

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

(於中華人民共和國註冊成立的股份有限公司)

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

股份代號 Stock Code :8452

## 第三季度業績報告 THIRD QUARTERLY REPORT 2021



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### 香港聯合交易所有限公司(「聯交所」)GEM的特色

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

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

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# CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 簡明綜合全面收益表

For the nine months ended 30 September 2021 截至二零二一年九月三十日止九個月

		Notes 附註	Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
			2021 二零二一年 RMB 人民幣元 (Unaudited) (未經審核)	2020 二零二零年 RMB 人民幣元 (Unaudited) (未經審核)	2021 二零二一年 RMB 人民幣元 (Unaudited) (未經審核)	2020 二零二零年 RMB 人民幣元 (Unaudited) (未經審核)
<b>Revenue</b>	收益	5	<b>7,590,161</b>	19,664,768	<b>35,180,120</b>	88,913,633
Direct costs	直接成本		<b>(330,986)</b>	(3,772,838)	<b>(8,366,979)</b>	(30,497,118)
<b>Gross profit</b>	毛利		<b>7,259,175</b>	15,891,930	<b>26,813,141</b>	58,416,515
Other income, gains and losses	其他收入、收益及虧損	5	<b>3,275,420</b>	1,724,412	<b>12,346,642</b>	3,984,298
Operating expenses	經營開支		<b>(1,686,537)</b>	(2,108,662)	<b>(5,053,338)</b>	(10,233,165)
Administrative expenses	行政開支		<b>(3,869,156)</b>	(9,343,909)	<b>(12,175,650)</b>	(24,670,600)
Provision for impairment loss on accounts receivable, net	應收賬款減值 虧損撥備淨額		<b>(2,125,663)</b>	(2,435,863)	<b>(3,837,479)</b>	(6,315,945)
<b>Profit before income tax</b>	除所得稅前溢利	6	<b>2,853,239</b>	3,727,908	<b>18,093,316</b>	21,181,103
Income tax expense	所得稅開支	7	<b>(955,198)</b>	(1,167,178)	<b>(4,770,612)</b>	(5,678,168)
<b>Profit and total comprehensive income for the period attributable to equity owner of the Company</b>	本公司股權擁有人應佔 期內溢利及全面收入 總額		<b>1,898,041</b>	2,560,730	<b>13,322,704</b>	15,502,935
			<b>RMB cents</b> 人民幣分	RMB cents 人民幣分	<b>RMB cents</b> 人民幣分	RMB cents 人民幣分
<b>Earnings per share:</b>	每股盈利:	8				
- Basic	- 基本		<b>0.5</b>	0.7	<b>3.7</b>	4.3
- Diluted	- 攤薄		<b>0.5</b>	0.7	<b>3.7</b>	4.3

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the nine months ended 30 September 2021 截至二零二一年九月三十日止九個月

### 1. CORPORATE INFORMATION

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

The Company is principally engaged in the provision of finance leasing, advisory services and customer referral. The Group is principally engaged in the provision of finance leasing, factoring, advisory services and customer referral services and the supply of medical equipment in the PRC.

### 2. BASIS OF PRESENTATION

The condensed consolidated financial statements for the nine months ended 30 September 2021 (the "Reporting Period") have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRSs"), Hong Kong Accounting Standards ("HKASs") and Interpretations (hereinafter collectively referred to as the "HKFRS") and the disclosure requirements of the Hong Kong Companies Ordinance (Chapter 622 of the Laws of Hong Kong). In addition, the condensed consolidated financial statements include applicable disclosures required by the GEM Listing Rules.

### 1. 公司資料

本公司於二零一二年十二月七日在中華人民共和國(「中國」)成立為中外合資經營企業並於二零一五年九月十日根據《中華人民共和國公司法》改制為股份有限公司。其註冊辦事處地址為中國廣東省深圳市前海深港合作區前灣一路1號A棟201室，在中國的主要營業地點為中國廣東省深圳市福田區新洲十一街128號祥祺大廈1603室。本公司的境外上市外資股(「H股」)自二零一七年五月二十三日起已於聯交所GEM上市。

本公司主要從事提供融資租賃、諮詢服務及客戶轉介服務。本集團主要於中國從事提供融資租賃、保理、諮詢服務及客戶轉介服務及供應醫療設備。

### 2. 編製基準

截至二零二一年九月三十日止九個月(「報告期」)的簡明綜合財務報表已根據所有適用香港財務報告準則(「香港財務報告準則」)、香港會計準則(「香港會計準則」)及詮釋(下文統稱為「香港財務報告準則」)以及香港法例第622章香港公司條例的披露規定而編製。此外，簡明綜合財務報表包括GEM上市規則規定的適用披露。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the nine months ended 30 September 2021 截至二零二一年九月三十日止九個月

### 2. BASIS OF PRESENTATION (Continued)

The condensed consolidated financial statements have been prepared in accordance with the same accounting policies adopted in the audited financial statements for the year ended 31 December 2020 as set out in the annual report of the Company dated 23 March 2021, except for those that relate to new standards or interpretations effective for the first time for periods beginning on or after 1 January 2021. Details of any changes in accounting policies are set out in note 3. The adoption of the new and revised HKFRSs have no material effect on these condensed consolidated financial statements. The Group has not early adopted any new and revised HKFRSs that has been issued but not yet effective in the current accounting period. The preparation of the condensed consolidated financial statements in conformity with HKAS 34 requires the management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates. The areas where significant judgments and estimates have been made in preparing the financial statements and their effect are disclosed in note 4.

This report contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the audited financial statements for the year ended 31 December 2020. The condensed consolidated financial statements and notes thereon do not include all of the information required for full set of financial statements prepared in accordance with HKFRSs and should be read in conjunction with the 2020 consolidated financial statements.

The unaudited condensed consolidated results are presented in Renminbi (“RMB”), which is also the functional currency of the Company, unless otherwise indicated.

