



中國集成金融集團控股有限公司  
China Success Finance Group Holdings Limited

*(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：3623

INTERIM REPORT  
2015 中 報

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## Corporate Information

### 公司資料

#### EXECUTIVE DIRECTORS

Mr. Zhang Tiewei (*Chairman*)  
Mr. Chen Hui (*Chief Executive Officer*)  
Mr. Li Bin

#### NON-EXECUTIVE DIRECTORS

Mr. He Darong  
Mr. Xu Kaiying  
Mr. Pang Haoquan

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Tsang Hung Kei  
Mr. Au Tien Chee Arthur  
Mr. Xu Yan

#### AUTHORIZED REPRESENTATIVE

Mr. Li Bin  
Mr. Pang Chung Fai Benny

#### AUDIT COMMITTEE

Mr. Tsang Hung Kei (*Chairman*)  
Mr. Au Tien Chee Arthur  
Mr. Xu Yan

#### REMUNERATION COMMITTEE

Mr. Xu Yan (*Chairman*)  
Mr. Zhang Tiewei  
Mr. Tsang Hung Kei

#### NOMINATION COMMITTEE

Mr. Zhang Tiewei (*Chairman*)  
Mr. Tsang Hung Kei  
Mr. Xu Yan

#### 執行董事

張鐵偉先生(主席)  
陳暉先生(行政總裁)  
李斌先生

#### 非執行董事

何達榮先生  
徐凱英先生  
龐浩泉先生

#### 獨立非執行董事

曾鴻基先生  
區天旂先生  
許彥先生

#### 授權代表

李斌先生  
彭中輝先生

#### 審核委員會

曾鴻基先生(主席)  
區天旂先生  
許彥先生

#### 薪酬委員會

許彥先生(主席)  
張鐵偉先生  
曾鴻基先生

#### 提名委員會

張鐵偉先生(主席)  
曾鴻基先生  
許彥先生

**COMPANY SECRETARY**

Mr. Pang Chung Fai Benny

公司秘書

彭中輝先生

**LEGAL ADVISERS**

Pang & Co., in association with Loeb & Loeb LLP

法律顧問

Pang & Co. 與美國樂博律師事務所聯營

**AUDITORS**

KPMG

核數師

畢馬威會計師事務所

**REGISTERED OFFICE**

Fourth Floor, One Capital Place  
P.O. Box 847, Grand Cayman  
KY1-1103  
Cayman Islands

註冊辦事處

Fourth Floor, One Capital Place  
P.O. Box 847, Grand Cayman  
KY1-1103  
Cayman Islands

**PRINCIPAL PLACE OF BUSINESS IN HONG KONG REGISTERED UNDER PART XVI OF THE COMPANIES ORDINANCE**

Unit 2405, 24th Floor  
No. 9 Queen's Road Central  
Hong Kong

根據公司條例第 XVI 部登記的香港  
主要營業地點

香港  
皇后大道中9號24樓  
2405室

**PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS**

Appleby Trust (Cayman) Ltd.  
Clifton House, 75 Fort Street  
P.O. Box 1350  
Grand Cayman KY1-1108  
Cayman Island

開曼群島股份過戶登記總處

Appleby Trust (Cayman) Ltd.  
Clifton House, 75 Fort Street  
P.O. Box 1350  
Grand Cayman KY1-1108  
Cayman Island

## Corporate Information

### 公司資料

#### HONG KONG SHARE REGISTRAR

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

#### PRINCIPAL BANKER

Bank of China Ltd., Foshan Branch  
China Merchants Bank Co., Ltd., Foshan Branch  
Foshan Rural Commercial Bank Co. Ltd., Jinlan Branch

#### COMPANY WEBSITE ADDRESS

[www.gdjcrzdb.cn](http://www.gdjcrzdb.cn)

#### STOCK CODE

3623

#### 香港證券登記處

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

#### 主要往來銀行

中國銀行股份有限公司佛山分行  
招商銀行股份有限公司佛山分行  
佛山農村商業銀行股份有限公司金瀾分行

#### 公司網址

[www.gdjcrzdb.cn](http://www.gdjcrzdb.cn)

#### 股份代號

3623

For the six months ended 30 June  
截至六月三十日止六個月

		2015 二零一五年 (RMB' 000) (人民幣千元)	2014 二零一四年 (RMB' 000) (人民幣千元)	% Change 變動百分比
Revenue	收益	40,671	26,494	53.5%
Other revenue	其他收益	3,196	4,129	-22.6%
Profit for the period	期內溢利	16,027	6,894	132.5%
Total comprehensive income for the period	期內全面收入總額	16,602	10,100	64.4%
Profit attributable to owners of the Company	本公司擁有人應佔溢利	16,465	9,988	64.8%
Earnings per share (RMB per share)*	每股盈利(每股人民幣)*	0.04	0.02	100%

		As at 30 June 於六月三十日 2015 二零一五年 (RMB' 000) (人民幣千元)	As at 31 December 於十二月三十一日 2014 二零一四年 (RMB' 000) (人民幣千元)	% Change 變動百分比
Total assets	資產總值	866,171	733,621	18.1%
Total equity	權益總值	828,958	691,412	19.9%

\* Earnings per share for the six-month period ended 30 June 2014 and 2015 was calculated based on the profit attributable to ordinary equity holders of the Company and number of issued shares of the Company for the corresponding period. For the six-month period ended 30 June 2014 and 2015, the number of issued shares of the Company were 414,044,000 and 474,786,000 ordinary shares, respectively.

截至二零一四年及二零一五年六月三十日止六個月期間的每股盈利乃按本公司普通股權持有人應佔溢利及本公司在相應期間的已發行股份數目計算。截至二零一四年及二零一五年六月三十日止六個月期間，本公司已發行股份數目分別為414,044,000股及474,786,000股普通股。

## Chairman's Statement 主席報告



Dear Shareholders,

On behalf of the board of directors (the “**Board**”), I am pleased to announce the unaudited interim result of China Success Finance Group Holdings Limited (the “**Group**” or the “**Success Finance**”) for the six months ended 30 June 2015.

In the first half of 2015, China’s GDP recorded a 7% growth. Under the current economic trend of comparatively slow but stable development, Success Finance, as the leading integrated financial services provider for small and medium enterprises (“SMEs”) investment and financing, we achieved a rapid breakthrough and recorded encouraging performance in the period under review, due to its solid business foundation and positive transformation strategy. For the six months ended 30 June 2015, the Group recorded year-on-year revenue growth of 53.5% to RMB40.7 million, and its profit for the period even substantially increased by 132.5% to RMB16.0 million over last year.

各位股東：

本人謹代表董事會（「**董事會**」），欣然呈報中國集成金融集團控股有限公司（「**本集團**」或「**集成金融**」）截至2015年6月30日止6個月之未經審核中期業績。

2015年上半年，國內生產總值實現7%的增長。在經濟大勢緩中求進的當下，集成金融作為中國領先的中小企（「**中小企**」）投融資綜合金融服務商，憑藉紮實的業務基礎及積極的轉型策略迅速突圍，於回顧期內錄得令人振奮的業績。截至2015年6月30日止6個月，本集團錄得收益同比攀升53.5%至人民幣40.7百萬元，期內溢利更較去年同期大幅增長132.5%至人民幣16.0百萬元。

In November 2013, Success Finance listed on the Main Board of Hong Kong Stock Exchange with financial guarantees as its core businesses. Subsequently, it began seeking transformation of its business models by stages and gradually transformed itself into a diversified financial services provider, having successively developed businesses such as asset management, financial consulting, financial leasing and equity investment. In the first half of 2015, the Group continued to establish the layout for building an integrated financial services chain linking the four segments of assets, capital, wealth and data. On one hand, leveraging its stringent risk management mechanism, Success Finance strengthened its original business and further solidified its advantages in the guarantee and micro credit industry. On the other hand, it established financial leasing and equity investment companies in Qianhai Cooperation Zone in Shenzhen, and capitalized the policy advantages to quickly access to onshore and offshore asset and capital channels. In particular, the finance leasing company has rapidly expanded its business in a brief period since commencement of independent operation in July 2014 and achieved brilliant results in the mid of 2015, while the equity investment company also quickly launched the Success No. 1 equity fund after its establishment and actively developed all types of business which are proposed to be implemented in the second half of 2015. Furthermore, the Group closely kept pace with its strategic development and strived to carry out the “Success +” expansion strategy with guarantee business as the core, and actively output the Group’s model and philosophy. It is expected that the Group will carry out cross-regional acquisition in the second half of 2015 and expand its business northward, making the first practical step towards the Group’s goal of nationwide expansion.

On 15 June 2015, the Group completed placing of 60 million new shares at HKD 2.68 per share to not less than six placees and raised total net proceeds of approximately HKD 159 million, which has laid a solid capital foundation for the Group’s future development.

In future, maturing Internet platform will be able to provide the connection for diversified financial services and create a complete and inclusive financial ecosystem, which is exactly the direction of development Success Finance is striving for. Facing this inevitable trend of development, we will actively explore new ways of operation on the Internet to provide services for the financial end markets. Differentiated from “Internet financing” which is a hot and controversial topic at the present, Success Finance always adheres to the “financial Internet” concept of development, deploying the Internet as the means and platform to realize convenience and inclusiveness, with the ultimate focus remaining on the professional financial services field, and to provide customers with diversified financial services while effectively controlling risk. As a result, it becomes an integrated “Internet+” inclusive financial solution provider.

2013年11月，集成金融以融資擔保為基礎業務在香港交易所主板上市，隨後開始陸續謀求業務模式轉型，先後拓展出資產管理、財務顧問、融資租賃、股權投資等業務，逐步轉型成為多元化綜合金融服務商。2015年上半年，本集團持續佈局打造資產、資本、財富、數據四環相扣的綜合金融服務鏈：一方面，做大做強原有業務，憑藉嚴格的風險管理機制，在擔保小貸行業中進一步穩固優勢；另一方面，成立於深圳前海合作區的融資租賃和股權投資公司，利用政策優勢，迅速打通境內外資產與資本通道。其中融資租賃公司自2014年7月展開獨立經營以來，在短時間內快速拓展業務，並於2015年中期取得亮麗的業績；股權投資公司亦於成立後迅速推出集成1號股權基金，並積極拓展各類業務，擬於下半年落地。此外，本集團緊跟戰略發展步伐，致力開展以擔保為核心的「集成+」拓展戰略，積極輸出集成模式與理念，預期下半年會進行跨區域收購，北上拓展集團業務，為本集團走向全國的目標邁出踏實的第一步。

2015年6月15日，本集團完成配售6千萬股新股份，以每股2.68港元配售予不少於6名承配人，共募得款項淨額約1.59億港元。這為集團的未來發展奠定了充實的資金基礎。

未來，漸趨成熟的互聯網平台將能為更多元的金融服務牽線搭橋，打造出一個完整的普惠金融生態圈，這正是集成金融努力發展的方向。面對這一不可避免的發展趨勢，我們將會積極探索以互聯網經營的新興方式來服務金融終端市場，而區別於目前既火熱又受爭議的「互聯網金融」，集成金融始終堅持「金融互聯網」的發展理念，利用互聯網作為實現便利和普惠的手段及平台，最終重心仍回歸到專業的金融服務領域，在為客戶提供多元化金融服務的同時有效地把控風險，因此成為「互聯網+」普惠金融綜合解決方案提供商。



## Chairman's Statement

### 主席報告

Looking ahead, a number of domestic policies are conducive to the development of the financial services industry. Guangdong Province and the State government have been providing relevant guidance and supports, including establishment of a State financing fund to diversify business risks of the industry, supporting the stable development of SMEs, building pilot Internet platform for equity crowd-funding, kicking off private funds, guiding the healthy development of Internet finance, and strengthening third-party payment regulations. Success Finance aims to build a full industry chain for integrated financial services covering various business types and product models, including but not limited to asset management, financial leasing, guarantees, micro credit, private equity funds, convertible bonds, direct investment, P2P, crowd-funding, exchanges, striving for realization of inter-connection from the debt end to the equity end. Deploying sophisticated data processing techniques, Success Finance will connect funding providers and assets providers to ultimately form an integration-centric and inclusive financial services platform with growth potential and high values.

Thanks to rigorous and prudent business tradition, an increasingly regulated industry is in fact favorable to reflect Success Finance's own advantages, and the management is confident about the industry and the Group's own prospects. We have reason to believe that Success Finance is just beginning to take off. Finally, on behalf of the Board, I would like to extend our heartfelt gratitude to our shareholders, customers and business partners. Meanwhile, I would also like to express our sincerest respects to all employees of the Group for their hard work and commitment.

**Zhang Tiewei**

*Chairman and Executive Director*

31 August 2015

展望未來，國內多項政策有利於金融服務行業的發展。廣東省及國家政府不斷地給予相關的引導和支持，包括設立國家融資擔保基金以分散行業業務風險、支持中小企的穩定發展、試點互聯網股權眾籌平台、激活民間資金、引導互聯網金融健康發展、加強第三方支付規範等。集成擬構建一條綜合金融服務全產業鏈，涵蓋多類業務品種及產品模式，包含但不僅限於資產管理、融資租賃、擔保、小貸、私募基金、可轉債、直投、P2P、眾籌、交易所、保理等，努力實現從債權端到股權端的互鏈。以尖端數據處理技術串聯資金供應方和資產供應方，最終將形成以集成為中心的，具備成長性和高估值的普惠金融服務平台。

得益於嚴謹、審慎的企業傳統，行業日趨規範實際上有利於集成金融自身優勢的凸顯，管理層對行業及自身前景均充滿信心。我們有理由相信，集成金融的騰飛才剛剛開始。最後，本人僅代表董事會，向集團股東、客戶及合作夥伴表示衷心的感謝，同時對集團全體員工的辛勤付出致以崇高的敬意。

*主席及執行董事*

**張鐵偉**

二零一五年八月三十一日

## BUSINESS REVIEW

### Overview

In the first half of 2015, PRC's GDP grew by 7.0% on a year-on-year basis, which is a new low in recent years. The continual slowdown in the macro-economy posted challenges to the general market environment. Leveraging its established competitive advantages over the years, the Group has actively faced the challenges and opportunities and overcome the difficulties in its operation, and achieved steady development in its overall businesses.

During the reporting period, the Group recorded total revenue of approximately RMB 42.0 million, representing an increase of 42.9% compared to the corresponding period of last year. The percentage of the revenue from the financial leasing business and financial consultancy service to the total revenue increased dramatically, reflecting the remarkable results of structural adjustments.

### Four major core businesses

#### *Financial guarantee business*

As at 30 June 2015, the total maximum financial guarantees issued were approximately RMB725.5 million (six-month period ended 30 June 2014: approximately RMB1,315.2 million). For the six months period ended 30 June 2015, revenue from financial guarantee was approximately RMB12.6 million, which accounted for 30.0% of the Group's total revenue, representing a decrease of approximately 37.0% when compared with approximately RMB20.0 million for the six-month period ended 30 June 2014.

During the whole year of 2014, a surge in closures of guarantee companies emerged in PRC's guarantee industry. Success Finance Guarantee (集成融資擔保), due to its effective risk warning and management mechanism, survived the market crash and stood out as one of the top ten regional guarantee companies. This year, Success Finance Guarantee (集成融資擔保) entered into a critical period of business transformation, introduced strategic business partners to its business, actively expanded market areas, successfully developed new products, and created new business growth points.

## 業務回顧

### 概覽

二零一五年上半年，中國GDP同比增長7.0%，創近幾年新低，宏觀經濟增速繼續放緩令整體市場環境充滿挑戰。本集團憑藉一直以來所建立的競爭優勢，積極迎接挑戰與機遇，克服經營所面臨的困難，實現整體業務平穩發展。

報告期內，本集團錄得總體收入約人民幣42.0百萬元，較去年同期增長42.9%。融資租賃收入與財務顧問業務收入佔比較大幅提升，結構調整成效顯著。

### 四大核心業務

#### *融資擔保業務*

於二零一五年六月三十日，已發行融資擔保最高總額約為人民幣725.5百萬元（截至二零一四年六月三十日止六個月期間：約人民幣1,315.2百萬元）。截至二零一五年六月三十日止六個月期間融資擔保收入約為人民幣12.6百萬元，較截至二零一四年六月三十日止六個月期間約人民幣20.0百萬元下跌約37.0%，佔集團整體收入30.0%。

二零一四年全年，中國內地擔保行業湧現擔保公司倒閉潮，集成融資擔保憑藉其有效的風險預警與管理機制，挺過市場衝擊，成為區域性前十大擔保公司。本年度，集成融資擔保進入業務轉型關鍵期，引入業務性戰略合作夥伴，積極擴寬市場區域，成功開發新產品，並獲得業務新增長點。

## Management Discussion and Analysis

### 管理層討論與分析

During the reporting period, Success Finance Guarantee (集成融資擔保) launched the “fixed investment bonds (定投債)” products jointly with Guangdong Financing Re-Guarantee Company Limited and Guangzhou Financial Assets Exchange. The product features provision of guarantees to bondholders by Success Guarantee (集成擔保), provision of credit enhancements by Guangdong Financing Re-Guarantee Company Limited, and issuance of bonds to raise funds by Guangzhou Financial Assets Exchange. The product not only broadened financing channels for enterprises, but also represented a new way of access to financing.

#### *Non-financial guarantee business*

As of six-month period ended 30 June 2015, outstanding balance of non-financial guarantee was approximately RMB225.5 million (six-month period ended 30 June 2014: approximately RMB223.4 million). For the six-month period ended 30 June 2015, revenue from non-financial guarantee was approximately RMB0.9 million, which accounted for 2.1% of the Group's total revenue, representing a decrease of 52.6% when compared with approximately RMB1.9 million for the six-month period ended 30 June 2014.

Non-financial guarantee business of the Group mainly involved the provision of litigation guarantee and performance guarantee.

#### (1) Litigation guarantee business

For the six-month period ended 30 June 2015, revenue from litigation guarantee was approximately RMB0.6 million (for the six months period ended 30 June 2014: approximately RMB1.4 million).

The purpose of litigation guarantees is to provide guarantee to the court that we will compensate the counterparty in litigation for its loss incurred as a result of the freezing of its property by the court due to our customers' inappropriate application for property preservation against the counterparty.

#### (2) Performance guarantee business

For the six-month period ended 30 June 2015, revenue from performance guarantee was approximately RMB0.3 million (six-month period ended 30 June 2014: approximately RMB0.5 million).

The purpose of performance guarantee is to provide guarantee to the performance of payment obligations under the agreements entered into between our customers and their counterparties.

報告期內，集成融資擔保公司聯合廣東省融資再擔保有限公司，廣州金融資產交易中心共同推出「定投債」產品。該產品由集成擔保公司對債券持有人提供擔保，廣東省融資再擔保有限公司提供增信，廣州金融資產交易中心作為發行人發行債券募集資金。該產品不僅拓寬了企業融資渠道，也為未來集成擔保業務帶來了創新思路。

#### *非融資擔保業務*

截至二零一五年六月三十日止六個月期間非融資擔保的在保餘額約為人民幣225.5百萬元(截至二零一四年六月三十日止六個月期間：約人民幣223.4百萬元)。截至二零一五年六月三十日止六個月期間非融資擔保收入約人民幣0.9百萬元，較截至二零一四年六月三十日止六個月期間約人民幣1.9百萬元下降52.6%，佔集團整體收入2.1%。

本集團的非融資擔保業務主要涉及提供訴訟擔保及履約擔保。

#### (1) 訴訟擔保業務

截至二零一五年六月三十日止六個月期間，訴訟擔保收入約人民幣0.6百萬元(截至二零一四年六月三十日止六個月期間：約人民幣1.4百萬元)。

訴訟擔保業務是向法院提供擔保，保證倘我們的客戶不恰當申請對手方的財產保全，導致法院凍結對手方財產，我們將就因此產生的損失向訴訟對手方作出賠償。

#### (2) 履約擔保業務

截至二零一五年六月三十日止六個月期間，履約擔保收入約人民幣0.3百萬元(截至二零一四年六月三十日止六個月期間：約人民幣0.5百萬元)。

履約擔保業務是根據我們客戶與其對手方訂立的協議提供有關(其中包括)履行付款責任的履約擔保。

#### *Financial consultancy service*

For the six-month period ended 30 June 2015, the revenue from financial consultancy service amounted to approximately RMB17.0 million, representing an increase of 269.6% as compared to approximately RMB4.6 million for the six-month period ended 30 June 2014 and accounting for 40.5% of the Group's total revenue.

The Group's financial consultancy team is equipped with professional and extensive industry knowledge, able to provide rich and flexible financial products and supported by a variety of market resources. The team also provides customers with professional intelligence enhancement and credit enhancement services such as management consulting, product design and liquidity management to fulfill the needs of customers in respect of investment and financing, asset management mergers and acquisition and enterprise diagnosis. We are confident that, with the gradual refinement of the industry chain of the Group's integrated financial services, the Group will further increase its revenue from asset-light business in the future and expand the scale of intermediate business, as a result of which financial consultancy service will become a powerful tool contributing to the increase in revenue of the Group as a whole and enhance the Group's customer loyalty.

#### *Financial leasing business*

For the six months ended 30 June 2015, revenue from financial leasing was approximately RMB10.2 million, approximately 24.3% of the Group's total revenue in the first half of 2015.

Success Financial Leasing further consolidates the financial business base of Success Finance, improves its financial business chain and enhances its financial service and innovation ability. Success Financial Leasing has formally commenced independent operation since July 2014. Following its outstanding performance in the second half of 2014, Success Financial Leasing kept up the growth momentum and accelerated the pace of development. As a result, it achieved important progress in business positioning, scale expansion and product innovation. It also conducted special business expansion targeting to the customers in the home furnishing industry, the elevator industry, the construction industry and the road construction industry. While constantly improving its business management and procedures, Success Financial Leasing successfully established its Guangzhou Branch, which has provided a new base for conducting cross-regional business.

#### *財務顧問服務*

截至二零一五年六月三十日止六個月期間，財務顧問服務收入約人民幣17.0百萬元，較截至二零一四年六月三十日止六個月期間約人民幣4.6百萬元上升269.6%，佔集團整體收入40.5%。

集團財務顧問團隊擁有專業且深厚的行業知識，有能力提供豐富且靈活的金融產品並得到多種市場資源的支持。團隊亦為客戶提供管理諮詢、產品設計、流動性管理等增智及增信專業服務，滿足客戶在投融資、資產管理、併購重組、企業診斷等方面的需求。我們深信，隨著集成綜合金融服務鏈條的逐步完善，未來將進一步增加輕資產業務收入，擴大中間業務規模，財務顧問服務將成為增加總體收益和提高客戶黏性的有利工具。

#### *融資租賃業務*

截至二零一五年六月三十日止六個月，融資租賃的收入約為人民幣10.2百萬元，佔集團於二零一五年上半年總收益約24.3%。

集成融資租賃進一步夯實了集成金融的金融業務基礎，其完善了集成金融的金融業務鏈條，提升了集成金融服務和業務創新能力。從二零一四年七月起，集成融資租賃已正式獨立運營，繼二零一四年下半年取得優異業績後，集成融資租賃乘勝追擊，加快發展步伐，在業務定位、規模擴充、產品創新方面均取得了重要進展。對客戶按家居行業、電梯行業、建築行業以及道路工程行業進行專項業務拓展。在不斷完善管理及流程的同時，成功成立集成融資租賃廣州分公司，為跨區域業務開展提供新駐點。

## Management Discussion and Analysis

### 管理層討論與分析

During the reporting period, Success Financial Leasing and domestic Internet financial platform jointly launched “Leasing Usufruct (租賃收益權)” product to sell leasing assets to customers who have investment demands through the platform. The product helps Success Financial Leasing optimize resource allocation and diversify risks reasonably. Over one year after its establishment, Success Financial Leasing was well-established in the Group’s debt business line and became a new growth point of the Group.

### PLACING OF NEW SHARES UNDER GENERAL MANDATE (THE “PLACING”)

On 2 June 2015, the Company and Ping An Securities Limited (the “Placing Agent”) entered into a placing agreement whereby the Company agreed to place through the Placing Agent, on a best effort basis, to not less than six placees, who are institutional, professional and/or private investors and whose ultimate beneficial owners are independent and not connected with any directors, chief executive or substantial shareholder (if any) of the Company or its subsidiaries and their respective associates, 60,000,000 new shares of the Company (the “Share(s)”) at the placing price of HKD2.68 per Share under the Placing. On 15 June 2015, the completion of the Placing took place.

