



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

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock code 股份代號 : 8223

第三季度報告
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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。

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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 2023
截至二零二三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 2023 (the “**Period**”), together with the comparative unaudited figures for the corresponding period in 2022 (the “**Prior Period**”), as follows:

董事會(「**董事會**」)謹此公佈本公司及其附屬公司(「**本集團**」)截至二零二三年九月三十日止九個月(「**本期間**」)及三個月之未經審核簡明綜合財務業績，連同二零二二年同期(「**先前期間**」)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	
			30.9.2023 二零二三年 九月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	30.9.2022 二零二二年 九月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	30.9.2023 二零二三年 九月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	30.9.2022 二零二二年 九月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)
Revenue	收益					
Finance leasing income	融資租賃收入		1,827	11,295	14,702	30,612
Interest income from loan receivables	應收貸款利息收入		1	4	7	525
Income from postpartum care services	月子服務收入		7,434	16,204	23,005	40,916
Income from trading of medical equipment and consumables	醫療器械及耗材貿易收入		56,394	65,711	203,565	163,627
Total revenue	總收益	3	65,656	93,214	241,279	235,680
Cost of sales	銷售成本		(37,891)	(60,264)	(155,320)	(141,138)
Bank interest income	銀行利息收入		7	26	36	83
Other gains and losses, net	其他收益及虧損淨額	4	663	743	886	3,713
Staff costs	員工成本	8	(10,974)	(10,533)	(31,686)	(31,172)
Impairment losses under expected credit loss (“ECL”) model, net of reversal	預期信用損失(「預期信用損失」)模式項下之減值虧損(扣除撥回)	5	(476)	(914)	(2,222)	(4,550)
Other operating expenses	其他經營開支		(10,571)	(17,510)	(31,582)	(41,895)
Finance costs	融資成本	6	(3,205)	(3,452)	(10,846)	(9,713)
Profit before income tax	除所得稅前溢利		3,209	1,310	10,545	11,008
Income tax expenses	所得稅開支	7	(10)	(230)	(1,582)	(1,993)
Profit and total comprehensive income for the period	期內溢利及全面收入總額	8	3,199	1,080	8,963	9,015
Profit and total comprehensive income for the period attributable to:	期內溢利及全面收入總額應佔：					
Owners of the Company	本公司擁有人		3,467	930	9,582	9,033
Non-controlling interests	非控股權益		(268)	150	(619)	(18)
			3,199	1,080	8,963	9,015
Earnings per share for profit attributable to owners of the Company during the period	本公司擁有人期內溢利應佔每股盈利					
– Basic and diluted (RMB cents)	– 基本及攤薄(人民幣分)	10	0.867	0.233	2.396	2.258

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the nine months ended 30 September 2023
截至二零二三年九月三十日止九個月

		Attributable to owners of the Company 本公司擁有人應佔					Total 總計	Non- controlling interests 非控股權益	RMB'000 人民幣千元	RMB'000 人民幣千元						
		Share capital 股本 RMB'000 人民幣千元	Share premium 股份溢價 RMB'000 人民幣千元	Capital and other reserves 資本及 其他儲備 RMB'000 人民幣千元	Statutory reserves 法定儲備 RMB'000 人民幣千元	Retained profits 保留溢利 RMB'000 人民幣千元					Total 總計 RMB'000 人民幣千元					
At 1 January 2023 (audited)	於二零二三年一月一日 (經審核)	33,839	56,743	133,023	11,543	71,713	306,861	3,956	310,817							
Profit and total comprehensive income for the period	期內溢利及全面收入總額	-	-	-	-	9,582	9,582	(619)	8,963							
Dividends paid (Note 9)	分派股息(附註9)	-	(8,977)	-	-	-	(8,977)	(415)	(9,392)							
At 30 September 2023 (unaudited)	於二零二三年九月三十日 (未經審核)	33,839	47,766	133,023	11,543	81,295	307,466	2,922	310,388							
At 1 January 2022 (audited)	於二零二二年一月一日 (經審核)	33,839	65,218	133,023	9,411	58,032	299,523	4,799	304,322							
Profit and total comprehensive income for the period	期內溢利及全面收入總額	-	-	-	-	9,033	9,033	(18)	9,015							
Dividends paid (Note 9)	分派股息(附註9)	-	(8,475)	-	-	-	(8,475)	(456)	(8,931)							
At 30 September 2022 (unaudited)	於二零二二年九月三十日 (未經審核)	33,839	56,743	133,023	9,411	67,065	300,081	4,325	304,406							

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.

