



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

(Incorporated in the Cayman Islands with limited liability)

Stock code: 8223

Third
Quarterly
Report

2019

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

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

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

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

香港聯合交易所有限公司（「聯交所」）GEM的特色

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

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

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

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

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CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

簡明綜合損益及其他全面收益表

For the three months and nine months ended 30 September 2019
截至二零一九年九月三十日止三個月及九個月

The board of Directors (the “**Board**”) hereby announces the unaudited condensed consolidated financial results of the Company and its subsidiaries (the “**Group**”) for the three months and nine months ended 30 September 2019, together with the comparative unaudited figures for the corresponding period in 2018, as follows:

董事會(「**董事會**」)謹此公佈本公司及其附屬公司(「**本集團**」)截至二零一九年九月三十日止三個月及九個月之未經審核簡明綜合財務業績，連同二零一八年同期之比較未經審核數字如下：

	Notes 附註	Three months ended 截至以下日期止三個月		Nine months ended 截至以下日期止九個月	
		30.9.2019 二零一九年 九月三十日 RMB'000 (Unaudited) (未經審核)	30.9.2018 二零一八年 九月三十日 RMB'000 (Unaudited) (未經審核)	30.9.2019 二零一九年 九月三十日 RMB'000 (Unaudited) (未經審核)	30.9.2018 二零一八年 九月三十日 RMB'000 (Unaudited) (未經審核)
Revenue					
– finance leasing services income	3	16,344	14,207	49,224	43,344
Bank interest income		4	98	19	111
Other gains and losses		65	614	75	614
Staff costs	7	(2,526)	(2,345)	(9,601)	(5,870)
Impairment losses under expected credit loss (“ECL”) model, net of reversal		115	(211)	(1,642)	(1,876)
Listing expenses		-	(1,306)	-	(4,883)
Other operating expenses		(2,933)	(2,293)	(10,466)	(7,177)
Share of loss of an associate	4	(10)	-	(47)	-
Finance costs	5	(2,258)	(2,492)	(7,658)	(8,670)
Profit before taxation		8,801	6,272	19,904	15,593
Taxation	6	(2,337)	(2,153)	(6,024)	(5,444)
Profit and total comprehensive income for the period	7	6,464	4,119	13,880	10,149
Earnings per share					
– Basic (RMB cents)	9	1	1	3	3

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the nine months ended 30 September 2019
截至二零一九年九月三十日止九個月

		Share capital	Share premium	Capital and other reserves	Statutory reserves	Retained profits	Total
		股本	股份溢價	資本及 其他儲備	法定儲備	保留溢利	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
				(Note (i)) (附註i)	(Note (ii)) (附註ii)		
At 1 January 2019 (audited)	於二零一九年一月一日 (經審核)	33,839	84,435	133,023	5,392	26,709	283,398
Profit and total comprehensive income for the period	期內溢利及全面收入總額	-	-	-	-	13,880	13,880
At 30 September 2019 (unaudited)	於二零一九年九月三十日 (未經審核)	<u>33,839</u>	<u>84,435</u>	<u>133,023</u>	<u>5,392</u>	<u>40,589</u>	<u>297,278</u>
At 1 January 2018 (audited)	於二零一八年一月一日 (經審核)	88	61,913	133,023	2,814	12,342	210,180
Profit and total comprehensive income for the period	期內溢利及全面收入總額	-	-	-	-	10,149	10,149
Issue of new shares (Note iii)	發行新股份(附註iii)	8,459	55,829	-	-	-	64,288
Issue of shares by capitalisation of share premium account (Note iv)	以資本化股份溢價賬之 方式發行股份(附註iv)	25,292	(25,292)	-	-	-	-
Transaction cost attributable to the issue of new shares	發行新股份應佔之 交易成本	-	(8,015)	-	-	-	(8,015)
At 30 September 2018 (unaudited)	於二零一八年九月三十日 (未經審核)	<u>33,839</u>	<u>84,435</u>	<u>133,023</u>	<u>2,814</u>	<u>22,491</u>	<u>276,602</u>

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the nine months ended 30 September 2019
截至二零一九年九月三十日止九個月

Notes:

- (i) Capital and other reserves represents (i) the reserve arising from the acquisition of 55% equity interest of Ziyuanyuan (Shenzhen) International Finance Leasing Company Limited (“**ZYY Finance Leasing**”), a subsidiary of the company, through acquisition of HK Lixin Trade Co., Limited (“**HK Lixin**”); (ii) the difference between the aggregate of the issued capital of HK Lixin and ZYY Finance Leasing directly attributable to Mr. Zhang Junshen and Mr. Zhang Junwei, the controlling individual shareholders of the Company (the “**Controlling Individual Shareholders**”) and the net assets value of HK Lixin upon insertion of the Company and Honor Global Holding Limited as part of the group reorganisation; (iii) the consideration paid on the acquisition of the remaining 45% equity interest of ZYY Finance Leasing by HK Lixin from the Controlling Individual Shareholders; and (iv) Hero Global Limited, an immediate holding company of the Company, waived an amount due from HK Lixin, a subsidiary of the Company, amounting to RMB68,000,000, which was accounted for as a deemed capital contribution from a shareholder.
- (ii) Pursuant to the articles of association of the subsidiaries established in the People’s Republic of China (the “**PRC**”), it is required to appropriate 10% or an amount to be determined by its directors of its profit after taxation in accordance with the relevant PRC regulations before any distribution of dividends to owners each year to the statutory reserve until the balance reaches 50% of its registered capital.
- (iii) The Company’s shares were listed on the GEM of the Stock Exchange on 9 July 2018 and 100,000,000 ordinary shares were issued at HK\$0.76 per share on 9 July 2018 in connection with the listing of the Company on GEM.
- (iv) Pursuant to the written resolutions passed by the shareholders of the Company on 12 June 2018, upon completion of the share offer on 9 July 2018, the Company was authorised to capitalise a sum of HK\$29,899,000 standing to the credit of the share premium account of the Company and applied such amount to pay up in full at par of 298,990,000 ordinary shares of the Company.

附註：

- (i) 資本及其他儲備指(i)因通過收購香港立信貿易有限公司(「**香港立信**」)而收購本公司附屬公司紫元元(深圳)國際融資租賃有限公司(「**紫元元融資租賃**」)的55%股權而產生的儲備；(ii)本公司控股個人股東張俊深先生及張俊偉先生(「**控股個人股東**」)直接應佔香港立信及紫元元融資租賃的已發行股本總額與待加入本公司及榮耀全球控股有限公司作為集團重組一部分後的香港立信資產淨值之間的差額；(iii)香港立信向控股個人股東收購紫元元融資租賃餘下45%股權而支付的代價；及(iv)本公司直接控股公司Hero Global Limited豁免應收本公司附屬公司香港立信的款項人民幣68,000,000元，其入賬列為視作股東出資。
- (ii) 根據於中華人民共和國(「**中國**」)成立的附屬公司的組織章程細則，每年向擁有人分派任何股息前，須按有關中國法規將10%或董事所釐定金額的除稅後溢利撥入法定儲備，直至其結餘達到註冊資本的50%。
- (iii) 本公司股份於二零一八年七月九日在聯交所GEM上市，並就本公司於GEM上市而言，於二零一八年七月九日，按每股0.76港元發行100,000,000股普通股。
- (iv) 根據本公司股東於二零一八年六月十二日通過之書面決議案，於二零一八年七月九日股份要約完成後，本公司獲授權將本公司股份溢價賬之進賬款項合共29,899,000港元撥充資本，並將有關金額用作按面值繳足298,990,000股本公司普通股。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

1. BASIS OF PREPARATION

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

The shares of the Company have been listed on GEM of the Stock Exchange with effect from 9 July 2018.

2. PRINCIPAL ACCOUNTING POLICIES

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

Other than changes in accounting policies resulting from application of new and amendments to HKFRSs and the accounting policy stated below for the new items in the current period (in respect of investments in associates and research and development expenditure), the accounting policies and method of computation used in the condensed consolidated financial statements for the nine months ended 30 September 2019 are the same as those presented in the Group’s annual financial statements for the year ended 31 December 2018.

