately RMB84.7 million). The decrease in bank borrowings was brought by the early repayment of bank borrowings.

Gearing ratio (total bank and other borrowings/total equity) as at 31 December 2021 was approximately 18.3% (2020: approximately 75.0%). Such decrease was due to the early repayment of bank borrowings.

Please refer to the announcements of the Company dated 16 March 2021, 29 March 2021 and 9 April 2021 for further details on the early repayment of bank borrowings and decrease in loan and account receivables.

Loan and account receivables

Loan and account receivables consisted of (i) financial leasing receivables including the principal and interest of financial leasing; (ii) factoring loan receivables; (iii) small loan receivables; (iv) other loan receivables; and (v) account receivables in respect of securities dealing and broking services, financial advisory and loan facilitation services. As at 31 December 2021, the loan and account receivables were approximately RMB594.7 million (2020: approximately RMB1,006.5 million), and this decrease was mainly due to the decrease in financial leasing receivables and other loan receivables.

Capital commitments

As at 31 December 2021, the Group had no capital commitments contracted but not provided for (2020: RMB77 million).

Employees and remuneration policy

As at 31 December 2021, the Group employed 71 full time employees (2020: 139) for its principal activities. Employees' benefits expenses (including Directors' emoluments) amounted to approximately RMB22.7 million for the year ended 31 December 2021 (2020: approximately RMB31.9 million). The Group recognises the importance of retaining high calibre and competent staff and continues to provide remuneration packages and incentives to employees with reference to the performance of the Group, the performance of individuals and prevailing market rates. Other various benefits, such as medical and retirement benefits, are also provided. In addition, share options may be granted to eligible employees of the Group in accordance with the terms of the share option scheme adopted by the Company. Share award scheme has also been adopted and awarded shares will be granted to eligible employees of the Group in accordance with the terms of the share award scheme.

RISK MANAGEMENT

The Group's business operations are conducted in the financial leasing market and small-loan market in the PRC. Accordingly, the Group's business, financial position, results of operations and prospects are significantly affected by economic, political and legal developments in the PRC.

Being a financial service provider, the Group has implemented a risk management system to mitigate the risks arising from its daily operations. The risk management structure of the Group consists of the risk control committee at the top, under which are (i) the risk management department, (ii) the business development department, and (iii) the accounting and finance department. Potential business opportunities are assessed by the business development department based on the potential customer's background, credit records, financial position and the underlying assets. The risk management department reviews all given information meticulously and considers relevant risk factors. Where necessary, external legal advisors may be engaged to evaluate potential legal issues. The Group's accounting and finance department also works closely with the risk management department to assist in risk assessment by providing financial and tax opinions. The risk control committee as the final decision maker has the ultimate authority to approve each project. The Group also periodically conducts post-leasing management on the customers and monitors financial leasing receivables to review the ongoing risk exposure of the Group.

The Directors take both macro and micro economic conditions into account before making business decisions. Under the impact of COVID-19, the Group has taken closer monitoring to assess risks of existing customers to respond to the fast changing market. Moreover, given the recent volatility in the economy and financial market of the PRC, the Group has been more prudent in the selection of high-quality customers. The Group will continue to raise its risk management standards with better allocation of resources and fine-tuning its operational

process, such as the introduction of credit assessment and approval procedures, to enhance the customer selection process.

In addition, the Group intends to improve the information technology system to assist in the collection of information with better accuracy and the review of the financial and operational status of the customers with better efficiency. The Group will also continue to expand the risk management team to handle the additional work arising from our expanding business operations, and allocate sufficient manpower to maintain an appropriate risk reward balance.