2. PRINCIPAL ACCOUNTING POLICIES

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

Other than additional accounting policies resulting from application of amendments to HKFRSs and application of certain accounting policies which became relevant to the Group, the accounting policies and method of computation used in the condensed consolidated financial statements for the nine months ended 30 September 2023 are the same as those presented in the Group’s annual financial statements for the year ended 31 December 2022.

Application of amendments to HKFRSs

In the current period, the Group has applied the new and amendments to HKFRSs issued by the HKICPA which are effective for the annual period beginning on or after 1 January 2023 for the preparation of the Group’s condensed consolidated financial statements.

The application of the amendments to HKFRSs in the current period has had no material impact on the Group’s financial positions and performance for the current and prior periods and/or on the disclosures set out in these condensed consolidated financial statements.

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GEM證券上市規則第十八章的適用披露規定編製。

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，惟投資物業及若干金融工具按公平值計量（如適用）除外。

除應用香港財務報告準則的修訂所引致的新增會計政策外，並應用與本集團相關的某些會計政策，截至二零二三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二零二二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。

應用香港財務報告準則之修訂

於本期間，本集團已就編製本集團簡明綜合財務報表採用由香港會計師公會頒佈並於二零二三年一月一日或之後開始之年度期間生效之新訂立香港財務申報準則及修訂。

於本期間應用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狀況及表現及／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

3. REVENUE

Revenue for the period represents finance leasing income, interest income from loan receivables, income from postpartum care services and income from trading of medical equipments and consumables in the PRC. The amounts of each significant category of revenue recognised in revenue during the period are as follows:

3. 收益

期內收益指來自於中國之融資租賃收入、應收貸款利息收入、月子服務收入及醫療器械及耗材貿易收入。本期間在收益中確認的每個重要收益類別的金額如下：

		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	
		30.9.2023 二零二三年 九月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	30.9.2022 二零二二年 九月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	30.9.2023 二零二三年 九月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	30.9.2022 二零二二年 九月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)
Revenue from other source	來自其他來源的收入				
Finance leasing income	融資租賃收入	1,827	11,295	14,702	30,612
Interest income from loan receivables	應收貸款利息收入	1	4	7	525
		<u>1,828</u>	<u>11,299</u>	<u>14,709</u>	<u>31,137</u>
Revenue from contracts with customers	來自客戶合同的收入				
Income from postpartum care services	月子服務收入	7,434	16,204	23,005	40,916
Income from trading of medical equipment and consumables	醫療器械及耗材貿易收入	56,394	65,711	203,565	163,627
		<u>63,828</u>	<u>81,915</u>	<u>226,570</u>	<u>204,543</u>
		<u>65,656</u>	<u>93,214</u>	<u>241,279</u>	<u>235,680</u>

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

4. OTHER GAINS AND LOSSES, NET

		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	
		30.9.2023	30.9.2022	30.9.2023	30.9.2022
		二零二三年	二零二二年	二零二三年	二零二二年
		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)
Fair value gain on other financial assets	其他金融資產的公平價值收益	5	516	9	3,044
Change in fair value of investment properties	投資物業之公平價值變動	-	-	(461)	-
Government subsidies	政府補貼	523	156	840	565
Exchange (loss)/gain, net	匯兌(虧損)/收益淨額	(53)	37	51	(17)
Rental income	租金收入	102	-	151	-
Others	其他	86	34	296	121
		663	743	886	3,713