1. 編製基準

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

本公司股份由二零一八年七月九日起在聯交所GEM上市。

2. 主要會計政策

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

除應用新訂香港財務報告準則及香港財務報告準則的修訂所引致的會計政策變動以及下文所述的有關本期間新項目（有關於聯營公司的投資及研發開支）的會計政策外，截至二零一九年九月三十日止九個月的簡明綜合財務報表所用的會計政策及計算方法與本集團截至二零一八年十二月三十一日止年度的全年財務報表時所呈列者相同。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

2. PRINCIPAL ACCOUNTING POLICIES

(continued)

Application of new and amendments to HKFRSs

In the current period, the Group has applied, for the first time, the following new and amendments to HKFRSs issued by the HKICPA which are mandatory effective for the annual period beginning on or after 1 January 2019 for the preparation of the Group's condensed consolidated financial statements:

HKFRS 16	Leases
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments
Amendments to HKFRS 9	Prepayment Features with Negative Compensation
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015-2017 Cycle

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

2. 主要會計政策 (續)

應用新訂香港財務報告準則及香港財務報告準則的修訂

於本期間，本集團首次應用下列由香港會計師公會頒佈的新訂香港財務報告準則及香港財務報告準則的修訂，就編製本集團簡明綜合財務報表而言，該等準則及修訂乃就於二零一九年一月一日或之後開始的年度期間強制生效：

香港財務報告準則第16號	租賃
香港（國際財務報告詮釋委員會）—詮釋第23號	所得稅處理的不確定性
香港財務報告準則第9號的修訂	提早還款特性及負補償
香港會計準則第19號的修訂	計劃修改、縮減或結算
香港會計準則第28號的修訂	於聯營公司及合營企業之長期權益
香港財務報告準則的修訂	香港財務報告準則二零一五年至二零一七年度改進

除下文所述者外，於本期間應用新訂香港財務報告準則及香港財務報告準則的修訂並無對本集團於本期間及過往期間的財務表現及狀況及／或於該等簡明綜合財務報表所載的披露構成重大影響。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

2. PRINCIPAL ACCOUNTING POLICIES

(continued)

Application of new and amendments to HKFRSs

(continued)

2.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases

The Group has applied HKFRS 16 for the first time in the current period. HKFRS 16 superseded HKAS 17 Leases (“HKAS 17”), and the related interpretations.

2.1.1 Key changes in accounting policies resulting from application of HKFRS 16

The Group applied the following accounting policies in accordance with the transition provisions of HKFRS 16.

Definition of 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.

For contracts entered into or modified on or after the date of initial application, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception or modification date. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

2. 主要會計政策 (續)

應用新訂香港財務報告準則及香港財務報告準則的修訂 (續)

2.1 應用香港財務報告準則第16號租賃的影響及會計政策變動

本集團已於本期間首次應用香港財務報告準則第16號。香港財務報告準則第16號取代香港會計準則第17號租賃(「香港會計準則第17號」)及相關詮釋。

2.1.1 應用香港財務報告準則第16號導致的會計政策重大變動

本集團已根據香港財務報告準則第16號的過渡性條文應用下列會計政策。

租賃的定義

倘合約為換取代價而給予在一段時間內控制可識別資產使用的權利。則該合約為租賃或包含租賃。

就於初次應用日期或之後訂立或修訂的合約而言，本集團於開始或修訂日期根據香港財務報告準則第16號之定義評估合約是否為租賃或包含租賃。除非合約的條款及條件其後變動，否則有關合約將不會重新評估。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

2. PRINCIPAL ACCOUNTING POLICIES

(continued)

Application of new and amendments to HKFRSs

(continued)

2.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (continued)

2.1.1 Key changes in accounting policies resulting from application of HKFRS 16 (continued)

As a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Non-lease components are separated from lease component on the basis of their relative stand-alone prices.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases of land and building that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

2. 主要會計政策 (續)

應用新訂香港財務報告準則及香港財務報告準則的修訂 (續)

2.1 應用香港財務報告準則第16號租賃的影響及會計政策變動 (續)

2.1.1 應用香港財務報告準則第16號導致的會計政策重大變動 (續)

作為承租人

分配代價至合約組成部分

對於包含一項租賃組成部分及一項或多項額外的租賃或非租賃組成部分的合約，本集團根據租賃組成部分的相對單獨價格及非租賃組成部分的單獨價格總額將合約代價分配至各個租賃組成部分。

非租賃組成部分根據其相對單獨價格與租賃組成部分分開。

短期租賃及低價值資產租賃

本集團對租賃期為開始日期起計12個月或以下且不包括購買選擇權的土地及樓宇租賃應用短期租賃確認豁免。其亦對低價值資產租賃應用確認豁免。短期租賃及低價值資產租賃的租賃付款在租賃期內按直線法確認為開支。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

2. PRINCIPAL ACCOUNTING POLICIES

(continued)

Application of new and amendments to HKFRSs

(continued)

2.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (continued)

2.1.1 Key changes in accounting policies resulting from application of HKFRS 16 (continued)

As a lessee (continued)

Right-of-use assets

Except for short-term leases and leases of low value assets, the Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

2. 主要會計政策 (續)

應用新訂香港財務報告準則及香港財務報告準則的修訂 (續)

2.1 應用香港財務報告準則第16號租賃的影響及會計政策變動 (續)

2.1.1 應用香港財務報告準則第16號導致的會計政策重大變動 (續)

作為承租人 (續)

使用權資產

除短期租賃及低價值資產租賃外，本集團於租賃開始日期（即相關資產可供使用日期）確認使用權資產。使用權資產按成本減任何累計折舊及減值虧損計量，並就任何重新計量租賃負債作出調整。

使用權資產成本包括：

- 租賃負債的初步計量金額；
- 於開始日期或之前作出的任何租賃付款，減任何已收租賃優惠；
- 本集團產生的任何初步直接成本；及
- 本集團拆除及移除相關資產、恢復相關資產所在場地或將相關資產恢復至租賃條款及條件所規定狀態產生的估計成本。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

2. PRINCIPAL ACCOUNTING POLICIES

(continued)

Application of new and amendments to HKFRSs

(continued)

2.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (continued)

2.1.1 Key changes in accounting policies resulting from application of HKFRS 16 (continued)

As a lessee (continued)

Right-of-use assets (continued)

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term is depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the condensed consolidated statement of financial position.

Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 Financial Instruments (“HKFRS 9”) and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

2. 主要會計政策 (續)

應用新訂香港財務報告準則及香港財務報告準則的修訂 (續)

2.1 應用香港財務報告準則第16號租賃的影響及會計政策變動 (續)

2.1.1 應用香港財務報告準則第16號導致的會計政策重大變動 (續)

作為承租人 (續)

使用權資產 (續)

本集團合理確定於租賃期結束時取得相關租賃資產擁有權的使用權資產由開始日期至使用年期結束折舊。否則，使用權資產於其估計使用年期及租賃期的較短者按直線法折舊。

本集團於簡明綜合財務狀況表將使用權資產呈列為獨立項目。

可退還租賃按金

付可退還租賃按金根據香港財務報告準則第9號金融工具(「香港財務報告準則第9號」)入賬，並初步按公平值計量。於初步確認時對公平值的調整被視為額外租賃付款，並計入使用權資產成本。

租賃負債

於租賃開始日期，本集團按於該日未支付之租賃付款現值確認及計量租賃負債。於計算租賃付款現值時，倘租賃利率影響並不易於釐定，則本集團使用於租賃開始日期的增量借款利率。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

2. PRINCIPAL ACCOUNTING POLICIES

(continued)

Application of new and amendments to HKFRSs

(continued)

2.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (continued)

2.1.1 Key changes in accounting policies resulting from application of HKFRS 16 (continued)

As a lessee (continued)

Lease liabilities (continued)

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate;
- amounts expected to be paid under residual value guarantees;
- the exercise price of a purchase option reasonably certain to be exercised by the Group; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

2. 主要會計政策 (續)

應用新訂香港財務報告準則及香港財務報告準則的修訂 (續)

2.1 應用香港財務報告準則第16號租賃的影響及會計政策變動 (續)

2.1.1 應用香港財務報告準則第16號導致的會計政策重大變動 (續)

作為承租人 (續)

租賃負債 (續)

租賃付款包括：

- 固定付款 (包括實質上為固定付款) 減任何應收租賃優惠；
- 可變租賃付款，其取決於一項指數或費率；
- 根據剩餘價值擔保期將予支付的金額；
- 合理確定將由本集團行使的購買選擇權的行使價；及
- 倘租賃條款反映本集團行使終止選擇權，則包括終止租賃的罰款付款。

於開始日期後，租賃負債按利息增加及租賃付款而調整。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

2. PRINCIPAL ACCOUNTING POLICIES

(continued)

Application of new and amendments to HKFRSs

(continued)

2.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (continued)