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

### 2. 編製基準(續)

簡明綜合財務報表已根據本公司日期為二零二一年三月二十三日的年報所載截至二零二零年十二月三十一日止年度的經審核財務報表所採用的相同會計政策而編製，惟與於二零二一年一月一日或之後開始之期間首次生效的新準則或詮釋有關者除外。有關會計政策的任何變動之詳情載於附註3。採納新訂及經修訂香港財務報告準則對該等簡明綜合財務報表並無重大影響。本集團概無提前採納本會計期間已頒佈但尚未生效之任何新訂及經修訂香港財務報告準則。編製符合香港會計準則第34號之簡明綜合財務報表要求管理層作出判斷、估計及假設，而有關判斷、估計及假設會影響政策之應用及本年迄今為止所呈報資產及負債、收益及開支之金額。實際結果可能與該等估計有所差異。編製財務報表時已作出重大判斷及估計的範疇以及其影響於附註4披露。

本報告載有簡明綜合財務報表及經挑選之解釋附註。該等附註包括解釋對本集團自截至二零二零年十二月三十一日止年度之經審核財務報表刊發以來之財務狀況及表現所出現之變動而言屬重要之事件及交易。簡明綜合財務報表及其附註並不包括根據香港財務報告準則而編製之完整財務報表所規定之一切資料並應與二零二零年綜合財務報表一併閱讀。

未經審核簡明綜合業績以人民幣(「人民幣」)呈列，其亦為本公司的功能貨幣(除非另有所指)。

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

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the nine months ended 30 September 2021 截至二零二一年九月三十日止九個月

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

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

- Amendments to HKAS 39, HKFRS 4, HKFRS 7, HKFRS 9 and HKFRS 16: Interest Rate Benchmark Reform – Phase 2
- Amendments to HKFRS 16: Covid-19 Related Rent Concession

The new or amended HKFRSs that are effective from 1 January 2021 did not have any significant impact on the Group’s accounting policies.

#### Amendments to HKAS 39, HKFRS 4, HKFRS 7, HKFRS 9 and HKFRS 16, Interest Rate Benchmark Reform – Phase 2

The amendments address issues that might affect financial reporting when a company replaces the old interest rate benchmark with an alternative benchmark rate as a result of the interest rate benchmark reform (the “Reform”). The amendments complement those issued in November 2019 and relate to (a) changes to contractual cash flows in which an entity will not have to derecognise or adjust the carrying amount of financial instruments for changes required by the Reform, but will instead update the effective interest rate to reflect the change to the alternative benchmark rate; (b) hedge accounting in which an entity will not have to discontinue its hedge accounting solely because it makes changes required by the Reform, if the hedge meets other hedge accounting criteria; and (c) disclosures in which an entity will be required to disclose information about new risks arising from the Reform and how it manages the transition to alternative benchmark rates.

### 3. 採納新訂／經修訂香港財務報告準則(「香港財務報告準則」)

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

- 香港會計準則第39號、香港財務報告準則第4號、香港財務報告準則第7號、香港財務報告準則第9號及香港財務報告準則第16號修訂本：利率基準改革－第2階段
- 香港財務報告準則第16號修訂本：與Covid-19相關的租金優惠

自二零二一年一月一日起生效的新訂或經修訂香港財務報告準則並無對本集團的會計政策產生任何重大影響。

#### 香港會計準則第39號、香港財務報告準則第4號、香港財務報告準則第7號、香港財務報告準則第9號及香港財務報告準則第16號修訂本利率基準改革－第2階段

該等修訂解決因利率基準改革(「改革」)而導致公司以替代基準利率代替舊利率基準時可能影響財務報告之問題。該等修訂對於二零一九年十一月頒佈之修訂進行補充，內容有關：(a)合約現金流量之變化，而實體毋須就改革要求之變動終止確認或調整金融工具之賬面值，而是更新實際利率以反映替代基準利率之變動；(b)對沖會計處理，倘對沖滿足其他對沖會計標準，則實體毋須僅因其作出改革要求之變動而終止其對沖會計處理；及(c)披露，當中實體將被要求披露有關改革產生之新風險以及其如何管理向替代基準利率過渡之資料。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the nine months ended 30 September 2021 截至二零二一年九月三十日止九個月

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

(Continued)

#### Amendment to HKFRS 16, Covid-19-Related Rent Concessions

HKFRS 16 was amended to provide a practical expedient to lessees in accounting for rent concessions arising as a result of the Covid-19 pandemic, by including an additional practical expedient in HKFRS 16 that permits entities to elect not to account for rent concessions as modifications. The practical expedient applies only to rent concessions occurring as a direct consequence of Covid-19 pandemic and only if all of the following criteria are satisfied:

- (a) the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
- (b) the reduction in lease payments affects only payments originally due on or before 30 September 2021; and
- (c) there is no substantive change to other terms and conditions of the lease.

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

#### 香港財務報告準則第16號修訂本，與Covid-19相關的租金優惠

修訂香港財務報告準則第16號以為承租人提供實際權宜辦法，用於計算因Covid-19疫情而產生的租金優惠，方法為於香港財務報告準則第16號中加入額外的實際權宜辦法，允許實體選擇不將租金優惠作為修訂入賬。實際權宜辦法僅適用於Covid-19疫情直接導致的租金優惠且須滿足下列所有條件：

- (a) 租賃付款之變動使租賃代價有所修訂，而經修訂之代價與緊接變動前之租賃代價大致相同，或少於緊接變動前之租賃代價；
- (b) 租賃付款之減幅僅影響原到期日為二零二一年九月三十日或之前之付款；及
- (c) 租賃之其他條款及條件並無實質變動。



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the nine months ended 30 September 2021 截至二零二一年九月三十日止九個月

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

(Continued)

#### Amendment to HKFRS 16, Covid-19-Related Rent Concessions (Continued)

Rent concessions that satisfy these criteria may be accounted for in accordance with this practical expedient, which means the lessee does not need to assess whether the rent concession meets the definition of lease modification. Lessees shall apply other requirements of HKFRS 16 in accounting for the rent concession. Accounting for rent concessions as lease modifications would have resulted in the Group remeasuring the lease liability to reflect the revised consideration using a revised discount rate, with the effect of the change in the lease liability recorded against the right-of-use asset. By applying the practical expedient, the Group is not required to determine a revised discount rate and the effect of the change in the lease liability is reflected in profit or loss in the period in which the event or condition that triggers the rent concession occurs.

The Group has elected to utilise the practical expedient for all rent concessions that meet the criteria. There is no impact on the condensed consolidated financial statement as no rent concessions has arisen during the current financial period.

### 4. USE OF JUDGEMENTS AND ESTIMATES

In preparing this condensed consolidated financial statements, the significant judgements made by the management in applying the Group’s accounting policies and the key sources of estimation uncertainty were the same as those that applied to 2020 annual financial statements.