SHARE OPTION SCHEME

On 19 June 2017, the Company conditionally approved and adopted the share option scheme (the "Share Option Scheme") in accordance with the provision of Chapter 17 of the Listing Rules. The purpose of the Share Option Scheme is to enable the Company to grant options to the employee, advisor, consultant, service provider, agent, customer, partner or joint venture partner of the Company or any subsidiary (including any director of the Company or any subsidiary) who is in full-time or part time employment with or otherwise engaged by the Company or any subsidiary at the time when an option is granted to such employee, adviser, consultant, service provider, agent, customer, partner or joint-venture partner or any person who, in the absolute discretion of the Board, has contributed or may contribute to the Group (the "Participants") as incentive or reward for their contribution to the Group to subscribe for the Shares thereby linking their interest with that of the Group. On and subject to the terms of the Share Option Scheme and the requirements of the Listing Rules (in particular as to grant of options to Directors, chief executives and substantial shareholders of the Company or their respective associates), the Board shall be entitled at any time within 10 years after the date of adoption of the Share Option Scheme to make an offer for the grant of an option to any participant as the Board may determine. The number of Shares which may be issued pursuant to the exercise of the options to be granted under the Share Option Scheme is 15,552,300 shares of the Company in total.

On 4 July 2018, under the Share Option Scheme, 4,320,000 share options to subscribe for an aggregate of 4,320,000 ordinary shares of HK\$0.01 each of the Company were granted to certain employees with validity period of the options from 4 July 2018 to 4 July 2019, and exercise price of HK\$6.02. All options have been exercised.

On 24 April 2019, under the Share Option Scheme, 10,075,000 share options to subscribe for an aggregate of 10,075,000 ordinary shares of HK\$0.01 each of the Company were granted to certain employees or other eligible participants under the Share Option Scheme with validity periods of the options vary from (i) 24 April 2019 to 23 April 2022; (ii) 24 April 2019 to 23 April 2020; (iii) 24 April 2020 to 23 April 2021; and (iv) 24 April 2021 to 23 April 2022, and exercise price of HK\$7.00, and an aggregate of 1,227,000 share options were outstanding as at 31 December 2021.

On 22 January 2020, under the Share Option Scheme, 10,200,000 share options to subscribe for an aggregate of 10,200,000 ordinary shares of HK\$0.01 each of the Company were granted to certain employees or other eligible participants under the Share Option Scheme with

validity period of the options from 22 January 2020 to 21 January 2023, and exercise price of HK\$6.12 and an aggregate of 1,060,000 share options have been exercised up to 31 December 2021.

For options granted under the Share Option Scheme under 4 July 2018, 24 April 2019 and 22 January 2020, the exercise price in relation to each option was determined by the Board, but in any event would not be less than the highest of (i) the closing price of the Company's shares as stated in the Exchange's daily quotations sheet on the date of grant, which must be a business day or (ii) the average of the closing prices of the Company's shares as stated in the Exchange's daily quotations sheet for the five business days immediately preceding the date of grant or (iii) the par value of a share of the Company. For further details of the grant of share option, please refer to the announcements of the Company published on the websites of the Company and the Stock Exchange on 4 July 2018, 24 April 2019 and 22 January 2020.

Set out below are details of the outstanding options under the Share Option Scheme as at 31 December 2021:

					Number of share options				
Name of Grantee	Grant date	Exercise period	Exercise price	Closing price before the date of grant of share options	Outstanding as at 1 January 2021	Granted during the year ended 31 December 2021	Exercised during the year ended 31 December 2021	Lapsed during the year ended 31 December 2021	Outstanding as at 31 December 2021
Director of the Com	pany or its subsidia	ry							
Xie Weiquan	24 April 2019	24 April 2020 – 23 April 2021	HK\$7.00	HK\$7.00	30,000	-	-	(30,000)	-
-	24 April 2019	24 April 2021 – 23 April 2022	HK\$7.00	HK\$7.00	40,000	-	-	-	40,000
Senior Management	of the Company or	its subsidiary							
Shi Lei	24 April 2019	24 April 2020 –23 April 2021	HK\$7.00	HK\$7.00	30,000	-	-	(30,000)	-
	24 April 2019	24 April 2021 –23 April 2022	HK\$7.00	HK\$7.00	40,000	-	-	-	40,000
Xie Zhuochou	24 April 2019	24 April 2020 –23 April 2021	HK\$7.00	HK\$7.00	22,500	-	-	(22,500)	-
	24 April 2019	24 April 2021 –23 April 2022	HK\$7.00	HK\$7.00	30,000	-	-	(30,000)	-
Shi Yumei	24 April 2019	24 April 2020 –23 April 2021	HK\$7.00	HK\$7.00	22,500	-	-	(22,500)	-
	24 April 2019	24 April 2021 –23 April 2022	HK\$7.00	HK\$7.00	30,000	-	-	-	30,000
Wong Mun Po	24 April 2019	24 April 2020 –23 April 2021	HK\$7.00	HK\$7.00	30,000	-	-	(30,000)	-
-	24 April 2019	24 April 2021 –23 April 2022	HK\$7.00	HK\$7.00	40,000	-	-	(40,000)	-