2.1.1 Key changes in accounting policies resulting from application of HKFRS 16 (continued)

As a lessee (continued)

Lease liabilities (continued)

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review/expected payment under a guaranteed residual value, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

2. 主要會計政策 (續)

應用新訂香港財務報告準則及香港財務報告準則的修訂 (續)

2.1 應用香港財務報告準則第16號租賃的影響及會計政策變動 (續)

2.1.1 應用香港財務報告準則第16號導致的會計政策重大變動 (續)

作為承租人 (續)

租賃負債 (續)

倘出現以下情況，本集團重新計量租賃負債（並對相關使用權資產作出相應調整）：

- 租賃期變動或行使購買選擇權的評估發生變動，在此情況下，相關租賃負債於重新評估日期透過使用經修訂貼現率貼現經修訂租賃付款而重新計量。
- 租賃付款因於市場租金檢討後之市場租金水平變動／有擔保剩餘價值項下之預期付款變動而出現變動，在此情況下，相關租賃負債使用初始貼現率貼現經修訂租賃付款重新計量。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

2. PRINCIPAL ACCOUNTING POLICIES

(continued)

Application of new and amendments to HKFRSs

(continued)

2.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (continued)

2.1.1 Key changes in accounting policies resulting from application of HKFRS 16 (continued)

As a lessee (continued)

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

2. 主要會計政策 (續)

應用新訂香港財務報告準則及香港財務報告準則的修訂 (續)

2.1 應用香港財務報告準則第16號租賃的影響及會計政策變動 (續)

2.1.1 應用香港財務報告準則第16號導致的會計政策重大變動 (續)

作為承租人 (續)

租賃修改

倘出現以下情況，本集團將租賃修改入賬為獨立租賃：

- 修改透過加入一項或多項相關資產的使用權而增加租賃範圍；及
- 租賃代價的增加金額與範圍增加的單獨價格相稱，而該單獨價格的任何適用調整反映特定合約的情況。

就並無入賬為獨立租賃的租賃修改而言，本集團根據經修改租賃的租賃期，透過使用於修改生效日期的經修訂貼現率貼現經修訂租賃付款而重新計量租賃負債。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

2. PRINCIPAL ACCOUNTING POLICIES

(continued)

Application of new and amendments to HKFRSs

(continued)

2.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (continued)

2.1.1 Key changes in accounting policies resulting from application of HKFRS 16 (continued)

As a lessee (continued)

Taxation

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 Income Taxes requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition and over the lease terms due to application of the initial recognition exemption.

As a lessor

Allocation of consideration to components of a contract

Effective on 1 January 2019, the Group applies HKFRS 15 *Revenue from Contracts with Customers* (“**HKFRS 15**”) to allocate consideration in a contract to lease and non-lease components. Non-lease components are separated from lease component on the basis of their relative stand-alone selling prices.

2. 主要會計政策 (續)

應用新訂香港財務報告準則及香港財務報告準則的修訂 (續)

2.1 應用香港財務報告準則第16號租賃的影響及會計政策變動 (續)

2.1.1 應用香港財務報告準則第16號導致的會計政策重大變動 (續)

作為承租人 (續)

稅項

就計量本集團確認使用權資產及相關租賃負債的租賃交易的遞延稅項而言，本集團首先釐定稅項扣減歸屬於使用權資產或租賃負債。

就稅項扣減歸屬於租賃負債的租賃交易而言，本集團對使用權資產及租賃負債分開應用香港會計準則第12號所得稅的規定。由於應用初步確認豁免，故有關使用權資產及租賃負債之暫時差額並無於初步確認時確認，而於租賃期內確認。

作為出租人

分配代價至合約組成部分

自二零一九年一月一日起，本集團應用香港財務報告準則第15號客戶合約收益（「香港財務報告準則第15號」）將合約代價分配予租賃及非租賃組成部分。非租賃組成部分根據其相對單獨售價與租賃組成部分分開。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

2. PRINCIPAL ACCOUNTING POLICIES

(continued)

Application of new and amendments to HKFRSs

(continued)

2.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (continued)

2.1.1 Key changes in accounting policies resulting from application of HKFRS 16 (continued)

As a lessor (continued)

Refundable rental deposits

Refundable rental deposits received are accounted under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

Sale and leaseback transactions

The Group acts as a buyer-lessor

For a transfer of asset that does not satisfy the requirements of HKFRS 15 to be accounted for as a sale of asset, the Group as a buyer-lessor does not recognise the transferred asset and recognises a finance lease receivable equal to the transfer proceeds within the scope of HKFRS 9.

2. 主要會計政策 (續)

應用新訂香港財務報告準則及香港財務報告準則的修訂 (續)

2.1 應用香港財務報告準則第16號租賃的影響及會計政策變動 (續)

2.1.1 應用香港財務報告準則第16號導致的會計政策重大變動 (續)

作為出租人 (續)

可退還租賃按金

已收可退還租賃按金根據香港財務報告準則第9號入賬，並初步按公平值計量。於初步確認時對公平值的調整被視為承租人的額外租賃付款。

售後租回交易

本集團作為買家－出租人

就不符合香港財務報告準則第15號規定入賬為出售資產的資產轉移而言，本集團（作為買家－出租人）並不確認已轉移資產及確認相等於香港財務報告準則第9號範圍內的轉讓所得款項的應收融資租賃款項。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

2. PRINCIPAL ACCOUNTING POLICIES

(continued)

Application of new and amendments to HKFRSs

(continued)

2.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (continued)

2.1.2 Transition and summary of effects arising from initial application of HKFRS 16

Definition of a lease

The Group has elected the practical expedient to apply HKFRS 16 to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease* and not apply this standards to contracts that were not previously identified as containing a lease. Therefore, the Group has not reassessed contracts which already existed prior to the date of initial application.

For contracts entered into or modified on or after 1 January 2019, the Group applies the definition of a lease in accordance with the requirements set out in HKFRS 16 in assessing whether a contract contains a lease.

As a lessee

The Group has applied HKFRS 16 retrospectively with the cumulative effect recognised at the date of initial application, 1 January 2019. Any difference at the date of initial application is recognised in the opening retained profits and comparative information has not been restated.

2. 主要會計政策 (續)

應用新訂香港財務報告準則及香港財務報告準則的修訂 (續)

2.1 應用香港財務報告準則第16號租賃的影響及會計政策變動 (續)

2.1.2 過渡及初步應用香港財務報告準則第16號導致的影響概要

租賃之定義

本集團已選擇可行權宜方法，就先前應用香港會計準則第17號及香港（國際財務報告詮釋委員會）－詮釋第4號釐定安排是否包括租賃識別為租賃的合約應用香港財務報告準則第16號，而並無對先前並未識別為包括租賃的合約應用該準則。因此，本集團並無重新評估於初步應用日期前已存在的合約。

就二零一九年一月一日或之後訂立或修訂的合約而言，本集團於評估合約是否包括租賃時，根據香港財務報告準則第16號所載的規定應用租賃的定義。

作為承租人

本集團已追溯應用香港財務報告準則第16號，並於首次應用日期（二零一九年一月一日）確認累計影響。於首次應用日期的任何差額於期初保留盈利確認，而並無重列比較資料。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

2. PRINCIPAL ACCOUNTING POLICIES

(continued)

Application of new and amendments to HKFRSs

(continued)

2.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (continued)

2.1.2 Transition and summary of effects arising from initial application of HKFRS 16 (continued)

As a lessee (continued)

When applying the modified retrospective approach under HKFRS 16 at transition, the Group applied the following practical expedient to leases previously classified as operating leases under HKAS 17, on lease-by-lease basis, to the extent relevant to the respective lease contracts:

- i. elected not to recognise right-of-use assets and lease liabilities for leases with lease term ends within 12 months of the date of initial application.

On transition, the Group has made the following adjustments upon application of HKFRS 16:

As at 1 January 2019, the Group recognised additional lease liabilities and right-of-use assets at amounts equal to the related lease liabilities by applying HKFRS16.C8(b)(ii) transition. The Group recognised lease liabilities of RMB1,303,000 and right-of-use assets of RMB1,303,000 at 1 January 2019.

When recognising the lease liabilities for leases previously classified as operating leases, the Group has applied incremental borrowing rates of the relevant group entities at the date of initial application. The weighted average lessee's incremental borrowing rate applied is 7.0%.