4. 其他收益及虧損淨額

5. IMPAIRMENT LOSSES UNDER ECL MODEL, NET OF REVERSAL

		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	
		30.9.2023	30.9.2022	30.9.2023	30.9.2022
		二零二三年	二零二二年	二零二三年	二零二二年
		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)
Impairment losses recognised on:	減值虧損確認：				
- Trade receivables	- 貿易應收款項	(111)	314	(890)	1,050
- Finance lease receivables	- 融資租賃應收款項	194	601	1,889	3,505
- Loan receivables	- 應收貸款	-	(1)	(1)	(5)
- Financial guarantee	- 財務擔保	393	-	1,224	-
		476	914	2,222	4,550

5. 預期信用損失模式項下之減值虧損(扣除撥回)

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

6. FINANCE COSTS

6. 融資成本

		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	
		30.9.2023	30.9.2022	30.9.2023	30.9.2022
		二零二三年	二零二二年	二零二三年	二零二二年
		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)
Interests on bank and other borrowings	銀行及其他借款利息	2,934	3,210	10,020	9,097
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	-	-	21	54
Interests on lease liabilities	租賃負債利息	271	242	805	562
Total interest expense on financial liabilities not measured at fair value through profit or loss	非以公平價值計入損益的金融負債的利息支出總額	3,205	3,452	10,846	9,713

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

7. INCOME TAX EXPENSES

7. 所得稅開支

	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	
	30.9.2023	30.9.2022	30.9.2023	30.9.2022
	二零二三年	二零二二年	二零二三年	二零二二年
	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)
The charge (credit) comprises:	支出 (抵免) 包括：			
Current tax	即期稅項			
– PRC Enterprise Income Tax	49	1,097	1,472	3,646
Deferred tax	(39)	(867)	110	(1,653)
	<u>10</u>	<u>230</u>	<u>1,582</u>	<u>1,993</u>

No provision for Hong Kong Profits Tax has been made in the condensed consolidated financial statements as the Group's income neither arises in, nor is derived from, Hong Kong during both periods.

Under the Enterprise Income Tax Law of PRC (the "EIT Law") and the Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both periods, except for one subsidiary of the Group which is recognised as high technology enterprise is entitled to enjoy a preferential tax rate of 15%.

According to the EIT Law and the Implementation of the EIT Law of the PRC, certain PRC subsidiaries of the Group qualified as small low profit enterprises with annual taxable income not more than RMB1,000,000, and the portion that exceeds RMB1,000,000 but does not exceed RMB3,000,000 (inclusive) are entitled to enterprise income tax calculated at 12.5% and 50% of its taxable income at a tax rate of 20%, respectively.

由於本集團兩個期間內之收入並非於香港產生或來自香港，故並無於簡明綜合財務報表內計提香港利得稅撥備。

除本集團一家被認定為高新技術企業之附屬公司有權享有優惠企業所得稅率15%外，根據中國企業所得稅法（「企業所得稅法」）及企業所得稅法實施條例，中國附屬公司於兩個期間之稅率均為25%。

根據中國企業所得稅法及企業所得稅法實施條例，符合小型微利企業條件的若干本集團中國附屬公司不超過人民幣1,000,000元及超過人民幣1,000,000元但不足人民幣3,000,000元（含人民幣3,000,000元）部分的應課稅收入，分別減按12.5%及50%計入應納稅所得額，按20%的稅率繳納企業所得稅。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

8. PROFIT FOR THE PERIOD

Profit for the period has been arrived at after charging (crediting):

8. 期內溢利

期內溢利已扣除(計入):

		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	
		30.9.2023 二零二三年 九月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	30.9.2022 二零二二年 九月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	30.9.2023 二零二三年 九月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	30.9.2022 二零二二年 九月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)
Directors' emoluments	董事薪酬	1,239	653	3,305	2,111
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	9,271	9,550	26,663	27,663
– Staffs' retirement benefit scheme contributions	– 員工退休福利計劃供款	1,250	1,365	3,773	4,396
Total staff costs	員工成本總額	11,760	11,568	33,741	34,170
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	(786)	(1,035)	(2,055)	(2,998)
Staff costs recognised in profit or loss	於損益確認之員工成本	10,974	10,533	31,686	31,172
Amortisation of intangible assets	無形資產攤銷	255	255	765	765
Cost of inventories sold	銷售存貨成本	37,891	60,264	155,320	141,138
Depreciation of property, plant and equipment	物業、廠房及設備折舊	928	970	2,939	3,725
Depreciation of right-of-use assets	使用權資產折舊	2,170	2,661	6,538	6,663
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)	1,106	351	2,442	787
Short-term leases payments	短期租賃付款	211	1,172	929	4,627