					Number of share options				
Name of Grantee	Grant date	Exercise period	Exercise price	Closing price before the date of grant of share options	Outstanding as at 1 January 2021	Granted during the year ended 31 December 2021	Exercised during the year ended 31 December 2021	year ended	Outstanding as at 31 December 2021
Other employees of t	he Company or its s	ubsidiary or other eligible participant	s under the	Share Option S	cheme				
Other employees of th	e Company or its sub	sidiary		-					
	24 April 2019	24 April 2020 –23 April 2021	HK\$7.00	HK\$7.00	187,500	-	-	(187,500)	-
	24 April 2019	24 April 2021 –23 April 2022	HK\$7.00	HK\$7.00	250,000	-	-	(60,000)	190,000
	22 January 2020	22 January 2020 –21 January 2023	HK\$6.12	HK\$5.89	6,200,000	-	(1,060,000)	-	5,140,000
Other eligible particip	ants								
Grantee A (note 1)	24 April 2019	24 April 2019 –23 April 2022	HK\$7.00	HK\$7.00	407,000	-	-	-	407,000
Grantee B (note 1)	24 April 2019	24 April 2019 –23 April 2022	HK\$7.00	HK\$7.00	440,000	-	-	-	440,000
Grantee C (note 2)	24 April 2019	24 April 2020 –23 April 2021	HK\$7.00	HK\$7.00	15,000	-	-	(15,000)	-
	24 April 2019	24 April 2021 –23 April 2022	HK\$7.00	HK\$7.00	20,000	-	-	(20,000)	-
Grantee D (note 2)	24 April 2019	24 April 2020 –23 April 2021	HK\$7.00	HK\$7.00	15,000	-	-	(15,000)	-
	24 April 2019	24 April 2021 –23 April 2022	HK\$7.00	HK\$7.00	20,000	-	-	(20,000)	-
Grantee E (note 2)	24 April 2019	24 April 2020 –23 April 2021	HK\$7.00	HK\$7.00	15,000	-	-	(15,000)	-
	24 April 2019	24 April 2021 –23 April 2022	HK\$7.00	HK\$7.00	20,000	-	-	(20,000)	-
Grantee F (note 2)	24 April 2019	24 April 2020 –23 April 2021	HK\$7.00	HK\$7.00	15,000	-	-	(15,000)	-
	24 April 2019	24 April 2021 –23 April 2022	HK\$7.00	HK\$7.00	20,000	-	-	-	20,000
Grantee G (note 2)	24 April 2019	24 April 2020 –23 April 2021	HK\$7.00	HK\$7.00	15,000	-	-	(15,000)	-
	24 April 2019	24 April 2021 –23 April 2022	HK\$7.00	HK\$7.00	20,000	-	-	(20,000)	-
Grantee H (note 2)	24 April 2019	24 April 2020 –23 April 2021	HK\$7.00	HK\$7.00	30,000	-	-	(30,000)	-
	24 April 2019	24 April 2021 –23 April 2022	HK\$7.00	HK\$7.00	40,000	-	-	-	40,000
Grantee I (note 2)	24 April 2019	24 April 2020 –23 April 2021	HK\$7.00	HK\$7.00	15,000	-	-	(15,000)	-
	24 April 2019	24 April 2021 –23 April 2022	HK\$7.00	HK\$7.00	20,000	-	-	(20,000)	-
Grantee J (note 2)	24 April 2019	24 April 2020 –23 April 2021	HK\$7.00	HK\$7.00	15,000	-	-	(15,000)	-
	24 April 2019	24 April 2021 –23 April 2022	HK\$7.00	HK\$7.00	20,000	-	-	-	20,000
Grantee K (note 2)	24 April 2019	24 April 2020 –23 April 2021	HK\$7.00	HK\$7.00	22,500	-	-	(22,500)	-
	24 April 2019	24 April 2021 –23 April 2022	HK\$7.00	HK\$7.00	30,000	-	-	(30,000)	-