2. 主要會計政策 (續)

應用新訂香港財務報告準則及香港財務報告準則的修訂 (續)

2.1 應用香港財務報告準則第16號租賃的影響及會計政策變動 (續)

2.1.2 過渡及初步應用香港財務報告準則第16號導致的影響概要 (續)

作為承租人 (續)

當於過渡時應用香港財務報告準則第16號項下的經修訂追溯法時，在與各租賃合約相關之情況下，本集團已按逐項租賃基準對根據香港會計準則第17號先前分類為經營租賃的租賃應用下列可行權宜方法：

- i. 選擇不對租賃期於首次應用日期12個月內結束的租賃確認使用權資產及租賃負債。

於過渡時，本集團已於應用香港財務報告準則第16號時作出以下調整：

於二零一九年一月一日，本集團透過應用香港財務報告準則第16號C8(b)(ii)項過渡確認金額相等於有關租賃負債之額外租賃負債及使用權資產。本集團於二零一九年一月一日確認租賃負債人民幣1,303,000元及使用權資產人民幣1,303,000元。

於就先前分類為經營租賃的租賃確認租賃負債時，本集團已於首次應用日期應用相關集團實體的增量借款利率。所應用的加權平均承租人增量借款利率為7.0%。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

2. PRINCIPAL ACCOUNTING POLICIES

(continued)

Application of new and amendments to HKFRSs

(continued)

2.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (continued)

2.1.2 Transition and summary of effects arising from initial application of HKFRS 16 (continued)

As a lessee (continued)

2. 主要會計政策 (續)

應用新訂香港財務報告準則及香港財務報告準則的修訂 (續)

2.1 應用香港財務報告準則第16號租賃的影響及會計政策變動 (續)

2.1.2 過渡及初步應用香港財務報告準則第16號導致的影響概要 (續)

作為承租人 (續)

		At 1 January 2019 於二零一九年 一月一日 RMB'000 人民幣千元
Operating lease commitments disclosed as at 31 December 2018	於二零一八年十二月三十一日披露的經營租賃承擔	
– Lease commencement date after 31 December 2018	– 租賃開始日期為二零一八年十二月三十一日之後	3,397
– Lease commencement date on or before 31 December 2018	– 租賃開始日期為二零一八年十二月三十一日或之前	1,443
		<u>4,840</u>
Lease liabilities discounted at relevant incremental borrowing rates	按相關增量借款利率貼現的租賃負債	1,329
Less: Recognition exemption – short-term leases	減：確認豁免 – 短期租賃	(26)
Lease liabilities relating to operating leases recognised upon application of HKFRS 16	於應用香港財務報告準則第16號時確認有關經營租賃的租賃負債	<u>1,303</u>
Lease liabilities as at 1 January 2019	於二零一九年一月一日的租賃負債	<u>1,303</u>
Analysed as	分析為	
Current	流動	641
Non-current	非流動	662
		<u>1,303</u>

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

2. PRINCIPAL ACCOUNTING POLICIES

(continued)

Application of new and amendments to HKFRSs

(continued)

2.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (continued)

2.1.2 Transition and summary of effects arising from initial application of HKFRS 16 (continued)

As a lessee (continued)

The carrying amount of right-of-use assets as at 1 January 2019 comprises the following:

		Note	Right-of-use assets 使用權資產 RMB'000 人民幣千元
		附註	
Right-of-use assets relating to operating leases recognised upon application of HKFRS 16	於應用香港財務報告準則第16號時確認有關經營租賃的使用權資產		1,303
Adjustments on rental deposits at 1 January 2019	於二零一九年一月一日的租賃按金的調整	(a)	—
			<u>1,303</u>
By class:	按類別：		
Land and buildings	土地及樓宇		<u>1,303</u>

(a) Before the application of HKFRS 16, the Group considered refundable rental deposits paid as rights and obligations under leases to which HKAS 17 applied. Based on the definition of lease payments under HKFRS 16, such deposits are not payments relating to the right to use of the underlying assets and were adjusted to reflect the discounting effect at transition. The discounting effect has had no material impact on the carrying amount of the refundable rental deposits of the Group as at 1 January 2019.

2. 主要會計政策 (續)

應用新訂香港財務報告準則及香港財務報告準則的修訂 (續)

2.1 應用香港財務報告準則第16號租賃的影響及會計政策變動 (續)

2.1.2 過渡及初步應用香港財務報告準則第16號導致的影響概要 (續)

作為承租人 (續)

於二零一九年一月一日的使用權資產賬面值包括以下各項：

	Note	Right-of-use assets 使用權資產 RMB'000 人民幣千元
	附註	
Right-of-use assets relating to operating leases recognised upon application of HKFRS 16		1,303
Adjustments on rental deposits at 1 January 2019	(a)	—
		<u>1,303</u>
By class:	按類別：	
Land and buildings	土地及樓宇	<u>1,303</u>

(a) 於應用香港財務報告準則第16號前，本集團將已付的可退回租賃按金視為香港會計準則第17號適用的租賃項下的權利及義務。根據香港財務報告準則第16號項下的租賃付款定義，有關按金並非與相關資產使用權有關的付款，並作出調整以反映於過渡時的貼現影響。貼現影響對本集團於二零一九年一月一日的可退回租賃按金賬面值並無重大影響。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

2. PRINCIPAL ACCOUNTING POLICIES

(continued)

Application of new and amendments to HKFRSs

(continued)

2.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (continued)

2.1.2 Transition and summary of effects arising from initial application of HKFRS 16 (continued)

As a lessor

In accordance with the transitional provisions in HKFRS 16, the Group is not required to make any adjustment on transition for leases in which the Group is a lessor but account for these leases in accordance with HKFRS 16 from the date of initial application and comparative information has not been restated.

Sales and leaseback transactions

The Group acts as a buyer-lessor

In accordance with the transition provisions of HKFRS 16, sale and leaseback transactions entered into before the date of initial application were not reassessed. Upon application of HKFRS 16, the Group as a buyer-lessor does not recognise the transferred asset if such transfer does not satisfy the requirements of HKFRS 15 as a sale. During the period, all sales and leaseback transactions in which the relevant seller-lessees have an obligation or a right to repurchase the relevant assets were accounted as financing arrangements under HKFRS 9.

The transition to HKFRS 16 has no material impact on the retained profits at 1 January 2019.

2. 主要會計政策 (續)

應用新訂香港財務報告準則及香港財務報告準則的修訂 (續)

2.1 應用香港財務報告準則第16號租賃的影響及會計政策變動 (續)

2.1.2 過渡及初步應用香港財務報告準則第16號導致的影響概要 (續)

作為出租人

根據香港財務報告準則第16號的過渡性條文，本集團毋須對本集團為出租人的租賃過渡作出任何調整，惟自首次應用日期起按照香港財務報告準則第16號入賬該等租賃，而並無重列比較資料。

售後租回交易

本集團作為買家－出租人

根據香港財務報告準則第16號的過渡性條文，於首次應用日期之前訂立的售後租回交易不會重新評估。於應用香港財務報告準則第16號後，倘有關轉讓不符合香港財務報告準則第15號作為出售的規定，則本集團（作為買家－出租人）並不會確認已轉讓資產。期內，所有售後租回交易（當中相關賣方－承租人有責任或權利購回相關資產）根據香港財務報告準則第9號入賬為融資安排。

過渡至香港財務報告準則第16號並無對於二零一九年一月一日之保留溢利造成重大影響。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

2. PRINCIPAL ACCOUNTING POLICIES

(continued)

Application of new and amendments to HKFRSs

(continued)

2.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (continued)

2.1.2 Transition and summary of effects arising from initial application of HKFRS 16 (continued)

Sales and leaseback transactions (continued)

The Group acts as a buyer-lessor (continued)

The following adjustments were made to the amounts recognised in the condensed consolidated statement of financial position at 1 January 2019. Line items that were not affected by the changes have not been included.

2. 主要會計政策 (續)

應用新訂香港財務報告準則及香港財務報告準則的修訂 (續)

2.1 應用香港財務報告準則第16號租賃的影響及會計政策變動 (續)

2.1.2 過渡及初步應用香港財務報告準則第16號導致的影響概要 (續)

售後租回交易 (續)

本集團作為買家－出租人 (續)

已對於二零一九年一月一日的簡明綜合財務狀況表確認的金額作出下列調整。不受變動影響的項目並不包括在內。

		Carrying amounts previously reported at 31 December 2018 先前於二零一八年十二月三十一日呈報的賬面值 RMB'000 人民幣千元	Adjustments 調整 RMB'000 人民幣千元	Carrying amounts under HKFRS 16 at 1 January 2019 於二零一九年一月一日根據香港財務報告準則第16號的賬面值 RMB'000 人民幣千元
Non-current Assets	非流動資產			
Right-of-use assets	使用權資產	-	1,303	1,303
Current Liabilities	流動負債			
Lease liabilities	租賃負債	-	641	641
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	-	662	662

Note: For the purpose of reporting cash flows from operating activities under indirect method for the nine months ended 30 September 2019, movements in working capital have been computed based on opening statement of financial position as at 1 January 2019 as disclosed above.