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

#### 香港財務報告準則第16號修訂本，與Covid-19相關的租金優惠(續)

符合此等條件之租金優惠可根據此實際權宜辦法入賬，即承租人無需評估租金優惠是否符合租賃修訂之定義。承租人應用香港財務報告準則第16號之其他規定將租金優惠入賬。將租金優惠作為租賃修訂進行會計處理，將導致本集團使用經修訂折現率對租賃負債重新計量，以反映經修訂代價，並將租賃負債之變動影響入賬為使用權資產。透過應用實際權宜辦法，本集團毋需釐定經修訂折現率，而租賃負債變動之影響於發生觸發租金優惠之事件或條件之期間反映於損益中。

本集團已選擇就所有符合條件的租金優惠應用實際權宜辦法。由於本財務期間並無租金優惠，因此對簡明綜合財務報表並無影響。

### 4. 採用判斷及估計

於編製本簡明綜合財務報表過程中，管理層於應用本集團會計政策時作出的重大判斷及估計不確定因素的主要來源與二零二零年年度財務報表所應用者相同。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the nine months ended 30 September 2021 截至二零二一年九月三十日止九個月

### 5. REVENUE AND OTHER INCOME, GAINS AND LOSSES

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

### 5. 收益及其他收入、收益及虧損

本集團主要活動所得收益及其他收入、收益及虧損的分析如下：

		Three months ended		Nine months ended	
		30 September		30 September	
		截至九月三十日止三個月		截至九月三十日止九個月	
		2021	2020	2021	2020
		二零二一年	二零二零年	二零二一年	二零二零年
		RMB	RMB	RMB	RMB
		人民幣元	人民幣元	人民幣元	人民幣元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
<b>Revenue</b>	<b>收益</b>				
Finance lease income	融資租賃收入	1,815,434	5,312,955	6,680,576	23,334,113
Income from sale-leaseback transactions	售後租回交易收入	5,190,743	7,295,180	18,746,098	24,639,110
Factoring income	保理收入	554,975	4,938,923	4,474,657	17,789,876
Advisory service fee income	諮詢服務費收入	29,009	2,117,710	352,812	5,651,449
Sales of goods	銷售商品	-	-	4,925,977	17,499,085
		<b>7,590,161</b>	<b>19,664,768</b>	<b>35,180,120</b>	<b>88,913,633</b>
<b>Other income, gains and losses</b>	<b>其他收入、收益及虧損</b>				
Bank interest income	銀行利息收入	344,886	179,889	1,226,282	955,222
Government grant (note b)	政府補助(附註b)	-	-	-	436,004
Value added tax ("VAT") refund (note c)	增值稅(「增值稅」)退稅 (附註c)	1,805,772	-	5,467,352	-
Gain/(loss) on disposal of plant and equipment	出售廠房及設備的 收益/(虧損)	802	(50)	(471)	(40,756)
Recharge of insurance premium (note a)	保險費補還(附註a)	-	125,578	6,792	287,022
Maintenance service income	保養服務收入	691,038	587,264	2,120,283	1,452,830
Imputed interest income on trade receivables	貿易應收賬款的推算 利息收入	131,154	347,032	586,484	837,784
Penalty charged to customers	收取客戶罰款	268,524	349,472	827,524	1,061,828
Change in fair value of derivative financial liabilities	衍生金融負債的公平值變動	-	(5,099)	-	(1,592,617)
Gain on modification of leases	修改租賃的收益	-	107,712	17,553	53,586
Write off of other payables	撇銷其他應付款項	4,180	-	1,956,278	-
Others	其他	29,064	32,614	138,565	533,395
		<b>3,275,420</b>	<b>1,724,412</b>	<b>12,346,642</b>	<b>3,984,298</b>

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the nine months ended 30 September 2021 截至二零二一年九月三十日止九個月

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

Notes:

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

### 5. 收益及其他收入、收益及虧損(續)

附註：

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

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the nine months ended 30 September 2021 截至二零二一年九月三十日止九個月

### 6. PROFIT BEFORE INCOME TAX

### 6. 除所得稅前溢利

	Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
	2021 二零二一年 RMB 人民幣元 (Unaudited) (未經審核)	2020 二零二零年 RMB 人民幣元 (Unaudited) (未經審核)	2021 二零二一年 RMB 人民幣元 (Unaudited) (未經審核)	2020 二零二零年 RMB 人民幣元 (Unaudited) (未經審核)
<b>Profit before income tax is arrived at after charging:</b>	<b>除所得稅前溢利乃經扣除以下各項後達致：</b>			
Costs of borrowings included in direct costs:	直接成本所合借款成本：			
- Interest expenses on interest-bearing bank and other borrowings**	330,986	3,772,838	3,441,002	14,491,684
- Bank charges and other expenses	(186,944)	3,547,287	2,310,417	11,575,226
- Interest expenses on lease liabilities	501,520	180,456	1,070,625	889,810
- Interest charge on amount due to an intermediate holding company**	16,410	29,592	59,960	67,666
Cost of inventories sold	-	-	-	1,958,982
Depreciation of plant and equipment*	-	-	4,925,977	16,005,434
Depreciation of right-of-use assets	17,320	189,784	112,234	596,579
Bad debts written off	240,975	381,176	760,074	1,006,209
Impairment loss on accounts receivable, net	-	1,073,610	-	1,073,610
Expense relating to short-term leases	2,125,663	2,435,863	3,837,479	6,315,945
Gain on modification of leases	28,123	105,403	234,650	366,156
(Gain)/loss on disposal of plant and equipment	-	(107,712)	(17,553)	(53,856)
Exchange losses/(gains)	(802)	50	471	40,756
Staff costs (including directors' emoluments) comprise:	344	(79,238)	3,485	(82,330)
- Salaries, allowances and benefits in kind	3,463,747	3,748,684	9,408,559	17,732,080
- Discretionary bonuses	2,953,773	3,049,418	7,840,683	11,786,848
- Contributions to defined contribution retirement plan	-	80,309	27,000	1,900,199
- Termination benefit	268,119	342,288	1,046,754	1,227,058
	241,855	276,669	494,122	2,817,975

\* Depreciation charges are recognised in the condensed consolidated statement of comprehensive income as administrative expenses for the three months and nine months ended 30 September 2021 and 2020, respectively.

\*\* These items represent the finance costs of the Group.