The aggregate maximum net proceeds from the Placing are approximately HKD158,712,000, which will be used as general working capital of the Group and for development of the existing and future projects of the Group. The Placing represents a good opportunity to raise additional capital and strengthen the cash flow for the Company as well as broadening the shareholder base and capital base of the Company.

For details of the Placing, please refer to the announcement in respect of the Placing dated 3 June 2015, the clarification announcement in respect of the Placing dated 3 June 2015 and the announcement in respect of the completion of the Placing dated 15 June 2015, published by the Company, respectively.

報告期內，集成融資租賃與國內互聯網金融平台共同推出租賃收益權產品，由平台將「租賃收益權」產品銷售予有投資需求的客戶。該產品有利於集成融資租賃優化資源配置及合理分散風險。成立一年來，集成融資租賃屹立於集團債權業務端，成為本集團的新增長極。

### 根據一般授權配售新股份(「配售」)

於二零一五年六月二日，本公司與平安證券有限公司(「配售代理」)訂立配售協議，據此，本公司有條件同意透過配售代理按竭盡所能基準按配售項下2.68港元每股的配售價向不少於6名承配人配售60,000,000股本公司新股份(「股份」)，該等承配人為機構、專業及／或個人投資者，彼等及彼等之最終實益擁有人均獨立於本公司或其附屬公司之任何董事、最高行政人員或主要股東(如有)及彼等各自之聯繫人，且與彼等概無關連。配售於二零一五年六月十五日完成。

配售所得款項淨額合共最多約為158,712,000港元，將用作本集團一般營運資金及發展本集團現有及未來項目。配售為本公司提供了籌集額外資金及加強現金流量的良機，也為本公司提供了擴大股東基礎及資本基礎的良機。

有關配售的詳情，請參閱本公司刊發的日期為二零一五年六月三日有關配售的公告、日期為二零一五年六月三日有關配售的澄清公告及日期為二零一五年六月十五日有關配售完成的公告。

## SOCIAL ENTERPRISE

While serving the local economic development, Success Finance is also extensively engaged in social welfare activities and actively performs its social responsibilities, thereby building a good social image. Every year, Success Charity Foundation (集成愛心基金), voluntarily established by shareholders and employees of the Company, gives help and support to employees in need within the Company, provides timely support and assistance to families of employees who have suffered serious illnesses or accidental injury, and goes through difficult times with the employees and their families.

On 5 March 2015, Success Finance joined “Foshan Charity Alliance (佛山公益慈善聯盟)” sponsored by the Foshan Charity (佛山市慈善會), and was to donate RMB100,000 to Foshan Fukang Social Center (佛山福康社工中心) for provision of financial assistance to “Love Brightens Women’s Flowers (愛亮女人花), a cross-border service project for Foshan’s female cancer patients. Based in Nanhai Maternity and Child Healthcare Hospital (佛山市婦幼保健院), the project also targets at all female cancer patients in need in Foshan’s municipal hospitals, providing them with rehabilitation and care services in all aspects including the body, the mind as well as the social and spiritual aspects.

Success Finance continuously pays attention to education and talent development, and actively explores the possibility of school-enterprise cooperation. It reached consensus on the intention to cooperate with Guangdong University of Finance (廣東金融學院) in June 2015, and has planned to establish special scholarships with a total amount of RMB 1,000,000 and select outstanding students for joint school-enterprise training.

## 社會企業

集成金融在服務地方經濟發展的同時廣泛地參與社會公益活動，積極踐行社會責任感，因此樹立了良好的社會形象。由本公司股東與員工自發成立的集成愛心基金會每年定向幫扶本公司內部困難員工，對經受重大疾病或意外傷害的困難員工家庭給予及時支助，與員工及其家庭成員一起共渡難關。

二零一五年三月五日，集成金融加入由佛山市慈善會發起的「佛山公益慈善聯盟」，並向公益團體佛山福康社工中心認捐人民幣10萬元，配對資助「愛亮女人花」——佛山市女性癌症患者跨界服務專案。專案以佛山市婦幼保健院為駐點，同時輻射佛山各市直醫院內有需要的女性癌症患者，為她們提供身、心、社、靈全人康復關懷服務。

集成金融持續關注教育事業和人才培養，並在校企合作領域作出了積極的探索。二零一五年六月與廣東金融學院達成校企合作意向，並計劃設立總額為人民幣100萬元的專項獎學金，選拔優秀學生開展校企聯合培養。

### FINANCIAL REVIEW

#### REVENUE

For the six-month period ended 30 June 2015, the Group's revenue was approximately RMB42.0 million (six-month period ended 30 June 2014: approximately RMB29.4 million), representing an increase of approximately 42.9%. Detailed analysis of revenue is as follows:

##### 1. Financial guarantee services

Revenue from the Group's financial guarantee services was mainly generated from the service fees charged for our financial guarantee service. For the six-month period ended 30 June 2015, the Group's revenue generated from financial guarantee services was approximately RMB12.6 million (six-month period ended 30 June 2014: approximately RMB20.0 million), representing a decrease of approximately 37.0% and accounting for approximately 30.0% (six-month period ended 30 June 2014: approximately 68.0%) of the Group's total revenue.

In 2015, as the PRC macroeconomics is still subject to adjustments, the credit scale was restricted and the financial guarantee services industry experienced an overall downturn. However, the Group maintained the industry-leading position in terms of financial guarantee services and continued to maintain a stable guarantee maturity structure under the tightening regime of risk control.

##### 2. Non-financial guarantee services

Revenue from the Group's non-financial guarantee services was mainly generated from the service fees charged for providing customers with performance guarantees in relation to the performance of payment obligations and litigation guarantees. For the six-month period ended 30 June 2015, the Group's revenue generated from non-financial guarantee services decreased 52.6% to approximately RMB0.9 million (six-month period ended 30 June 2014: approximately RMB1.9 million), accounting for approximately 2.1% (six-month period ended 30 June 2014: approximately 6.5%) of the Group's total revenue in the first half-year of 2015, respectively.

### 財務回顧

#### 收益

截至二零一五年六月三十日止六個月期間，本集團的收益約為人民幣42.0百萬元(截至二零一四年六月三十日止六個月期間：約人民幣29.4百萬元)，上升約42.9%。收益詳細分析如下：

##### 1. 融資擔保服務

本集團融資擔保服務的收益主要來自就我們所提供的融資擔保服務而收取的服務費。截至二零一五年六月三十日止六個月期間，本集團來自融資擔保服務的收益約為人民幣12.6百萬元(截至二零一四年六月三十日止六個月期間：約人民幣20.0百萬元)，降幅約為37.0%，佔本集團總收益約30.0%(截至二零一四年六月三十日止六個月期間：約68.0%)。

由於2015年中國宏觀經濟仍處於調整時期，受信貸規模受限的影響，融資擔保行業整體低迷。但是，集團擔保業務依然處於行業領先地位，在風險控制趨趨謹慎的前提下，持續維持穩定的擔保業務期限結構。

##### 2. 非融資擔保服務

本集團的非融資擔保服務收益主要來自為客戶提供有關履行付款責任的履約擔保，以及訴訟擔保所收取的服務費。截至二零一五年六月三十日止六個月期間，本集團來自非融資擔保服務的收益減少52.6%至約人民幣0.9百萬元(截至二零一四年六月三十日止六個月期間：約人民幣1.9百萬元)，佔本集團二零一五年上半年總收益約2.1%(截至二零一四年六月三十日止六個月期間：約6.5%)。

### 3. Financial consultancy services

Revenue from the Group's financial consultancy services was mainly generated from the service fees charged for providing customers with financial consultancy services by the Group. For the six-month period ended 30 June 2015, the Group's revenue generated from financial consultancy services was approximately RMB17.0 million (six-month period ended 30 June 2014: approximately RMB4.6 million), representing approximately 40.5% of the Group's total revenue for the first half of 2015 (six-month period ended 30 June 2014: approximately 15.6%), respectively. The financial consultancy service business is a new revenue growth point for the Group, and is also a business model which the Group will devote great efforts and focus to develop in future. This business segment is closely related to factors such as financing channels of the financial market and financing costs. The Board believes its expansion will enhance the Group's influence in the financial market.

### 4. Financial leasing services

Revenue from the Group's financial leasing services was mainly generated from the rental fees charged by the Group in its provision of financial leasing services to customers. For the year ended 30 June 2015, revenue from the Group's financial leasing was approximately RMB10.2 million, representing approximately 24.3 % of the Group's total revenue in the first half of 2015. The financial leasing service business is another business model which has grown rapidly since the second half of 2014 and contributed significant revenue for the Group.

### Other revenue

The Group's other revenue was comprised of government grants and interest income. For the half-years ended 30 June 2014 and 2015, the Group's other revenue was approximately RMB4.1 million and RMB3.2 million, respectively, representing a decrease of approximately 22.0%. It was mainly attributable to the decrease in our interest income by approximately 33.3% from approximately RMB3.9 million for the six-month period ended 30 June 2014 to approximately RMB2.6 million for the six-month period ended 30, June 2015, due to the decrease in the principal of term deposit at the bank.

### 3. 財務顧問服務

本集團的財務顧問服務收益主要來自本集團為客戶提供財務顧問服務所收取的服務費。截至二零一五年六月三十日止六個月期間，本集團來自財務顧問服務的收益約為人民幣17.0百萬元(截至二零一四年六月三十日止六個月期間：約人民幣4.6百萬元)，佔本集團二零一五年上半年總收益約40.5%(截至二零一四年六月三十日止六個月期間：約15.6%)。財務顧問服務業務是本集團收入的一個新的增長點，也是集團未來將加大力度重點發展的業務模式。該業務板塊與金融市場的融資渠道及融資成本等因素密切相關。我們相信，該業務板塊的拓展將深化我們在金融市場的影響力。

### 4. 融資租賃業務

本集團的融資租賃服務所得收益主要來自本集團為客戶提供融資租賃服務所收取的租賃費。截至二零一五年六月三十日止年度，本集團來自融資租賃的收益約為人民幣10.2百萬元，佔集團於二零一五年上半年總收益約24.3%，為集團自2014年下半年以來快速發展的另一個業務模式，且對集團收入具有重大貢獻。

### 其他收益

本集團的其他收益由政府補貼及利息收入組成。截至二零一四年及二零一五年六月三十日止半年，本集團的其他收益分別約為人民幣4.1百萬元及人民幣3.2百萬元，下降約22.0%，主要由以下原因產生：截至二零一五年六月三十日止六個月期間利息收入由截至二零一四年六月三十日止六個月期間約人民幣3.9百萬元減少約33.3%至約人民幣2.6百萬元。原因是減少了銀行定期存款的本金。



## Management Discussion and Analysis

### 管理層討論與分析

#### Impairment and provision (charged)/written back

Impairment and provision mainly represents impairment and provision for outstanding guarantees issued and impairment and provision for trade and other receivables where it is likely that the customers or other parties are in financial difficulties and the recoverability is considered to be remote. In the event of any impairment and provision made in the previous years but subsequently recovered, impairment and provision previously made will be written back in the year in which the relevant amount is recovered.

#### Operating expenses

For the six-month period ended 30 June 2015, the Group's operating expenses was approximately RMB18.2 million (six-month period ended 30 June 2014: approximately RMB18.9 million), accounting for approximately 43.3% (six-month period ended 30 June 2014: approximately 64.3%) of the Group's revenue.

#### Share of profit of an associate

The share of profits of an associate amounted to approximately RMB3.0 million for the six-month period ended 30 June 2015, representing a decrease of approximately RMB0.2 million from approximately RMB3.2 million for six-month period ended 30 June 2014, the decrease in the share of profits of an associate was in our acceptable range.

#### Profit before taxation

As the total revenue of the Group has significantly increased and the profit before tax increase by approximately RMB8.1 million, or approximately 61.8%, from approximately RMB13.1 million for the six-month period ended 30 June 2014 to approximately RMB21.2 million for the six-month period ended 30 June 2015 (refer to Note 5 to the financial statement on pages 37 to 38 of this report).

#### 減值及撥備(扣除)／撥回

減值及撥備主要指未履行已發出擔保的減值及撥備以及貿易及其他應收款項的減值及撥備(於客戶或其他各方可能陷入財務困境且有關於項被視為無法收回之時計提)。倘出現減值且於過往年度作出的撥備隨後獲收回，則會於收回相關數額的年度將之前作出的減值及撥備撥回。

#### 經營開支

於截至二零一五年六月三十日止六個月期間，本集團的經營開支為約人民幣18.2百萬元(截至二零一四年六月三十日止六個月期間：約人民幣18.9百萬元)，佔本集團收益約43.3%(截至二零一四年六月三十日止六個月期間：約64.3%)。

#### 分佔聯營公司溢利

截至二零一五年六月三十日止六個月期間分佔聯營公司溢利約為人民幣3.0百萬元，較截至二零一四年六月三十日止六個月期間約人民幣3.2百萬元減少約人民幣0.2百萬元，分佔聯營公司溢利減少處於我們可接受的範圍。

#### 除稅前溢利

由於本集團收益總額顯著增加，除稅前溢利由截至二零一四年六月三十日止六個月期間約人民幣13.1百萬元增加約人民幣8.1百萬元或約61.8%至截至二零一五年六月三十日止六個月期間約人民幣21.2百萬元(請參閱本報告第37-38頁財務報表附註5)。

### Income tax

For the six months ended 30 June 2015, the Group's income tax amounted to approximately RMB5.2 million, representing a decrease of approximately 16.1% to approximately RMB6.2 million in the corresponding period of 2014.

### Trade and other receivables - Payments on behalf of customers

Payments on behalf of customers mainly represents default loan amount repaid by the Group on behalf of our customers. Upon default by a customer in respect of repayment of a bank loan, according to the relevant guarantee agreement, the outstanding balance shall be firstly settled by the Group on behalf of our customers. The Group will then subsequently request repayment from our customers or take possession of the counter-guarantee assets provided by such customers to recover the outstanding balance. Payments on behalf of customers were interest bearing and the Group holds certain collaterals over certain customers. The net book value of payments on behalf of customers increased from approximately RMB44.6 million as at 31 December 2014 to approximately RMB109.8 million as at 30 June 2015.

## LIQUIDITY AND CAPITAL RESOURCES

### Treasury Management and Investment Policy

In order to more effectively utilize the Group's financial resources for obtaining a better return for the shareholders, it had been the Group's general approach that our management had sought for some alternative investment opportunities which could provide a better return but at minimum risk exposure.

### Pledged Bank Deposits and Cash and Bank Deposits

As at 30 June 2015, the current pledged bank deposits amounted to approximately RMB46.6 million (31 December 2014: approximately RMB53.1 million), representing an decrease of approximately RMB6.5 million as compared to the end of last year. Cash and bank deposits amounted to approximately RMB248.4 million (31 December 2014: approximately RMB257.7 million), representing a decrease of approximately RMB9.3 million, as compared to the end of last year.

### 所得稅

本集團截至二零一五年六月三十日止六個月的所得稅約為人民幣5.2百萬元，較二零一四年同期的約人民幣6.2百萬元減少約16.1%。

### 貿易及其他應收款項－代客戶付款

代客戶付款主要指本集團代表客戶償還拖欠貸款金額。於客戶拖欠銀行貸款還款時，根據相關擔保協議，未清償結餘將首先由本集團代表客戶償付。本集團隨後要求客戶還款或接管有關客戶提供的反擔保資產來收回未清償結餘。代客戶付款為計息，且本集團針對若干客戶持有若干抵押品。代客戶付款的賬面淨值由二零一四年十二月三十一日的約人民幣44.6百萬元增至二零一五年六月三十日約人民幣109.8百萬元。

## 流動資金及資本資源

### 庫務管理及投資政策

為更有效利用本集團的財務資源以為股東獲取更佳回報，本集團一貫的方法為管理層尋求可提供較佳回報但風險最低的一些其他投資機會。

### 已質押銀行存款與現金及銀行存款

於二零一五年六月三十日，即期已質押銀行存款約為人民幣46.6百萬元(二零一四年十二月三十一日：約人民幣53.1百萬元)，較上年年底減少約6.5百萬元。現金及銀行存款約為人民幣248.4百萬元(二零一四年十二月三十一日：約人民幣257.7百萬元)，較上年年底減少約人民幣9.3百萬元。

## Management Discussion and Analysis

### 管理層討論與分析

#### Interest Rate Risk Foreign Exchange Risk and charges on group asset

As at 30 June 2015, the Group had no borrowings and charges on group asset. The Group's interest rate primarily related to interest-bearing bank deposits and pledged bank deposits.

The Group's businesses for the six-month period ended 30 June 2015 were principally conducted in RMB, while most of the Group's monetary assets and liabilities are denominated in HKD and RMB. As the RMB is not a freely convertible currency, any fluctuation in the exchange rate of HKD against RMB may have impact on the Group's result. Although foreign currency exposure does not pose significant risk on the Group and currently, the Group do not have hedging measures against such exchange risks, we will continue to take proactive measures and monitor closely the risk arising from such currency movement.

#### Current ratio

The Group's current ratio increased from approximately 1,234.5% as at 31 December 2014 to approximately 1,491.2% as at 30 June 2015, which was mainly attributable to the increase in current assets as a result of the increase in trade and other receivables as well as the decrease in current liabilities due to the decrease in liabilities from guarantees.

#### Gearing ratio

The Group's gearing ratio decreased from 6.1% as at 31 December 2014 to approximately 4.5% as at 30 June 2015, which was mainly attributable to increased accumulated equity and the decrease in liabilities.

#### 利率風險、外匯風險及集團資產抵押

截至二零一五年六月三十日，本集團無任何借款及集團資產抵押。本集團的利率主要與計息銀行存款及質押銀行存款有關。

本集團於截至二零一五年六月三十日止六個月期間主要以人民幣進行業務，而本集團的大部分資產及負債以港元及人民幣計值。由於人民幣並非可自由兌換貨幣，因此港元兌人民幣的匯率波動可對本集團的業績產生影響。儘管外匯並無使本集團面對重大風險且我們現時並無就該等外匯風險採取任何對沖措施，我們將會繼續採取積極措施密切監控有關貨幣變動產生的風險。

#### 流動比率

本集團的流動比率由二零一四年十二月三十一日的約1,234.5%增加至二零一五年六月三十日的約1,491.2%，主要乃由於貿易及其他應收款項增加令流動資產增加以及擔保負債減少令流動負債減少所致。

#### 資本負債比率

本集團的資本負債比率由二零一四年十二月三十一日的6.1%降至二零一五年六月三十日的約4.5%，主要乃由於累計權益增加以及負債減少所致。

## HUMAN RESOURCES AND REMUNERATION POLICIES

The Group recruits personnel from the open market and enters into employment contracts with them. The Group offers competitive remuneration packages to employees, including salaries and bonuses to qualified employees. The Group also provides training to the staff on a regular basis to enhance their knowledge of the financial products in the market and the applicable laws and regulations in relation to the industry in which the Group operates.

As at 30 June 2015, the Group has 67 full-time employees. Compensation of the employees primarily includes salaries, discretionary bonus, contributions to social insurance and retirement benefit scheme. The Group incurred staff costs (including Directors' remuneration) of approximately RMB8.3 million for the six months ended 30 June 2015.

The Company has adopted the Pre-IPO Share Option Scheme and the Post-IPO Share Option Scheme as an incentive to the Directors and eligible employees.

## PROSPECTS AND OUTLOOK

### Strategic upgrade in line with market trend

The financial deregulation, the tendency of financial market steering towards diversification, mobile Internet, big data together with other emerging technologies have provided a foothold for our strategies. The implementation of strategic upgrade will keep the Group in line with the market trend and the ever-changing financial environment.

### Strategic upgrade I: "Success +" platform strategy to realize brand output

Leveraging its good reputation in the industry, increasingly matured management model and increasingly improved risk control system, the Group will accelerate its "Success +" strategy where, with Success Guarantee as the pioneer, the Group will output its model and philosophy through drawing on leading entities in the industry in different regions to rapidly expand its scale, expand its market share and improve its operating efficiency for a rapid layout in the whole country.

## 人力資源及薪酬政策

本集團在公開市場招攬人材並與他們訂立僱傭合約。本集團給予僱員具競爭力的薪酬組合，包括向合資格僱員提供薪金及花紅。本集團亦定期向員工提供培訓，以提升他們對市場上財務產品及有關本集團所在行業的適用法律及法規的認識。

於二零一五年六月三十日，本集團聘用67名全職僱員。僱員薪酬主要包括薪金、酌情花紅、社會保險及退休福利計劃供款。於截至二零一五年六月三十日止六個月，本集團產生員工成本(包括董事酬金)約人民幣8.3百萬元。

本公司已採納首次公開發售前購股權計劃及首次公開發售後購股權計劃作為對董事及合資格僱員的鼓勵。

## 前景及展望

### 順應時勢，戰略升級

伴隨著金融管制放鬆、金融市場主體趨向多元化，移動互聯網、大數據等新興技術條件相互疊加，為我們的戰略提供了新立足點。戰略升級為順應時勢，符合不斷變化的金融環境。

### 戰略升級一：平台戰略「集成+」，實現品牌輸出

依託良好的業界口碑，日漸成熟的管理模式和日趨完善的風險控制體系，本集團將推進「集成+」戰略，以集成擔保作為先鋒團隊，借助不同區域行業領先主體輸出我們的模式與理念，迅速擴大集團規模，擴充市場份額，提升經營效率，迅速佈局全國。

## Management Discussion and Analysis

### 管理層討論與分析

#### **Strategic upgrade II: “Internet +” product strategy to realize business model of multi-financial instruments**

Adhering to the development of the financial industry, the Group will actively seek cooperation with all parties and strive to obtain related licenses for emerging financial products such as crowd-funding and Internet financing. In future, the Group will build a full industry chain for integrated financial services covering various business types and product models, including but not limited to micro credit, guarantees, financial leasing, factoring, asset management, peer-to-peer, private equity funds, exchanges, convertible bonds, direct investment and crowd-funding to realize the inter-connection from debt end to equity end. Deploying the Internet and other sophisticated data processing techniques, the Group will fully connect with funding providers and assets providers to form an integration-centric and inclusive financial services platform with growth potential and high values.

#### **Strategic upgrade III: “Focus on wealth” funding strategy to realize a self-organized financial ecosystem**

The Group will continue to focus on wealth and explore models of cooperation with trusts, securities, futures, funds and banks for enlarged leverage and rapid expansion of funding channels. Internally, the Group will gradually enrich marketing channels, achieve rational allocation of resources, establish a competitive customer-manager management mechanism, and instill the development strategies into all members of the Group.

Regarding business models, the Group intends that guarantee will be mainly in the form of credit enhancement in professional field, and will maintain the strong development momentum of financial leasing while excelling in professional financial consultancy to realize organic growth upgrade of traditional businesses. For new businesses, we will strive to expand the two major businesses of debt and equity and cohere major energy to build a financial ecosystem focusing on specific market tiers.

戰略升級二：產品戰略「互聯網+」，實現多金融工具業務模式

緊跟金融大環境發展，本集團將積極尋求各方合作，致力於獲取眾籌、互聯網金融等新興金融相關牌照。未來，本集團將構建一條綜合金融服務全產業鏈條，涵蓋各類業務品種及產品模式，包括但不僅限於小額貸款、擔保、融資租賃、保理、資產管理、P2P，私募基金、交易所、可轉債、直投、眾籌，實現從債權端到股權端的互連。以互聯網等尖端數據處理技術全連資金供應方和資產供應方，形成以集成為中心的，具備成長性和高估值的普惠金融服務平台。

戰略升級三：資金戰略「聚焦財富」，實現自組金融生態圈

本集團繼續聚焦財富，探索與信託、證券、期貨、基金、銀行的合作模式，放大槓桿倍數，迅速拓寬資金渠道。集團內部將逐步豐富營銷渠道，合理配置資源，建立起有競爭性的客戶經理管理機制，將財富的發展戰略植入每位集團成員。

在業務模式方面，本集團擬將擔保以專業領域的增信為主營，保持融資租賃強勁發展趨勢，並做好專業財務顧問，實現傳統業務內生化的升級。在新增業務方面，我們將致力拓展債權及股權兩大業務，擬凝聚主要精力打造專注於特定市場分層的金融生態圈。

**Strategic upgrade IV: “Product + channels” funding strategy to realize strategic cooperation with banks and other parties and channels**

The Group will strengthen cooperation with major banks at group level in future, striving to reach long-term strategic cooperation with banks or fund providers with the Group’s iconic products as the core of cooperation. Through the strong resources integration ability and professional financing services of our own platform, the Group will develop the financing market of small and medium enterprises (“SMEs”) and work with major banks to achieve maximum value of product financing and supply chain financing, so as to meet the financing needs of more SMEs.

