



ANNUAL REPORT 2022 年報

Hanhua Financial Holding Co.,Ltd.*
瀚華金控股份有限公司

(A joint stock limited liability company
incorporated in the People's Republic of China)
(於中華人民共和國註冊成立的股份有限公司)

Stock Code 股份代號: 3903

* For identification purpose only
* 僅供識別



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Corporate Overview

公司概況

Founded in Chongqing in 2004, Hanhua Financial Holding Co., Ltd. (“**Hanhua Financial**”, “**Hanhua**” or the “**Company**”, together with its subsidiaries named as the “**Group**”, “**we**”, “**our**” or “**us**”) (Stock Code: 3903) was listed on The Stock Exchange of Hong Kong Limited (“**Hong Kong Stock Exchange**”) via issue of H shares of the Company (“**H Shares**”) in 2014, and has now expanded its business portfolio to include credit guarantee, commercial banking, financial asset management and equity investment. As at the end of 2022, the Company had a registered capital of RMB4.6 billion, total assets of RMB11.48 billion and net assets of RMB7.97 billion. Since its establishment, the Company has recorded cumulative business turnover of over RMB300 billion, providing services to more than 200,000 small and medium-sized enterprises (“**SMEs**”) and more than 2,000,000 individual customers.

Credit guarantee. Hanhua Financing Guarantee Co., Ltd. (“**Hanhua Guarantee**”), established in 2009 with a registered capital of RMB3.5 billion, has established 29 branches across the country and gained a long-term corporate credit rating of AA+. As at the end of 2022, Hanhua Guarantee had net assets of RMB4 billion, and accumulated guarantee balance of RMB100 billion. Hanhua Guarantee has provided services to a total of 50,000 SMEs.

瀚華金控股份有限公司（「**瀚華金控**」、**「瀚華**」、**「公司**」或**「本公司**」，連同其附屬公司**「本集團**」或**「我們**」）（股份代號：3903）2004年創立於重慶，2014年在香港聯合交易所有限公司（**「香港聯交所**」）發行H股上市，目前已形成了信用擔保、民營銀行、金融資產管理等業態。截至2022年末，公司註冊資本46億元，總資產114.8億元，淨資產79.7億元。成立至今，累計業務發生額超過3,000億元，服務中小企業客戶20餘萬家，個人客戶200餘萬戶。

信用擔保。瀚華融資擔保股份有限公司（**「瀚華擔保**」）成立於2009年，註冊資本35億元，在全國設有29家分支機構，長期主體信用評級AA+。截至2022年末，淨資產40億元，累計擔保額超1,000億元，累計服務中小企業5萬家。

Financial asset management. Liaoning Fu'an Financial Asset Management Co., Ltd. ("Fu'an Asset") was established in 2017 jointly by Hanhua Financial (as the lead promoter) and a local state-owned enterprise, with a registered capital of RMB1 billion. Fu'an Asset is the second local asset management company in Liaoning Province. Based in Liaoning and radiating across the country, Fu'an Asset provides financial institutions and enterprises with services such as transfer and disposal of non-performing assets, debt restructuring, investment management, financing innovation.

Commercial banking. Chongqing Fumin Bank Co., Ltd. ("Fumin Bank"), a private bank established in 2016 with Hanhua Financial as the lead promoter, is owned as to 30% by Hanhua Financial, its largest shareholder. Fumin Bank is the first private bank normally approved by the government. In line with its mission of "supporting micro businesses & helping startups and enriching the people & prospering the country", Fumin Bank is committed to better serving micro and small-sized enterprises, agricultural industry, rural areas and farmers as well as innovative startups by innovating the service methods and business models of digital inclusive finance. Since its establishment, Fumin Bank has developed a series of digital featured products such as Fumin Bao, Fuyi Loan and E-Bills Quick Discounting to cater to the needs of SMEs, which was recognized by the People's Bank of China and well-received among customers. As at the end of 2022, Fumin Bank had total assets of RMB54.87 billion, with its financial services benefiting more than 10 million customers, and recorded total comprehensive income of RMB310 million in 2022.

金融資產管理。2017年，瀚華金控聯合地方國企主發起成立註冊資本10億元的遼寧省第二家地方資產管理公司—遼寧富安金融資產管理有限公司（「富安資產」）。富安資產立足遼寧，輻射全國，為金融機構及企業提供不良資產轉讓處置、債務重組、投資管理、融通創新等服務。

民營銀行。2016年，瀚華金控主發起設立民營銀行—重慶富民銀行股份有限公司（「富民銀行」），瀚華金控持股30%，為第一大股東。富民銀行是常態化審批的第一家民營銀行。富民銀行以「扶微助創、富民興邦」為使命，緊密圍繞服務小微、三農和創新創業，開展數字普惠金融的服務方式和業務模式創新。成立以來富民銀行圍繞中小企業客戶需求，開發出富民寶、富易貸、電子票據極速貼現等數字化特色產品，受到央行肯定和客戶認可。截至2022年末，富民銀行資產總額548.7億元，累計服務客戶超1,000萬，2022年實現綜合收益總額3.1億元。

Corporate Information

公司資料

EXECUTIVE DIRECTORS

Mr. Zhang Jun (Chairman)
Mr. Zhang Guoxiang
Mr. Cui Weilan

NON-EXECUTIVE DIRECTORS

Ms. Liu Jiaoyang
Ms. Liu Tingrong
Ms. Wang Fangfei
Mr. Feng Yongxiang
Mr. Liu Bolin

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Cao Ziwei
Mr. Li Wei
Mr. Hu Yuntong
Mr. Xu Hongcai
Mr. Bai Qinxian (Retired on 16 October 2022)
Mr. Deng Zhaoyu (Retired on 16 October 2022)
Mr. Qian Shizheng (Retired on 16 October 2022)
Mr. Ng Leung Sing (Retired on 16 October 2022)
Mr. Yuan Xiaobin (Retired on 16 October 2022)

SUPERVISORS

Mr. He Zhonghua
Mr. He Yu
Mr. Chen Zhonghua
Mr. Li Ruping (Retired on 16 October 2022)
Ms. Qin Yong (Retired on 16 October 2022)

AUDIT COMMITTEE

Mr. Hu Yuntong (Independent Non-executive Director) (Chairman)
Ms. Liu Jiaoyang (Non-executive Director)
Mr. Li Wei (Independent Non-executive Director)

NOMINATION AND REMUNERATION COMMITTEE

Mr. Cao Ziwei (Independent Non-executive Director) (Chairman)
Mr. Zhang Guoxiang (Executive Director)
Mr. Xu Hongcai (Independent Non-executive Director)

執行董事

張軍先生(董事長)
張國祥先生
崔巍嵐先生

非執行董事

劉驕楊女士
劉廷榮女士
王芳霏女士
馮永祥先生
劉博霖先生

獨立非執行董事

曹子瑋先生
李偉先生
胡耘通先生
徐洪才先生
白欽先先生(於2022年10月16日退任)
鄧昭雨先生(於2022年10月16日退任)
錢世政先生(於2022年10月16日退任)
吳亮星先生(於2022年10月16日退任)
袁小彬先生(於2022年10月16日退任)

監事

何忠華先生
何宇先生
陳中華先生
李如平先生(於2022年10月16日退任)
秦湧女士(於2022年10月16日退任)

審計委員會

胡耘通先生(獨立非執行董事)(主任)
劉驕楊女士(非執行董事)
李偉先生(獨立非執行董事)

提名與薪酬委員會

曹子瑋先生(獨立非執行董事)(主任)
張國祥先生(執行董事)
徐洪才先生(獨立非執行董事)

STRATEGIC INVESTMENT COMMITTEE

Mr. Li Wei (Independent Non-executive Director) (Chairman)
Mr. Zhang Guoxiang (Executive Director)
Mr. Cui Weilan (Executive Director)

RISK MANAGEMENT COMMITTEE

Mr. Cui Weilan (Executive Director) (Chairman)
Mr. Zhang Guoxiang (Executive Director)
Ms. Liu Tingrong (Non-executive Director)

COMPANY SECRETARY

Mr. Ren Weidong

AUTHORIZED REPRESENTATIVES

Mr. Cui Weilan (Executive Director)
Mr. Ren Weidong (Company Secretary)

REGISTERED OFFICE AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

6-9, Building 2, 11 East Honghu Road
Yubei District
Chongqing
PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Rm 1203, 12/F, Man Yee Building
68 Des Voeux Road Central
Hong Kong

戰略投資委員會

李偉先生（獨立非執行董事）（主任）
張國祥先生（執行董事）
崔巍嵐先生（執行董事）

風險管理委員會

崔巍嵐先生（執行董事）（主任）
張國祥先生（執行董事）
劉廷榮女士（非執行董事）

公司秘書

任為棟先生

授權代表

崔巍嵐先生（執行董事）
任為棟先生（公司秘書）

註冊辦事處及中國主要營業地點

中國
重慶市
渝北區
洪湖東路11號2幢6-9

香港主要營業地點

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中西區
中環德輔道中68號
萬宜大廈12樓1203室

Corporate Information

公司資料

HEAD OFFICES IN THE PRC

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PRC

and

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Inner Dongzhimen
Dongcheng District
Beijing
PRC

H SHARE REGISTRAR

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

PRINCIPAL BANKERS

China Construction Bank Corporation (Headquarters)
No. 25 Financial Street
Xicheng District
Beijing
PRC

China Merchants Bank Co., Ltd. (Headquarters)
No. 7088 Shennan Boulevard
Futian District
Shenzhen
Guangdong Province
PRC

中國總辦事處

中國
重慶市
財富大道15號
重慶高科財富二號A棟1樓

及

中國
北京市
東城區
東直門內北中街乙1號

H股證券登記處

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

中國建設銀行股份有限公司(總部)
中國
北京市
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金融大街25號

招商銀行股份有限公司(總部)
中國
廣東省
深圳市
福田區
深南大道7088號

AUDITOR

KPMG
Public Interest Entity Auditor registered in accordance with the
Accounting and Financial Reporting Council Ordinance
Certified Public Accountants

LEGAL ADVISOR TO THE COMPANY

Jones Day

COMPANY'S WEBSITE

www.hanhua.com

STOCK CODE

3903

核數師

畢馬威會計師事務所
於《會計及財務匯報局條例》下的註冊
公眾利益實體核數師
執業會計師

本公司法律顧問

眾達國際法律事務所

公司網站

www.hanhua.com

股份代號

3903

Financial Summary

財務概要

(Expressed in RMB million, unless otherwise stated) (除另有註明外，以人民幣百萬元列示)

		For the year ended 31 December 截至12月31日止年度				
		2022 2022年	2021 2021年	2020 2020年	2019 2019年	2018 2018年
Operating results	經營業績					
Operating income	營運收入	601.5	858.2	1,154.0	1,246.8	1,509.6
Profit before taxation	稅前利潤	109.5	164.1	303.4	422.6	459.5
Net profit	淨利潤	52.0	112.3	208.0	293.0	328.5
Assets and liabilities	資產及負債					
Total assets	資產總額	11,483.6	12,357.1	14,863.6	17,526.5	18,845.7
Total liabilities	負債總額	3,514.0	4,319.8	6,766.7	9,613.9	10,981.8
Net assets	資產淨額	7,969.6	8,037.3	8,096.9	7,912.6	7,863.9
Profitability indicators	盈利能力指標					
Pre-tax profit margin ⁽¹⁾	稅前利潤率 ⁽¹⁾	18.2%	19.1%	26.3%	33.9%	30.4%
Net profit margin ⁽²⁾	淨利潤率 ⁽²⁾	8.6%	13.1%	18.0%	23.5%	21.8%
Return on average total assets ⁽³⁾	平均總資產回報率 ⁽³⁾	0.4%	0.8%	1.3%	1.6%	1.7%
Return on average shareholders' equity ⁽⁴⁾	平均股東權益回報率 ⁽⁴⁾	0.6%	1.4%	2.6%	3.7%	4.1%

Notes:

- (1) Profit before taxation divided by operating income.
- (2) Net profit divided by operating income.
- (3) Net profit divided by average balance of total assets as at the beginning and end of the year.
- (4) Net profit divided by average balance of shareholders' equity as at the beginning and end of the year.
- (5) To facilitate comparison, some historical figures are restated on new calculation basis or logic.

註釋：

- (1) 稅前利潤除以營運收入。
- (2) 淨利潤除以營運收入。
- (3) 淨利潤除以期初及期末的平均總資產餘額。
- (4) 淨利潤除以期初及期末的平均股東權益餘額。
- (5) 為方便比較，部份歷史數據已按照新的計算口徑或邏輯進行重新列示。

Tough times never last, but tough people do. China's economic and social development has finally got back on track as the prolonged novel coronavirus pandemic (the “**COVID-19 pandemic**”) was put to an end. Looking back on our operations in 2022, we fought a hard fight. Despite the prudent deployment and optimization of management by our management team, our performance declined to a certain extent as SMEs in the real sector were reluctant to expand their businesses through financing amidst a general market downturn. On the other hand, however, our management braved the challenges with a positive mindset, proactively seized the opportunities brought about by industrial digitalization and financial technology through unified strategic deployment and management reforms, and thus achieved remarkable results in digital transformation.

In terms of our digital service segment, we applied artificial intelligence, big data, blockchain and other technological means and built upon our financial technology (“**fintech**”) system and digital risk control model to cater to the needs of downstream customers and provide standardized, automated and batch-based fintech services for micro, small and medium-sized enterprises (“**MSMEs**”) and individual customers in specific transaction scenarios and industrial chains, which received good market response. In particular, our electronic guarantee business recorded rapid growth in the number of customers and transactions in 2022, with outstanding guarantee balance increasing by 50% year on year. Our electronic guarantee products effectively reduced the transaction costs of market entities, reduced the burden of SMEs, boosted the vitality of market entities, and improved transaction efficiency. By the end of 2022, Hanhua' electronic guarantee business has been put into operation in more than 258 urban public resources trading centres in 27 provinces across the country, with the largest coverage rate in the country, providing support to more than 50,000 MSMEs.

天地風霜盡，乾坤氣象和。在經歷了新型冠狀病毒疫情（「**新冠疫情**」）的持續挑戰之後，我國經濟社會發展終駛入正常軌道。回顧2022年的經營情況，由於整體市場形勢低迷，實體領域中小企業融資發展動力不足，儘管管理團隊精心部署、優化管理，公司業績仍出現一定程度下滑；但於此同時，得益於過去一年，管理層始終以積極心態思考和行動，主動把握產業數字化和金融科技化機遇，統一戰略部署與組織管理變革，數字化轉型取得明顯成效。

數字化服務板塊，積極運用人工智能、大數據、區塊鏈等科技手段，以金融科技系統和數字化風控模型為基礎，適應和滿足下遊客戶需求，為特定交易場景、產業鏈的中小微企業及個人客戶推出了標準化、批量化、自動化的金融服務，獲得良好的市場反響。特別是電子保函產品，2022年客戶數量和交易量均實現快速增長，業務餘額增速超過50%。電子保函切實降低了市場主體交易成本，減輕了中小企業負擔，提振了市場主體活力，提高了交易效率。截至2022年末，瀚華電子保函在全國27個省份的258餘個城市公共資源交易中心上線運行，覆蓋率全國第一，支持中小微企業超過5萬家。

Chairman's Report

董事長報告

In terms of our digital finance segment, among which, Fumin Bank managed to maintain stable profitability amid an unfavorable complex market environment, and recorded total comprehensive income of RMB310 million in 2022. In addition, our digital electronic bill business recorded a cumulative transaction volume of RMB3 trillion, providing services to 156,000 SMEs, ranking among the top in the industry.

As China is entering a new phase of COVID-19 response, economic activity will soon revive. We believe that serving MSMEs in the real economy, serving the industries closely related to people's livelihood, supporting the digital upgrading of real industries, providing capital support for quality enterprises and revitalizing non-performing assets are activities that are in line with national strategies and the corporate commitments to create value for society. Digital services, digital finance, capital investment and financial asset management will see a new phase of rapid growth as China is poised to push for post-pandemic economic recovery with all-out efforts.

Looking ahead in 2023, we will continue to align ourselves with Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, adhere to the belief that financial services should serve the real economy, uphold fundamental principles and break new grounds, starting a new chapter in our journey.

數字化金融板塊，在不利且複雜的外部市場環境下，其中，富民銀行保持了穩定的盈利能力，2022年實現綜合收益總額3.1億元。數字化電子票據業務行業領先，累計交易額達3萬億元，服務中小企業15.6萬戶，位居行業前列。

隨著我國開始進入放開疫情管控的新階段，經濟活動將迎來滿血復活新局面，我們相信，無論是服務實體經濟中小微企業、服務民生密切相關產業，支持實體產業數字化升級、為優質企業提供資金資本支持、盤活不良資產，都是符合國家戰略、作為企業為社會創造價值的行動方向。無論是數字化服務、數字化金融、資本投資和金融資產管理，在全力「拼經濟」的後疫情時代將迎來大發展的新階段。

日月開新元，天地又一春。展望未來，新的一年，全體瀚華人將繼續圍繞習近平新時代中國特色社會主義思想，堅持金融服務實體經濟，守正創新，在新徵程上續寫新篇章。

Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW

After years of development and continuous exploration, the Group has successfully established a professional, standardized and inclusive market brand, and accumulated extensive resources in terms of business licenses, management teams, technologies and market networks. The trend of developing digital economy brings unprecedented challenges and valuable opportunities for our development. After in-depth study and thorough deliberations, the Group has decided to promote digital transformation in an all-rounded manner, shifting from seeking multiple licenses and exploring multi-domains to focusing on its core businesses and changing the way it acquires customers and provides services through a comprehensive digital transformation, so as to enhance operating efficiency, reduce marginal costs and thus improve profitability. By building upon our ample resources such as licenses, teams, technologies and channels developed over the years, especially our mature large-scale operation and management systems for inclusive finance, we have selected, explored and leveraged our existing strengths to build digital business ecosystem and scenarios, and consolidate and enhance our competitiveness in the inclusive finance sector, laying a sound foundation for rapid and sustainable business growth in the future. Based on our digital transformation strategy, the Group's operations are divided into four business segments, namely the digital services segment, the digital finance segment, the capital investment and financial asset management segment and the others segment.

業務回顧

經過多年的發展和不斷探索，本集團已成功樹立專業、規範、普惠的市場品牌，沉澱了牌照、團隊、科技和市場資源，當前數字經濟發展的大趨勢同樣給我們帶來了前所未有的挑戰和寶貴的發展機遇。經過深入研究與充分討論，本集團決定全面推進數字化轉型工作，從之前多牌照、多領域探索嘗試，轉變為聚焦核心業務，通過全面數字化轉型，改變獲客和服務手段，提升經營效率，降低邊際成本，提高盈利水平。依托我們多年形成的牌照、團隊、科技和渠道等資源，特別是成熟的規模化普惠金融經營管理體系，選擇、挖掘並發揮已有的優勢，搭建數字化業務生態和場景，鞏固和增強我們在普惠金融賽道的競爭力，為未來業務快速持續增長奠定良好的基礎。圍繞數字化轉型戰略，本集團經營拆分成四大業務分部，分別是數字化服務分部、數字化金融分部、資本投資及金融資產管理分部以及其他分部。

Management Discussion and Analysis

管理層討論與分析

DIGITAL SERVICES SEGMENT

The digital services segment, building upon our financial technology system and digital risk control model, provides standardized, automated and batch-based fintech services for MSMEs and individual customers in specific transaction scenarios and industrial chains, mainly including electronic guarantee, and micro and small-sized businesses targeted fintech information services. The profit before tax of the digital services segment in 2022 amounted to RMB159.0 million, representing an increase of RMB92.7 million or 139.8% as compared with RMB66.3 million in 2021, mainly due to the continuous growth of electronic guarantee business and the reversal for guarantee losses.

Digital services segment – Credit guarantee – Business expansion and products

The credit guarantee business of the digital services segment, targeting business opportunities in connection with transaction scenarios and industrial chains, uses cutting-edge technologies such as artificial intelligence, big data, cloud computing and blockchain to build an “Internet + Supply Chain” inclusive financial service platform serving the financial needs of upstream and downstream core enterprises and entities in each link of the industrial chains, with a view to providing convenient, efficient and diversified integrated financial services for supply chain enterprises, especially MSMEs. Customers only need to submit their applications through the client terminal, and the intelligent risk control system will automatically and quickly assess whether such applications are qualified through artificial intelligence, big data and other technical means, without human intervention throughout the process, thereby reducing operational risks while reducing labor costs and improving efficiency.

數字化服務分部

數字化服務分部以本集團的金融科技系統和數字化風控模型為基礎，為特定交易場景、產業鏈的中小微企業及個人客戶提供標準化、自動化、批量化的金融科技服務，主要包括電子保函、小微金融科技信息服務業務。2022年，數字化服務分部稅前利潤為人民幣159.0百萬元，較2021年稅前利潤人民幣66.3百萬元，增加人民幣92.7百萬元，增幅139.8%，主要源於電子保函業務持續增長以及擔保賠償準備金轉回。

數字化服務分部－信用擔保－業務拓展及產品

數字化服務分部信用擔保業務以交易場景、產業鏈為業務切入點，運用人工智能、大數據、雲計算、區塊鏈等前沿技術，圍繞核心企業上下游、交易平台各方主體在產業鏈各環節的金融需求，打造了「互聯網+供應鏈」普惠金融服務平台，致力於為供應鏈企業尤其是中小微企業提供便捷、高效、多元的一體化綜合金融服務。客戶僅需通過客戶端提交數據申請，智能風險控制系統通過人工智能、大數據等技術手段自動快速評判是否通過，全程無需人工干預，減少了操作風險，同時降低了人工成本、提升了效率。

Management Discussion and Analysis

管理層討論與分析

The following table sets forth the key performance indicators of the credit guarantee business of the Group's digital services segment as at the dates indicated:

下表載列於所示日期本集團數字化服務分部各項信用擔保業務的關鍵業務指標：

		As at 31 December 截至12月31日			
		2022 2022年	2021 2021年	Change 變動	
		Amount 金額	Amount 金額	Amount 金額	Percentage 百分比%
(Expressed in RMB million, unless otherwise stated) (除另有註明外，以人民幣百萬元列示)					
Product distribution of outstanding guarantee:	擔保餘額按產品分佈：				
Financing guarantee	融資擔保	98.2	267.9	(169.7)	(63.3)
Non-financing guarantee	非融資擔保	16,857.1	10,940.6	5,916.5	54.1
Total outstanding guarantee balance	在保餘額合計	16,955.3	11,208.5	5,746.8	51.3
Balance of provisions for guarantee losses	擔保賠償準備金餘額	31.0	76.5	(45.5)	(59.5)
Provision rate ⁽¹⁾	撥備率 ⁽¹⁾	0.2%	0.7%	(0.5 ppt 百分點)	–

Note:

(1) Balance of provisions for guarantee losses divided by the outstanding guarantee balance.

As at 31 December 2022, the outstanding guarantee balance of credit guarantee business of the digital services segment amounted to RMB16,955.3 million, representing an increase of RMB5,746.8 million or 51.3% as compared with RMB11,208.5 million as at 31 December 2021, mainly due to the growth of non-financing guarantee business.

The financing guarantee business of the digital services segment includes bank financing guarantee and other non-bank corporate financing guarantee. As at 31 December 2022, the outstanding guarantee balance of financing guarantee business of the digital service segment was RMB98.2 million, representing a decrease of RMB169.7 million or 63.3% as compared with RMB267.9 million as at 31 December 2021.

註釋：

(1) 擔保賠償準備金餘額除以在保餘額。

截至2022年12月31日，本集團數字化服務分部信用擔保業務在保餘額為人民幣16,955.3百萬元，較2021年12月31日在保餘額人民幣11,208.5百萬元，增加人民幣5,746.8百萬元，增幅51.3%，主要源於非融資擔保業務的增長。

數字化服務分部融資擔保業務包括銀行類融資擔保和其他非銀行機構類融資擔保。截至2022年12月31日，數字化服務分部融資擔保業務在保餘額為人民幣98.2百萬元，較2021年12月31日在保餘額人民幣267.9百萬元，減少人民幣169.7百萬元，降幅63.3%。

Management Discussion and Analysis

管理層討論與分析

The non-financial guarantee products of the digital services segment mainly include electronic guarantees. The electronic guarantee platform developed by the Group for bidding and procurement have been put into operation in 258 urban public resources trading centres in 27 provinces across the country. As at 31 December 2022, the outstanding balance of non-financing guarantee business of the digital services segment was RMB16,857.1 million, representing an increase of RMB5,916.5 million or 54.1% as compared with RMB10,940.6 million as at 31 December 2021.

Digital services segment – Credit guarantee – Risk management and assets quality

The following table sets forth key asset quality indicators of credit guarantee business of the digital services segment as at the dates indicated:

數字化服務分部非融資擔保產品主要是電子保函。本集團開發的招投標採購電子保函產品已在全國27個省份的258個城市公共資源交易中心上線運行。截至2022年12月31日，數字化服務分部非融資擔保業務餘額為人民幣16,857.1百萬元，較2021年12月31日在保餘額人民幣10,940.6百萬元，增加人民幣5,916.5百萬元，增幅54.1%。

數字化服務分部－信用擔保－風險管理及資產質量

下表載列於所示日期數字化服務分部信用擔保業務各項關鍵資產質量指標：

For the year ended 31 December 截至12月31日止年度					
		2022 2022年	2021 2021年	Change 變動	
(Expressed in RMB million, unless otherwise stated) (除另有註明外，以人民幣百萬元列示)		Amount 金額	Amount 金額	Amount 金額	Percentage %
					百分比%
Default rate ⁽¹⁾	代償率 ⁽¹⁾	0.01%	0.07%	(0.06 ppt 百分點)	–
Default payments	違約付款	6.6	18.6	(12.0)	(64.5)
Guarantees released	獲解除擔保	49,699.5	28,365.2	21,334.3	75.2

Note:

(1) Default payments made on behalf of defaulting clients divided by the amount of guarantees released.

註釋：

(1) 代違約客戶償付額除以獲解除擔保金額。

Management Discussion and Analysis

管理層討論與分析

In 2022, the total default payments paid for defaulting clients of credit guarantee business of the digital services segment amounted to RMB6.6 million, representing a decrease of RMB12.0 million or 64.5% as compared with RMB18.6 million in 2021. Meanwhile, the default rate of credit guarantee business of the digital services segment decreased to 0.01% in 2022 (2021: 0.07%). The default payments and default rate of credit guarantee business of the digital service segment remained at low levels, which was mainly due to the following: (i) the guarantee products of the digital service segment are developed and designed based on the upstream and downstream industry chains of core enterprises and specific transaction scenarios, and the flows of goods and funds during transaction process are monitored by means of digital technology; and (ii) the guarantee business of the digital services segment features a large number of individual transactions in small amounts, which helps reduce risk concentration. In addition, we have accumulated extensive experience in serving a wide range of MSMEs over the years. In particular, we have established a sound system for risk warning, risk control and risk mitigation, and further improved our risk control level through digital technology.

As at 31 December 2022, the provision rate of credit guarantee business of the digital services segment was 0.2% (31 December 2021: 0.7%), which was maintained at an appropriate level.

Digital services segment – Micro and small-sized businesses targeted fintech information services

Micro and small-sized businesses targeted fintech information services is mainly credit consulting business, which refers to the Group's provision of credit consulting services to financial institutions such as external partner banks by leveraging its accumulated experience, capabilities and strengths in micro and small loan services, and relying on its intelligent fintech capability, using customized technology and financial services as means, including assistance in obtaining clients, standardized risk assessment services and post-loan management service, whereby we charge external partner financial institutions credit consulting services commission; while external partner financial institutions conduct independent evaluation on small and micro customers based on their own understanding of small and micro customers and risk tolerance, and make independent decision about whether to provide services.

2022年，數字化服務分部信用擔保業務為違約客戶支付的代償款項總額為人民幣6.6百萬元，與2021年代償款項人民幣18.6百萬元相比，減少人民幣12.0百萬元，降幅64.5%。與此同時，數字化服務分部信用擔保業務2022年代償率降至0.01%（2021年：0.07%）。數字化服務分部信用擔保業務代償額和代償率維持在較低水平的主要原因是：數字化服務分部的擔保產品乃基於核心企業上下游產業鏈以及特定的交易場景來開發設計，並利用數字技術對交易過程中貨物流轉、資金流轉進行監控。其次，數字化服務分部擔保業務筆數多、單筆業務金額小的特點降低了集中度風險。此外，我們多年來在服務廣大中小微客戶中積累了深厚的經驗，特別是在風險預警、風險控制、風險化解方面建立了一套完善的體系，並結合數字科技手段，進一步提高了風險控制水平。

截至2022年12月31日，數字化服務分部信用擔保業務撥備率為0.2%（2021年12月31日：0.7%），撥備率維持在適當水平。

數字化服務分部—小微金融科技信息服務

小微金融科技信息服務主要是信用服務業務，指本集團利用在小微金融服務領域積累的經驗、能力和優勢，依託智能化金融科技能力，以定制化的科技與金融服務為手段，為外部合作銀行等金融機構提供信用類服務，包括協助獲取客戶、協助標準化風險評估服務、貸後協助管理服務等，並據此向外部合作金融機構收取信用服務佣金；外部合作金融機構在此基礎上，結合自身對小微客戶的理解和風險承受能力，對小微客戶開展獨立評估，並自行作出提供或拒絕資金服務的決定。

Management Discussion and Analysis

管理層討論與分析

In the course of cooperation with various financial institutions, both parties share information, exchange resources, and give full play to their resource and technological advantages, with a view to jointly provide comprehensive financial services to small and micro customers. The Group's strengths lie in its risk awareness and experience built on serving customer groups over the years in the small and micro customer sector, as well as special risk control capacities, nationwide network and team, and sound credit service output capability.

As at 31 December 2021 and 31 December 2022, the Group's balance under management of the credit consulting business was RMB4,134.1 million and RMB4,129.1 million, respectively. In view of the macroeconomic situation, the revenue of the Group's credit consulting business decreased. The Group's credit consulting services commission income decreased from RMB138.4 million in 2021 to RMB93.4 million in 2022.

DIGITAL FINANCE SEGMENT

The digital finance segment provides offline financing products and guarantee services for MSMEs and individual customers through our financing guarantee and financial factoring companies, mainly including bond guarantee, performance guarantee, entrusted loans and receivables factoring. This segment also covers the Company's equity investment in commercial banking. In 2022, the digital finance segment recorded profit before tax of RMB140.2 million, representing a decrease of RMB102.3 million or 42.2% as compared with RMB242.5 million in 2021. The decrease was mainly due to the fact that most SMEs adopted a more conservative development strategy in view of the prevailing economic conditions and thus had less financing demand, which led to a continuous decline in the new credit guarantee business of the digital finance segment and, in turn, a decline in guarantee and consulting fee income.

在與各類金融機構開展合作的過程中，雙方共享信息、互換資源，充分發揮雙方的資源優勢、技術優勢，共同為小微客戶提供綜合金融服務。本集團的優勢在於多年來持續在小微客戶領域所積累的對該類客戶群體的風險認識和服務經驗、所建立的特色風控能力、全國性網絡與團隊以及良好的信用服務輸出能力。

截至2021年12月31日及2022年12月31日，本集團信用服務管理餘額分別為人民幣4,134.1百萬元及人民幣4,129.1百萬元。受經濟形勢影響，本集團信用服務業務收入有所下降。2022年本集團信用服務佣金收入由2021年人民幣138.4百萬元下降至人民幣93.4百萬元。

數字化金融分部

數字化金融分部以本集團所轄的融資擔保、金融保理等機構，為中小微企業及個人客戶提供線下資金產品和擔保服務，主要包括債券擔保、履約擔保、委托貸款、應收賬款保理，以及本公司對民營銀行的股權投資業務。2022年，數字化金融分部實現稅前利潤人民幣140.2百萬元，較2021年稅前利潤人民幣242.5百萬元，下降人民幣102.3百萬元，降幅42.2%，其下降主要源於大部分中小企業在當前的經濟形勢下採取了較為保守的發展策略，融資需求降低，導致數字化金融分部新增信用擔保業務持續下降，進而導致擔保及諮詢費收入下降。

Management Discussion and Analysis

管理層討論與分析

Digital finance segment – Credit guarantee – Business expansion and products

In order to meet the various guarantee service needs of individual customers, the credit guarantee business of the digital finance segment designs the optimal solution for each customer based on the customer's own characteristics. Thus such solutions vary in loan amount, loan term and counter-guarantee measures from customer to customer, and are subject to consideration and approval of the review meeting at corresponding level. The credit guarantee business of the digital finance segment includes traditional financing guarantee, bond guarantee and project performance guarantee.

The following table sets forth the key performance indicators of the credit guarantee business of the Group's digital finance segment as at the dates indicated:

數字化金融分部－信用擔保－業務拓展及產品

為滿足單一客戶的個性化擔保服務需求，數字化金融分部信用擔保業務根據客戶的自身特點，設計最優的擔保解決方案，每筆業務放款金額、放款期限、反擔保措施等要素不盡相同，並由相應級別的評審會審議通過。數字化金融分部信用擔保業務包括傳統融資擔保、債券擔保以及工程履約擔保業務。

下表載列於所示日期本集團數字化金融分部各項信用擔保業務的關鍵業務指標：

		As at 31 December 截至12月31日			
		2022 2022年	2021 2021年	Change 變動	
		Amount 金額	Amount 金額	Amount 金額	Percentage %
		Percentage %			
		Amount 金額			
		Percentage 百分比			
(Expressed in RMB million, unless otherwise stated) (除另有註明外，以人民幣百萬元列示)					
Product distribution of outstanding guarantee:	擔保餘額按產品分佈：				
Financing guarantee	融資擔保	13,411.5	15,843.5	(2,432.0)	(15.4)
– Traditional financing guarantee	– 傳統融資擔保	2,587.3	3,884.5	(1,297.2)	(33.4)
– Bond guarantee	– 債券擔保	10,824.2	11,959.0	(1,134.8)	(9.5)
Non-financing guarantee	非融資擔保	3,777.4	5,400.1	(1,622.7)	(30.0)
Total outstanding guarantee balance	在保餘額合計	17,188.9	21,243.6	(4,054.7)	(19.1)
Balance of provisions for guarantee losses	擔保賠償準備金餘額	99.1	245.6	(146.5)	(59.6)
Provision rate	撥備率	0.6%	1.2%	(0.6 ppt 百分點)	–

Being affected by domestic economic situation, the size of credit guarantee business of the Group's digital finance segment decreased in 2022. As at 31 December 2022, the outstanding guarantee balance of credit guarantee business of the digital finance segment was RMB17,188.9 million, representing a decrease of RMB4,054.7 million or 19.1% as compared with RMB21,243.6 million as at 31 December 2021.

2022年，受經濟形勢影響，本集團數字化金融分部信用擔保業務規模下降。截至2022年12月31日，數字化金融分部信用擔保業務在保餘額為人民幣17,188.9百萬元，較2021年12月31日在保餘額人民幣21,243.6百萬元，下降人民幣4,054.7百萬元，降幅19.1%。

Management Discussion and Analysis

管理層討論與分析

Digital finance segment – Credit guarantee – Risk management and assets quality

數字化金融分部－信用擔保－風險管理及資產質量

The following table sets forth key assets quality indicators of credit guarantee business of the digital finance segment as at the dates indicated:

下表載列於所示日期數字化金融分部信用擔保業務各項關鍵資產質量指標：

		For the year ended 31 December 截至12月31日止年度			
		2022 2022年	2021 2021年	Change 變動	
		Amount 金額	Amount 金額	Amount 金額	Percentage 百分比%
(Expressed in RMB million, unless otherwise stated) (除另有註明外，以人民幣百萬元列示)					
Default rate	代償率	0.3%	0.8%	(0.5 ppt 百分點)	–
Default payments	違約付款	44.6	147.2	(102.6)	(69.7)
Guarantees released	獲解除擔保	13,076.4	17,786.6	(4,710.2)	(26.5)

In 2022, the total default payments paid for defaulting clients of credit guarantee business of the digital finance segment was RMB44.6 million, representing a decrease of RMB102.6 million or 69.7% as compared with RMB147.2 million in 2021. In 2022, the default rate of credit guarantee business of the digital finance segment was 0.3% (2021: 0.8%). The default payments and default rate of credit guarantee business of the digital finance segment both decreased.

2022年，數字化金融分部信用擔保業務為違約客戶支付的代償款項總額為人民幣44.6百萬元，與2021年代償款項人民幣147.2百萬元相比，減少人民幣102.6百萬元，降幅69.7%。2022年，數字化金融分部信用擔保業務代償率為0.3%（2021年：0.8%）。數字化金融分部信用擔保業務代償額和代償率水平均有所下降。

We have always adhered to a prudent valuation system and made adequate provisions for outstanding credit guarantee business. As at 31 December 2022, the provision rate of credit guarantee business of the digital finance segment was 0.6% (31 December 2021: 1.2%).

我們始終堅持審慎的估值體系，針對尚未到期的信用擔保業務計提充足的準備金。截至2022年12月31日，數字化金融分部信用擔保業務撥備率為0.6%（2021年12月31日：1.2%）。

Management Discussion and Analysis

管理層討論與分析

Digital finance segment – Entrusted loans

The Group's digital finance segment provides entrusted loans to meet the individualized funding needs of a wide range of SMEs. In 2022, the Group proactively adjusted its business mix and granted more entrusted loans to quality customers. As at 31 December 2022, the balance of entrusted loan business of the Group's digital finance segment was RMB1,916.7 million, representing an increase of RMB1,218.4 million as compared with RMB698.3 million as at 31 December 2021. In 2022, the average interest rate of the Group's entrusted loan business was approximately 9.4% (2021: approximately 9.3%).

The following table sets forth an analysis of the balance of entrusted loans of the digital finance segment by risk exposure as at the dates indicated:

數字化金融分部 – 委托貸款

本集團數字化金融分部以發放委托貸款的方式來滿足廣大中小企業客戶的個性化資金需求。2022年，本集團主動調整業務結構，加大對優質客戶的委托貸款業務投放。截至2022年12月31日，本集團數字化金融分部委托貸款業務餘額為人民幣1,916.7百萬元，較截至2021年12月31日委托貸款業務餘額人民幣698.3百萬元，增加人民幣1,218.4百萬元。2022年，本集團委托貸款業務平均利率約為9.4%（2021年：約9.3%）。

下表載列於所示日期按風險敞口劃分的數字化金融分部委托貸款餘額分佈：

		As at 31 December 截至12月31日			
		2022 2022年		2021 2021年	
		Amount 金額	% of total 佔總額%	Amount 金額	% of total 佔總額%
(Expressed in RMB million, unless otherwise stated) (除另有註明外，以人民幣百萬元列示)					
Not more than RMB5 million	人民幣五百萬元以內	53.9	2.8	40.9	5.9
Above RMB5 million but not more than RMB10 million	人民幣五百萬元以上至人民幣一千萬元	91.4	4.8	132.3	18.9
Above RMB10 million but not more than RMB30 million	人民幣一千萬元以上至人民幣三千萬元	459.5	24.0	346.7	49.6
Above RMB30 million but not more than RMB50 million	人民幣三千萬元以上至人民幣五千萬元	512.2	26.7	120.0	17.2
Above RMB50 million	人民幣五千萬元以上	799.7	41.7	58.4	8.4
Total	合計	1,916.7	100.0	698.3	100.0

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The following table sets forth a breakdown of the remaining maturity profile of entrusted loan business of the digital finance segment as at the dates indicated:

下表載列於所示日期數字化金融分部委託貸款業務剩餘到期時間分佈情況：

		As at 31 December 截至12月31日			
		2022 2022年		2021 2021年	
(Expressed in RMB million, unless otherwise stated) (除另有註明外，以人民幣百萬元列示)		Amount 金額	% of total 佔總額%	Amount 金額	% of total 佔總額%
Past due or due within six months	已到期或六個月 以內到期	385.0	20.1	351.2	50.3
Due after six months but within one year	六個月至一年到期	314.4	16.4	248.1	35.5
Due after one year but within two years	一年至兩年到期	1,119.0	58.4	8.6	1.2
Due after two years	兩年以上到期	98.3	5.1	90.4	13.0
Total	合計	1,916.7	100.0	698.3	100.0

The following table sets forth a breakdown of collaterals obtained by entrusted loan business of the digital finance segment as at the dates indicated:

下表載列於所示日期數字化金融分部委託貸款業務獲取的抵質押物分佈情況：

		As at 31 December 截至12月31日			
		2022 2022年		2021 2021年	
(Expressed in RMB million, unless otherwise stated) (除另有註明外，以人民幣百萬元列示)		Amount 金額	% of total 佔總額%	Amount 金額	% of total 佔總額%
Guaranteed loans	保證貸款	1,273.8	66.5	173.9	24.9
Secured loans	抵押貸款	642.9	33.5	524.4	75.1
– Buildings and land	– 房屋及土地	90.4	4.7	135.0	19.3
– Receivables and equity interests	– 應收賬款及股權	541.5	28.2	367.5	52.7
– Others	– 其他	11.0	0.6	21.9	3.1
Total	合計	1,916.7	100.0	698.3	100.0

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The following table sets forth the key assets quality indicators of entrusted loan business of the digital finance segment as at the dates indicated:

下表載列截至所示日期數字化金融分部委托貸款業務的關鍵資產質量指標：

		As at 31 December 截至12月31日			
		2022 2022年	2021 2021年	Change 變動	
		Amount 金額	Amount 金額	Amount 金額	Percentage %
(Expressed in RMB million, unless otherwise stated) (除另有註明外，以人民幣百萬元列示)					
Balance of entrusted loans	委托貸款餘額	1,916.7	698.3	1,218.4	174.5
Balance of provision for impairment losses	資產減值準備餘額	125.6	68.4	57.2	83.6
Provision rate ⁽¹⁾	撥備率 ⁽¹⁾	6.6%	9.8%	(3.2 ppt 百分點)	-
Provision coverage rate ⁽²⁾	撥備覆蓋率 ⁽²⁾	147.2%	116.1%	31.1 ppt 百分點	-
Balance of overdue entrusted loans	逾期委托貸款業務餘額	130.8	255.2	(124.4)	(48.7)
Proportion of overdue entrusted loans ⁽³⁾	逾期委托貸款業務佔比 ⁽³⁾	6.8%	36.5%	(29.7 ppt 百分點)	-
Balance of impaired entrusted loans	已減值委托貸款業務餘額	85.3	58.9	26.4	44.8
Proportion of impaired entrusted loans ⁽⁴⁾	已減值委托貸款業務餘額佔比 ⁽⁴⁾	4.5%	8.4%	(3.9 ppt 百分點)	-

Notes:

- (1) Balance of provision for impairment losses divided by the balance of entrusted loans.
- (2) Balance of provision for impairment losses divided by the balance of impaired entrusted loans. Provision coverage ratio represents the Group's level of provision for potential losses on the entrusted loan portfolio.
- (3) Balance of overdue entrusted loans divided by balance of entrusted loans.