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

9. DIVIDENDS

During the current period, a final dividend of HK2.5 cents (nine months ended 30 September 2022: HK2.5 cents) per share in respect of the year ended 31 December 2022 was declared to the owners of the Company. The aggregate amounts of the final dividend were HK\$10,000,000 (equivalent to RMB8,977,000) (nine months ended 30 September 2022: HK\$10,000,000 (equivalent to RMB8,475,000)).

The directors of the Company do not recommend the payment of an interim dividend in respect of the nine months ended 30 September 2023 (nine months ended 30 September 2022: Nil).

10. EARNINGS PER SHARE

The calculation of basic earnings per share attributable to owners of the Company is based on the following data:

9. 股息

於本期間，向本公司擁有人宣派二零二二年十二月三十一日止年度之末期股息每股2.5港仙（截至二零二二年九月三十日止九個月：2.5港仙）。末期股息之總額為10,000,000港元（相等於人民幣8,977,000元）（截至二零二二年九月三十日止九個月：10,000,000港元（相等於人民幣8,475,000元））。

本公司董事並不建議就截至二零二三年九月三十日止九個月派付中期股息（截至二零二二年九月三十日止九個月：無）。

10. 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：

	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	
	30.9.2023 二零二三年 九月三十日 (Unaudited) (未經審核)	30.9.2022 二零二二年 九月三十日 (Unaudited) (未經審核)	30.9.2023 二零二三年 九月三十日 (Unaudited) (未經審核)	30.9.2022 二零二二年 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>3,467</u>	<u>930</u>	<u>9,582</u>	<u>9,033</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>400,000</u>	<u>400,000</u>	<u>400,000</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 2022 and 2023.

由於截至二零二二年及二零二三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 2023 together with the corresponding comparative figures.

BUSINESS REVIEW

For the nine months ended 30 September 2023, the Group is principally engaged in provision of medical equipment finance leasing services, maternal and child postpartum care industry services and trading of medical equipment and consumables business in the PRC.

Finance leasing services

During the Period, the Group has been focusing on provision of finance leasing services to SMEs customers in the medical equipment industry 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 Group provided services to approximately 4,700 SMEs customers across 30 provinces, municipalities and autonomous regions in the PRC as at 30 September 2023. The Group recorded a revenue of RMB14.7 million from the finance leasing services during the Period.

Maternal and child postpartum care industry services

Postpartum confinement (坐月) is a traditional Chinese custom, which allows women to rest fully after giving birth, and to recover through diet. It is said that it is the best time for women to improve their physical well-being. Hence, centres for the provision of postpartum care services (月子中心) had emerged. The Group provided postpartum care services, consisting of four major areas of (i) health care for postpartum mothers and newborn babies; (ii) dietary and nutrition for postpartum mothers; (iii) recovery and beauty for postpartum mothers; and (iv) intellectual development for newborn babies.

Due to the restriction of the epidemic control measures, the Group's postpartum care centers were not able to operate normally during part of the Period, which made customers unable to check in on time and orders were returned, resulting in a decline in revenue in the maternal and child postpartum care industry services. The Group recorded a revenue of RMB23.0 million from the maternal and child postpartum care industry services during the Period.

本公司董事會公佈本集團截至二零二三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。

業務回顧

本集團在截至二零二三年九月三十日止九個月主要於中國從事提供醫療器械設備融資租賃服務、母嬰月子產業服務及醫療器械及耗材貿易業務。

融資租賃服務

本期間，本集團專注於在中國多個省、市及自治區向醫療器械設備行業的中小企業客戶提供融資租賃服務，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。於二零二三年九月三十日，本集團向遍佈中國30個省、市及自治區約4,700個中小企業客戶提供服務。本期間，本集團融資租賃服務錄得收入人民幣14.7百萬元。