\* 折舊開支分別於截至二零二一年及二零二零年九月三十日止三個月及九個月的簡明綜合全面收益表中確認為行政開支。

\*\* 該等項目為本集團的融資成本。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the nine months ended 30 September 2021 截至二零二一年九月三十日止九個月

### 7. INCOME TAX EXPENSE

### 7. 所得稅開支

		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		2021 二零二一年	2020 二零二零年	2021 二零二一年	2020 二零二零年
		RMB 人民幣元	RMB 人民幣元	RMB 人民幣元	RMB 人民幣元
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
<b>Income tax</b>	所得稅				
- Current period	- 本期間	<b>1,476,504</b>	1,821,063	<b>5,719,876</b>	7,560,236
<b>Deferred tax</b>	遞延稅項				
- Credited for the period	- 期內抵免	<b>(521,306)</b>	(653,885)	<b>(949,264)</b>	(1,882,068)
Income tax expense	所得稅開支	<b>955,198</b>	1,167,178	<b>4,770,612</b>	5,678,168

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

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

本公司及其附屬公司於中國成立，須繳納中國企業所得稅。

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

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the nine months ended 30 September 2021 截至二零二一年九月三十日止九個月

### 8. EARNINGS PER SHARE

The basic earnings per share for the period are calculated based on the following data:

### 8. 每股盈利

期內每股基本盈利乃根據下列數據計算：

		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		2021 二零二一年 RMB 人民幣元 (Unaudited) (未經審核)	2020 二零二零年 RMB 人民幣元 (Unaudited) (未經審核)	2021 二零二一年 RMB 人民幣元 (Unaudited) (未經審核)	2020 二零二零年 RMB 人民幣元 (Unaudited) (未經審核)
Profit attributable to equity owners of the Company	本公司權益擁有人 應佔溢利	1,898,041	2,560,730	13,322,704	15,502,935

  

		Numbers of shares 股份數目			
		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		2021 二零二一年 (Unaudited) (未經審核)	2020 二零二零年 (Unaudited) (未經審核)	2021 二零二一年 (Unaudited) (未經審核)	2020 二零二零年 (Unaudited) (未經審核)
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share	就計算每股基本盈利的 普通股加權平均數目	359,340,000	359,340,000	359,340,000	359,340,000

There were no potential dilutive ordinary shares outstanding during the nine months ended 30 September 2021 and 2020, respectively, and hence the diluted earnings per share are the same as the basic earnings per share.

截至二零二一年及二零二零年九月三十日止九個月，概無發行在外的潛在攤薄普通股，因此，每股攤薄盈利與每股基本盈利相同。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the nine months ended 30 September 2021 截至二零二一年九月三十日止九個月

### 9. DIVIDENDS

During the Reporting Period, a final dividend of RMB0.003 per share in respect of the year ended 31 December 2020 (nine months ended 30 September 2020: a final dividend of RMB0.05 per share in respect of the year ended 31 December 2019) was approved at the annual general meeting held on 12 May 2021, where a total amount of RMB1,078,020 (nine months ended 30 September 2020: RMB17,967,000) was declared and paid to the shareholders of the Company.

The Directors do not recommend the payment of a dividend in respect of the Reporting Period (nine months ended 30 September 2020: nil).

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

For the nine months ended 30 September 2021

### 9. 股息

於報告期內，截至二零二零年十二月三十一日止年度的末期股息每股人民幣0.003元(截至二零二零年九月三十日止九個月：截至二零一九年十二月三十一日止年度的末期股息每股人民幣0.05元)已於二零二一年五月十二日舉行的股東週年大會上獲批准，共計人民幣1,078,020元(截至二零二零年九月三十日止九個月：人民幣17,967,000元)已向本公司股東宣派及派付。

董事不建議就報告期派付股息(截至二零二零年九月三十日止九個月：無)。

### 10. 簡明綜合權益變動表

截至二零二一年九月三十日止九個月

		Equity attributable to owners of the Company 本公司擁有人應佔權益					
		Share capital	Merger reserve	Capital reserve	Statutory reserve	Retained profits	Total equity
		股本	合併儲備	資本儲備	法定儲備	保留溢利	權益總額
		RMB	RMB	RMB	RMB	RMB	RMB
		人民幣元	人民幣元	人民幣元	人民幣元	人民幣元	人民幣元
<b>At 1 January 2020 (audited)</b>	於二零二零年一月一日(經審核)	359,340,000	1,582,035	31,096,839	12,946,999	69,026,741	473,992,614
Profit and total comprehensive income for the period	期內溢利及全面收入總額	-	-	-	-	15,502,935	15,502,935
2019 final dividend paid	已付二零一九年末期股息	-	-	-	-	(17,967,000)	(17,967,000)
<b>At 30 September 2020 (unaudited)</b>	於二零二零年九月三十日(未經審核)	359,340,000	1,582,035	31,096,839	12,946,999	66,562,676	471,528,549
<b>At 1 January 2021 (audited)</b>	於二零二一年一月一日(經審核)	359,340,000	1,582,035	31,096,839	13,338,878	53,906,817	459,264,569
Profit and total comprehensive income for the period	期內溢利及全面收入總額	-	-	-	-	13,322,704	13,322,704
2020 final dividend paid	已付二零二零年末期股息	-	-	-	-	(1,078,020)	(1,078,020)
<b>At 30 September 2021 (unaudited)</b>	於二零二一年九月三十日(未經審核)	359,340,000	1,582,035	31,096,839	13,338,878	66,151,501	471,509,253

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

\* 本報告所計算的全部比例均以調高至最接近百萬的數目計算。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### BUSINESS REVIEW

The Group continues to engage in the provision of finance leasing, commercial factoring, advisory services and customer referral services and the supply of medical equipment in the PRC.

In 2021, harsh market environment and policies have brought more uncertain factors to the development of the Group. After careful consideration, during the Reporting Period, the Group continued to reduce costs internally to improve personnel efficiency, emphasise the evaluation of profitability indicators, slow down the expansion of finance leasing and commercial factoring business, reduce exposure to high-risk businesses, and react to market changes with an efficient and streamlined strategy. Focusing on assets security management, the Group will strengthen assets management, classify assets for projects in progress, and implement personnel tracking management, so as to ensure that every customer is under real-time monitoring to improve the security of the Group's assets. At the same time, the Group has also strengthened the risk monitoring of key customers and strengthened measures for assets preservation. In the future, the Group will seek in-depth cooperation with high-quality customers while ensuring assets security. On the premise of maximising shareholders' interests, the Group will leverage its industry advantages to carry out investment and mergers and acquisitions in due course on the basis of the Group's main business, and seek diversified business development.