						Num	ber of share op	tions	
Name of Grantee	Grant date	Exercise period	Exercise price	Closing price before the date of grant of share options	Outstanding as at 1 January 2021	Granted during the year ended 31 December 2021	Exercised during the year ended 31 December 2021	Lapsed during the year ended 31 December 2021	Outstanding as at 31 December 2021
Grantee L (note 2)	24 April 2019	24 April 2020 –23 April 2021	HK\$7.00	HK\$7.00	15,000	-	-	(15,000)	_
	24 April 2019	24 April 2021 –23 April 2022	HK\$7.00	HK\$7.00	20,000	-	-	(20,000)	-
Grantee M (note 2)	24 April 2019	24 April 2020 –23 April 2021	HK\$7.00	HK\$7.00	15,000	-	-	(15,000)	-
	24 April 2019	24 April 2021 –23 April 2022	HK\$7.00	HK\$7.00	20,000	-	-	(20,000)	-
Grantee N (note 2)	24 April 2019	24 April 2020 –23 April 2021	HK\$7.00	HK\$7.00	15,000	-	-	(15,000)	-
	24 April 2019	24 April 2021 –23 April 2022	HK\$7.00	HK\$7.00	20,000	-	-	(20,000)	-
Grantee O (note 2)	24 April 2019	24 April 2020 –23 April 2021	HK\$7.00	HK\$7.00	15,000	-	-	(15,000)	-
	24 April 2019	24 April 2021 –23 April 2022	HK\$7.00	HK\$7.00	20,000	-	-	(20,000)	-
Grantee P (note 3)	22 January 2020	22 January 2020 –21 January 2023	HK\$6.12	HK\$5.89	200,000	-	-	-	200,000
Grantee Q (note 3)	22 January 2020	22 January 2020 –21 January 2023	HK\$6.12	HK\$5.89	200,000	-	-	-	200,000
Grantee R (note 3)	22 January 2020	22 January 2020 –21 January 2023	HK\$6.12	HK\$5.89	100,000	-	-	-	100,000
Grantee S (note 1)	22 January 2020	22 January 2020 –21 January 2023	HK\$6.12	HK\$5.89	100,000	-	-	-	100,000
Grantee T (note 3)	22 January 2020	22 January 2020 –21 January 2023	HK\$6.12	HK\$5.89	400,000	-	-	-	400,000
Grantee U (note 3)	22 January 2020	22 January 2020 –21 January 2023	HK\$6.12	HK\$5.89	1,500,000				1,500,000
					10,807,000	_	(1,060,000)	(880,000)	8,867,000

Notes:

1. Eligible participants represent 3 consultants who possess comprehensive knowledge and industry experience in business operation of financial leasing or factoring services and extensive business network in China. The consultants provide advisory and consultancy services to the Group, including consultancy coverage of latest business operation industry updates in financial leasing and factoring sectors and advice on the Group's business development for sourcing potential new financial leasing/factoring projects to the Group.

Share options are granted to these consultants to attract, retain and maintain ongoing business relationships with them, encouraging such eligible participants to continue to contribute positively to the Group and enabling the Group to foster a sustained/long term co-operation with such persons through their share ownership of the Group upon their exercise of options to achieve long-term growth of the Group and to recognise their contributions in terms of their advisory and consultancy services to the Group, which is expected to be beneficial to the Group and align the interests of them and shareholders of the Company.