Looking ahead, the Group will continue to nurture customer network and maintain customer loyalty by way of including but not limited to mergers and acquisitions, introduction of strategic investors and establishment of operating companies to accelerate the process of strategic cooperation, so as to achieve sharing of risks and revenues.

**Strategic upgrade V: “Business partnership” talent strategy to realize common growth with elite talents**

In respect of the management, the Company has explored the possibility of establishing a common growth mechanism with elite talents. The Company intends to implement a series of policies to provide appropriate motivations including the introduction of business partnership for the management on elite talents and to establish a close relationship of “sharing value, risks and profits” between the elite talents and the Group, so that our team can be motivated to realize their own values and the rapid growth of the Group’s business can be promoted.

戰略升級四：籌資戰略「產品+渠道」，實現與銀行及各方渠道達成戰略合作

本集團未來將會從集團層面加強與各大銀行合作，力求以集團標誌性產品為合作核心，與銀行或資金方達成了長久性的戰略合作。本集團將通過自身平台強大的資源整合能力及專業的融資服務開拓中小企融資市場，攜手各大銀行實現產品金融、供應鏈金融最大價值，滿足更多中小企客戶的融資需求。

展望未來，本集團將繼續悉心經營客戶網絡，保持客戶黏性，使用包括但不限於兼併收購、引入戰略投資者、成立運營公司等形式，加快推進戰略合作進程，實現風險共擔，收益共享。

戰略升級五：人才戰略「事業合夥人制」，實現與優質人才共成長

在管理上，公司探索了與優秀人才共同成長機制，擬對優質人才採取事業合夥制管理等一系列適當激勵手段，形成與集團「共創價值、共擔風險、共享利潤」的緊密關係，以刺激團隊自身價值實現，推動本集團事業的高速發展。

## Review Report of Interim Financial Information 中期財務資料審閱報告



### Review report to the shareholders of China Success Finance Group Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

#### INTRODUCTION

We have reviewed the interim financial report set out on pages 24 to 86 which comprises the consolidated statement of financial position of China Success Finance Group Holdings Limited (the “Company”) and its subsidiaries (collectively the “Group”) as of 30 June 2015 and the related consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the condensed consolidated cash flow statement for the six months period then ended and explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of an interim financial report to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34, *Interim financial reporting*, issued by the Hong Kong Institute of Certified Public Accountants. The directors are responsible for the preparation and presentation of the interim financial report in accordance with Hong Kong Accounting Standard 34.

Our responsibility is to form a conclusion, based on our review, on the interim financial report and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

#### SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410, *Review of interim financial information performed by the independent auditor of the entity*, issued by the Hong Kong Institute of Certified Public Accountants. A review of the interim financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly we do not express an audit opinion.

中國集成金融集團控股有限公司的審閱報告

(於開曼群島註冊成立的有限公司)

#### 緒言

我們已審閱載於第24至86頁的中期財務報告，當中包括中國集成金融集團控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)截至二零一五年六月三十日的綜合財務狀況表與截至該日止六個月期間的相關綜合損益表、綜合損益及其他全面收益表、綜合權益變動表及簡明綜合現金流量表以及解釋附註。香港聯合交易所有限公司證券上市規則規定編製中期財務報告須符合當中相關條文及香港會計師公會頒布的香港會計準則第34號*中期財務報告*。董事負責根據香港會計準則第34號編製及呈列中期財務報告。

我們的責任是根據審閱結果對中期財務報告作出結論，並按照我們雙方協定的委聘條款，僅向董事會全體報告，除此之外，本報告別無其他目的。我們概不就本報告的內容，對任何其他人士負責或承擔責任。

#### 審閱範圍

我們已根據香港會計師公會頒布的香港審閱工作準則第2410號「*實體的獨立核數師對中期財務資料的審閱*」進行審閱。中期財務報告的審閱工作包括主要向負責財務及會計事宜的人士查詢，並應用分析及其他審閱程序。由於審閱的範圍遠較按照香港審計準則進行審核的範圍為小，故不能保證我們會注意到審核中可能會發現的所有重大事宜。因此，我們不會發表任何審核意見。

## Review Report of Interim Financial Information 中期財務資料審閱報告

### CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the interim financial report as at 30 June 2015 is not prepared, in all material respects, in accordance with Hong Kong Accounting Standard 34, *Interim financial reporting*.

### KPMG

*Certified Public Accountants*

8<sup>th</sup> Floor, Prince's Building  
10 Chater Road  
Central, Hong Kong

31 August 2015

### 結論

根據我們的審閱工作，我們並無注意到任何事情令我們相信於二零一五年六月三十日的中期財務報告在所有重大方面未有根據香港會計準則第34號*中期財務報告*的規定編製。

畢馬威會計師事務所  
執業會計師

香港中環  
遮打道10號  
太子大廈8樓

二零一五年八月三十一日



## Consolidated Statement of Profit or Loss

### 綜合損益表

for the six months ended 30 June 2015 – unaudited 截至二零一五年六月三十日止六個月 – 未經審核  
(Expressed in Renminbi) (以人民幣列示)

		Six months ended 30 June 截至六月三十日止六個月		
		Note 附註	2015 二零一五年 RMB' 000 人民幣千元	2014 二零一四年 RMB' 000 人民幣千元
Guarantee Income	擔保收入		13,473	21,867
Less: re-guarantee fee	減：再擔保費		(1,469)	(1,200)
<b>Net guarantee fee income</b>	<b>擔保費收入淨額</b>		<b>12,004</b>	20,667
Interest income from leasing	租賃利息收入		10,179	—
Less: interest expenses	減：利息開支		(374)	—
<b>Net interest income</b>	<b>利息收入淨額</b>		<b>9,805</b>	—
Service fee from consulting services	諮詢服務所得服務費		17,019	4,627
Revenue	收益	3	38,828	25,294
Other revenue	其他收益	4	3,196	4,129
Impairment and provision charged	減值及撥備扣除	5(a)	(5,687)	(700)
Operating expenses	經營開支		(18,152)	(18,877)
Share of profits of an associate	分佔聯營公司溢利	10	3,003	3,248
Profit before taxation	除稅前溢利	5	21,188	13,094
Income tax	所得稅	6(a)	(5,161)	(6,200)
<b>Profit for the period</b>	<b>期內溢利</b>		<b>16,027</b>	6,894
Attributable to:	以下各項應佔：			
Equity shareholders of the Company	本公司權益股東		15,890	6,782
Non-controlling interests	非控股權益		137	112
Profit for the period	期內溢利		16,027	6,894
Earnings per share (RMB per share)	每股盈利(每股人民幣)			
Basic	基本	7	0.04	0.02
Diluted	攤薄	7	0.04	0.02

The notes on pages 32 to 86 form part of this interim financial report. Details of dividends payable to equity shareholders of the Company are set out in note 22(a).

第32至86頁的附註構成本中期財務報告的一部分。應付本公司權益股東的股息詳情載於附註22(a)。

## Consolidated Statement of Profit or Loss and Other Comprehensive Income 綜合損益及其他全面收入表

for the six months ended 30 June 2015 – unaudited 截至二零一五年六月三十日止六個月 – 未經審核  
(Expressed in Renminbi) (以人民幣列示)

		Six months ended 30 June 截至六月三十日止六個月	
		2015 二零一五年 RMB' 000 人民幣千元	2014 二零一四年 RMB' 000 人民幣千元
<b>Profit for the period</b>	期內溢利	<b>16,027</b>	6,894
<b>Other comprehensive income for the period that may be reclassified subsequently to profit or loss (after tax: Nil)</b>	其後可能重新分類至損益的期內其他全面收入(除稅後：零)		
Exchange differences on translation of financial statements of entities outside the People's Republic of China ("PRC")	換算中華人民共和國(「中國」)境外實體財務報表的匯兌差額	<b>575</b>	3,206
<b>Total comprehensive income for the period</b>	期內全面收入總額	<b>16,602</b>	10,100
<b>Attributable to:</b>	以下各項應佔：		
Equity shareholders of the Company	本公司權益股東	<b>16,465</b>	9,988
Non-controlling interests	非控股權益	<b>137</b>	112
<b>Total comprehensive income for the period</b>	期內全面收入總額	<b>16,602</b>	10,100

The notes on pages 32 to 86 form part of this interim financial report.

第32至86頁的附註構成本中期財務報告的一部分。

## Consolidated Statement of Financial Position

### 綜合財務狀況表

at 30 June 2015 - unaudited 於二零一五年六月三十日 - 未經審核

(Expressed in Renminbi) (以人民幣列示)

		Note	At 30 June 2015 六月三十日 二零一五年 RMB' 000 人民幣千元 (unaudited) (未經審核)	At 31 December 2014 十二月三十一日 二零一四年 RMB' 000 人民幣千元 (audited) (經審核)
<b>Non-current assets</b>	<b>非流動資產</b>			
Equipment	設備	8	1,581	1,947
Intangible assets	無形資產		26	29
Interest in an associate	於一家聯營公司的權益	10	79,508	76,505
Other non-current assets	其他非流動資產	11	141,913	97,841
Pledged bank deposits	已質押銀行存款	12	152,105	131,050
			<b>375,133</b>	<b>307,372</b>
<b>Current assets</b>	<b>流動資產</b>			
Pledged bank deposits	已質押銀行存款	12	46,625	53,105
Trade and other receivables	貿易及其他應收款項	13	177,125	115,447
Available-for-sale financial assets	可供出售金融資產	14	18,900	—
Cash and bank deposits	現金及銀行存款	15	248,388	257,697
			<b>491,038</b>	<b>426,249</b>
<b>Current liabilities</b>	<b>流動負債</b>			
Receipts in advance	預收款項	16	2,271	385
Accruals and other payables	應計費用及其他應付款項	17	9,386	5,097
Customer pledged deposits received	已收客戶擔保保證金	18	919	915
Current tax liabilities	即期稅項負債		5,850	8,400
Liabilities from guarantees	擔保負債	21	14,504	19,732
			<b>32,930</b>	<b>34,529</b>
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>458,108</b>	<b>391,720</b>
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>833,241</b>	<b>699,092</b>

## Consolidated Statement of Financial Position 綜合財務狀況表

at 30 June 2015 - unaudited 於二零一五年六月三十日 - 未經審核  
(Expressed in Renminbi) (以人民幣列示)

			At 30 June 2015 六月三十日 二零一五年 RMB' 000 人民幣千元 (unaudited) (未經審核)	At 31 December 2014 十二月三十一日 二零一四年 RMB' 000 人民幣千元 (audited) (經審核)
<b>Non-current liabilities</b>	非流動負債			
Liabilities from guarantees	擔保負債	21	1,056	1,897
Deferred tax liabilities	遞延稅項負債	20(a)	3,227	5,783
			<b>4,283</b>	7,680
<b>NET ASSETS</b>	資產淨值		<b>828,958</b>	691,412
<b>CAPITAL AND RESERVES</b>	股本及儲備			
Share capital	股本	22(b)	3,755	3,276
Reserves	儲備	22	820,585	683,655
<b>Total equity attributable to equity shareholders of the Company</b>	本公司權益股東應佔權益總額		<b>824,340</b>	686,931
<b>Non-controlling interests</b>	非控股權益		<b>4,618</b>	4,481
<b>TOTAL EQUITY</b>	權益總額		<b>828,958</b>	691,412

Approved and authorised for issue by the board of directors on 31 August 2015.

經董事會批准及授權於二零一五年八月三十一日刊發。

**Zhang Tiewei**  
Director

**Chen Hui**  
Director

董事  
張鐵偉

董事  
陳暉

The notes on pages 32 to 86 form part of this interim financial report.

第32至86頁的附註構成本中期財務報告的一部分。

## Consolidated Statement of Changes in Equity 綜合權益變動表

for the six months ended 30 June 2015 - unaudited 截至二零一五年六月三十日止六個月 - 未經審核  
(Expressed in Renminbi) (以人民幣列示)

		Attributable to equity shareholders of the Company 本公司權益股東應佔									
		Share capital 股本	Share premium 股份溢價	Capital reserve 資本儲備	Surplus reserve 盈餘儲備	Regulatory reserve 監管儲備	Exchange reserve 匯兌儲備	Retained earnings 保留盈利	Total 總計	Non- controlling interests 非控股權益	Total equity 權益總額
		RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元
		22(b)	22(c)	22(d)	22(e)	22(f)	22(g)	22(h)			
<b>Balance at 1 January 2014</b>	於二零一四年一月一日的結餘	3,276	223,797	295,557	20,078	58,998	(1,628)	52,617	652,695	4,207	656,902
<b>Changes in equity for the six months ended 30 June 2014:</b>	截至二零一四年六月三十日止六個月權益變動：										
Profit for the period	期內溢利	—	—	—	—	—	—	6,782	6,782	112	6,894
Exchange differences on translation of financial statements of entities outside the PRC	換算中國境外實體財務報表的匯兌差額	—	—	—	—	—	3,206	—	3,206	—	3,206
<b>Total comprehensive income</b>	全面收入總額	—	—	—	—	—	3,206	6,782	9,988	112	10,100
Regulatory reserve appropriation	監管儲備提取	—	—	—	—	2,987	—	(2,987)	—	—	—
Equity settled share-based transactions	以權益結算以股份為基礎的交易	—	—	5,256	—	—	—	—	5,256	—	5,256
<b>Balance at 30 June 2014 and 1 July 2014</b>	於二零一四年六月三十日及二零一四年七月一日的結餘	3,276	223,797	300,813	20,078	61,985	1,578	56,412	667,939	4,319	672,258

## Consolidated Statement of Changes in Equity 綜合權益變動表

for the six months ended 30 June 2015 - unaudited 截至二零一五年六月三十日止六個月 - 未經審核  
(Expressed in Renminbi) (以人民幣列示)

		Attributable to equity shareholders of the Company 本公司權益股東應佔									
		Share capital	Share premium	Capital reserve	Surplus reserve	Regulatory reserve	Exchange reserve	Retained earnings	Total	Non-controlling interests	Total equity
		股本	股份溢價	資本儲備	盈餘儲備	監管儲備	匯兌儲備	保留盈利	總計	非控股權益	權益總額
		RMB' 000	RMB' 000	RMB' 000	RMB' 000	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	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		22(b)	22(c)	22(d)	22(e)	22(f)	22(g)	22(h)			
<b>Balance at 30 June 2014 and 1 July 2014</b>	於二零一四年六月三十日及 二零一四年七月一日的結餘	3,276	223,797	300,813	20,078	61,985	1,578	56,412	667,939	4,319	672,258
<b>Changes in equity for the six months ended 31 December 2014:</b>	截至二零一四年 十二月三十一日 止六個月權益變動：										
Profit for the period	期內溢利	—	—	—	—	—	—	19,298	19,298	162	19,460
Exchange differences on translation of financial statements of entities outside the PRC	換算中國境外 實體財務報表的匯兌差額	—	—	—	—	—	(942)	—	(942)	—	(942)
<b>Total comprehensive income</b>	全面收入總額	—	—	—	—	—	(942)	19,298	18,356	162	18,518
Regulatory reserve appropriation	監管儲備提取	—	—	—	—	4,492	—	(4,492)	—	—	—
Surplus reserve appropriation	盈餘儲備提取	—	—	—	12,794	—	—	(12,794)	—	—	—
Equity settled share-based transactions	以權益結算以股份為基礎的交易	—	—	636	—	—	—	—	636	—	636
<b>Balance at 31 December 2014</b>	於二零一四年 十二月三十一日的結餘	3,276	223,797	301,449	32,872	66,477	636	58,424	686,931	4,481	691,412

## Consolidated Statement of Changes in Equity 綜合權益變動表

for the six months ended 30 June 2015 - unaudited 截至二零一五年六月三十日止六個月 - 未經審核  
(Expressed in Renminbi) (以人民幣列示)

		Attributable to equity shareholders of the Company 本公司權益股東應佔									
		Share capital	Share premium	Capital reserve	Surplus reserve	Regulatory reserve	Exchange reserve	Retained earnings	Total	Non-controlling interests	Total equity
		RMB' 000	RMB' 000	RMB' 000	RMB' 000	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	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		22(b)	22(c)	22(d)	22(e)	22(f)	22(g)	22(h)			
Balance at 1 January 2015	於二零一五年一月一日的結餘	3,276	223,797	301,449	32,872	66,477	636	58,424	686,931	4,481	691,412
Changes in equity for the six months ended 30 June 2015:	截至二零一五年六月三十日止六個月權益變動：										
Profit for the period	期內溢利	—	—	—	—	—	—	15,890	15,890	137	16,027
Exchange differences on translation of financial statements of entities outside the PRC	換算中國境外實體財務報表的匯兌差額	—	—	—	—	—	575	—	575	—	575
Total comprehensive income	全面收入總額	—	—	—	—	—	575	15,890	16,465	137	16,602
Issuance of shares by share offering	通過股份發售發行股份	22(b) (ii)	473	124,743	—	—	—	—	125,216	—	125,216
Regulatory reserve appropriation	監管儲備提取		—	—	—	(2,222)	—	2,222	—	—	—
Equity settled share-based transactions	以權益結算以股份為基礎的交易	22(b) (iii)	6	1,951	300	—	—	—	2,257	—	2,257
Dividends approved in respect of the previous year	就上年度批准的股息		—	—	—	—	—	(6,529)	(6,529)	—	(6,529)
Balance at 30 June 2015	於二零一五年六月三十日的結餘	3,755	350,491	301,749	32,872	64,255	1,211	70,007	824,340	4,618	828,958

The notes on pages 32 to 86 form part of this interim financial report.

第32至86頁的附註構成本中期財務報告的一部分。

## Condensed Consolidated Cash Flow Statement

### 簡明綜合現金流量表

for the six months ended 30 June 2015 - unaudited 截至二零一五年六月三十日止六個月 - 未經審核  
(Expressed in Renminbi) (以人民幣列示)

		Six months ended 30 June 截至六月三十日止六個月		
		Note 附註	2015 二零一五年 RMB' 000 人民幣千元	2014 二零一四年 RMB' 000 人民幣千元
<b>Operating activities</b>				
Cash used in operating activities	經營活動所用現金		(106,934)	(52,734)
PRC income tax paid	已付中國所得稅		(10,266)	(5,409)
<b>Net cash used in operating activities</b>	<b>經營活動所用現金淨額</b>		<b>(117,200)</b>	<b>(58,143)</b>
<b>Investing activities</b>				
Payments for purchase of equipment	購買設備的付款		(90)	(985)
Interest income received from bank	已獲取銀行利息收入		3,045	3,332
Proceed from advances to an associate	向一家聯營公司 墊款所得款項	26(e)	—	4,144
Acquisition of financial assets	收購金融資產	14	(18,900)	—
<b>Net cash (used in)/generated from investing activities</b>	<b>投資活動(所用)/產生現金淨額</b>		<b>(15,945)</b>	<b>6,491</b>
<b>Financing activities</b>				
Payments for IPO costs	就首次公開發售成本付款		—	(34)
Issuance of shares by share offering	通過股份發售發行股份	22(b) (ii)	125,216	—
Proceeds from exercise of share options	購股權獲行使所得款項	22(b) (iii)	1,092	—
Interest paid	已付利息		(374)	—
Dividends paid	已付股息	22(a)	(1,808)	—
<b>Net cash generated from/(used in) financing activities</b>	<b>融資活動產生/(所用)現金淨額</b>		<b>124,126</b>	<b>(34)</b>
<b>Net decrease in cash and cash equivalents</b>	<b>現金及現金等價物減少淨額</b>		<b>(9,019)</b>	<b>(51,686)</b>
<b>Cash and cash equivalents at 1 January</b>	<b>於一月一日的現金及現金等價物</b>	15	<b>256,782</b>	457,084
<b>Effect of foreign exchange rate change</b>	<b>外匯匯率變動影響</b>		<b>(294)</b>	587
<b>Cash and cash equivalents at 30 June</b>	<b>於六月三十日的現金及現金等價物</b>	15	<b>247,469</b>	405,985

The notes on pages 32 to 86 form part of this interim financial report.

第32至86頁的附註構成本中期財務報告的一部分。



## Notes to the Unaudited Interim Financial Report

### 未經審核中期財務報告附註

(Expressed in Renminbi unless otherwise indicated) (除非另有所指，否則以人民幣列示)

#### 1 BASIS OF PREPARATION

This interim financial report has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, including compliance with Hong Kong Accounting Standard (HKAS) 34, *Interim financial reporting*, issued by the Hong Kong Institute of Certified Public Accountants (HKICPA). It was authorised for issue on 31 August 2015.

The interim financial report has been prepared in accordance with the same accounting policies adopted in the 2014 annual financial statements, except for the accounting policy changes that are expected to be reflected in the 2015 annual financial statements. Details of any changes in accounting policies are set out in note 2.

The preparation of an interim financial report in conformity with HKAS 34 requires management to make judgments, 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.

This interim financial report comprises the Company and its subsidiaries (together referred to as the “Group”). This interim financial 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 2014 annual financial statements. The condensed consolidated interim financial statements and notes thereon do not include all of the information required for full set of financial statements prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”).

#### 1 編製基準

本中期財務報告已根據香港聯合交易所有限公司證券上市規則的適用披露條文編製，包括遵守香港會計師公會(香港會計師公會)頒佈的香港會計準則(香港會計準則)第34號中期財務報告。本報告於二零一五年八月三十一日獲准刊發。

除預期將於二零一五年度財務報表內反映的會計政策變動外，中期財務報告已根據與二零一四年度財務報表所採納的相同會計政策編製。會計政策的任何變動詳情載於附註2。

按照香港會計準則第34號編製中期財務報告須由管理層作出判斷、估計和假設。此等判斷、估計和假設會影響政策應用及按年初至今基準所呈報的資產及負債、收入及支出金額。實際結果或會有別於該等估計。

本中期財務報告包括本公司及其附屬公司(統稱「本集團」)。本中期財務報告載有簡明綜合財務報表及節選的解釋附註。附註包括對了解本集團自二零一四年度財務報表刊發以來的財務狀況及表現所出現的變動而言屬重要的事件及交易的解釋。簡明綜合中期財務報表及其附註並不包括根據香港財務報告準則(「香港財務報告準則」)而編製的完整財務報表所規定的所有資料。

# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in Renminbi unless otherwise indicated) (除非另有所指，否則以人民幣列示)

### 1 BASIS OF PREPARATION (Cont'd)

The interim financial report is unaudited, but has been reviewed by KPMG in accordance with Hong Kong Standard on Review Engagements 2410, *Review of interim financial information performed by the independent auditor of the entity*, issued by the HKICPA. KPMG's independent review report to the Board of Directors is included on Page 22 to 23.

The financial information relating to the financial year ended 31 December 2014 that is included in the interim financial report as comparative information does not constitute the company's statutory annual consolidated financial statements for that financial year but is derived from those financial statements.

### 2 CHANGES IN ACCOUNTING POLICIES

The HKICPA has issued the following amendments to HKFRSs that are first effective for the current accounting period of the group and the company:

- Annual Improvements to HKFRSs 2010-2012 Cycle
- Annual Improvements to HKFRSs 2011-2013 Cycle

None of these developments have had a material effect on how the group's results and financial position for the current or prior periods have been prepared or presented. The group has not applied any new standard of interpretation that is not yet effective for the current accounting period.