### 業務回顧

本集團繼續於中國從事提供融資租賃、商業保理、諮詢服務及客戶轉介服務及供應醫療設備等業務。

2021年，受市場嚴酷環境及政策影響，為本集團的發展增加了更多不確定性因素。經謹慎考慮，於報告期內，本集團繼續在內部降低成本提高人員效率，強調盈利指標的考核，放緩融資租賃及商業保理業務的擴展，減少高風險業務的承攬，以高效精簡的戰略應對市場變化。本集團將重點聚焦在資產安全管理，加強資產管理，對於執行中項目進行資產分類，並且落實人員跟蹤管理，確保每一個客戶處於即時監控中，以提升集團的資產安全性。同時，本集團也加強對重點客戶的風險監控，加強資產保全的措施。未來，本集團將在確保資產安全的同時尋求與高品質客戶的深入合作，以最大化股東利益為前提，在集團主業基礎上發揮行業優勢適時開展投資與併購業務，尋求多元化業務發展。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### FINANCIAL REVIEW

#### Overall performance

During the Reporting Period, the Group experienced a decrease in its revenue and recorded a revenue of approximately RMB35.18 million, representing a decrease of approximately 60.43% from approximately RMB88.91 million for the same period of last year. The decrease in revenue was mainly due to the decrease in revenue from finance leasing and factoring business as the Group adjusted the strategy to shift its focus from aggressive business expansion to prudent risk management. During the Reporting Period, the Group recorded a profit of approximately RMB13.32 million, representing a decrease of approximately 14.06% from approximately RMB15.50 million for the same period of last year. The decrease was attributable to the decrease in revenue.

#### Direct costs

The Group's main cost items were interest expenses on bank borrowings. During the Reporting Period, the Group's direct costs amounted to approximately RMB8.37 million, representing a decrease of approximately 72.56% from approximately RMB30.50 million for the same period of last year, which was mainly due to the decrease in bank borrowings.

#### Other income and gains and losses

During the Reporting Period, the Group's other income, gains and losses amounted to a gain of approximately RMB12.35 million, representing an increase of approximately 210.30% from approximately RMB3.98 million for the same period of last year. The increase during the Reporting Period was primarily due to the increase in VAT refund, the absence of the fair value loss regarding the change in fair value of derivatives and the write-off of other payables.

### 財務回顧

#### 整體表現

於報告期內，本集團收益減少，錄得收益約為人民幣35.18百萬元，較上年同期約為人民幣88.91百萬元降低約60.43%。收益減少主要由於本集團調整戰略，將重點由積極擴張業務轉移至審慎管理風險，導致融資租賃及保理業務所得收入減少。於報告期內，本集團錄得利潤約人民幣13.32百萬元，較上年同期約人民幣15.50百萬元減少約14.06%。該減少乃由於收益減少所致。

#### 直接成本

本集團主要成本賬項為銀行借款利息開支。於報告期內，本集團直接成本約為人民幣8.37百萬元，較上年同期約為人民幣30.50百萬元減少約72.56%，主要由於銀行借款減少所致。

#### 其他收入及收益及虧損

於報告期內，本集團其他收入、收益及虧損約為收益人民幣12.35百萬元，較上年同期約人民幣3.98百萬元增加約210.30%。於報告期內的增長乃主要由於增值稅退稅增加、並無有關衍生工具公平值變動的公平值虧損及撇銷其他應付款項所致。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### Operating expenses

During the Reporting Period, the Group's operating expenses amounted to approximately RMB5.05 million, representing a decrease of approximately 50.64% from approximately RMB10.23 million for the same period of last year, which was mainly due to the decrease in sales personnel.

#### Administrative expenses

During the Reporting Period, the Group's administrative expenses amounted to approximately RMB12.18 million, representing a decrease of approximately 50.63% from approximately RMB24.67 million for the same period of last year. The decrease was mainly due to the decrease in salaries and benefits as a result of the decrease in administrative staff.

#### Provision for impairment loss

During the Reporting Period, the Group's provision for impairment loss on accounts receivable was approximately RMB3.84 million, representing a decrease of approximately 39.24% from approximately RMB6.32 million for the same period of last year, which was mainly due to the decrease in recoverable amounts of certain finance leasing projects.

#### Income tax expense

During the Reporting Period, the Group's income tax expense was approximately RMB4.77 million, representing a decrease of approximately 16.02% from approximately RMB5.68 million for the same period of last year. The decrease was mainly due to the decrease in profit before income tax.

#### 經營開支

於報告期內，本集團經營開支約為人民幣5.05百萬元，較上年同期約為人民幣10.23百萬元減少約50.64%，主要由於銷售人員減少所致。

#### 行政開支

於報告期內，本集團行政開支約為人民幣12.18百萬元，較上年同期約為人民幣24.67百萬元減少約50.63%。減少主要由於行政員工減少導致薪金福利減少。

#### 減值虧損撥備

於報告期內，本集團應收賬款減值虧損撥備約為人民幣3.84百萬元，較上年同期約為人民幣6.32百萬元減少約39.24%，主要由於若干融資租賃項目可收回金額減少所致。

#### 所得稅開支

於報告期內，本集團所得稅開支約為人民幣4.77百萬元，較上年同期約為人民幣5.68百萬元下降約16.02%。減少主要由於除所得稅前溢利減少所致。

# CORPORATE GOVERNANCE AND OTHER INFORMATION

## 企業管治及其他資料

### CORPORATE GOVERNANCE

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

The audit committee of the Company (the “**Audit Committee**”) consists of three independent non-executive Directors, namely Mr. Fung Che Wai Anthony (the chairman of the Audit Committee), Mr. Hon Leung and Mr. Liu Shengwen. The Audit Committee, together with the management of the Company, has reviewed the accounting principles and policies adopted by the Group and the unaudited condensed consolidated quarterly financial statements of the Group for the Reporting Period, together with the quarterly report of the Company for the nine months ended 30 September 2021.