附註：就根據間接方法呈報截至二零一九年九月三十日止九個月來自經營活動的現金流量而言，營運資金變動已根據上文所披露的於二零一九年一月一日的期初財務狀況表計算。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

2. PRINCIPAL ACCOUNTING POLICIES

(continued)

Application of new and amendments to HKFRSs

(continued)

2.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (continued)

2.1.2 Transition and summary of effects arising from initial application of HKFRS 16 (continued)

Sales and leaseback transactions (continued)

The Group acts as a buyer-lessor (continued)

Except as described above, the adoption of HKFRS 16 resulted in no other impact on the carrying amounts as at 1 January 2019.

As lessor, the application of HKFRS 16 has had no material impact on the amounts reported in the condensed consolidated financial statements for the nine months ended 30 September 2019.

2.2 Investments in associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

2. 主要會計政策 (續)

應用新訂香港財務報告準則及香港財務報告準則的修訂 (續)

2.1 應用香港財務報告準則第16號租賃的影響及會計政策變動 (續)

2.1.2 過渡及初步應用香港財務報告準則第16號導致的影響概要 (續)

售後租回交易 (續)

本集團作為買家－出租人 (續)

除上文所述者外，採納香港財務報告準則第16號對於二零一九年一月一日之賬面值並無造成其他影響。

作為出租人，應用香港財務報告準則第16號並無對截至二零一九年九月三十日止九個月的簡明綜合財務報表所呈報的金額造成重大影響。

2.2 於聯營公司的投資

聯營公司為本集團對其擁有重大影響力的實體。重大影響力為參與被投資方的財務及營運政策的決策的權力，惟並不能夠控制或共同控制有關政策。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

2. PRINCIPAL ACCOUNTING POLICIES

(continued)

Application of new and amendments to HKFRSs

(continued)

2.2 Investments in associates (continued)

The results and assets and liabilities of an associate are incorporated in these condensed consolidated financial statements using the equity method of accounting. The financial statements of the associate used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate is initially recognised in the condensed consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income ("OCI") of the associate. Changes in net assets of the associate other than profit or loss and OCI are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

An investment in an associate or is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the investment in an associate, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

2. 主要會計政策 (續)

應用新訂香港財務報告準則及香港財務報告準則的修訂 (續)

2.2 於聯營公司的投資 (續)

聯營公司的業績與資產及負債使用權益會計法綜合計入該等簡明綜合財務報表。用作以權益會計法入賬的聯營公司財務報表乃使用本集團有關類似情況下類似交易及事件的統一會計政策編製。根據權益法，於聯營公司的投資初步於簡明綜合財務狀況表按成本確認，並於其後作出調整以確認本集團應佔該聯營公司的損益及其他全面收益（「其他全面收益」）。該聯營公司的資產淨值（損益及其他全面收益除外）變動並不入賬，除非該等變動導致本集團持有的擁有權權益變動。當本集團應佔聯營公司的虧損超出本集團於該聯營公司的權益（包括實際上構成本集團於該聯營公司投資淨額一部分的任何長期權益）時，本集團終止確認其應佔的進一步虧損。僅於本集團已產生法定或推定義務或須代該聯營公司支付款項時，方會確認額外虧損。

於聯營公司的投資由被投資方成為聯營公司當日起使用權益法入賬。於收購於聯營公司的投資時，投資成本超出本集團應佔被投資方的可識別資產及負債的公平淨值的任何部分確認為商譽，計入該投資的賬面值。本集團應佔可識別資產及負債的公平淨值超出投資成本的任何部分，經重新評估後即時於收購投資期間在損益確認。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

2. PRINCIPAL ACCOUNTING POLICIES

(continued)

Application of new and amendments to HKFRSs

(continued)

2.2 Investments in associates (continued)

The Group assesses whether there is an objective evidence that the interest in an associate may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 *Impairment of Assets* as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When the Group ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former associate and the retained interest is a financial asset within the scope of HKFRS 9, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate and the fair value of any retained interest and any proceeds from disposing the relevant interest in the associate is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in OCI in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities.

2. 主要會計政策 (續)

應用新訂香港財務報告準則及香港財務報告準則的修訂 (續)

2.2 於聯營公司的投資 (續)

本集團評估有否客觀證據表明於聯營公司的權益可能出現減值。當存在任何客觀證據時，該投資的全部賬面值（包括商譽）按照香港會計準則第36號資產減值作為單一資產測試減值，方法為比較其可收回金額（使用價值與公平值減出售成本的較高者）與賬面值。所確認的任何減值虧損構成該投資賬面值的一部分。倘其後該投資的可收回金額增加，則按照香港會計準則第36號確認撥回該減值虧損。

倘本集團對聯營公司失去重大影響力，其入賬列作出售被投資方的全部權益，所產生的收益或虧損於損益確認。倘本集團保留於前聯營公司的權益，且該保留權益為香港財務報告準則第9號範圍內的金融資產，則本集團於該日按公平值計量保留權益，而該公平值被視為於初步確認時的公平值。聯營公司的賬面值與任何保留權益的公平值及出售聯營公司相關權益的任何所得款項之間的差額計入釐定出售該聯營公司的收益或虧損。此外，本集團會將先前在其他全面收益就該聯營公司確認的所有金額入賬，基準與倘該聯營公司已直接出售相關資產或負債所需基準相同。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

2. PRINCIPAL ACCOUNTING POLICIES

(continued)

Application of new and amendments to HKFRSs

(continued)

2.2 Investments in associates (continued)

Therefore, if a gain or loss previously recognised in OCI by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal/partial disposal of the relevant associate.

When the Group reduces its ownership interest in an associate but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in OCI relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with an associate of the Group, profits and losses resulting from the transactions with the associate are recognised in the Group's condensed consolidated financial statements only to the extent of interest in the associate that are not related to the Group.

2. 主要會計政策 (續)

應用新訂香港財務報告準則及香港財務報告準則的修訂 (續)

2.2 於聯營公司的投資 (續)

因此，倘該聯營公司先前已於其他全面收益確認收益或虧損，其將於出售相關資產或負債時重新分類至損益，本集團於出售／部分出售有關聯營公司時將收益或虧損由權益重新分類至損益（作為重新分類調整）。

當本集團減少其於聯營公司的擁有權權益但本集團繼續使用權益法時，倘有關收益或虧損將於出售相關資產或負債時重新分類至損益，則本集團將先前已於其他全面收益確認的與該擁有權權益減少有關的收益或虧損部分重新分類至損益。

倘集團實體與本集團聯營公司進行交易，與聯營公司進行交易所產生的溢利及虧損於本集團的簡明綜合財務報表內確認，惟僅以與本集團無關的聯營公司權益為限。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

2. PRINCIPAL ACCOUNTING POLICIES

(continued)

Application of new and amendments to HKFRSs

(continued)

2.3 Research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development activities (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

2. 主要會計政策 (續)

應用新訂香港財務報告準則及香港財務報告準則的修訂 (續)

2.3 研發開支

研究活動之開支於其產生期間確認為開支。

因開發活動(或內部項目之開發階段)而於內部產生之無形資產於(及僅於)顯示下列各項後方獲確認:

- 完成無形資產之技術可行性, 以使該無形資產可供使用或銷售;
- 有意完成及使用或銷售該無形資產;
- 使用或銷售該無形資產之能力;
- 該無形資產如何產生可能日後經濟利益;
- 具備充裕之技術、財務及其他資源, 以完成開發工作及使用或銷售該無形資產; 及
- 能夠可靠計量該無形資產於開發時應佔之支出。

內部產生之無形資產初步確認金額為自無形資產首次符合上述確認標準日期起所產生之支出。倘並無可確認之內部產生無形資產, 則開發支出於產生期間之損益中確認。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

3. REVENUE

Revenue for both periods represents income received and receivable from the provision of finance leasing services in the PRC.