### 1 編製基準(續)

中期財務報告未經審核，但已由畢馬威會計師事務所根據香港會計師公會頒佈的《香港審閱委聘準則》第2410號實體獨立核數師對中期財務資料進行審閱而進行審閱。畢馬威會計師事務所致董事會的獨立審閱報告載於第22頁至第23頁。

中期財務報告所載有關截至二零一四年十二月三十一日止財政年度財務資料屬比較資料，並不構成本公司於該財政年度的法定年度綜合財務報表，惟乃源自該等財務報表。

### 2 會計政策變動

香港會計師公會已頒佈下列於集團及公司當前會計期間首次生效的香港財務報告準則的修訂本：

- 香港財務報告準則二零一零年至二零一二年週期的年度改進
- 香港財務報告準則二零一一年至二零一三年週期的年度改進

該等發展對本集團當前或過往期間業績及財務狀況的編製或呈列方式並無重大影響。本集團並無應用於當前會計期間尚未生效的任何新訂準則或詮釋。

## Notes to the Unaudited Interim Financial Report

### 未經審核中期財務報告附註

(Expressed in Renminbi unless otherwise indicated) (除非另有所指，否則以人民幣列示)

#### 3 REVENUE

The principal activities of the Group are the provision of guarantees, financial leasing services and financial consultancy services. The amount of each significant category of revenue recognised during the period is as follows:

#### 3 收益

本集團的主要業務活動為提供擔保、融資租賃服務及財務顧問服務。期內已確認的各重大類別收益的金額如下：

		<b>Six months ended 30 June</b> 截至六月三十日止六個月	
		<b>2015</b> 二零一五年 <b>RMB' 000</b> 人民幣千元	2014 二零一四年 RMB' 000 人民幣千元
	Note 附註		
Guarantee fee income	擔保費收入		
Income from financial guarantees	融資擔保收入	<b>12,567</b>	19,996
Income from litigation guarantees	訴訟擔保收入	<b>637</b>	1,387
Income from performance guarantees	履約擔保收入	<b>269</b>	484
Less: re-guarantee fee	減：分擔保費	<b>(1,469)</b>	(1,200)
Net guarantee fee income	擔保費收入淨額	<b>12,004</b>	20,667
Interest income from leasing	租賃利息收入	<b>10,179</b>	—
Less: Interest expenses	減：利息開支	<b>(374)</b>	—
Net interest income	利息收入淨額	<b>9,805</b>	—
Service fee from consulting services	諮詢服務所得服務費	<b>17,019</b>	4,627
<b>Total</b>	<b>總計</b>	<b>38,828</b>	25,294

In 2015, the percentage of the Group's largest single customer's revenue was 21.06% (2014: 6.51%); while the percentage of the Group's top 5 customers' revenue was 48.78% (2014: 15.09%).

於二零一五年，本集團最大單一客戶的收益所佔百分比為21.06%（二零一四年：6.51%），而本集團五大客戶的收益所佔百分比為48.78%（二零一四年：15.09%）。

## Notes to the Unaudited Interim Financial Report 未經審核中期財務報告附註

(Expressed in Renminbi unless otherwise indicated) (除非另有所指，否則以人民幣列示)

### 3 REVENUE (Cont'd)

- (a) On 29 November 2013, Success Guarantee entered into a cooperation agreement with an independent Sino-foreign financial guarantee company (“the Re-Guarantor”) to proportionally share the guarantee obligation incurred for financial guarantees issued that meet certain criteria. According to the terms of the agreement, the Re-Guarantor will share 20% guarantee obligation for the guarantee issued with an amount not more than RMB10,000,000 and 10% for the guarantee issued with an amount more than RMB10,000,000 but less than or equal to RMB20,000,000.

The re-guarantee fee for shared obligation is: (i) 2% of the shared guarantee amounts; and (ii) adjusted with reference to the number of months the Re-Guarantor undertaking (only for the then issued guarantees that were shared by the Re-Guarantor on the effective date of the agreement).

Besides, there is a refund of handling fees from the Re-Guarantor when the total amount of compensation paid by the Re-Guarantor over the total amount of the fees received by the Re-Guarantor is less than 70% upon expiry of the agreement. In the event that there is no default incurred, the Group is entitled to a maximum refund of re-guarantee handling fees with an amount of 70% of the paid re-guarantee fees.

- (b) Success Leasing borrowed a loan of RMB15 million through Guangdong Jiayou Network Technology Co., Ltd (“Jiayou Network”), with a term of 3 months and an interest rate of 9% per year. The total expense for this loan is RMB374,000, out of which RMB338,000 is interest and RMB36,000 is service fee.

### 3 收益(續)

- (a) 於二零一三年十一月二十九日，集成擔保與一名獨立中外融資擔保公司(「分擔保人」)訂立合作協議，以按比例分擔就符合某一標準的已發出融資擔保產生的擔保責任。根據該協議的條款，分擔保人將就金額不超過人民幣10,000,000元的已發出擔保分擔20%的擔保責任以及就金額超過人民幣10,000,000元但少於或等於人民幣20,000,000元的已發出擔保分擔10%的擔保責任。

所分擔責任的分擔保費為：(i) 所分擔擔保金額的2%；及(ii) 參考分擔保人所承擔(僅就分擔保人於協議生效日期所分擔的當時已發出擔保而言)的月份數進行調整。

此外，倘於協議屆滿時分擔保人所支付補償總額所佔分擔保人所收取費用總額低於70%，分擔保人會退還手續費。倘並無發生違約，本集團有權收取的分擔保手續費的最高退還金額為已付分擔保費的70%。

- (b) 集成租賃透過廣東嘉友網絡科技有限公司(「嘉友網絡」)借入貸款人民幣15,000,000元，期限為三個月，年利率為9%。貸款總開支為人民幣374,000元，其中利息為人民幣338,000元及服務費為人民幣36,000元。

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(Expressed in Renminbi unless otherwise indicated) (除非另有所指，否則以人民幣列示)

### 4 OTHER REVENUE

		<b>Six months ended 30 June</b> 截至六月三十日止六個月	
		<b>2015</b> 二零一五年 <b>RMB' 000</b> 人民幣千元	2014 二零一四年 RMB' 000 人民幣千元
	Note 附註		
Government grants	政府補助	<b>554</b>	200
Interest income from bank deposits	銀行存款利息收入	<b>2,642</b>	3,925
Others	其他	—	4
<b>Total</b>	<b>總計</b>	<b>3,196</b>	4,129

(a) Success Guarantee received funding supporting mainly from Ministry of Finance and the People's Government of Chancheng District of Foshan City. The entitlements of the government grants were under the discretion of the relevant government bureaus. The purpose of the government grants was to grant financial assistance to small and medium enterprises. For the six months ended 30 June 2015, RMB 554,000 (six months ended 30 June 2014: RMB 200,000) of the government grants were rewarded to the group for guarantee expense.

### 4 其他收益

(a) 集成擔保主要從財政部及佛山市禪城區人民政府獲取資金支持。政府補貼乃由有關政府當局酌情授予。政府補貼的目的為向中小型企業提供財務支持。截至二零一五年六月三十日止六個月，政府補貼人民幣554,000元(截至二零一四年六月三十日止六個月：人民幣200,000元)乃就擔保開支而獎勵予本集團。

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(Expressed in Renminbi unless otherwise indicated) (除非另有所指，否則以人民幣列示)

### 5 PROFIT BEFORE TAXATION

Profit before taxation is arrived at after (crediting)/charging:

#### (a) Impairment and provision charged/(written back)

		Note 附註	2015 二零一五年 RMB' 000 人民幣千元	2014 二零一四年 RMB' 000 人民幣千元
Provision (written back)/charged for guarantees issued	就已發出擔保(撥回)/扣除撥備	21	(1,794)	700
Impairment provision charged for	就以下各項扣除減值撥備			
– other non-current assets	– 其他非流動資產	11	347	—
– trade receivables	– 貿易應收款項	13(b) (i)	7,134	—
<b>Total</b>	<b>總計</b>		<b>5,687</b>	<b>700</b>

#### (b) Staff costs

		Note 附註	2015 二零一五年 RMB' 000 人民幣千元	2014 二零一四年 RMB' 000 人民幣千元
Salaries, wages and other benefits	薪金、工資及其他福利		6,772	4,328
Contributions to defined contribution retirement plan	定額退休計劃供款		338	176
Equity-settled share-based payment expenses	以權益結算以股份為基礎的付款開支	19	1,147	5,240
			<b>8,257</b>	<b>9,744</b>

### 5 除稅前溢利

除稅前溢利乃經(計入)/扣除以下各項後達致：

#### (a) 減值及撥備扣除/(撥回)

**Six months ended 30 June**  
截至六月三十日止六個月

#### (b) 員工成本

**Six months ended 30 June**  
截至六月三十日止六個月

## Notes to the Unaudited Interim Financial Report

### 未經審核中期財務報告附註

(Expressed in Renminbi unless otherwise indicated) (除非另有所指，否則以人民幣列示)

#### 5 PROFIT BEFORE TAXATION (Cont'd)

##### (b) Staff costs (Cont'd)

Pursuant to the relevant labour rules and regulations in the PRC, the PRC subsidiaries participate in defined contribution retirement benefit schemes (the "Schemes") organised by the local authority whereby the PRC subsidiaries are required to make contributions to the Schemes based on certain percentages of the eligible employees' salaries. The local government authority is responsible for the entire pension obligations payable to the retired employees.

The Group has no other material obligations for payments of retirement and other post-retirement benefits of employees other than the contributions described above.

##### (c) Other items

#### 5 除稅前溢利(續)

##### (b) 員工成本(續)

根據中國相關勞動規則及規例，中國附屬公司參加了由地方機關組織的定額供款退休福利計劃(「有關計劃」)，據此中國附屬公司須向有關計劃按合資格僱員薪金某一百分比作出供款。地方政府機關負責向退休僱員支付全部退休金。

除作出上述供款外，本集團對支付退休金及其他僱員退休後福利並無其他重大責任。

##### (c) 其他項目

		<b>Six months ended 30 June</b>	
		截至六月三十日止六個月	
Note		2015	2014
附註		二零一五年	二零一四年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
	Depreciation	319	208
	Operating lease charges in respect of leasing of properties	2,709	467
	Net foreign exchange Loss	63	3,741

(i) The net foreign exchange loss recognized for the six months ended 30 June 2015 resulted mainly from the drop in the exchange rate of the RMB as the Company of which the functional currency is HKD held monetary assets denominated in RMB for the six months ended 30 June 2015.

(i) 截至二零一五年六月三十日止六個月確認的外匯虧損淨額主要來自人民幣匯率下跌，原因是截至二零一五年六月三十日止六個月，功能貨幣為港元的本公司持有以人民幣計值的貨幣資產。

## Notes to the Unaudited Interim Financial Report 未經審核中期財務報告附註

(Expressed in Renminbi unless otherwise indicated) (除非另有所指，否則以人民幣列示)

### 6 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS

### 6 綜合損益表的所得稅

(a) Taxation in the consolidated statement of profit or loss represents:

(a) 綜合損益表內的稅項指：

		Six months ended 30 June 截至六月三十日止六個月	
		2015 二零一五年 RMB' 000 人民幣千元	2014 二零一四年 RMB' 000 人民幣千元
<b>Current tax</b>	<b>即期稅項</b>		
Provision for PRC income tax for the period	期內中國所得稅撥備	7,717	7,224
<b>Deferred tax</b>	<b>遞延稅項</b>		
Origination and reversal of temporary differences	產生及轉回暫時差異	(2,556)	(1,024)
<b>Total</b>	<b>總計</b>	<b>5,161</b>	<b>6,200</b>

(b) Reconciliation between tax expense and accounting profit at applicable tax rates:

(b) 按適用稅率計算的稅項開支與會計溢利的對賬：

		Six months ended 30 June 截至六月三十日止六個月	
		2015 二零一五年 RMB' 000 人民幣千元	2014 二零一四年 RMB' 000 人民幣千元
Profit before taxation	除稅前溢利	21,188	13,094
Notional tax on profit before taxation, calculated at the rates applicable in the jurisdictions concerned	除稅前溢利的名義稅項，按所涉司法權區適用的稅率計算	5,450	4,350
Effect of non-taxable income	毋須課稅收入的影響	—	(683)
Effect of non-deductible expenses	不可扣除開支的影響	387	1,632
(Over)/under-provision in respect of prior years	過往年度(超額撥備)/撥備不足	(676)	901
<b>Actual tax expense</b>	<b>實際稅項開支</b>	<b>5,161</b>	<b>6,200</b>



## Notes to the Unaudited Interim Financial Report

### 未經審核中期財務報告附註

(Expressed in Renminbi unless otherwise indicated) (除非另有所指，否則以人民幣列示)

#### 6 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (Cont'd)

##### (b) Reconciliation between tax expense and accounting profit at applicable tax rates: (Cont'd)

- (i) Pursuant to the rules and regulations of Cayman Islands and the British Virgin Islands, the Group is not subject to any income tax in the Cayman Islands and the British Virgin Islands.
- (ii) No provision for Hong Kong Profits Tax has been made for the subsidiary located in Hong Kong as the subsidiary has not derived any income subject to Hong Kong Profits Tax during the period.
- (iii) According to the PRC Corporate Income Tax ("CIT") Law, the Group's PRC subsidiaries are subject to PRC income tax at the statutory tax rate of 25%.
- (iv) Pursuant to the CIT Law and its related regulations, non-PRC-resident enterprises are levied withholding tax at 10% (unless reduced by tax treaties/arrangements) on dividends receivable from PRC enterprises for profits earned since 1 January 2008. Distributions of earnings generated prior to 1 January 2008 are exempt from such withholding tax. As a part of the continuing evaluation of the Group's dividend policy, management considered that for the purpose of business development, the undistributed earnings from 1 January 2008 of the PRC subsidiaries amounted to RMB90,707,000 as at 30 June 2015 will not be distributed in the foreseeable future. As such, no deferred tax liabilities were recognised in respect of the PRC withholding tax.

#### 6 綜合損益表的所得稅(續)

##### (b) 按適用稅率計算的稅項開支與會計溢利的對賬：(續)

- (i) 根據開曼群島及英屬處女群島的規則及規例，本集團毋須在開曼群島及英屬處女群島繳納任何所得稅。
- (ii) 於期內，由於在香港的附屬公司並無錄得任何須繳納香港利得稅的收入，故並未就該附屬公司計提香港利得稅撥備。
- (iii) 根據中國企業所得稅(「企業所得稅」)法，本集團的中國附屬公司須按25%的法定稅率繳納中國所得稅。
- (iv) 根據企業所得稅法及其相關法規，非中國居民企業須就中國企業自二零零八年一月一日後賺取的溢利應收股息按10%稅率繳納預扣稅(除非根據稅務條約／安排調低)。於二零零八年一月一日前產生的盈利分派獲豁免繳納有關預扣稅。作為本集團股息政策持續評估的一部分，管理層認為，為業務發展目的，於二零一五年六月三十日，中國附屬公司自二零零八年一月一日起的未分派盈利人民幣90,707,000元不會於可預見未來分派。因此，並無就中國預扣稅確認遞延稅項負債。

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(Expressed in Renminbi unless otherwise indicated) (除非另有所指，否則以人民幣列示)

### 7 EARNINGS PER SHARE

#### (a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of RMB 15,890,000 (six months ended 30 June 2014: RMB6,782,000) and the weighted average of 419,364,000 ordinary shares (six months ended 30 June 2014: 414,044,000 shares, after adjusting for the capitalisation issue in 2015).

(i) *Weighted average number of ordinary shares*

		Six months ended 30 June 截至六月三十日止六個月	
		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Issued ordinary shares at 1 January	於一月一日的已發行普通股	414,044	414,044
Effect of shares issued by share offering	股份發售所發行股份的影響	5,304	—
Effect of shares issued by share option exercised	已行使購股權所發行股份的影響	16	—
Weighted average number of ordinary shares at 30 June/31 December	於六月三十日/十二月三十一日的普通股加權平均數目	419,364	414,044

#### (b) Diluted earnings per share

During the period ended 30 June 2015, the exercise price of the options that includes the fair value of any goods or services, are lower than the average market price of ordinary shares, therefore the share options have a dilutive effect about 2,448,000 shares in the period.

### 7 每股盈利

#### (a) 每股基本盈利

每股基本盈利乃根據本公司普通股股東應佔溢利人民幣15,890,000元(截至二零一四年六月三十日止六個月：人民幣6,782,000元)及普通股加權平均數419,364,000股(截至二零一四年六月三十日止六個月：414,044,000股，就二零一五年的資本化發行作出調整後)計算。

(i) 普通股的加權平均數目

#### Six months ended 30 June 截至六月三十日止六個月

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Issued ordinary shares at 1 January	於一月一日的已發行普通股	414,044	414,044
Effect of shares issued by share offering	股份發售所發行股份的影響	5,304	—
Effect of shares issued by share option exercised	已行使購股權所發行股份的影響	16	—
Weighted average number of ordinary shares at 30 June/31 December	於六月三十日/十二月三十一日的普通股加權平均數目	419,364	414,044

#### (b) 每股攤薄盈利

於截至二零一五年六月三十日止期間，包括任何貨品或服務的公允價值在內的購股權行使價低於普通股平均市價，因此，於期內，購股權出現約2,448,000股的攤薄影響。

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### 未經審核中期財務報告附註

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#### 8 EQUIPMENT

##### (a) Acquisitions and disposals

During the six months ended 30 June 2015, the Group acquired items of plant and machinery with a cost of RMB 90,000 (six months ended 30 June 2014: RMB30,000). No item of equipment was disposed of during the six months ended 30 June 2015 (six months ended 30 June 2014: nil).

##### (b) Impairment losses

During the six months ended 30 June 2015, no impairment loss of equipment was recognized (six months ended 30 June 2014: nil).

#### 9 INVESTMENT IN A SUBSIDIARY

#### 8 設備

##### (a) 收購及處置

於截至二零一五年六月三十日止六個月，本集團以成本人民幣90,000元(截至二零一四年六月三十日止六個月：人民幣30,000元)購得廠房及機器項目。於截至二零一五年六月三十日止六個月，概無處置任何設備項目(截至二零一四年六月三十日止六個月：零)。

##### (b) 減值虧損

於截至二零一五年六月三十日止六個月，概無設備減值虧損得以確認(截至二零一四年六月三十日止六個月：零)。

#### 9 於一家附屬公司的投資

		The Company 本公司	
		At 30 June 2015 於二零一五年 六月三十日 RMB'000 人民幣千元 (unaudited) (未經審核)	At 31 December 2014 於二零一四年 十二月三十一日 RMB'000 人民幣千元 (audited) (經審核)
Note 附註			
	Unlisted shares, at cost	107	107
	Equity settled share-based transactions		
19	未上市股份，按成本計 以權益結算以股份 為基礎的交易	8,656	7,511
	<b>Total</b>	<b>8,763</b>	<b>7,618</b>

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### 9 INVESTMENT IN A SUBSIDIARY (Cont'd)

The following list contains the particulars of subsidiaries of the Group.

### 9 於一家附屬公司的投資(續)

以下列表載有本集團附屬公司的詳情。

Name of company 公司名稱	Place and date of incorporation/ establishment 註冊成立/ 成立的地點 及日期	Authorised or registered capital/issued and fully paid up capital 法定或 註冊資本/ 已發行及 繳足的資本	Proportion of ownership interest 所有權權益比例			Principal activities 主要業務
			Group's effective interest 本集團的 實際權益	Held by the Company 由本公司持有	Held by a subsidiary 由附屬公司 持有	
Double Chance Developments Limited ("Double Chance")	BVI 英屬處女群島 8 February 2012 二零一二年二月八日	1 share of 1 股每股面值 USD1 each 1 美元股份	100%	100%	—	Investment holding 投資控股
China Success Finance Holdings Limited ("Success Finance") 中國集成金融 控股有限公司 (「集成金融」)	Hong Kong 香港 18 November 2011 二零一一年 十一月十八日	10,000 shares of 10,000 股每股面值 HKD1 each 1 港元股份	100%	—	100%	Investment holding 投資控股
Guangdong Success Asset Management Company Limited ("Success Asset") 廣東集成資產 管理有限公司 (「集成資產」)	The PRC 中國 23 June 2004 二零零四年 六月二十三日	RMB125,270,000 人民幣 125,270,000 元	99%	—	99%	Investment holding 投資控股
Guangdong Success Finance Guarantee Company Limited ("Success Guarantee") 廣東集成融資 擔保有限公司 (「集成擔保」)	The PRC 中國 26 December 1996 一九九六年 十二月二十六日	RMB330,000,000 人民幣 330,000,000 元	99%	—	100%	Provision of financial guarantee services in the PRC 在中國提供 融資擔保服務

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#### 9 INVESTMENT IN A SUBSIDIARY (Cont'd)

#### 9 於一家附屬公司的投資(續)

Name of company 公司名稱	Place and date of incorporation/ establishment 註冊成立/ 成立的地點 及日期	Authorised or registered capital/issued and fully paid up capital 法定或 註冊資本/ 已發行及 繳足的資本	Proportion of ownership interest 所有權權益比例			Principal activities 主要業務
			Group's effective interest 本集團的 實際權益	Held by the Company 由本公司持有	Held by a subsidiary 由附屬公司 持有	
Shenzhen Success Financial Leasing Company Limited ("Success Financial Leasing") 深圳市集成融資 租賃有限公司 (「集成融資 租賃」)	The PRC 中國 6 June 2014 二零一四年六月六日	USD28,000,000 28,000,000 美元	100%	—	100%	Provision of financial leasing services in the PRC 在中國提供 融資租賃服務
Shenzhen Success Equity Investment Fund Management Limited ("Success Equity Fund") 深圳集成 股權投資 基金管理 有限公司 (「集成股權 基金」)	The PRC 中國 6 September 2014 二零一四年九月六日	RMB3,300,000 3,300,000 元 人民幣	100%	—	100%	Equity investment in the PRC 在中國進行股權 投資
Shenzhen Success No. 1 Equity Fund ("No. 1 Fund") 深圳市集成 一號股權 投資基金 中心(有限合夥)	The PRC 中國 14 January 2015 二零一五年 一月十四日	RMB30,000,000 30,000,000 元 人民幣	100%	—	100%	Equity investment in the PRC 在中國進行股權 投資

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### 10 INTEREST IN AN ASSOCIATE

### 10 於一家聯營公司的權益

		The Group 本集團	
		At 30 June 2015 於二零一五年 六月三十日 RMB' 000 人民幣千元 (unaudited) (未經審核)	At 31 December 2014 於二零一四年 十二月三十一日 RMB' 000 人民幣千元 (audited) (經審核)
Share of net assets	應佔資產淨值	75,276	72,273
Goodwill	商譽	4,232	4,232
<b>Total</b>	<b>總計</b>	<b>79,508</b>	<b>76,505</b>

The following list contains the particulars of the associate, which is unlisted corporate entity whose quoted market price is not available:

以下列表載有該聯營公司的詳情，該聯營公司為非上市公司實體，無法獲取其市場報價：

Name of the associate 聯營公司名稱	Form of business structure 商業架構形式	Place of Incorporation and operation 註冊成立及 營運地點	Registered/ fully paid-up capital 註冊/ 繳足資本	Proportion of ownership interest 所有權權益比例		Principal activity 主要業務
				Group's effective interest 本集團的 實際權益	Held by a subsidiary 由附屬公司 持有	
Foshan Chancheng Success Micro Credit Co., Ltd. 佛山市禪城集成小額貸款有限公司*	Incorporated	The PRC	RMB 250,000,000	27.01%	27.28%	Micro credit financing 小額貸款融資
佛山市禪城集成小額貸款有限公司 (「集成貸款」)(i)	註冊成立	中國	人民幣 250,000,000元			

\* The official name of the company is in Chinese. The English translation is for reference only.

\* 本公司的官方名稱為中文。英文翻譯僅供參考。

(i) Interest in Success Credit was acquired on 18 December 2012. Success Guarantee has significant influence in Success Credit by appointing 3 of 9 representatives in the board of directors.