母嬰月子產業服務

坐月為中國傳統習俗，讓婦女在產後能夠獲得充分休息，並通過飲食復原。據說坐月為婦女提升身體健康之最佳時機，故月子中心因此出現。本集團提供月子服務，包括四大範疇，即(i)產婦及新生嬰兒的健康護理；(ii)產婦的膳食及營養；(iii)產婦的康復及美容；及(iv)新生嬰兒的智力發展。

由於疫情管控措施限制，本集團月子中心於本期間部分時間未能正常營業，使客戶無法按時入住及訂單被退回，導致母嬰月子產業服務收入下降。本期間，本集團母嬰月子產業服務錄得收入人民幣23.0百萬元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Trading of medical equipment and consumables business

The Group expects that after the epidemic, the healthcare industry will become a new economic breakthrough with great potential for value addition. Benefiting from the PRC government's policy of encouraging innovation in medical equipment and promoting high quality development of the medical equipment industry, the Group has been able to leverage on its experience in the medical equipment industry from its previous finance leasing business, its cooperation with medical equipment suppliers and its practical understanding of the characteristics and needs of its customers to commence its medical equipment and consumables trading business in the PRC, mainly focusing on aesthetic medicine, dental, maternal and child and large hospital medical equipment. The Group recorded a revenue of RMB203.6 million from medical equipment and consumables trading business during the Period.

OUTLOOK

The Group is still reasonably optimistic to sustain the core business given all the economic uncertainties with the outbreak of Covid-19. The Group will continue to seek for the best possible opportunities to grow the Group's business by leveraging current client base. After the pandemic, the healthcare industry will be a new economic breakthrough with significant value-added potentials. The Group has preemptively set up the finance leasing service to focus on the field of medical equipment and to develop the trading of medical equipment and consumables business, which cooperates with the maternal and child postpartum care industry, to help upgrade the healthcare industry, but also to diversify the Group's income point.

In 2023, the global economic situation remains grim. We will continue to increase investment in various businesses and continue to strive to find opportunities in the face of challenges, so as to return shareholders and the public, and realize corporate value as well as social value.

醫療器械及耗材貿易業務

本集團預期疫情過後，大健康產業將成為極具增值潛力的新經濟突破點。受惠於中國政府鼓勵醫療器械設備創新，推動醫療器械設備產業高品質發展的政策下，本集團憑藉過往融資租賃業務在醫療器械設備行業累積的經驗、與醫療器械設備供應商的合作以及對客戶特點和需求的實際了解，促使本集團能順利在中國開展醫療器械設備及耗材貿易業務，主要針對醫美、口腔、母嬰和大型醫院醫療器械設備。本集團，醫療器械設備及耗材貿易業務錄得收入人民幣203.6百萬元。

展望

面對Covid-19爆發為經濟帶來不確定性，本集團對維持核心業務仍然樂觀，不斷尋求最佳機會，通過現有的客戶群發展本集團業務。疫情過後，大健康產業將成為極具增值潛力的新經濟突破點。本集團已搶先佈局融資租賃服務專注於醫療器械設備領域並開展醫療器械設備及耗材貿易業務，配合母嬰月子產業服務，搶佔風口先機，幫助大健康產業升級，亦使本集團的收入點多元化。

二零二三年，全球經濟形勢依然嚴峻。我們會繼續加大對各業務的投入並持續努力在挑戰中尋找機遇，以回報股東及公眾，實現企業價值及社會價值。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW

Revenue

Revenue consists of (i) finance leasing income and interest income from loan receivables in finance leasing services; (ii) postpartum care services income; and (iii) income from trading of medical equipment and consumables. For the Period, the Group's revenue increased by approximately RMB5.6 million or approximately 2.4%, from approximately RMB235.7 million for the Prior Period to approximately RMB241.3 million for the Period. The increase in revenue for the Period was mainly attributable to income from trading of medical equipment and consumables increased from approximately RMB163.6 million for the Prior Period to approximately RMB203.6 million for the Period, which offsetting (i) the finance leasing income decreased from approximately RMB31.1 million for the Prior Period to approximately RMB14.7 million for the Period; and (ii) postpartum care services income decreased from approximately RMB40.9 million for the Prior Period to approximately RMB23.0 million for the Period.