3. 收益

期內收益指在中國提供融資租賃服務的已收及應收收入。

4. SHARE OF LOSS OF AN ASSOCIATE

4. 分佔聯營公司虧損

		Three months ended 截至以下日期止三個月		Nine months ended 截至以下日期止九個月	
		30.9.2019 二零一九年 九月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	30.9.2018 二零一八年 九月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	30.9.2019 二零一九年 九月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	30.9.2018 二零一八年 九月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)
Share of loss of an associate	分佔聯營公司虧損	10	-	47	-

5. FINANCE COSTS

5. 融資成本

		Three months ended 截至以下日期止三個月		Nine months ended 截至以下日期止九個月	
		30.9.2019 二零一九年 九月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	30.9.2018 二零一八年 九月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	30.9.2019 二零一九年 九月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	30.9.2018 二零一八年 九月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)
Imputed interests on interest-free deposits from finance lease customers	融資租賃客戶免息按金的估算利息	868	2,224	4,397	6,960
Interests on bank borrowing repayable within one year	須於一年內償還的銀行借款利息	1,296	265	2,979	1,362
Interests on financial liability arising from repurchase agreements	回購協議產生的金融負債的利息	-	3	-	348
Interests on lease liabilities	租賃負債利息	94	-	282	-
		2,258	2,492	7,658	8,670

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

6. TAXATION

6. 稅項

		Three months ended 截至以下日期止三個月		Nine months ended 截至以下日期止九個月	
		30.9.2019 二零一九年 九月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	30.9.2018 二零一八年 九月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	30.9.2019 二零一九年 九月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	30.9.2018 二零一八年 九月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)
The charge (credit) comprises:	支出(抵免)包括:				
Current tax	即期稅項				
– PRC Enterprise Income Tax	– 中國企業所得稅	3,084	1,851	6,778	5,191
Deferred tax	遞延稅項	(747)	302	(754)	253
		<u>2,337</u>	<u>2,153</u>	<u>6,024</u>	<u>5,444</u>

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

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

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

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

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

7. PROFIT FOR THE PERIOD

Profit for the period has been arrived at after charging:

7. 期內溢利

期內溢利已扣除：

		Three months ended		Nine months ended	
		截至以下日期止三個月		截至以下日期止九個月	
		30.9.2019	30.9.2018	30.9.2019	30.9.2018
		二零一九年	二零一八年	二零一九年	二零一八年
		九月三十日	九月三十日	九月三十日	九月三十日
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
Directors' emoluments	董事薪酬	92	296	765	514
Other staff costs	其他員工成本				
– Salaries, allowances and other staff benefits	– 薪金、津貼及其他員工福利	1,882	1,822	8,850	4,768
– Staffs' retirement benefit scheme contributions	– 員工退休福利計劃供款	735	227	1,137	588
Total staff costs	員工成本總額	2,709	2,345	10,752	5,870
Less: staff costs recognised as research and development costs in other operating expenses	減：於其他經營開支確認為研發成本的員工成本	(183)	–	(1,151)	–
Staff costs recognised in profit or loss	於損益確認之員工成本	2,526	2,345	9,601	5,870
Research and development costs recognised as an expense (included in other operating expenses)	確認為開支的研發成本（計入其他營運開支）	225	–	1,277	–
Written off furniture and office equipment	撇銷傢具及辦公室設備	–	–	15	–
Depreciation of furniture and office equipment	傢具及辦公室設備折舊	45	51	171	152
Depreciation of right-of-use assets	使用權資產折舊	857	–	2,175	–
Short-term leases payments	短期租賃付款	–	N/A 不適用	37	N/A 不適用
Minimum lease payments under operating leases in respect of properties	物業經營租賃下最低租賃付款	N/A 不適用	311	N/A 不適用	804

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

8. DIVIDENDS

No dividends were paid, declared or proposed during the current and prior reporting periods. The directors of the Company do not recommend the payment of an interim dividend in respect of the nine months ended 30 September 2019 (nine months ended 30 September 2018: Nil).

9. EARNINGS PER SHARE

The calculation of basic earnings per share attributable to owners of the Company is based on the following data assuming capitalisation issue of shares of the Company had been effective since 1 January 2018:

8. 股息

於本報告期及先前報告期並無派付、宣派及擬派股息。本公司董事並不建議就截至二零一九年九月三十日止九個月派付中期股息（截至二零一八年九月三十日止九個月：無）。

9. 每股盈利

本公司擁有人應佔每股基本盈利乃按下列數據計算，假設本公司股份的資本化發行自二零一八年一月一日起生效：

		Three months ended 截至以下日期止三個月		Nine months ended 截至以下日期止九個月	
		30.9.2019 二零一九年 九月三十日 (Unaudited) (未經審核)	30.9.2018 二零一八年 九月三十日 (Unaudited) (未經審核)	30.9.2019 二零一九年 九月三十日 (Unaudited) (未經審核)	30.9.2018 二零一八年 九月三十日 (Unaudited) (未經審核)
Earnings:	盈利：				
Earnings for the purpose of basic earnings per share	就計算每股基本盈利而言的盈利				
Profit for the period attributable to owners of the Company for the purpose of basic earnings per share (RMB'000)	就計算每股基本盈利而言的本公司擁有人應佔期內溢利 (人民幣千元)	<u>6,464</u>	<u>4,119</u>	<u>13,880</u>	<u>10,149</u>
Number of shares:	股份數目：				
Weighted average number of ordinary shares for the purpose of basic earnings per share ('000)	就計算每股基本盈利而言的普通股加權平均數(千股)	<u>400,000</u>	<u>391,304</u>	<u>400,000</u>	<u>330,769</u>

No diluted earnings per share are presented as there were no potential dilutive ordinary shares in issue during the three months and nine months ended 30 September 2019 and 2018.

由於截至二零一九年及二零一八年九月三十日止三個月及九個月內並無已發行潛在攤薄普通股，故並無呈列每股攤薄盈利。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The Board of Directors of the Company announces the unaudited condensed consolidated quarterly results of the Group for the nine months ended 30 September 2019 together with the corresponding comparative figures. This information should be read in conjunction with the prospectus of the Company dated 25 June 2018 (the “**Prospectus**”).

BUSINESS REVIEW

The shares of the Company (the “**Shares**”) were successfully listed on the GEM of the Stock Exchange on 9 July 2018 (the “**Listing**”).

The Group is principally engaged in providing equipment-based finance leasing services to SMEs customers in the printing, logistics and medical device industries in the PRC. For the nine months ended 30 September 2019, the Group has been focusing on providing finance leasing services to the medical device, printing and logistics industries in various provinces, municipalities, and autonomous regions in the PRC, where the Group has established connections with industry players and gained operational expertise. The finance lease offered by the Group comprises direct finance leasing and sale-leaseback.

The diversified customer base of the Group consisting of SMEs customers in the target industries of printing and logistics in the PRC has also been growing. In addition, the Group also started the operation of medical device industry since October 2018. The Group provided services to approximately 621 SME customers in these three industries across 30 provinces, municipalities and autonomous regions in the PRC as at 30 September 2019.

FUTURE PROSPECTS

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

本公司董事會公佈本集團截至二零一九年九月三十日止九個月的未經審核簡明綜合季度業績，連同相應比較數字。該資料應與本公司日期為二零一八年六月二十五日的招股章程（「**招股章程**」）一併閱讀。

業務回顧

本公司股份（「**股份**」）於二零一八年七月九日在聯交所GEM成功上市（「**上市**」）。

本集團主要從事向中國印刷、物流及醫療器械行業中小企業客戶提供以設備為基礎融資租賃服務。截至二零一九年九月三十日止九個月，本集團一直專注於在中國多個省、市及自治區向醫療器械、印刷及物流行業提供融資租賃服務，本集團在該等地區已與從業者建立聯繫並獲得專業營運知識。本集團提供的融資租賃包括直接融資租賃及售後回租。

本集團多元化的客戶基礎包括中國亦正在增長的目標印刷及物流行業的中小企業客戶。另外，本集團自二零一八年十月起亦開始營運醫療器械行業。於二零一九年九月三十日，本集團向遍佈中國30個省、市及自治區的該三個行業約621個中小企業客戶提供服務。

未來前景

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

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The immense population and acceleration of aging population, together with burgeoning domestic demands under the new economic background, have made the medical field a new economic breakthrough with significant value-added potentials. The Group initiated pre-emptive deployment of medical device leasing and related fields in order to snatch pioneer opportunities and support the industrial upgrade of the medical industry.