An overdue entrusted loan is an entrusted loan the whole or part of whose principal or interest is overdue for 1 day or more.

This definition applies to all capital businesses of the Group, including entrusted loans, receivables factoring, finance leasing and micro and small loan business.

註釋：

- (1) 資產減值準備餘額除以委托貸款業務餘額。
- (2) 資產減值準備餘額除以已減值委托貸款業務餘額。撥備覆蓋率顯示本集團就委托貸款業務組合可能出現的損失的撥備水平。
- (3) 已逾期委托貸款業務餘額除以委托貸款業務餘額。

已逾期委托貸款業務是指全部或部份本金或利息逾期1天或以上的委托貸款業務。

此定義適用於本集團所有資金業務，包括委托貸款、應收賬款保理、融資租賃以及小微貸款業務。

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- (4) Balance of impaired entrusted loans divided by the balance of entrusted loans.

For the capital businesses, the Group monitors risk exposure in loan and advance groups according to the Guidelines for Risk Classification of Loans issued by the China Banking and Insurance Regulatory Commission and applies the loan risk classification method. Loans and advances fall into five categories by risk exposure, namely, Normal, Special Attention, Substandard, Doubtful and Loss. The last three categories are considered impaired. Where one or more events provide objective evidence of impairment, the loan and advance in question are considered impaired. The provision for impairment of loans and advances is assessed in on a group or individual basis.

The Group regularly reviews the quality of individually significant financial assets. With respect to assets for which provision is made individually, the Group assesses the loss and determines the amount of provision on the balance sheet date on an item-by-item basis. In assessing loss, the Group usually considers the value of collaterals and future cash flow.

This definition applies to all capital businesses of the Group, including entrusted loans, receivables factoring, finance leasing and micro and small loan business.

The Group uses the expected credit loss (“ECL”) model to calculate the provision for impairment loss of entrusted loans in accordance with HKFRS 9 Financial Instruments (“HKFRS 9”). As at 31 December 2022, the provision for impairment loss of the Group’s entrusted loans amounted to RMB125.6 million, representing an increase of RMB57.2 million or 83.6% as compared with RMB68.4 million as at 31 December 2021, mainly due to the growth of balance of entrusted loans business.

Digital finance segment – Receivables factoring

The Group adopted a prudent development strategy for its receivables factoring business. As at 31 December 2022, the balance of the receivables factoring business was RMB435.7 million, representing a decrease of RMB824.4 million or 65.4% as compared with RMB1,260.1 million as at 31 December 2021. This decrease was mainly due to the fact that the Group proactively adjusted its business structure and reduced its investment in receivables factoring business. Further, we disposed of some overdue receivables for factoring business at a reasonable price after careful assessments of their recoverability and estimated recoverable amounts, resulting in a further decline in the size of our receivables factoring business.

- (4) 已減值委托貸款業務餘額除以委托貸款業務餘額。

對於資金業務，本集團參照中國銀行業保險監督管理委員會頒布的《貸款風險分類指引》並採用貸款風險分類方法監控貸款及墊款組合風險狀況。貸款及墊款按風險程度分為正常、關注、次級、可疑及損失五類，其中後三類被視為已減值貸款及墊款。當一項或多項事件發生證明客觀減值證據存在，並可能出現損失時，該貸款及墊款被界定為已減值貸款及墊款。已減值貸款及墊款的減值損失準備將視情況以組合或個別方式評估。

本集團對單筆金額重大的金融資產的資產質量進行定期審閱。對單項計提準備金的資產，本集團在資產負債表日逐筆評估其損失情況以確定準備金的計提金額。在評估過程中，本集團通常會考慮抵質押物價值及未來現金流的狀況。

此定義適用於本集團所有資金業務，包括委托貸款、應收賬款保理、融資租賃以及小微貸款業務。

本集團根據香港財務報告準則第9號金融工具準則，使用預期信貸損失模型計算委託貸款資產減值準備。截至2022年12月31日，本集團委託貸款資產減值準備餘額為人民幣125.6百萬元，較截至2021年12月31日委託貸款資產減值準備餘額人民幣68.4百萬元，增加人民幣57.2百萬元，增幅83.6%，主要是由於委託貸款業務餘額增加所致。

數字化金融分部－應收賬款保理

本集團應收賬款保理業務採取審慎的發展策略。截至2022年12月31日，本集團應收賬款保理業務餘額為人民幣435.7百萬元，較截至2021年12月31日應收賬款保理業務餘額人民幣1,260.1百萬元，減少人民幣824.4百萬元，降幅65.4%。主要因為本集團主動調整業務結構，減少了應收賬款保理業務投放。與此同時，對於部分已逾期的應收賬款保理業務，在充分評估了其清收難易度、預計可回收金額後，我們以合理的價格對其進行處置，導致應收賬款保理業務規模進一步下降。

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管理層討論與分析

Digital finance segment – Commercial banking

The Company and six other domestic institutions jointly established Chongqing Fumin Bank Co., Ltd. in 2016. The Company contributed RMB900.0 million to the equity capital of Fumin Bank in exchange for its 30.0% equity interest and became the largest shareholder of Fumin Bank. As at 31 December 2022, Fumin Bank had total assets of RMB54,874.3 million (31 December 2021: RMB54,131.2 million) and total liabilities of RMB50,676.2 million (31 December 2021: RMB50,247.7 million), and its profitability remained stable. In 2022, Fumin Bank achieved the total comprehensive income of RMB314.5 million (2021: RMB358.5 million). Accordingly, the Group recorded a gain of RMB94.4 million (2021: RMB107.6 million) in “share of profits of associates” in 2022 in respect of its investment in Fumin Bank.

CAPITAL INVESTMENT AND FINANCIAL ASSET MANAGEMENT SEGMENT

This segment provides capital investment services to selected SMEs with growth potential and value by utilization of the Company’s own funds and funds raised through cooperation with external institutions, and includes partnership with banks and other financial institutions to carry out non-performing asset management business.

The capital investment and financial asset management segment derives its revenue primarily from the appreciation of the investments in equity and debt instruments, as well as from the acquisition and disposal of non-performing assets. In 2022, the profit before tax of the capital investment and financial asset management segment was RMB35.8 million, representing a decrease of RMB106.1 million or 74.8% as compared with RMB141.9 million in 2021, which was mainly due to the change in fair value of trading financial assets.

數字化金融分部－民營銀行

於2016年，本公司與境內六家機構共同發起設立重慶富民銀行股份有限公司。本公司對富民銀行股權出資人民幣900.0百萬元，佔股比例30.0%，為富民銀行第一大股東。截至2022年12月31日，富民銀行資產總額為人民幣54,874.3百萬元（2021年12月31日：人民幣54,131.2百萬元），負債總額為人民幣50,676.2百萬元（2021年12月31日：人民幣50,247.7百萬元）。同時，其盈利能力保持穩定。2022年，富民銀行共計實現綜合收益總額人民幣314.5百萬元（2021年：人民幣358.5百萬元）。據此，2022年本集團記錄於「聯營企業投資收益」中與此相關的收益為人民幣94.4百萬元（2021年：人民幣107.6百萬元）。

資本投資及金融資產管理分部

利用自有資金，以及通過與外部機構合作募集資金，向具有成長空間和增長價值的特定中小企業提供資本投資服務，以及與銀行等金融機構合作開展不良資產管理業務。

資本投資及金融資產管理分部收益主要來自所投資的權益和債權工具增值，以及通過收購、處置不良資產產生的收益。2022年，資本投資及金融資產管理分部稅前利潤為人民幣35.8百萬元，較2021年人民幣141.9百萬元，下降人民幣106.1百萬元，降幅74.8%，主要源於投資的交易性金融資產估值的變動。

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Capital investment and management business

In terms of fund raising, the Group worked together with external organizations that aim to serve SMEs to raise capital by way of funds, with a special focus on industry funds established by government authorities at any levels and listed companies. As at 31 December 2022, the Group has successfully established 7 Funds (31 December 2021: 8) with external investors, raising a total of RMB644.1 million (31 December 2021: RMB684.1 million).

In terms of capital investment, the Group provides capital investment services in small amounts to SMEs in its existing customer base that are among the top in their own industries and with stable management teams and sound growth potential. As at 31 December 2022, RMB1,125.7 million was used for equity investments (31 December 2021: RMB1,064.8 million) to obtain long-term return on capital appreciation. On the other hand, in order to effectively use idle capital to enhance capital returns, RMB84.4 million was used for debt investments (31 December 2021: RMB140.9 million) to obtain stable returns.

Financial asset management

The Group's financial asset management business was mainly conducted by Liaoning Fu'an Financial Asset Management Co., Ltd. Fu'an Asset is the first mixed-ownership financial asset management institution in Liaoning Province. Since its establishment, Fu'an Asset has gradually built a sound organizational structure and a professional asset management team, with its operations growing steadily. As at 31 December 2022, the net amount of the non-performing assets acquired by the Group was RMB1,068.6 million (31 December 2021: RMB524.9 million). The non-performing assets acquired by Fu'an Asset are from financial institutions and non-financial institutions, mainly comprising bank loans, entrusted loans and accounts receivable.

資本投資及管理業務

在資金募集方面，本集團與有志於服務中小企業的外部機構尤其是各級政府、上市公司設立的產業基金合作，以基金的形式募集資金。截至2022年12月31日，本集團已成功與外部投資者合作成立了7只基金（2021年12月31日：8只），合計募集資金共計人民幣644.1百萬元（2021年12月31日：人民幣684.1百萬元）。

在資金投向方面，一方面向現有客戶群體中那些在自身所處行業中處於前茅、具有穩定的經營管理團隊、行業及自身成長性較好的中小企業提供小額的資本投資服務；截至2022年12月31日，人民幣1,125.7百萬元資金用於股權投資（2021年12月31日：人民幣1,064.8百萬元），以獲得長期資本增值回報；另一方面為有效利用閒置資金以提升資金收益，人民幣84.4百萬元資金用於債權投資（2021年12月31日：人民幣140.9百萬元），以獲取穩定回報。

金融資產管理

本集團金融資產管理業務主要由遼寧富安金融資產管理有限公司開展。富安資產為遼寧省首家混合所有制金融資產管理機構。富安資產自成立以來，逐步建立起完善的組織架構和專業的資管團隊，各項業務健康穩步發展。截至2022年12月31日，本集團收購的不良資產淨額為人民幣1,068.6百萬元（2021年12月31日：人民幣524.9百萬元）。富安資產收購的不良資產來自於金融機構以及非金融機構，主要包括銀行貸款、委托貸款、應收賬款等。

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OTHERS SEGMENT

This segment represents the managerial functions of the headquarters and other business lines and operational results that cannot be completely categorized into any of the above segments. With the objective of “integrating functions and enhancing efficiency”, the Group has continuously strengthened the integration of various functions, especially the mid-and-back offices, to enhance operating efficiency and reduce operating costs. Specifically, all business segments and their branches focus on customer development and risk management, while the headquarters focuses on the establishment of a unified service system covering human resources, financial management, fund raising and utilization, administrative services, and construction of the information system, and provides targeted services to the business segments and their branches.

Due to the impact of changes in the external market environment and industry policies, as well as the Group’s business restructuring and optimization of resource allocation in pursuit of a strategic transformation towards digitalization in an all-round manner, the Group’s micro and small loan business (i.e. the micro and small loan business carried out by eight small loan companies of the Group registered in Chongqing, Chengdu, Tianjin, Shenyang, Nanning, Guiyang, Nanjing and Shenzhen, respectively) has further shrunk. As such, the micro and small loan business of the Group is included and presented in the others segment.

The Group’s micro and small loan business is committed to providing comprehensive financial services, mainly microfinance, to micro- and small-sized enterprises, individual business proprietors or individuals. As at 31 December 2022, the balance of the Group’s micro and small loan business was RMB333.4 million, representing a decrease of RMB346.5 million or 51.0% as compared with RMB679.9 million as at 31 December 2021. In 2022, the average interest and handling fee rate of the Group’s micro and small loan business was approximately 12.5% (2021: approximately 14.8%).

其他分部

其他分部指承擔總部管理職能以及無法完全劃分為上述任一分部的其他業務條線及經營業績。本集團以「職能整合、提升效率」為目標，不斷加強職能部門尤其是中後台職能部門的整合，以提升運營效率，降低運營成本。在具體實施過程中，各業務分部及其分支機構主要專注於客戶拓展及風險管理；總部則主要專注於建立統一的服務體系，包括人力資源、財務管理、資金募集及運用、行政服務、信息系統建設等，並有針對性地向業務分部及其分支機構提供服務。

受外部市場環境變化和行業政策的影響，以及本集團全面推進數字化戰略轉型，主動調整業務結構、優化資源分配，本集團小微信貸業務（小微信貸業務是指由本集團註冊於重慶、成都、天津、瀋陽、南寧、貴陽、南京以及深圳的八家小額貸款公司開展的小微貸款業務）投放規模進一步下降。基於此，本集團小微信貸業務併入其他分部列示。

本集團小微信貸業務致力於向微型企業、個體工商戶或個人提供以小額信貸為主的綜合性金融服務。截至2022年12月31日，本集團小微信貸業務餘額為人民幣333.4百萬元，較截至2021年12月31日小微信貸業務餘額人民幣679.9百萬元，減少人民幣346.5百萬元，降幅51.0%。2022年，本集團小微信貸業務平均利息及手續費率約為12.5%（2021年：約14.8%）。

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The following table sets forth an analysis of outstanding balance of micro and small loan business by risk exposure as at the dates indicated:

下表載列於所示日期按風險敞口劃分的小微信貸餘額分佈：

		As at 31 December 截至12月31日			
		2022 2022年		2021 2021年	
(Expressed in RMB million, unless otherwise stated) (除另有註明外，以人民幣百萬元列示)		Amount 金額	% of total 佔總額%	Amount 金額	% of total 佔總額%
Not more than RMB100,000	人民幣10萬元以內	10.6	3.2	36.0	5.3
Above RMB100,000 but not more than RMB500,000	人民幣10萬元以上至 人民幣50萬元	60.5	18.1	254.6	37.4
Above RMB500,000 but not more than RMB1,000,000	人民幣50萬元以上至 人民幣1百萬元	34.3	10.3	121.9	18.0
Above RMB1,000,000 but not more than RMB3,000,000	人民幣1百萬元以上至 人民幣3百萬元	43.9	13.2	87.7	12.9
Above RMB3,000,000	人民幣3百萬元以上	184.1	55.2	179.7	26.4
Total	合計	333.4	100.0	679.9	100.0

Management Discussion and Analysis

管理層討論與分析

The following table sets forth a breakdown of the remaining maturity profile of micro and small loan business as at the dates indicated:

下表載列於所示日期小微信貸業務剩餘到期時間分佈情況：

		As at 31 December 截至12月31日			
		2022 2022年		2021 2021年	
(Expressed in RMB million, unless otherwise stated) (除另有註明外，以人民幣百萬元列示)		Amount 金額	% of total 佔總額%	Amount 金額	% of total 佔總額%
Past due or due within 3 months	已到期或三個月內到期	217.5	65.2	260.7	38.3
Due after 3 months but within 6 months	三個月至六個月到期	81.4	24.4	114.0	16.8
Due after 6 months but within 1 year	六個月至一年到期	13.6	4.1	212.7	31.3
Due after one year	一年後到期	20.9	6.3	92.5	13.6
Total	合計	333.4	100.0	679.9	100.0

The following table sets forth a breakdown of collaterals obtained by micro and small loan business as at the dates indicated:

下表載列於所示日期小微信貸業務獲得的抵質押物分佈情況：

		As at 31 December 截至12月31日			
		2022 2022年		2021 2021年	
(Expressed in RMB million, unless otherwise stated) (除另有註明外，以人民幣百萬元列示)		Amount 金額	% of total 佔總額%	Amount 金額	% of total 佔總額%
Credit loans	信用貸款	13.4	4.0	12.6	1.8
Guaranteed loans	保證貸款	210.8	63.2	200.4	29.5
– Guaranteed by intra-group guarantors	– 由集團內公司間的擔保人擔保	145.4	43.6	155.6	22.9
– Guaranteed by independent third parties	– 由獨立第三方擔保人擔保	65.4	19.6	44.8	6.6
Secured loans	有抵押貸款	109.2	32.8	466.9	68.7
– Properties	– 房屋	109.2	32.8	466.9	68.7
Total	合計	333.4	100.0	679.9	100.0

Management Discussion and Analysis

管理層討論與分析

The following table sets forth the key assets quality indicators of the Group's micro and small loan business as at the dates indicated:

下表載列截至所示日期本集團小微信貸業務的關鍵資產質量指標：

		As at 31 December 截至12月31日			
		2022 2022年	2021 2021年	Change 變動	
		Amount 金額	Amount 金額	Amount 金額	Percentage %
(Expressed in RMB million, unless otherwise stated) (除另有註明外，以人民幣百萬元列示)					百分比%
Balance of micro and small loans	小微貸款餘額	333.4	679.9	(346.5)	(51.0)
Balance of provision for impairment losses	資產減值準備餘額	68.7	84.4	(15.7)	(18.6)
Provision rate ⁽¹⁾	撥備率 ⁽¹⁾	20.6%	12.4%	8.2 ppt 百分點	–
Provision coverage rate ⁽²⁾	撥備覆蓋率 ⁽²⁾	241.1%	251.2%	(10.1 ppt 百分點)	–
Balance of overdue micro and small loans	逾期小微貸款業務餘額	187.9	276.5	(88.6)	(32.0)
Proportion of overdue micro and small loans ⁽³⁾	逾期小微貸款業務佔比 ⁽³⁾	56.4%	40.7%	15.7 ppt 百分點	–
Balance of impaired micro and small loans	已減值小微貸款業務餘額	28.5	33.6	(5.1)	(15.2)
Proportion of impaired micro and small loans ⁽⁴⁾	已減值小微貸款業務餘額佔比 ⁽⁴⁾	8.5%	4.9%	3.6 ppt 百分點	–

Notes:

註釋：

- (1) Balance of provision for impairment losses divided by the balance of micro and small loans.
- (2) Provision for impairment losses divided by the balance of impaired micro and small loans. Provision coverage rate represents the Group's level of provision for potential loss of the micro and small loan business portfolio.
- (3) Balance of overdue micro and small loans divided by the balance of micro and small loans. For the definition of "overdue micro and small loans", please refer to page 21 of this report.
- (4) Balance of impaired micro and small loans divided by the balance of micro and small loans. For the definition of "impaired micro and small loans", please refer to page 22 of this report.

- (1) 資產減值準備餘額除以小微貸款業務餘額。
- (2) 資產減值準備除以已減值小微貸款業務餘額。撥備覆蓋率顯示本集團就小微貸款業務組合可能出現的損失的撥備水平。
- (3) 逾期小微貸款業務餘額除以小微貸款業務餘額。有關「逾期小微貸款業務」的定義，請參閱本報告第21頁。
- (4) 已減值小微貸款業務餘額除以小微貸款業務餘額。有關「已減值小微貸款業務」的定義，請參閱本報告第22頁。

Management Discussion and Analysis

管理層討論與分析

The Group uses the ECL model to calculate the provision for impairment loss of micro and small loans in accordance with HKFRS 9. As at 31 December 2022, the provision for impairment loss of the Group's micro and small loans amounted to RMB68.7 million, representing a decrease of RMB15.7 million or 18.6% as compared with RMB84.4 million as at 31 December 2021, mainly due to the decrease of balance of micro and small loans business.

FINANCIAL REVIEW

Net guarantee and consulting fee income

In 2022, the Group recorded net guarantee and consulting fee income of RMB337.3 million, representing a decrease of RMB139.7 million or 29.3% as compared with RMB477.0 million in 2021.

The Group's guarantee and consulting fee income was derived from its financing guarantee business (mainly including traditional financing guarantee and bond guarantee) and non-financing guarantee business (mainly including project performance guarantee and electronic bid guarantee). In view of the macroeconomic situation, the SMEs were reluctant to expand their businesses through financing, which resulted in declines in the scale and revenue of the Group's financing guarantee business. The Group's guarantee and consulting fee income from financing guarantee business decreased by 52.0% from RMB318.4 million in 2021 to RMB152.7 million in 2022. On the other hand, the Group's non-financing guarantee business maintained growth in terms of scale and revenue despite the delay or even suspension of construction works due to the COVID-19 measures. The Group's guarantee and consulting fee income from non-financing business increased by RMB55.3 million or 22.0% from RMB250.9 million in 2021 to RMB306.2 million in 2022.

In view of the promising prospect of the electronic bid guarantee market, the Group continued to strengthen cooperation with various business channels to further consolidate its leading position in the electronic bid guarantee market, which resulted in a continued increase in the Group's guarantee handling expenses. As such, the Group's guarantee handling expenses increased by 31.9% from RMB92.2 million in 2021 to RMB121.6 million in 2022.

本集團根據香港財務報告準則第9號金融工具準則，使用預期信貸損失模型計算小微貸款資產減值準備。截至2022年12月31日，本集團小微貸款資產減值準備餘額為人民幣68.7百萬元，較截至2021年12月31日小微貸款資產減值準備餘額人民幣84.4百萬元，下降人民幣15.7百萬元，降幅18.6%，主要是由於小微貸款業務餘額下降所致。

財務回顧

擔保及諮詢費淨收入

2022年，本集團擔保及諮詢費淨收入為人民幣337.3百萬元，與2021年擔保及諮詢費淨收入人民幣477.0百萬元相比，下降人民幣139.7百萬元，降幅29.3%。

本集團擔保及諮詢費收入來源於以傳統融資擔保和債券擔保為主的融資擔保業務，以及以工程履約擔保、電子投標保函為主的非融資擔保業務。受經濟形勢影響，廣大中小企業客戶通過融資拓展業務的積極性不高，導致本集團融資擔保業務規模及收入呈下滑態勢。2022年，本集團融資擔保及諮詢費收入由2021年人民幣318.4百萬元下降至人民幣152.7百萬元，降幅52.0%。儘管工程施工企業客戶因新冠疫情管控，導致工程建設延期甚至暫停，本集團非融資擔保業務規模及收入仍保持增長。2022年，本集團非融資擔保及諮詢費收入為人民幣306.2百萬元，較2021年非融資擔保及諮詢費收入人民幣250.9百萬元，增長人民幣55.3百萬元，增幅22.0%。

面對電子投標保函市場的廣闊前景，為了進一步穩固本集團在電子投標保函市場的領先地位，本集團持續加強與業務渠道方合作，使得本集團擔保手續費支出呈增長態勢。2022年，本集團擔保手續費支出由2021年人民幣92.2百萬元增至人民幣121.6百萬元，增幅31.9%。

Management Discussion and Analysis

管理層討論與分析

Net interest and handling fee income

The following table sets forth the breakdown of the Group's net interest and handling fee income by products for the years indicated:

利息及手續費淨收入

下表載列本集團截至所示年度按產品分類的利息及手續費淨收入明細：

		For the year ended 31 December 截至12月31日止年度			
		2022 2022年	2021 2021年	Change 變動	
		Amount 金額	Amount 金額	Amount 金額	Percentage 百分比%
(Expressed in RMB million, unless otherwise stated) (除另有註明外，以人民幣百萬元列示)					
Interest and handling fee income from	來自以下各項的利息及手續費收入				
Loans and advances to customers	發放貸款及墊款	150.4	191.6	(41.2)	(21.5)
Factoring business	保理業務	63.3	130.9	(67.6)	(51.6)
Cash at banks	銀行存款	4.8	7.2	(2.4)	(33.3)
Time and restricted bank deposits	定期存款和存出擔保保證金	45.0	64.8	(19.8)	(30.6)
Finance lease business	融資租賃業務	0.5	2.4	(1.9)	(79.2)
Credit consulting services commission income	信用服務佣金收入	93.4	138.4	(45.0)	(32.5)
Other handling fee income	其他手續費收入	33.2	50.4	(17.2)	(34.1)
Total interest and handling fee income	利息及手續費收入總額	390.6	585.7	(195.1)	(33.3)
Interest and commission expenses arising from	來自以下各項的利息及手續費支出				
Interest-bearing borrowings	計息借款	(151.3)	(274.9)	(123.6)	(45.0)
Financial assets sold under repurchase agreements	賣出回購金融資產	(8.5)	(8.0)	0.5	6.3
Commission expenses from micro and small loans	小微貸款佣金支出	(9.3)	(23.2)	(13.9)	(59.9)
Other interest and commission expenses	其他利息及佣金支出	(13.3)	(48.5)	(35.2)	(72.6)
Total interest and handling fee expenses	利息及手續費支出總額	(182.4)	(354.6)	(172.2)	(48.6)
Net interest and handling fee income	利息及手續費淨收入	208.2	231.1	(22.9)	(9.9)

Management Discussion and Analysis

管理層討論與分析

In 2022, the Group recorded net interest and handling fee income of RMB208.2 million, representing a decrease of RMB22.9 million or 9.9% as compared with RMB231.1 million in 2021, the reasons of which are set out below:

As the Group's digital transformation was in full swing, we proactively adjusted our business mix and reduced the scale of our micro and small loan business and receivables factoring business, resulting in a decline in the Group's interest and handling fee income. In 2022, the Group recorded interest and handling fee income of RMB390.6 million, representing a decrease of RMB195.1 million or 33.3% as compared with RMB585.7 million in 2021.

In 2022, the Group recorded interest and commission expenses of RMB182.4 million, representing a decrease of RMB172.2 million or 48.6% as compared with RMB354.6 million in 2021. The decrease was mainly due to the decrease in the interest-bearing debts of the Group. As at 31 December 2021 and 31 December 2022, the balance of interest-bearing debts of the Group amounted to RMB3,204.7 million and RMB2,550.4 million, respectively, representing a year-on-year decrease of 20.4%.

Net trading (losses)/gains

Net trading (losses)/gains comprise changes in the fair value of trading financial assets held by the Group and gains or losses on disposal of financial assets. In 2022, the Group stepped up its efforts in collection and disposal of assets. Upon careful assessments of the recoverability and the estimated recoverable amount of each asset, we disposed part of assets at a reasonable price level, and recorded a loss on disposal of assets as a result. In addition, we have provided for losses on changes in fair value for some of our investments in trading financial assets with prudent assessment of their values, taking into account market conditions and actual situations of the assets. As a result, the Group recorded a net trading loss of RMB17.9 million in 2022, compared to a net trading gain of RMB88.5 million in 2021.

2022年，本集團利息及手續費淨收入為人民幣208.2百萬元，較2021年利息及手續費淨收入人民幣231.1百萬元，減少人民幣22.9百萬元，降幅9.9%，其中：

隨著本集團數字化轉型的全面實施，我們主動調整業務結構，小微信貸業務以及應收賬款保理業務規模下降，導致本集團利息及手續費收入呈下降態勢。2022年，本集團利息及手續費收入為人民幣390.6百萬元，較2021年利息及手續費收入人民幣585.7百萬元，減少人民幣195.1百萬元，降幅33.3%。

2022年，本集團利息及手續費支出為人民幣182.4百萬元，較2021年利息及手續費支出人民幣354.6百萬元，下降人民幣172.2百萬元，降幅48.6%。主要源於本集團計息負債規模下降所致。於2021年12月31日及2022年12月31日，本集團計息負債餘額分別為人民幣3,204.7百萬元和人民幣2,550.4百萬元，降幅20.4%。

交易淨損益

交易淨損益包含本集團持有的交易性金融資產產生的公允價值變動，以及處置金融資產產生的收益或虧損。2022年，本集團加大資產清收與處置力度，在充分評估了各項資產的清收難易度、預計可回收金額後，對部分資產以合理的價格進行了處置，並因此錄得資產處置損失。此外，對於本集團投資的部分交易性金融資產，我們結合市場情況和資產實際狀況對其價值進行審慎評估，並據此計提公允價值變動損失。因此，2022年本集團共錄得交易淨虧損人民幣17.9百萬元，而2021年本集團錄得交易淨收益人民幣88.5百萬元。

Management Discussion and Analysis

管理層討論與分析

Other operating income, net

The following table sets forth the breakdown of other net operating income of the Group for the years indicated:

其他運營淨收入

下表載列本集團截至所示年度的其他運營淨收入明細：

For the year ended 31 December 截至12月31日止年度

		2022 2022年	2021 2021年	Change 變動	Percentage %
		Amount 金額	Amount 金額	Amount 金額	Percentage 百分比
(Expressed in RMB million, unless otherwise stated) (除另有註明外，以人民幣百萬元列示)					
Commission income of insurance broker business	保險經紀人業務收入	22.9	27.8	(4.9)	(17.6)
Commission expenses of insurance broker business	保險經紀人業務支出	(14.9)	(25.9)	(11.0)	(42.5)
Net gains on disposal of long-term equity investments	處置長期股權投資淨收益	14.1	17.0	(2.9)	(17.1)
Government grants	政府補助	20.2	17.4	2.8	16.1
Dividend income	股息收入	12.6	11.6	1.0	8.6
Rental income	租金收入	7.9	11.8	(3.9)	(33.1)
Others	其他	5.4	2.2	3.2	145.5
Total	合計	68.2	61.9	6.3	10.2

The Group's other operating income, net mainly included net commission income of insurance broker business, gains on disposal of long-term equity investments, government grants, dividends and rental income.

本集團其他運營淨收入主要包括保險經紀人業務淨收入、處置長期股權投資收益、政府補助、股息和租金收入。

The commission income of insurance broker business mainly represented the income derived from the insurance products brokerage business of Zhongli Insurance Sales Co., Ltd.;

保險經紀人業務收入主要來自於中利保險銷售有限公司開展保險產品經紀業務實現的收入；

Government grants mainly represented policy subsidies granted by the governments at different levels for the Group's local financing guarantee business.

政府補助主要是各級政府對本集團在當地開展融資擔保業務而提供的政策性資助。

Management Discussion and Analysis

管理層討論與分析

Reversal for guarantee losses

The provisions for guarantee losses is an estimate of sufficient provision for credit guarantee made by the Group based on the asset quality of its guarantee portfolio and past experience. In the process of digital transformation, the Group proactively adjusted the structure of its credit guarantee business and vigorously developed online standardized, automated, batch-based, and low-risk credit guarantee products. In 2022, the Group reversed the provision for guarantee losses of RMB192.0 million (2021: RMB36.5 million), after a prudent assessment of the current risk profile of the Group's credit guarantee product portfolio, taking into account historical records of default payments and recoveries with respect to the Group's credit guarantee business over the years.

Impairment losses

The following table sets forth a breakdown of the Group's impairment losses for the years indicated:

轉回擔保賠償準備金

擔保賠償準備金主要根據本集團擔保組合資產質量及過往經驗，對信用擔保業務而言足夠的撥備水平的估計。本集團在數字化轉型過程中主動調整信用擔保業務結構，大力發展在線標準化、自動化、批量化的低風險信用擔保產品。結合歷年來本集團信用擔保業務實際代償及回收情況，2022年，本集團對當前信用擔保產品組合風險狀況進行審慎評估後，轉回擔保賠償準備金人民幣192.0百萬元（2021年：人民幣36.5百萬元）。

減值損失

下表載列本集團於所示年度的減值損失明細：

		For the year ended 31 December 截至12月31日止年度			
		2022 2022年	2021 2021年	Change 變動	
		<i>Amount</i> 金額	<i>Amount</i> 金額	<i>Amount</i> 金額	<i>Percentage</i> %
(Expressed in RMB million, unless otherwise stated) (除另有註明外，以人民幣百萬元列示)					
Receivables for default payments	應收代償款	98.3	51.4	46.9	91.2
Loans and advances to customers	發放貸款及墊款	137.6	6.4	131.2	2,050.0
Receivables for factoring business	應收保理款	(5.0)	138.3	(143.3)	(103.6)
Others	其他	6.2	(1.4)	7.6	542.9
Total	合計	237.1	194.7	42.4	21.8

Management Discussion and Analysis

管理層討論與分析

In 2022, the Group's impairment losses amounted to RMB237.1 million, representing an increase of RMB42.4 million or 21.8% as compared with RMB194.7 million in 2021, the reasons of which are set out below:

In 2022, the Group's provision for impairment losses on receivables for default payments was RMB98.3 million, representing an increase of RMB46.9 million or 91.2% as compared with RMB51.4 million in 2021. We conducted a comprehensive analysis of each of the receivables for default payments by taking into account factors such as the likelihood of future recovery, the expected timing of recovery and the expected amount of recovery, and based on prudent consideration, made sufficient provision for impairment of receivables for default payments. The ageing analysis of the Group's receivables for default payments and details of the movement in the provision for impairment are disclosed in note 14 to the consolidated financial statements.

The Group's loans and advances to customers include entrusted loans and micro and small loans. In 2022, the Group charged impairment losses of RMB137.6 million in total for its loans and advances to customers, representing an increase of RMB131.2 million as compared with RMB6.4 million in 2021, which was mainly due to the increase in the balance of entrusted loans. Details of the movements in the provision for impairment of the Group's loans and advances to customers are disclosed in note 16 to the consolidated financial statements.

The Group reversed impairment losses of RMB5.0 million in respect of receivables for factoring business in 2022, mainly due to the recovery of certain overdue receivables for factoring business, as compared to impairment losses of RMB138.3 million charged for receivables for factoring business in 2021. Details of the movements in the provision for impairment of the Group's receivables for factoring business are disclosed in note 15 to the consolidated financial statements.

2022年，本集團減值損失為人民幣237.1百萬元，較2021年減值損失人民幣194.7百萬元，增加人民幣42.4百萬元，增幅21.8%，其中：

2022年，本集團應收代償款計提減值損失人民幣98.3百萬元，較2021年資產減值損失人民幣51.4百萬元，增加人民幣46.9百萬元，增幅91.2%。我們對每筆應收代償款項目進行全面分析，就未來回收可能性、預計回收時間、預計回收金額等因素進行綜合考慮，基於審慎考慮，對應收代償款補提充足的減值準備。本集團應收代償款的賬齡分析以及減值準備變動詳細情況於合併財務報表附註14披露。

本集團發放貸款及墊款業務包括委託貸款和小微信貸業務。2022年，本集團發放貸款及墊款計提減值損失共計人民幣137.6百萬元，較2021年計提減值損失人民幣6.4百萬元，增加人民幣131.2百萬元，主要源於本集團委託貸款業務餘額增長所致。本集團發放貸款及墊款業務減值準備變動詳細情況於合併財務報表附註16披露。

2022年，本集團應收賬款保理業務轉回減值損失人民幣5.0百萬元，主要源於部分逾期應收賬款保理業務清回收款所致，而2021年，本集團應收賬款保理業務計提減值損失人民幣138.3百萬元。本集團應收賬款保理業務減值準備變動詳細情況於合併財務報表附註15披露。

Management Discussion and Analysis

管理層討論與分析

Operating expenses

The following table sets forth the breakdown of the Group's operating expenses for the years indicated:

營運支出

下表載列本集團截至所示年度的營運支出明細：

		For the year ended 31 December 截至12月31日止年度			
		2022 2022年	2021 2021年	Change 變動	
		Amount 金額	Amount 金額	Amount 金額	Percentage 百分比
(Expressed in RMB million, unless otherwise stated) (除另有註明外，以人民幣百萬元列示)					
Staff costs	員工薪酬	291.1	369.9	(78.8)	(21.3)
Tax and surcharges	稅金及附加	14.7	15.3	(0.6)	(3.9)
Depreciation and amortization expenses	折舊及攤銷開支	85.8	99.9	(14.1)	(14.1)
Others	其他	118.2	148.3	(30.1)	(20.3)
Total	合計	509.8	633.4	(123.6)	(19.5)

The Group's operating expenses decreased by 19.5% from RMB633.4 million in 2021 to RMB509.8 million in 2022. The decrease was due to a decrease in labor costs as manual operations were reduced by the digitalization of business amid the Group's comprehensive digital transformation; and a significant decline in operating expenses resulting from the Group's ongoing efforts to implement cost optimization management measures, reduce various non-essential expenses and refine costs management.

本集團全面數字化轉型效果初現，業務數字化減少了人工操作，使得人力資源成本呈下降態勢；本集團持續採取成本優化管理措施，主動縮減各類非必要開支，對費用進行精細化管理，營運支出呈明顯下降態勢。2022年本集團營運支出由2021年人民幣633.4百萬元下降至人民幣509.8百萬元，降幅19.5%。

Other net losses

Other net losses mainly represented losses on disposal of assets arising from the sale of fixed assets or repossessed assets. The Group disposed of idle properties and repossessed properties to enhance its liquidity. In 2022, the Group's other net losses amounted to RMB39.7 million (2021: RMB13.1 million).

其他淨虧損

其他淨虧損主要為出售固定資產或抵債資產產生的資產處置損失，本集團積極處置閒置物業及抵債房產以加強資產流動性。2022年，本集團其他淨虧損為人民幣39.7百萬元（2021年：人民幣13.1百萬元）。

Management Discussion and Analysis

管理層討論與分析

Share of profits of associates

The Group's associates delivered steady performance. The Group's share of profits of associates amounted to RMB102.6 million in 2022, remaining stable as compared with RMB110.6 million in 2021, which was mainly attributable to the sound performance of Fumin Bank invested by the Company, with the total comprehensive income of RMB314.5 million (2021: RMB358.5 million).

Income tax

For the years ended 31 December 2021 and 31 December 2022, the Group's income tax is RMB51.8 million and RMB57.5 million, respectively.

Net profit

As a result of the foregoing, the Group recorded net profit of RMB52.0 million for the year ended 31 December 2022, representing a decrease of RMB60.3 million or 53.7%, compared to the net profit of RMB112.3 million recorded for 2021.

CAPITAL COMMITMENTS AND CONTRACTUAL OBLIGATIONS

Capital commitments

As at 31 December 2021 and 31 December 2022, the Group had no capital commitments.

聯營企業投資收益

本集團投資的聯營企業經營穩健，2022年本集團共錄得聯營企業投資收益人民幣102.6百萬元，與2021年本集團聯營企業投資收益人民幣110.6百萬元相比，保持穩定。主要得益於本公司投資的富民銀行經營狀況良好，2022年，富民銀行實現綜合收益總額人民幣314.5百萬元（2021年：人民幣358.5百萬元）。

所得稅

截至2021年12月31日及2022年12月31日止年度，本集團所得稅分別為人民幣51.8百萬元及人民幣57.5百萬元。

淨利潤

基於上文所述，截至2022年12月31日止年度，本集團錄得淨利潤人民幣52.0百萬元，與2021年淨利潤人民幣112.3百萬元相比，減少人民幣60.3百萬元，降幅53.7%。

資本承擔及合約責任

資本承擔

截至2021年12月31日及2022年12月31日，本集團無資本承擔。

Management Discussion and Analysis

管理層討論與分析

Intra-group liabilities

As at 31 December 2022, the Company provided guarantee for an aggregate of RMB875.0 million of borrowings from specific institutions to subsidiaries of the Group.

As at 31 December 2022, the outstanding guarantee balance of the Group's credit guarantee business was assumed by Hanhua Guarantee, a subsidiary of the Group with financing guarantee qualification, and its branches and subsidiaries.