(i) 於集成貸款的權益乃於二零一二年十二月十八日收購。集成擔保通過委任3名(共9名)代表加入董事會而對集成貸款產生重大影響。

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#### 10 INTEREST IN AN ASSOCIATE (Cont'd)

The associate is accounted for using the equity method in the consolidated financial statements. Summary financial information of Success Credit, adjusted for any differences in accounting policies, and reconciled to the carrying amounts in the consolidated financial statements, are disclosed below:

		<b>At 30 June 2015</b>	At 31 December 2014
		於二零一五年 六月三十日	於二零一四年 十二月三十一日
		<b>RMB' 000</b>	RMB' 000
		人民幣千元	人民幣千元
		<b>(unaudited)</b>	(audited)
		(未經審核)	(經審核)
<i>Gross amounts of the associate</i>	聯營公司的總額		
Current assets	流動資產	<b>442,297</b>	440,634
Non-current assets	非流動資產	<b>42,036</b>	40,913
Current liabilities	流動負債	<b>(208,395)</b>	(216,616)
Equity	權益	<b>275,938</b>	264,931
		<b>Six months ended 30 June</b>	
		截至六月三十日止六個月	
		<b>2015</b>	2014
		二零一五年	二零一四年
		<b>RMB' 000</b>	RMB' 000
		人民幣千元	人民幣千元
		<b>(unaudited)</b>	(unaudited)
		(未經審核)	(未經審核)
Revenue	收益	<b>38,749</b>	35,989
Expenses	開支	<b>(27,742)</b>	(18,976)
Total comprehensive income	全面收入總額	<b>11,007</b>	17,013

#### 10 於一家聯營公司的權益(續)

該聯營公司乃使用權益法於綜合財務報表入賬。下文披露集成貸款的財務資料概要，其已就會計政策的任何差異作出調整且與綜合財務報表所載賬面值對賬：

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### 10 INTEREST IN AN ASSOCIATE (Cont'd)

### 10 於一家聯營公司的權益(續)

		At 30 June 2015 於二零一五年 六月三十日 RMB'000 人民幣千元 (unaudited) (未經審核)	At 31 December 2014 於二零一四年 十二月三十一日 RMB'000 人民幣千元 (audited) (經審核)
<i>Reconciled to the Group's interests in the associate</i>	<i>與本集團於聯營公司的權益對賬</i>		
Gross amounts of net assets of the associate	聯營公司資產淨值總額	275,938	264,931
Group's effective interest	本集團的實際權益	27.01%	27.01%
Group's share of net assets of the associate	本集團應佔聯營公司資產淨值	74,531	71,550
Non-controlling interests in the net assets of the associate	於聯營公司資產淨值中的非控股權益	745	723
Goodwill	商譽	4,232	4,232
Carrying amount in the consolidated financial statements	綜合財務報表所載賬面值	79,508	76,505

Interest in Success Credit was acquired by Success Guarantee at totalling consideration of RMB37,827,000 on 18 December 2012, of which 9.09% was acquired from a related party. Revenue and profit for the period ended 31 December 2012 represented the income of Success Credit since the date of acquisition.

於集成貸款的權益乃於二零一二年十二月十八日由集成擔保按總代價人民幣37,827,000元收購，其中9.09%購自一名關聯方。截至二零一二年十二月三十一日止期間的收益及溢利指集成貸款自收購日期起的收入。

On 13 December 2013, the board of shareholders of Success Credit approved to capitalise retained earnings and payables of RMB32,000,000 and RMB18,000,000, respectively, as paid-in capital. Success Guarantee acquired capitalised payables of RMB3,272,000 (represent dilutive effect of 1.5% interest in the associate held by Success Guarantee) at a consideration of RMB3,272,000 and acquired 0.91% interest in the associate at a consideration of RMB2,275,000 from a shareholder of the associate. The diluted interest in the associate of 0.75% was acquired from a related party.

於二零一三年十二月十三日，集成貸款股東會批准分別將保留盈利及應付款項人民幣32,000,000元及人民幣18,000,000元資本化為已繳足資本。集成擔保以人民幣3,272,000元的代價收購資本化應付款項人民幣3,272,000元(攤薄影響為集成擔保所持有於聯營公司的1.5%權益)以及以人民幣2,275,000元的代價向聯營公司的一名股東收購於聯營公司的0.91%權益。已攤薄的於聯營公司0.75%權益乃向一名關聯方收購。



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#### 10 INTEREST IN AN ASSOCIATE (Cont'd)

On 23 December 2013, the registered and paid-in share capital of Success Credit increased from RMB200,000,000 to RMB250,000,000, and the proportion of ownership interest in the associate held by Success Guarantee increased to 19.09%.

On 16 May 2014, Success Guarantee entered into Equity Transfer Agreements with Ms. Feng and Guangdong Xinmingzhu respectively pursuant to which Success Guarantee agreed to purchase and Ms. Feng and Guangdong Xinmingzhu agreed to sell 3.64% and 4.55% of the equity interests in Success Credit for a consideration of RMB9,508,000 and RMB11,884,000, respectively. The transfer of stock right had been approved by Foshan Municipal People's Government Finance Bureau on 8 July 2014. As at 30 June 2015, the proportion of ownership interest in the associate held by Success Guarantee was 27.28%.

#### 10 於一家聯營公司的權益(續)

於二零一三年十二月二十三日，集成貸款的註冊及繳足股本由人民幣200,000,000元增至人民幣250,000,000元，而集成擔保所持於聯營公司的所有權權益比例增至19.09%。

於二零一四年五月十六日，集成擔保分別與馮女士及廣東新明珠訂立股本轉讓協議，據此，集成擔保同意購買而馮女士及廣東新明珠分別同意出售集成貸款股權的3.64%及4.55%，代價分別為人民幣9,508,000元及人民幣11,884,000元。佛山市人民政府金融工作局已於二零一四年七月八日批准股權轉讓。於二零一五年六月三十日，集成擔保於聯營公司所持擁有權的比例為27.28%。

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### 11 OTHER NON-CURRENT ASSETS

### 11 其他非流動資產

		The Group 本集團	
		At 30 June 2015 於二零一五年 六月三十日 RMB' 000 人民幣千元 (unaudited) (未經審核)	At 31 December 2014 於二零一四年 十二月三十一日 RMB' 000 人民幣千元 (audited) (經審核)
	Note 附註		
Prepayments to a related party	支付予一名關聯方的預付款項	—	6,107
Deferred expenses	遞延開支	4,312	2,741
Refund of re-guarantee handling fees	退回分擔保手續費	—	84
Prepayments and deposits	預付款項及按金	2,018	1,208
Long-term receivables from finance leases	長期應收融資租賃款	185,032	150,898
<b>Total</b>	總計	<b>191,362</b>	161,038
Less: within one year of long-term receivables from finance lease	減：一年內的長期應收融資租賃款	(47,513)	(61,608)
Less: Impairment allowance	減：減值撥備	(1,936)	(1,589)
<b>Total</b>	總計	<b>141,913</b>	97,841

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### 11 OTHER NON-CURRENT ASSETS (Cont'd)

- (a) On 6 April 2012, Success Guarantee entered into an agreement with Foshan Success Finance Group Co., Ltd. ("Foshan Finance"). On 12 October 2012, Success Asset entered into a tripartite agreement with Foshan Finance and a third party, who is a constructor. These agreements are related to acquisition of properties from Foshan Finance by Success Guarantee and Success Asset at a total consideration of RMB54,300,000. The properties are floors of a commercial building located in Foshan, the PRC, and will be held for own use by the Group. According to the agreements, Foshan Finance acts as the representative to lead the whole tender and development process, while the construction of the commercial building is subcontracted to the constructor by Foshan Finance. The properties will be transferred to the Group upon the expected date of completion of the construction in 2016. Success Guarantee prepaid RMB27,000,000 to Foshan Finance as consideration. The other consideration of RMB27,300,000 was paid by Success Asset directly to the constructor on behalf of Foshan Finance under the tripartite agreement. In the event that the Group revokes the agreements as a result of Foshan Finance's failure or delay in the transfer of the premises, the aforesaid prepayments are fully refundable from Foshan Finance together with a default interests of 10% per annum.

On 21 October 2013, Success Guarantee entered into a supplementary agreement with Foshan Finance, and Success Asset entered into a supplementary tripartite agreement with Foshan Finance and the constructor. Pursuant to these supplementary agreements, Foshan Finance and the constructor agreed to refund RMB20,893,000 and RMB27,300,000, respectively to the Group.

The supplementary agreements also stipulates that upon the premises becoming transferable according to the relevant PRC rules and regulations and the issue of the relevant acknowledgement notices by Foshan Finance, the Group is required to pay the balance of the consideration of RMB48,193,000 to Foshan Finance within 10 days from the receipt of the acknowledgement notices. In the event that the Group revokes the agreements as a result of Foshan Finance's failure or delay in the transfer of the premises, the remaining prepayments of RMB6,107,000 will be fully refundable from Foshan Finance together with a default interest payment of 10% per annum. The prepayments of RMB20,893,000 and RMB27,300,000 was refunded by Foshan Finance and the constructor respectively on 23 October 2013. Pursuant to above agreements, the building was expected to be completed in March 2016, and the prepayment was reclassified to other receivables.

### 11 其他非流動資產(續)

- (a) 於二零一二年四月六日，集成擔保與佛山市集成金融集團有限公司(「佛山金融」)訂立一份協議。於二零一二年十月十二日，集成資產與佛山金融及一名第三方(為建築商)訂立一份三方協議。該等協議與集成擔保及集成資產以總代價人民幣54,300,000元向佛山金融收購物業有關。有關物業指一幢位於中國佛山市的商業樓宇的數個樓層，將由本集團持作自用。根據該等協議，佛山金融會擔任代表，負責整個投標及開發過程，且佛山金融會將商業樓宇的建設工程分包予建築商。有關物業將於二零一六年預期建設完工日期轉交予本集團。集成擔保已向佛山金融預付人民幣27,000,000元作為代價。其他代價人民幣27,300,000元已由集成資產根據三方協議代表佛山金融直接支付予建築商。倘本集團因佛山金融未能轉交辦公室物業或有所延誤而撤回協議，則上述預付款項連同每年10%的違約利息將悉數從佛山金融退回。

於二零一三年十月二十一日，集成擔保與佛山金融訂立一份補充協議，而集成資產與佛山金融及建築商訂立一份補充三方協議。根據該等補充協議，佛山金融與建築商同意分別向本集團退回人民幣20,893,000元及人民幣27,300,000元。

補充協議亦訂明當辦公室物業可根據相關中國規則及法規予以轉交並獲佛山金融發出相關確認通知後，本集團須於接獲確認通知起計10天內向佛山金融支付代價餘額人民幣48,193,000元。倘本集團因佛山金融未能轉交該物業或有所延誤而撤回協議，餘下的預付款項人民幣6,107,000元連同每年10%的違約利息付款將悉數從佛山金融退回。於二零一三年十月二十三日，本集團獲佛山金融及建築商分別退回預付款項人民幣20,893,000元及人民幣27,300,000元。根據上述該等協議，該樓宇預計將於二零一六年三月竣工，本期預付款項重新分類為其他應收款項。

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### 11 OTHER NON-CURRENT ASSETS (Cont'd)

(b) Long-term receivables from finance lease

The tables below provide an analysis of long-term receivables from finance lease for leases of certain property and equipment in which the Group is the lessor.

- (i) Impairment provision charged for long-term receivables from finance lease

		The Group 本集團	
		At 30 June 2015 於二零一五年 六月三十日 RMB' 000 人民幣千元 (unaudited) (未經審核)	At 31 December 2014 於二零一四年 十二月三十一日 RMB' 000 人民幣千元 (audited) (經審核)
At 1 January Charged	於一月一日 扣除	1,589 347	— 1,589
At 30 June/31 December	於六月三十日/ 十二月三十一日	1,936	1,589

- (ii) An analysis of the above finance leases receivable is as follows:

		The Group 本集團	
		At 30 June 2015 於二零一五年 六月三十日 RMB' 000 人民幣千元 (unaudited) (未經審核)	At 31 December 2014 於二零一四年 十二月三十一日 RMB' 000 人民幣千元 (audited) (經審核)
Amount due from lessees	應收承租人款項	206,005	175,134
Less: unearned finance income	減：未實現融資收入	(20,973)	(24,236)
Finance leases	融資租賃	185,032	150,898

### 11 其他非流動資產(續)

(b) 長期應收融資租賃款

下表分析本集團為出租人的若干物業及設備租賃的長期應收融資租賃款。

- (i) 就長期應收融資租賃款扣除的減值撥備

- (ii) 上述應收融資租賃款的分析如下：

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#### 11 OTHER NON-CURRENT ASSETS (Cont'd)

(b) Long-term receivables from finance lease (Cont'd)

(iii) The table below analyses the Group's Long-term receivables from finance lease by relevant maturity groupings at the end of the reporting period:

#### 11 其他非流動資產(續)

(b) 長期應收融資租賃款(續)

(iii) 下表分析於報告期末按相關到期組別劃分的本集團長期應收融資租賃款：

		The Group 本集團			
		30 June 2015 二零一五年六月三十日		31 December 2014 二零一四年十二月三十一日	
		Present value of the minimum lease payments 最低租賃 款項現值 RMB' 000 人民幣千元	Total minimum lease payments 最低租賃 款項總額 RMB' 000 人民幣千元	Present value of the minimum lease payments 最低租賃 款項現值 RMB' 000 人民幣千元	Total minimum lease payments 最低租賃 款項總額 RMB' 000 人民幣千元
Within 1 year	一年內	47,513	60,274	61,608	76,757
After 1 year but within 5 years	一年後但於五年內	137,519	145,731	89,290	98,377
Total	總計	185,032	206,005	150,898	175,134
Impairment allowances: - collectively assessed	減值撥備： - 綜合評估	(1,936)	(1,936)	(1,589)	(1,589)
Net investment in finance leases receivable	融資租賃投資淨額 應收款項	183,096	204,069	149,309	173,545

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### 12 PLEDGED BANK DEPOSITS

### 12 已質押銀行存款

		The Group 本集團	
		At 30 June 2015 於二零一五年 六月三十日 RMB' 000 人民幣千元 (unaudited) (未經審核)	At 31 December 2014 於二零一四年 十二月三十一日 RMB' 000 人民幣千元 (audited) (經審核)
Non-current	非流動	152,105	131,050
Current	流動	46,625	53,105
		<b>198,730</b>	184,155

Pledged bank deposits represent the deposits pledged to banks for the financial guarantees that the Group provides to the customers for their borrowing from banks.

已質押銀行存款指已質押予多家銀行的存款，用作本集團就客戶向多家銀行的借款而向其提供的融資擔保。

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#### 13 TRADE AND OTHER RECEIVABLES

#### 13 貿易及其他應收款項

		The Group 本集團	
		At 30 June 2015 於二零一五年 六月三十日 RMB' 000 人民幣千元 (unaudited) (未經審核)	At 31 December 2014 於二零一四年 十二月三十一日 RMB' 000 人民幣千元 (audited) (經審核)
	Note 附註		
Trade debtors	(i)	233	1,320
Trade debtors from consultancy services		2,598	477
Payments on behalf of customers	(ii)	125,571	53,294
		<b>128,402</b>	55,091
Less: allowance for doubtful debts	(b) (i)	<b>(15,783)</b>	(8,649)
Trade receivables		<b>112,619</b>	46,442
Long-term receivables from finance leases with maturity of one year	11	47,513	61,608
Amounts due from related parties	11(a)/ 26(f)(i)(a)	8,837	2,730
Other receivables (Net of impairment provision)	(b) (ii)	3,654	3,040
Receivables		<b>172,623</b>	113,820
Prepayments for re-guarantee fees	3(a)	375	901
Other prepayments	(iii)	3,361	12
Deferred expenses		766	714
Total	(iv)	<b>177,125</b>	115,447

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(Expressed in Renminbi unless otherwise indicated) (除非另有所指，否則以人民幣列示)

### 13 TRADE AND OTHER RECEIVABLES (Cont'd)

- (i) The amounts represented service fee income receivables from customers.
- (ii) Payments on behalf of customers represented payment made by the Group to reimburse the beneficiary of the guarantee (the “holder”) for a loss the holder incurred because the customers fail to make payment when due in accordance with the terms of the corresponding debt instruments. Payments on behalf of customers were interest bearing and the Group holds certain collaterals over certain customers.
- (iii) The Group prepaid RMB3,000,000 for an investment project with 佛山市南海輝煌塑料有限公司. The Group received the prepayment in July 2015 for The project termination.
- (iv) All of the trade and other receivables (including the amount due from a subsidiary) except the payments on behalf of customers, apart from those mentioned in Note 11, are expected to be recovered or recognised as expense within one year.

### 13 貿易及其他應收款項(續)

- (i) 該等款項指應收客戶的服務費收入。
- (ii) 代客戶付款指由本集團作出的付款，以補償擔保的受益人(「持有人」)因客戶未能根據相應債務工具的條款償付到期債務而產生的損失。代客戶付款為計息款項，且本集團針對若干客戶持有若干抵押品。
- (iii) 本集團就與佛山市南海輝煌塑料有限公司進行的投資項目預付人民幣3,000,000元，因項目終止本集團於二零一五年七月收回該預付款項。
- (iv) 所有貿易及其他應收款項(包括應收附屬公司款項，代客戶付款除外及附註11所述者除外)預計將於一年內收回或確認為開支。



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(Expressed in Renminbi unless otherwise indicated) (除非另有所指，否則以人民幣列示)

### 13 TRADE AND OTHER RECEIVABLES (Cont'd)

#### (a) Ageing analysis

As of the end of the reporting period, the ageing analysis of trade receivables, based on receivables recognition date or advance payment date, is as follows:

		The Group 本集團	
		At 30 June 2015 於二零一五年 六月三十日 RMB' 000 人民幣千元 (unaudited) (未經審核)	At 31 December 2014 於二零一四年 十二月三十一日 RMB' 000 人民幣千元 (audited) (經審核)
Note 附註			
	Within 1 month 1個月內	13,354	19,526
	Over 1 month but less than 3 months 1個月以上但不超過3個月	31,265	3,798
	Over 3 months but less than 1 year 3個月以上但不超過1年	58,176	17,516
	More than 1 year 1年以上	25,607	14,251
		<b>128,402</b>	55,091
	Less: allowance for doubtful debts 減：呆賬撥備	(15,783)	(8,649)
	Total 總計	<b>112,619</b>	46,442

### 13 貿易及其他應收款項(續)

#### (a) 賬齡分析

截至報告期末，按應收款項確認日期或往來款付款日期計算，貿易應收款項的賬齡分析如下：

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(Expressed in Renminbi unless otherwise indicated) (除非另有所指，否則以人民幣列示)

### 13 TRADE AND OTHER RECEIVABLES (Cont'd)

#### (b) Impairment of trade and other receivables

Impairment losses in respect of trade and other receivables are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against debtors directly.

- (i) The movement in the allowance for trade receivables during the period is as follows:

		The Group 本集團	
		At 30 June 2015 於二零一五年 六月三十日 RMB'000 人民幣千元 (unaudited) (未經審核)	At 31 December 2014 於二零一四年 十二月三十一日 RMB'000 人民幣千元 (audited) (經審核)
At 1 January	於一月一日	8,649	7,330
Charged	支出	7,134	1,319
		5(a)	
At 30 June/31 December	於六月三十日/ 十二月三十一日	15,783	8,649

At 30 June 2015, the Group's debtors of RMB31,905,000 (31 December 2014: RMB13,234,000) were individually determined to be impaired. The individually impaired receivables related to customers or other parties that were in financial difficulties and management assessed that the receivables are not expected to be recovered. Consequently, specific allowances for the doubtful debts were recognised.

### 13 貿易及其他應收款項(續)

#### (b) 貿易及其他應收款項減值

貿易及其他應收款項的減值虧損採用撥備賬入賬，除非本集團信納不太可能收回有關款項，在該情況下，該減值虧損將直接自應收賬款中撇銷。

- (i) 期內貿易應收款項撥備的變動如下：

於二零一五年六月三十日，本集團為數人民幣31,905,000元(二零一四年十二月三十一日：人民幣13,234,000元)的應收賬款被釐定為個別減值。個別減值應收款項與出現財政困難的客戶或其他各方有關，而管理層評估該等應收款項預期無法收回。因此，就呆賬確認具體撥備。

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(Expressed in Renminbi unless otherwise indicated) (除非另有所指，否則以人民幣列示)

### 13 TRADE AND OTHER RECEIVABLES (Cont'd)

#### (b) Impairment of trade and other receivables (Cont'd)

- (ii) At 30 June 2015 and 31 December 2014, the Group's other receivables of RMB6,100,000 were individually determined to be impaired. The individually impaired receivables related to debtors that were in financial difficulties and management assessed that the receivables are not expected to be fully recovered. Consequently, specific allowances for the doubtful debts were recognised with consideration of fair value of those debtors' own assets. Based on the management's assessment as at 30 June 2015, there were no changes in the allowance for other receivables during the six months ended 30 June 2015.

#### (c) Trade receivables that are not impaired

The ageing analysis of trade debtors and payments on behalf of customers that are neither individually nor collectively considered to be impaired are as follows:

Neither past due nor impaired	既無逾期亦無減值
Less than 3 months past due	逾期不足3個月
More than 3 months but less than 12 months past due	逾期超過3個月但不足12個月
More than 12 months	超過12個月

### 13 貿易及其他應收款項(續)

#### (b) 貿易及其他應收款項減值(續)

- (ii) 於二零一五年六月三十日及二零一四年十二月三十一日，本集團為數人民幣6,100,000元的其他應收款項被釐定為個別減值。個別減值應收款項與出現財政困難的債務人有關，而管理層評估該等應收款項預期無法悉數收回。因此，在計及該等債務人自有資產的公允價值後就呆賬確認具體撥備。根據管理層於二零一五年六月三十日的評估，於截至二零一五年六月三十日止六個月，其他應收款項撥備並無變動。

#### (c) 未減值的貿易應收款項

並未被視作個別或組合減值的貿易應收賬款及代客戶付款的賬齡分析如下：

		The Group 本集團	
		At 30 June 2015 於二零一五年 六月三十日 RMB'000 人民幣千元 (unaudited) (未經審核)	At 31 December 2014 於二零一四年 十二月三十一日 RMB'000 人民幣千元 (audited) (經審核)
Neither past due nor impaired	既無逾期亦無減值	2,830	1,796
Less than 3 months past due	逾期不足3個月	41,789	17,729
More than 3 months but less than 12 months past due	逾期超過3個月但不足12個月	33,602	15,410
More than 12 months	超過12個月	18,276	6,922
		<b>96,497</b>	41,857

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(Expressed in Renminbi unless otherwise indicated) (除非另有所指，否則以人民幣列示)

### 13 TRADE AND OTHER RECEIVABLES (Cont'd)

#### (c) Trade receivables that are not impaired (Cont'd)

Receivables that were neither past due nor impaired relate to a wide range of customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to a number of independent customers of whom the Group has continuously monitored their credit status. Based on the credit assessment, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and these balances are pledged by certain assets of these customers. Therefore, the balances are still considered fully recoverable.

### 13 貿易及其他應收款項(續)

#### (c) 未減值的貿易應收款項(續)

既無逾期亦無減值的應收款項與多類並無近期違約記錄的客戶有關。

已逾期但並無減值的應收款項與本集團一直持續監督其信貸狀況的眾多獨立客戶有關。根據信貸評估，由於信貸質素並無重大改變，且有關結餘由該等客戶的若干資產作為抵押，故管理層認為毋須就該等結餘作出任何減值撥備。因此，有關結餘仍被視為可全額收回。

### 14 AVAILABLE-FOR-SALE FINANCIAL ASSETS

### 14 可供出售金融資產

		The Group 本集團	
		At 30 June 2015 於二零一五年 六月三十日 RMB' 000 人民幣千元 (unaudited) (未經審核)	At 31 December 2014 於二零一四年 十二月三十一日 RMB' 000 人民幣千元 (audited) (經審核)
Note 附註			
	Unlisted available-for-sale	非上市可供出售	
	– Wealth management products	– 理財產品	—
	– Structured deposits	– 結構性存款	—
		<b>2,900</b>	—
		<b>16,000</b>	—
		<b>18,900</b>	—

## Notes to the Unaudited Interim Financial Report

### 未經審核中期財務報告附註

(Expressed in Renminbi unless otherwise indicated) (除非另有所指，否則以人民幣列示)

#### 15 CASH AND BANK DEPOSITS

#### 15 現金及銀行存款

		The Group 本集團	
		At 30 June 2015 於二零一五年 六月三十日 RMB'000 人民幣千元 (unaudited) (未經審核)	At 31 December 2014 於二零一四年 十二月三十一日 RMB'000 人民幣千元 (audited) (經審核)
	Note 附註		
Demand deposits and term deposits with banks	活期存款及定期存款	247,374	256,539
Restricted customer pledged deposits	受限制客戶擔保保證金	919	915
Cash in hand	手頭現金	95	243
Cash and bank deposits in the consolidated statement of financial position		248,388	257,697
Restricted customer pledged deposits	受限制客戶擔保保證金	(919)	(915)
Cash and cash equivalents in the consolidated cash flow statement		247,469	256,782

Pursuant to the Implementing Rules for the Administration of Financial Guarantee Companies promulgated by the People's Government of the Guangdong Province on 27 September 2010 and the Notice on Regulating the Management of Customer Pledged Deposits of Financial Guarantee Institutions announced by the Joint Committee for the Regulation of the Financial Guarantee Industry on 15 April 2012, the Group is required to set up certain arrangements to manage the customers' pledged deposits by 31 March 2011. The arrangements include: (a) enter into tripartite custodian agreement among lending bank, customer and the Group for ensuring the entrustment of lending bank to manage the deposits; (b) deposit the pledged deposit received from the customer into a designated custodian bank account; and (c) such deposit is not available for use by the Group.