The Group was transforming its finance leasing business from traditional to a technological one. With the financial technology development as the core in coordination with finance leasing services, the Group will carry out in-depth utilisation of the integration of financial technology and big data application with finance leasing industry in order to secure better industrial upgrade and progress for SMEs in the PRC, and will plan to continuously consolidate its position as a major market player in the finance leasing industry in the PRC, striving for overall competitiveness and market share enhancement.

FINANCIAL REVIEW

Revenue

The Group's revenue was principally derived from finance leasing income for the provision of finance leasing services to its customers in medical devices, printing and logistics industries in the PRC. For the nine months ended 30 September 2019, the Group's revenue increased by approximately RMB5.9 million or approximately 13.6% to approximately RMB49.2 million (nine months ended 30 September 2018: approximately RMB43.3 million). Revenue from the printing industry continues to be the largest revenue contributor of the Group. The increase in revenue derived from the printing industry for the nine months ended 30 September 2019 was mainly attributable to the increasing demand for printing equipment in the PRC and the Group's efforts in securing new customers in this industry. In addition, the increase in revenue was also attributable to the Group having started the operation of medical device industry since October 2018.

龐大的人口規模與老齡化進程的加速，再加上新經濟背景下國民內需的不斷增長，推動醫療領域成為極具增值潛力新經濟突破點。本集團搶先佈局醫療器械租賃和相關領域，搶佔風口先機，幫助醫療行業的產業升級。

本集團已從傳統融資租賃業務轉型至科技融資租賃業務。本集團將會以金融科技發展為核心、配套融資租賃服務，深度利用金融科技及大數據應用與融資租賃產業相結合，為更好地幫助中國中小企業產業升級與發展，並計劃繼續鞏固本集團在中國融資租賃行業的主要市場參與者地位，並提升其整體競爭力及市場佔有率。

財務回顧

收益

本集團的收益主要來自向中國醫療器械、印刷及物流行業的客戶提供融資租賃服務的融資租賃收入。截至二零一九年九月三十日止九個月，本集團的收益增加約人民幣5.9百萬元或約13.6%至約人民幣49.2百萬元（截至二零一八年九月三十日止九個月：約人民幣43.3百萬元）。來自印刷行業的收益仍為本集團收益的最大貢獻因素。截至二零一九年九月三十日止九個月來自印刷行業的收益增加主要歸因於中國印刷設備需求增長及本集團努力取得該行業的新客戶。與此同時，收益增加亦歸因於本集團自二零一八年十月起開始營運醫療器械行業。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Staff cost

Staff costs include primarily Directors' remuneration, employee salaries, allowances and other staff benefits as well as employee retirement benefits scheme contributions. Staff costs increased from RMB5.9 million for the nine months ended 30 September 2018 to approximately RMB9.6 million for the nine months ended 30 September 2019. Such increase was mainly attributable to the increase in the number of staff and staff salaries for existing staff during the period. The significant increase in the number of staff was mainly dealing with the operation of medical device industry and overseeing the corporate governance.

Impairment losses on finance lease receivable

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

For the nine months ended 30 September 2019, an additional impairment loss of approximately RMB1.6 million (nine months ended 30 September 2018: approximately RMB1.9 million) was recognised primarily due to an increase in impairment allowance as a result of an increase in finance lease receivable due to the business growth and the application of ECL model under Hong Kong Financial Reporting Standard 9.

Listing expenses

Listing expenses comprised professional and other expenses in relation to the Listing. The Shares were successfully listed on the GEM of the Stock Exchange on 9 July 2018 and hence no listing expenses were incurred for the nine months ended 30 September 2019 (nine months ended 30 September 2018: approximately RMB4.9 million).

員工成本

員工成本主要包括董事薪酬、僱員薪資、津貼及其他員工福利，以及僱員退休福利計劃供款。員工成本由截至二零一八年九月三十日止九個月的人民幣5.9百萬元增至截至二零一九年九月三十日止九個月的約人民幣9.6百萬元。有關增加主要是由於期內員工人數及現有員工的員工薪資增加。員工人數大幅增加乃主要由於處理醫療器械行業營運及監督企業治理所致。

融資租賃應收款項減值虧損

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

截至二零一九年九月三十日止九個月，已確認額外減值虧損約人民幣1.6百萬元（截至二零一八年九月三十日止九個月：約人民幣1.9百萬元），主要由於業務增長令融資租賃應收款項增加導致減值撥備增加以及應用香港財務報告準則第9號項下之預期信用損失模型所致。

上市開支

上市開支包括與上市有關的專業及其他開支。股份於二零一八年七月九日在聯交所GEM成功上市，因此於截至二零一九年九月三十日止九個月概無產生上市開支（截至二零一八年九月三十日止九個月：約人民幣4.9百萬元）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Other operating expenses

Other operating expenses include primarily sales and marketing expenses, depreciation of right-of-use assets and other expenses. Other operating expenses increased from approximately RMB7.2 million for the nine months ended 30 September 2018 to approximately RMB10.5 million for the nine months ended 30 September 2019. The increase was mainly due to an increase in (i) the legal and professional fee; (ii) travelling expenses and sales and marketing expenses in connection with the expansion of the Group's customer base and strengthening of the foothold in the finance leasing industry in the PRC; and (iii) staff costs recognised as research and development cost for developing the online platform for the finance leasing business for the nine months ended 30 September 2019.

Finance costs

Finance costs consist of (i) interest incurred on financial liability arising from repurchase agreements; (ii) imputed interest expense on interest-free deposits from finance lease customers; (iii) interest on bank borrowing; and (iv) interests on lease liabilities. Finance costs decreased from approximately RMB8.7 million for the nine months ended 30 September 2018 to approximately RMB7.7 million for the nine months ended 30 September 2019. The decrease was mainly due to the imputed interest expense on interest-free deposits from finance lease customers decreased from approximately RMB7.0 million for the nine months ended 30 September 2018 to approximately RMB4.4 million for the nine months ended 30 September 2019 as a result in the reduction in the amount of deposits from finance lease customers, which offsetting the interest on bank borrowing increased from approximately RMB1.4 million for the nine months ended 30 September 2018 to approximately RMB3.0 million for the nine months ended 30 September 2019.

Taxation

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

其他經營開支

其他經營開支主要包括銷售及營銷開支、使用權資產折舊及其他開支。其他經營開支由截至二零一八年九月三十日止九個月的約人民幣7.2百萬元增至截至二零一九年九月三十日止九個月的約人民幣10.5百萬元。有關增加主要由於截至二零一九年九月三十日止九個月(i)法律及專業費用增加；(ii)與擴充本集團客戶基礎以及鞏固在中國融資租賃行業的立足點有關的差旅開支以及銷售及營銷開支增加；及(iii)就開發融資租賃業務網上平台而確認為研發成本的員工成本增加所致。

融資成本

融資成本包括(i)購回協議產生的金融負債所產生利息；(ii)來自融資租賃客戶的免息按金的推算利息開支；(iii)銀行借款利息；及(iv)租賃負債利息。融資成本由截至二零一八年九月三十日止九個月的約人民幣8.7百萬元減至截至二零一九年九月三十日止九個月的約人民幣7.7百萬元。減少的主要原因為來自融資租賃客戶的免息按金的推算利息開支因來自融資租賃客戶的按金金額減少而由截至二零一八年九月三十日止九個月的約人民幣7.0百萬元減至截至二零一九年九月三十日止九個月的約人民幣4.4百萬元，其抵銷銀行借款利息由截至二零一八年九月三十日止九個月的約人民幣1.4百萬元增至截至二零一九年九月三十日止九個月的約人民幣3.0百萬元。

稅項

適用於本集團附屬公司的中國企業所得稅稅率為25%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Profit and total comprehensive income attributable to owners of the Company

For the nine months ended 30 September 2019 and 2018, the Group's profit and total comprehensive income attributable to owners of the Company was approximately RMB13.9 million and RMB10.1 million, respectively. The increase of profit and total comprehensive income attributable to owners of the Company for the nine months ended 30 September 2019 was mainly attributable to an increase in revenue and a decrease in listing expenses, which offsetting an increase in staff costs and other operating expenses as compared to the corresponding period in 2018.

Dividend

No dividend was paid, declared or proposed during the period. The Directors do not recommend the payment of any dividend for the nine months ended 30 September 2019 (nine months ended 30 September 2018: Nil).

CAPITAL STRUCTURE

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

As at 30 September 2019, the Company's issued share capital was HK\$40,000,000 and the number of its issued ordinary Shares was 400,000,000.