Cost of sales

For the Period, the cost of medical equipment and consumables sold increased to approximately RMB155.3 million (Prior Period: approximately RMB141.1 million).

Staff costs

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 RMB31.2 million for the Prior Period to approximately RMB31.7 million for the Period.

Impairment losses under expected credit loss ("ECL") model, net of reversal

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 ECL in relation to trade receivables, finance lease receivables, loan receivables and financial guarantee. In determining the impairment of trade receivables, finance lease receivables, loan receivables and financial guarantee, 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.

財務回顧

收益

收入包括(i)融資租賃服務之融資租賃收入和應收貸款利息收入；(ii)月子服務收入；及(iii)醫療器械設備及耗材貿易收入。本期間，本集團的收益增加約人民幣5.6百萬元或約2.4%，從先前期間約人民幣235.7百萬元至本期間約人民幣241.3百萬元。本期間收益增加主要歸因於醫療器械設備及耗材貿易收入由先前期間的約人民幣163.6百萬元增加至本期間的約人民幣203.6百萬元，其抵銷(i)融資租賃收入由先前期間的約人民幣31.1百萬元減至本期間的約人民幣14.7百萬元；及(ii)月子服務收入由先前期間的約人民幣40.9百萬元減至本期間的約人民幣23.0百萬元。

銷售成本

本期間，醫療器械設備及耗材業務的銷售成本增加至約人民幣155.3百萬元（先前期間：約人民幣141.1百萬元）。

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。員工成本由先前期間的人民幣31.2百萬元增加至本期間的約人民幣31.7百萬元。

預期信用損失（「預期信用損失」）模式項下之減值虧損（扣除撥回）

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。管理層評估有關貿易應收款項、融資租賃應收款項、應收貸款及財務擔保之預期信用損失之計量。於釐定貿易應收款項、融資租賃應收款項、應收貸款及財務擔保減值時，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貸虧損。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

For the Period, an additional impairment loss of approximately RMB2.2 million (Prior Period: RMB4.5 million) was recognised due to the impact of Covid-19, which caused the increase in the customers' past due ratio.

Other operating expenses

Other operating expenses include primarily legal and professional fees, office supplies, depreciation of property, plant and equipment, depreciation of right-of-use assets, short-term leases payments, research and development costs, sales and marketing expenses and the miscellaneous expenses of postpartum care business. Other operating expenses decreased from approximately RMB41.9 million for the Prior Period to approximately RMB31.6 million for the Period. The decrease was mainly attributable to (i) the miscellaneous expenses of postpartum care business decreased from approximately RMB11.3 million for the Prior Period to approximately RMB4.2 million for the Period; (ii) short-term leases payments decreased from approximately RMB4.6 million for the Prior Period to approximately RMB1.1 million for the Period; and (iii) depreciation of property, plant and equipment decreased from approximately RMB3.7 million for the Prior Period to approximately RMB3.1 million for the Period, which offsetting sales and marketing expenses increased from RMB4.4 million to RMB6.7 million.

Finance costs

Finance costs consist of (i) imputed interests on interest-free deposits from finance lease customers; (ii) interests on bank and other borrowings; and (iii) interests on lease liabilities. Finance costs increased from approximately RMB9.7 million for the Prior Period to approximately RMB10.8 million for the Period. The increase was mainly due to the interest on bank and other borrowings increased from approximately RMB9.1 million for the Prior Period to approximately RMB10.0 million for the Period.

本期間，已確認減值虧損約人民幣2.2百萬元（先前期間：人民幣4.5百萬元）。由於Covid-19疫情的影響，其造成客戶逾期率增加。

其他經營開支

其他經營開支主要包括法律及專業費用、辦公用品、物業、廠房及設備折舊、使用權資產折舊、短期租賃付款、確認為開支的研發成本、銷售和營銷費用及母嬰月子業務的雜項費用。其他經營開支由先前期間的約人民幣41.9百萬元減少至本期間的約人民幣31.6百萬元。減少主要歸因於(i)母嬰月子業務的雜項費用由先前期間的約人民幣11.3百萬元減少至本期間的約人民幣4.2百萬元；(ii)短期租賃付款由先前期間的約人民幣4.6百萬元減少至本期間的約人民幣1.1百萬元；及(iii)物業、廠房及設備的折舊由先前期間的約人民幣3.7百萬元減少至本期間的約人民幣3.1百萬元，其抵銷銷售和營銷費用由人民幣4.4百萬元增加至人民幣6.7百萬元。