根據廣東省人民政府於二零一零年九月二十七日頒佈的《融資性擔保公司管理暫行辦法》的實施細則及融資性擔保業務監管部際聯席會議於二零一二年四月十五日下發的《關於規範融資性擔保機構客戶擔保保證金管理的通知》，本集團須於二零一一年三月三十一日前設立若干安排以管理客戶擔保保證金。有關安排包括：(a) 貸款銀行、客戶與本集團間訂立三方託管協議，確保委託貸款銀行管理保證金；(b) 從客戶收取的擔保保證金存入指定託管銀行賬戶；及(c) 本集團不可使用有關保證金。

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### 15 CASH AND BANK DEPOSITS (Cont'd)

In order to comply with the aforesaid rules and regulations, the Group had set up internal guidelines which were adopted by the Group in May 2012. However, the aforesaid rules and regulations are not enforceable to banks and the Group could not enter into tripartite custodian arrangement with certain lending banks. As at 30 June 2015 and 31 December 2014, customer pledged deposits of RMB919,000 and RMB915,000 respectively were deposited into a designated bank account under two tripartite custodian arrangements. For those guarantee services without setting up tripartite custodian arrangements, the Group has maintained the restricted customer pledged deposits received in the Group's bank accounts.

For the purpose of the consolidated cash flow statements, the restricted customer pledged deposits received by the Group have been excluded from cash and cash equivalents and cash flow from operating activities.

### 15 現金及銀行存款(續)

為遵守上述規則及法規，本集團已制定並於二零一二年五月採納內部指引。然而，上述規則及法規不可對銀行強制執行，而本集團未能與若干貸款銀行訂立三方託管安排。於二零一五年六月三十日及二零一四年十二月三十一日，根據兩份三方託管安排存入指定銀行賬戶的客戶擔保保證金分別為人民幣919,000元及人民幣915,000元。就有關並無設立三方託管安排的擔保服務而言，本集團已於本集團銀行賬戶管理所收取的受限制客戶擔保保證金。

就綜合現金流量表而言，本集團收取的受限制客戶擔保保證金並無計入現金及現金等價物及經營活動產生的現金流量。

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#### 16 RECEIPTS IN ADVANCE

Receipts in advance of below balances' contracts that have not been effective, as at the reporting date are analyzed as follows:

		The Group 本集團	
		At 30 June 2015 於二零一五年 六月三十日 RMB' 000 人民幣千元 (unaudited) (未經審核)	At 31 December 2014 於二零一四年 十二月三十一日 RMB' 000 人民幣千元 (audited) (經審核)
Guarantee customers	擔保客戶	618	385
Consultancy customers	顧問客戶	1,653	—
<b>Total</b>	<b>總計</b>	<b>2,271</b>	385

#### 16 預收款項

於報告日期未生效的結餘合約預收款項分析如下：

#### 17 ACCRUALS AND OTHER PAYABLES

		The Group 本集團	
Note 附註		At 30 June 2015 於二零一五年 六月三十日 RMB' 000 人民幣千元 (unaudited) (未經審核)	At 31 December 2014 於二零一四年 十二月三十一日 RMB' 000 人民幣千元 (audited) (經審核)
	Dividends payables	4,721	—
	Other accruals and payables	4,665	5,097
	<b>Total</b>	<b>9,386</b>	5,097

#### 17 應計費用及其他應付款項

(i) Other accruals and payables are expected to be settled within one year and are repayable on demand.

(i) 其他應計費用及應付款項預期將於一年內結清，並按要求須即時償還。

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### 18 CUSTOMER PLEDGED DEPOSITS RECEIVED

Customer pledged deposits received represent deposits received from customers as collateral security for the financial guarantees issued by the Group. These deposits will be refunded to the customers upon expiry of the corresponding guarantee contracts. According to the contract, these deposits were expiry with one year.

### 19 EQUITY SETTLED SHARE-BASED TRANSACTIONS

The Company adopted a share option scheme on 18 October 2013 (the "Share Option Scheme") whereby one director and 49 employees in the Group are invited, to take up options at HKD1 to subscribe for shares of the Company. Each option gives the holder the right to subscribe for one ordinary share in the Company and is settled gross in shares.

(a) The terms and conditions of the grants are as follows:

### 18 已收客戶擔保保證金

已收客戶擔保保證金指向客戶收取的保證金，作為本集團發出融資擔保的抵押品。該等保證金將於相應擔保合約屆滿後退還予客戶。根據合約，該等保證金於一年內到期。

### 19 以股權結算以股份為基礎的交易

本公司於二零一三年十月十八日採納購股權計劃(「購股權計劃」)，據此，本集團的一名董事及49名僱員獲邀以1港元接納購股權以認購本公司的股份。每份購股權授予持有人認購本公司一股普通股的權利並以股份全數結算。

(a) 授出的條款及條件如下：

Date granted 授出日期	Vesting date 歸屬日期	Expiry date 到期日	Number of share options granted 授出購股權數目			Contractual life of options 購股權的 合約期限
			Director 董事	Employees 僱員	Total 總計	
6 November 2013 二零一三年十一月六日	30 June 2014 二零一四年 六月三十日	5 November 2023 二零二三年 十一月五日	500,000	4,500,000	5,000,000	10 years 10年
	30 June 2016 二零一六年 六月三十日	5 November 2023 二零二三年 十一月五日	300,000	2,700,000	3,000,000	10 years 10年
	30 June 2018 二零一八年 六月三十日	5 November 2023 二零二三年 十一月五日	200,000	1,800,000	2,000,000	10 years 10年
			1,000,000	9,000,000	10,000,000	



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#### 19 EQUITY SETTLED SHARE-BASED TRANSACTIONS (Cont'd)

- (b) The number and weighted average exercise prices of share options are as follows:

		30 June 2015 二零一五年六月三十日		2014 二零一四年	
		Exercise price 行使價	Number of options 購股權數目 '000 千份	Exercise price 行使價	Number of options 購股權數目 '000 千份
Granted and outstanding at the beginning of the year	年初已授出但尚未發行	HKD1.90 港元	9,810	HKD1.90 港元	10,000
Forfeited during the period/year	期/年內已沒收	HKD1.90 港元	(15)	HKD1.90 港元	(190)
Exercised during the period/year	期/年內已行使	HKD1.90 港元	(742)	HKD1.90 港元	—
Granted and outstanding at the end of the period/year	期/年末已授出但尚未發行	HKD1.90 港元	9,053	HKD1.90 港元	9,810
Exercisable at the end of the period/year	期/年末可行使	HKD1.90 港元	4,258	HKD1.90 港元	5,000

Notes: The options outstanding at 30 June 2015 had an exercise price of HKD1.90 and a weighted average remaining contractual life of 8.36 years.

#### 19 以股權結算以股份為基礎的交易(續)

- (b) 購股權的數目及加權平均行使價如下：

附註：於二零一五年六月三十日的未行使的購股權的行使價為1.90港元及其加權平均剩餘合約期限為8.36年。

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### 19 EQUITY SETTLED SHARE-BASED TRANSACTIONS (Cont'd)

(c) Fair value of share options and assumptions:

The fair value of services received in return for share options granted is measured by reference to the fair value of share options granted. The estimate of the fair value of the share options granted is measured based on a binomial lattice model. The contractual life of the share option is used as an input into this model. Expectations of early exercise are incorporated into the binomial lattice model.

*Fair value of share options and assumptions*

Date granted	授出日期	6 November 2013 二零一三年十一月六日
Expiry date	到期日	5 November 2023 二零二三年十一月五日
Fair value (weighted average) per share option at measurement date	於計量日每份購股權的公允價值(加權平均)	HKD1.60 港元
Share price	股份價格	HKD2.68 港元
Exercise price	行使價	HKD1.90 港元
Expected volatility rate	預期波幅	64.861%
Option life	購股權年期	10 years 10年
Expected dividends	預期股息	0%
Risk-free interest rate (based on Exchange Fund Notes)	無風險利率 (基於外匯基金債券)	1.874%

The expected volatility is based on the historic volatilities of the share prices of the comparable companies in recent years. Changes in the subjective input assumptions could materially affect the fair value estimate.

The risk-free rate of interest with expected term shown above was taken to be the linearly interpolated yields of the Hong Kong Exchange Fund Notes as at the grant date.

Share options were granted under a service condition. This condition has not been taken into account in the grant date fair value measurement of the services received. There were no other market conditions associated with the share options.

### 19 以股權結算以股份為基礎的交易(續)

(c) 購股權的公允價值及假設：

授出購股權而收取的服務的公允價值是參照所授出購股權的公允價值計算。所授出購股權的公允價值估算是根據二項式矩陣模式計算。購股權的合約期限已應用在該模式作輸入數據。二項式矩陣模式已包括預計提早行使的影響。

*購股權的公允價值及假設*

Date granted	授出日期	6 November 2013 二零一三年十一月六日
Expiry date	到期日	5 November 2023 二零二三年十一月五日
Fair value (weighted average) per share option at measurement date	於計量日每份購股權的公允價值(加權平均)	HKD1.60 港元
Share price	股份價格	HKD2.68 港元
Exercise price	行使價	HKD1.90 港元
Expected volatility rate	預期波幅	64.861%
Option life	購股權年期	10 years 10年
Expected dividends	預期股息	0%
Risk-free interest rate (based on Exchange Fund Notes)	無風險利率 (基於外匯基金債券)	1.874%

預期波幅是依據近些年度可比較公司股份價格的歷史波幅而得出。有關的主觀假設輸入的變動可能嚴重影響所估計的公允價值。

上文所示預期期限的無風險利率被視為於授出日期香港外匯基金債券線性插補收益率。

購股權是根據一項服務條件授出。計算所收取服務在授出日的公允價值時並無考慮這項條件。並無其他市場條件與購股權相關。

## Notes to the Unaudited Interim Financial Report 未經審核中期財務報告附註

(Expressed in Renminbi unless otherwise indicated) (除非另有所指，否則以人民幣列示)

### 20 DEFERRED TAX, ASSETS AND LIABILITIES

#### (a) Deferred tax assets and liabilities recognized

The components of deferred tax assets/(liabilities) recognised in the consolidated statements of financial position and the movements during the period are as follows:

		The Group 本集團								
		Deferred income	Provision of financial guarantee losses	Impairment provision for trade and other receivables	Accrued expenses	Share of profit of a joint venture and an associate	Government grants	Interest receivables	Re- guarantee fee	Total
以下各項產生 的遞延稅項：		遞延收入	融資擔保 虧損撥備	貿易及其他 應收款項 減值撥備	應計開支	分佔合營 企業及聯營 公司溢利	政府補貼	應收利息	分擔保費	總計
		RMB' 000	RMB' 000	RMB' 000	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	人民幣千元	人民幣千元	人民幣千元
At 1 January 2014	於二零一四年 一月一日	5,598	(6,223)	3,358	154	(356)	(9,060)	(273)	(399)	(7,201)
(Charged)/credit to profit or loss	(扣自)/ 計入損益	(2,205)	1,595	727	515	(1,124)	1,806	(45)	149	1,418
At 31 December 2014 and 1 January 2015	於二零一四年 十二月三十一日 及二零一五年 一月一日	3,393	(4,628)	4,085	669	(1,480)	(7,254)	(318)	(250)	(5,783)
(Charged)/credit to profit or loss	(扣自)/ 計入損益	(806)	2,382	1,870	(282)	(751)	—	99	44	2,556
At 30 June 2015	於二零一五年 六月三十日	2,587	(2,246)	5,955	387	(2,231)	(7,254)	(219)	(206)	(3,227)

### 20 遞延稅項、資產及負債

#### (a) 已確認遞延稅項資產及負債

於期內，於綜合財務狀況表確認的遞延稅項資產／(負債)組成部分及變動如下：

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*(Expressed in Renminbi unless otherwise indicated) (除非另有所指，否則以人民幣列示)*

### 20 DEFERRED TAX, ASSETS AND LIABILITIES (Cont'd)

#### (b) Reconciliation to the consolidated statement of financial position

		The Group 本集團	
		At 30 June 2015 於二零一五年 六月三十日 RMB' 000 人民幣千元 (unaudited) (未經審核)	At 31 December 2014 於二零一四年 十二月三十一日 RMB' 000 人民幣千元 (audited) (經審核)
Net deferred tax liabilities recognised in the consolidated statement of financial position	綜合財務狀況表中 確認的遞延稅項 負債淨額	(3,227)	(5,783)

#### (c) Deferred tax assets not recognised

The Group has not recognised deferred tax assets of RMB132,000 (2014: RMB617,000) in respect of cumulative tax losses of RMB791,000 (2014: RMB3,736,000) as it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction and entity. As at 30 June 2015, unused tax losses of Success Fund of RMB2,000, RMB2,000 (2014: RMB2,000) will expire by 31 December 2019, and 2020 (2014: 2019), respectively. The remaining unused tax losses were all from Success Finance and do not expire under current tax legislation.

### 20 遞延稅項、資產及負債(續)

#### (b) 綜合財務狀況表的對賬

#### (c) 未確認的遞延稅項資產

本集團就累計稅項虧損人民幣791,000元(二零一四年：人民幣3,736,000元)未確認的遞延稅項資產為人民幣132,000元(二零一四年：人民幣617,000元)，原因是相關稅務司法權區及實體不大可能擁有可用以抵銷虧損的未來應課稅溢利。於二零一五年六月三十日，集成基金的未動用稅項虧損人民幣2,000元及人民幣2,000元(二零一四年：人民幣2,000元)將分別於二零一九年及二零二零年(二零一四年：二零一九年)十二月三十一日前屆滿。餘下的未動用稅項虧損均來自集成金融且根據現行稅項法律並無屆滿。

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(Expressed in Renminbi unless otherwise indicated) (除非另有所指，否則以人民幣列示)

### 20 DEFERRED TAX, ASSETS AND LIABILITIES (Cont'd)

#### (d) Deferred tax liabilities not recognised

At 30 June 2015, temporary differences relating to the undistributed profits of the PRC subsidiaries amounted to RMB90,707,000 (2014: RMB80,264,000). Deferred tax liabilities of RMB9,071,000 (2014: RMB8,026,000) have not been recognised in respect of the tax that would be payable on the distribution of these retained profits as the Company controls the dividend policy of these subsidiaries and it has been determined that these profits will not be distributed in the foreseeable future (Note 6(b) (iv)).

### 21 LIABILITIES FROM GUARANTEES

### 20 遞延稅項、資產及負債(續)

#### (d) 未確認的遞延稅項負債

於二零一五年六月三十日，與中國附屬公司的未分配溢利有關的暫時差額為人民幣90,707,000元(二零一四年：人民幣80,264,000元)。尚未就於分派該等保留溢利時應支付的稅項確認遞延稅項負債人民幣9,071,000元(二零一四年：人民幣8,026,000元)，乃由於本公司控制該等附屬公司的股息政策及該等溢利於可預見未來將不會分派的決定已做出(附註6(b)(iv))。

### 21 擔保負債

		The Group 本集團	
		At 30 June 2015 於二零一五年 六月三十日 RMB' 000 人民幣千元 (unaudited) (未經審核)	At 31 December 2014 於二零一四年 十二月三十一日 RMB' 000 人民幣千元 (audited) (經審核)
Note 附註			
	Current liabilities	流動負債	
	– Deferred income	– 遞延收入	12,724
	– Provision of guarantee losses	– 擔保虧損撥備	7,008
		<b>14,504</b>	19,732
	Non-current liabilities	非流動負債	
	– Deferred income	– 遞延收入	1,897
		<b>1,056</b>	
		<b>15,560</b>	21,629

## Notes to the Unaudited Interim Financial Report 未經審核中期財務報告附註

(Expressed in Renminbi unless otherwise indicated) (除非另有所指，否則以人民幣列示)

### 21 LIABILITIES FROM GUARANTEES (Cont'd)

#### (a) Provision of guarantee losses

		The Group 本集團	
		At 30 June 2015	At 31 December 2014
Note 附註		於二零一五年 六月三十日 RMB' 000 人民幣千元 (unaudited) (未經審核)	於二零一四年 十二月三十一日 RMB' 000 人民幣千元 (audited) (經審核)
	At the beginning of the year/period 於年／期初	7,008	7,107
5(a)	Written back for the year/period 年／期內撥回	(1,794)	(99)
	At the end of the year/period 於年／期末	5,214	7,008

### 21 擔保負債(續)

#### (a) 擔保虧損撥備

### 22 CAPITAL, RESERVES AND DIVIDENDS

#### (a) Dividends

The company declared a final dividend of HKD 0.02 per ordinary share at 21 April 2015. There were a total of 414,044,000 ordinary shares outstanding at the date of announcement, giving a total final dividend amount of HKD 8,281,000. On 30 June 2015, an amount of HKD2,294,000 was paid, leaving dividend payable to be HKD5,987,000, or RMB4,721,000 as at 30 June 2015 (2014: Nil).

### 22 股本、儲備及股息

#### (a) 股息

本公司於二零一五年四月二十一日宣派末期股息每股普通股0.02港元。於本公告日期共有414,044,000股發行在外，故末期股息總額為8,281,000港元。於二零一五年六月三十日，2,294,000港元的款項已支付，剩餘應付股息5,987,000港元(或人民幣4,721,000元)(二零一四年：零)。

## Notes to the Unaudited Interim Financial Report 未經審核中期財務報告附註

(Expressed in Renminbi unless otherwise indicated) (除非另有所指，否則以人民幣列示)

### 22 CAPITAL, RESERVES AND DIVIDENDS (Cont'd)

#### (b) Share capital

##### (i) Authorised and issued share capital

	Note 附註	At 30 June 2015 於二零一五年六月三十日			At 31 December 2014 於二零一四年十二月三十一日		
		No. of shares '000 千股	Share capital HKD'000 千港元	Share capital RMB'000 人民幣千元	No. of shares '000 千股	Share capital HKD'000 千港元	Share capital RMB'000 人民幣千元
<b>Authorised:</b>	法定：						
Ordinary shares of HKD0.01 each	每股面值0.01港元 的普通股	800,000	8,000	6,512	800,000	8,000	6,512
<b>Ordinary shares, issued and fully paid:</b>	已發行及繳足普通股：						
At 1 January	於一月一日	414,044	4,140	3,276	414,044	4,140	3,276
Issuance of shares by share offering	透過股份發售 發行股份	(ii) 60,000	600	473	—	—	—
Shares issued under share option scheme	根據購股權計劃 發行的股份	(iii) 742	7	6	—	—	—
At 30 June 2015	於二零一五年六月三十日	474,786	4,747	3,755	414,044	4,140	3,276

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

普通股持有人有權收取不時宣派的股息，並且於本公司大會上每股可投一票。所有普通股就本公司的剩餘資產享有同等地位。

### 22 股本、儲備及股息(續)

#### (b) 股本

##### (i) 法定及已發行股本

## Notes to the Unaudited Interim Financial Report 未經審核中期財務報告附註

(Expressed in Renminbi unless otherwise indicated) (除非另有所指，否則以人民幣列示)

### 22 CAPITAL, RESERVES AND DIVIDENDS (Cont'd)

#### (b) Share capital (Cont'd)

##### (ii) Issuance of shares by share offering

On 15 June 2015, the Company issued 60,000,000 additional ordinary shares of HKD0.01 each at the placing price of HKD2.68 per share. After offsetting the placing cost of HKD1,596,000, net proceeds from the share placing amounted to HKD159,204,000 (RMB125,216,000 equivalently), out of which HKD600,000 (RMB473,000 equivalently) and HKD158,604,000 (RMB124,743,000 equivalently) were recorded in share capital and share premium, respectively.

##### (iii) Shares issued under share option scheme

742,000 units of share option were exercised during the six months ended 30 June 2015 at the exercise price of HKD1.90. Further details of these options are set out in Note 19 to the financial statements.

#### (c) Share premium

Under the Companies Law of the Cayman Islands, the funds in the Company's share premium account are distributable to the shareholders provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

The increasing of the share premium is due to the issuing addition shares and the exercise of share option.

### 22 股本、儲備及股息(續)

#### (b) 股本(續)

##### (ii) 透過股份發售發行股份

於二零一五年六月十五日，本公司按配售價每股2.68港元發行額外60,000,000股每股面值0.01港元的普通股。於抵銷配售成本港元1,596,000元後，配售股份所得款項淨額合共為159,204,000港元(相當於人民幣125,216,000元)，當中600,000港元(相當於約人民幣473,000元)及158,604,000港元(相當於人民幣124,743,000元)分別於股本及股份溢價入賬。

##### (iii) 根據購股權計劃發行的股份

於截至二零一五年六月三十日止六個月，742,000份購股權獲行使，行使價為1.90港元。有關該等購股權的進一步詳情載於財務報表附註19。

#### (c) 股份溢價

根據開曼群島公司法，本公司股份溢價賬的資金可分派予股東，惟緊隨擬分派股息日期後，本公司能償還其於日常業務中到期的債務。

股份溢價增加是由於發行額外股份及行使購股權所致。



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(Expressed in Renminbi unless otherwise indicated) (除非另有所指，否則以人民幣列示)

### 22 CAPITAL, RESERVES AND DIVIDENDS (Cont'd)

#### (d) Capital reserve

The capital reserve comprises the following:

- the difference between the nominal value of share capital of the Company and the paid-up capital of Success Guarantee, plus the net assets acquired from the Inserting Companies pursuant to the Reorganisation; and
- the portion of the grant date fair value of unexercised share options granted to employees of the Company that has been recognized. The fluctuation of the capital reserve is due to the expense recognized and the release for the share option excising.

#### (e) Surplus reserve

Surplus reserve comprises statutory surplus reserve and discretionary surplus reserve.

The entities established in the PRC are required to appropriate 10% of its net profit, as determined under the China Accounting Standards for Business Enterprises (2006) and other relevant regulations issued by the Ministry of Finance of the PRC ("MOF"), to the statutory surplus reserve until the balance reaches 50% of the registered capital.

Subject to the approval of equity holders of the entities established in the PRC, statutory surplus reserves may be used to net off with accumulated losses, if any, and may be converted into capital, provided that the balance of statutory surplus reserve after such capitalisation is not less than 25% of the registered capital.

After making the appropriation to the statutory surplus reserve, the Group may also appropriate its net profit to the discretionary surplus reserve upon approval by shareholders. Subject to the approval of shareholders, discretionary surplus reserves may be used to make good previous years' losses, if any, and may be converted into capital.

### 22 股本、儲備及股息(續)

#### (d) 資本儲備

資本儲備包括以下各項：

- 本公司的股本面值與集成擔保的繳足資本之間的差額，另加根據重組向插入公司收購的資產淨值；及
- 已獲確認的授予本公司僱員的尚未行使購股權於授出日期的公允價值部分。資本儲備波動是由於已確認開支及購股權行使解除所致。

#### (e) 盈餘儲備

盈餘儲備包括法定盈餘儲備及任意盈餘儲備。

於中國成立的實體須將其純利的10%(根據中國財政部(「財政部」)頒佈的中國企業會計準則(二零零六年)及其他相關規例釐定)劃撥至法定盈餘儲備，直至結餘達到註冊資本的50%。

在獲於中國成立的實體的權益持有人批准的情況下，法定盈餘儲備可用於彌補累計虧損(如有)，亦可轉撥至資本，惟在該資本化後法定盈餘儲備結餘不得低於註冊資本的25%。

在劃撥法定盈餘儲備後，本集團亦可於獲股東批准後劃撥純利至任意盈餘儲備。待股東批准後，任意盈餘儲備可用於彌補過往年度的虧損(如有)，並可轉換為資本。

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(Expressed in Renminbi unless otherwise indicated) (除非另有所指，否則以人民幣列示)

### 22 CAPITAL, RESERVES AND DIVIDENDS (Cont'd)

#### (f) Regulatory reserve

According to the Interim Measures for the Administration of Financial Guarantee Companies ("Interim Measures") issued on 8 March 2010 by the relevant government authorities in the PRC, financial guarantee companies shall establish unearned premium reserve equal to 50% of guarantee premium recognised during the year, and indemnification reserve of no less than 1% of the outstanding guarantee balances undertaken by the entities established in the PRC. The Group started to accrue the required amounts set by relevant government authorities less the provision of financial guarantee losses as regulatory reserve from 2011. According to the detail implementation guidance No. 149 issued by the People's Government of Guangdong Province on the Interim Measures, the use of the aforementioned regulatory reserve is subject to further guidance from the Financial Work Office of People's Government of Guangdong Province.