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

### 企業管治

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

本公司審核委員會(「**審核委員會**」)由三名獨立非執行董事組成，即馮志偉先生(審核委員會主席)、韓亮先生及劉升文先生。審核委員會連同本公司管理層已審閱本集團所採納的會計原則及政策，以及報告期內本集團未經審核簡明綜合季度財務報表，連同本公司於截至二零二一年九月三十日止九個月之季度報告。

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

# CORPORATE GOVERNANCE AND OTHER INFORMATION

## 企業管治及其他資料

### DISCLOSURE OF INTEREST

As at 30 September 2021, to the best knowledge of the Directors, the following persons or corporations (other than the Directors, Supervisors or chief executive of the Company) had or were deemed to have interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the Securities and Futures Ordinance (“SFO”):

### 權益披露

於二零二一年九月三十日，據董事所深知，以下人士或法團（董事、監事或本公司最高行政人員除外）於本公司股份及相關股份中擁有或被視為擁有記錄於本公司根據證券及期貨條例（「證券及期貨條例」）第336條須予以存置的登記冊內之權益或淡倉：

Name of Shareholder 股東名稱／姓名	Class of shares 股份類別	Nature of interest 權益性質	Number of shares held in the relevant class of shares of the Company <sup>(1)</sup> 於本公司相關類別股份持有的股份數目 <sup>(1)</sup>	Percentage (approximate) 百分比 (概約)	Number of shares held in the total share capital of the Company <sup>(1)</sup> 於本公司股本總額持有的股份數目 <sup>(1)</sup>	Percentage (approximate) 百分比 (概約)
Beijing Municipality Dayuan Tiandi Property Development Co., Ltd. (“Dayuan Tiandi”) <sup>(2)</sup> 北京市大苑天地房地產開發有限公司(「大苑天地」) <sup>(2)</sup>	Domestic shares 內資股	Beneficial owner 實益擁有人	80,000,000 (L)	66.67%	80,000,000 (L)	22.26%
Mr. Zhao Dehua (“Mr. Zhao”) <sup>(2)</sup> 趙得驊先生(「趙先生」) <sup>(2)</sup>	Domestic shares 內資股	Interest of a controlled corporation 受控法團的權益	80,000,000 (L)	66.67%	80,000,000 (L)	22.26%
Mr. Gong Liang (“Mr. Gong”) <sup>(2)</sup> 貢亮先生(「貢先生」) <sup>(2)</sup>	Domestic shares 內資股	Interest of a controlled corporation 受控法團的權益	80,000,000 (L)	66.67%	80,000,000 (L)	22.26%
Shenzhen Zhonglian Financial Holding Investment Development Co., Ltd. (“Shenzhen Zhonglian”) <sup>(3)(4)</sup> 深圳眾聯金控投資發展有限公司 (「深圳眾聯」) <sup>(3)(4)</sup>	Unlisted foreign shares 非上市外資股	Beneficial owner 實益擁有人	70,445,200 (L)	47.12%	70,445,200 (L)	19.60%
	Domestic shares 內資股	Beneficial owner 實益擁有人	5,000,000 (L)	4.17%	5,000,000 (L)	1.39%

## CORPORATE GOVERNANCE AND OTHER INFORMATION

### 企業管治及其他資料

Name of Shareholder 股東名稱／姓名	Class of shares 股份類別	Nature of interest 權益性質	Number of shares held in the relevant class of shares of the Company <sup>(1)</sup> 於本公司相關類別股份持有的股份數目 <sup>(1)</sup>	Percentage (approximate) 百分比 (概約)	Number of shares held in the total share capital of the Company <sup>(1)</sup> 於本公司股本總額持有的股份數目 <sup>(1)</sup>	Percentage (approximate) 百分比 (概約)
Mr. Zheng Bin <sup>(3)(4)</sup> 鄭斌先生 <sup>(3)(4)</sup>	Unlisted foreign shares 非上市外資股	Interest of a controlled corporation 受控法團的權益	70,445,200 (L)	47.12%	70,445,200 (L)	19.60%
	Domestic shares 內資股	Interest of a controlled corporation 受控法團的權益	5,000,000 (L)	4.17%	5,000,000 (L)	1.39%
Beijing Youke Yu Technology Development Co., Ltd. ["Youke Yu"] <sup>(5)</sup> 北京優科玉科技發展有限公司 (「優科玉」) <sup>(5)</sup>	Unlisted foreign shares 非上市外資股	Beneficial owner 實益擁有人	46,714,200 (L)	31.25%	46,714,200 (L)	13.00%
Beijing Xinmao Licheng Trading Co., Ltd. ["Xinmao Licheng"] <sup>(5)</sup> 北京鑫茂立成商貿有限公司 (「鑫茂立成」) <sup>(5)</sup>	Unlisted foreign shares 非上市外資股	Interest of a controlled corporation 受控法團的權益	46,714,200 (L)	31.25%	46,714,200 (L)	13.00%
Mr. Guo Lidong ["Mr. Guo"] <sup>(5)</sup> 郭立冬先生(「郭先生」) <sup>(5)</sup>	Unlisted foreign shares 非上市外資股	Interest of a controlled corporation 受控法團的權益	46,714,200 (L)	31.25%	46,714,200 (L)	13.00%
Mr. Yan Wenge ["Mr. Yan"] <sup>(5)</sup> 晏文革先生(「晏先生」) <sup>(5)</sup>	Unlisted foreign shares 非上市外資股	Interest of a controlled corporation 受控法團的權益	46,714,200 (L)	31.25%	46,714,200 (L)	13.00%

## CORPORATE GOVERNANCE AND OTHER INFORMATION

### 企業管治及其他資料

Name of Shareholder 股東名稱／姓名	Class of shares 股份類別	Nature of interest 權益性質	Number of shares held in the relevant class of shares of the Company <sup>(1)</sup> 於本公司相關類別股份持有的股份數目 <sup>(1)</sup>	Percentage (approximate) 百分比 (概約)	Number of shares held in the total share capital of the Company <sup>(1)</sup> 於本公司股本總額持有的股份數目 <sup>(1)</sup>	Percentage (approximate) 百分比 (概約)
Beijing Hengsheng Rongcheng Trading Co., Ltd. <sup>(6)</sup> 北京恆盛融誠商貿有限公司 <sup>(6)</sup>	Unlisted foreign shares 非上市外資股	Beneficial owner 實益擁有人	32,340,600 (L)	21.63%	32,340,600 (L)	9.00%
Ms. Wu Yue <sup>(6)</sup> 武悅女士 <sup>(6)</sup>	Unlisted foreign shares 非上市外資股	Interest of a controlled corporation 受控法團的權益	32,340,600 (L)	21.63%	32,340,600 (L)	9.00%
KKC Capital Limited	H shares H股	Investment manager 投資經理	9,408,000 (L)	10.47%	9,408,000 (L)	2.62%
KKC Capital SPC – KKC Capital High Growth Fund Segregated Portfolio	H shares H股	Beneficial owner 實益擁有人	9,408,000 (L)	10.47%	9,408,000 (L)	2.62%
A Plus Capital Management Limited	H shares H股	Investment manager 投資經理	9,318,000 (L)	10.37%	9,318,000 (L)	2.59%
Tiger Capital Fund SPC – Tiger Global SP	H shares H股	Beneficial owner 實益擁有人	9,318,000 (L)	10.37%	9,318,000 (L)	2.59%