As none of our credit guarantee subsidiaries has received any capital contribution from any other legal entity of the Group and all such subsidiaries are limited liability companies under the laws of the PRC, the Company is liable for the debts of only one of such subsidiaries (to the extent of the capital contribution of the Group). Should any of our credit guarantee subsidiaries fail to pay any contingent liability under an outstanding guarantee, the Group's liability under such outstanding guarantee will not have negative impact on the business and performance of other entities of the Group.

As at 31 December 2022, the outstanding balance of guarantees provided by our credit guarantee subsidiaries for certain small loans granted by our micro-credit subsidiaries was RMB145.4 million (31 December 2021: RMB155.6 million). Such small loans have been included in the "loans and advances to customers" in the Group's consolidated financial statements, and the aforesaid amount was not included in the balance of credit guarantee of the Group to avoid duplicate computation and overestimation of the credit risk exposure of the Group. Should any of such credit guarantee subsidiaries be liquidated or become insolvent, these loans will not be guaranteed and our relevant micro-credit subsidiaries would be exposed to higher credit risk. As loans guaranteed by credit guarantee subsidiaries are individually insignificant and widely distributed, the Group believes any of these small loans ceasing to be guaranteed by credit guarantee subsidiaries will not have material impact on the business and performance of other subsidiaries.

集團內公司負債

截至2022年12月31日，本集團附屬公司向特定機構的借款總額人民幣875.0百萬元由本公司提供擔保。

截至2022年12月31日，本集團信用擔保業務在保餘額均由本集團具有融資擔保業務資格的附屬公司瀚華擔保及其分公司、子公司承擔。

由於信用擔保附屬公司未向本集團內其他法律實體融入任何資金，而因各信用擔保附屬公司均為中國法律項下的有限責任公司，因此本公司僅對一家信用擔保附屬公司的債務承擔責任（以本集團股權出資為限），倘若本集團任何信用擔保附屬公司未能履行其於未償還擔保項下的或有負債，本集團於未償還擔保項下的責任將不會對本集團旗下其他實體的業務及經營造成不良影響。

截至2022年12月31日，本集團信用擔保附屬公司為本集團小額貸款附屬公司發放的部分小額貸款提供的擔保餘額為人民幣145.4百萬元（2021年12月31日：人民幣155.6百萬元）。在本集團合併財務報表中，該類小額貸款已計入發放貸款及墊款，為避免重複計算並誇大本集團整體信用風險承擔金額，並未將上述金額納入本集團信用擔保餘額統計中。倘若相關信用擔保附屬公司清盤或破產，該等貸款將不再獲擔保，而本集團小額貸款附屬公司將承受更大的潛在信用風險。由於本集團信用擔保附屬公司擔保的貸款額度單筆相對較小、比較分散，本集團認為倘任何該等小額貸款不再獲本集團信用擔保附屬公司擔保，將不會對其他附屬公司的業務及運營造成重大影響。

Management Discussion and Analysis

管理層討論與分析

CAPITAL STRUCTURE, LIQUIDITY AND FINANCIAL RESOURCES

Capital structure

As at 31 December 2022, our share capital was RMB4,600.0 million, comprising 3,430,000,000 domestic shares and 1,170,000,000 H shares, each with a face value of RMB1.00.

Liquidity and capital resources

We finance our working capital and other capital requirements principally with capital contributions from shareholders, bank borrowings, bond issues, cash inflows from operating activities and proceeds from our initial public offering. Our liquidity and other capital requirements are primarily related to entrusted loans, default payments, restricted bank deposits, and other working capital needs.

As at 31 December 2022, we had cash and cash equivalents of RMB339.4 million (31 December 2021: RMB795.0 million), which were mainly denominated in Renminbi. For the year ended 31 December 2022, the Group did not use any financial instrument for hedging purpose.

Indebtedness

As at 31 December 2022, we had a total of RMB2,550.4 million (31 December 2021: RMB3,204.7 million) interest-bearing debts (including interest-bearing borrowings and financial assets sold under repurchase agreements) outstanding, all of which were denominated in Renminbi and carried interest at fixed rates. As at 31 December 2022, we had been paying the principal and interest of our liabilities as scheduled. Details of the Group's interest-bearing debts are disclosed in note 24 and note 25 to the consolidated financial statements.

資本架構、流動資金及財務資源

資本架構

截至2022年12月31日，我們的股本為人民幣4,600.0百萬元，由3,430,000,000股內資股及1,170,000,000股H股組成，每股面值均為人民幣1.00元。

流動資金及資本資源

我們主要以股東的股權出資、銀行借款、發行債券、經營產生的現金流入及首次公開募股所得款項就營運資金及其他資本要求提供資金。我們的流動資金及資本要求主要與授出委托貸款、支付違約付款、維持於銀行存放保證金及其他營運資金需求有關。

截至2022年12月31日，我們的貨幣資金為人民幣339.4百萬元(2021年12月31日：人民幣795.0百萬元)，主要以人民幣計值。截至2022年12月31日止年度，本集團並無利用任何金融工具作對沖用途。

債務

截至2022年12月31日，我們未償還的計息負債(包括計息借款以及賣出回購金融資產)總額為人民幣2,550.4百萬元(2021年12月31日：人民幣3,204.7百萬元)，全部以人民幣計值且為固定利率計息負債。截至2022年12月31日，我們的債務本金及利息均按期正常償還。本集團的計息負債詳情於合併財務報表附註24和附註25披露。

Management Discussion and Analysis

管理層討論與分析

OFF-BALANCE SHEET ARRANGEMENTS

We are a party to contracts with off-balance sheet risks in the ordinary course of our credit guarantee business. The contractual amount reflects the extent of our involvement in credit guarantee and our maximum exposure to credit loss. As at 31 December 2022, we had outstanding credit guarantee of RMB34,144.2 million (31 December 2021: RMB32,452.1 million).

Save as disclosed above, we have no other off-balance sheet arrangements.

DEBT-TO-EQUITY RATIO

As at 31 December 2022, the Group's debt-to-equity ratio (calculated by the sum of interest-bearing borrowings and financial assets sold under repurchase agreement, over total equity) was 32.0% (31 December 2021: 39.9%).

FOREIGN EXCHANGE RISK EXPOSURE

The Group's exposure to foreign exchange risk is insignificant as most of its transactions are settled in Renminbi.

SIGNIFICANT INVESTMENTS

The Group had no significant investment during the year ended 31 December 2022.

資產負債表外安排

我們於日常信用擔保業務過程中為附有資產負債表外風險的合約的訂約方。合約金額反映我們於信用擔保業務的參與程度及我們所承受的最大信用虧損風險。截至2022年12月31日，我們信用擔保業務餘額合計為人民幣34,144.2百萬元（2021年12月31日：人民幣32,452.1百萬元）。

除上文披露外，我們並無其他資產負債表外安排。

權益負債率

截至2022年12月31日，本集團權益負債率（即計息借款及賣出回購金融資產結餘總額除以權益總額）為32.0%（2021年12月31日：39.9%）。

外匯風險敞口

本集團主要以人民幣進行其業務交易，因此並無面臨重大外匯風險。

重大投資

截至2022年12月31日止年度，本集團並無重大投資事宜。

Management Discussion and Analysis

管理層討論與分析

MATERIAL ACQUISITIONS AND DISPOSALS

On 10 January 2022, the Company and Chengdu Metallic Materials Co., Ltd. (“**Chengdu Metallic**”) entered into an equity transfer agreement in relation to the transfer of equity interest in Sichuan Hanhua Micro-credit Co., Ltd. (“**Sichuan Micro-credit**”), pursuant to which the Company agreed to acquire an aggregate of approximately 14.29% equity interest in Sichuan Micro-credit from Chengdu Metallic at a total consideration of RMB116.0 million. Upon completion of the equity transfer, the Company will hold 100.0% equity interest in Sichuan Micro-credit. For details, please refer to the announcement of the Company dated 10 January 2022.

On 5 August 2022, the board of directors of the Company announced that it had considered and passed the resolution in relation to the acquisition of the equity interest in Chongqing Hanhua Micro-credit Co., Ltd. (“**Chongqing Micro-credit**”) from Chongqing Taoranjia Food Culture (Group) Co., Ltd., Chongqing Huiyuan Investment Co., Ltd., Mr. Wu Fanfan and Ms. Li Qiujun (collectively, the “**Transferors**”). Pursuant to the resolution, the Company entered into an equity transfer agreement with each of the Transferors to acquire an aggregate of approximately 14.0% equity interest in Chongqing Micro-credit held by the Transferors at a total consideration of approximately RMB90.8 million. Upon completion of the equity transfer, the Company will hold 100.0% equity interest in Chongqing Micro-credit. For details, please refer to the announcement of the Company dated 5 August 2022.

PLEDGE OF ASSETS

As at 31 December 2022, the Group’s receivables for factoring business with an aggregate carrying value of RMB345.9 million (31 December 2021: RMB482.9 million), loans and advances to customers with aggregate carrying value of RMB58.6 million (31 December 2021: Nil), buildings with an aggregate carrying value of RMB707.6 million (31 December 2021: RMB796.3 million) and bank deposits of RMB92.5 million (31 December 2021: RMB120.1 million) were pledged to secure the Group’s interest-bearing liabilities.

重大收購及出售

於2022年1月10日，本公司與成都市金屬材料有限公司（「**成都金屬**」）就四川瀚華小額貸款有限公司（「**四川小貸**」）股權轉讓事宜共同訂立股權轉讓協議，本公司將以合共人民幣116.0百萬元收購成都金屬於四川小貸合共約14.29%的股本權益。於股權轉讓完成後，本公司將持有四川小貸100.0%的股權。詳細情況請參閱本公司於2022年1月10日刊發的公告。

2022年8月5日，本公司董事會宣佈就收購重慶陶然居飲食文化（集團）股份有限公司、重慶惠遠投資有限公司、吳凡凡先生及李秋君女士（統稱「**轉讓各方**」）持有的重慶市瀚華小額貸款有限責任公司（「**重慶小貸**」）股權做出決議，本公司將分別與轉讓各方簽署股權轉讓協議，以合共約人民幣90.8百萬元收購轉讓各方持有的重慶小貸合共約14.0%的股本權益。於股權轉讓完成後，本公司將持有重慶小貸100.0%的股權。詳細情況請參閱本公司於2022年8月5日刊發的公告。

抵押資產

截至2022年12月31日，本集團賬面價值人民幣345.9百萬元（2021年12月31日：人民幣482.9百萬元）的應收保理款，賬面價值人民幣58.6百萬元（2021年12月31日：無）的發放貸款及墊款，以及賬面價值人民幣707.6百萬元（2021年12月31日：人民幣796.3百萬元）的建築物，連同人民幣92.5百萬元（2021年12月31日：人民幣120.1百萬元）的銀行存款已被抵押用作擔保本集團的計息負債。

Management Discussion and Analysis

管理層討論與分析

CONTINGENT LIABILITIES

Save for the off-balance sheet arrangements disclosed on page 39, the Group had no other material contingent liabilities as at 31 December 2022.

INFORMATION TECHNOLOGY

Upholding the principle of integrating information technology with business strategies, the Company continued to formulate the informatization plan of the Group, optimize its information technology governance structure, and promote the construction of information technology infrastructure and important information systems based on the digital transformation strategy for Company's businesses, thereby ensuring the stable operation of its information systems and providing strong support for strengthening the management and business innovation of the Group.

Information Technology Governance

An information construction leading group has been set up at the management level with the president as the core member to play the role of major decision-making, important project establishment, coordination and supervision, thus forming a regular decision-making mechanism for information construction.

Information Planning

Focusing on its strategic goal of creating a Chinese sample of inclusive finance and on the basis of the existing information planning, the Company pushed forward the dynamic formulation of an information plan, and made clear that the priority for 2022-2023 is to promote the digital transformation and upgrading of the Company's businesses as well as the management and governance of data assets, so as to support the implementation of the Company's strategies and enhance its management and operating efficiency.

或有負債

除在第39頁披露的資產負債表外安排，截至2022年12月31日，本集團無其他重大或有負債。

信息科技

本公司繼續堅持信息科技與業務戰略緊密融合的理念，圍繞公司業務數字化轉型戰略，制定集團信息化規劃，完善信息科技治理架構，推進信息科技基礎設施和重要信息系統建設，確保信息系統安全穩定運行，為加強本集團管控、促進業務創新提供有力支撐。

信息科技治理

在以總裁為核心的管理層設立信息化建設領導小組，發揮重大決策、重要項目立項、協調和監督作用，形成常態化的信息化建設決策機制。

信息化規劃

圍繞公司打造世界普惠金融中國樣本的戰略目標，在既有信息化規劃基礎上，推進規劃工作的滾動編製，明確2022年至2023年重點推動業務數字化轉型升級工作、數據資產的管理與治理，支持公司戰略執行，加強公司管控與運營效率。

Management Discussion and Analysis

管理層討論與分析

The Company effectively defined system boundaries and positioning by creating an integrated operation and maintenance process and improving relevant functions, and introduced new technologies to gradually realize automatic replacement of the whole process of core business system products, while leveraging modularization and cloud services to meet the market demand for rapid iteration of products, with a view to building an integrated business platform based on financial technology (fintech).

On the basis of the existing data warehouse, data mart and in-memory BI analysis tools, the Company built capabilities in internal and external data collection, unstructured data analysis and data tag creation. The Company acquired a full range of data assets, created complete connections among business objects, further protected and improved the value of data assets, in an effort to avoid the sinking of data assets.

Information System Construction

According to the Group's management, business development and innovation needs, the Company accelerated the construction of various information systems.

In order to optimize human resources management and services, the Company improved the recording of organizational and personnel information in all aspects to form a complete set of personal data on employees, while providing mobile self-service functions to serve employees, setting annual performance targets and conducting performance appraisal through performance management functions, and improving employees' self-learning results through an online learning platform. The Company provided an approval process platform and mobile modeling platform with flexible configuration, and established and adjusted online approval procedures processes that can change rapidly in tandem with business development. A mature financial system is in place to handle all revenues and expenses and accounting procedures of the Company and provide employees with an online reimbursement mechanism. A stable knowledge management platform has been set up to manage and store various electronic files of the Company in a centralized manner and enhance the security of digital assets through encryption and watermarking functions. A number of communication and collaboration mechanisms including an email system, an instant messaging platform, a video conferencing platform, and an online conferencing platform, are employed to facilitate efficient collaboration among employees.

通過打造一體化運維流程、完善功能，有效界定系統邊界與定位，引入新技術，逐步實現核心業務系統產品全流程的自動化替換，同時借助模塊化與雲服務滿足市場對產品的快速迭代需求，全面構建基於金融科技的業務平台。

在已有的數據倉庫、數據市集以及內存式BI分析工具基礎上，增加內外部數據採集能力、非結構化數據解析能力、數據標籤構建能力。充分獲取各種類型的數據資產，構建完整的業務對象關聯關係，進一步實現對數據資產價值的保護和提升，避免數據資產的沉沒。

信息系統建設

本公司根據集團管控、業務發展和創新需要，加快推進各信息系統的建設工作。

為優化對公司人力資源的管理和服務，完善了組織及人事信息的全方面記錄，形成了完整的員工個人檔案數據，同時提供移動自助功能服務於員工，通過績效管理功能實現年度績效目標設定及考核，通過在線學習平台提升員工自我學習的效果。提供靈活配置的審批流程平台和移動建模平台，快速搭建並調整公司隨業務發展而快速變化的各類線上審批流程。借助成熟的財務系統，完成公司所有財務收支及帳務處理，為員工提供全線上報銷處理機制。搭建穩定的知識管理平台，集中管理和存儲公司各類電子文檔，借助加密及水印功能提升數字資產的安全性。借助郵件系統、即時通訊平台、視頻會議平台、網絡會議平台等多種溝通協作機制，協助員工實現高效協作。

Management Discussion and Analysis

管理層討論與分析

Guarantee Group adhered to the direction of digital transformation, bridged industrial scenarios and focused on target customers, thereby continuously improving its digital operation and service capabilities. Starting from the bidding and procurement transaction scenario, it built the bond guarantee business system and realized the whole process digitalization of various businesses. Meanwhile, it carried out the technology output of financial service platform and SaaS-based bond platform leveraging on its own sophisticated product system and systematic capability system. Based on the supply chain finance scenario, a new generation of core business system for credit was structured, linking the key points of supply chain such as ERP of core enterprises, industrial internet platform and intelligent warehousing, and boosting the scenario access capabilities, business processing efficiency and data application capabilities. It explored precise customer marketing and operation, built customer interface, marketing analysis, CRM, operation analysis and other systems, so as to optimize customer experience, improve the digital capabilities in marketing and operation management. Further, Guarantee Group continuously levelled up the cognition of digital operation within the Group, expanded the width and depth of data application, improved digital management capabilities, enhanced digital support capabilities, continued to iterate the construction of data platforms, and provided full life-cycle support from data acquisition, cleaning, processing, digging, modelling to application and governance. It continually optimized the construction of digital teams, and comprehensively improved the team's product design, R&D and delivery, structural management, project management and quality assurance capabilities through recruitment of talents, change of organizational structure and reform of performance management, providing guarantee for the achievement of the Group's digital transformation goal.

擔保集團堅持數字化轉型方向，鏈接產業場景，聚焦目標客群，持續提升自身的數字化運營服務能力。以招標採購交易場景為切入點，構建保函擔保類業務系統，實現各類業務的全流程數字化，並基於自身成熟產品體系、系統能力體系向外部進行金融服務平台、保函SaaS平台科技輸出；基於供應鏈金融場景，構建新一代信貸核心業務系統，鏈接核企ERP、產業互聯網平台、智能倉儲等供應鏈關鍵環節，提升場景接入能力、業務處理效率、數據应用能力；探索精準客戶營銷、運營，搭建面客端、營銷分析、CRM、運營分析等系統，優化客戶體驗、提升營銷、運營管理數字化能力；持續提升集團數字化認知水平、數據應用的寬度和深度，改善數字化管理能力，完善數字化支持能力，持續迭代數據平台建設，提供數據獲取、清洗、加工、挖掘、建模到應用、治理的全生命週期支持；持續優化數字化團隊建設，通過人員引進、組織架構變革、績效管理變革，全方位提升團隊產品設計、研發交付、架構管理、項目管理、質量保障能力，確保完成集團數字化轉型目標。

Management Discussion and Analysis

管理層討論與分析

Jinwei Technology continued to deepen the digital transformation and reform, and explored the path of technological application suitable for its own development. For the traditional finance business, it continually improved the online business platform, integrated resources and optimized structure, expanded data application scenarios, and enhanced the stability of online automatic risk control. It provided ongoing supports for business cooperation scenarios, formed a systematic connection model, reduced the connection costs of front- and back-end business partners, and improved the access efficiency. High-availability and high-performance support capabilities were achieved through strengthening the fundamental operation and maintenance as well as constructing a new system base. For the new industrial segment, on top of the existing “Smart” series product capabilities, it focused on building the brand new 2.0 products, improving functions, enhancing product stability and scaling up the application. Focusing on fast-moving consumer goods, serving specific customer groups and bridging industries, the new products will help Jinwei Technology to expand its business into new areas.

The Company advanced the construction of API gateways based on its enterprise data bus (EDB) to ensure the standardization and security of internal system APIs and save costs. The Company optimized and upgraded the existing communication and collaboration platform to eliminate the incompatibility problems at the user end, allowing employees to use it more smoothly and improving their office efficiency.

金微科技持續深化數據化轉型變革，探尋適合自身發展的科技應用之路。對於傳統金融業務，持續優化線上業務平台，整合資源並進行結構優化，擴大數據使用場景，提高線上自動化風控的穩定性。持續對業務合作場景支持，形成體系化的對接模式，減少前後端業務合作夥伴的對接成本，提高接入效率。加強基礎運維工作，構建系統新底座，獲取高可用和高性能支撐能力。對於新的產業版塊，在現有的「慧」產品能力之上，重點打造全新2.0產品，完善功能，提高產品穩定性，擴大使用規模。新的產品將專注快消，服務特定客群，鏈接產業，助推金微業務向新領域擴展。

基於企業數據總線平台推動API網關建設，實現內部系統對外開放接口的標準化、規範化和安全性，並有效節省成本。對現有溝通協作平台進行優化升級，消除用戶端使用出現的不兼容問題，讓員工使用更為流暢，提升員工辦公效率。

Management Discussion and Analysis

管理層討論與分析

Construction of Information Technology Infrastructure

Hanhua's private cloud was extended in depth. On the basis of the previous compression and integration of physical servers of the data center into a virtualization platform and with an aim to reduce costs and improve backup efficiency, the Company completed the design and implementation of a construction project of a disaster recovery platform based on its IT construction needs, thus realizing the shift from a decentralized manual backup model to a centralized and automatic backup platform that supports remote disaster recovery. Through the construction of a new unified monitoring platform, the Company conducted sampling analysis on all kinds of equipment and applications (e.g. hosts, network equipment, databases, and applications) and monitoring and processing of the massive data generated by the managed objects in a centralized manner, enabling rapid locating, analysis and handling of faults and risks. Based on the previous upgrade of the data center host to virtualization architecture, the Company deployed an anti-virus system in a virtualized environment by incorporating all server security functions into an integrated flexible platform which is integrated with the virtualization platform, so as to protect the virtual machine from viruses, spyware, Trojans and other malicious software attacks. The Company has completed the deployment of a vulnerability scanning platform which can scan vulnerabilities in the entire network and collect and analyze relevant information, so that the operation and maintenance personnel can keep track of the overall network security and timely secure equipment or systems with potential security risks.

The Company strengthened the standardization of edge network system in branches. Through a unified management platform, the Company performs equipment and network security monitoring, centralized management and strategic management on all firewalls of branches nationwide to realize rapid distribution of strategies and unified early warning, and regularly submits and analyzes HSM management reports, so as to prevent network security incidents, protect its data assets and ensure the security of employees' working environment. The security control of the intranet has been strengthened and a Group-wide network access system has been implemented. Accordingly, non-intranet users' private connections to the intranet can be detected, pinpointed and effectively blocked.

信息科技基礎設施建設

瀚華私有雲的建設向縱深方向擴展。在前期數據中心實現物理服務器向虛擬化平台的壓縮整合基礎上，從降低投入成本、提高備份效率出發，結合自身信息化項目建設需求，完成了數據中心的災備平台建設項目方案設計及實施，實現了從過去分散式、手工的備份向集中式、自動化、支持異地容災的統一備份平台轉變。通過搭建新的統一監控平台，對各類設備和應用（主機、網絡設備、數據庫、應用）進行集中化的採集分析，對各類被管對象產生的大量數據進行集中監測處理，實現對各類故障、風險的快速定位和分析處理。在前期數據中心主機升級為虛擬化架構的基礎上，部署虛擬化環境防病毒系統，將所有服務器安全功能整合到一個全面的集成式靈活平台中，與虛擬化平台相集成，保護虛擬機免受病毒、間諜軟件、木馬和其他惡意軟件的攻擊。完成漏洞掃描平台的部署，對整個網絡中的漏洞進行掃描，並能夠進行集中管理，收集信息，匯總分析，讓運維人員掌握整體網絡安全狀況，並及時對存在安全隱患的設備或系統進行安全加固。

加強了分支機構邊緣網絡體系的標準化建設。統一管理平台對全國分支機構所有防火牆進行設備及網絡安全監控、集中管理及策略管理，實現策略快速分發和統一告警，定期進行HSM管理平台報告提交分析，有效防範網絡安全事件發生，保障公司數據財產及員工辦公環境安全。加強了內網安全管控，全集團推行網絡准入系統，能夠對非內部用戶私自連接到內部網絡的行為進行檢查，準確定出位置，並對其進行有效阻斷。

Management Discussion and Analysis

管理層討論與分析

Information Technology Management Capabilities

The Company stepped up efforts to promote the digital transformation and upgrading of financial services. By fostering the core competitiveness of financial technology and collaboratively building a technology base, the Company realized internal empowerment and external technology output. Through the internal market-based mechanism for IT function, the Company formulated effective cooperation rules and supervision mechanisms to better cope with the digital transformation collaboration and cost issues, ensuring the orderly advancement of Hanhua Financial's overall digital strategy.

In an effort to strengthen user account management, enhance the compliance of production-related operations, prevent unauthorized operations, and improve the security of the production environment, the Company conducted an overhaul of account security in the production environment, strictly separated read and write permissions based on the operation requirements, cleaned up some non-compliant accounts, and traced and rectified illegal operations in the production environment through bastion host and video surveillance, thereby ensuring the safe and stable operation of the information system and preventing and reducing system or data access risks caused by illegal or improper operations.

信息科技管理能力

本公司加大推進金融數字化轉型升級工作，通過培育金融科技核心競爭力，協同構建科技底座，實現對內賦能與對外科技輸出，通過IT內部市場化機制，制訂有效的合作規則及監管機制，較好的應對數字化轉型協同及成本問題，確保瀚華金控整體數字化戰略有序推進。

為了強化用戶賬號管理，增強生產環境操作的合規性，杜絕未授權操作，提高生產環境的安全性，開展了生產環境賬號安全大檢查，根據操作需求嚴格區分生產環境的讀寫權限，清理與整治了一些不合規賬戶，並通過堡壘機與視頻監控對生產環境的違規操作進行了溯源與整改，有效地保障了信息系統的安全、穩定運行，切實防範和降低了因非法或不當操作對系統或數據訪問帶來的風險。

Management Discussion and Analysis

管理層討論與分析

HUMAN RESOURCES

“Talents” represent one of the most valuable assets of Hanhua Financial and are carefully nurtured. The Company has always been committed to building a high-standard professional team with “kindness, diligence, integrity, self-discipline and responsibility”. As at 31 December 2022, the total number of employees of the Group was 914, all of whom served in Mainland China and Hong Kong.

The Company attaches great importance to organizational culture building and employee care, promotes cultural cohesion through employee care, and incorporates corporate values and social responsibility into organizational culture. In 2022, the Company implements and highlights employee care activities in several aspects: through the establishment of a digital communication platform, blessings, interactions and special activities will be pushed during the festivals such as Chinese New Year and Mid-Autumn Festival, which makes employees can get the corporate care by their mobile phones and also enhance the stickiness between employees and employees, and between employees and the Company; the quarterly human resources internal magazine will be issued to convey the Company’s strategy and summarize the industry trends; the “Hanwha Fan” with the themes of employee care and workplace norms will be continuously promoted through the Enterprise WeChat. The multi-pronged approach puts the corporate culture on the ground and effectively enhances employees’ sense of belonging, responsibility and team pride.

人力資源

「人才」始終是瀚華最為重要且精心培育的資源之一，公司致力於打造「善良、勤奮、學習、自律、擔當」的高標準、專業化人才團隊。截至2022年12月31日，本集團在崗員工總數為914人，於中國內地及香港任職。

本公司高度重視組織文化建設與員工關懷，以員工關懷促文化凝聚，寓企業責任於組織文化。2022年，公司在多個方面貫徹和彰顯員工關懷活動：通過建立數字化溝通平台，在春節、中秋等節慶時刻推送祝福、互動與專題活動，讓員工利用手機終端便能感受到企業關懷，提升員工與員工、員工與公司的黏度；每季度發行人力資源內刊，傳達公司戰略、歸納行業動態；以員工關懷、職場規範為主題的「瀚華範兒」，通過企業微信號持續宣傳推廣。多管齊下，將企業文化點滴落地，有效提升僱員的歸屬感、責任意識以及團隊榮譽感。

Management Discussion and Analysis

管理層討論與分析

In terms of the construction of the honor system, the Company continues to carry out the five-year and tenth-anniversary recognition of employee service, and issue honorary certificates, thank-you letters and customized exclusive souvenirs to award-winning employees every year, in recognition of employees' dedication and inheritance of corporate culture. In addition, the Company also recognizes outstanding employees, outstanding teams, and outstanding work cases of the year through the annual evaluation work, establishes a model of behavior, and stimulates a sense of honor and enthusiasm for work.

In terms of organization management, on the basis of the successful completion of the restructuring of the Company and business units and the upgrade of the job grade system, we comprehensively promoted the restructuring of the digital combat organization system, build an agile organization structure, enhance the vitality, cohesion, creativity and combat power of the organization, integrate resources, coordinate operations, improve the market expansion capability and comprehensive service capability of the war zone team, and enhance the core value of the Company's business network. At the same time, it accelerates digital process reengineering and further reconstructs and innovates in organization, talent and mechanism in order to establish a new organizational system that matches the Company's strategy.

In terms of employee development, the Company has realized the continuous and stable operation of the digital management function, and the Company's training data has also been effectively controlled. The combination of online and offline, all-round penetration, encouraging employees to use fragmented time for continuous learning, and making every effort to build a learning organization: online courses "Time Light Listening", quarterly learning competitions, live broadcast of business knowledge themes, and the Company's book corner "Hanlin Book Sea". The digital learning platform breaks through the limitations of time and space and efficiently meets customized learning and development needs. As of 31 December 2022, the total learning hours of the Company's employees were 7,312 hours, and the per capita learning hours were 8 hours.

在榮譽體系建設方面，公司持續開展員工服務獎表彰，為服務滿五年、十年的員工頒發感謝信與定制紀念品，表彰員工奉獻，傳承企業文化。此外，公司還通過年度評優工作，表彰年度優秀員工、優秀管理幹部、優秀團隊、最佳創新案例等，樹立行為典範，激發榮譽感和工作熱情。

在組織管理方面，在順利完成金控公司和業務單元架構調整、職務職級體系升級的基礎上，全面推進數字化作戰組織體系重構，構建敏捷型組織架構，提升組織的活力、凝聚力、創造力、戰鬥力，整合資源、協同作戰，提升戰區團隊的市場拓展能力和綜合服務能力，提升公司業務網絡的核心價值。同時加快數字化流程再造，在組織、人才、機制等方面進一步重構和創新，以建立起與公司戰略相匹配的新組織體系。

在員工發展方面，實現數字化管理功能持續穩定運營，公司培訓數據有效管控。線上、線下相結合，全方位滲透，鼓勵員工利用碎片化時間持續學習，全力打造學習型組織：線上課程「時光輕聽」、季度學習競賽、業務知識主題直播、公司圖書角「瀚林書海」。數字化學習平台突破了時間和空間的限制，高效滿足定制化的學習發展需求。截至2022年12月31日，公司員工總學時7,312學時，人均學時8學時。

Management Discussion and Analysis

管理層討論與分析

In terms of compensation and incentive system, we combine the needs of organization and business transformation, establish an open and shared, pay-for-performance distribution mechanism, fully mobilize employees' subjective initiative, and actively explore the three-tier partnership model of the Company, business group and each business division. We will build a more incentive-based market-oriented salary system, establish a shared performance management mechanism, and rebuild the Company's performance appraisal system with efficiency indicators as the center. To fully stimulate the enthusiasm of the staff, to achieve the common construction of the platform, career creation and value sharing. The welfare system is centered on caring for employees' health, creating a triangle protection system of social insurance, health checkups and commercial insurance to give employees comprehensive and practical protection.

In terms of human resources digital construction, the platform interconnection is continuously optimized, and the robot-assisted salary calculation and tax declaration effectively improve efficiency and accuracy; the introduction of electronic signature realizes the digitalization of recruitment confirmation and contract signing; the Company's self-researched platform recruitment system has been successfully put into use, which realizes the dynamic update of the recruitment process, and HR, interviewers and candidates can view and self-help operation in real time. Digital HR makes the work more efficient and the experience of the participants is greatly enhanced.

在薪酬與激勵體系方面，結合組織與業務轉型的需求，建立開放共享、按效取酬的分配機制，充分調動員工主觀能動性，積極探索金控公司、業務集團和各事業部三級合夥人模式。構建更具激勵性的市場化薪酬體系，同時建立共享型績效管理機制，以效益指標為中心，重建公司績效考核體系。充分激發員工積極性，實現平台共建、事業共創、價值共享。福利體系圍繞關注員工大健康關懷，打造社會保險、健康體檢、商業保險的三角防護體系，給予員工全面、切實的保障。

在人力資源數字化建設方面，持續優化平台互聯，機器人輔助薪酬運算、稅務申報有效提升效率與準確度；電子簽署的引入，實現了招聘確認、合同簽署等環節的數字化；公司自研平台招聘系統已成功投入使用，實現了招聘環節的動態更新，HR、面試官與候選人可以實時查看、自助操作。數字化HR讓工作更高效，參與者的體驗感得到了極大提升。

Directors, Supervisors and Senior Management

董事、監事及高級管理層

DIRECTORS

As at the date of this report, the members of the board of directors (the “Board”) are as follows:

Executive Directors:

Mr. Zhang Jun (Chairman)
(Appointed on 16 October 2022)
Mr. Zhang Guoxiang
Mr. Cui Weilan

Non-executive Directors:

Ms. Liu Jiaoyang
Ms. Liu Tingrong
Ms. Wang Fangfei
Mr. Feng Yongxiang
Mr. Liu Bolin

Independent Non-executive Directors:

Mr. Cao Ziwei (Appointed on 16 October 2022)
Mr. Li Wei (Appointed on 16 October 2022)
Mr. Hu Yuntong (Appointed on 16 October 2022)
Mr. Xu Hongcai (Appointed on 16 October 2022)
Mr. Bai Qinxian (Retired on 16 October 2022)
Mr. Deng Zhaoyu (Retired on 16 October 2022)
Mr. Qian Shizheng (Retired on 16 October 2022)
Mr. Ng Leung Sing (Retired on 16 October 2022)
Mr. Yuan Xiaobin (Retired on 16 October 2022)

董事

於本報告日期，董事會成員載列如下：

執行董事：

張軍先生（董事長）
（於2022年10月16日委任）
張國祥先生
崔巍嵐先生

非執行董事：

劉驕楊女士
劉廷榮女士
王芳霏女士
馮永祥先生
劉博霖先生

獨立非執行董事：

曹子瑋先生（於2022年10月16日委任）
李偉先生（於2022年10月16日委任）
胡耘通先生（於2022年10月16日委任）
徐洪才先生（於2022年10月16日委任）
白欽先先生（於2022年10月16日退任）
鄧昭雨先生（於2022年10月16日退任）
錢世政先生（於2022年10月16日退任）
吳亮星先生（於2022年10月16日退任）
袁小彬先生（於2022年10月16日退任）

Directors, Supervisors and Senior Management

董事、監事及高級管理層

Executive Directors

Mr. Zhang Jun, aged 54, he joined the Group in March 2015 and successively served as the general manager of Liaoning Small Loan Company* (遼寧小額再貸款公司) (in preparation) and the deputy general manager of Liaoning Hanhua Capital Management Co., Ltd* (遼寧瀚華資本管理有限公司). Before joining the Group, Mr. Zhang Jun served as the secretary of the Youth League Committee of Liaoning Financial Workers University* (遼寧省金融職工大學) (subsequently merged with Liaoning Finance Vocational College* (遼寧金融職業學院) to form Liaoning Bank School* (遼寧銀行學校)) from March 1991 to July 1993, served as the deputy general manager and economist of the corporate department of the Chaoyang branch of Industrial and Commercial Bank of China from July 1993 to November 2004, and served as the president and executive director of Chaoyang Jinda Titanium Industry Co., Ltd.* (朝陽金達鈦業股份有限公司) from November 2004 to March 2015.

Mr. Zhang Jun has won the “Meritorious Award”, the “Model Worker Medal”, the “Builder’s Medal” and the “May 1st Laborers Medal” of the Chaoyang Municipal Committee and Municipal Government of Liaoning Province. Mr. Zhang Jun obtained a master’s degree in business administration from China Europe International Business School in August 2014.

執行董事

張軍先生，54歲，他於2015年3月加入本集團，先後擔任遼寧小額再貸款公司(籌)總經理、遼寧瀚華資本管理有限公司副總經理。在加入本集團之前，張軍先生自1991年3月至1993年7月期間擔任遼寧省金融職工大學(後與遼寧金融職業學院合併為遼寧銀行學校)的校團委書記，自1993年7月至2004年11月期間擔任工商銀行朝陽分行公司部副總經理、經濟師，自2004年11月至2015年3月期間擔任朝陽金達鈦業股份有限公司總裁、執行董事。

張先生曾獲得遼寧省朝陽市委、市政府的「功勳獎」，「勞動模範獎章」，「建設者獎章」及「五一勞動者獎章」。張先生於2014年8月獲得中歐國際工商學院工商管理碩士學位。

Directors, Supervisors and Senior Management

董事、監事及高級管理層

Mr. Zhang Guoxiang, aged 58, he co-founded the Group in August 2004, served as the president of the Group from August 2004 to March 2016, the Chairman and Executive Director of the Company since March 2013, and served as the chairman of Chongqing Fumin Bank Co., Ltd.* (重慶富民銀行股份有限公司) since August 2016. In addition to his positions in the Group, Mr. Zhang has served as a member of the third and fourth session, and a member of the Standing Committee of the fifth session, of the Chongqing Municipal Committee of the Chinese People's Political Consultative Conference* (中國人民政治協商會議重慶市委員會) since December 2017. He has been a member of the Standing Committee of the Chongqing Federation of Industry and Commerce* (重慶市工商聯), the vice chairman of the Chongqing General Chamber of Commerce* (重慶市總商會) since 2017. He is currently also the vice chairman of the Chongqing Federation of Industry and Commerce* (重慶市工商聯). In December 2021, Mr. Zhang became the vice chairman of the Entrepreneurs Club of China Enterprise Association* (中企會企業家俱樂部). Mr. Zhang obtained an executive master of business administration degree from Cheung Kong Graduate School of Business in September 2011. He was employed as an adjunct professor and postgraduate tutor at the School of Economics and Management of Southwest University (西南大學) in October 2020. Mr. Zhang directly holds approximately 66.89% of the equity interest of Chongqing Huitai Investment Co., Ltd.* (重慶慧泰投資有限公司) ("Huitai"), which directly holds 450,416,901 domestic shares of the Company ("**Domestic Shares**"). Accordingly, Mr. Zhang is deemed to be interested in the 450,416,901 Domestic Shares held by Huitai. Mr. Zhang also directly holds 2,768,861 Domestic Shares, and holds 585,971 H Shares through the Scheme.

張國祥先生，58歲，他於2004年8月參與創立了本集團，自2004年8月至2016年3月擔任本集團總裁，自2013年3月擔任本集團董事長、執行董事，自2016年8月起同時擔任重慶富民銀行股份有限公司董事長。除本集團職務外，張先生自2017年12月連續擔任中國人民政治協商會議重慶市委員會第三屆及第四屆委員、第五屆常委；自2017年任重慶市工商聯常委、重慶市總商會副會長，現任重慶市工商聯副主席。2021年12月，張先生擔任中企會企業家俱樂部副主席。張先生於2011年9月取得長江商學院高層管理人員工商管理碩士學位；於2020年10月，受聘成為西南大學經濟管理學院兼職教授、碩士研究生導師。張先生直接持有重慶慧泰投資有限公司約66.89%的股權，而慧泰則直接持有本公司450,416,901股內資股。因此，張先生被視作於慧泰持有的450,416,901股內資股中擁有權益。張先生亦直接持有本公司2,768,861股內資股，通過股權激勵計劃持有585,971股H股。

Directors, Supervisors and Senior Management

董事、監事及高級管理層

Mr. Cui Weilan, aged 51, joined the Group in June 2006 and successively served in several positions including the chief legal officer, vice president, secretary to the Board and executive president. Mr. Cui has been an executive Director since May 2015 and the president of the Company since March 2016. Before joining the Group, Mr. Cui was a practicing lawyer of Hebei Jimin Law Firm* (河北濟民律師事務所) from 1999 to 2006, and worked at Hebei Political and Legal Management Cadre College* (河北政法管理幹部學院) (now known as Hebei Political and Legal Vocational College* (河北政法職業學院)) from July 1995 to March 2007. Mr. Cui obtained his bachelor's degree in law from the department of politics of Southwest Normal University* (西南師範大學) (currently known as Southwest University) in June 1995. He is also accredited as a practicing solicitor by the Ministry of Justice of the PRC and as an associate professor in law by Hebei Title Reform Leadership Committee Bureau* (河北職稱改革領導小組). He completed the postgraduate program in economic law from Chinese Academy of Social Sciences in September 2003 and obtained a master's degree in business administration from China Europe International Business School in September 2012. Mr. Cui directly holds 2,058,742 Domestic Shares, and holds 648,005 H Shares through the Scheme.

Non-executive Directors

Ms. Liu Jiaoyang, aged 44, has been a non-executive Director of the Company since March 2013. She joined the Group in August 2009 and was a director of Hanhua Financing and Guarantee Co., Ltd.* (瀚華融資擔保股份有限公司) from August 2009 to April 2015. She has been the director of Chongqing Fumin Bank Co., Ltd.* (重慶富民銀行股份有限公司) since August 2016.

Before joining the Group, Ms. Liu served as the general manager of Chongqing Maohua Technology Co., Ltd.* (重慶茂華科技有限公司) from October 2003 to August 2009. Ms. Liu obtained her bachelor's degree in economics from Saint Petersburg State Polytechnical University in Russia in December 2003, and obtained a master's degree in business administration from Tsinghua University in June 2017. She is currently pursuing a doctorate in business administration at Western College of Business of Southwestern University of Finance and Economics. Ms. Liu directly holds 441,159 Domestic Shares.