#### (g) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of operations with functional currency other than RMB.

#### (h) Reserves available for distribution

As at 30 June 2015, the aggregate amounts of reserves available for distribution to equity shareholders of the Company was RMB341,127,000 (31 December 2014: RMB220,885,000). Details of dividends payable to equity shareholders of the Company refer to note (a).

### 22 股本、儲備及股息(續)

#### (f) 監管儲備

根據中國相關政府部門於二零一零年三月八日發佈的《融資性擔保公司管理暫行辦法》(「暫行辦法」)規定，融資性擔保公司須設立未到期責任準備金(相當於年內確認的擔保收入的50%)，以及擔保賠償準備金(不低於在中國成立的實體所承擔未到期擔保結餘的1%)。本集團已於二零一一年開始計提相關政府部門規定的數額於扣除融資擔保虧損撥備後作為監管儲備。根據廣東省人民政府令第149號暫行辦法實施細則，上述監管儲備的使用須遵守廣東省人民政府金融工作辦公室的進一步指引。

#### (g) 匯兌儲備

匯兌儲備包括所有因換算以人民幣以外功能貨幣計值的業務財務報表而產生的外匯差額。

#### (h) 可供分派儲備

於二零一五年六月三十日，可供分派予本公司權益股東的儲備總額為人民幣341,127,000元(二零一四年十二月三十一日：人民幣220,885,000元)。應付本公司權益股東的股息詳情請參閱附註(a)。

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(Expressed in Renminbi unless otherwise indicated) (除非另有所指，否則以人民幣列示)

### 22 CAPITAL, RESERVES AND DIVIDENDS (Cont'd)

#### (i) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure, monitors the returns on capital, and makes adjustments to the capital structure in light of changes in economic conditions.

During the period ended 30 June 2015, there were no changes in the Group's approach to capital management from 2014.

Pursuant to the Interim Measures and the Implementing Rules, the outstanding financial guarantee amount provided by a financial guarantee company for a single customer shall not exceed 10% of its net assets and the aggregate outstanding financial guarantee amount provided by such company shall not exceed 10 times of its net assets.

Particularly, the Group monitors regularly the residual balance of outstanding guarantees for single customers and multiples of the total outstanding guarantees in relation to net assets and paid-in capital of Success Guarantee, which is the principal operation entity of the Group, so as to keep the capital risk within an acceptable limit. The decision to manage the net assets and registered capital of Success Guarantee to meet the needs of developing guarantee business rests with the directors.

### 22 股本、儲備及股息(續)

#### (i) 資本管理

本集團資本管理的主要目標是維持本集團的持續經營能力，根據風險水平進行相稱的產品及服務定價並以合理成本取得融資，繼續為股東提供回報及為其他利益相關者提供福利。

本集團積極定期檢討及管理資本結構，監察資本回報，並根據經濟狀況的變動調整資本架構。

於截至二零一五年六月三十日止期間，本集團進行資本管理的方式與二零一四年相比並無變動。

根據暫行辦法及實施細則，一家融資擔保公司為單一客戶提供的未到期融資擔保額不得超過其淨資產的10%，而該公司提供的未到期融資擔保額不得超過其淨資產的10倍。

尤其是，本集團定期監察單一客戶的未到期擔保餘額及有關集成擔保(為本集團的主要運營實體)資產淨值及已繳足資本的未到期擔保總額的倍數，從而將資本風險控制在可接受的範圍內。管理集成擔保的淨資產及註冊資本以滿足發展擔保業務的需求的決定取決於董事。

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(Expressed in Renminbi unless otherwise indicated) (除非另有所指，否則以人民幣列示)

### 22 CAPITAL, RESERVES AND DIVIDENDS (Cont'd)

#### (i) Capital management (Cont'd)

As at 30 June 2015 and 31 December 2014, multiples of the total outstanding guarantees in relation to net assets and paid-in capital of Success Guarantee are as follows:

		The Group 本集團	
		At 30 June 2015 於二零一五年 六月三十日 RMB' 000 人民幣千元 (unaudited) (未經審核)	At 31 December 2014 於二零一四年 十二月三十一日 RMB' 000 人民幣千元 (audited) (經審核)
	Note 附註		
Outstanding guarantees	未到期擔保	<b>905,619</b>	1,166,842
Net assets of Success Guarantee	集成擔保的資產淨值	<b>434,873</b>	425,230
Registered/paid-in capital of Success Guarantee	集成擔保的註冊資本／已繳資本	<b>330,000</b>	330,000
Multiples of	倍數		
– net assets	– 資產淨值	<b>2.08</b>	2.74
– paid-in capital	– 已繳資本	<b>2.74</b>	3.54

(i) The amounts of net assets and registered/paid-in capital as at 31 December 2014 and as at 30 June 2015 are extracted from the unaudited PRC management accounts of Success Guarantee.

The Group has no other material exposure to capital requirements externally imposed with regard to the Group entities other than Success Guarantee described above.

### 22 股本、儲備及股息(續)

#### (i) 資本管理(續)

於二零一五年六月三十日及二零一四年十二月三十一日，有關集成擔保資產淨值及已繳資本的未到期擔保總額的倍數如下：

(i) 於二零一四年十二月三十一日及二零一五年六月三十日的資產淨值及註冊／已繳股本金額乃摘錄自集成擔保的未經審核中國管理賬目。

除上文所述集成擔保外，本集團並無就其他集團實體面臨有關外界所訂資本規定的其他重大風險。

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(Expressed in Renminbi unless otherwise indicated) (除非另有所指，否則以人民幣列示)

### 23 FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

#### (a) Financial assets and liabilities measured at fair value

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.

Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.

Level 3 valuations: Fair value measured using significant unobservable inputs.

### 23 金融工具的公允價值計量

#### (a) 按公允價值計量的金融資產及負債

下表呈列本集團於報告期末按經常基準所計量的金融工具公允價值。該等金融工具已歸入按香港財務報告準則第13號公允價值計量所界定的三個公允價值層級。本集團參照以下估值方法所採用的輸入值的可觀察程度和重要性，從而釐定公允價值計量數值所應被分類的層級：

第一層級估值：只使用第一層級輸入值(即在計量日於活躍市場內相同資產或負債的未經調整報價)來計量公允價值。

第二層級估值：使用第二層級輸入值(即未達第一層級的可觀察輸入值)，並未能採用重大的不可觀察輸入值來計量公允價值。不可觀察輸入值是指欠缺市場數據的輸入值。

第三層級估值：採用重大的不可觀察輸入值來計量公允價值。

		Fair value measurements as at 30 June 2015 categorised into 於二零一五年六月三十日分類至 以下各項的公允價值計量				Fair value measurements as at 31 December 2014 categorised into 於二零一四年十二月三十一日分類至 以下各項的公允價值計量			
		Fair value at 30 June 2015 於二零一五年 六月三十日的 公允價值 RMB' 000 人民幣千元	Level 1 第一層級 RMB' 000 人民幣千元	Level 2 第二層級 RMB' 000 人民幣千元	Level 3 第三層級 RMB' 000 人民幣千元	Fair value at 31 December 2014 於二零一四年 十二月三十一日 的公允價值 RMB' 000 人民幣千元	Level 1 第一層級 RMB' 000 人民幣千元	Level 2 第二層級 RMB' 000 人民幣千元	Level 3 第三層級 RMB' 000 人民幣千元
<b>Assets:</b>	<b>資產：</b>								
Unlisted available-for-sale financial assets	非上市可供出售金 融資產								
- Wealth management products	- 理財產品	2,900	—	2,900	—	—	—	—	
- Structured deposits	- 結構性存款	16,000	—	16,000	—	—	—	—	

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### 23 FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (Cont'd)

#### (a) Financial assets and liabilities measured at fair value (Cont'd)

During the six months ended 30 June 2015, there were no transfers between instruments in Level 1 and Level 2, or transfers into or out of Level 3 (2014: nil). The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

The description of valuation techniques and inputs for the fair value measurements are set out in note 23(c).

#### (b) Fair value of financial assets and liabilities carried at other than financial value

The carrying amounts of the Group's and the Company's financial instruments carried at cost or amortised cost are not materially different from their fair values as at 30 June 2015 and at 31 December 2014. The fair value measurements of financial instruments carried at cost or amortised cost are using Level 2 inputs as defined in HKFRS 13. The description of valuation techniques and inputs for the fair value measurements are set out in note 23(c).

### 23 金融工具的公允價值計量(續)

#### (a) 按公允價值計量的金融資產及負債(續)

截至二零一五年六月三十日止六個月，第一層級及第二層級工具之間概無轉移，亦無轉入或轉出第三層級(二零一四年：無)。本集團的政策是於公允價值層級之間發生轉移的報告期末確認有關轉移。

有關公允價值計量的估值技術及輸入值的敘述載於附註23(c)。

#### (b) 按財務價值以外列賬的金融資產及負債公允價值

於二零一五年六月三十日及二零一四年十二月三十一日，本集團及本公司按成本或攤銷成本列賬的金融工具的賬面值與其公允價值並無重大差異。根據香港財務報告準則第13號所界定者，按成本或攤銷成本列賬的金融工具的公允價值計量使用第2級輸入數據。估值技術的描述及公允價值計量的輸入數據載於附註23(c)。

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(Expressed in Renminbi unless otherwise indicated) (除非另有所指，否則以人民幣列示)

### 23 FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (Cont'd)

#### (c) Estimation of fair value

The following summarises the major methods and assumptions used in estimating the fair value of financial instruments.

##### (i) Trade and other receivables

Trade receivables are initially recognised at fair value and thereafter stated at amortised cost less allowance for impairment of doubtful debts. Fair value is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the balance sheet date.

Where discounted cash flow techniques are used, estimated future cash flows are based on management's best estimates and the discount rate is a market related rate for a similar instrument at the balance sheet date.

##### (ii) Guarantees issued

The fair value of guarantees issued is determined by reference to fees charged in an arm's length transaction for similar services, when such information is obtainable, or is otherwise estimated by reference to interest rate differentials, by comparing the actual rates charged by lenders when the guarantee is made available with the estimated rates that lenders would have charged, had the guarantees not been available, where reliable estimates of such information can be made.

### 23 金融工具的公允價值計量(續)

#### (c) 公允價值估計

以下概述估計金融工具公允價值所用的主要方法及假設。

##### (i) 貿易及其他應收款項

貿易應收款項初步按公允價值確認，其後按攤銷成本減呆賬減值撥備列賬。公允價值按未來本金及利息現金流量的現值(以資產負債表日的市場利率貼現)計算。

倘採用貼現現金流量法，估計未來現金流量乃基於管理層的最佳估計，而貼現率是類似工具於資產負債表日的市場相關利率。

##### (ii) 已發出的擔保

已發出擔保的公允價值乃參考類似公平交易下收取的費用(如可獲得有關資料)，或經比較貸方於有擔保下收取的實際利率與於並無擔保下貸方應收取的估計利率(如有關資料可作出可靠估計)後，參考利率差額以其他方式估計而釐定。

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### 23 FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (Cont'd)

#### (c) Estimation of fair value (Cont'd)

##### (iii) Interest rates used for determining fair value

The market interest rates adopted for determining the fair value of trade and other receivables are ranging from 1.74% to 3.21% as at 30 June 2015 (30 June 2014: 3.72% to 4.00%).

##### (iv) Valuation techniques and inputs used in Level 2 fair value measurements

The fair value of wealth management products issued by the bank and structured deposits are determined based on the valuation results provided by its issuer, which are determined based on a valuation technique for which all significant inputs are observable market data. The valuation techniques include forward pricing and swap models, using present value calculations.

### 23 金融工具的公允價值計量(續)

#### (c) 公允價值估計(續)

##### (iii) 釐定公允價值所用的利率

於二零一五年六月三十日，釐定貿易及其他應收款項公允價值所採納的市場利率分別介乎1.74%至3.21%(二零一四年六月三十日：3.72%至4.00%)。

##### (iv) 第二層級公允價值計量的估值方法及所用輸入值

銀行發行的理財產品及結構性存款的公允價值按照發行人的估值結果釐定，估值方法屬所有重大估值輸入值均採用可觀察市場數據的估值技術。該估值技術包括遠期定價及掉期模型(以現值計算)。



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### 24 COMMITMENTS

#### (a) Operating leases commitments

As at 30 June 2015 and 31 December 2014, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

		The Group 本集團	
		At 30 June 2015 於二零一五年 六月三十日 RMB'000 人民幣千元 (unaudited) (未經審核)	At 31 December 2014 於二零一四年 十二月三十一日 RMB'000 人民幣千元 (audited) (經審核)
Within 1 year	1年以內	4,053	3,784
After 1 year but less than 5 years	1年以上但不超過5年	8,791	6,656
More than 5 years	5年以上	7,353	10,038
<b>Total</b>	<b>總計</b>	<b>20,197</b>	<b>20,478</b>

The Group is the lessee in respect of a number of properties held under operating leases. The leases typically run for an initial period of 1 to 10 years, at the end of which period all terms are renegotiated. None of the leases includes contingent rentals.

### 24 承擔

#### (a) 經營租賃承擔

於二零一五年六月三十日及二零一四年十二月三十一日，根據不可撤回經營租約應付的日後最低租賃付款總額如下：

本集團為多項根據經營租約持有物業的承租人。租約一般初步為期1至10年，於各期間末，所有條款均重新磋商。概無租約含或有租金。

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### 25 GUARANTEES ISSUED

As at 30 June 2015 and 31 December 2014, the total maximum guarantees issued are as follows:

### 25 已發出的擔保

於二零一五年六月三十日及二零一四年十二月三十一日，已發出的最高擔保總額如下：

		The Group 本集團	
		At 30 June 2015 於二零一五年 六月三十日 RMB' 000 人民幣千元 (unaudited) (未經審核)	At 31 December 2014 於二零一四年 十二月三十一日 RMB' 000 人民幣千元 (audited) (經審核)
	Note 附註		
Financial guarantees	(i)	725,542	1,024,209
Litigation guarantees		140,585	145,614
Performance guarantees		84,868	107,014
Gross guarantee amount		950,995	1,276,837
Proportional re-guarantee amount	3(a)	(45,376)	(109,995)
Total maximum guarantees issued	(ii)	905,619	1,166,842

(i) Since 18 November 2013, the Group has provided guarantees to customers who obtained funding from lenders through peer-to-peer lending services platform - Jiayou Network, and the lenders are the guarantee holders. Pursuant to the relevant agreement between the Group and the borrowers, and the one between Jiayou Network and the borrowers, the Group is charging guarantee fee to the borrowers based on the borrowing amount while the Jiayou Network is charging a service fee to the borrowers. The Group is required to make payments on behalf of the customers to reimburse the beneficiary of the guarantee holder for a loss the holder incurs when the borrowers fail to make payment when due in accordance with the terms of the relevant agreements.

(i) 自二零一三年十一月十八日以來，本集團向透過點對點貸款服務平台－嘉友網絡向貸款人獲得資金的客戶提供擔保，貸款人為擔保持有人。根據本集團與借款人之間的相關協議及嘉友網絡與借款人之間的相關協議，本集團根據借款款項向借款人收取擔保費，而嘉友網絡向借款人收取服務費。倘借款人不能根據相關協議的條款於到期時支付款項，則本集團須就擔保持有人所承受的損失代表客戶支付款項以補償擔保持有人的受益人。

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### 未經審核中期財務報告附註

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#### 25 GUARANTEES ISSUED (Cont'd)

The guarantees provided by the Group through Jiayou Network as at 30 June 2015 were RMB 108,230,000 (31 December 2014: RMB154,000,000). Guarantee fee income received from the customers for guarantee services provided through Jiayou Network during period ended 2015 and 2014 were RMB2,575,000 and RMB649,000, respectively.

- (ii) The total maximum guarantees issued represent the maximum potential loss that would be recognised if counterparties failed completely to perform as contracted.

#### 26 MATERIAL RELATED PARTY TRANSACTIONS

##### (a) Name and relationship with related parties

During the relevant periods, transactions with the following parties are considered as related parties:

Name of related party	Relationship
Mr. Zhang Tiewei	A substantial shareholder, chairman and executive director
Mr. Chen Hui	Executive director
Mr. Li Bin	Executive director
Mr. He Darong	A substantial shareholder and non-executive director
Mr. Xu Kaiying	A substantial shareholder and non-executive director
Mr. Pang Haoquan	A substantial shareholder and non-executive director
Mr. Tsang Hung Kei	Independence non-executive directors
Mr. Au Tien Chee Arthur	Independence non-executive directors
Mr. Xu Yan	Independence non-executive directors
Foshan Finance* (佛山市集成金融集團有限公司)	A company of which 100% interest is held by Mr. Zhang Tiewei, Mr. Xu Kaiying and Mr. Pang Haoquan

#### 25 已發出的擔保(續)

於二零一五年六月三十日，本集團透過嘉友網絡提供的擔保額為人民幣108,230,000元(二零一四年十二月三十一日：人民幣154,000,000元)。就透過嘉友網絡提供的擔保服務向客戶收取的擔保費收入於截至二零一五年及二零一四年止期間分別為人民幣2,575,000元及人民幣649,000元。

- (ii) 已發出的最高擔保總額指交易對手未能完全按合約履行責任時應確認的最高潛在虧損。

#### 26 重大關聯方交易

##### (a) 姓名／名稱及與關聯方的關係

於有關期間內，與以下各方的交易被視為關聯方交易：

關聯方 姓名／名稱	關係
張鐵偉先生	主要股東、 主席兼執行董事
陳暉先生	執行董事
李斌先生	執行董事
何達榮先生	主要股東 兼非執行董事
徐凱英先生	主要股東 兼非執行董事
龐浩泉先生	主要股東 兼非執行董事
曾鴻基先生	獨立非執行董事
區天旂先生	獨立非執行董事
許彥先生	獨立非執行董事
佛山市集成 金融集團 有限公司	張鐵偉先生、 徐凱英先生及 龐浩泉先生持有 其100%權益的公司

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### 26 MATERIAL RELATED PARTY TRANSACTIONS (Cont'd)

#### (a) Name and relationship with related parties (Cont'd)

Name of related party	Relationship
Success Credit	Associate of the Group since 18 December 2012
Guangdong Jiayou Network Technology Co., Ltd.* ("Jiayou Network") (廣東嘉友網絡科技有限公司)	A company of which 100% interest is held by Mr. Zhang Tiewei and Foshan Finance

\* The English translation of the names is for reference only. The official names of the entities are in Chinese.

#### (b) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Group's directors and certain of the highest paid employees, is as follows:

### 26 重大關聯方交易(續)

#### (a) 姓名／名稱及與關聯方的關係(續)

關聯方 姓名／名稱	關係
集成貸款	自二零一二年十二月十八日起為本集團的聯營公司
廣東嘉友網絡科技有限公司 (「嘉友網絡」)	張鐵偉先生及佛山金融持有其100%權益的公司

\* 本公司的官方名稱為中文。英文翻譯僅供參考。

#### (b) 主要管理人員薪酬

本集團的主要管理人員薪酬包括已付本集團董事款項及已付若干最高薪酬僱員款項，詳情如下：

#### Six months ended 30 June 截至六月三十日止六個月

		Note 附註	2015 二零一五年 RMB' 000 人民幣千元 (unaudited) (未經審核)	2014 二零一四年 RMB' 000 人民幣千元 (unaudited) (未經審核)
Salaries allowances and other benefits	薪金、津貼及其他福利		2,571	799
Contributions to defined contribution retirement plan	向定額供款退休計劃供款		76	89
Equity compensation benefits	股權報酬福利	19	374	2,144
			<b>3,021</b>	<b>3,032</b>

Total remuneration is included in "staff costs" (Note 5(b)).

薪酬總額計入「員工成本」(附註5(b))。

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(Expressed in Renminbi unless otherwise indicated) (除非另有所指，否則以人民幣列示)

### 26 MATERIAL RELATED PARTY TRANSACTIONS (Cont'd)

#### (c) Related parties transactions

		Six months ended 30 June 截至六月三十日止六個月	
Note 附註		2015 二零一五年 RMB' 000 人民幣千元 (unaudited) (未經審核)	2014 二零一四年 RMB' 000 人民幣千元 (unaudited) (未經審核)
	Guarantee fee income from Shunde Jiayou (佛山市順德嘉友天旨投資有限公司)	—	11
	來自佛山市順德嘉友天旨投資有限公司的擔保費收入		
	Service fee paid to Jiayou Network	36	—
	支付予嘉友網絡的服務費		
		<b>36</b>	<b>11</b>

#### (d) Guarantees provided to related parties

During the relevant periods, the Group did not issue guarantees to entities owned by the substantial shareholders.

### 26 重大關聯方交易(續)

#### (c) 關聯方交易

		Six months ended 30 June 截至六月三十日止六個月	
Note 附註		2015 二零一五年 RMB' 000 人民幣千元 (unaudited) (未經審核)	2014 二零一四年 RMB' 000 人民幣千元 (unaudited) (未經審核)
	Guarantee fee income from Shunde Jiayou (佛山市順德嘉友天旨投資有限公司)	—	11
	來自佛山市順德嘉友天旨投資有限公司的擔保費收入		
	Service fee paid to Jiayou Network	36	—
	支付予嘉友網絡的服務費		
		<b>36</b>	<b>11</b>

#### (d) 向關聯方提供的擔保

於有關期間內，本集團並無向主要股東所擁有的實體提供擔保。

## Notes to the Unaudited Interim Financial Report 未經審核中期財務報告附註

*(Expressed in Renminbi unless otherwise indicated) (除非另有所指，否則以人民幣列示)*

### 26 MATERIAL RELATED PARTY TRANSACTIONS (Cont'd)

#### (e) Advances to/from related parties

Success Guarantee made/received certain fund transfers to/from certain related parties. All of such fund transfers bear no interest and are repayable upon demand. Maximum amounts of advances to related parties outstanding during the Relevant Periods are as follows:

		Six months ended 30 June 截至六月三十日止六個月	
		2015 二零一五年 RMB' 000 人民幣千元 (unaudited) (未經審核)	2014 二零一四年 RMB' 000 人民幣千元 (unaudited) (未經審核)
Success Credit	集成貸款	—	4,144

#### (f) Balances with other related parties

At the end of the reporting period, the Group had the following balances with related parties:

##### (i) Amounts due from related parties

		The Group 本集團	
		At 30 June 2015 於二零一五年 六月三十日 RMB' 000 人民幣千元 (unaudited) (未經審核)	At 31 December 2014 於二零一四年 十二月三十一日 RMB' 000 人民幣千元 (audited) (經審核)
Foshan Finance	佛山金融	11(a) 6,107	6,107
Success Credit	集成貸款	(a) 2,730	2,730
Total	總計	8,837	8,837

### 26 重大關聯方交易(續)

#### (e) 向/自關聯方的往來款

集成擔保向/自若干關聯方作出/收取若干資金轉移。所有該等資金轉移為不計息及即時償還。於有關期間作出的未收回關聯方往來款最高金額如下：

		Six months ended 30 June 截至六月三十日止六個月	
		2015 二零一五年 RMB' 000 人民幣千元 (unaudited) (未經審核)	2014 二零一四年 RMB' 000 人民幣千元 (unaudited) (未經審核)
Success Credit	集成貸款	—	4,144

#### (f) 與其他關聯方的結餘

於各報告期末，本集團與關聯方有以下結餘：

##### (i) 應收關聯方款項

## Notes to the Unaudited Interim Financial Report 未經審核中期財務報告附註

(Expressed in Renminbi unless otherwise indicated) (除非另有所指，否則以人民幣列示)

### 26 MATERIAL RELATED PARTY TRANSACTIONS (Cont'd)

#### (f) Balances with other related parties (Cont'd)

##### (i) Amounts due from related parties (Cont'd)

- (a) On 20 March 2014, the board of shareholders of Success Credit approved to make a dividend with an amount of RMB15,000,000 to its shareholders. Success Guarantee was entitled to receive the dividend with an amount of RMB2,730,000.
- (b) Balances with these related parties are unsecured. Except for the amounts due from Foshan Finance, the balances with these related parties are interest free and have no fixed repayment terms.