## CORPORATE GOVERNANCE AND OTHER INFORMATION

### 企業管治及其他資料

#### Notes:

- (1) The letter "L" denotes the person's long position in the shares. As at 30 September 2021, the Company issued a total of 359,340,000 shares, including 120,000,000 domestic shares, 89,840,000 H shares and 149,500,000 unlisted foreign shares.
- (2) Dayuan Tiandi is owned as to 55% by Mr. Zhao and 45% by Mr. Gong. By virtue of the SFO, Mr. Zhao and Mr. Gong are deemed to be interested in the shares held by Dayuan Tiandi.
- (3) On 16 June 2021, Hong Kong Shanshan Resources Company Limited ("**Shanshan HK**") entered into a sale and purchase agreement with Shenzhen Zhonglian, pursuant to which Shanshan HK agreed to sell and Shenzhen Zhonglian agreed to purchase a total of 70,445,200 unlisted foreign shares of the Company (the "**Disposal**"). Completion of the Disposal took place on 22 July 2021.
- (4) Shenzhen Zhonglian is owned as to 90% by Mr. Zheng Bin. By virtue of the SFO, Mr. Zheng Bin is deemed to be interested in the shares held by Shenzhen Zhonglian.
- (5) Youke Yu is owned as to 20% by Mr. Guo and 80% by Xinmao Licheng. Xinmao Licheng is in turn owned as to 50% by Mr. Guo and 50% by Mr. Yan. By virtue of the SFO, Xinmao Licheng, Mr. Guo and Mr. Yan are deemed to be interested in the shares held by Youke Yu.
- (6) Beijing Hengsheng Rongcheng Trading Co., Ltd. is wholly owned by Ms. Wu Yue. By virtue of the SFO, Ms. Wu Yue is deemed to be interested in the shares held by Beijing Hengsheng Rongcheng Trading Co., Ltd.

\* If there is any inconsistency between the Chinese names of the entities, companies or legal entities incorporated in the PRC and their English translations, the Chinese names shall prevail. The English translations of the Chinese names of such entities, companies or legal entities are provided for illustration purposes only.

#### 附註：

- (1) 字母「L」指該人士於股份的好倉。於二零二一年九月三十日，本公司總共發行了359,340,000股股份，包括120,000,000股內資股、89,840,000股H股及149,500,000股非上市外資股。
- (2) 大苑天地由趙先生及貢先生分別擁有55%及45%。根據證券及期貨條例，趙先生與貢先生被視為於大苑天地持有的股份中擁有權益。
- (3) 於二零二一年六月十六日，香港杉杉資源有限公司(「杉杉香港」)與深圳眾聯簽訂買賣協議，據此，杉杉香港同意出售及深圳眾聯同意購買本公司合共70,445,200非上市外資股(「**出售事項**」)。出售事項於二零二一年七月二十二日完成。
- (4) 深圳眾聯由鄭斌先生擁有90%。根據證券及期貨條例，鄭斌先生被視為於深圳眾聯持有的股份中擁有權益。
- (5) 優科玉由郭先生與鑫茂立成分別擁有20%及80%，而鑫茂立成由郭先生與晏先生分別擁有50%及50%。根據證券及期貨條例，鑫茂立成、郭先生與晏先生被視為於優科玉持有的股份中擁有權益。
- (6) 北京恆盛融誠商貿有限公司由武悅女士全資擁有。根據證券及期貨條例，武悅女士被視為於北京恆盛融誠商貿有限公司持有的股份中擁有權益。

## CORPORATE GOVERNANCE AND OTHER INFORMATION

### 企業管治及其他資料

Save as disclosed above, as at 30 September 2021, the Directors were not aware of any other person or corporation which had any interest or short position in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO.

As at 30 September 2021, none of the Directors, Supervisors and chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuers as referred to in Rule 5.46 of the GEM Listing Rules (which shall be deemed to apply to the Supervisors to the same extent as it applies to the Directors).

#### DIVIDEND

The Board did not recommend any dividend for the Reporting Period (nine months ended 30 September 2020: nil).

#### COMPETING INTERESTS

The Directors have confirmed that, as at 30 September 2021, none of the Directors, controlling Shareholders and their respective close associates (as defined in the GEM Listing Rules) had any interests in any business (other than that of the Group) which competes or may compete with the business of the Group or any other conflicts of interest which such person has or may have with the Group which must be disclosed in this report.

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

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

除上文披露者外，於二零二一年九月三十日，董事並不知悉任何其他人士或法團於本公司股份或相關股份中擁有任何記錄於本公司根據證券及期貨條例第336條須予存置之登記冊的權益或淡倉。

於二零二一年九月三十日，概無董事、監事及本公司最高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)的股份、相關股份或債權證中，擁有任何記錄於本公司根據證券及期貨條例第352條須存置之登記冊，或根據GEM上市規則第5.46條所述上市發行人董事進行買賣的規定準則(此等內容凡適用於董事者，應視為同等適用於監事)須另行知會本公司及聯交所的權益或淡倉。

#### 股息

董事會不建議派付報告期內之任何股息(截至二零二零年九月三十日止九個月：無)。

#### 競爭權益

董事確認，於二零二一年九月三十日，概無董事、控股股東及彼等各自的緊密聯繫人(定義見GEM上市規則)於與本集團業務構成或可能構成競爭的任何業務(本集團業務除外)中擁有任何權益，該等人士與本集團亦無存在或可能存在任何其他必須於本報告披露的利益衝突。