2. Eligible participants represent 13 consultants who possess broad business operation experience in small loan and extensive network in China. The consultants provide customers referral to the Group's small loan business.

Share options are granted to these consultants to attract, retain and maintain ongoing business relationships with them, encouraging such eligible participants to continue to contribute positively to the Group and enabling the Group to foster a sustained/long term co-operation with such persons through their share ownership of the Group upon their exercise of options to achieve long-term growth of the Group and to recognise their contributions in terms of referring potential customers to the Group and introducing favourable business relationships with potential customers, which is expected to be beneficial to the Group and align the interests of them and shareholders of the Company.

3. Eligible participants represent 5 consultants who possess comprehensive knowledge and industry experience in business operation of small loan and financial leasing services and extensive business network especially in Shenzhen or Dongguan in China. The consultants provide advisory and consultancy services to the Group, including consultancy service and assistance in dealing with overdue customers in small loan and financial leasing sectors and advice on potential investments related to the Group's business.

Share options are granted to these consultants to attract, retain and maintain ongoing business relationships with them, encouraging such eligible participants to continue to contribute positively to the Group and enabling the Group to foster a sustained/long term co-operation with such persons through their share ownership of the Group upon their exercise of options to achieve long-term growth of the Group and to recognise their contributions in terms of their advisory and consultancy services to the Group, which is expected to be beneficial to the Group and align the interests of them and shareholders of the Company.

Share Award Scheme

The Company has adopted a share award scheme on 6 November 2019 (the "**Share Award Scheme**") for the purposes of, amongst others, effectively recognising employee's contribution to the Group and/or providing an incentive to employee to remain with or join the Group, for participation in the Scheme as a selected employee and determine the purchase, subscription and/or allocation of awarded shares according to the terms of the Share Award Scheme. However, until so selected, no Employee shall be entitled to participate in the scheme.

The Share Award Scheme became effective on the adoption date and, unless otherwise terminated or amended, will remain in force for 10 years from that date, i.e., 6 November 2029.

Since the adoption of the Share Award Scheme and up to the date of this announcement, none of the issued Shares has been purchased or issued nor any awards have been granted under the Share Award Scheme.

EVENTS AFTER THE REPORTING PERIOD

On 13 January 2022 and 25 February 2022, the Company entered into two subscription agreements with Mr. Lo as the guarantor and investors as the subscribers in the connection with the issue of 8% bond with aggregate principle amount of HK\$20,000,000. The bonds shall be redeemable after 2 years from the date of initial issuance.

Please refer to the announcements of the Company dated 10 January 2022, 13 January 2022, 23 February 2022 and 25 February 2022 published on the websites of the Company and the Stock Exchange for further details.

OUTLOOK AND PLANS

In 2022, the Group will continue to exercise prudence for effective cost control and when developing business with high-quality customers, in order to brace itself for the current challenging environment. The Group will continue to strengthen its risk management capabilities and do business with current and new customers that have good development potential in their respective industries. The Directors consider that in future, the Company will focus on enhancing its internal informatisation and strengthen its risk management abilities with the functions of its systems. More effective measures to cut costs and increase income will also be adopted. Reasonable cost controls will be put in place while capitalising on the advantages of its existing businesses to increase the profitability of the Company. The Company will continue to enhance its financing capacity and develop more partners to enhance its comprehensive service-ability. The major customers of the Company are in the PRC. The Company will continue to pay close attention to the situations of its customers and adjust its business strategies in a flexible manner. The Directors consider that the promotion of digitalisation of business through strengthening the integration of resources among the Group's business departments and the synergy among its subsidiaries will be a main focus of the Company and an effective approach for the Company to tackle with the complicated economic environment.