崔巍嵐先生，51歲，他於2006年6月加入本集團，先後擔任法務總監、副總裁、董事會秘書、執行總裁等職務。崔先生自2015年5月起任本公司執行董事，自2016年3月起任本公司總裁。在加入本集團之前，崔先生自1999年至2006年擔任河北濟民律師事務所執業律師，並自1995年7月至2007年3月在河北政法管理幹部學院（現稱河北政法職業學院）任職。崔先生於1995年6月獲得西南師範大學（現稱西南大學）政治系法學學士學位。他獲中國司法部認可為執業律師，並獲河北職稱改革領導小組辦公室認可為法律副教授。崔先生2003年9月完成中國社會科學院經濟法學專業研究生課程，並於2012年9月獲得中歐國際工商學院工商管理碩士學位。崔先生直接持有本公司2,058,742股內資股，通過股權激勵計劃持有648,005股H股。

非執行董事

劉驕揚女士，44歲，自2013年3月起為本公司非執行董事。她於2009年8月加入本集團，自2009年8月至2015年4月擔任瀚華融資擔保股份有限公司董事，自2016年8月起擔任重慶富民銀行股份有限公司董事。

在加入本集團之前，劉女士自2003年10月至2009年8月在重慶茂華科技有限公司擔任總經理。劉女士於2003年12月於俄羅斯聖彼德堡國立技術大學獲得經濟學學士學位，並於2017年6月獲得清華大學高級工商管理碩士學位，現就讀西南財經大學西部商學院工商管理博士（DBA）。劉女士直接持有本公司441,159股內資股。

Directors, Supervisors and Senior Management

董事、監事及高級管理層

Ms. Liu Tingrong, aged 48, has been a non-executive Director of the Company since March 2013. She joined the Group in March 2011 and served as a director of Hanhua Guarantee from March 2011 to April 2015.

Ms. Wang Fangfei, aged 36, has been a non-executive Director of the Company since March 2013. She joined the Group in November 2010 and held various positions, including the project manager, and chief reviewing manager of the business management section and general management section of Hanhua Guarantee until October 2013, and served as a director of Hanhua Guarantee from March 2011 to April 2015. Ms. Wang has been the general manager of Chongqing Boding Aluminum Co., Ltd.* (重慶博鼎鋁業有限公司) since May 2017, the assistant to the executive director of Shunbo Alloy Anhui Co., Ltd.* (順博合金安徽有限公司) since August 2022, and the supervisor of Chongqing Jinshanjia Trading Co., Ltd.* (重慶縉善嘉貿易有限公司) since September 2022. Ms. Wang obtained her master's degree from Sheffield Hallam University in October 2009, majoring in international business and management. She obtained her junior college degree in business administration from Chongqing University in July 2006. Ms. Wang directly holds 55% of the equity interest of Chongqing Jiulong Investment Co., Ltd.* (重慶九龍投資有限公司) ("Chongqing Jiulong"), which directly holds 231,532,653 Domestic Shares. Accordingly, Ms. Wang Fangfei is deemed to be interested in the 231,532,653 Domestic Shares held by Chongqing Jiulong.

Mr. Feng Yongxiang, aged 52, has been a non-executive Director of the Company since March 2013. He joined the Group in August 2009 and was a non-executive director of Hanhua Guarantee from August 2009 to April 2015.

Mr. Feng worked for Chongqing Yayu Business and Commerce Development Co. Ltd.* (重慶雅域商貿發展有限公司) as a deputy general manager from May 2005 to January 2010. He worked as the senior relationship manager of the Chongqing branch of China Minsheng Banking Corp., Ltd., a company whose shares are listed on the Shanghai Stock Exchange (Stock Code: 600016) and the Hong Kong Stock Exchange (Stock Code: 01988), from July 2003 to May 2005. He served as the senior relationship manager of the Chongqing branch of Shanghai Pudong Development Bank Co., Ltd., a company whose shares are listed on the Shanghai Stock Exchange (Stock Code: 600000), from March 2000 to July 2003. He worked for Yangjiaping Sub-branch of China Construction Bank Corporation, a company whose shares are listed on the Shanghai Stock Exchange (Stock Code: 601939) and the Hong Kong Stock Exchange (Stock Code: 0939), from July 1991 to February 2000.

劉廷榮女士，48歲，自2013年3月起為本公司非執行董事。她於2011年3月加入本集團，自2011年3月至2015年4月擔任瀚華融資擔保股份有限公司董事。

王芳霏女士，36歲，自2013年3月起為本公司非執行董事。她於2010年11月加入本集團，至2013年10月曾擔任瀚華融資擔保股份的專案經理、業務管理崗及綜合管理崗主管評審經理等，自2011年3月至2015年4月擔任瀚華融資擔保股份有限公司董事。王女士自2017年5月任重慶博鼎鋁業有限公司總經理；自2022年8月任順博合金安徽有限公司執行董事助理；自2022年9月任重慶縉善嘉貿易有限公司監事。王女士於2009年10月於謝菲爾德哈雷姆大學取得碩士學位，主修國際商業及管理。她在2006年7月取得重慶大學商業管理專科學位。王芳霏女士直接持有重慶九龍投資有限公司（「重慶九龍」）的55%股權，而重慶九龍則直接持有本公司231,532,653股內資股。因此，王芳霏女士被視作在重慶九龍持有的231,532,653股內資股中擁有權益。

馮永祥先生，52歲，自2013年3月起為本公司非執行董事。他於2009年8月加入本集團，自2009年8月至2015年4月擔任瀚華融資擔保股份非執行董事。

他在自2005年5月至2010年1月期間任職重慶雅域商貿發展有限公司副總經理，自2003年7月至2005年5月就職於中國民生銀行股份有限公司（該公司股份於上海證券交易所上市（股份代碼：600016）及香港聯交所上市（股份代碼：01988）重慶分行任職高級客戶經理。馮先生在2000年3月至2003年7月期間於上海浦東發展銀行股份有限公司（該公司股份於上海證券交易所上市（股份代號：600000））重慶分行擔任高級客戶經理。於1991年7月至2000年2月期間，馮先生在中國建設銀行股份有限公司（該公司股份於上海證券交易所上市（股份代號：601939）及香港聯交所上市（股份代號：0939））楊家坪支行工作。

Directors, Supervisors and Senior Management

董事、監事及高級管理層

Mr. Liu Bolin, aged 37, has been a non-executive Director of the Company since June 2013. Prior to joining the Group, Mr. Liu has been the executive director and general manager of Sichuan Hongrun Trading Co., Ltd.* (四川泓潤商貿有限公司), one of the minority shareholders of the Company since March 2013. Mr. Liu obtained his bachelor's degree in business administration from Shenzhen University in June 2006 and obtained his master's degree in accounting from the State University of New York at Binghamton in December 2008.

Independent Non-executive Directors

Mr. Cao Ziwei, aged 53, Doctor of Sociology, has been an independent non-executive Director of the Company since October 2022. Mr. Cao worked at the National Bureau of Statistics in 1992, at the China Banking Regulatory Commission* (中國銀行業監督管理委員會) in 2004, and at the Qianjiang District Government of Chongqing (as an assistant to the district head) in 2010. In 2012, he worked as a member of the party group, secretary of the party committee and deputy director (deputy department level) of the Chongqing Financial Office* (重慶市金融辦). Since 2017, he has served as the strategic vice president of Tianxing Digital Technology Co., Ltd.* (天星數科科技有限公司) (previously known as Xiaomi Digital* (小米數科)), director/president of Jiefu Ruitong Co., Ltd.* (捷付睿通股份有限公司), director of Park Dao Credit Information Co., Ltd.* (樸道征信有限公司), and secretary of the party committee of Xiaomi Consumer Finance Company* (小米消費金融公司). He has also been the chairman of Chongqing port industrial and Financial Big Data Development Co., Ltd. (重慶口岸產融大數據產業發展有限公司) since 2020.

Mr. Cao graduated from Nankai University in July 1992 with a bachelor's degree in sociology, and obtained a doctorate in sociology from the Chinese Academy of Social Sciences in June 2002. Mr. Cao served as a visiting scholar at Nanyang Technological University in Singapore under the Lien Ying Chow Legacy Fellowship programme from 2016 to 2017.

劉博霖先生，37歲，自2013年6月起為本公司非執行董事。在加入本集團之前，劉先生自2013年3月起擔任本公司其中一名少數股東四川泓潤商貿有限公司的執行董事及總經理。劉先生在2006年6月獲得深圳大學企業管理學士學位，在2008年12月獲得紐約州立大學賓漢頓分校會計學碩士學位。

獨立非執行董事

曹子瑋先生，53歲，社會學博士，自2022年10月起為本公司獨立非執行董事。曹先生於1992年就職於國家統計局，2004年就職於中國銀行業監督管理委員會，2010年掛職於重慶市黔江區政府（掛職區長助理）；2012年就職於重慶市金融辦黨組成員、機關黨委書記、副主任（副廳級）；自2017年任天星數科科技有限公司（原小米數科）戰略副總裁、捷付睿通股份有限公司董事／總裁、樸道徵信有限公司董事、小米消費金融公司黨委書記；自2020年任重慶口岸產融大數據產業發展有限公司董事長。

曹先生於1992年7月畢業於南開大學，獲社會學學士學位，於2002年6月獲得中國社會科學院社會學博士學位。曹先生於2016年至2017年在新加坡南洋理工大學做連瀛洲專案訪問學者。

Directors, Supervisors and Senior Management 董事、監事及高級管理層

Mr. Li Wei, aged 52, master's degree in economics, has been an independent non-executive Director of the Company since October 2022. Mr. Li served as the manager of China Chengxin Securities Appraisal Co., Ltd.* (中國誠信證券評估有限公司) from 1995 to 1997, the manager of Guotai Securities Co., Ltd.* (國泰證券有限公司) from 1997 to 2000, and the deputy general manager of Huaxia Securities Co., Ltd.* (華夏證券股份有限公司) from 2000 to 2006. He was the general manager of Shenyin & Wanguo Securities Co., Ltd.* (申銀萬國證券股份有限公司) from 2006 to 2008, and the managing director of China Galaxy Securities Co., Ltd.* (中國銀河證券股份有限公司) since 2008. He has been an independent director of Shanghai Remodeling Energy Group Corporation* (上海重塑能源集團股份有限公司) since 2020.

Mr. Li obtained a bachelor's degree in economics from Renmin University of China in 1992 and a master's degree in economics from Renmin University of China in 1995.

李偉先生，52歲，經濟學碩士，自2022年10月起為本公司獨立非執行董事。李先生自1995年至1997年期間擔任中國誠信證券評估有限公司經理，自1997年至2000年期間擔任國泰證券有限公司經理，自2000年至2006年期間擔任華夏證券股份有限公司副總經理，自2006年至2008年期間擔任申銀萬國證券股份有限公司總經理，自2008年起擔任中國銀河證券股份有限公司董事總經理。自2020年起擔任上海重塑能源集團股份有限公司的獨立董事。

李先生於1992年獲得中國人民大學經濟學系學士學位，並於1995獲得中國人民大學經濟學系碩士學位。

Directors, Supervisors and Senior Management

董事、監事及高級管理層

Mr. Hu Yuntong, aged 40, doctor of law, post-doctorate in law of Southwest University of Political Science and Law, post-doctoral researcher of business administration (auditing) of Southwest University of Finance and Economics, professor of Southwest University of Political Science and Law, part-time lawyer, certified public accountant and fund practitioner, has been an independent non-executive Director of the Company since October 2022. Mr. Hu was rated as a leading accounting talent in Chongqing (Chongqing Finance Bureau* (重慶市財政局) and the Organization Department of the Chongqing Municipal Committee of the Communist Party of China* (中共重慶市委組織部)). He has served as a member of the Financial and Taxation Committee of Chongqing Lawyer Association* (重慶市律師協會財稅專業委員會), the Chongqing's municipal budget performance evaluation expert, the Chongqing's municipal government procurement evaluation expert, an enforcement expert of Chongqing Ecological Environment Bureau* (重慶市生態環境局), a special expert of Chongqing International Taxation Research Association* (重慶市國際稅收研究會), a director of Chongqing Taxation Society* (重慶市稅務學會), a director of Chongqing Audit Society* (重慶市審計學會), and executive director of Chongqing Law Society Financial and Taxation Law Research Association* (重慶市法學會財稅法學研究會), an executive director of Chongqing Law Society Environmental Resources Law Research Association* (重慶市法學會環境資源法學研究會), and a director of China Law Society Financial and Taxation Law Research Association* (中國法學會財稅法學研究會). Since 2020, he has been an independent director of Chongqing Changjiang Plastic Materials (Group) Co., Ltd.* (重慶長江造型材料(集團)股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 001296), and an independent director of Chongqing Kangtian Property (Group) Co., Ltd.* (重慶康田置業(集團)有限公司). Since 2021, he has been an independent director of Jinke Real Estate Group Co., Ltd.* (金科地產集團股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 000656). Since 2022, he has been an independent director of Chongqing Zhixiang Jintai Bio-Pharmaceutical Co., Ltd.* (重慶智翔金泰生物製藥股份有限公司), and an independent director of Chongqing Sifang New Materials Co., Ltd.* (重慶四方新材股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 605122).

胡耘通先生，40歲，法學博士、西南政法大學法學博士後、西南財經大學工商管理(審計學)博士後研究人員、西南政法大學教授、兼職律師，獲註冊會計師資格、基金從業資格。自2022年10月起為本公司獨立非執行董事。胡先生被評為重慶市會計領軍人才(重慶市財政局、中共重慶市委組織部)，先後擔任重慶市律師協會財稅專業委員會委員、重慶市市級預算績效評價專家、重慶市政府採購評審專家、重慶市生態環境局執法專家、重慶市國際稅收研究會特聘專家、重慶市稅務學會理事、重慶市審計學會理事、重慶市法學會財稅法學研究會常務理事、重慶市法學會環境資源法學研究會常務理事、中國法學會財稅法學研究會理事等。自2020年開始擔任重慶長江造型材料(集團)股份有限公司(該公司股份於深圳證券交易所上市(股份代碼:001296))的獨立董事、重慶康田置業(集團)有限公司的獨立董事，自2021年開始擔任金科地產集團股份有限公司(該公司股份於深圳證券交易所上市(股份代碼:000656))的獨立董事，自2022年開始擔任重慶智翔金泰生物製藥股份有限公司的獨立董事、重慶四方新材股份有限公司(該公司股份於上海證券交易所上市(股份代碼:605122))的獨立董事。

Directors, Supervisors and Senior Management

董事、監事及高級管理層

Mr. Hu began to teach in the audit department of Southwest University of Political Science and Law in 2011, and he also began to practice law at Chongqing Kunyuan Hengtai Law Firm* (重慶坤源衡泰律師事務所) in 2011. Mr. Hu received a bachelor's degree in accounting and a master's degree in law from Southwest University of Political Science and Law in 2005 and 2008 respectively, a doctorate in law from Chongqing University in June 2011, and a post-doctorate in law from Southwest University of Political Science and Law in January 2015. In November 2017, he became a postdoctoral researcher in Business Administration (auditing) of Southwestern University of Finance and Economics.

Mr. Xu Hongcai, aged 58, doctor of economics, has been an independent non-executive Director of the Company since October 2022. From 1996 to 1998, Mr. Xu worked at the headquarters of the People's Bank of China; from 1998 to 2001, he served as the general manager of the Shanghai headquarters of GF Securities; from 2001 to 2003, he was the vice president of Beijing Technology Venture Capital Company* (北京科技風險投資公司). From 2003 to 2010, Mr. Xu successively served as a professor and director of the Securities and Futures Research Center at the School of Finance of Capital University of Economics and Business. From 2010 to 2019, he successively served as the director of the information department, director of the economic research department, and deputy chief economist of the China Center for International Economic Exchanges. He also served as an independent director of China Everbright Bank Co., Ltd., from February 2015 to January 2022; and has been an independent director of China Everbright Group and has served as an independent director of China Life Asset Management Company Limited since December 2020. Mr. Xu is the executive director of the China Society for Policy Science, the deputy director of the Economic Policy Committee, the director of the Economic Research Center of the European and American Students Association of China, the executive vice president of the Study in America Branch, the chief economist of Caijing Toutiao* (財經頭條), and the chief economist of China (Sanya) International Consumer Research Institute* (中國(三亞)國際消費研究院), special economic commentator of CCTV, adjunct professor of University of Chinese Academy of Sciences, Beijing Normal University* (北京師範大學), Central University of Finance and Economics* (中央財經大學), invited senior researcher of China and Globalization Think Tank* (中國與全球化智庫), and expert of All-China Federation of Industry and Commerce think tank* (全國工商聯智庫).

胡先生於2011年開始在西南政法大學審計系任教；於2011年開始在重慶坤源衡泰律師事務所執業。胡先生於2005年獲西南政法大學會計學專業學士學位；於2008年獲西南政法大學法學專業碩士學位；2011年6月獲得重慶大學法學博士，於2015年1月成為西南政法大學法學博士後，2017年11月成為西南財經大學工商管理（審計學）博士後研究人員。

徐洪才先生，58歲，經濟學博士，自2022年10月起為本公司獨立非執行董事。徐先生自1996年至1998年任職於中國人民銀行總行；1998年至2001年任廣發證券上海總部總經理；2001年至2003年任北京科技風險投資公司副總裁；2003年至2010年任首都經濟貿易大學金融學院教授、證券期貨研究中心主任；2010年至2019年先後任中國國際經濟交流中心資訊部部長、經濟研究部部長、副總經濟師；於2015年2月至2022年1月任中國光大銀行股份有限公司獨立董事，2022年1月至今任中國光大集團獨立董事；2020年12月至今任中國人壽資產管理公司獨立董事。徐先生現為中國政策科學研究會常務理事、經濟政策委員會副主任，中國歐美同學會經濟研究中心主任、留美分會常務副會長，財經頭條首席經濟學家，中國（三亞）國際消費研究院首席經濟學家，中央電視臺特約經濟評論員，中國科學院大學、北京師範大學、中央財經大學兼職教授，中國與全球化智庫特邀高級研究員，全國工商聯智庫專家。

Directors, Supervisors and Senior Management

董事、監事及高級管理層

Mr. Xu received a master's degree in philosophy from Renmin University of China in 1993 and a doctor of philosophy in economics from the Chinese Academy of Social Sciences in 1996. He successively went to the University of British Columbia in Canada and the Dominican University in the United States as a visiting scholar.

Mr. Bai Qinxian, aged 82, was an independent non-executive Director of the Company from March 2013 to October 2022. He retired from his position as an independent non-executive Director of the Company with effect from 16 October 2022 due to the expiry of his term.

Mr. Deng Zhaoyu, aged 76, was an independent non-executive Director of the Company from March 2013 to October 2022. He retired from his position as an independent non-executive Director of the Company with effect from 16 October 2022 due to the expiry of his term.

Mr. Qian Shizheng, aged 70, was an independent non-executive Director of the Company from June 2013 to October 2022. He retired from his position as an independent non-executive Director of the Company with effect from 16 October 2022 due to the expiry of his term.

Mr. Ng Leung Sing, aged 73, was an independent non-executive Director of the Company from June 2013 to October 2022. He retired from his position as an independent non-executive Director of the Company with effect from 16 October 2022 due to the expiry of his term.

Mr. Yuan Xiaobin, aged 53, was an independent non-executive Director of the Company since June 2013 to October 2022. He retired from his position as an independent non-executive Director of the Company with effect from 16 October 2022 due to the expiry of his term.

徐先生於1993年獲中國人民大學哲學碩士學位；1996年獲中國社科院經濟學博士學位。先後赴加拿大不列顛哥倫比亞大學(UBC)和美國多米尼肯大學做訪問學者。

白欽先先生，82歲，自2013年3月至2022年10月為本公司獨立非執行董事。他於2022年10月16日因屆滿退任本公司獨立非執行董事。

鄧昭雨先生，76歲，自2013年3月至2022年10月為本公司獨立非執行董事。他於2022年10月16日因屆滿退任本公司獨立非執行董事。

錢世政先生，70歲，自2013年6月至2022年10月為本公司獨立非執行董事。他於2022年10月16日因屆滿退任本公司獨立非執行董事。

吳亮星先生，73歲，自2013年6月至2022年10月為本公司獨立非執行董事。他於2022年10月16日因屆滿退任本公司獨立非執行董事。

袁小彬先生，53歲，自2013年6月至2022年10月為本公司獨立非執行董事。他於2022年10月16日因屆滿退任本公司獨立非執行董事。

Directors, Supervisors and Senior Management

董事、監事及高級管理層

SUPERVISORS

As at the date of this report, the members of the board of supervisors (the “**Supervisor(s)**”) (the “**Board of Supervisors**”) are as follows:

Mr. He Zhonghua (Chairman of the Board of Supervisors)
(Appointed on 16 October 2022)
Mr. He Yu (Appointed on 16 October 2022)
Mr. Chen Zhonghua (Employee Representative Supervisor)
Mr. Li Ruping (Retired on 16 October 2022)
Ms. Qin Yong (Retired on 16 October 2022)

Mr. He Zhonghua, aged 58, has been the chairman of the Board of Supervisors of the Company since October 2022. He joined the Group in August 2018 and serves as the executive director and president of Beijing Hanhua Industry-Financial Interconnection Industrial Co., Ltd.* (北京瀚華產融互聯實業有限公司), and the executive director and president of Beijing Dingchuang Economic and Trade Development Co., Ltd.* (北京鼎創經貿發展有限公司). Before joining the Group, Mr. He worked in the Shenyang Office of China Great Wall Asset Management Company* (中國長城資產管理有限公司) from 2000 to 2005, and served as a director, party secretary and vice president of Liaoning Fangda Group Industrial Co., Ltd.* (遼寧方大集團實業有限公司) from February 2005 to March 2018. Mr. He obtained a bachelor's degree in accounting from Liaoning University in January 1996 and obtained a master's degree in economics from Dongbei University of Finance and Economics* (東北財經大學) in November 1999.

監事

於本報告日期，監事（「監事」）會（「監事會」）成員載列如下：

何忠華先生（監事會主席）
（於2022年10月16日委任）
何宇先生（於2022年10月16日委任）
陳中華先生（職工代表監事）
李如平先生（於2022年10月16日退任）
秦湧女士（於2022年10月16日退任）

何忠華先生，58歲，自2022年10月起為本公司監事會主席。他於2018年8月加入本集團，擔任北京瀚華產融互聯實業有限公司執行董事／總裁、北京鼎創經貿發展執行董事／總裁。在加入本集團之前，何先生自2000年至2005年在中國長城資產管理公司瀋陽辦事處任職，自2005年2月至2018年3月期間擔任遼寧方大集團實業有限公司董事、黨委書記、副總裁。何先生於1996年1月獲得遼寧大學會計學學士學位，並於1999年11月獲得東北財經大學經濟學碩士學位。

Directors, Supervisors and Senior Management

董事、監事及高級管理層

Mr. He Yu, aged 42, a supervisor of the Company since October 2022, has served as the president of the Company's cloud telecommunications business unit since September 2022. Mr. He joined the Group in August 2009 and successively served as the assistant to the general manager of Sichuan Hanhua Financial Guarantee Co., Ltd.* (四川瀚華融資擔保有限公司), the deputy general manager of the operation management department of Hanhua Guarantee (presiding), the general manager of Hanhua Guarantee Tianjin Branch* (瀚華融資擔保股份有限公司天津分公司), and the general manager of Chongqing Branch of Hanhua Financing Guarantee Co., Ltd.*. Prior to joining the Group, Mr. He worked at CITIC Guoan Gold Co., Ltd.* (中信國安黃金有限責任公司) from September 2002 to July 2005, and worked as the financial manager of Beijing Maipu Century Technology Co., Ltd. Sichuan Branch* (北京邁普世紀科技有限責任公司四川分公司) from July 2005 to July 2009. Mr. He obtained a bachelor's degree in financial management from Beijing Technology and Business University in July 2002. Mr. He directly holds 294,106 Domestic Shares.

Mr. Chen Zhonghua, aged 48, a supervisor of the Company since March 2013. He joined the Group in January 2005 and held various positions, including the deputy general manager of the strategy development department, general manager of the information and technology department and marketing officer of Hanhua Credit. In addition, he was a supervisor of Hanhua Guarantee from August 2009 to April 2015, and the standing deputy general manager of Sichuan Micro-credit and deputy general manager of Sichuan Hanhua from January 2013 to January 2015. He was elected as the fourth employee representative supervisor on 16 October 2022 staff meeting.

Mr. Chen obtained his junior college degree in finance from Southwestern University of Finance and Economics (西南財經大學) in June 1995. He graduated from Chongqing Technology and Business University (重慶工商大學) in June 2005, majoring in accounting. Mr. Chen directly holds 441,159 Domestic Shares.

何宇先生，42歲，自2022年10月起為本公司監事，自2022年9月起擔任本公司雲信事業部總裁。何先生於2009年8月加入本集團，先後擔任四川瀚華融資擔保有限公司總經理助理、瀚華融資擔保股份有限公司運營管理部副總經理（主持工作）、瀚華融資擔保股份有限公司天津分公司總經理、瀚華融資擔保股份有限公司重慶分公司總經理等職務。在加入本集團之前，何先生自2002年9月至2005年7月在中信國安黃金有限責任公司任職，自2005年7月至2009年7月期間擔任北京邁普世紀科技有限責任公司四川分公司財務負責人。何先生於2002年7月獲得北京工商大學財務管理學士學位。何先生直接持有本公司294,106股內資股。

陳中華先生，48歲，自2013年3月起為本公司監事。他於2005年1月加入本集團，擔任的職務包括戰略發展部副總經理和信息技術部總經理、瀚華信貸市場總監等。他自2009年8月至2015年4月擔任瀚華擔保監事，自2013年1月至2015年1月擔任四川小額貸款常務副總經理及四川瀚華副總經理。其於2022年10月16日被本公司職工大會選為第四屆職工代表監事。

陳先生在1995年6月獲西南財經大學金融學專科學位，並在2005年6月畢業於重慶工商大學會計專業。陳先生直接持有本公司441,159股內資股。

Directors, Supervisors and Senior Management

董事、監事及高級管理層

Mr. Li Ruping, aged 66, was the chairman of the Board of Supervisors of the Company from March 2013 to October 2022. He retired from his position as a chairman of the Board of Supervisors of the Company with effect from 16 October 2022 due to the expiry of his term.

Ms. Qin Yong, aged 52, was a supervisor of the Company from March 2016 to October 2022. She retired from her position as a supervisor of the Company with effect from 16 October 2022 due to the expiry of her term.

SENIOR MANAGEMENT

As at the date of this report, the members of senior management are as follows:

Mr. Zhang Jun
Mr. Zhang Guoxiang
Mr. Cui Weilan
Mr. Zhou Xiaochuan
Mr. Yuan Guoli
Mr. Ren Weidong
Ms. Pengying (Appointed on 16 October 2022)
Mr. Luo Xiaobo (Resigned on 16 October 2022)

Details about Mr. Zhang Jun, Mr. Zhang Guoxiang and Mr. Cui Weilan biographies are set out on pages 51 to 53 of this report.

Mr. Zhou Xiaochuan, aged 48, has been the executive president of the Company since March 2018, and he has been appointed as the co-chief executive of the Company with effect from January 2022, responsible for the development of digital financial services, and for managing the Guarantee Group. He has been the chairman of the board of directors and the president of Hanhua Guarantee and also the director of Liaoning Fuan Financial Asset Management Co., Ltd. Mr. Zhou joined the Group in March 2008 and successively served as the chief financial officer and vice president of the Group. In addition to his position in the Group, he also served as the chairman of Chongqing Financing Guarantee Industry Association (重慶市融資擔保業協會).

李如平先生，66歲，自2013年3月至2022年10月為本公司監事會主席。他於2022年10月16日因屆滿退任本公司監事會主席。

秦湧女士，52歲，自2016年3月至2022年10月為本公司監事。她於2022年10月16日因屆滿退任本公司監事。

高級管理層

於本報告日期，高級管理層成員載列如下：

張軍先生
張國祥先生
崔巍嵐先生
周小川先生
袁國利先生
任為棟先生
彭影女士（於2022年10月16日委任）
羅小波先生（於2022年10月16日辭任）

有關張軍先生、張國祥先生、崔巍嵐先生履歷的詳情載於本報告第51頁至第53頁。

周小川先生，48歲，自2018年3月起為本公司執行總裁，自2022年1月起獲委任為本公司聯席總裁，負責本集團數位化金融業務發展，分管擔保集團，現任瀚華融資擔保股份有限公司董事長、總裁，遼寧富安金融資產管理有限公司董事。他於2008年3月加入本集團，先後擔任集團財務總監、副總裁。除本集團職務外，他亦擔任重慶市融資擔保業協會會長。

Directors, Supervisors and Senior Management

董事、監事及高級管理層

Mr. Zhou obtained his junior college degree in accounting from Southwestern University of Finance and Economics in June 1995. He obtained a master's degree in business administration from Peking University in July 2018.

Mr. Yuan Guoli, aged 53, has been the vice president of the Company since 2016. He is currently the chairman of Liaoning Fuan Financial Asset Management Co., Ltd. He joined the Group in October 2006 and successively served as the deputy general manager, general manager and group marketing director of Liaoning Hanhua and the president of Fuan Financial Asset Management Co., Ltd.

Mr. Yuan obtained his bachelor's degree in industrial economics from the department of industrial management of Liaoning University in July 1991, and an executive master's degree in business administration degree from Liaoning University in June 2015. He is currently undertaking an executive master's degree in business administration degree at Guanghua School of Management of Peking University.

Mr. Ren Weidong, aged 45, has been the vice president of the Company since March 2018. He was the secretary of the Board from September 2015 to October 2022, and he has also been serving as the sole company secretary and authorized representative of the Company since September 2018. He is in charge for managing the Company's financial audit department, investor relations, administrative office department, etc.. He joined the Group in February 2009 and successively served as the the general manager of the financial department of the Group and the chief financial officer, etc.. He has been the vice president of Hanhua Guarantee since September 2022. In addition to his positions in the Group, he is also the director of Chongqing Technical Elements Exchange Center Company Limited (重慶科技要素交易中心有限公司), the director of Shandong Financial Asset Exchange Co., Ltd. (山東金融資產交易中心有限公司), the director of Chongqing port industrial and Financial Big Data Development Co., Ltd. (重慶口岸產融大數據產業發展有限公司), the vice president of Chongqing International Tax Research Association (重慶市國際稅收研究會), and the president of Chongqing Liangjiang New Area Tax Society (重慶兩江新區稅務學會).

周先生於1995年6月獲西南財經大學會計學大專學歷，並於2018年7月獲得北京大學工商管理碩士學位。

袁國利先生，53歲，自2016年起為本公司副總裁，任遼寧富安金融資產管理有限公司董事長。他於2006年10月加入本集團，先後擔任遼寧瀚華副總經理、總經理及集團市場總監、遼寧富安金融資產管理公司總裁等職位。

袁先生於1991年7月獲得遼寧大學工業管理系工業經濟專業學士學位，並於2015年6月獲得遼寧大學高級管理人員工商管理碩士學位。現於北京大學光華管理學院EMBA就讀。

任為棟先生，45歲，自2018年3月起為本公司副總裁，自2015年9月至2022年10月期間擔任本公司董事會秘書，自2018年9月起擔任唯一公司秘書及授權代表，分管本公司財務審計部、投資者關係部、辦公室等部門。他於2009年2月加入本集團，曾先後擔任本集團資金財務部總經理、財務總監等。自2022年9月起擔任瀚華融資擔保股份有限公司副總裁。除本集團職務外，他亦擔任重慶科技要素交易中心有限公司董事、山東金融資產交易中心有限公司董事、重慶口岸產融大數據產業發展有限公司董事、重慶市國際稅收研究會副會長，重慶兩江新區稅務學會會長。

Directors, Supervisors and Senior Management

董事、監事及高級管理層

Mr. Ren obtained his bachelor's degree in auditing from Hangzhou Institute of Electronics and Engineering (杭州電子工業學院) (currently known as Hangzhou Dianzi University (杭州電子科技大學)) in July 1999. He obtained an EMBA degree in Guanghua School of Management of Peking University in July 2018.

Ms. Pengying, aged 49, has been the board secretary of the Company. She joined the Group in February 2008 and worked in the strategic development department of the Company from February 2008 to February 2011, where she was primarily responsible for, among others, providing strategic analysis and suggestions to the senior management of the Company. She has been working in the investor relations department of the Company from March 2011 to September 2022 to the general manager from March 2011 to February 2015 and the deputy general manager from February 2015 to October 2016.

Prior to joining the Group, Ms. Peng worked for Kingdee Software (Chongqing) Company* (金蝶軟件(重慶)公司) as a marketing manager from 1997 to 2004, and worked for Chongqing Dehong Enterprise Management Consulting Company Limited* (重慶德宏企業管理顧問有限公司) as a deputy general manager of the consulting department from 2007 to 2008.

Ms. Peng obtained a bachelor's degree in law from Southwest University of Political Science and Law (西南政法大學) in 1996 and a master's degree in business administration from Southwest Jiaotong University (西南交通大學) in 2007.

Mr. Luo Xiaobo, aged 43, was the vice president of the Company from March 2013 to October 2022. He resigned from his position as a vice president of the Company on 16 October 2022.

任先生於1999年7月獲杭州電子工業學院(現稱杭州電子科技大學)審計學學士學位,並於2018年7月獲得北京大學光華管理學院高級管理人員工商管理碩士學位。

彭影女士, 49歲,自2022年10月起為本公司董事會秘書,2008年2月至2011年2月在公司戰略發展部工作,主要負責為公司高級管理層提供戰略分析和建議等。2011年3月至2022年9月在本公司投資者關係部工作,2011年3月至2015年2月擔任總經理助理,2015年2月至2016年10月擔任副總經理。

在加入本集團之前,彭女士自1997年至2004年就職於金蝶軟件(重慶)公司擔任市場部經理,自2007年至2008年就職於重慶德宏企業管理顧問有限公司擔任諮詢部副總經理。

彭女士於1996年獲得西南政法大學法律專業學士學位,並於2007年獲得西南交通大學企業工商管理碩士學位。

羅小波先生, 43歲,自2013年3月至2022年10月為本公司副總裁,他於2022年10月16日辭任本公司副總裁。

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE PRACTICES

During the Reporting Period, the Company has strictly complied with the Company Law of the People's Republic of China and the Articles of Association of the Company (the “**Articles of Association**”), and performed its rights and obligations in accordance with responsibilities granted by the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the “**Listing Rules**”) and the Corporate Governance Code (“**Corporate Governance Code**”). The Company's internal control system is sound and effective, and the information disclosure is true, accurate and complete. There is no violation occurred during the Reporting Period.

The Board has adopted the code provisions (“**Code Provisions**”) of the Corporate Governance Code as set out in Appendix 14 of the Listing Rules. For the year ended 31 December 2022, the Company has complied with the Code Provisions.

The Company is committed to maintaining high standards of corporate governance and will continue to strengthen its own corporate governance standards to ensure compliance with the Corporate Governance Code and meet the expectations of shareholders and potential investors.

SHAREHOLDERS AND GENERAL MEETINGS

During the Reporting Period, the Company held two general meetings, namely the 2022 annual general meeting dated 26 May 2022 and the first extraordinary general meeting in 2022 dated 16 October 2022. The procedures of giving meeting notices, calling for the meetings, convening the meetings and voting at the meetings were in compliance with the provisions of the Company Law of the People's Republic of China and the Articles of Association. For details of contents and resolutions considered at the above general meetings, please refer to the relevant announcements published by the Company on the websites of the Hong Kong Stock Exchange and the Company dated 26 May 2022 and 16 October 2022.

企業管治常規

在報告期內，公司嚴格遵守《中華人民共和國公司法》《公司章程》等相關法律、法規，按照監管部門頒佈並不時更新的《上市規則》、《企業管治守則》賦予的職責，行使權利履行義務。公司內部控制體系健全有效，信息披露真實、準確、完備。報告期內無違法違規情況發生。

董事會已採納載列於香港聯交所證券上市規則（「上市規則」）附錄十四內的企業管治守則（「企業管治守則」）的守則條文（「守則條文」）。截至2022年12月31日止年度，本公司已遵守守則條文。

本公司致力保持高標準的企業管治，並將繼續加強自身的企業管治水平，以確保遵守企業管治守則並符合股東及潛在投資者的期望。

股東及股東大會

報告期內，公司共召開了2次股東大會，即於2022年5月26日召開的2021年年度股東大會和於2022年10月16日召開的2022年第一次臨時股東大會。股東大會的通知、召集、召開和表決程序均符合《中華人民共和國公司法》和《公司章程》的規定。股東大會審議的具體內容及決議可查閱本公司分別於2022年5月26日及2022年10月16日在香港聯交所和公司網站發佈的相關公告。

Corporate Governance Report

企業管治報告

SHAREHOLDERS' RIGHTS

To safeguard shareholders' interests and rights, according to Article 64(3) of the Articles of Association, when an extraordinary general meeting is requested in writing by a shareholder individually or shareholders collectively holding at least 10% (inclusive of 10%) of the outstanding shares with voting rights of the Company, the Board shall convene an extraordinary general meeting within two months. According to Article 67 of the Articles of Association, when the Company is to hold an annual general meeting, shareholder(s) holding at least 3% (inclusive of 3%) of the shares of the Company with voting rights shall have the right to put forward temporary proposals in writing to the Company, and the Company shall list the issues in the temporary proposal that fall within the scope of responsibility of the general meeting in the meeting agenda.

All resolutions put forward at general meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and the Hong Kong Stock Exchange in a timely manner after each general meeting.

Shareholders who intend to put forward their enquiries about the Company to the Board or any proposal for an Extraordinary General Meeting may email their enquiries to pengying@hanhua.com or mail their enquiries in writing to the Company's headquarter at 6-9, Building 2, 11 East Honghu Road, Yubei District, Chongqing, PRC.

THE BOARD

Responsibilities

The Board is responsible for the overall leadership of the Group, overseeing the Group's strategic decisions, business and performance. The Board has delegated the authority and responsibility for day-to-day management and operation of the Group to the senior management of the Group. To oversee particular aspects of the Company's affairs, the fourth session of the Board has established four Board committees, including the audit committee (the "**Audit Committee**"), the nomination and remuneration committee (the "**Nomination and Remuneration Committee**"), the strategic investment committee (the "**Strategic Investment Committee**") and the risk management committee (the "**Risk Management Committee**") (collectively referred to as the "**Fourth Session of the Board Committees**"). The Board has delegated to the Board Committees responsibilities as set out in their respective terms of reference.

股東權利

為保障股東的利益及權利，本公司章程規定單獨或者合計持有公司發行在外的有表決權的股份百分之十以上（含百分之十）的股東以書面形式要求召開臨時股東大會時，董事會應當在兩個月內召開臨時股東大會；以及持有本公司有表決權的股份總數百分之三以上（含百分之三）的股東，有權以書面形式向公司提出臨時提案，本公司應當將臨時提案中屬於股東大會職責範圍內的事項，列入該次會議的議程。

於股東大會上提呈的所有決議案將根據上市規則以投票方式進行表決，投票結果將於各股東大會舉行後及時於本公司及香港聯交所網站刊登。

股東如欲向董事會作出有關本公司的查詢或有意提出任何臨時股東大會提案時，可透過電郵發出（電郵地址為 pengying@hanhua.com）或以書面形式寄致本公司於中國重慶辦事處（地址為中國重慶市渝北區洪湖東路11號2幢6-9）。

董事會

責任

董事會負責本集團的整體領導，並監察本集團的策略性決定、業務及表現。董事會已向本集團的高級管理層授出本集團日常管理及營運的權力及責任。為監察本公司事務的特定範疇，第四屆董事會成立四個董事會委員會，包括審計委員會（「**審計委員會**」）、提名與薪酬委員會（「**提名與薪酬委員會**」）、戰略投資委員會（「**戰略投資委員會**」）及風險管理委員會（「**風險管理委員會**」）（統稱「**第四屆董事會委員會**」）。董事會已向該等董事會委員會授出各職權範圍所載責任。

Corporate Governance Report

企業管治報告

All Directors shall ensure that they carry out duties in good faith, in compliance with applicable laws and regulations, and they have carried out duties in the interests of the Company and the Shareholders for the year ended 31 December 2022.

Board Composition

As at the date of this report, the Board consists of three executive Directors, five non-executive Directors and four independent non-executive Directors.

Details of the Directors are set out under the section headed “Directors, Supervisors and Senior Management” of this report.

For the year ended 31 December 2022, the Board at all times met the requirements of the Rules 3.10(1) and 3.10(2) of the Listing Rules relating to the appointment of at least three independent non-executive Directors, with at least one independent non-executive Director possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company also complied with Rule 3.10A of the Listing Rules relating to the appointment of independent non-executive Directors representing at least one-third of the Board. Each of the independent non-executive Directors has confirmed his independence pursuant to Rule 3.13 of the Listing Rules and the Company considers each of them to be independent.