### 27 NON-ADJUSTING EVENTS AFTER THE REPORTING PERIOD

On 25 August 2015, the Company repurchased 200,000 ordinary shares of the Company (the "Share Repurchase") with the highest price being HKD3.00 per share on the Stock Exchange of Hong Kong Limited. The aggregate consideration for the Share Repurchase is approximately HKD599,000, which is funded from internal resources of the Company.

### 26 重大關聯方交易(續)

#### (f) 與其他關聯方的結餘(續)

##### (i) 應收關聯方款項(續)

- (a) 於二零一四年三月二十日，集成貸款股東董事會批准向其股東作出為數人民幣15,000,000元的股息。集成擔保有權收取為數人民幣2,730,000元的股息。
- (b) 與該等關聯方的結餘為無抵押。惟應收佛山金融款項除外，與該等關聯方的結餘為免息及無固定還款期限。

### 27 於報告期間後的未經調整事項

於二零一五年八月二十五日，本公司於香港聯合交易所有限公司以每股3.00港元的最高價購回本公司200,000股普通股(「股份購回」)。股份購回的總代價約為599,000港元，由本公司內部資源撥付。

## DIVIDENDS

The Board has resolved not to declare an interim dividend by the Company for the six-month period ended 30 June 2015.

## DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 June 2015, the interests and short positions of each Director and chief executive of the Company in the Shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he was taken or deemed to have under such provisions of the SFO); or were required pursuant to Section 352 of the SFO to be entered in the register referred to therein; or were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), were as follows:

### INTEREST IN THE SHARES OF THE COMPANY

Name of Director 董事姓名	Capacity 身份	Notes 附註	Number of Shares 股份數目	Approximate Percentage of shareholding (Note 6) 股權概約百分比(附註6)
Mr. Zhang Tiewei 張鐵偉先生	Interest in a controlled corporation 於受控制法團的權益	1,7	240,000,000	50.55%
Mr. He Darong 何達榮先生	Interest in a controlled corporation 於受控制法團的權益	2	45,000,000	9.48%
Mr. Xu Kaiying 徐凱英先生	Interest in a controlled corporation 於受控制法團的權益	3,7	240,000,000	50.55%
Mr. Pang Haoquan 龐浩泉先生	Interest in a controlled corporation 於受控制法團的權益	4,7	240,000,000	50.55%
Mr. Li Bin 李斌先生	Beneficial owner 實益擁有人	5	1,000,000	0.21%

## 股息

董事會議決，本公司不會就截至二零一五年六月三十日止六個月期間宣派中期股息。

## 董事於股份及相關股份的權益及淡倉

於二零一五年六月三十日，本公司各董事及最高行政人員於本公司或任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債權證中，擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及香港聯合交易所有限公司(「聯交所」)的權益及淡倉(包括根據證券及期貨條例的規定擁有或視為擁有的權益及淡倉)，或根據證券及期貨條例第352條須登記於該條規定須備存的登記冊，或根據上市發行人董事進行證券交易的標準守則(「標準守則」)須知會本公司及聯交所的權益及淡倉如下：

### 於本公司股份的權益



## Other Information

### 其他資料

#### Notes:

1. Expert Depot Limited is a company incorporated in the BVI whose entire issued share capital is held by Mr. Zhang Tiewei, our chairman and executive Director.
2. New Maestro Investments Limited is a company incorporated in the BVI whose entire issued share capital is held by Mr. He Darong, our non-executive Director.
3. Bliss Success Investments Limited is a company incorporated in the BVI whose entire issued share capital is held by Mr. Xu Kaiying, the non-executive Director.
4. Novel Heritage Limited is a company incorporated in the BVI whose entire issued share capital is held by Mr. Pang Haoquan, our non-executive Director.
5. Our Company granted 1,000,000 options under the Pre-IPO Share Option Scheme to Mr. Li Bin on 6 November 2013. None of the options granted to Mr. Li Bin had been exercised from the Listing Date to 30 June 2014.
6. Calculated with reference to the number of issued Shares (474,786,000) as at 30 June 2015.
7. Pursuant to an acting in concert confirmation dated 31 May 2015, Mr. Zhang Tiewei, Mr. Xu Kaiying, Mr. Pang Haoquan and Mr. Chen Guoxian confirmed they have been acting in concert, in exercising and implementing the management and operation of the Group with each other and reached consensus before making any commercial decisions (including financial decisions and business operation decisions) on an unanimous basis. Hence, Mr. Zhang Tiewei, Mr. Xu Kaiying, Mr. Pang Haoquan and Mr. Chen Guoxian are deemed to be interested in all the Shares held by them in aggregate by virtue of the SFO.

Save as disclosed above, as at 30 June 2015, none of the Directors and chief executives of the Company or their respective associates had any interests and short positions in the Shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which were required 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 which he was taken or deemed to have under such provisions of the SFO); or were required pursuant to Section 352 of the SFO to be entered in the register referred to therein; or were required pursuant to the Model Code for Securities Transactions by Directors of Listed Companies to be notified to the Company and the Stock Exchange.

#### 附註：

1. Expert Depot Limited 為一家在英屬處女群島註冊成立的公司，其全部已發行股本由主席兼執行董事張鐵偉先生持有。
2. New Maestro Investments Limited 為一家在英屬處女群島註冊成立的公司，其全部已發行股本由非執行董事何達榮先生持有。
3. Bliss Success Investments Limited 為一家在英屬處女群島註冊成立的公司，其全部已發行股本由非執行董事徐凱英先生持有。
4. Novel Heritage Limited 為一家在英屬處女群島註冊成立的公司，其全部已發行股本由非執行董事龐浩泉先生持有。
5. 本公司於二零一三年十一月六日根據首次公開發售前購股權計劃向李斌先生授出 1,000,000 份購股權。授予李斌先生的購股權於上市日期至二零一四年六月三十日概無獲行使。
6. 參考於二零一五年六月三十日的已發行股份數目 (474,786,000 股) 計算。
7. 根據日期為二零一五年五月三十一日的一致行動確認書，張鐵偉先生、徐凱英先生、龐浩泉先生及陳國顯先生確認他們互相在行使及實行本集團的管理與營運方面的決策權時將作出一致行動，並於作出任何一致同意的商業決定 (包括財務決定及業務營運決定) 前達成共識。因此，根據證券及期貨條例，張鐵偉先生、徐凱英先生、龐浩泉先生及陳國顯先生擁有的權益應被視為他們合計持有的權益。

除上文所披露者外，於二零一五年六月三十日，概無本公司董事及最高行政人員或彼等各自的聯繫人於本公司或任何相聯法團 (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，擁有根據證券及期貨條例第 XV 部第 7 及 8 分部須知會本公司及聯交所的權益及淡倉 (包括根據證券及期貨條例的規定擁有或視為擁有的權益及淡倉)，或根據證券及期貨條例第 352 條須登記於該條提述的登記冊或根據上市發行人董事進行證券交易的標準守則須知會本公司及聯交所的權益及淡倉。

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

董事收購股份或債權證的權利

Name of director 董事名稱	Date of grant 授出日期	Exercise Period (subject to vesting period) 行使期 (受歸屬期所限)	Exercise price per share RMB 每股行使價 人民幣	Exercised during the period 期內行使	Number of shares subject to outstanding options as at 30 June 2014 於二零一四年 六月三十日 尚未行使 購股權所涉及 的股份數目	Approximate percentage of our Company's issued capital 佔本公司 已發行 股本的 概約百分比
Li Bin 李斌	6 November 2013 二零一三年 十一月六日	30 June 2014 – 5 November 2023 二零一四年 六月三十日 至二零二三年 十一月五日	1.9	Nil 零	1,000,000	0.21%

Save as disclosed above, at no time during the six-month period ended 30 June 2015 was the Company or any of its subsidiaries, a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of Shares or debentures of the Company or any other body corporate; and none of the Directors, or their spouses or children under the age of 18, had any rights to subscribe for the securities of the Company, or had exercised any such right during the reporting period.

除上文所披露者外，於截至二零一五年六月三十日止六個月期間任何時間，本公司或其任何附屬公司並無參與任何安排，使本公司董事透過收購本公司或任何其他法人團體的股份或債權證而獲益；及概無董事或其配偶或未滿十八歲的子女擁有認購本公司證券的權利或於報告期內已行使任何有關權利。

## Other Information

### 其他資料

#### SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 June 2015, so far as is known to the Directors or chief executives of the Company, the following persons other than a Director or chief executive of the Company had an interest or a short position in the Shares and underlying Shares which were required to be disclosed pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein, were as follows:

#### 主要股東於股份及相關股份的權益及淡倉

於二零一五年六月三十日，就本公司董事或最高行政人員所知，以下人士（並非本公司董事或最高行政人員）於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部的條文須予披露或根據證券及期貨條例第336條須登記於該條提述的登記冊的權益或淡倉如下：

Name of Shareholder 股東姓名／名稱	Capacity 身份	Notes 附註	Number of Shares 股份數目	Approximate Percentage of Shareholding 股權概約百分比
Mr. Zhang Tiewei 張鐵偉先生	Interest in a controlled corporation 於受控制法團的權益	1,6	240,000,000	50.55%
Expert Depot Limited	Beneficial interest 實益權益	1,6	240,000,000	50.55%
Mr. He Darong 何達榮先生	Interest in a controlled corporation 於受控制法團的權益	2	45,000,000	9.48%
New Maestro Investment Limited	Beneficial interest 實益權益	2	45,000,000	9.48%
Mr. Xu Kaiying 徐凱英先生	Interest in a controlled corporation 於受控制法團的權益	3,6	240,000,000	50.55%
Bliss Success Investments Limited	Beneficial interest 實益權益	3,6	240,000,000	50.55%
Mr. Pang Haoquan 龐浩泉先生	Interest in a controlled corporation 於受控制法團的權益	4,6	240,000,000	50.55%
Novel Heritage Limited	Beneficial interest 實益權益	4,6	240,000,000	50.55%
Mr. Chen Guoxian 陳國顯先生	Interest in a controlled corporation 於受控制法團的權益	5,6	240,000,000	50.55%
Insider Solution Limited	Beneficial interest 實益權益	5,6	240,000,000	50.55%

Notes:

1. Expert Depot Limited is a company incorporated in the BVI whose entire issued share capital is held by Mr. Zhang Tiewei, our Chairman and the executive Director.
2. New Maestro Investments Limited is a company incorporated in the BVI whose entire issued share capital is held by Mr. He Darong, the non-executive Director.
3. Bliss Success Investments Limited is a company incorporated in the BVI whose entire issued share capital is held by Mr. Xu Kaiying, the non-executive Director.
4. Novel Heritage Limited is a company incorporated in the BVI whose entire issued share capital is held by Mr. Pang Haoquan, the non-executive Director.
5. Insider Solution Limited is a company incorporated in the BVI whose entire issued share capital is held by Mr. Chen Guoxian.
6. Pursuant to an acting in concert confirmation dated 31 May 2015, Mr. Zhang Tiewei, Mr. Xu Kaiying, Mr. Pang Haoquan and Mr. Chen Guoxian confirmed they have been acting in concert, in exercising and implementing the management and operation of the Group with each other and reached consensus before making any commercial decisions (including financial decisions and business operation decisions) on an unanimous basis. Hence, Mr. Zhang Tiewei, Mr. Xu Kaiying, Mr. Pang Haoquan and Mr. Chen Guoxian are deemed to be interested in all the Shares held by them in aggregate by virtue of the SFO.

Save as disclosed above, as at 30 June 2015, the directors are not aware of any other person (other than the directors or chief executive of the Company) who have the interests or short positions in any Shares or underlying Shares of the Company which would be required to be disclosed to the Company pursuant to Part XV of the SFO.

附註：

1. Expert Depot Limited 為一家在英屬處女群島註冊成立的公司，其全部已發行股本由主席兼執行董事張鐵偉先生持有。
2. New Maestro Investments Limited 為一家在英屬處女群島註冊成立的公司，其全部已發行股本由非執行董事何達榮先生持有。
3. Bliss Success Investments Limited 為一家在英屬處女群島註冊成立的公司，其全部已發行股本由非執行董事徐凱英先生持有。
4. Novel Heritage Limited 為一家在英屬處女群島註冊成立的公司，其全部已發行股本由非執行董事龐浩泉先生持有。
5. Insider Solution Limited 為一家在英屬處女群島註冊成立的公司，其全部已發行股份由陳國顯先生持有。
6. 根據日期為二零一五年五月三十一日的一致行動確認書，張鐵偉先生、徐凱英先生、龐浩泉先生及陳國顯先生確認他們互相在行使及實行本集團的管理與營運方面的決策權時將作出一致行動，並於作出任何一致同意的商業決定(包括財務決定及業務營運決定)前達成共識。因此，根據證券及期貨條例，張鐵偉先生、徐凱英先生、龐浩泉先生及陳國顯先生擁有的權益應被視為他們合計持有的權益。

除上文所披露者外，於二零一五年六月三十日，董事並不知悉任何其他人士(並非本公司董事或最高行政人員除外)於本公司任何股份及相關股份中擁有根據證券及期貨條例第XV部須向本公司披露的權益或淡倉。

## Other Information

### 其他資料

#### SHARE OPTION SCHEME

Our Company maintains two share option schemes, namely the Pre-IPO Share Option Scheme and the Post-IPO share option scheme (the “**Post-IPO Share Option Scheme**”, together with the Pre-IPO Share Option Scheme, the “**Share Option Schemes**”) for the purpose of recognising the contribution of the employees of our Group and retaining them for the continual operation and development of our Group. Both schemes were adopted pursuant to a written resolution of all the then shareholders of our Company passed on 18 October 2013 (the “**Adoption Date**”).

Under the Share Option Schemes, our Board may, at its discretion, offer any employee (including any executive Directors) of our Group, options to subscribe for shares in our Company subject to the terms and conditions stipulated in the Share Option Schemes.

#### The Pre-IPO Share Option Scheme

The major terms of the Pre-IPO Share Option Scheme were summarised as follows:

a) *Purpose of the scheme*

The purpose of the Pre-IPO Share Option Scheme is to enable our Company to grant options to the participants as incentive or rewards for their contributions to our Group.

#### 購股權計劃

本公司維持兩項購股權計劃(即首次公開發售前購股權計劃及首次公開發售後購股權計劃(「首次公開發售後購股權計劃」, 連同首次公開發售前購股權計劃稱為「購股權計劃」)), 以資肯定本集團僱員作出的貢獻, 並讓其繼續為本集團的持續營運及發展效力。該兩項計劃均根據於二零一三年十月十八日(「採納日期」)通過的本公司當時全體股東書面決議案獲採納。

根據購股權計劃, 董事會可酌情向本集團任何僱員(包括任何執行董事)提呈購股權以認購本公司股份, 惟須受該購股權計劃內所訂明的條款及條件規限。

#### 首次公開發售前購股權計劃

首次公開發售前購股權的主要條款概述如下:

(a) *計劃的目的*

首次公開發售前購股權計劃旨在讓本公司向參與人士授出購股權, 作為彼等對本集團所作貢獻的獎勵或獎賞。

b) *Total number of shares available for issue and vesting period*

The total number of shares subject to the options under the Pre-IPO Share Option Scheme is 10,000,000 Shares, which shall vest to the relevant option holder in tranches in the following manner:

- (i) 50% of the options shall vest and become exercisable on 30 June 2014;
- (ii) 30% of the options shall vest and become exercisable on 30 June 2016; and
- (iii) 20% of the options shall vest and become exercisable on 30 June 2018.

**The Post-IPO Share Option Scheme**

The purpose of the Post-IPO Share Option Scheme is to attract and retain the best available personnel, to provide additional incentive to employees (full-time and part-time), directors, consultants, advisers, distributors, contractors, suppliers, agents, customers, business partners or service providers of our Group and to promote the success of the business of our Group.

The aggregate number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Post-IPO Share Option Scheme and any other share option schemes of our Company must not exceed 30% of the shares in issue from time to time.

(b) *可予發行的股份總數及歸屬期間*

根據首次公開發售前購股權計劃的購股權涉及的股份總數為10,000,000股，須按以下方式分批歸屬予有關購股權持有人：

- (i) 50%的購股權須於二零一四年六月三十日歸屬及可予行使；
- (ii) 30%的購股權須於二零一六年六月三十日歸屬及可予行使；及
- (iii) 20%的購股權須於二零一八年六月三十日歸屬及可予行使；

**首次公開發售後購股權計劃**

首次公開發售後購股權計劃的目的在於吸引及挽留最優秀的可用人員，並向本集團僱員(全職及兼職)、董事、顧問、諮詢人、分銷商、承包商、供應商、代理、客戶、業務夥伴或服務供應商提供額外獎勵，並推動本集團業務發展。

因行使根據首次公開發售後購股權計劃及本公司的任何其他購股權計劃所授出但尚未行使的所有購股權而可予發行的股份總數，不得超過不時已發行股份的30%。

## Other Information

### 其他資料

#### USE OF PROCEEDS FROM THE LISTING

The shares of the Company were listed on the Main Board of the Stock Exchange on 13 November 2013. The net proceeds received by the Company from the Listing amounted to approximately HK\$287.0 million.

Pursuant to the announcement of the Company dated 24 March 2015, the Board has decided to change the intended use of the unutilised Listing Proceeds. For further information, please refer to the announcement dated 24 March 2015.

#### Net proceeds from the Listing

(HK\$ million)

		Available to utilise	Utilised as at 30 June 2015	Unutilised as at 30 June 2015
		可動用金額	於二零一五年 六月三十日 已動用金額	於二零一五年 六月三十日 未動用金額
Use to increase our net asset value, registered capital and/or paid up capital of other Group's companies or entities	用於提高資產淨值、註冊資本及／或其他集團公司或實體的實繳資本	34.5	31.7	2.8
Use for working capital of our Group	用作本集團的營運資金	7.5	7.2	0.3
Total	總計	42.0	38.9	3.1

The balance of net proceed have been deposited on short term basis in licensed financial institutes in Hong Kong and mainland China and will be utilized in accordance with the use as set out in the prospectus.

#### 來自上市的所得款用途

本公司的股份於二零一三年十一月十三日在聯交所主板上市。本公司來自上市的所得款項淨額約達287.0百萬港元。

根據本公司日期為二零一五年三月二十四日之公告，董事會考慮更改上市所得之未動用款項。有關進一步資料請參閱二零一五年三月二十四日之公告。

#### 來自上市的所得款項淨額

(百萬港元)

所得款項淨額的餘額已存入香港及中國內地持牌金融機構作短期存款，並將根據招股章程所述用途動用。

### CORPORATE GOVERNANCE

The Company has adopted and complied with the Code Provisions in the Corporate Governance Code (the “CG Code”) as set out in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) of the Listing Rules for the six-month period ended 30 June 2015. The Company will continue to review and enhance its corporate governance practices to ensure compliance with the CG Code.

### PROGRESS OF THE DEVELOPMENT OF A COMMERCIAL BUILDING

Our Group intends to acquire certain units of a commercial building which is located at Foshan Xincheng in Foshan City, Guangdong Province, the construction work will be completed on 31 March 2016 according to the construction planning. The overall construction progress of Foshan Xincheng does not achieve the desired objectives due to various reasons, therefore, our Group is affected, the completion date of the units of the commercial building intended to be acquired by our Group would be delayed.

### MODEL CODE OF SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted Model Code as set out in Appendix 10 to the Listing Rules as a code of conduct of the Company regarding the Directors’ transactions of the listed securities of the Company.

In response to the specific enquiry made by the Company, all the Directors confirmed that they have fully complied with the required standard set out in the Model Code and there are no non-compliance with the required standard set out in the Model Code for the six-month period ended 30 June 2015.

### 企業管治

截至二零一五年六月三十日止六個月期間，本公司已採納及遵守聯交所證券上市規則(「上市規則」)附錄十四所載企業管治守則(「企業管治守則」)下的守則條文。本公司將繼續檢討及提升其企業管治常規，以確保遵守企業管治守則。

### 商業大廈的發展進度

本集團擬收購位於廣東省佛山市佛山新城一座商業大廈的若干單位，該建築工程按規劃於二零一六年三月三十一日完工。由於多種原因，佛山新城整體施工進度未達到預期目標，受其影響，本集團擬收購的大廈單位竣工日期可能將延後。

### 董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載的標準守則，作為本公司有關董事買賣本公司上市證券之行為守則。

全體董事均已回應本公司的具體查詢，確認彼等於截至二零一五年六月三十日止六個月期間均全面遵守標準守則所載規定標準，並無不符合標準守則所載規定標準的情況。



## Other Information

### 其他資料

#### AUDIT COMMITTEE

The audit committee of the Company (the “**Audit Committee**”) was established on 18 October 2013 with specific written terms of reference in compliance with Rule 3.22 of the Listing Rules and Code Provision C.3 of the CG Code. The primary duties of the Audit Committee are to make recommendations to the Board on the appointment and removal of the external auditor, review the financial statements and material advice in respect of financial reporting and oversee the internal control procedures of the Company. The existing members of the Audit Committee include Mr. Tsang Hung Kei, Mr. Au Tien Chee Arthur and Mr. Xu Yan, all of which are independent non-executive Directors. Mr. Tsang Hung Kei is the chairman of the Audit Committee.

This interim report had been reviewed by the Audit Committee and the external auditors, KPMG.

#### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the six-month period ended 30 June 2015, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company’s listed securities.

#### APPRECIATION

The Board would like to express sincere gratitude to the management of the Group and all the staff for their continuous support and contributions. The Board also takes this opportunity to thank its loyal shareholders, investors, customers, auditors, business partners and associates for their continued faith in the prospects of the Group.

By Order of the Board  
**China Success Finance Group Holdings Limited**  
**ZHANG Tiewei**  
*Chairman*

Hong Kong, 31 August 2015

*As at the date of this report, the executive directors of the Company are Mr. ZHANG Tiewei, Mr. CHEN Hui and Mr. LI Bin,; and the non-executive directors of the Company are Mr. HE Darong, Mr. XU Kaiying and Mr. Pang Haoquan and the independent non-executive directors of the Company are Mr. TSANG Hung Kei, Mr. AU Tien Chee Arthur and Mr. XU Yan.*

#### 審核委員會

本公司審核委員會(「審核委員會」)於二零一三年十月十八日成立，並遵照上市規則第3.22條及企業管治守則的守則條文第C.3條制訂職權範圍。審核委員會的主要職責為就委任及罷免外部核數師向董事會提供建議、審閱財務報表及就有關財務申報提供重大意見以及統籌本公司的內部監控程序。審核委員會的現有成員包括曾鴻基先生、區天旂先生及許彥先生(均為獨立非執行董事)。曾鴻基先生為審核委員會主席。

本中期報告已由審核委員會及外部核數師畢馬威會計師事務所審閱。

#### 購買、出售或贖回上市證券

於截至二零一五年六月三十日止六個月期間，本公司或其任何附屬公司概無購買、出售或贖回任何本公司上市證券。

#### 致謝

董事會謹此對本集團管理層及全體員工的不斷支持和貢獻表示衷心感激。董事會亦希望藉此機會感謝一眾忠實股東、投資者、客戶、核數師、業務夥伴及聯營公司對本集團前景繼續抱有信心。

承董事會命  
中國集成金融集團控股有限公司  
主席  
張鐵偉

香港，二零一五年八月三十一日

於本報告日期，本公司執行董事為張鐵偉先生、陳暉先生及李斌先生；本公司非執行董事為何達榮先生、徐凱英先生及龐浩泉先生；以及本公司獨立非執行董事為曾鴻基先生、區天旂先生及許彥先生。



中國集成金融集團控股有限公司  
China Success Finance Group Holdings Limited