#### 購買、出售或贖回本公司上市證券

於報告期內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。



## CORPORATE GOVERNANCE AND OTHER INFORMATION

### 企業管治及其他資料

#### CHANGES IN DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

During the Reporting Period, the Company has the following changes:

At the annual general meeting (the “**Annual General Meeting**”) of the Company held on 12 May 2021, Mr. Li Peng and Mr. Weng Jianxing were re-elected as executive Directors of the third session of the Board of the Company, and Ms. Gong Xiaoting was newly elected as an executive Director of the third session of the Board of the Company. Mr. Zhuang Wei was re-elected as a non-executive Director of the third session of the Board of the Company, and Ms. Liu Jing and Mr. Peng Qilei were elected as non-executive Directors of the third session of the Board. Mr. Fung Che Wai Anthony, Mr. Hon Leung and Mr. Liu Shengwen were re-elected as independent non-executive Directors of the third session of the Board. Ms. Wang Ying, Mr. Qian Cheng and Mr. Sun Luran retired as Directors after the conclusion of the Annual General Meeting.

At the Annual General Meeting, Mr. Zhu Xiaodong was re-elected and Mr. Sun Luran was newly elected as Supervisors of the third session of the Supervisory Committee of the Company. Mr. Liu Bing was re-elected as an employee representative Supervisor of the third session of the Supervisory Committee at the employee representatives’ meeting. Mr. Tian Xiuju retired as the Supervisor after the conclusion of the Annual General Meeting.

Ms. Wang Ying has resigned from the head of finance department, the secretary of the Board and the joint company secretary of the Company with effect from 12 May 2021. Ms. Gong Xiaoting and Ms. Xie Ying (“**Ms. Xie**”) have been appointed as the chief financial officer of the Group and the secretary of the Board respectively with effect from 12 May 2021. Ms. Xie has also been the joint company secretary of the Company with effect from 18 June 2021.

At the extraordinary general meeting of the Company held on 8 October 2021, Ms. Tong Fangyan was appointed as a non-executive Director of the third session of the Board of the Company. Mr. Zhuang Wei ceased to serve as a non-executive Director and the chairman of the Board on 8 October 2021. Mr. Li Peng acted as the chairman of the Board with effect from 8 October 2021.

#### 董事、監事及高級管理層變動情況

報告期內，本公司有以下變動：

於二零二一年五月十二日舉行的本公司股東週年大會(「**股東週年大會**」)上，李鵬先生及翁建興先生獲重選為本公司第三屆董事會之執行董事，貢曉婷女士新獲選為本公司第三屆董事會之執行董事。莊巍先生獲重選為本公司第三屆董事會之非執行董事，劉敬女士及彭期磊先生獲選為第三屆董事會之非執行董事。馮志偉先生、韓亮先生及劉升文先生獲重選為第三屆董事會之獨立非執行董事。王瑩女士、錢程先生及孫路然先生於股東週年大會結束後退任為董事。

於股東週年大會上，朱曉東先生獲重選及孫路然先生新獲選為本公司第三屆監事會之監事。劉兵先生已於職工代表大會上獲重選為本公司第三屆監事會的職工代表監事。田秀舉先生於股東週年大會結束後退任為監事。

王瑩女士於二零二一年五月十二日辭任本公司財務部主任、董事會秘書及聯席公司秘書職務。貢曉婷女士及謝瑛女士(「**謝女士**」)自二零二一年五月十二日起分別出任為本集團首席財務官及董事會秘書。謝女士自二零二一年六月十八日起亦出任為本公司之聯席公司秘書。

於二零二一年十月八日舉行的本公司股東特別大會上，仝芳妍女士獲委任為本公司第三屆董事會之非執行董事。莊巍先生於二零二一年十月八日不再擔任非執行董事兼董事會主席。李鵬先生自二零二一年十月八日起出任為董事會主席。

## CORPORATE GOVERNANCE AND OTHER INFORMATION

### 企業管治及其他資料

#### CHANGES IN PERSONAL PARTICULARS OF THE DIRECTORS

As at the date of this report, details of changes in personal particulars of the Directors, Supervisors or chief executive of the Company which were disclosed pursuant to Rule 17.50A(1) of the GEM Listing Rules are set out below:

Name of Director: Mr. Fung Che Wai Anthony (馮志偉)

Details of Changes: Mr. Fung resigned as an independent non-executive director of S&P INTERNATIONAL HOLDING LIMITED (椰豐集團有限公司) (a company the shares of which are listed on the Stock Exchange, stock code: 1695) in October 2021.

Save as disclosed above, as at the date of this report, there were no other changes in the particulars of the Directors, Supervisors or chief executive of the Company which were required to be disclosed pursuant to paragraphs (a) to (e) and (g) of Rule 17.50(2) of the GEM Listing Rules.

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

Hong Kong, 4 November 2021

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

#### *Executive Directors:*

Mr. Li Peng (李鵬) (*Chairman*)  
Mr. Weng Jianxing (翁建興)  
Ms. Gong Xiaoting (貢曉婷)

#### *Non-executive Directors:*

Mr. Peng Qilei (彭期磊)  
Ms. Liu Jing (劉敬)  
Ms. Tong Fangyan (仝芳妍)

#### *Independent non-executive Directors:*

Mr. Fung Che Wai Anthony (馮志偉)  
Mr. Hon Leung (韓亮)  
Mr. Liu Shengwen (劉升文)

#### 董事個人資料變動

於本報告日期，根據GEM上市規則第17.50A(1)條須予披露之董事、監事或本公司最高行政人員個人資料變動詳情載列如下：

董事姓名：馮志偉先生

變動詳情：馮先生已於二零二一年十月辭任椰豐集團有限公司(其股份於聯交所上市之公司，股份代號：1695)之獨立非執行董事。

除上文所披露者外，於本報告日期，概無根據GEM上市規則第17.50(2)條第(a)至(e)段及第(g)段須予披露之董事、監事或本公司最高行政人員資料之其他變動。

代表董事會  
**富銀融資租賃(深圳)股份有限公司**  
主席  
**李鵬先生**

香港，二零二一年十一月四日

於本報告日期，董事會的成員如下：

#### *執行董事：*

李鵬先生(主席)  
翁建興先生  
貢曉婷女士

#### *非執行董事：*

彭期磊先生  
劉敬女士  
仝芳妍女士

#### *獨立非執行董事：*

馮志偉先生  
韓亮先生  
劉升文先生

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

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