All Directors, including the independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. Independent non-executive Directors are invited to serve on the Audit Committee and the Nomination and Remuneration Committee and the Strategic Investment Committee.

To the best knowledge of the Company, there is no other financial, business, family or other material/relevant relationship among the members of the Board.

全體董事須確保彼等本著真誠、遵守適用法律及法規，及於截至2022年12月31日止年度符合本公司及股東利益的方式履行職責。

董事會組成

於本報告日期，董事會由三名執行董事、五名非執行董事及四名獨立非執行董事組成。

董事的詳細資料載於本報告「董事、監事及高級管理層」一節。

截至2022年12月31日止年度期間，董事會在任何時間均遵守上市規則第3.10(1)及3.10(2)條有關委任至少三名獨立非執行董事及其中至少一名獨立非執行董事須擁有適當的專業資格或適當的會計或相關財務管理專業知識的規定。

本公司亦已遵守上市規則第3.10A條有關委任相當於董事會成員三分之一的獨立非執行董事的規定。各獨立非執行董事均已根據上市規則第3.13條確認其獨立性，故本公司認為彼等均為獨立人士。

全體董事（包括獨立非執行董事）均為董事會帶來各種不同的寶貴營商經驗、知識及專業，使其可具效率及有效履行董事會的職能。獨立非執行董事獲邀擔任審計委員會及提名與薪酬委員會及戰略投資委員會。

就本公司所知，董事會成員之間概無財務、業務、家屬或其他重大／相關的關係。

Corporate Governance Report

企業管治報告

Induction and Continuous Professional Development

A summary of training received by the Directors for the year ended 31 December 2022 is as follows:

Name of Directors

董事姓名

Executive Directors:

Mr. Zhang Jun (Chairman)
Mr. Zhang Guoxiang
Mr. Cui Weilan

執行董事：

張軍先生（董事長）
張國祥先生
崔巍嵐先生

Non-executive Directors:

Ms. Liu Jiaoyang
Ms. Liu Tingrong
Ms. Wang Fangfei
Mr. Feng Yongxiang
Mr. Liu Bolin

非執行董事：

劉驕揚女士
劉廷榮女士
王芳霏女士
馮永祥先生
劉博霖先生

Independent non-executive Directors:

Mr. Cao Ziwei
Mr. Li Wei
Mr. Hu Yuntong
Mr. Xu Hongcai

獨立非執行董事：

曹子璋先生
李偉先生
胡耘通先生
徐洪才先生

Contents of Training

接受培訓內容

A、B
A、B
A、B

A、B
B
B
B
B

A、B
A、B
A、B
A、B

Notes:

- A: Attending training, seminars, forums and conferences on topics such as economics, finance and corporate management;
- B: Reading materials related to requirements on corporate governance, directors' duties and internal control and risk management, etc.

附註：

- A: 參與經濟、財務、企業管理等方面的專題培訓、講座、論壇及會議；
- B: 閱讀企業管治、董事責任、內控風險管理等規定。

Chairman and Chief Executive Officer

Code Provision C.2.1 stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. During the year ended 31 December 2022, Mr. Zhang Guoxiang has been the chairman of the fourth session of the Board and Mr. Cui Weilan has been the president of the Company. Mr. Zhang and Mr. Cui lead by example, perform their duties, commit to maintain the high standards of corporate governance for the Company.

主席及行政總裁

本公司遵守守則條文第A.2.1條規定董事長和總裁不應由同一個人擔任。截至2022年12月31日止年度，張軍先生擔任本公司第四屆董事會董事長，崔巍嵐先生擔任本公司總裁。張先生與崔先生以身作則，各司其職，致力維持公司高水平企業管治。

Corporate Governance Report

企業管治報告

Appointment, Change and Re-Election of Directors

In accordance with the Articles of Association, the Directors shall be elected at the general meetings for a term of no more than three years, and may be re-elected and re-appointed upon the expiry of such term. The Company has implemented an effective mechanism regarding the appointment of new Director. The Nomination and Remuneration Committee will first discuss the matters in relation to the appointment of new Director, and then present to the Board as proposals, which will be subject to approval at the general meeting.

Director Nomination Policy

This Director Nomination Policy (the “**Policy**”) aims to: set out the criteria and process in the nomination and appointment of directors of the Company; ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the Company; and ensure Board continuity of the Board and appropriate leadership at Board level.

In evaluating and selecting any candidate for directorship, the following criteria should be considered by the Nomination and Remuneration Committee and/or the Board: character and integrity; qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company’s business and strategy, and the potential contribution to the Board from the diversity aspects under the Board Diversity Policy; any measurable objectives adopted for achieving diversity on the Board; willingness and ability to devote adequate time to discharge duties as a member of the Board and Board committee(s) of the Company. Meanwhile, in order to comply with the Board Diversity Policy, the Nomination and Remuneration Committee and/or the Board may also conduct a wide search for candidates who are in the interests of the Company.

董事的委任、變更及重選連任

根據本公司章程（「**章程**」）的規定，董事由股東大會選舉產生，每屆任期不得超過三年，可連選連任。本公司已就新董事的委任執行一套有效程序。新董事提名事宜先由提名與薪酬委員會商議，然後再向董事會提交建議，並由股東大會選舉通過。

提名董事政策

本董事提名政策（「**本政策**」）旨在：載列本公司提名及委任董事的準則及程序；確保本公司的董事會成員具備切合本公司業務所需的技巧、經驗及多元觀點；及確保本公司的董事會的持續性及維持其領導角色。

在評估及挑選候選人擔任董事時，提名與薪酬委員會及／或董事會應考慮下列準則：品格與誠實。資格，包括專業資格、技巧、知識及與本公司業務及策略相關的經驗，以及董事會成員多元化政策所提述的多元化因素可為董事會帶來的任何潛在貢獻。為達致董事會成員多元化而採納的任何可計量目標。是否願意及是否能夠投放足夠時間履行身為董事會成員及擔任董事會轄下委員會的委員的職責。同時，為符合董事會成員多元化政策，提名與薪酬委員會及／或董事會亦會廣泛搜羅符合公司利益的候選人信息。

Corporate Governance Report

企業管治報告

Nomination Process of the Appointment of A New Director

1. The Nomination and Remuneration Committee and/or the Board should, upon receipt of the proposal on appointment of a new director and the biographical information (or relevant details) of the candidate, evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.
2. If the process yields one or more desirable candidates, the Nomination and Remuneration Committee and/or the Board shall rank them by order of preference based on the needs of the Company and reference check of each candidate (where applicable).
3. The Nomination and Remuneration Committee should then recommend to the Board to appoint the appropriate candidate for directorship (where applicable).
4. For any person that is nominated by a shareholder for election as a director at the general meeting of the Company, the Nomination and Remuneration Committee and/or the Board should evaluate such candidate based on the criteria as set out above and, where appropriate, make recommendation to shareholders in respect of the proposed election of director at the general meeting.

The Company has entered into a service contract or a letter of appointment with each of the Directors (including non-executive Directors) and the Supervisors. The service contracts and the letters of appointment are for a term of three years.

Regular Board Meetings

In accordance with the Articles of Association, the Board should hold no less than four regular meetings annually, to be convened by the chairman of the Board. Notices of not less than 14 days will be given for all regular Board meetings to provide all Directors with the opportunities to attend and include matters in the agenda for a regular meeting.

委任新董事提名程序

- 1、提名與薪酬委員會及／或董事會應在收到委任新董事的建議及候選人的個人資料（或相關詳情）後，依據上述準則評估該候選人，以判斷該候選人是否合資格擔任董事。
- 2、如過程涉及一個或多個合意的候選人，提名與薪酬委員會及／或董事會應根據本公司的需要及每位候選人的證明審查（如適用）排列他們的優先次序。
- 3、提名與薪酬委員會隨後應就委任合適人選擔任董事一事向董事會提出建議（如適用）。
- 4、就任何經由股東提名於本公司股東大會上選舉為董事的人士，提名與薪酬委員會及／或董事會應依據上述準則評估該候選人，並就於股東大會上選舉董事的提案向股東提出建議（如適用）。

本公司已與各董事（包括非執行董事）及監事訂立了服務合約或委任函，該等服務合約或委任函的期限為三年。

董事會定期會議

根據章程規定，董事會每年至少召開四次定期會議，會議由董事長召集。董事會定期會議通知於會議舉行前至少十四日送呈全體董事，以使彼等能有機會出席會議並於會議議程內加載有關事宜。

Corporate Governance Report

企業管治報告

For other committee meetings, the meeting notices, the agenda and accompanying Board papers are dispatched to the Directors or committee members within a reasonable timeframe to ensure that they have sufficient time to review the papers and be adequately prepared for the meetings.

Board meetings shall be held only if more than half of the Directors are present, except for when the Board is considering the matters relating to connected transaction as provided for under the Articles of Association.

Minutes of the Board meetings and the committee meetings will record in sufficient details the matters considered by the Board and the committees and the decisions reached, including any concerns raised by the Directors. Draft minutes of each Board meeting and committee meeting are/will be sent to the Directors for comments within a reasonable timeframe after the date on which the meeting is held.

For the year ended 31 December 2022, 11 Board meetings were held to review various matters within the scope of duties of the Board, such as annual results, interim results, financial reports, and the attendance of the individual Directors at these meetings is set out in the table below:

就其他委員會會議而言，本公司均以合理時間提前向董事或委員會成員發出會議通知、議程及相關董事會文件以確保彼等有充足時間審閱有關文件及充分著手準備出席會議。

除章程的董事會審議關連交易事項的情況外，董事會會議應當由二分之一以上的董事出席方可舉行。

董事會會議及委員會會議的會議記錄會詳盡記錄董事會及委員會所考慮的事宜及所達致的決定，包括董事提出的任何問題。各董事會會議及委員會會議的會議記錄草擬本會／將會於會議舉行後的合理時間內寄送至各董事，以供彼等考慮。

截至2022年12月31日止年度期間，董事會曾舉行11次董事會會議以審議年度業績、中期業績、財務報告等董事會職責範圍內事項，個別董事出席該等會議的情況載於下表：

Name of Directors		Attendance/ Number of Board Meetings Held in 2022 during the Director's tenure 出席／2022年董事 任期內召開董事會 會議次數
董事姓名		
Mr. Zhang Jun (appointed on 16 October 2022)	張軍先生（於2022年10月16日委任）	1/1
Mr. Zhang Guoxiang	張國祥先生	11/11
Mr. Cui Weilan	崔巍嵐先生	11/11
Ms. Liu Jiaoyang	劉驕揚女士	11/11
Ms. Liu Tingrong	劉廷榮女士	11/11
Ms. Wang Fangfei	王芳霏女士	11/11
Mr. Feng Yongxiang	馮永祥先生	10/11
Mr. Liu Bolin	劉博霖先生	11/11
Mr. Cao Ziwei (appointed on 16 October 2022)	曹子瑋先生（於2022年10月16日委任）	1/1
Mr. Li Wei (appointed on 16 October 2022)	李偉先生（於2022年10月16日委任）	1/1
Mr. Hu Yuntong (appointed on 16 October 2022)	胡耘通先生（於2022年10月16日委任）	1/1
Mr. Xu Hongcai (appointed on 16 October 2022)	徐洪才先生（於2022年10月16日委任）	1/1
Mr. Bai Qinxian (retired on 16 October 2022)	白欽先先生（於2022年10月16日退休）	10/10
Mr. Deng Zhaoyu (retired on 16 October 2022)	鄧昭雨先生（於2022年10月16日退休）	10/10
Mr. Qian Shizheng (retired on 16 October 2022)	錢世政先生（於2022年10月16日退休）	10/10
Mr. Ng Leung Sing (retired on 16 October 2022)	吳亮星先生（於2022年10月16日退休）	10/10
Mr. Yuan Xiaobin (retired on 16 October 2022)	袁小彬先生（於2022年10月16日退休）	10/10

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企業管治報告

For the year ended 31 December 2022, two general meetings of the Company were held and the attendance of the individual Directors at the meeting is set out in the table below:

截至2022年12月31日止年度期間，本公司曾舉行2次股東大會。個別董事出席股東大會的情況載於下表：

Name of Directors	Attendance/ Number of General Meetings Held in 2022 during the Director's tenure
董事姓名	出席／2022年 董事任期內召開 股東大會次數
Mr. Zhang Jun (appointed on 16 October 2022)	張軍先生（於2022年10月16日委任） 1/1
Mr. Zhang Guoxiang	張國祥先生 2/2
Mr. Cui Weilan	崔巍嵐先生 2/2
Ms. Liu Jiaoyang	劉驕楊女士 2/2
Ms. Liu Tingrong	劉廷榮女士 2/2
Ms. Wang Fangfei	王芳霏女士 2/2
Mr. Feng Yongxiang	馮永祥先生 2/2
Mr. Liu Bolin	劉博霖先生 2/2
Mr. Cao Ziwei (appointed on 16 October 2022)	曹子璋先生（於2022年10月16日委任） 1/1
Mr. Li Wei (appointed on 16 October 2022)	李偉先生（於2022年10月16日委任） 1/1
Mr. Hu Yuntong (appointed on 16 October 2022)	胡耘通先生（於2022年10月16日委任） 1/1
Mr. Xu Hongcai (appointed on 16 October 2022)	徐洪才先生（於2022年10月16日委任） 1/1
Mr. Bai Qinxian (retired on 16 October 2022)	白欽先先生（於2022年10月16日退任） 2/2
Mr. Deng Zhaoyu (retired on 16 October 2022)	鄧昭雨先生（於2022年10月16日退任） 2/2
Mr. Qian Shizheng (retired on 16 October 2022)	錢世政先生（於2022年10月16日退任） 2/2
Mr. NG Leung Sing (retired on 16 October 2022)	吳亮星先生（於2022年10月16日退任） 2/2
Mr. Yuan Xiaobin (retired on 16 October 2022)	袁小彬先生（於2022年10月16日退任） 2/2

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) as set out in Appendix 10 to the Listing Rules as the code of practice for carrying out securities transactions by the Directors and Supervisors. Having made specific enquiry with all the Directors and Supervisors, they have confirmed their compliance with the relevant standards stipulated in the Model Code for the year ended 31 December 2022.

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之上市發行人董事進行證券交易的標準守則（「**標準守則**」）為本公司董事及監事證券交易之守則。經向全體董事及監事作出具體查詢後，全體董事及監事確認，彼等截至2022年12月31日止年度期間已遵守標準守則所載之規定標準。

Corporate Governance Report

企業管治報告

Duties performed by the Board and management

The Board shall report to the general meeting and exercise the following powers, including: approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those that may involve conflict of interests), appointment of Directors and other significant financial and operational matters.

Directors could have recourse to seek independent professional advice in performing their duties at the Company's expense and are encouraged to access and consult with the Company's senior management independently.

The daily management, administration and operation of the Group are delegated to the senior management of the Company. The delegated functions and responsibilities are periodically reviewed by the Board. Approval has to be obtained from the Board prior to the entering of any significant transactions by the management of the Company.

CORPORATE GOVERNANCE FUNCTION

The Board is responsible for determining the policy for the corporate governance of the Company and performing the corporate governance duties as below:

1. to develop and review the Company's policies and practices on corporate governance;
2. to review and monitor the training and continuous professional development of Directors and senior management;
3. to review and monitor the Company's policies and practices on compliance with all legal and regulatory requirements;
4. to develop, review and monitor the code of conduct and compliance manual (if any) applicable to the employees and Directors; and
5. to review the Company's compliance with the Code Provisions and disclosure in the Corporate Governance Report.

董事會和管理層行使的職權

董事會對股東大會負責，行使下列職權，包括：批准及監督一切政策事宜、整體策略及預算、內部監控及風險管理系統、重大交易（特別是可能牽涉利益衝突者）、委任董事及其他主要財務及營運事宜。

董事於履行彼等職責時可尋求獨立專業意見，費用由本公司承擔。彼等亦被鼓勵向本公司高級管理層進行獨立諮詢。

本集團的日常管理、行政及營運交予高級管理層負責。授權職能及職責由董事會定期檢討。管理層訂立任何重大交易前須取得董事會批准。

企業管治職能

董事會負責制訂本公司之企業管治政策並履行以下企業管治職務：

- 1、制定及檢討本公司的企業管治的政策及常規；
- 2、檢討及監察董事及高級管理層的培訓及持續專業發展；
- 3、檢討及監察本公司的政策及常規符合所有法律及規例的要求；
- 4、制定、檢討及監察適用於僱員及董事的操守準則及合規手冊；及
- 5、檢討本公司遵守守則條文的情況及在《企業管治報告》內的披露。

Corporate Governance Report

企業管治報告

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

The Company has established a formal and transparent procedure for formulating policies on remuneration of Directors and senior management of the Group. Details of the remuneration of each of the Directors for the year ended 31 December 2022 are set out in note 7 to the financial statements.

The details of the senior management are disclosed in the section headed “Directors, Supervisors and Senior Management” in this report.

Remuneration paid to the senior management (including three Directors) for the year ended 31 December 2022 is as follows:

Remuneration Range (RMB) 薪酬範圍 (人民幣)		Number of People 人數
Up to 1,000,000	1,000,000元及以下	2
1,000,000 to 1,999,999	1,000,000元至1,999,999元	3
2,000,000 or above	2,000,000元及以上	2

DIRECTORS' LIABILITY INSURANCE

The Company has arranged appropriate insurance in respect of legal action against the Directors.

BOARD COMMITTEES

Audit Committee

For the year ended 31 December 2022, the Audit Committee comprises three Directors, namely Mr. Hu Yuntong (independent non-executive Director), Ms. Li Wei (independent non-executive Director) and Ms. Liu Jiaoyang (non-executive Director). Mr. Hu Yuntong is currently the chairman of the Audit Committee.

董事及高級管理層的薪酬

本公司已就制定本集團董事及高級管理層薪酬的政策設立正式及具透明度的程序。截至2022年12月31日止年度，各董事的薪酬詳情載於財務報表附註7。

高級管理層的詳細資料披露於本報告「董事、監事及高級管理層」一節。

截至2022年12月31日止年度，已付予高級管理層（包括三名董事）的薪酬如下：

董事責任保險

本公司已就針對董事提出的法律訴訟購買適當的保險。

董事委員會

審計委員會

截至2022年12月31日止年度，審計委員會由三名董事組成，成員為胡耘通先生（獨立非執行董事）、李偉先生（獨立非執行董事）和劉驕楊女士（非執行董事）。胡耘通先生目前為本公司審計委員會主任。

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企業管治報告

The main responsibility of the Audit Committee is to facilitate the communication, supervision and verification in respect of the Company's internal and external auditing. Its main functions and powers are, including but not limited to, proposing the appointment or replacement of the external auditors; overseeing the Company's internal audit system and its implementation, and reviewing the Group's financial and accounting policies and practices; auditing the financial information of the Company and its disclosure; reviewing the Company's internal monitoring and risk management systems; examining the Letter of Audit Description provided by the external auditors to the management, any material queries raised by the auditors to the management in respect of formulating whistle-blowing policies and systems, etc.

The written terms of reference of the Audit Committee are available on the websites of the Hong Kong Stock Exchange and the Company.

For the year ended 31 December 2022, four meetings of the Audit Committee were held to review various matters within the scope of duties, such as annual results, interim results and elect the chairman of the Audit Committee.

The attendance of members of the Audit Committee at meetings of the Audit Committee is set out in the table below:

審計委員會主要負責本公司內、外部審計的溝通、監督和核查工作。其主要職責為：提議聘請或更換外部審計機構；監督本公司的內部審計制度及其實施；檢討本集團的財務及會計政策及實務；審核本公司的財務信息及其披露；審查本公司內部監控及風險管理系統；檢查外部審計機構給予管理層的《審核情況說明函件》、審計師就會計紀錄製定舉報政策及系統等。

審計委員會的書面職權範圍於香港聯交所及本公司網站可供查閱。

截至2022年12月31日止年度期間，審計委員會共舉行4次會議，以審議年度報告、審議中期業績報告、選舉主任委員等職責範圍內事項。

各審計委員會成員出席會議的情況載於下表：

Name		Attendance/ Audit Committee meetings held in 2022 during the Director's tenure 出席／2022年董事 任期內召開審計 委員會會議次數
Mr. Hu Yuntong (appointed on 16 October 2022)	胡耘通先生（於2022年10月16日委任）	2/2
Ms. Li Wei (appointed on 16 October 2022)	李偉先生（於2022年10月16日委任）	2/2
Ms. Liu Jiaoyang	劉驕揚女士	4/4
Mr. Qian Shizheng (retired on 16 October 2022)	錢世政先生（於2022年10月16日退任）	2/2
Mr. Yuan Xiaobin (retired on 16 October 2022)	袁小彬先生（於2022年10月16日退任）	2/2

Corporate Governance Report

企業管治報告

NOMINATION AND REMUNERATION COMMITTEE

For the year ended 31 December 2022, the Nomination and Remuneration Committee comprises three Directors, namely Mr. Cao Ziwei (independent non-executive Director), Mr. Zhang Guoxiang (executive Director) and Mr. Xu Hongcai (independent non-executive Director). Mr. Cao Ziwei is currently the chairman of the Nomination and Remuneration Committee of the Company.

The main responsibility of the Nomination and Remuneration Committee is to assist the Board to formulate the recruitment procedures and assessment standards for Directors and senior management of the Company and conduct preliminary assessment on the qualifications and conditions of candidates to be appointed within its area of competence; study and formulate the remuneration plans, performance appraisal systems and incentive schemes of Directors, supervisors and senior management of the Company, make recommendations to the Board on the remuneration packages of the Directors, supervisors and senior management of the Company and supervise the implementation of plans and systems.

The written terms of reference of the Nomination and Remuneration Committee are available on the websites of the Hong Kong Stock Exchange and the Company.

For the year ended 31 December 2022, three meetings of the Nomination and Remuneration Committee were held to review various matters within the scope of duties, such as the nomination and appointment of co-presidents, removal of senior management of the Company and nomination of candidates for independent non-executive directors of the fourth session of the Board and remuneration of directors of the fourth session of the Board.

提名與薪酬委員會

截至2022年12月31日止年度，提名與薪酬委員會由三名董事組成，成員為：曹子瑋先生（獨立非執行董事）、張國祥先生（執行董事）、徐洪才先生（獨立非執行董事）。曹子瑋先生目前為本公司提名與薪酬委員會主任。

提名與薪酬委員會的主要職責為協助董事會擬定本公司董事、高級管理人員的選任程序和標準，對擬任人選的任職資格和條件進行初步審核，檢討及擬定董事、監事和本公司高級管理人員的薪酬方案、績效考核制度以及激勵方案，向董事會提出關於本公司董事、監事和高級管理人員的薪酬待遇的建議，並監督方案或制度的實施。

提名與薪酬委員會的書面職權範圍於香港聯交所及本公司網站可供查閱。

截至2022年12月31日止年度期間，提名與薪酬委員會共舉行3次會議，以任命提名本公司聯席總裁、高級管理人員免職及提名本公司第四屆董事會獨立非執行董事候選人及關於本公司第四屆董事會董事薪酬等職責範圍內事項。

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The attendance of the members of the Nomination and Remuneration Committee at the meetings of the Nomination and Remuneration Committee is set out in the table below:

提名與薪酬委員會成員出席會議的情況載於下表：

Name		Attendance/ Number of Nomination and Remuneration Committee meetings held in 2022 during the Director's tenure 出席／2022年董事 任期內召開提名與 薪酬委員會會議次數
Mr. Cao Ziwei (appointed on 16 October 2022)	曹子瑋先生（於2022年10月16日委任）	0/0
Mr. Zhang Guoxiang	張國祥先生	3/3
Mr. Xu Hongcai (appointed on 16 October 2022)	徐洪才先生（於2022年10月16日委任）	0/0
Mr. Bai Qinxian (retired on 16 October 2022)	白欽先先生（於2022年10月16日退任）	3/3
Mr. Deng Zhaoyu (retired on 16 October 2022)	鄧昭雨先生（於2022年10月16日退任）	3/3

Board Diversity Policy

The Company believes that the diversification of the Board is beneficial for enhancing the performance of the Company. Therefore, the Company has established the “Policy on Diversification of Members of the Board” to ensure that when determining the composition of the Board, the Company will consider the diversification of members of the Board from various aspects, including but not limited to age, gender, cultural and educational background, professional experience, skills and knowledge. All appointments to the Board shall follow the principle of meritocracy, taking into account objectively the benefits of diversification of members of the Board when considering the candidates. The candidates of the Board are selected based on a range of diversified perspectives, including but not limited to age, gender, cultural and educational background, professional experience, skills and knowledge.

As at the date of this report, the Board has three female Directors, representing 25% of the Board. The Board targets to maintain at least the current level of female representation. When appointing new Directors, the Board will fully consider the gender ratio of existing Directors and strive to increase the proportion of female members over time as and when suitable candidates are identified.

董事會成員多元化政策

本公司相信董事會成員多元化將對提升本公司的表現益處良多，因此本公司已制定《董事會成員多元化政策》，確定在設定董事會成員組合時會從多個方面考慮董事會成員多元化，包括但不限於年齡、性別、文化及教育背景、專業經驗、技能及知識。董事會所有委任均以用人唯才為原則，並在考慮人選時以客觀條件顧及董事會成員多元化的益處。甄選董事會人選將按一系列多元化範疇為基準，包括但不限於年齡、性別、文化及教育背景、專業經驗、技能及知識。

截至本報告發布之日，本公司董事會有三名女性董事，佔董事會成員的25%。董事會力圖至少保持目前的女性董事人數水平。在任命新董事時，董事會將充分考慮現有性別比例開在確定合適的候選人時努力增加女性董事成員的比例。

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The Nomination and Remuneration Committee will disclose the composition of the Board annually in the “Corporate Governance Report” and monitor the implementation of the policy. The Nomination and Remuneration Committee will review the policy when appropriate to ensure the effectiveness of the policy. The Nomination and Remuneration Committee will discuss any possible amendments and make recommendations to the Board for approval.

Strategic Investment Committee

For the year ended 31 December 2022, the Strategic Investment Committee comprises three Directors, namely Mr. Li Wei (independent non-executive Director), Mr. Zhang Guoxiang (executive Director) and Mr. Cui Weilan (executive Director). Mr. Li Wei is currently the chairman of the Strategic Investment Committee.

The primary responsibilities of the Strategic Investment Committee are to examine and advise the Board on our long-term development strategies and major investment decisions.

The written terms of reference of the Strategic Investment Committee are available on the websites of the Hong Kong Stock Exchange and the Company.

For the year ended 31 December 2022, a meeting of the Strategic Investment Committee was held to review various matters within the scope of duties, such as the appointment of the chairman of the Strategic Investment Committee.

The attendance of members of the Strategic Investment Committee at the meetings of the Strategic Investment Committee is set out in the table below:

提名與薪酬委員會將每年在《企業管治報告》中披露董事會組成，並監察本政策的執行。提名與薪酬委員會將在適當時候檢討本政策，以確保本政策行之有效。提名與薪酬委員會將會討論任何或需作出的修訂，再向董事會提出修訂建議，由董事會審批。

戰略投資委員會

截至2022年12月31日止年度，戰略投資委員會由三名董事組成，成員為：李偉先生（獨立非執行董事）、張國祥先生（執行董事）、崔巍嵐先生（執行董事）。李偉先生目前為戰略投資委員會主任。

戰略投資委員會的主要職責為對本公司長期發展戰略和重大投資決策進行研究並向董事會提出建議。

戰略投資委員會的書面職權範圍於香港聯交所及本公司網站可供查閱。

截至2022年12月31日止年度期間，戰略投資委員會共舉行1次會議，以選舉主任委員等職責範圍內事項。

戰略投資委員會成員出席會議的情況載於下表：

Name		Attendance/ Number of Strategic Investment Committee meetings held in 2022 during the Director's tenure 出席/2022年董事 任期內召開戰略投資 委員會會議次數
Mr. Li Wei (appointed on 16 October 2022)	李偉先生（於2022年10月16日委任）	0/0
Mr. Zhang Guoxiang	張國祥先生	1/1
Mr. Cui Weilan	崔巍嵐先生	1/1
Mr. Deng Zhaoyu (retired on 16 October 2022)	鄧昭雨先生（於2022年10月16日退任）	1/1

Corporate Governance Report

企業管治報告

Risk Management Committee

For the year ended 31 December 2022, the Risk Management Committee comprises three Directors, namely Mr. Cui Weilan (executive Director), Mr. Zhang Guoxiang (executive Director) and Ms. Liu Tingrong (non-executive Director). Mr. Cui is currently the chairman of the Risk Management Committee.

According to the “Rules of Procedures of the Risk Management Committee of Hanhua Financial Holding Co., Ltd.”, the primary responsibilities of the Risk Management Committee are to provide professional advice to the Board or making decisions on professional matters pursuant to the authority granted by the Board in relation to the risk management.

The written terms of reference of the Risk Management Committee are available on the websites of the Hong Kong Stock Exchange and the Company.

For the year ended 31 December 2022, two meetings of the Risk Management Committee were held to review various matters within the scope of duties, such as reviewing of internal control evaluation report and election of chairman of the Risk Management Committee.

The attendance of members of the Risk Management Committee at the meetings of the Risk Management Committee is set out in the table below:

Name

姓名

Mr. Cui Weilan
Mr. Zhang Guoxiang
Ms. Liu Tingrong

崔巍嵐先生
張國祥先生
劉廷榮女士

風險管理委員會

截至2022年12月31日止年度，風險管理委員會由三名董事組成，成員為：崔巍嵐先生（執行董事）、張國祥先生（執行董事）及劉廷榮女士（非執行董事）。崔巍嵐先生目前為風險管理委員會主任。

根據《瀚華金控股份有限公司風險管理委員會議事規則》，風險管理委員會的主要職責為向董事會提供風險管理相關的專業意見或根據董事會授權就有關風險管理專業事項進行決策。

風險管理委員會的書面職權範圍於香港聯交所及本公司網站可供查閱。

截至2022年12月31日止年度期間，風險管理委員會共舉行2次會議，以審議內部控制評價報告及選舉主任委員等職責範圍內事項。

風險管理委員會成員出席會議的情況載於下表：

Attendance/Number of Risk Management Committee meetings held in 2022 during the Director's tenure 出席／2022年董事任期內召開風險管理委員會會議次數

2/2
2/2
2/2

Corporate Governance Report

企業管治報告

DIVIDEND POLICY OF THE COMPANY

The dividend policy was adopted pursuant to the resolution passed by the Board on 12 December 2018.

Principle of profit distribution

The Company shall attach importance to reasonable returns to investors and adopt a consistent and stable profit distribution policy.

In deciding whether to propose a dividend and in determining the dividend amount, the Board will take into account the Group's earnings performance, financial position, investment requirements and future prospects.

On the premise of meeting the day-to-day capital requirements, predictable important investment plan or significant cash expenditures, the Board can, in accordance with the operating profit and cash flow of the current period, advise whether to distribute dividend and the specific scheme shall be submitted to the general meeting of the Company for approval after being reviewed by the Board.

The Company adopts a combination of cash, shares or cash and shares for profit distribution and gives priority to profit distribution in cash. The Company will handle relevant matters on withholding and payment of tax when distributing dividends in accordance with relevant laws and regulations for the time being in force and relevant requirements on taxation in the PRC.

DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING IN RESPECT OF FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for preparing the financial statements of the Company for the year ended 31 December 2022 which give a true and fair view of the affairs of the Company and the Group and of the Group's results.

The senior management has provided to the Board such explanation and information as necessary to enable the Board to carry out an informed assessment of the Company's financial statements, which are put to the Board for approval. The Company provides all members of the Board with monthly updates on the Company's performance, positions and prospects.

公司股息政策

根據本公司董事會於2018年12月12日通過的決議案所採納：

利潤分配原則及形式

公司應重視對投資者合理投資回報，實行連續、穩定的利潤分配政策。

在決定是否建議派發股息及釐定股息金額時，董事會將考慮本集團的收益表現、財務狀況、投資需求及未來前景。

在滿足日常的資金需求、可預期的重大投資計劃或重大現金支出的前提下，董事會可以根據公司當期經營利潤和現金流情況建議是否派發股息，具體方案須經董事會審議後提交公司股東大會批准。

公司採取現金、股票或者現金股票相結合的方式分配利潤，並優先考慮採取現金方式分配利潤，並將根據屆時有效的相關法律、法規及稅收規定，在派發股息時依法辦理相關代扣代繳事宜。

董事有關財務報表的財務申報責任

董事明白彼等須編製本公司截至2022年12月31日止年度的財務報表的職責，以真實公平地反映本公司及本集團的事實以及本集團的業績。

高級管理層已向董事會提供必要的闡釋及數據，使董事會能對提呈予董事會批准的本公司財務報表進行知情的評估。本公司已向董事會全體成員提供有關本公司表現、狀況及前景的每月更新資料。

Corporate Governance Report

企業管治報告

The Board is not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Group's ability to continue as a going concern.

The statement by the auditors of the Company regarding their reporting responsibilities on the consolidated financial statements of the Company is set out in the Independent Auditor's Report on pages 143 to 146 of this report.

CHANGES OF MEMBERS OF SENIOR MANAGEMENT

As at the date of this report, Mr. Luo Xiaobo ceased to be a vice-president of the Company on 16 October 2022. On 16 October 2022, the Company appointed Mr. Cui Weilan as president of the Company, Mr. Zhou Xiaochuan as co-president of the Company, Mr. Yuan Guoli as vice president of the Company, Mr. Ren Weidong as vice president of and finance manager of the Company, and Ms. Peng Ying as Secretary of the Board.

The term of the above senior management is the same as the term of the directors of the fourth session of the Board.

As at the date of this report, details of the Senior Management are set out under the section headed "Directors, Supervisors and Senior Management" of this report.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board recognizes its responsibilities in relation to monitoring the risk management and internal control system of the Company. It also performs supervision and inspection on the effectiveness of the risk management and internal control system through the Risk Management Committee and the Audit Committee on an annual basis. Risk management and internal control system are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

董事會並不知悉與可能對本集團持續經營構成重大疑問的事件或狀況有關的任何重大不確定因素。

本公司核數師就彼等有關本公司綜合財務報表的申報責任作出的聲明載於本報告第143頁至146頁的獨立審計報告。

高級管理層成員變更

於本報告日期，本公司於2022年10月16日羅小波先生辭任副總裁一職；於2022年10月16日，本公司聘任崔巍嵐先生為公司總裁；聘任周小川先生為公司聯席總裁；聘任袁國利先生為公司副總裁；聘任任為棟先生為公司副總裁；聘任任為棟先生為財務負責人；聘任彭影女士為董事會秘書。

上述高級管理人員任期與第四屆董事會董事任期一致。

於本報告日期之高級管理層的詳細資料載列於本報告「董事、監事及高級管理層」一節。

風險管理及內部監控

董事會確認其監管本公司的風險管理及內部監控系統的責任，並通過風險管理委員會、審計委員會，每年對風險管理及內部監控系統的有效性進行監督與檢查。風險管理與內部監控系統旨在管理而非消除未能達成業務目標的風險，而且只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。

Corporate Governance Report

企業管治報告

The Board has set up the Risk Management Committee, which is responsible for providing professional advice on risk management to the Board and making decisions on professional matters in relation to risk management under the authorization of the Board. The Risk Management Committee categorizes and streamlines the strategic risks, financial risks, operational risks and legal risks which potentially arise from operation of the Company, and assigns the duties of monitoring, initial assessment, formulating risk response strategy, implementation of strategy and alert of risk to different functions and departments. These functions and departments will then carry out initial risk information collection and risk assessment, while the internal control and audit department and the senior management of the Company will supervise and improve the risk management, and report to the Risk Management Committee as necessary.

Based on the business nature of the Company, the Company established the risk management special committee at its subsidiary level, which focused on the management of business risks such as operational risks under the supervision of the Risk Management Committee of the Board. The risk management special committee has three tiers and six regional risk review centres, which substantially optimize and reform the control procedures of credit risks, operational risks and legal compliance risks according to the principles of separation of front, middle and back offices and effective supervision and control. The risk management special committee also formulates regulatory documents such as the standard operating procedure and measures for managing operational risks, with a view to establishing an internal control and risk management system covering our whole business process. The business department collects raw information on risk and conducts risk assessment; the risk management department formulates business risk strategy and raise business risk resolutions; and the internal control and audit department and the senior management of the Company are responsible for relevant supervision and improvement work, and, where necessary, report to the Risk Management Committee.

董事會下設風險管理委員會，負責向董事會提供風險管理相關的專業意見或根據董事會授權就有關風險管理專業事項進行決策。風險管理委員會針對公司運營過程中可能產生的戰略風險、財務風險、營運風險、法律風險等進行分類與梳理，任命不同的職能部門對風險進行監控、初步評估、制定風險應對策略、策略執行與報警。由各職能部門收集風險初始信息並進行風險評估，由內控審計部門與公司領導層進行監督與改進，在必要時匯報至風險管理委員會。

根據本公司業務特點，本公司下屬層面設風險管理專業委員會在董事會風險管理委員會領導下工作，重點針對運營、操作等業務風險進行管理。風險管理專業委員會分三個層級和六個區域風險審批中心，按照前中後台分離，有效監督制約的原則，對信用風險、操作風險、法律合規風險控制流程進行較大的優化改革，並制定業務操作規範、操作風險管理辦法等規範性文件，構建起覆蓋全業務流程的內部監控及風險管理體系。由業務部門收集風險初始信息、進行風險評估、由風險管理部門制定業務風險策略，提出業務風險解決方案，由內控審計部門與公司領導層對風險管理進行監督與改進，並在必要時匯報至風險管理委員會。

Corporate Governance Report

企業管治報告

The Group carries out communication in a timely manner regarding the identified major internal control flaws and prudently assesses potential risks. The responsible department shall propose relevant corrective actions and obtain approval from the senior management prior to the implementation. The senior management and the internal control and audit department monitor the implementation status and ensure timely and proper remediation of relevant monitoring flaws.

The Group has formulated the policies and procedures for handling and disclosing inside information, which are set out in the section headed “Management of Inside Information and Insiders” of the Administrative Rules for Information Disclosure of Hanhua Financial Holding Co., Ltd. (《瀚華金控股份有限公司信息披露管理辦法》). The information and date to be disclosed shall be properly reviewed and approved by the Board to ensure its timeliness, accuracy, sufficiency and effectiveness, and shall be closely monitored after disclosure.

The Board has set up the Audit Committee, which is responsible for reviewing the Company’s internal control, ensuring that the management has fulfilled its duties to establish an effective internal control system, and proactively or, as delegated by the Board, conducting analysis of key investigation findings and the management’s response in relation to relevant internal control issues.

The Risk Management Committee and the Audit Committee, in collaboration with the Company’s internal control and audit department, have carried out a comprehensive assessment and review on the system building and implementation particulars of the Company’s internal control and the effectiveness of its risk management system for 2022. The Board considers that those systems are effective and adequate. Such review shall be performed at least once per year and shall cover relevant year(s).

本集團及時就所識別的重大內部監控瑕疵進行溝通，並審慎評估潛在風險。身為監控責任人的部門提出糾正措施，並於實施前獲得領導層批准。領導層及內控審計部門監察實施情況，確保及時妥善解決監控瑕疵。

本集團制定了處理及發佈內幕消息政策及程序，載列於《瀚華金控股份有限公司信息披露管理辦法》之「內幕信息及其知情人管理」章節。將予披露的信息或數據由董事會妥為審閱及批准，確保內幕消息的及時、準確、充分及有效，並於披露後密切監察。

董事會下設審計委員會，負責審查公司內部監控，確保管理層有履行職責建立有效的內控系統，並主動或應董事會的委派就有關內控事宜的重要調查結果及管理層的響應進行研究。

風險管理委員會、審計委員會，協同公司內控審計部，對本公司2022年度的內部控制制度建設及運行情況、風險管理系統的有效性進行了全面評價及檢討。董事會認為該等系統有效及足夠。該檢討將每年至少進行一次，涵蓋相關的年期。

Corporate Governance Report

企業管治報告

AUDITORS' REMUNERATION

For the year ended 31 December 2022, the total remuneration paid or payable to the Company's auditors, KPMG and other accounting firms, for audit and audit related services amounted to a total of RMB8.08 million, totaling RMB8.08 million.

An analysis on the remuneration paid or payable to KPMG, and the remuneration paid or payable to other accounting firms for the provision of annual auditing services to the Company's subsidiaries is as follows:

Services by the Auditors

核數師的服務項目

Amount (RMB)

金額(人民幣)

Auditing service:	核數服務:	
Annual auditing services	年度核數服務	8,080,000.00
Total	總計	8,080,000.00

COMPANY SECRETARY

The company secretary of the Company are responsible for advising the Board on corporate governance matters and ensuring that the Board policies and procedures, and the applicable laws, rules and regulations are followed. Mr. Ren Weidong has been appointed as our sole company secretary in September 2018.