COMPLIANCE WITH CORPORATE GOVERNANCE CODE

The Group is committed to promoting good corporate governance and has set up procedures on corporate governance that comply with the principles in the Corporate Governance Code (the "**CG Code**") as set out in Appendix 14 to the Listing Rules. During the year ended 31 December 2021, the Company had complied with all code provisions in the CG Code and had adopted most of the recommend best practices set out in the CG Code.

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

Since the Listing date to 31 December 2021, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES

As disclosed in the announcement of the Company dated 27 April 2020 and circular of the Company dated 28 May 2020, Wealthy Way International Finance Limited (富道國際金融 有限公司) (the "**Purchaser**"), a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company, entered into an agreement (the "**Agreement**") with, among others, Guangdong Hengfeng Investment Group Limited* (廣東 恒豐投資集團有限公司), Mr. Lei Ting* (雷霆) and Ms. Kang Jing* (康靜) (the "**Vendors**"), and Mr. Lu Nuanpei. Pursuant to the Agreement, the Vendors have conditionally agreed to

sell, and the Purchaser has conditionally agreed to acquire remaining 45% equity interests in Shenzhen Haosen at the consideration of RMB180,000,000 (subject to adjustment, where applicable).

As additional time is required for the fulfillment of the conditions precedent as set out in the Agreement, the long stop date was extended to 30 June 2021 and further to 31 December 2021 (or such other date as may be agreed among the Parties in writing). For details, please refer to the announcements of the Company dated 24 December 2020 and 24 June 2021.

As disclosed in the announcement of the Company dated 24 December 2021, all conditions precedent under the Agreement have been fulfilled and the completion of the aforesaid acquisition took place on 24 December 2021. Upon such completion, the Group holds 100% equity interests in Shenzhen Haosen.

Other than above, there was no other material acquisition and disposal of subsidiaries by the Group during the year ended 31 December 2021.

AUDIT COMMITTEE

The Company has an audit committee (the "Audit Committee") which was established in accordance with the requirements of the Listing Rules for the purposes of reviewing and providing supervision over the Group's financial reporting process and internal controls. The Audit Committee comprises three independent non-executive Directors. The members of the Audit Committee are Mr. Ha Tak Kong, Mr. Ip Chi Wai and Mr. Kam Wai Man. The Audit Committee has reviewed the Group's consolidated financial statements for the year ended 31 December 2021.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

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 its own code of conduct regarding securities transactions by the Directors. The Company has made specific enquiries with all of the Directors, each of whom has confirmed that he or she has, throughout the year ended 31 December 2021, complied with the required standards set out therein.

PUBLICATION OF INFORMATION

This announcement is published on the websites of the Company (www.cwl.com) and the Stock Exchange (www.hkexnews.hk). The 2021 annual report will be despatched to shareholders of the Company and available on the above websites in due course.

SCOPE OF WORK OF MOORE STEPHENS CPA LIMITED

The figures in respect of the Group's consolidated statement of financial position as at 31 December 2021, consolidated statement of comprehensive income, consolidated statement of changes in equity for the year ended 31 December 2021 and the related notes thereto as set out in the preliminary announcement of the Group have been agreed by the Group's auditor, Moore Stephens CPA Limited, to the amounts set out in the Group's audited consolidated financial statements for the year. The work performed by Moore Stephens CPA Limited in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the HKICPA and consequently no assurance has been expressed by Moore Stephens CPA Limited on the preliminary announcement.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 25 May 2022 (Wednesday) to 30 May 2022 (Monday) (both dates inclusive), during which period no transfer of shares will be registered. In order to determine the identity of members who are entitled to attend and vote at the annual general meeting to be held on 30 May 2022 (Monday), all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's branch registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on 24 May 2022 (Tuesday).

By order of the Board Wealthy Way Group Limited LO Wai Ho Chairman and Executive Director

Hong Kong, 25 March 2022

As at the date of this announcement, the Board comprises Mr. LO Wai Ho and Mr. XIE Weiquan as executive Directors; and Mr. HA Tak Kong, Mr. IP Chi Wai and Mr. KAM Wai Man as independent non-executive Directors.

* The English name is for identification purpose only