本公司擁有人應佔溢利及全面收入總額

截至二零一九年及二零一八年九月三十日止九個月，本集團的本公司擁有人應佔溢利及全面收入總額分別為約人民幣13.9百萬元及人民幣10.1百萬元。截至二零一九年九月三十日止九個月，本公司擁有人應佔溢利及全面收入總額增加，主要是由於較二零一八年同期收益增加，以及上市開支減少，其抵銷員工成本及其他經營開支之增加所致。

股息

本公司於期內並無派付、宣派或建議派付股息。董事不建議就截至二零一九年九月三十日止九個月派付任何股息（截至二零一八年九月三十日止九個月：無）。

資本架構

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

於二零一九年九月三十日，本公司的已發行股本為40,000,000港元，而其已發行普通股數目為400,000,000股。

DISCLOSURE OF INTEREST

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

As at 30 September 2019, the interests and short positions of the Directors and the chief executive of the Company in the Shares, underlying Shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of SFO) which are required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of part XV of the SFO (including interests and short positions in which they are taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) have to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

Long positions in the Shares

權益披露

董事及主要行政人員於本公司及其相聯法團的股份、相關股份及債權證的權益及淡倉

於二零一九年九月三十日，本公司董事及主要行政人員於本公司及其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中擁有：(a)根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所（包括彼等根據證券及期貨條例之該等條文被當作或視為擁有的權益及淡倉）；或(b)根據證券及期貨條例第352條須記錄於該條所述登記冊；或(c)根據GEM上市規則第5.46至5.67條須知會本公司及聯交所的權益及淡倉如下：

於股份的好倉

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

OTHER INFORMATION 其他資料

Notes:

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

附註：

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

OTHER INFORMATION 其他資料

Long position in the associated corporations

於相聯法團的好倉

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

Save as disclosed above, as at 30 September 2019, none of the Directors or chief executive of the Company had an interest or short position in any shares or underlying shares and/or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions in which they are taken or deemed to have under such provisions of the SFO) or that was required to be recorded in the register kept by the Company pursuant to section 352 of the SFO, or which are required to be notified to the Company and the Stock Exchange, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

除上文披露者外，於二零一九年九月三十日，概無本公司董事或主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的任何股份或相關股份及／或債權證中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所（包括彼等根據證券及期貨條例之該等條文被當作或視為擁有的權益或淡倉）或根據證券及期貨條例第352條須記錄於本公司存置的登記冊，或根據GEM上市規則第5.46至5.67條須知會本公司及聯交所的權益或淡倉。

OTHER INFORMATION 其他資料

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

So far as the Directors are aware, as at 30 September 2019, the following persons (other than Directors or chief executive of the Company) who had interests in the Shares and underlying Shares of the Company within the meaning of Part XV of the SFO which are required to be disclosed pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO, or which will be required, pursuant to Section 336 of the SFO, to be entered in the register of the Company were as follows:

Long positions in the Shares

主要股東於本公司股份及相關股份的權益及淡倉

據董事所知，於二零一九年九月三十日，於本公司股份及相關股份中擁有權益（定義見證券及期貨條例第XV部），而根據證券及期貨條例第XV部第2及第3分部的條文須予披露或根據證券及期貨條例第336條將須記錄於本公司的登記冊之下列人士（本公司董事或主要行政人員除外）如下：

於股份的好倉

Name of shareholder	Capacity/Nature of interest	Number of Shares held/interested in	Approximate percentage of shareholding
股東名稱／姓名	身份／權益性質	持有／擁有權益的股份數目	股權概約百分比
Hero Global ⁽¹⁾	Beneficial owner; interests held jointly with another person 實益擁有人；與另一名人士共同持有的權益	300,000,000	75%
Icon Global ⁽¹⁾ 標緻全球 ⁽¹⁾	Beneficial owner; interests held jointly with another person 實益擁有人；與另一名人士共同持有的權益	300,000,000	75%
Ms. Tang Yiping ⁽²⁾ 湯怡萍女士 ⁽²⁾	Interest of spouse 配偶權益	300,000,000	75%

OTHER INFORMATION 其他資料

Notes:

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

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

COMPETING INTEREST

During the nine months ended 30 September 2019, none of the Directors or the controlling shareholders of the Company or their respective close associates (as defined in the GEM Listing Rules) is interested in any business which competes or is likely to compete, either directly or indirectly, with the business of the Group or has any conflicts of interest with the Group.

附註：

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

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

競爭權益

於截至二零一九年九月三十日止九個月，概無董事或本公司控股股東或彼等各自的緊密聯繫人（定義見GEM上市規則）於直接或間接與本集團業務競爭或可能構成競爭的任何業務中擁有權益，或與本集團有任何利益衝突。

OTHER INFORMATION 其他資料

DEED OF NON-COMPETITION

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

The independent non-executive Directors have also reviewed the status of compliance and confirmed that all the undertakings under the Deed of Non-competition have been complied with by each of the Controlling Shareholders since the nine months ended 30 September 2019 and up to the date of this report.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company’s listed securities since the nine months ended 30 September 2019 and up to the date of this report.

CORPORATE GOVERNANCE PRACTICES

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

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

不競爭契據

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

獨立非執行董事亦已審閱遵守情況，並確認自截至二零一九年九月三十日止九個月起及直至本報告日期，各控股股東已遵守不競爭契據項下的所有承諾。

購買、出售或贖回本公司上市證券

自截至二零一九年九月三十日止九個月起及直至本報告日期，本公司或其任何附屬公司並無購買、出售或贖回本公司任何上市證券。

企業管治常規

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

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

CODE PROVISION A.2.1

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

EVENT AFTER THE REPORTING PERIOD

The Directors are not aware of any significant event which had material effect on the Group subsequent to 30 September 2019 and up to the date of this report.

INTEREST OF THE COMPLIANCE ADVISER

As notified by Guoyuan Capital (Hong Kong) Limited (“**Guoyuan Capital**”), the Company’s compliance adviser, save for the compliance adviser service agreement entered into between the Company and Guoyuan Capital dated 28 March 2017, none of Guoyuan Capital or its directors, employees or associates (as defined in the GEM Listing Rules) had any interest in the Group as at 30 September 2019, which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted Rules 5.48 to 5.67 of the GEM Listing Rules as its own code of conduct (“**Code of Conduct**”) regarding securities transactions by the Directors. The Company has confirmed, having made specific enquiry of the Directors, that all the Directors have complied with the Code of Conduct for the nine months ended 30 September 2019 and up to date of this report.

守則條文A.2.1

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

報告期後事項

董事並不知悉於二零一九年九月三十日後及直至本報告日期期間存在對本集團造成重大影響的任何重大事項。

合規顧問的權益

誠如本公司的合規顧問國元融資（香港）有限公司（「**國元融資**」）所告知，除本公司與國元融資訂立日期為二零一七年三月二十八日的合規顧問服務協議外，於二零一九年九月三十日，國元融資或其董事、僱員或聯繫人（定義見GEM上市規則）概無於本集團擁有根據GEM上市規則第6A.32條須知會本公司的任何權益。

董事進行證券交易

本公司已採納GEM上市規則第5.48條至第5.67條作為其本身有關董事進行證券交易之操守準則（「**操守準則**」）。經向董事作出特定查詢後，本公司已確認全體董事已於截至二零一九年九月三十日止九個月及直至本報告日期遵守操守準則。

OTHER INFORMATION 其他資料

AUDIT COMMITTEE AND REVIEW OF QUARTERLY RESULTS

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

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

The Audit Committee has reviewed the unaudited condensed consolidated financial statements of the Group for the nine months ended 30 September 2019 and is of the opinion that the preparation of such statements complied with the applicable accounting standards, the requirements under the GEM Listing Rules and other applicable legal requirements, and that adequate disclosures had been made.

By order of the Board

Ziyuanyuan Holdings Group Limited
Zhang Junshen
Chairman and Chief Executive Officer

Hong Kong, 8 November 2019

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

審核委員會及季度業績審閱

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

審核委員會當前由我們的其中一名非執行董事呂迪先生及其中兩名獨立非執行董事陳志峰先生及李鎮生先生組成，而主席為陳志峰先生，彼持有GEM上市規則第5.05(2)條及第5.28條項下所規定的適當專業資格。

本報告之財務資料未經審核。審核委員會已審閱本集團截至二零一九年九月三十日止九個月的未經審核簡明綜合綜合財務報表，並認為有關報表已遵循適用會計準則、GEM上市規則項下的規定及其他適用法律規定編製，並已作出充分披露。

承董事會命

紫元元控股集團有限公司
主席兼行政總裁
張俊深

香港，二零一九年十一月八日

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