融資成本

融資成本包括(i)來自融資租賃客戶的免息按金的估算利息開支；(ii)銀行及其他借款利息；及(iii)租賃負債利息。融資成本由先前期間的約人民幣9.7百萬元增加至本期間的約人民幣10.8百萬元。增加的主要原因為來自銀行及其他借款利息由先前期間的約人民幣9.1百萬元增加至本期間的約人民幣10.0百萬元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Income tax expenses

Certain PRC subsidiaries of the Group qualified as small low-profit enterprises with annual taxable income not more than RMB1.0 million, and the portion that exceeds RMB1.0 million but does not exceed RMB3.0 million (inclusive) are entitled to enterprise income tax calculated at 12.5% and 50% of its taxable income at a tax rate of 20%, respectively. A PRC subsidiary of the Group recognised as high technology enterprise is entitled to a preferential enterprise income tax rate of 15%. The enterprise income tax rate applicable to the other PRC subsidiaries of the Group is 25%.

Profit for the period attributable to owners of the Company

During the Period and Prior Period, the Group's profit and total comprehensive income attributable to owners of the Company were approximately RMB9.6 million and RMB9.0 million, respectively. The increase in profit and total comprehensive income attributable to owners of the Company during the Period was mainly attributable to the increase in income from trading of medical equipment and consumables.

Dividend

The Board of Directors of the Company does not recommend the payment of an interim dividend in respect of the Period (Prior Period: Nil).

CAPITAL STRUCTURE

The shares of the Company (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 2023, the Company's issued share capital was HK\$40,000,000 and the number of its issued ordinary Shares was 400,000,000.

所得稅開支

本集團若干附屬公司符合小型微利企業條件的不超過人民幣1.0百萬元及超過人民幣1.0百萬元但不足人民幣3.0百萬元(含人民幣3.0百萬元)部分的應課稅收入,分別減按12.5%及50%計入應納稅所得額,按20%的稅率繳納企業所得稅。本集團一家被認定為高新技術企業之中國附屬公司有權享有優惠企業所得稅率15%。適用於本集團其他中國附屬公司的企業所得稅稅率為25%。

本公司擁有人應佔期內溢利

本期間及先前期間,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9.6百萬元及人民幣9.0百萬元。本公司擁有人應佔溢利及全面收入在本期間總額增加,主要是由於醫療器械及耗材貿易收入的增加。

股息

本公司董事會並不建議就本期間派付中期股息(先前期間:無)。

資本架構

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。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。

於二零二三年九月三十日,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 2023, 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

Name of Director/ chief executive	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／主要行政人員姓名	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%

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

於二零二三年九月三十日，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

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/ chief executive 董事／主要行政 人員姓名	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 2023, 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，於二零二三年九月三十日，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 2023, 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，於二零二三年九月三十日，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 30 September 2023, 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 2023, 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，於二零二三年九月三十日，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

於截至二零二三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 2023 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 2023 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 C.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 C.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,並確認自截至二零二三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

自截至二零二三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C.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C.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 C.2.1

In accordance with the code provision C.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 2023 and up to the date of this report.

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 2023 and up to date of this report.

守則條文C.2.1

按照企業管治守則守則條文C.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

董事並不知悉於二零二三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。

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二零二三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 Mr. Chan Chi Fung Leo and Dr. Deng Bin 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 2023 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, 13 November 2023

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

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鄧斌博士組成，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。

審核委員會已審閱本集團截至二零二三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，二零二三年十一月十三日

於本報告日期，執行董事為張俊深先生（主席及行政總裁）及黃國新先生，非執行董事為呂迪先生，而獨立非執行董事為陳志峰先生、周兆恒先生及鄧斌博士。