Mr. Ren has undertaken not less than 15 hours of relevant professional training in compliance with Rule 3.29 of the Listing Rules for the year ended 31 December 2022.

核數師酬金

截至2022年12月31日止年度，就核數及核數相關服務已付或應付予本公司的核數師畢馬威會計師事務所及其他會計師事務所的酬金總額為人民幣8.08百萬元，合共為人民幣8.08百萬元。

已付或應付予畢馬威會計師事務所及為下屬附屬公司提供年度審計服務的其他會計師事務所酬金的分析載列如下：

公司秘書

本公司的公司秘書負責就企業管治事宜向董事會提出建議，並確保遵循董事會的政策及程序、適用法律、規則及法規。於2018年9月，本公司聘任任為棟先生為本公司唯一公司秘書。

截至2022年12月31日止年度期間，任先生已符合上市規則第3.29條進行不少於15小時的相關專業培訓。

Corporate Governance Report

企業管治報告

RELATIONSHIP WITH SHAREHOLDERS AND STAKEHOLDERS

The Company considers that effective communication with shareholders and stakeholders are essential for enhancing investor relations and understanding of the Group's business, performance and strategies. The general meeting of shareholders of the Company provides an opportunity for shareholders to communicate directly with Directors and senior management of the Company. The chairman of the Board, chairman of the Board Committees and certain members of the senior management of the Company will attend the general meetings to answer shareholders' questions. The Company has also issued notices, announcements, circulars, interim and annual reports to keep shareholders informed of the latest development of the Company.

The Company has formulated the Shareholder Communication Policy to maintain close contact with the investors. During the reporting period, the Company strengthened the communication between investors and potential investors by holding Shareholders' meetings, accepting investors' visits and research, telephone conference exchanges by one-to-one or one-to-many, accepting inquiries or email replies to improve investors' understanding and recognition of the Company and improve corporate governance to maximize the Company's overall interests and protect the legitimate rights and interests of investors. During the Reporting Period, the Company effectively implemented the Shareholder Communication Policy.

The Company publishes the Company's address, investor relations phone number and email address in detail on the Company website and regular reports, and also arranges a special person to answer investors' calls, respond to investor emails, and report to Company leaders in a timely manner.

The Company has maintained continuous close relationship with stakeholders, including customers, employees, suppliers, regulatory authorities and the public. The Company is devoted to balance the opinions and interests of the stakeholders through constructive communication, so as to set the long-term development direction for the Company and the regions where its business operates.

與股東及利益相關人士的關係

本公司認為，與股東及利益相關人士的有效溝通對加強投資者關係及使投資者瞭解本集團的業務、表現及策略非常重要。本公司股東大會提供股東與董事及高級管理人員直接溝通的機會，董事長及各董事會專門委員會主任以及部分高級管理人員將出席股東大會解答股東提問。本公司亦透過刊發通告、公告、通函、中期與年度報告以使股東及時瞭解本公司最新動向。

公司制定了《股東通訊政策》，保持與投資者密切聯繫。報告期內，公司通過召開股東大會、接受投資者來訪調研、一對一或一對多的電話會議交流、接受來電諮詢或郵件回復等方式，加強投資者及潛在投資者之間的溝通，增進投資者對公司的瞭解和認同，提升公司治理水平，以實現公司整體利益最大化和保護投資者合法權益。報告期內，公司有效執行了上述制度。

本公司在公司網站及定期報告中詳細公佈了公司地址、投資者關係電話及電子郵件，並安排專人負責接聽投資者電話，處理投資者郵件，並及時向公司領導報告。

本公司與利益相關人士，包括客戶、僱員、供貨商、監管機構及公眾人士保持持續緊密聯繫。本公司透過具有建設性的溝通，努力平衡各利益相關人士的意見及利益，從而為本公司與業務所在區域釐定長遠的發展方向。

Corporate Governance Report

企業管治報告

Taking Haier Electronics, the major strategic cooperation customer of the Company's supply chain financial business, as an example. Established in 1984, Haier Group is one of the world's largest manufacturers of household electronic appliances and has a large number of distributors in the PRC. Since 2012, Haier Finance Co., Ltd. has established business relationship with Hanhua Guarantee, a subsidiary of the Company, for the provision of supply chain financial services to distributors of the distribution channels of Haier Group, and has maintained such business cooperation for over 10 years. Despite the close relationship with Haier Group, Shell Oil and other major customers, the Company holds a firm position on adopting the same credit requirements as other customers and makes provision according to industry regulations. The Company is aware that the risks in cooperating with major customers mainly arise from their operating risks, hence it does not fully rely on the credit of the major customers, rather, it applies strict screening on SME borrowers through credit rating system so as to diversify the operating risks of its major clients.

On 16 October 2022, the first extraordinary general meeting of the Company in 2022 considered and approved the proposal in relation to the amendment of the Articles of Association. The latest version of the Company's Articles of Association has been published on our Company's website (www.hanhua.com) and the Hong Kong Stock Exchange website, respectively.

以本公司供應鏈金融主要戰略合作客戶之一海爾電器為例。海爾集團成立於1984年，是全球最大的家電製造商之一，在中國境內的經銷商數量龐大。從2012年起海爾財務公司就與本公司旗下附屬公司瀚華擔保建立了業務合作關係，為海爾集團經銷渠道的經銷商提供供應鏈金融服務，至今已超過10年。儘管與海爾集團、殼牌石油等主要客戶建立了密切的合作關係，本公司仍堅持與其他客戶一致的嚴格信貸條件，並按照行業監管規定進行撥備。本公司深知與主要客戶合作的風險主要來自其經營風險，因此，本公司並非完全依賴主要客戶的主體信用，而是對借款的中小客戶通過施行評級授信體系予以較嚴格的准入篩選，從而分散來自於核心客戶的經營風險。

2022年10月16日，本公司2022年第一次臨時股東大會審議並通過了關於修訂公司章程的議案，本公司的公司章程最新版本分別登載於香港聯交所網站及本公司網站(www.hanhua.com)。

Environmental, Social and Governance Report

環境、社會及管治報告

REPORTING PERIOD AND SCOPE

This is an annual report prepared by the Company, together with its subsidiaries to fulfil the requirements of the Environmental, Social and Governance Reporting Guide contained in Appendix 27 to the Listing Rules. This report covers the financial year from 1 January 2022 to 31 December 2022 (the “**Reporting Period**”), and aims to provide investors with an overview of the environmental, social and governance work of the Group (covering Chongqing headquarters region, excluding other branches in Mainland China and institutions in Hong Kong region).

REPORTING PRINCIPLE

The Group has complied with materiality, quantification, balance and consistency reporting principles in disclosing its Environmental, Social and Governance performance for the Reporting Period.

Materiality – The Group pledges to carry out materiality assessments to identify material environmental and social issues that have major impacts on investors and other stakeholders when it has the capacity to do so.

Quantitative – Key performance indicators (“**KPIs**”) have been established, and are measurable and applicable to make valid comparisons under appropriate conditions; information on the standards, methodologies, assumptions, and/or calculation tools used, and sources of conversion factors used, have been disclosed when applicable.

Balance – The Report presents the Group’s performance during the Reporting Period in an impartial manner, avoiding choices, omissions or presentation formats that may unduly influence readers’ decisions or judgements.

Consistency – Consistent statistical methodologies and presentation of KPIs have been used to allow meaningful comparisons of related data over time.

報告期間及範圍

本報告為本公司及連同其附屬公司為滿足上市規則附錄二十七《環境、社會及管治報告指引》要求所編製的年度報告。本報告涵蓋2022年1月1日至2022年12月31日止財務年度（「**報告期**」）的工作，旨在向本公司的投資者概述本集團（涵蓋重慶總部地區，不包括中國內地其他分支機構及香港地區機構）在環境、社會及管治方面的工作。

報告原則

本集團於披露其報告期間的環境、社會及管治表現時已遵守重要性、量化、平衡及一致性報告原則。

重要性 – 本集團承諾在有能力的情況下進行重要性評估，以確定對投資者和其他持份者有重大影響的重大環境及社會問題。

量化 – 已制定關鍵績效指標（「**關鍵績效指標**」），關鍵績效指標為可計量且適用於在適當條件下進行有效比較；所用的標準、方法、假設及／或計算工具的資料，以及所使用的轉換因素的來源已在適用時予以披露。

平衡 – 本報告以不偏不倚的方式呈報本集團於報告期間的表現，以避免可能會不恰當地影響讀者決策或判斷的選擇、遺漏或呈報方式。

一致性 – 已使用一致的披露統計方法及關鍵績效指標的呈報方式，以令有關數據日後可作有意義的比較。

Environmental, Social and Governance Report

環境、社會及管治報告

The Company strictly complies with applicable laws and regulations including the Company Law of the PRC and the Hong Kong Companies Ordinance. It is committed to maintaining high-level corporate governance. It makes decisions and plans through professional committees under the Board and relevant professional committees and special work teams under the management of the Company. It has also established rules and systems regarding human resources management, financial resources management, technological resource management, information resource management, corporate culture building and risk control and management, so as to form a common code of conduct for employees, provide guidelines for daily work, and ensure that the Company's operation meets the requirements of safety, efficiency, green and harmony in terms of systems, resources and personnel. Please refer to the Corporate Governance Report in the 2022 Annual Report for details of corporate governance of the Company.

VISION AND STRATEGY OF ENVIRONMENTAL, SOCIAL AND GOVERNANCE

As an enterprise dedicated to offering comprehensive financial services, our vision in environmental, social and governance is to be a model for the inclusive financial industry in China.

In terms of social responsibility, we are committed to providing inclusive finance and serving SMEs and individuals, and constantly expanding the scale and scope of our services. In terms of environmental practice, we strive to implement office "digitalization", advocate environmental protection and reduce environmental costs. In terms of corporate governance, we actively improve our corporate rules and systems and strengthen risk management and compliance management. We integrate corporate environmental and social responsibility considerations into business decisions. In realizing our vision and making business decisions, we adhere to the principles of credibility and sustainability, and balance the benefits of all parties involved.

本公司嚴格遵守《中華人民共和國公司法》、香港《公司條例》等適用法律法規，致力維持高水平的企業管治，本公司通過董事會下設的各專業委員會以及本公司經營層下設的有關專業委員會及專項工作小組，進行決策部署，圍繞著人力資源管理、財務資源管理、科技資源管理、信息資源管理、企業文化建設和風險控制體系等建立了相關的制度體系，以便形成員工共同的行為指引，指導日常工作開展，在制度、資源和人員上保障企業運營滿足安全、高效、綠色及和諧的要求。有關本公司企業管治的詳情，請參閱本公司2022年年度報告內的企業管治報告。

環境、社會及管治願景和策略

作為致力於提供綜合金融服務的企業，我們在環境、社會及管治方面的願景是成為普惠金融的中國樣本。

在社會責任方面堅持普惠金融、堅持服務中小微企業和個人，並不斷提高服務規模和範圍；在環境方面努力實踐「數字化」要求，全面提倡環保，降低環境成本；在企業管治方面積極完善現代企業制度，強化風險管理、合規管理。本公司將企業環境、社會責任因素全面融入業務決策，在實現願景及作業務決策時，我們恪守信用原則、可持續發展原則，並均衡相關各方利益。

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The Company will continue to improve its strategies in respect of environmental, social and governance in the future. We have established regular communication mechanism with our major stakeholders to timely understand their expectations and allow them to provide feedback to us so as to improve the Group's management of environmental, social and governance.

未來本公司還將不斷發展關於環境、社會及管治方面的策略。我們與主要利益相關者建立了定期溝通機制，及時瞭解他們的期望，並讓他們向我們提供反饋，以改善集團在環境、社會和治理方面的管理。

Major stakeholder 主要利益相關方

Communication channel 溝通途徑

Regulators
監管機構

Respond to the nation's call and implement regulatory policy
響應國家號召，落實監管政策

Enhance operational and management performance
提升經營管理績效

Support the development of real economy
支持實體經濟發展

Implement the requirements of regulators
落實監管機構要求

Regular report
定期匯報工作

Investors
投資者

Annual/interim results presentations on a regular basis
定期舉辦年度／中期業績發佈會

General meeting to update investors on our operation
召開股東大會，更新投資者對公司運營的瞭解

Website maintenance to ensure investors' timely access to the latest information of the Company
維護本公司網站，保障投資者及時獲取本公司最新信息

Routine research, interaction and visit
日常本公司調研，互動走訪

Employees
員工

Induction training to encourage exchange between new recruits and department heads
開展員工入職培訓，幫助新員工與各部門負責人交流

Conclusion meeting and annual spring meeting on a regular basis
定期舉辦工作總結會議和迎春年會

Attend meetings, seminars and training sessions organized by external parties
參與社會機構舉辦的會議、座談、培訓

Performance management evaluation
績效管理評估

Environmental, Social and Governance Report

環境、社會及管治報告

Major stakeholder 主要利益相關方	Communication channel 溝通途徑
Customers 客戶	Website, official WeChat account and other online channels 網站、微信公眾號等互聯網渠道 Customer visit and site visit 走訪客戶、進行項目考察 Seminar, conference and appreciation meeting 座談會、研討會、答謝會
Community 社區	Promoting financial literacy 開展金融教育 Active donation 積極參與捐贈 Assistance to the disadvantaged groups 扶助弱勢群體 Participation in voluntary service 開展志願服務
Industry peers 同業機構	Attending trade associations and industry forums 加入行業協會、參加行業論壇 Visiting and inspecting industry peers 到同業公司拜訪、考察
Partners 合作夥伴	Centralized procurement in an open, transparent and fair manner 公開、透明、公正地集中採購 Procurement management system combining online and offline channels 在線、線下相結合的採購管理系統

Environmental, Social and Governance Report

環境、社會及管治報告

KEY PERFORMANCE INDICATORS

關鍵績效指標

	Performance indicator 績效指標	Amount 金額／數量	Unit 單位	
Economic responsibility 經濟責任	Total assets 總資產額	11,483	RMB' million 人民幣百萬元	
	Net profit 淨利潤	52	RMB' million 人民幣百萬元	
	Owner's Equity 所有者權益	7,969	RMB' million 人民幣百萬元	
	Effective tax 實現稅收	116	RMB' million 人民幣百萬元	
Environmental responsibility 環境責任	Vehicle emission 汽車的排放量	28.24	kg 千克	
	Total greenhouse gas emission 溫室氣體排放總量	562,323.12	kg 千克	
	Power consumption 耗電量	703,756.43	KWh 千瓦時	
	Water consumption 耗水量	4,856.3	m ³ 立方米	
	Paper consumption 耗紙量	1.7	tons 噸	
Social responsibility 社會責任	Total number of employees 僱員總數	914	people 人	
	Percentage of female employees 女性僱員佔比	50	%	
	Percentage of employees with a bachelor's degree or above 本科及以上僱員佔比	82	%	
	Training hours of employees 僱員培訓時長	7,312	hours 小時	
	Satisfaction of training 僱員培訓滿意度	100	%	

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For various issues of environmental, social and governance, the Company ranked the issues of importance to the business and the importance to investors, and identified the following 15 materials issues in this assessment, which have been stated in this report: vehicle emission, total greenhouse gas emission, power consumption, water consumption, paper consumption, employment, health and safety, development and training, labor practices, supply chain management, product responsibility, anti-corruption, community, internal control, risk management.

A. ENVIRONMENTAL PROTECTION

In compliance with the provisions under the Environmental Protection Law of the PRC, the Securities and Futures and Companies Legislation (Uncertificated Securities Market Amendment) Ordinance 2015 and other applicable laws and regulations, the Company actively adopts measures to improve environmental management and encourages staff to reduce pollution and waste during work to minimize the environmental impact of the Company's business as well as its products and services, with a view to protecting and improving the environment, reducing pollutant emissions and promoting ecological civilization.

As most of the Company's operation is office-based, the Company is committed to minimizing the impact of office impact on the environment by means of green office initiatives. In terms of energy efficiency targets, the Company strives for its energy use not to be significantly greater than the average of its main operating regions. The measures adopted by the Company include:

For the construction of weak current systems in branch offices, the Company widely adopted environmentally-friendly materials to maximize the utilization of materials and reduce material waste and loss. We adopted low-energy and information-based office devices, and ensured compliance with operational specifications to extend their service life. New integrated computer rooms, smart office platforms and other new products are used to achieve energy saving and emission reduction in the office area.

本公司針對環境、社會及管治的各項議題，按其對業務的重要性及對投資者的重要性進行排序，識別出靠前的15種重要性議題，並陳述於本報告內：汽車的排放量、溫室氣體排放總量、耗電量、耗水量、耗紙量、僱用、健康與安全、發展與培訓、勞工準則、供應鏈管理、產品責任、反貪污、小區、內部控制、風險管理。

A. 環境保護

本公司遵守《中華人民共和國環境保護法》、《2015年證券及期貨及公司法例（無紙證券市場修訂）條例》等適用法律法規的規定，積極推行改善環境管理的措施，鼓勵公司員工減少辦公時產生的污染和浪費，盡量降低公司業務及所提供產品及服務對環境的影響，致力於保護和改善環境，減少污染物排放，促進生態文明建設。

本公司以辦公室運作為主，因此本公司致力通過辦公室內的環保措施，盡量減少因辦公對環境的影響，但能源使用效率目標方面公司力求不應明顯大於主要經營地區的平均水平，其中有：

在各地分支機構辦公場所弱電建設方面，廣泛採用環保材料，確保最高的材料利用率，減少材料的浪費和損耗。使用低能耗的信息化辦公設備，確保操作規範，延長設備使用壽命。使用新的一體化機房、智能辦公平台等新產品，實現辦公區域的節能減排。

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We further increased office automation and established collaborative office platforms and various office systems such as business management system, human resources management system, financial management system, capital management system, reimbursement system and knowledge management system, with a focus on improving the credit and standard finance business platform, partnership finance business platform, data analysis and management platform and private cloud infrastructure platform, so as to establish standard management procedures to boost operational efficiency.

The Company has designated the Canteen Management System and Office Equipment Management System to actively respond to the national green and low-carbon policy, vigorously advocate green office, set the goal of low-carbon operation, and create a green and environmentally friendly working environment.

We promote paperless office practices through introduction of company-wide office automation. We encourage double-sided printing to reduce paper consumption and the use of durable items and recyclable and reusable items instead of disposable office items, and recommend our employees to use video and telephone conferencing for offsite meetings to reduce consumption arising from the accommodation and travel of employees participating in the meetings. The temperature is not to be lower than 26 degrees Celsius during the cooling period, and the temperature is not to be higher than 22 degrees Celsius during the heating period. We advocate for employees to develop environmentally-friendly habits such as turning off the lights when not in use, saving water, and turning off air conditioners after meetings or office hours. We encourage civilized dining, rigorously enforce frugal spending, oppose food waste, do not provide luxurious dishes, prohibit the consumption of protected wild animals, and focus on guiding our employees to develop good habits of cherishing and saving food.

進一步推進公司辦公自動化，搭建協同辦公平台，建立業務管理系統、人力資源管理系統、財務管理系統、資金管理系統、報銷系統及知識管理系統等辦公系統，重點推動信貸及標準金融業務平台、夥伴集群業務平台、數據分析與管理平台及私有雲基礎架構平台等，規範管理流程，提高運營效率。

本公司制定了《食堂管理制度》和《辦公設備管理制度》，積極響應國家綠色低碳政策，大力宣導綠色辦公，樹立低碳運營的目標，營造綠色環保的工作環境。

提倡無紙化辦公，全面覆蓋辦公自動化系統，盡量使用雙面用紙，減少紙張消耗，減少使用一次性物品，鼓勵多使用耐用品及可回收重複利用的物品；提倡採用電視電話會議，減少異地員工參會所產生的住宿及交通等消耗；供冷期間溫度不低於26攝氏度，供暖期間溫度不高於22攝氏度；倡議員工養成隨手關燈、節約用水，會議結束後、無人辦公時及時關閉空調等設備的良好習慣；提倡文明用餐，厲行節約，反對食物浪費，不提供高檔菜餚，禁止食用野生保護動物，注重引導員工養成愛惜糧食、節約糧食的良好習慣。

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As at 31 December 2022, the Company's key environmental data (covering Chongqing Headquarters region, excluding other branches in Mainland China and institutions in Hong Kong region) are as follows:

截至2022年12月31日，本公司環境關鍵數據（涵蓋重慶總部地區，不包括中國內地其他分支機構及香港地區機構）如下：

Name 名稱	Unit 單位	2022 2022年	2021 2021年
Greenhouse Gas Emissions and Intensity From the Headquarters¹			
總部溫室氣體排放量及密度¹			
Vehicle emission 汽車排放	kg 千克	12,000	69,200
Canteen natural gas emission 食堂天然氣排放	kg 千克	90	80
Emission from electricity consumption 電力使用排放	kg 千克	550,231.43	542,152.22
Total greenhouse gas emission 總溫室氣體排放量	kg 千克	562,323.12	611,431.32
Total greenhouse gas emission intensity 總溫室氣體排放密度	kg/m ² of office area 千克／平方米建築面積	55.3	60.1
Air Pollutant Emissions of the Official Vehicles from the Headquarters²			
總部辦公用車大氣污染物排放量²			
NO _x 氮氧化物(NO _x)	kg 千克	25.66	149.8
SO _x 硫氧化物(SO _x)	kg 千克	0.076	0.43
CO 一氧化碳(CO)	kg 千克	55.13	317.91
PM 顆粒物	kg 千克	2.5	14.36
Resources Consumption and Intensity from the Headquarters³			
總部資源消耗量及密度³			
Total power consumption 用電總量	thousand kWh 萬度	70.37	87.45
Total power consumption intensity 用電總量密度	kWh/m ² of office area 度／平方米建築面積	73.11	80.34
Total water consumption 用水總量	thousand ton 萬噸	0.49	0.68
Total water consumption intensity 用水總量密度	tons/m ² of office area 噸／平方米建築面積	0.51	0.71
Total natural gas consumption 天然氣消耗總量	10 thousand m ³ 萬立方米	0.25	0.28

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Name 名稱	Unit 單位	2022 2022年	2021 2021年
Total natural gas consumption intensity 天然氣消耗總量密度	m ³ /m ² of office area 立方米／平方米建築面積	0.26	0.29
Total gasoline consumption (Vehicles) 汽油消耗總量(汽車)	10 thousand liters 萬升	0.49	2.93
Total gasoline consumption intensity (Vehicles) 汽油消耗總量密度(汽車)	liter/vehicle 升／車輛	2,450	2,441.67
Paper consumption 耗紙量	tons 噸	1.7	1.9
Non-hazardous Waste Generation and Intensity from the Headquarters 總部無害廢棄物產生量及密度			
Kitchen waste generation 餐廚垃圾產生量	liter 升	25,000	33,169
Intensity of kitchen waste generation 餐廚垃圾產生密度	liter/person 升／人	50	66.07

Note 1: Due to the business nature of the Company, the emission of greenhouse gases mainly comprises the emission as a result of fuel combustion from mobile sources, i.e., greenhouse gas emission of vehicles.

註1: 由於本公司業務性質，溫室氣體排放主要統計流動源的燃料燃燒所致的溫室氣體排放，即汽車的溫室氣體排放。

Note 2: Due to the business nature of the Company, exhaust emission mainly comprises vehicle emission.

註2: 由於本公司業務性質，廢氣排放主要是指汽車的排放。

In 2022, total mileage of vehicles was approximately 28,210.72 km and gasoline consumption was 4,876.34 liters.

2022年，車輛行駛總里程約為28,210.72公里，消耗汽油量為4,876.34公升。

All the Company's vehicles are light vehicles running on gasoline. The emission factors of nitrogen oxides (NO_x), sulfur oxides (SO_x) and particulates are 0.885g/km, 0.0147g/liter and 0.0848g/km respectively.

本公司車輛均為輕型汽車，使用汽油為燃料，計算採用的氮氧化物(NO_x)排放係數為0.885克／公里，硫氧化物(SO_x)排放係數為0.0147克／公升，顆粒排放係數為0.0848克／公里。

The Company's vehicles are powered by unleaded gasoline. Emission factors of carbon dioxide (CO₂), methane (CH₄) and nitrous oxide (N₂O) are 2.36 kg/liter, 0.000253 kg/liter and 0.001105 kg/liter.

本公司車輛使用無鉛汽油為燃料，二氧化碳(CO₂)排放係數為2.36千克／公升，甲烷(CH₄)排放係數為0.000253千克／公升，氧化亞氮(N₂O)排放係數為0.001105千克／公升。

Note 3: As part of the real properties at the Chongqing headquarters of the Company were leased to other parties as places of business, there are difficulties in calculating the intensity of resources consumption for each building (including water consumption intensity).

註3: 由於本公司重慶總部部份物業出租給其他方作為辦公經營場所，難以以每幢建築物計算資源使用的密度指標(包括耗水量密度)。

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Given that the Company is engaged in the financial business which is office-based with low energy consumption and low pollution, the environmental impact of the Company's operation is mainly caused by greenhouse gas emission from vehicles and indirect greenhouse gas emission from electricity and water consumption. The Company is not aware of any significant generation of hazardous waste, and product packaging materials as a result of its operation activities. It did not encounter any problems in sourcing water. The Company's non-hazardous waste is collected and disposed of by the property management service company.

Based on years of historical experience over the years, there will not be any major climate change in the place where the Company is located and material climate-related issues will not have any impact on the Company's daily operations.

In 2022, the Company reduced the use of cars, reducing car emissions by 57,200 kg. Affected by the epidemic in 2022, the number of employees working from home increased, resulting in a decrease in water and electricity consumption in 2022 compared with 2021. Water consumption reduced by 1,900.23 cubic meters compared to last year, and electricity consumption reduced by 70,800.12 kWh compared to last year. The Company will continue to implement the above measures on energy saving, waste recycling and reuse as well as office automation, while proactively conducting studies on implementing other environmental protection measures.

B. SOCIAL

The Company values talents and is devoted to recruiting and retaining high-caliber employees for its own sustainable growth. The Company values and treats the employees as equals, safeguards their rights and offers them opportunities of training and development, thus enabling employees to perform to the best of their ability.

鑑於公司屬於以商務辦公為主的低能耗、輕污染的金融行業，本公司經營活動對環境的影響主要表現在汽車的溫室氣體排放，對電力、水的消耗造成間接溫室氣體排放。本公司經營活動並不知悉有任何有害廢棄物、產品包裝材料的重大產生，本公司在求取水源上亦尚未遇見任何問題。本公司無害廢棄物由物業管理公司統一收集處置。

鑑於多年來歷史經驗，公司所處地理位置不會產生任何重大氣候變動，重大氣候相關事宜不會對本公司日常運營產生任何影響。

2022年，公司大量減少了汽車的使用量，汽車排放量降低57,200千克。2022年度受疫情影響，員工居家辦公，導致2022年度比2021年用水及用電量減少，耗水量相較去年減少1,900.23立方米，耗電量相較去年減少70,800.12度。本公司將繼續致力執行前述節約能源、廢物循環利用、辦公自動化的措施，同時亦會積極研究推行其他環保措施。

B. 社會

本公司始終重視人才的留用與發展，提供給員工充分的培訓發展與職業上升空間，激勵員工發揮潛能。公司內部重視平等對待員工，以保障員工權益。

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1. Employment and Labor Practices:

(1) Employment:

As at 31 December 2022, the Company had a total of 914 employees (Full-time) in Mainland China and Hong Kong, amongst which there were 910 mainland employees and 4 Hong Kong employees. In terms of education background, 746 employees (82%) have bachelor's degree or above, and 168 employees (18%) have received post-secondary education and below. In terms of lines of work, 424 employees (46%) are front-office staff, and 490 employees (54%) are middle-office and back-office supporting staff. In terms of age, 98 employees (11%) are aged 20-30; 534 employees (58%) are aged 31-40; 206 employees (23%) are aged 41-50; and 76 employees (8%) are aged 51 and above.

In strict compliance with applicable laws and regulations including the Labor Law of the PRC, the Labor Contract Law of the PRC, the Implementation Regulation of the Labor Contract Law of the PRC, the Law on Safeguarding Women's Interests and Rights of the PRC and the Hong Kong Employment Ordinance, the Company upholds the principle of gender equality. As at 31 December 2022, the Company had 482 male employees and 432 female employees, with a gender ratio of 5:5.

1. 僱傭及勞動常規：

(1) 僱傭：

截至2022年12月31日，本公司在職員工總數為914人，於中國內地及香港任職其中，內地員工910名，香港員工4名。按學歷劃分：本科及以上746人，佔比82%，大專及以下168人，佔比18%。按所屬系統劃分：前臺員工424人，佔比46%；中、後臺支持人員490人，佔比54%；按年齡劃分：20-30歲98人，佔比11%，31-40歲534人，佔比58%，41-50歲206人，佔比23%，51歲及以上76人，佔比8%。

本公司嚴格遵守《中華人民共和國勞動法》、《中華人民共和國勞動合同法》、《中華人民共和國勞動合同法實施條例》、《中華人民共和國婦女權益保障法》、中國香港地區《僱傭條例》等法律法規。堅持兩性平等原則，截至2022年12月31日，公司在職員工男性482人，女性432人，性別比例為5:5。

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In the course of recruitment, the Company treats job applicants equally and does not discriminate them on the grounds of national origin, race, nationality, gender, religion, age, sexual orientation, political affiliation, marital status and other social identity. It establishes employment relations based on legal, fair and equal negotiation. In the course of day-to-day management, the Company does not take into consideration their national origin, race, nationality, religion, age, sexual orientation, political affiliation, marital status and other social identity in their welfare, treatment and promotion.

In 2022, the employee dismissal/resignation rate was 19%, covering employees who resigned themselves and those dismissed by the Company based on performance and competence. By gender, the dismissal/resignation rates are 19% for male employees and 18% for female employees.

By age group, the dismissal/resignation rates are 22% for employees aged 20-30, 20% for employees aged 31-40, 15% for employees aged 41-50 and 15% for employees aged 51 and above.

The Company maintains strict compliance with relevant national and regional requirements for termination of employment relations. As to employees' voluntary resignation, the Company negotiates with employees on an equal footing and respects their decisions. Termination of labor contracts, termination negotiation, dismissal and other procedures are conducted in accordance with laws. For dismissal due to employees' violation of laws, regulations and rules, the Company will proceed as permitted by laws and regulations and with reference to the Company's "Employee Manual".

本公司在招聘活動中平等對待每一位候選人，不因其民族、種族、國籍、性別、宗教、年齡、性取向、政治派別、婚姻狀況等社會身份而影響其錄用，在合法、公平、平等協商的基礎上建立勞動關係。在日常管理中，不因員工的民族、種族、國籍、宗教信仰、年齡、性取向、政治派別、婚姻狀況等影響其福利、待遇、崗位晉升等。

2022年，僱員辭退／辭職比率為19%（包含員工自行提出、公司基於績效及勝任考量予以辭退兩類人員）。按性別劃分：男性僱員辭退／辭職率為19%，女性僱員辭退／辭職率為18%。

按年齡組別劃分：20-30歲僱員辭退／辭職率為22%，31-40歲僱員辭退／辭職率為20%，41-50歲僱員辭退／辭職率為15%，51歲及以上僱員辭退／辭職率為16%。

本公司在解除勞動關係的行動中，嚴格執行國家及地方相關規定。員工主動提出離職的，與員工平等協商，尊重員工決定，依照法規要求辦理勞動合同終止、協商解除勞動合同、辭退等手續。因員工違法違規違紀等原因導致的解僱，均在法律法規允許範圍內，並參照公司《員工手冊》規定實施。

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(2) Health and Safety:

The Company has always attached importance to employees' occupational health and safety. It complies with applicable laws and regulations, including the Labor Law of the PRC, the Labor Contract Law of the PRC and the Implementation Regulations of the Labor Contract Law of the PRC in establishing and maintaining a safe, healthy and people-oriented office environment to guarantee employees' interests and rights. From 2017 to 2022, there was no case of work-related death or serious injury.

According to the legal requirements of national and regional governments, the Company practices a working hour system of no more than 8 working hours a day and no more than 40 hours a week. Meanwhile, in the interest of staff's work-life balance, we safeguard their rights to reasonable leave and provide them with various kinds of leave, e.g., public holiday leave, statutory holidays, annual leave, marital leave, maternity leave and paternity leave, nursing leave, funeral leave, sick leave, absence leave and work-related injury leave.

The Company attaches great importance to organizational culture building and employee care, promotes cultural cohesion through employee care, and incorporates corporate values and social responsibility into organizational culture. In 2022, the Company implements and highlights employee care activities in several aspects: through the establishment of a digital communication platform, blessings, interactions and special activities will be pushed during the festivals such as Chinese New Year and Mid-Autumn Festival, which makes employees can get the corporate care by their mobile phones and also enhance the stickiness between employees and employees, and between employees and the Company; the quarterly human resources internal magazine will be issued to convey the Company's strategy and summarize the industry trends; the "Hanwha Fan" with the themes of employee care and workplace norms will be continuously promoted through the Enterprise WeChat. The multi-pronged approach puts the corporate culture on the ground and effectively enhances employees' sense of belonging, responsibility and team pride.

(2) 健康與安全：

本公司一貫重視員工職業健康及安全，遵守《中華人民共和國勞動法》、《中華人民共和國勞動合同法》、《中華人民共和國勞動合同法實施條例》等法律法規，建立並維持安全、健康、人性化的辦公環境，確保員工權益。自2017年至2022年，未發生因公受傷、死亡的案例。

本公司按照國家、地區政府的法規要求，實行每日工作時間不超過8小時、平均每週工作時間不超過40小時的工時制度。同時基於員工工作與生活平衡的原則，保障員工合理的休假權益，向員工提供各類假期，如公休日、法定節假日、年休假、婚假、產假及陪產假、哺乳假、喪假、病假、事假、工傷假等。

本公司高度重視組織文化建設與員工關懷，以員工關懷促文化凝聚，寓企業責任於組織文化。2022年，公司在多個方面貫徹和彰顯員工關懷活動：通過建立數字化溝通平台，在春節、中秋等節慶時刻推送祝福、互動與專題活動，讓員工利用手機終端便能感受到企業關懷，提升員工與員工、員工與公司的黏度；每季度發行人力資源內刊，傳達公司戰略、歸納行業動態；以員工關懷、職場規範為主題的「瀚華范兒」，通過企業微信號持續宣傳推廣。多管齊下，將企業文化點滴落地，有效提升僱員的歸屬感、責任意識以及團隊榮譽感。

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In terms of the construction of the honor system, the Company continues to carry out the five-year and tenth-anniversary recognition of employee service, and issue honorary certificates, thank-you letters and customized exclusive souvenirs to award-winning employees every year, in recognition of employees' dedication and inheritance of corporate culture. In addition, the Company also recognizes outstanding employees, outstanding teams, and outstanding work cases of the year through the annual evaluation work, establishes a model of behavior, and stimulates a sense of honor and enthusiasm for work.

(3) Organizational Development and Training:

In terms of organization management, on the basis of the successful completion of the restructuring of the Company and business units and the upgrade of the job grade system, we comprehensively promoted the restructuring of the digital combat organization system, build an agile organization structure, enhance the vitality, cohesion, creativity and combat power of the organization, integrate resources, coordinate operations, improve the market expansion capability and comprehensive service capability of the war zone team, and enhance the core value of the Company's business network. At the same time, it accelerates digital process reengineering and further reconstructs and innovates in organization, talent and mechanism in order to establish a new organizational system that matches the Company's strategy.

在榮譽體系建設方面，公司持續開展員工服務獎表彰，為服務滿五年、十年的員工頒發感謝信與定制紀念品，表彰員工奉獻，傳承企業文化。此外，公司還通過年度評優工作，表彰年度優秀員工、優秀管理幹部、優秀團隊、最佳創新案例等，樹立行為典範，激發榮譽感和工作熱情。

(3) 組織發展與培訓：

在組織管理方面，在順利完成金控公司和業務單元架構調整、職務職級體系升級的基礎上，全面推進數字化作戰組織體系重構，構建敏捷型組織架構，提升組織的活力、凝聚力、創造力、戰鬥力，整合資源、協同作戰，提升戰區團隊的市場拓展能力和綜合服務能力，提升公司業務網絡的核心價值。同時加快數字化流程再造，在組織、人才、機制等方面進一步重構和創新，以建立起與公司戰略相匹配的新組織體系。

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In terms of employee development, the Company has realized the continuous and stable operation of the digital management function, and the Company's training data has also been effectively controlled. The combination of online and offline, all-round penetration, encouraging employees to use fragmented time for continuous learning, and making every effort to build a learning organization: online courses "Time Light Listening", quarterly learning competitions, live broadcast of business knowledge themes, and the Company's book corner "Hanlin Book Sea". The digital learning platform breaks through the limitations of time and space and efficiently meets customized learning and development needs. As of 31 December 2022, the total learning hours of the Company's employees were 7,312 hours, and the per capita learning hours were 8 hours.

The percentage of employees received trainings in 2022 by gender: 50% male and 50% female; by employee category: 70% general staff/supervisors, 20% department heads, and 10% general managers or above.

The average training hours per employee by gender: 7 hours for male and 5 hours for female; by employee category: 12 hours for general staff/supervisors, 5 hours for department heads and 2 hours for general managers or above.

在員工發展方面，實現數字化管理功能持續穩定運營，公司培訓數據有效管控。線上、線下相結合，全方位滲透，鼓勵員工利用碎片化時間持續學習，全力打造學習型組織：線上課程「時光輕聽」、季度學習競賽、業務知識主題直播、公司圖書角「瀚林書海」。數字化學習平台突破了時間和空間的限制，高效滿足定制化的學習發展需求。截至2022年12月31日，公司員工總學時7,312學時，人均學時8學時。

2022年受訓僱員百分比情況：按性別劃分：男性佔比50%，女性佔比50%。按僱員類別劃分：員工、主管級佔比70%，部長級佔比20%，總經理級及以上佔比10%。

每名僱員完成受訓的平均時數情況：按性別劃分：男性為7學時，女性為5學時；按僱員類別劃分：員工、主管級為12學時，部長級為5學時，總經理級及以上為2學時。

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(4) Performance and remuneration and benefits:

We combine the needs of organization and business transformation, establish an open and shared, pay-for-performance distribution mechanism, fully mobilize employees' subjective initiative, and actively explore the three-tier partnership model of the Company, business group and each business division. We will build a more incentive-based market-oriented salary system, establish a shared performance management mechanism, and rebuild the Company's performance appraisal system with efficiency indicators as the center. To fully stimulate the enthusiasm of the staff, to achieve the common construction of the platform, career creation and value sharing. The welfare system is centered on caring for employees' health, creating a triangle protection system of social insurance, health checkups and commercial insurance to give employees comprehensive and practical protection.

(4) 績效與薪酬福利：

結合組織與業務轉型的需要，建立開放共享、按效取酬的分配機制，充分調動員工主觀能動性，積極探索金控公司、業務集團和各事業部三級合夥人模式，構建更具激勵性的市場化薪酬體系，同時建立共享型績效管理機制，以效益指標為中心，重建公司績效考核體系。充分激發員工積極性，實現平台共建、事業共創、價值共享。福利體系圍繞關注員工大健康關懷，打造社會保險、健康體檢、商業保險的三角防護體系，給予員工全面、切實的保障。

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(5) Labor Standards:

The Company strictly complies with the Labor Law of the PRC, the Labor Contract Law of the PRC, the Law on Safeguarding Women's Interests and Rights of the PRC, the Law on the Protection of Minors of the PRC, the Special Rules on Labor Protection of Female Employees of the PRC, the Employment Promotion Law of the PRC and other applicable laws and regulations, as well as the local labor standards where employees are located. In terms of personnel recruitment, the Group complies with national and local regulations and treats all employees equally and fairly without discriminatory policies. In terms of employee management, working hours and salary and benefits are implemented in accordance with relevant laws and regulations, and relevant reward and punishment and daily management policies and systems are clearly defined and communicated to the employees. Employees are encouraged to have friendly communication with the Company. Prior to the establishment of employment relations, it carries out strict identity screening and has never hired minors. The relationship between the Company and employees is fair and equal. The employment of the Company's staff is subject to laws and their consent.

(5) 勞工準則：

本公司一貫遵守《中華人民共和國勞動法》、《中華人民共和國勞動合同法》、《中華人民共和國婦女權益保障法》、《中華人民共和國未成年人保護法》、《中華人民共和國女職工勞動保護特別規定》、《中華人民共和國就業促進法》等法律法規，以及員工所在地的勞工準則。在人員招聘方面，遵從國家及地方規定，平等、公平對待所有員工，無歧視性政策。在員工管理方面，工作時間、工資與福利均按照相關法律法規執行，相關獎懲及日常管理政策制度均清楚界定並傳達給員工，並提倡員工與公司之間的友好溝通。在僱傭關係建立之前，確保嚴格的身份篩查，無聘用未成年人的案例。本公司與員工之間是公平、平等的關係，員工是否就職於本公司，取決於法律是否允許、員工是否自願。

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2. Operation Practices:

(1) Supply Chain Management:

The Company is committed to building a responsible supply chain, based on the principles of “seeking truth from facts, supervising according to law”, “openness, fairness and justice”, and “combining supervision with work effectiveness” to build mutual trust and win-win cooperation relationship with suppliers.

In the process of evaluating suppliers, the Company adheres to the combination of offline and online methods, strictly controls the process, adopts multiple comparison principles, and selects the best suppliers. At the same time, the Company attaches great importance to the social and environmental responsibilities assumed by suppliers and their performances. Under the same conditions, priority is given to purchasing energy-saving and environmentally-friendly products that have passed environmental labeling product certification, energy-saving product certification, or other certifications recognized by the state.

In terms of banking, the Company has cooperated with more than 50 banks to obtain credit lines for credit guarantee business of more than RMB40 billion. The five largest cooperative banks of the Group each provided 32% of the bank financing guaranteed by us, and the largest cooperative bank provided 14.5% of the total financing guaranteed by the Group.

In 2022, the Company is not aware of any major actual and potential negative impacts caused by any suppliers due to business ethics, environmental protection and improper labor measures.

2. 營運慣例：

(1) 供應鏈管理：

本公司致力於構建負責任的供應鏈，本著「實事求是、依法監督」、「公開、公平、公正」、「監督檢查與工作實效相結合」的原則，與供應商構建相互信賴、合作共贏的關係。

在評估供應商的過程中，本公司堅持採用線下和在線相結合的方法，嚴格把控流程，採取多家比較原則，擇優選用，同時，本公司高度重視供應商承擔的社會責任、環境責任及其表現，在同等條件下優先採購通過環境標誌產品認證、節能產品認證或者國家認可的其他認證的節能環保產品。

在銀行方面，本公司已與50多家銀行進行合作，獲得超過人民幣400億元的信用擔保業務授信額度。本集團的五大合作銀行分別提供由我們擔保的銀行融資佔比32%，最大合作銀行提供本集團擔保的融資總額佔比14.5%。

2022年度，本公司並不知悉有任何供貨商因商業道德及環境保護及勞工措施不當造成任何重大實際及潛在的負面影響。

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For office network, we selected China Unicom as service provider. China Unicom has established a “three-in-one” green management system, including green concept, green practice and green performance. It continued to implement the Special Plan for Energy Conservation and Emission Reduction for 2017-2020, and formulated and implemented the “Special Action for Cost Reduction and Efficiency Reduction” and the “Special Implementation Plan for Pollution Prevention and Control”. Meanwhile, it strived to improve environmental management capabilities, reduce greenhouse gas emissions, improve refined management level, and established a long-term mechanism for green development, contributing to the prevention and control of pollution.

For office stationery, we selected Deli brand. As the largest conglomerate specializing in office and school supplies in China, Deli has engaged environmental management experts as its environmental protection consultants to inspect and rectify the environmental protection treatment equipment, production process, operation process, production materials and emission standards at each business unit, after that the aforesaid aspects will be monitored and tested by its environmental officers all the time; the Group’s production safety management office conducts environmental hygiene supervision and inspection on all units and records relevant information in the standing books.

In 2022, the Company was not aware of any actual or potential significant negative influence due to misconduct of suppliers in business ethnics, environmental protection and labor measures.

辦公網路選用中國聯通，中國聯通建立了包括綠色理念、綠色實踐、綠色績效在內的「三位一體」綠色管理體系，持續實施《2017-2020年節能減排專項規劃》，制定並落實「降本增效專項行動」、「打好污染防治攻堅戰專項實施方案」，努力提升環境管理能力，減少溫室氣體排放，提升精細化管理水準，建立綠色發展的長效機制，助力打贏污染防治攻堅戰。

辦公文具選用得力品牌，得力是中國最大的辦公與學習用品產業集團，得力聘請了環境治理專家擔任公司的環保顧問，對各單位的環保處理設備、生產工藝、作業流程、生產原料、排放標準等進行排查整治，後續由環境專員進行時時監控檢測；集團安全生產管理辦公室進行對各單位進行環境衛生監督檢查，並形成臺賬。

2022年度，本公司並不知悉有任何供貨商因商業道德及環境保護及勞工措施不當造成任何重大實際及潛在的負面影響。

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(2) Product Responsibility:

The Company is committed to providing outstanding customer experience and ensuring that the provision of products and services is legal, effective and safe.

The Company possesses a substantial amount of information of corporate and individual customers due to its business nature. Thus, it attaches great importance to protecting customer information in compliance with the Anti-Unfair Competition Law of the PRC and other applicable laws and regulations relating to health and safety, advertising, labelling and privacy matters of products and services and the redress method. It also adopted the following protective measures:

Enhance customers' self-protection awareness and avoid information leakage from the source. In the course of business promotion and processing, we properly conduct warning of information security so that customers are able to develop clear understanding of the danger of information security breach, learn how to strengthen information protection and identify the authenticity of suggestive information, and know about information theft and how to deal with information leakage, etc.

Strengthen internal management to formulate a long-lasting mechanism. On one hand, the Company has optimized customer information management mechanism, formulated standards for collection, utilization and storage management of customers' information and set limitation on operators' access to information and contents according to authorization and roles in the business system. The Company keeps customers' personal data properly and forbids access by unrelated personnel. For the personal credit system in particular, it also sets up special position of credit search for designated personnel. It keeps borrowing records with regard to the borrowing authorization and scope strictly in compliance with file access requirements.

(2) 產品責任：

本公司致力提供卓越的客戶體驗，確保公司提供的產品和服務合法、有效及安全。

由於本公司業務性質，本公司擁有大量企業和個人客戶信息，公司非常重視保護客戶信息安全，嚴格遵守《中華人民共和國反不正當競爭法》等有關產品和服務的健康與安全、廣告、標籤及私隱及補救方法的適用法律法規，並通過如下措施進行保護：

提高客戶自身保護意識，從源頭上避免信息洩露。在進行業務宣傳、辦理的同時，做好信息安全的警示，使客戶明確瞭解信息安全洩露的危​​害、如何加強信息保護、明辨誘導信息真假、認識信息盜竊手段及一旦出現信息洩露如何處理等。

加強內部管理，形成長效機制。一方面本公司建立完善客戶信息管理機制，對客戶信息的採集、使用、存儲的管理作出明確規定，在業務系統中分權限分角色限製作業人員可查詢信息內容。本公司妥善保管客戶個人資料，不得隨意給無關人員調閱，尤其是個人徵信系統，設置徵信查詢專崗，專人專用，對於檔案借閱規定嚴格的借閱權限和範圍，逐筆記錄借閱痕跡。

Environmental, Social and Governance Report

環境、社會及管治報告

Enhance position management. We strictly identify positions handling customer information and confidential materials and forbid unrelated personnel to have access to confidential information. We strictly regulate resigned staff's hand-over of files involving customer information and request them to sign the "Resigned Staff Confidentiality Undertaking".

Enhance monitoring and accountability. We conduct irregular review on the standardization of customer file keeping and access as well as detect and rectify hazards and loopholes in customer information management work in a timely manner. We effectively eliminate the non-compliance with regulations and misconduct so as to block loopholes of leakage of confidential information by means of establishing supervisory and accountability.

Strengthen customer information security and confidentiality management with technological approach. We have established the internal network, external network and non-military region segregation on the business system network level by means of security devices so as to realize secured and controllable visit of the Internet. We have also set up intrusion inspection, loophole screening and log auditing on the application level to ensure stable operation of each system and avoid the loss and tampering of customer information, while establishing the comprehensive information security system to ensure that daily customer behavior is secured and compliant. We have established the data warehouse for data centralization, as well as data analysis and presentation through BI, which prevents data leakage.

加強崗位管理。嚴格界定涉及客戶信息秘密的工作崗位，不讓無關人員接觸秘密信息。對離職員工涉及客戶信息的數據移交要嚴格規範，並要求離職員工簽訂《離崗人員保密承諾書》。

強化監督問責。我們對客戶數據保管和調閱是否規範進行不定期檢查，及時發現和糾正客戶信息管理工作中的隱患和漏洞。設立監督問責機制，切實杜絕有章不循、有禁不止的現象，堵塞洩密漏洞。

通過科技手段強化客戶信息安全保密管理。我們的業務系統網絡層上通過安全設備建立了內網、外網、非軍事化區隔離，實現網絡的安全可控訪問，應用層建立了入侵檢測、漏洞掃描及日誌審計，確保各系統的穩定運行，防止客戶信息丟失、篡改，同時建立了完善的信息安全制度，確保日常用戶行為的安全合規。我們搭建數據倉庫，實現數據集中，數據分析和呈現通過商務智能完成，避免了明細數據的洩露。

Environmental, Social and Governance Report

環境、社會及管治報告

(3) Anti-corruption:

In line with the attitude of being responsible to shareholders, investors and employees, the Company attaches great importance to anti-corruption and governance. The Company has an internal control and audit department to conduct regular compliance reviews on its business and management.

The Company adopts a zero-tolerance principle in the fight against corruption and related non-compliances. Upholding business ethics, it formulated the “Employee Manual” and other relevant rules. The manual clearly states that employees should work with high professional ethics, conduct with integrity, act with good faith, and that any employee who is found to be involved in any act of corruption, bribery or embezzlement will be considered as having committed a serious violation of discipline and will be dismissed by the Company according to laws and regulations and without any economic compensation. All employees have signed the “Integrity Building Undertaking Letter”, undertaking that they will not engage in any act in violation of Company’s rules or regulations, work ethics and the requirements set out in the letter during their employment, otherwise they shall bear all responsibilities and consequences (including but not limited to civil compensation and criminal responsibility).

In addition, the Company carries out educational campaigns on anti-corruption on a regular basis, using real cases to raise employees’ awareness against corruption.

During the Reporting Period, the Company was not involved in any corruption litigation against the Company or its staff.

(3) 反貪污：

公司基於對股東、投資者及員工負責的態度，重視廉潔建設和治理。本公司設有內控審計部門，會定期對業務及管理工作進行合規審視。

公司對貪污及有關違紀行為採取零容忍原則，重視職業道德建設，制定了《員工手冊》等相關規範，《員工手冊》明確規定：員工應當以高標準職業道德規範行事，品行正直，恪守誠實信用，貪污、收受賄賂、行賄或挪用公款等行為屬於嚴重違紀行為，公司有權根據法律法規予以辭退，並不予支付任何經濟補償。全體員工均簽署有《廉政建設承諾書》，承諾在職期間絕不從事任何違反公司規章制度、道德底線以及承諾書的行為，否則將承擔全部責任（包括但不限於民事賠償責任、刑事責任）。

同時，公司定期開展「反貪污」等廉政主題教育活動，宣貫真實案例，警鐘長鳴。

本公司在報告期內並沒有任何關於本公司或員工貪腐方面的法律訴訟。

Environmental, Social and Governance Report

環境、社會及管治報告

3. Community:

The senior management of the Company is committed to social responsibility. In 2022, due to the continued impact of the COVID-19 epidemic, most industry associations and summit forums suspended and reduced their offline events or switched to online events. Following the requirements of epidemic prevention and control, the management of the Company adopted diversified ways to participate in public activities to spread the concept of inclusive finance and fulfilled and social responsibility of the Company as an inclusive financial service provider.

Mr. Zhang Guoxiang was elected Vice Chairman of Chongqing Federation of Industry and Commerce (重慶市工商聯) in May 2022. In December, he was successively elected executive committee member of China Federation of Industry and Commerce (中國工商聯) and Executive Chairman of China Federation of Mergers and Acquisitions Association (全聯併購公會). In December 2022, the Western Financial Chamber of Commerce of Chongqing (重慶西部金融商會) was officially inaugurated. Mr. Zhang Guoxiang of the Company was elected as the first president and the company was elected as the president.

The company long-term adhere to care for employees, build harmonious labor relations, comply with relevant laws and regulations. In 2022, the company was rated as Chongqing AA level Harmonious labor relations enterprise.

3、社區：

本公司高層管理人員十分重視踐行社會責任，2022年，受疫情的持續影響，多數行業協會、高峰論壇等暫停及減少線下活動，或改為線上開展活動，本公司管理人員亦遵守疫情防控要求，採用多樣化的方式參與公眾活動，傳播普惠金融理念，踐行普惠金融機構社會責任。

本公司張國祥先生於2022年5月當選為重慶市工商聯副主席，12月先後當選為中國工商聯執行委員會委員、全聯併購公會常務會長。2022年12月，重慶西部金融商會正式揭牌，本公司張國祥先生當選為首任會長，本公司當選為會長單位。

本公司長期堅持關愛員工，構建和諧勞動關係，遵守相關法律法規。2022年，本公司被評為重慶AA級和諧勞動關係企業。

Report of the Board of Directors

董事會報告

REPORT OF THE BOARD OF DIRECTORS

The Board is pleased to present the annual report and the audited financial statements of the Group for the year ended 31 December 2022.

CORPORATE INFORMATION AND PRINCIPAL ACTIVITIES

The Company was incorporated in the PRC on 13 March 2013 as a company with limited liability.

The scope of business of the Company as reflected on the business license includes investment business, investment management and investment advisory.

The Group mainly offers diversified and comprehensive financial services to serve the financing and business needs of SMEs and microenterprises under several business lines such as digital services, credit guarantee, small loans, internet finance, financial factoring, capital management and financing leases in China.

RESULTS

The results of the Group for the year ended 31 December 2022 are set out in the Consolidated Statement of Profit or Loss on page 148 of this report.

董事會報告

董事會謹此向股東提呈本集團截至2022年12月31日止年度報告以及經審核財務報表。

公司資料及主營業務

本公司是於2013年3月13日在中國註冊成立的股份有限公司。

本公司營業執照之經營範圍為從事投資業務、投資管理及投資諮詢。

本集團主要透過數字服務、信用擔保、互聯網金融、金融保理、資本管理及融資租賃等業務條線專注為中國的中小微企業提供多元化綜合性金融服務，以滿足中小微企業的融資及業務需要。

年度業績

本集團截至2022年12月31日止年度的業績載於本報告第148頁的合併損益表。

Report of the Board of Directors

董事會報告

BUSINESS REVIEW

A review of the business of the Group for the year ended 31 December 2022 and a discussion on the Group's future business development are set out in the paragraphs headed "Business Review" under the section headed "Management Discussion and Analysis" of this report. Descriptions of possible risks and uncertainties that the Group may be facing are provided in this Report of the Board of Directors on pages 110 to 126. Particulars of important events affecting the Group that have occurred since the end of the financial year ended 31 December 2022 can be found in this Report of the Board of Directors on pages 117. An analysis of the Group's performance during the year using financial key performance indicators is provided in the Financial Highlights on pages 8 of this report. In addition, discussions on the Group's environmental policies and performance, important relationships with its stakeholders and compliance with relevant laws and regulations are contained and available in the Environmental, Social and Governance Report on page 87 to page 109, respectively. The above discussions constitute part of this Report of the Board of Directors.

FINAL DIVIDEND

The Board does not recommend the payment of a final dividend for the year ended 31 December 2022.

The aforementioned proposal is subject to the approval of the Company's shareholders in general meeting.

FINANCIAL SUMMARY

A summary of the Group's results, assets and liabilities for the last five financial years are set out on page 8 of this report. This summary does not form part of the audited consolidated financial statements.

MAJOR BANKING PARTNERS/SUPPLIERS

The five major banking partners of the Group each provided 32% of the bank financing we guaranteed. The largest banking partner accounted for 14.5% of the total financing the Group guaranteed.

Due to the Group's business nature, the Group does not have major suppliers.

業務審視

本集團於截至2022年12月31日止年度之業務審視與對未來業務發展的論述載於本報告「管理層討論與分析」章節之「業務回顧」段落，而有關本集團的主要風險和不確定性因素的描述，載於第110頁至第126頁之本董事會報告中。本董事會報告第117頁刊載了於2022年12月31日止財務年度終結後發生並對本集團有影響的重大事件。本報告第8頁則刊載本集團財務概要，以財務關鍵表現指標分析本集團年內表現。此外，關於本集團的環境政策和表現、與利益相關者的重要關係及對有關法律和法規之遵守情況，分別刊於第87頁至第109頁之環境社會及管治報告中，可供查閱。以上討論構成本董事會報告的一部份。

末期股息

董事會不建議派付截至2022年12月31日止年度的末期股息。

前述建議，尚需本公司股東大會批准。

財務概要

本集團過往兩個財政年度的業績、資產及負債的概要載於本報告第8頁。本概要並不構成經審核綜合財務報表的一部份。

主要合作銀行／供貨商

本集團的五大合作銀行分別提供由我們擔保的銀行融資佔比32%，最大合作銀行提供由本集團擔保的融資總額佔比14.5%。

基於本集團的業務性質，本集團並無主要供貨商。

Report of the Board of Directors

董事會報告

MAJOR CUSTOMERS

Our customers primarily include SMEs, micro-enterprises and individuals. For the year ended 31 December 2022, revenue derived from our five largest customers accounted for less than 30% of our total net fee and interest income.

None of the Directors or any of their close associates or any Shareholders (who, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any interests in the Group's five largest customers.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Company and the Group during the year ended 31 December 2022 are set out in note 20 to the financial statements.

SHARE CAPITAL

Details of movements in the share capital of the Company during the year ended 31 December 2022 are set out on pages 152 to 153 of the "Consolidated Statement of Changes in Equity" in the financial statements in this report.

RESERVES

Details of movements in the reserves of the Group and the Company during the year are set out on pages 152 to 153 in the "Consolidated Statement of Changes in Equity" of this report and in note 31 to the financial statements.

DISTRIBUTABLE RESERVES

As at 31 December 2022, the Company's distributable reserves amounted to RMB390 million (31 December 2021: RMB418 million).

According to actual conditions of the Company and its needs arising from its coordinated sustainable development in the future, the Board does not recommend the payment of a final dividend for the year ended 31 December 2022.

主要客戶

本集團客戶主要包括中小微企業及個人客戶。於截至2022年12月31日止年度，源自五大客戶的收入佔總手續費及利息淨收入的比例低於30%。

概無董事或彼等任何的緊密聯繫人或（據董事所知）任何擁有本公司已發行股本5%以上的權益的股東於本集團五大客戶擁有任何權益。

物業、廠房及設備

截至2022年12月31日止年度內，本公司及本集團的物業、廠房及設備變動詳情載於財務報表附註20。

股本

截至2022年12月31日止年度內，本公司股本的變動詳情載於本報告第152頁至153頁的財務報表之「合併股東權益變動表」。

儲備

本年度內本集團及本公司的儲備變動詳情載於本報告第152頁至153頁的合併股東權益變動表，以及財務報表附註31。

可分配儲備金

截至2022年12月31日，公司的可分配儲備金為人民幣3.90億元（截止2021年12月31日：人民幣4.18億元）。

根據本公司實際狀況和未來可持續協調發展的需求，董事會不建議派付截至2022年12月31日止年度的末期股息。

Report of the Board of Directors

董事會報告

BANK LOANS AND OTHER BORROWINGS

Particulars of bank loans and other borrowings of the Company and the Group as at 31 December 2022 are set out in note 24 to the financial statements.

DEBENTURES ISSUED

On 10 June 2015 and 3 November 2015, the company issued corporate bonds of “14 Hanhua 01” and “14 Hanhua 2” respectively.

“14 Hanhua 01” expired on 10 June 2020, “14 Hanhua 2” expired on 3 November 2019, the Company has paid all capitals and interests in accordance with the terms of the bond.

EQUITY-LINKED AGREEMENTS

For the year ended 31 December 2022, the Company did not enter into any equity-linked agreements.

DIRECTORS' AND SUPERVISORS' INDEMNITIES

At no time during the year ended 31 December 2022 and up to the date of this report, there was or is, any permitted indemnity provision being in force for the benefit of any of the directors and the supervisors of the Company (whether made by the Company or otherwise) or an associated company (if made by the Company). The Company has arranged appropriate directors', supervisors' and officers' liability insurance coverage for the Directors, supervisors and officers of the Group.

SHARE INCENTIVE SCHEME

On 27 May 2015, the 2014 annual general meeting of the Company considered and approved the proposal on the grant of bonus in the form of shares in open market to the senior and middle to senior management of the Company under the share incentive scheme (the “Scheme”), a medium and long-term incentive scheme to incentivise senior and middle to senior management. The Board was authorized to grant shares to participants of the Scheme on a trading day of H shares of the Company before 31 December 2017. The incentive fund is based on a portion of the annual performance-based remuneration of the participants. The validity period for purchasing shares under the Scheme ended on 31 December 2017.

銀行貸款及其他借款

於2022年12月31日，本公司及本集團的銀行貸款及其他借款的詳情載於財務報表附註24。

已發行的債權證

公司於2015年6月10日和2015年11月3日分別發行「14瀚華01」號公司債券和「14瀚華2」號公司債券。

「14瀚華01」已於2020年6月10日到期，「14瀚華2」已於2019年11月3日到期，公司已按該筆債券條款支付完畢所有本金及利息。

股票掛鉤協議

截至2022年12月31日止年度，本公司並無訂立任何股票掛鉤協議。

董事及監事的彌償保證

於截至2022年12月31日年度內及直至本報告日期止任何時間，均未曾經或現有生效的任何獲准許的彌償條文惠及本公司的董事及監事（不論是否由本公司或其他訂立）或其有聯繫公司的任何董事及監事（如由本公司訂立）。本公司有為集團董事、監事及高級人員安排適當的董事、監事及高級人員責任保險。

高管增持股票計劃

於2015年5月27日，本公司2014年度股東年會審議批准了對本公司中高層管理人員通過公開市場獲得股票形式發放獎金的高管增持股票計劃（「計劃」）的議案，獎金基數為參與者的年終部份績效薪酬，實施中長期激勵約束機制。董事會獲授權於2017年12月31日之前的本公司H股交易日向激勵對象授予股份。該項計劃下購買股票的有效期於2017年12月31日終止。

Report of the Board of Directors

董事會報告

The scope of participants includes the senior management and middle to senior management of the Company or its subsidiaries or branches upon the implementation of the Scheme. Independent non-executive Directors, supervisors and Shareholders holding 5% or more of the equity interests in the Company and their associates are excluded from the scope of participants under the Scheme. The list of participants and the proportion of allocation shall be determined by the Board or its authorised institution and reviewed by the supervisors of the Company. The source of shares of the Scheme is the issued public shares of the Company in the H shares market, and such shares are acquired through dealings in the open market. The source of funds is the incentive fund accumulated in the Company by the participants (comprised of the portion of yearend performance-related remuneration of the participants). Participants of the Scheme can elect to contribute 40% to 100% of their annual performance related remuneration to the share incentive fund and the total amount of funds under the Scheme during its validity period shall not exceed the total share incentive fund contributed by the participants.

Details of the Scheme has been published by the Company on the websites of the Hong Kong Stock Exchange and the Company on 16 February 2015. In 2015, the Scheme was gradually implemented in accordance with the relevant procedures. 5,738,623 H shares of the Company were acquired from the open market. Prior to the beginning of the Reporting Period, all of the above 5,738,623 H Shares were unlocked and vested to individuals. There are no unvested H Shares remaining under the Scheme.

RISK MANAGEMENT

Our risk management committee is the highest decision-making organisation on risk management, fully responsible for risk management of the Group. Our internal control departments including risk management and internal control and audit as well as other departments and business department form a system of pre-, during and post-incident risk management and internal control.

For the year ended 31 December 2022, the Company has identified our actual risks including credit risk, market risk, operational risk, liquidity risk, of which credit risk is our major risk. Besides, this report does not constitute a recommendation or an advice for anyone to invest in the securities of the Company and investors are advised to make their own judgment or consult their own investment advisors before making any investment in the securities of the Company.

該項計劃參與者範圍為實施計劃時在本公司或其附屬公司、分公司任職的本公司高級管理人員和中高層管理人員。獨立非執行董事、監事及持有本公司股權5%或以上的股東不在協議的參與者範圍內。參與者名單及分配比例由董事會或其授權部門釐定，並由本公司監事審閱。計劃下的股份來自本公司H股市場的已發行公開股份，有關股份通過公開市場買賣獲得。資金來源是參與者在本公司累積的獎勵基金（由參與者的年終部份績效薪酬構成）。計劃參與者可選擇向股份獎勵基金作出相對於其年度績效薪酬金40%至100%的供款，而於計劃有效期內的計劃資金總額不得超過參與者作出的全部股份獎勵基金供款。

該項計劃按照相關程序逐步得到實施，於2015年從公開市場購買了5,738,623股H股。報告期初之前，所有上述的5,738,623股H股已解禁並歸屬於個人。該項計劃下並無剩餘未歸屬的H股。

風險管理

本公司董事會及董事會風險管理委員會作為風險管理的最高決策機構，全面負責本集團的風險管理。本公司風險管理、內控審計等內部控制部門與其他職能部門、業務部門一起形成了覆蓋事前、事中和事後的風險管理與內部控制體系。

截至2022年12月31日止年度期間，公司已識別出所面臨的實質性風險包括信用風險、市場風險、操作風險、流動性風險，其中信用風險是公司面對的主要風險。此外，本報告不對任何人就投資本公司證券作出任何建議或意見。投資者在投資本公司證券之前，應自行判斷或諮詢投資顧問的意見。

Report of the Board of Directors

董事會報告

Credit Risk Management

In the light of the characteristics of credit risk, the Company shifted gradually the way of risk assessment from single business project to that on product and business model, and formulated admission criteria, investigation standard, credit standard, operation procedure, post-loan management and method of payment call for each product. The Company made amendment and improvement to policies and operation standard on admission and investigation of guarantee, loan, factoring and leasing, specific operation requirements and management requirement of post-guarantee and loan to ensure the suitability and feasibility of the policies during the year. For details, please refer to Note 34(a) to the Consolidated Financial Statements.

Liquidity Risk Management

“Liquidity safety” is the first management objective for our Finance Planning Department, which is responsible for overall management of our liquidity risk. Each subsidiary is required to compile a daily sheet of monetary liquidity to submit to the Finance Planning Department. Our Finance Planning Department dynamically adjusts the total amount and structure of assets and liabilities. This is to ensure the maintenance of sufficient cash reserve to meet short-term and long-term liquidity needs, thereby ensuring the Company’s liquidity security. For details, please refer to Note 34(c) to the Consolidated Financial Statements.

Market Risk Management

Based on its exposure to the specific market risks, the Company established stringent industrial and regional credit policy. In respect of the industrial credit policy, it conformed to the national industrial policies and industry development trends, selected the best sectors and made dynamic adjustment. In respect of the regional credit policy, it has taken into account of the local credit market conditions, regional risk level, competition level to control the scale and use of the credit facility. Coupled with differentiated pricing administrative measures based on customer classification, scale of single transaction, and income-to-cost ratio, this enabled “better than average management, preventive system and revenue covering cost”.

信用風險管理

本公司針對信用風險的特點，從對單個業務項目的風險評估逐步向對產品、對業務模式的風險評估轉型，對每個產品制定了准入標準、調查標準、授信標準、操作流程、貸後管理和催收辦法，並在本年度對擔保、信貸、保理、租賃等業務的准入及調查方面、具體操作要求及保貸後的管理要求等方面的政策和操作標準進行修改和完善，以確保其適用性和可操作性。具體信息請見財務報表附註34(a)。

流動性風險管理

本公司計劃財務部以「流動性安全」為第一管理目標，負責統一管理全公司流動性風險，各附屬公司每日編製貨幣資金日報表上報計劃財務部。本公司計劃財務部通過監控各種流動性風險限額及現金流，動態調整資產負債總量和結構，確保維持足夠的現金儲備以應對短期及長期的流動性需求，從而保證全公司流動性安全。具體信息請見財務報表附註34(c)。

市場風險管理

本公司針對自身面臨市場風險的特點，制定了嚴格的行業和區域授信政策，行業選擇上順應國家產業政策和行業發展趨勢，擇優採納並動態更新，區域管理上綜合考慮當地信貸市場環境、區域風險水平、競爭程度，控制授信額度的投放規模和投向，輔以基於客戶分級、單筆業務規模、收入成本比的差異化價格管理辦法，實現「優於平均、防範系統、收益覆蓋」的管理效果。

Report of the Board of Directors

董事會報告

Operational Risk Management

The Company prevented the operational risk from the origin through strict management of authorization and implementation of installation of two persons, dual position and double duties for key positions, and established a system of normalized check and reporting and feedback and improvement mechanism of risk incident, which effectively prevented the operational risk.

BOARD OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

The fourth session of the Board was elected in the extraordinary general meeting held on 16 October 2022. The appointment of the fourth session of the Board became effective on 16 October 2022.

The fourth session of the Board comprised a total of twelve Directors, including three executive Directors, five non-executive Directors and four independent non-executive Directors.

Details of the Directors, Supervisors and senior management for the year ended 31 December 2022 and as of the date of this report are set out in the section headed “Directors, Supervisors and Senior Management” of this report.

CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

In accordance with Rule 3.13 of the Listing Rules, the Company has received the annual confirmation from each of the independent non-executive Directors in respect of their independence, and considered all of the independent non-executive Directors to be independent.

DIRECTORS' AND SUPERVISORS' SERVICE CONTRACTS

Each of executive Directors and non-executive Directors and independent non-executive Directors renewed the service contract with the Company on 16 October 2022, commencing on 16 October 2022 and ending on the expiry of the fourth session of the Board.

操作風險管理

本公司通過嚴格權限管理、實行重要崗位雙人、雙職、雙責等方法，從源頭上防範操作風險，同時建立了常態化的檢查及報告機制以及風險事件反饋改進機制，有效防範操作風險。

董事、監事及高級管理層

第四屆董事會於2022年10月16日召開的2022年第一次臨時股東大會選舉通過。第四屆董事會董事的任期自2022年10月16日開始。

第四屆董事會由十二名董事組成，包括三名執行董事、五名非執行董事及四名獨立非執行董事。

截至2022年12月31日止年度及截至本報告日期之董事、監事及高級管理層的詳細資料載於本報告「董事、監事及高級管理層」一節。

獨立非執行董事的獨立性確認

根據上市規則第3.13條，本公司已收到每名獨立非執行董事就其獨立性而作出的年度確認函，並認為全體獨立非執行董事均為獨立人士。

董事及監事服務合約

第四屆董事會董事各執行董事、非執行董事、獨立非執行董事均已於2022年10月16日與本公司續訂服務合同，由2022年10月16日起，至第四屆董事會結束時止。

Report of the Board of Directors

董事會報告

DIRECTORS' AND SUPERVISORS' INTERESTS IN CONTRACTS, TRANSACTIONS OR ARRANGEMENTS OF SIGNIFICANCE

None of the Directors or the supervisors or any entity connected with them has any material interest, either directly or indirectly, in any contract, transaction or arrangement of significance to the Group's business to which the Company, any of its holding companies, any of its subsidiaries, fellow subsidiaries was a party subsisted at the end of the year or at any time during the year ended 31 December 2022.

INTERESTS IN COMPETING BUSINESS

Except as disclosed in this report, during the year ended 31 December 2022, none of the Directors and their respective associates (as defined in the Listing Rules) had an interest in a business which causes or may cause any significant competition with the business of the Group and any other conflicts of interest which any such person has or may have with the Group.

REMUNERATION POLICY

Under the remuneration policy of the Group, the Nomination and Remuneration Committee will consider factors such as salaries paid by comparable companies, tenure, commitment, responsibilities and performance (as the case may be) of our Directors, supervisors and the senior management, in assessing the amount of remuneration payable to our Directors, supervisors and the senior management.

PENSION SCHEME

The Group is required to participate in contributions to retirement schemes organised by the respective municipal governments of the PRC whereby the Group is required to pay annual contributions to retirement for the PRC based employees at certain rate of the standard wages determined by the relevant authorities in the PRC during the year. The Group has no other material obligation for payment of retirement benefits to employees beyond the contributions to retirement described above. The details of the Group's pension scheme are set out in note 28 to the financial statements.

董事及監事於重大合約、交易或安排之權益

概無董事或監事或有關連的實體直接或間接於對本集團業務而言屬重大，及由本公司、其任何控股公司、其任何附屬公司或其同系附屬公司所訂立，並於本年底或於截至2022年12月31日止年度內仍然存續的任何合約、交易或安排中擁有重大權益。

於競爭業務的權益

截至2022年12月31日止年度年內除於本報告所披露者外，概無董事及彼等各自聯繫人士（定義見上市規則）於對本集團構成或可能構成任何重大競爭的業務中擁有任何權益或與本集團有或可能有任何其他利益衝突。

薪酬政策

根據本集團的薪酬政策，於評估應付予董事、監事及高級管理層的薪酬金額時，提名與薪酬委員會將要考慮的因素包括同類公司所支付的薪金、董事、監事及高級管理層的任期、投入度、職責及個人表現（視情況而定）等。

退休金計劃

本集團須參與中國相關市政府組劃的養老保險計劃，當中本集團須每年為中國僱員繳付養老保險，養老保險按中國相關部門在本年按標準工資的若干比例繳納。除上述的養老保險外，在僱員退休福利方面本集團無其他重大責任。本集團退休金計劃之詳情載於財務報表附註28。

Report of the Board of Directors

董事會報告

REMUNERATION OF DIRECTORS, SUPERVISORS AND FIVE INDIVIDUALS WITH HIGHEST EMOLUMENTS

Details of the emoluments of the Directors, supervisors and the five highest paid individuals are set out in note 7 and note 8 to the financial statements.

CHANGES TO INFORMATION IN RESPECT OF DIRECTORS AND SUPERVISORS

Save as disclosed in the section headed “Directors, Supervisors and Senior Management” in this report, there was no change to any of the information required to be disclosed in relation to any Directors and supervisors pursuant to paragraphs (a) to (e) and (g) of Rule 13.51(2) of the Listing Rules since 1 January 2022.

DIRECTORS’, SUPERVISORS’ AND CHIEF EXECUTIVES’ INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2022, the interests or short positions of the Directors, supervisors and chief executives of the Company in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) which were required, (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO); or (b) to be recorded in the register required to be kept under section 352 of the SFO; or (c) to be notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code contained in Appendix 10 to the Listing Rules were as follows:

董事、監事及五位最高薪酬人士的薪酬

董事、監事及五位最高薪酬人士的薪酬詳情載於財務報表附註7和附註8。

董事及監事資料的變動

除本報告「董事、監事及高級管理層」一節所披露之外，自2022年1月1日起，任何須根據上市規則第13.51(2)條第(a)至(e)段及第(g)段予以披露董事及監事資料概無任何變動。

董事、監事及主要行政人員於股份、相關股份及債權證中擁有的權益及淡倉

於2022年12月31日，本公司董事、監事及主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份或債權證中持有須(a)根據證券及期貨條例第XV部第7及8分部通知本公司及聯交所之權益或淡倉（包括彼等根據證券及期貨條例之該等條文被當作或被視為持有之權益及淡倉）；或(b)須記入根據證券及期貨條例第352條存置之登記冊內之好倉或淡倉權益；或(c)根據上市規則附錄十所載的標準守則須通知本公司及香港聯交所之權益或淡倉列載如下：

Report of the Board of Directors

董事會報告

(i) Interests in the Company

(i) 於本公司的權益

Name of Shareholder	Position	Class of share	Nature of interests	No. of shares held	Approximate percentage in relevant class of share	Approximate percentage in total share capital
股東名稱	職位	股份類別	權益性質	持有股份數目 (Shares) (股)	佔有關股份類別之概約百分比 (%) ⁽³⁾	佔股本總數之概約百分比 (%) ⁽⁴⁾
Zhang Guoxiang ⁽¹⁾ 張國祥 ⁽¹⁾	Director 董事	Domestic Share 內資股	Beneficial owner/Interests of controlled corporation 實益擁有人/受控法團權益	453,185,762 (Long position) (好倉)	13.21	9.85
		H Share H股	Beneficial owner 實益擁有人	585,971 (Long position) (好倉)	0.05	0.01
Wang Fangfei ⁽²⁾ 王芳霏 ⁽²⁾	Director 董事	Domestic Share 內資股	Beneficial owner/ Interests of controlled corporation 受控法團權益	231,532,653 (Long position) (好倉)	6.75	5.03
Cui Weilan 崔巍嵐	Director 董事	Domestic Share 內資股	Beneficial owner 實益擁有人	2,058,742 (Long position) (好倉)	0.06	0.04
		H Share H股	Beneficial owner 實益擁有人	648,005 (Long position) (好倉)	0.06	0.01
Liu Jiaoyang 劉驕楊	Director 董事	Domestic Share 內資股	Beneficial owner 實益擁有人	441,159 (Long position) (好倉)	0.01	0.01
Li Ruping (retired on 16 October 2022) 李如平 (於2022年10月16日 退任)	Supervisor 監事	Domestic Share 內資股	Beneficial owner 實益擁有人	2,352,848 (Long position) (好倉)	0.07	0.05
Chen Zhonghua 陳中華	Supervisor 監事	Domestic Share 內資股	Beneficial owner 實益擁有人	441,159 (Long position) (好倉)	0.01	0.01
Qin Yong (retired on 16 October 2022) 秦湧 (於2022年10月16日 退任)	Supervisor 監事	Domestic Share 內資股	Beneficial owner 實益擁有人	588,212 (Long position) (好倉)	0.02	0.01
He Yu 何宇	Supervisor 監事	Domestic Share 內資股	Beneficial owner 實益擁有人	294,106 (Long position) (好倉)	0.01	0.01

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董事會報告

Notes:

1. Mr. Zhang Guoxiang directly holds approximately 66.89% of the equity interest of Huitai, which directly holds 450,416,901 Domestic Shares of the Company. Accordingly, Mr. Zhang Guoxiang is deemed to be interested in the 450,416,901 Domestic Shares held by Huitai. Mr. Zhang Guoxiang also directly holds 2,768,861 Domestic Shares of the Company.
2. Ms. Wang Fangfei directly holds 55% of the equity interest of Chongqing Jiulong Investment Co., Ltd.* (“**Chongqing Jiulong**”), which directly holds 231,532,653 Domestic Shares of the Company. Accordingly, Ms. Wang Fangfei is deemed to be interested in the 231,532,653 Domestic Shares held by Chongqing Jiulong.
3. As at 31 December 2022, the issued Domestic Shares and the H Shares of the Company were 3,430,000,000 Shares and 1,170,000,000 Shares.
4. As at 31 December 2022, there were 4,600,000,000 Shares of the Company in issue.

Save as disclosed above, as at 31 December 2022, none of the Directors, supervisors or the chief executives of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of SFO) which are required (i) to be recorded in the register required to be kept under section 352 of the SFO, or (ii) to be notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code.

附註:

- 1、張國祥先生直接持有慧泰的約66.89%股權，而慧泰則直接持有本公司450,416,901股內資股。因此，張國祥先生被視作於慧泰持有的450,416,901股內資股中擁有權益。張國祥先生亦直接持有本公司2,768,861股內資股。
- 2、王芳霏女士直接持有重慶九龍投資有限公司（「重慶九龍」）的55%股權，而重慶九龍則直接持有本公司231,532,653股內資股。因此，王芳霏女士被視作在重慶九龍持有的231,532,653股內資股中擁有權益。
- 3、於2022年12月31日，本公司已發行內資股3,430,000,000股及H股1,170,000,000股。
- 4、於2022年12月31日，本公司共有4,600,000,000股已發行股份。

除上文披露者外，於2022年12月31日，概無本公司董事、監事及最高行政人員於本公司或其相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債權證中，擁有(i)登記於根據證券及期貨條例第352條須予存置的登記冊內，或(ii)根據標準守則須通知本公司及香港聯交所的任何權益或淡倉。

Report of the Board of Directors

董事會報告

(ii) Interests in associated corporations

None of the Directors, supervisors or the chief executives of the Company had any interests or short positions in shares, underlying shares and debentures of associated corporations (within the meaning of Part XV of SFO) of the Company.

DIRECTORS' AND SUPERVISORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

None of the Directors or supervisors or any of their respective associates was granted by the Company or its subsidiaries any right to acquire shares or debentures of the Company or any other body corporate, or had exercised any such right.

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

As at 31 December 2022, the persons (not being a Director, supervisor or chief executive of the Company) or corporations having interests or short positions in the shares or underlying shares of the Company which are required to be notified to the Company and the Stock Exchange under Divisions 2 and 3 of Part XV of the SFO and recorded in the register required to be kept under section 336 of the SFO and who were directly and/or indirectly deemed to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company are listed as follows:

(ii) 於相聯法團的權益

概無董事、監事或本公司最高行政人員在本公司相聯法團（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任何權益或淡倉。

董事及監事收購股份或債券之權利

概無董事及監事或彼等各自之聯繫人獲本公司或其附屬公司授予權利或行使任何該等權利以收購本公司或任何其他法人團體之股份或債券。

主要股東於股份及相關股份之權益及淡倉

於2022年12月31日，於本公司之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分部須向本公司及聯交所披露之權益或淡倉，或記入根據證券及期貨條例第336條須置存之登記冊內之權益或淡倉，或被視作於附有權利可於任何情況下在本公司股東大會投票之任何類別股本之面值中直接及／或間接擁有5%或以上之權益之人士（並非本公司董事、監事及主要行政人員）或公司列載如下：

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Name of Shareholder 股東名稱	Class of share 股份類別	Nature of interests 權益性質	No. of shares held 持有股份數目 (share) (股)	Approximate percentage in relevant class of share 佔有關股份類別之概約百分比 (%) ⁽⁴⁾	Approximate percentage in total share capital 佔股本總數之概約百分比 (%) ⁽⁵⁾
Huitai 慧泰	Domestic Share 內資股	Beneficial owner 實益擁有人	450,416,901 (Long position) (好倉)	13.13	9.79
Loncin Holdings Co., Ltd. ("Loncin Holdings") ⁽¹⁾⁽³⁾ 隆鑫控股 ⁽¹⁾⁽³⁾	Domestic Share 內資股	Beneficial owner 實益擁有人	432,188,780 (Long position) (好倉)	12.60	9.40
Loncin Group Co., Ltd. ("Loncin Group") ⁽²⁾⁽³⁾ 隆鑫集團 ⁽²⁾⁽³⁾	Domestic Share 內資股	Interests of controlled corporation 受控法團權益	432,188,780 (Long position) (好倉)	12.60	9.40
Chengdu ShunRunZe Enterprise Management Consulting Co., Ltd. 成都順潤澤企業管理諮詢有限公司	Domestic Share 內資股	Beneficial owner 實益擁有人	280,000,000 (Long position) (好倉)	8.16	6.09
Beijing Daoyang Zhengde Information Consulting Co., Ltd. 北京道揚正德信息諮詢有限公司	Domestic Share 內資股	Beneficial owner 實益擁有人	270,000,000 (Long position) (好倉)	7.87	5.87
Wang Mingyue 汪明月	Domestic Share 內資股	Beneficial owner 實益擁有人	269,824,593 (Long position) (好倉)	7.87	5.87
Chongqing Qianbaitai Management Co., Ltd. 重慶千百太企業管理有限公司	Domestic Share 內資股	Beneficial owner 實益擁有人	249,136,926 (Long position) (好倉)	7.26	5.42
Chongqing Jiulong 重慶九龍	Domestic Share 內資股	Beneficial owner 實益擁有人	231,532,653 (Long position) (好倉)	6.75	5.03
GF Fund Management Co., Ltd. 廣發基金管理有限公司	H Share H股	Beneficial owner 實益擁有人	237,016,000 (Long position) (好倉)	20.26	5.15
China International Capital Corporation 中國國際金融股份有限公司	H Share H股	Beneficial owner 實益擁有人	138,914,000 (Long position) (好倉)	11.87	3.02
Shandong State-owned Assets Investment Holding Co., Ltd. 山東省國有資產控股股份有限公司	H Share H股	Beneficial owner 實益擁有人	95,000,000 (Long position) (好倉)	8.12	2.07
Golden Sapientia Investments Ltd. 金智投資有限公司	H Share H股	Beneficial owner 實益擁有人	76,000,000 (Long position) (好倉)	6.50	1.65
Max Wisdom International Industrial Limited 惠盛國際實業有限公司	H Share H股	Beneficial owner 實益擁有人	75,322,000 (Long position) (好倉)	6.44	1.64
Hongkong Guanyu Feng Limited 香港冠豐宇有限公司	H Share H股	Beneficial owner 實益擁有人	58,804,864 (Long position) (好倉)	5.03	1.28

Notes:

1. Loncin Holdings directly holds 432,188,780 Domestic Shares of the Company. On 21 November 2022, Chongqing No.5 Intermediate People's Court issued a ruling approving *Substantial consolidation and restructuring plan of 13 companies including Loncin Group Co., Ltd.* (the "**Restructuring Plan**"). According to the Restructuring Plan, the 432,188,780 domestic shares of the Company held by Loncin Holdings (representing approximately 9.4% of the total shares of the Company) will be used to offset the debt owed to the corresponding creditors in proportion to their respective creditors' rights after the repayment of the debts owed to the creditors and fulfillment of the conditions of the reorganization plan. The implementation period of the Restructuring Plan shall be 12 months from the date of approval by the Chongqing Intermediate Court, and Loncin Group shall be withdrawn from the register of shareholders of the Company.
2. Loncin Group directly holds 98% of the equity interest of Loncin Holdings, which directly holds 432,188,780 Domestic Shares of the Company. Accordingly, under the SFO, Loncin Group is deemed to be interested in the 432,188,780 Domestic Shares held by Loncin Holdings.
3. The 432,188,780 Shares held by Loncin Group and Loncin Holdings are of the same interest and duplicated each other.
4. As at 31 December 2022, the issued Domestic Shares and the H Shares of the Company were 3,430,000,000 Shares and 1,170,000,000 Shares.
5. As at 31 December 2022, there were 4,600,000,000 Shares of the Company in issue.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

For the year ended 31 December 2022, there was no purchase, sale or redemption of any listed securities of the Company by the Company or any of its subsidiaries.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the relevant laws or the Articles of Association of the PRC that would oblige the Company to offer new Shares on a pro rata basis to existing Shareholders.

附註:

- 1、隆鑫控股直接持有本公司432,188,780股內資股。重慶市第五中級人民法院於二零二二年十一月二十一日作出裁定，批准了《隆鑫集團有限公司等十三家公司實質合併重整計劃》。根據重整計劃，隆鑫控股有限公司持有的本公司432,188,780股內資股股票（佔本公司總股本約9.4%），在隆鑫集團有限公司等十三家公司完成對相應債權人的清償並且滿足重整計劃規定的條件後，將按照債權相應比例抵償給相應債權人。重整計劃的執行期限為自重慶市第五中級人民法院裁定批准之日起12個月內，屆時隆鑫控股有限公司將退出本公司股東名冊。
- 2、隆鑫集團直接持有隆鑫控股的98%股權，而隆鑫控股則直接持有本公司432,188,780股內資股。因此，根據證券及期貨條例，隆鑫集團被視作在隆鑫控股持有的432,188,780股內資股中擁有權益。
- 3、隆鑫集團及隆鑫控股之432,188,780股股份涉及同一份權益，並互相重疊。
- 4、於2022年12月31日，本公司已發行內資股3,430,000,000股及H股1,170,000,000股。
- 5、於2022年12月31日，本公司共有4,600,000,000股已發行股份。

購入、出售或贖回本公司上市證券

截至2022年12月31日止年度期間，本公司或其任何附屬公司並無購買、出售或贖回任何本公司上市證券。

優先購買權

根據中國相關法律和公司章程項下概無有關優先購買權的條文，故本公司毋須向現有股東按比例提呈發售新股份。

Report of the Board of Directors

董事會報告

COMPANY'S ENVIRONMENTAL POLICIES, SOCIAL AND GOVERNANCE RESPONSIBILITY AND PERFORMANCE

The Group has been actively performing our environmental, social and governance responsibilities and conducting our business in a socially-responsible way while creating monetary value for our Shareholders. The Company strictly complies with the requirements of Environmental, Social and Governance Reporting Guides issued by the Stock Exchange, whereby the Company is committed to incorporating the sustainable development principle into our corporate development strategies and daily operation and management and acting as a responsible corporate citizen. In 2022, the Company provided our staff with a premium development platform and safe working environment. We protect the environment, treasure the natural resources and spare no efforts in reducing the impact of our operation on the environment. We value our customers and suppliers, and provide premium product and service and continuously optimize the management of our suppliers.

Pursuant to Appendix 27 to the Listing Rules, the Company prepared the Environmental, Social and Governance Report, which is set out from page 87 to page 109 of this report.

COMPANY'S COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

The Group is able to comply with relevant requirements of laws, regulations, rules and provisions of the Companies Ordinance, the Listing Rules and SFO in Hong Kong, the Company Law of the People's Republic of China, the Basic Norms of Enterprise Internal Control, Interim Measures for the Administration of Financing Guarantee Companies, Guiding Opinions of China Banking Regulatory Commission and People's Bank of China on Pilot Projects of Small Loan Companies, Guidance on Promoting the Healthy Development of Internet Finance in the PRC etc., including information disclosure, corporate governance and standard industry operation, etc.. The Group has also adopted the Model Code in Hong Kong.

公司的環境政策、社會及管治責任及表現

本集團一直積極履行環境、社會及管治責任，在為股東創造經濟價值的同時，亦以對社會負責任的方式運營業務。我們嚴格遵循聯交所《環境、社會及管治報告指引》要求，致力於將可持續發展理念融入企業發展戰略和日常經營管理，做負責任的企業公民。2022年，我們為員工提供優秀的發展平台和安全的工作環境；我們愛護環境，珍惜資源，努力降低運營對環境的影響；我們重視客戶和供貨商，提供卓越的產品和服務，並不斷改善對供貨商的管理。

本公司根據上市規則附錄二十七編製了《環境、社會及管治報告》，載於本報告第87頁至第109頁。

公司對有關法律法規之遵守

本集團能夠遵守香港地區的公司條例、上市規則、證券及期貨條例以及中國境內的《中華人民共和國公司法》、《融資擔保公司監督管理條例》、《中國銀行業監督管理委員會、中國人民銀行關於小額貸款公司試點的指導意見》等相關法律、法規、規章、條例的要求，其中包括數據的披露、企業管治以及行業規範運作等，本集團亦已採納香港地區的標準守則。

Report of the Board of Directors

董事會報告

CONNECTED TRANSACTION

Details of the Company's connected transactions in 2022 are as follows:

On 10 January 2022, the Company and Chengdu Metallic Materials (as transferor) entered into the Equity Transfer Agreement pursuant to which the Company has agreed to acquire, at the total consideration of RMB116,000,000, an aggregate of approximately 14.29% equity interest in Sichuan Micro-credit (a direct non wholly-owned subsidiary of the Company before the completion of the transaction) from Chengdu Metallic Materials.

Upon completion of the Equity Transfer, the Company became the sole shareholder of Sichuan Micro-credit, allowing the Company to have control over the management of Sichuan Micro-credit, which is conducive to the Company's overall management and development deployment of the whole micro-credit business.

As at the date of the entering into of the Equity Transfer Agreement, the Company held approximately 85.71% equity interest in Sichuan Micro-credit and Sichuan Micro-credit is a direct non wholly-owned subsidiary of the Company, Chengdu Metallic Materials holds approximately 14.29% equity interest in Sichuan Microcredit, thus Chengdu Metallic Materials is a connected person of the Company at the subsidiary level, and the Equity Transfer constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As one or more applicable percentage ratios in respect of the Equity Transfer as calculated pursuant to Rule 14.07 of the Listing Rules are more than 5% but less than 25%, the Company issued an announcement regarding to the transaction, please refer to the Company's announcement dated 10 January 2022.

For details of the Company's material related party transactions in 2022, please refer to Note 35 of the financial statements. The Company has made the required disclosure of remuneration of directors and supervisors (please refer to financial statements). Save for the aforementioned, other related party transactions as set out in Note 35 to the financial statements did not constitute connected transaction/continuing connected transaction under the Listing Rules.

The Company confirms that there are no other transactions that are required to be disclosed pursuant to Chapter 14A of the Listing Rules.

關連交易

2022年度本公司關連交易詳細內容如下：

2022年1月10日，本公司與成都市金屬材料有限公司（轉讓方）就四川瀚華小額貸款有限公司（四川瀚華小額）（本公司之非全資附屬公司）股權轉讓事宜共同訂立股權轉讓協議。根據股權轉讓協議，本公司以合共人民幣116,000,000元收購轉讓方於四川瀚華小額貸款合共約14.29%的股本權益。

於股權轉讓完成後，本公司成為四川瀚華小額的唯一股東，使本公司對四川瀚華小額的管理擁有控制權，有利於本公司對整個小額貸款業務的整體管理和發展部署。

截至股權轉讓協議簽訂之日，本公司持有四川瀚華小額約85.71%的股權，四川瀚華小額是本公司的直接非全資子公司，成都金屬材料有限公司持有四川瀚華小額約14.29%的股權，因此，成都金屬材料公司是本公司的附屬公司層面的關聯人士，根據第十四章的規定，本次股權轉讓構成本公司的關聯交易。構成上市規則第14A章規定的本公司的一項關聯交易。

由於根據上市規則第14.07條所計算有關交易的一個適用百分比率高於5%但低於25%，故本公司對該交易進行了公告，參見本公司2022年1月10日之公告。

2022年度本公司關聯方交易詳細內容參見財務報表附註35。本公司已按規定披露董監高薪酬（見財務報表）。除上述情況外，載於財務報表附註35的其他關聯方交易並不構成上市規則規定的關聯交易／持續關聯交易。

本公司確認，無其他交易需要按照上市規則第14A章之規定予披露。

Report of the Board of Directors

董事會報告

AUDIT COMMITTEE

The Audit Committee has reviewed together with the management and external auditors the accounting principles and policies adopted by the Group and the audited consolidated financial statements for the year ended 31 December 2022.

CORPORATE GOVERNANCE

The Company is committed to maintaining high standards of corporate governance and has steered its development and protected the interests of its Shareholders in an enlightened and open manner. As at the date of this report, the Board has adopted the Code Provisions as its corporate governance code.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, as at the date of this report, the Directors confirmed that the Company has maintained the required public float under the Listing Rules.

AUDITORS

The consolidated financial statements for the year ended 31 December 2022 have been audited by KPMG.

KPMG shall retire in the forthcoming AGM and, being eligible, will offer themselves for re-appointment. A resolution for the selection of auditors for 2023 of the Company will be proposed at the forthcoming AGM.

By order of the Board of
Hanhua Financial Holding Co., Ltd.*
Chairman of the Board
Zhang Jun

30 March 2023

* For identification purpose only

審計委員會

審計委員會已與管理層及外聘核數師審閱本集團採納的會計原則及政策以及截至2022年12月31日止年度的經審核綜合財務報表。

企業管治

本公司一直致力維持高水平企業管治，以開明和開放的理念維護其發展及保障股東的權益。於本報告期內董事會已採納守則條文作為其企業管治守則。

充足的公眾持股量

根據本公司可從公開途徑得到的資料及據董事所知，於本報告日期，董事確認本公司一直維持上市規則所要求的公眾持股量。

核數師

畢馬威會計師事務所已審核截至2022年12月31日止年度的綜合財務報表。

畢馬威會計師事務所須於即將舉行的股東週年大會上退任，並符合資格及願意膺選連任。有關選聘本公司2023年度核數師的決議案將於即將舉行的股東週年大會上獲提呈。

承董事會命
瀚華金控股份有限公司
董事會主席
張軍

2023年3月30日

* 僅供識別

Report of the Board of Supervisors

監事會報告

REPORT OF THE BOARD OF SUPERVISORS

In 2022, pursuant to the requirements set out in the PRC Company Law and the Articles of Association, the Board of Supervisors of the Company has attentively performed its duties and proactively carried out supervision on the financial activities, internal control, risk management, lawful operation as well as the performance of duties by the Board and senior management of the Company, thus effectively contributing to the optimization of governance of the Company and to the healthy and sustainable development of the Company.

PARTICULARS OF THE MAJOR WORKS OF THE BOARD OF SUPERVISORS

The Board of Supervisors convened meetings of the Board of Supervisors pursuant to laws and regulations. In 2022, the Company held a total of 4 regular meetings of the supervisory board, including: summarizing the work of the annual supervisory board; reviewing the interim report; nominating candidates for non-employee representative supervisors of the Fourth supervisory board, reviewing the remuneration of supervisors; electing the chairman of the fourth supervisory board, etc. and attended two general meeting and eleven Board meetings. The Board of Supervisors has supervised the general meeting and Board meetings with regard to the legality, compliance and the procedure of voting thereof. The Board of Supervisors has also supervised the performance of duties by the Board and senior management.

Two non-employee representative supervisors of the Fourth Supervisory Board were elected and approved at the First Extraordinary General Meeting of Shareholders for 2022 held on 16 October 2022, and together with one employee representative supervisor, they constitute the Fourth Supervisory Board. The term of office of the supervisors of the fourth session of the Supervisory Board shall commence on 16 October 2022.

The Board of Supervisors endeavored in conducting proper finance supervision. By focusing on the compilation, verification and disclosure of regular reports, the Board of Supervisors communicated with external auditors and auditors on a regular basis, strengthened the analysis of major issues that may affect the truthfulness, accuracy and completeness of the financial reports, timely followed up and gained knowledge of the changes of regulatory requirements, and provided opinions and suggestions. In accordance with relevant requirements, the Board of Supervisors conducted supervision on the selection and appointment of external auditors and auditors, and oversaw capital management of the Company, and the management of insiders of inside information.

監事會報告

2022年，本公司監事會按照中國《公司法》和章程的規定，認真履行職責，積極開展監督工作，對本公司財務活動、內部控制、風險管理、合法經營、董事會和高級管理層的履職盡責等情況進行了有效監督，為完善本公司治理和持續健康發展發揮了作用。

監事會主要工作情況

依法律法規召開監事會會議。2022年，本公司共召開監事會定期會議4次，包括：總結年度監事會工作情況；審議中期報告；提名第四屆監事會非職工代表監事候選人、審議監事薪酬；選舉第四屆監事會主席等。列席股東大會2次，列席董事會11次，對股東大會和董事會的合法合規性、投票表決程序進行監督，對董事會、高級管理層的履職情況進行監督。

第四屆監事會兩名非職工代表監事於2022年10月16日召開的2022年第一次臨時股東大會選舉通過，與一名職工代表監事共同組成第四屆監事會。第四屆監事會監事的任期自2022年10月16日開始。

切實做好財務監督。以定期報告的編製、審核、披露為重點，與外部審計師和核數師定期溝通，加強對可能影響財務報告真實性、準確性、完整性的重大事項的分析，及時跟進瞭解監管要求的變化，提出意見建議。按照有關要求，監督外部審計師和核數師的選聘工作，對本公司資本管理、內幕消息知情人管理情況等進行監督。

Report of the Board of Supervisors

監事會報告

The Board of Supervisors substantially participated in internal control supervision. The Board of Supervisors regularly debriefed special reports on the work of internal control and compliance, key findings and rectification in internal audit and prevention and control over non-compliance cases, and strengthened supervision on the internal control formulation and assessment work.

The Board of Supervisors strengthened risk management supervision. It paid attention to the major risks faced by the industry and debriefed special reports with regard to the work of risk management and liquidity risk management and provided timely opinions and suggestions.

INDEPENDENT OPINIONS OF THE BOARD OF SUPERVISORS ON RELEVANT MATTERS

Lawful Operation of the Company. During the year ended 31 December 2022, the business activities of the Company complied with the PRC Company Law and the Articles of Association, the internal control system was improved, and the decision-making procedures were lawful and valid. None of the Directors or senior management of the Company was found to have violated the relevant laws, regulations or the Articles of Association or harmed the interests of the Company and the Shareholders.

Authenticity of Financial Report. The financial statements of the Company for the year ended 31 December 2022 were prepared in accordance with the HKFRSs and were audited by KPMG in accordance with Hong Kong Standards on Auditing. The auditor issued standard unqualified audit report.

Connected Transaction. On 10 January 2022, the Company conducted a connected transaction with Chengdu Metallic Materials (a connected person at the subsidiary level) to acquire 14.29% equity interest in Sichuan Micro-credit for a total consideration of RMB116,000,000. The Company made an announcement on 10 January 2022 in accordance with the Listing Rules and the Articles of Association. For details of the transaction, please refer to the announcement.

深入開展內控監督。參加內控合規工作情況、內部審計主要發現及整改等內控會議，加強對內部控制建設及內部控制評價工作等情況的監督。

強化風險管理監督。關注行業風險，參加公司風險管理部門的工作情況、流動性風險管理情況等專門會議，並及時提出意見建議。

監事會就有關事項發表的獨立意見

公司依法經營情況。截至2022年12月31日止年度內，本公司的經營活動符合中國《公司法》和章程的規定，內部控制體系較完善，決策程序合法有效。未發現本公司董事、高級管理人員履職時有違反相關法律法規、章程或損害公司及股東利益的行為。

財務報告的真實性。本公司截至2022年12月31日止年度根據香港財務報告準則編製的財務報告已經畢馬威會計師事務所根據香港審計準則進行審計，並出具了標準無保留意見的審計報告。

關連交易。本公司於2022年1月10日與附屬公司層面之關連人士成都市金屬材料有限公司（成都金屬）進行了一筆交連交易。收購該關連人士所持四川瀚華小額貸款有限公司14.29%的股權，總對價116,000,000元人民幣。公司已按上市規則及公司章程規定於2022年1月10日予以了公告。交易詳細參見該公告。

Report of the Board of Supervisors

監事會報告

Internal Control. During the year ended 31 December 2022, the Company continued to strengthen and optimize its internal control, and the Board of Supervisors lodged no objections to the Report on Assessment of Internal Control for 2022.

Implementation of resolutions passed at the general meeting(s). The Board of Supervisors lodged no objections to the reports and proposals submitted by the Board to the general meetings in 2021, and having inspected the execution of the resolutions of general meetings, concluded that the Board had duly implemented the relevant resolutions passed at the general meeting(s).

Opinions on Performance Assessment of Directors, Supervisors and Senior Management of the Company. During the year ended 31 December 2022, all Directors, supervisors and senior management were diligent in duly carrying out their duties and were evaluated as qualified in the performance assessment.

By order of the Board of Supervisors
Hanhua Financial Holding Co., Ltd.*
Chairman of the Board of Supervisors
He Zhonghua

29 March 2023

內部控制情況。截至2022年12月31日止年度內，本公司持續加強和完善內部控制，監事會對2022年內部控制評價報告無異議。

股東大會決議執行情況。監事會對董事會2022年內提交股東大會審議的各項報告和提案沒有異議，對股東大會決議的執行情況進行了監督，認為董事會認真執行了股東大會的有關決議。

對本公司董事、監事、高級管理人員履職情況。截至2022年12月31日止年度內，董事、監事、高級管理人員勤勉盡責，履職評價結果為稱職。

承監事會命
瀚華金控股份有限公司
監事會主席
何忠華

2023年3月29日

Independent Auditor's Report

獨立審計報告

**Independent auditor's report to
the shareholders of Hanhua Financial Holding Co., Ltd.**
(Incorporated in the People's Republic of China with limited liability)

OPINION

We have audited the consolidated financial statements of Hanhua Financial Holding Co., Ltd. (“**the Company**”) and its subsidiaries (“**the Group**”) set out on pages 147 to 296, which comprise the consolidated statement of financial position as at 31 December 2022, the 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 consolidated cash flow statement for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2022 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“**HKSAs**”) issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* (the “**Code**”) together with any ethical requirements that are relevant to our audit of the consolidated financial statements in the People's Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

致瀚華金控股份有限公司
全體股東的獨立審計報告
(於中華人民共和國註冊成立的股份有
限公司)

審計意見

我們審計了後附第147至296頁瀚華金控股份有限公司(「**貴公司**」)及其子公司(統稱「**貴集團**」)的合併財務報表,包括2022年12月31日的合併財務狀況表,截至2022年12月31日止年度的合併損益表、合併損益及其他綜合收益表、合併股東權益變動表和合併現金流量表,以及重要會計政策和財務報表附註。

我們認為,該合併財務報表已經按照香港會計師公會頒佈的《香港財務報告準則》,真實而公允地反映了貴集團2022年12月31日的財務狀況以及貴集團2022年度的財務表現和現金流量,並已遵照香港《公司條例》的披露要求擬備。

審計意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》執行了審計工作。審計報告的「**審計師就合併財務報表審計須承擔的責任**」部分進一步闡述了我們在該準則下的責任。按照香港會計師公會的《**註冊會計師執業道德規範**》(「**道德規範**」)以及中華人民共和國境內關於合併財務報表審計相關的其他道德規範要求,我們獨立於貴集團,並履行了道德規範以及中國境內道德規範要求下的其他道德責任。我們相信,我們獲得的審計證據是充分、適當的,為發表審計意見提供了基礎。

Independent Auditor's Report

獨立審計報告

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

關鍵審計事項

關鍵審計事項是根據我們的職業判斷，我們認為對本年財務報表審計最為重要的事項。這些事項的應對以對財務報表整體進行審計並形成意見為背景，我們不對這些事項提供單獨的意見。

<p>Assessing expected credit loss allowance of loans and receivables measured at amortized cost and provisions for guarantee losses 評估以攤餘成本計量的貸款及應收款項的減值準備和擔保賠償準備金</p> <p><i>Refer to the accounting policies in “Note 1(k)(ii) to the consolidated financial statements: Credit losses from financial instruments, contract assets and lease receivables”, “Note 1(k)(iii) to the consolidated financial statements: Credit losses from financial guarantees issued”, and Notes 14, 15, 16, 17 and 26 to the consolidated financial statements.</i> 請參閱合併財務報表「附註1(k)(ii)金融工具，合約資產及應收租賃款項的信貸損失」，「附註1(k)(iii)發行財務擔保造成的信貸損失」的會計政策，以及附註14, 15, 16, 17和26。</p>	
<p>The Key Audit Matter 關鍵審計事項</p>	<p>How the matter was addressed in our audit 在審計中如何應對該事項</p>
<p>Impairments of loans and advances to customers, trade and other receivables, finance lease receivables and receivables for factoring business (together as “loans and receivables measured at amortized cost”) and provisions for guarantee losses are both the subjective areas due to the level of judgement applied by management in determining allowances and provisions. 以攤餘成本計量的發放貸款及墊款、應收代償款、應收保理款和應收融資租賃款（統稱為「以攤餘成本計量的貸款及應收款項」）減值準備和擔保賠償準備金的確定涉及管理層判斷。</p> <p>The Group uses the expected credit loss (“ECL”) model to calculate the loss allowance in accordance with HKFRS 9 Financial Instruments (“HKFRS 9”). 貴集團根據香港財務報告準則第9號金融工具準則，使用預期信貸損失（「ECL」）模型計算損失備抵。</p>	<p>Our audit procedures to assess the impairment of loans and receivables measured at amortized cost and provisions for guarantee losses included the following: 與評估以攤餘成本計量的貸款及應收款項減值和擔保賠償準備金相關的審計程式中包括以下程式：</p> <ul style="list-style-type: none"> assessing the design, implementation and operating effectiveness of key controls over the approval, recording and monitoring of loans and receivables measured at amortized cost and guarantees, the credit grading process and the measurement of impairment losses and provisions for guarantee losses. 瞭解和評價與以攤餘成本計量的貸款及應收款項在審批、記錄、監控、分類流程以及減值準備和擔保賠償準備金計提相關的關鍵財務報告內部控制的設計和運行有效性。

Independent Auditor's Report

獨立審計報告

KEY AUDIT MATTERS (CONTINUED)

關鍵審計事項 (續)

<p>Assessing expected credit loss allowance of loans and receivables measured at amortized cost and provisions for guarantee losses (Continued) 評估以攤餘成本計量的貸款及應收款項的減值準備和擔保賠償準備金 (續)</p>	
<p><i>Refer to the accounting policies in "Note 1(k)(ii) to the consolidated financial statements: Credit losses from financial instruments, contract assets and lease receivables", "Note 1(k)(iii) to the consolidated financial statements: Credit losses from financial guarantees issued", and Notes 14, 15, 16, 17 and 26 to the consolidated financial statements.</i> 請參閱合併財務報表「附註1(k)(ii)金融工具、合約資產及應收租賃款項的信貨損失」、 「附註1(k)(iii)發行財務擔保造成的信貨損失」的會計政策，以及附註14、15、16、17和26。</p>	
<p>The Key Audit Matter 關鍵審計事項</p>	<p>How the matter was addressed in our audit 在審計中如何應對該事項</p>
<p>The determination of loss allowances using the expected credit loss model is subject to a number of key parameters and assumptions, including the identification of loss stages, estimates of probability of default, loss given default, exposures at default and discount rate, adjustments for forward-looking information and other adjustment factors. Management judgment is involved in the selection of those parameters and the application of the assumptions. 運用預期信用損失模型確定準備金的過程中涉及到若干關鍵參數和假設的應用，包括發生信用減值的階段劃分、違約概率、違約損失率、違約風險暴露、折現率等參數估計，同時考慮前瞻性調整及其他調整因素等，在這些參數的選取和假設的應用過程中涉及較多的管理層判斷。</p>	<ul style="list-style-type: none"> assessing the reliability of the expected credit loss model used by management in determining loss allowances, including assessing the appropriateness of the key parameters and assumptions in the expected credit loss model, including the identification of loss stages, probability of default, loss given default, exposure at default, discount rate, adjustments for forward-looking information and other management adjustments. 評價管理層評估減值準備時所用的預期信用損失模型和參數的可靠性，包括評價發生信用減值的階段劃分、違約概率、違約損失率、違約風險暴露、折現率、前瞻性調整及管理層調整等，並評價其中所涉及的關鍵管理層判斷的合理性。

Independent Auditor's Report

獨立審計報告

KEY AUDIT MATTERS (CONTINUED)

關鍵審計事項 (續)

<p>Assessing expected credit loss allowance of loans and receivables measured at amortized cost and provisions for guarantee losses (Continued) 評估以攤餘成本計量的貸款及應收款項的減值準備和擔保賠償準備金 (續)</p>	
<p>Refer to the accounting policies in "Note 1(k)(ii) to the consolidated financial statements: Credit losses from financial instruments, contract assets and lease receivables", "Note 1(k)(iii) to the consolidated financial statements: Credit losses from financial guarantees issued", and Notes 14, 15, 16, 17 and 26 to the consolidated financial statements. 請參閱合併財務報表「附註1(k)(ii)金融工具、合約資產及應收租賃款項的信貨損失」、「附註1(k)(iii)發行財務擔保造成的信貨損失」的會計政策，以及附註14、15、16、17和26。</p>	
<p>The Key Audit Matter 關鍵審計事項</p>	<p>How the matter was addressed in our audit 在審計中如何應對該事項</p>
<p>In particular, the determination of the loss allowances and provisions for guarantee losses is heavily dependent on the external macro environment and the Group's internal credit risk management strategy. The expected credit losses and provisions for guarantee losses are derived from estimates including the Group's historical losses, internal and external credit grading and other adjustment factors.</p> <p>外部宏觀環境和貴集團內部信用風險管理策略對預期信用損失模型的確定有很大的影響。在評估關鍵參數和假設時，貴集團對於貸款及應收款項減值準備或擔保賠償準備金所考慮的因素包括歷史損失率、內部信用評級、外部信用評級及其他調整因素。</p> <p>Management also exercises judgement in determining the quantum of loss given default based on a range of factors. These include available remedies for recovery, the financial situation of the borrower, the recoverable amount of collateral, the seniority of the claim and the existence and cooperativeness of other creditors. The enforceability, timing and means of realisation of collateral can also have an impact on the recoverable amount of collateral and, therefore, the amount of impairment losses and provisions for guarantee losses as at the end of the reporting period.</p> <p>在運用判斷確定違約損失率時，管理層會考慮多種因素。這些因素包括可收回金額、借款人的財務狀況、抵押物可收回金額、索賠受償順序、是否存在其他債權人及其代償意願。擔保物變現的可能性、時間和方式會對最終的可收回金額產生重大影響，進而影響資產負債表日的減值準備和擔保賠償準備金的金額。</p>	<ul style="list-style-type: none"> assessing the completeness and accuracy of data used for the key parameters in the expected credit loss model. For key parameters derived from internal data relating to original loan or guarantee agreements, we compared the total balances of the loan list and guarantee list to assess the accuracy of compilation of the list, which contain information used by management to assess impairment losses and provisions for guarantee losses, with the general ledger and compared individual loan and guarantee information, on a sample basis, with the underlying loan and guarantee agreements and other related documentation to assess the presentation of the information in the loan list and in the guarantee list. For key parameters derived from external data, we selected samples to inspect the accuracy of such data by comparing them with public resources. 評價預期信用損失模型的參數使用的關鍵資料的完整性和準確性。針對與原始檔案相關的關鍵內部資料，我們將管理層用以評估減值準備的貸款評級報告餘額和用於評估擔保賠償準備金的擔保台賬餘額分別與總賬進行比較，選取樣本，將單項貸款或擔保的資訊與相關協定以及其他有關檔案進行比較，以評價管理層貸款評級報告和擔保台賬中的資訊列報情況；針對關鍵外部資料，我們將其與公開信息來源進行核對，以檢查其準確性。

Independent Auditor's Report

獨立審計報告

KEY AUDIT MATTERS (CONTINUED)

關鍵審計事項 (續)

<p>Assessing expected credit loss allowance of loans and receivables measured at amortized cost and provisions for guarantee losses (Continued) 評估以攤餘成本計量的貸款及應收款項的減值準備和擔保賠償準備金 (續)</p>	
<p><i>Refer to the accounting policies in "Note 1(k)(ii) to the consolidated financial statements: Credit losses from financial instruments, contract assets and lease receivables", "Note 1(k)(iii) to the consolidated financial statements: Credit losses from financial guarantees issued", and Notes 14, 15, 16, 17 and 26 to the consolidated financial statements.</i> 請參閱合併財務報表「附註1(k)(ii)金融工具、合約資產及應收租賃款項的信貨損失」,「附註1(k)(iii)發行財務擔保造成的信貨損失」的會計政策,以及附註14, 15, 16, 17和26。</p>	
<p>The Key Audit Matter 關鍵審計事項</p>	<p>How the matter was addressed in our audit 在審計中如何應對該事項</p>
<p>We identified assessing expected credit loss allowance of loans and receivables measured at amortized cost and provisions for guarantee losses as a key audit matter because of the inherent uncertainty and management judgement involved and because of their significance to the financial results of the Group. 由於以攤餘成本計量的貸款及應收款項的減值準備和擔保賠償準備金的確定存在固有不確定性以及涉及到管理層判斷,同時其對貴集團的經營成果會產生重要影響,我們將以以攤餘成本計量的貸款及應收款項的減值準備和擔保賠償準備金的確定識別為關鍵審計事項。</p>	<ul style="list-style-type: none"> for key parameters involving judgement, critically assessing input parameters by seeking evidence from external sources and comparing to the Group's internal records including historical loss experience and type of collateral. As part of these procedures, we challenged the reasons or modifications to estimates and model parameters, considered the consistency of management judgments. We compared the economic factors used in the models with market information to assess whether they were aligned with market and economic development. 針對涉及主觀判斷的輸入參數,我們進行了審慎評價,包括從外部尋求支援證據,比對歷史損失經驗及擔保方式等內部記錄。作為上述程式的一部分,我們還詢問了管理層對關鍵假設和輸入參數相對於以前所做調整的理由,並考慮管理層所運用的判斷是否一致。我們對比模型中使用的經濟因素與市場訊息,評價其是否與市場以及經濟發展情況相符。 for key parameters used in the expected credit loss model which were derived from system-generated internal data, assessing the accuracy of input data by comparing the input data with original documents on a sample basis. In addition, we involved our IT specialists to assess the logics and compilation of the overdue information of loans for selected samples. 針對需由系統運算生成的關鍵內部資料,我們選取樣本將系統輸入資料核對至原始檔案以評價系統輸入資料的準確性。此外,利用我們的資訊技術專家的工作,在選取樣本的基礎上測試了貸款的逾期資訊的編製邏輯。

Independent Auditor's Report

獨立審計報告

KEY AUDIT MATTERS (CONTINUED)

關鍵審計事項 (續)

<p>Assessing expected credit loss allowance of loans and receivables measured at amortized cost and provisions for guarantee losses (Continued) 評估以攤餘成本計量的貸款及應收款項的減值準備和擔保賠償準備金 (續)</p>	
<p><i>Refer to the accounting policies in "Note 1(k)(ii) to the consolidated financial statements: Credit losses from financial instruments, contract assets and lease receivables", "Note 1(k)(iii) to the consolidated financial statements: Credit losses from financial guarantees issued", and Notes 14, 15, 16, 17 and 26 to the consolidated financial statements.</i> 請參閱合併財務報表「附註1(k)(ii)金融工具、合約資產及應收租賃款項的信貨損失」、「附註1(k)(iii)發行財務擔保造成的信貨損失」的會計政策，以及附註14、15、16、17和26。</p>	
<p>The Key Audit Matter 關鍵審計事項</p>	<p>How the matter was addressed in our audit 在審計中如何應對該事項</p>
	<ul style="list-style-type: none"> • evaluating the validity of management's assessment on whether the credit risk of loans and receivables measured at amortized cost and guarantees has, or has not, increased significantly since initial recognition and whether loans and receivables measured at amortized cost and guarantees are credit-impaired on a sample basis. We analysed the portfolio by industry sector to select samples in industries more vulnerable to the current economic situation with reference to other borrowers with potential increased credit risk. We checked the overdue information, making enquiries of the credit managers about the borrowers' business operations, checking borrowers' financial information and researching market information about borrowers' businesses. • 評價管理層作出的關於以攤餘成本計量的貸款及應收款項和擔保的信用風險自初始確認後是否顯著增加的判斷以及是否已發生信用減值的判斷的合理性。選取樣本檢查管理層發生信用減值的階段劃分結果的合理性。我們按照行業分類對以攤餘成本計量的貸款及應收款項和擔保進行分析，自受目前經濟環境影響較大的行業以及其他存在潛在信用風險的借款人中選取樣本。我們在選取樣本的基礎上查看相關資產的逾期資訊、瞭解借款人信用風險狀況、向信貸經理詢問借款人的經營狀況、檢查借款人的財務資訊以及搜尋有關借款人業務的市場訊息等。

Independent Auditor's Report

獨立審計報告

KEY AUDIT MATTERS (CONTINUED)

關鍵審計事項 (續)

<p>Assessing expected credit loss allowance of loans and receivables measured at amortized cost and provisions for guarantee losses (Continued) 評估以攤餘成本計量的貸款及應收款項的減值準備和擔保賠償準備金 (續)</p>	
<p><i>Refer to the accounting policies in "Note 1(k)(ii) to the consolidated financial statements: Credit losses from financial instruments, contract assets and lease receivables", "Note 1(k)(iii) to the consolidated financial statements: Credit losses from financial guarantees issued", and Notes 14, 15, 16, 17 and 26 to the consolidated financial statements.</i> 請參閱合併財務報表「附註1(k)(ii)金融工具、合約資產及應收租賃款項的信貨損失」、「附註1(k)(iii)發行財務擔保造成的信貨損失」的會計政策，以及附註14、15、16、17和26。</p>	
The Key Audit Matter 關鍵審計事項	How the matter was addressed in our audit 在審計中如何應對該事項
	<ul style="list-style-type: none"> • for selected samples of loans and receivables measured at amortized cost and guarantees that are credit-impaired, evaluating management's assessment of the value of any property collateral held by comparison with market prices based on the location and use of the property and the prices of neighbouring properties. We also evaluated the timing and means of realization of collateral, evaluated the forecast cash flows, challenged the viability of the Group's recovery plans and evaluated other credit enhancements that are integral to the contract terms. • 我們在選取樣本的基礎上，評價已發生信用減值的以攤餘成本計量的貸款及應收款項和擔保違約損失率的合理性。在此過程中，將貴集團持有的房產抵押物的管理層估值與基於房產位置、用途及周邊房產的市場價格進行比較，來評價管理層的估值是否恰當。我們還評價了抵押物變現的時間及方式，評價其預計可收回現金流，就貴集團的回收計劃的可靠性進行考量，並考慮管理層認定的其他還款來源。 • recalculating the amount of impairment and provisions for 12 month and life time credit losses using the expected credit loss model based on the above parameters and assumptions for a sample of loans and receivables measured at amortized cost and guarantee losses where the credit risk of the loan and guarantee has not, or has, increased significantly since initial recognition, respectively. • 基於上述工作，我們選取樣本利用預期信用損失模型覆核了以攤餘成本計量的貸款及應收款項的減值準備和擔保賠償準備金的計算準確性。

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獨立審計報告

KEY AUDIT MATTERS (CONTINUED)

關鍵審計事項 (續)

<p>Assessing expected credit loss allowance of loans and receivables measured at amortized cost and provisions for guarantee losses (Continued) 評估以攤餘成本計量的貸款及應收款項的減值準備和擔保賠償準備金 (續)</p>	
<p><i>Refer to the accounting policies in "Note 1(k)(ii) to the consolidated financial statements: Credit losses from financial instruments, contract assets and lease receivables", "Note 1(k)(iii) to the consolidated financial statements: Credit losses from financial guarantees issued", and Notes 14, 15, 16, 17 and 26 to the consolidated financial statements.</i> 請參閱合併財務報表「附註1(k)(ii)金融工具、合約資產及應收租賃款項的信貨損失」、「附註1(k)(iii)發行財務擔保造成的信貨損失」的會計政策，以及附註14、15、16、17和26。</p>	
<p>The Key Audit Matter 關鍵審計事項</p>	<p>How the matter was addressed in our audit 在審計中如何應對該事項</p>
	<ul style="list-style-type: none"> evaluating whether the disclosures on impairment of loans and receivables measured at amortized cost and provisions for guarantee losses meet the disclosure requirements of the prevailing accounting standards. 評價以攤餘成本計量的貸款及應收款項的減值準備和擔保賠償準備金相關的財務報表資訊披露是否符合現行會計準則的披露要求。
<p>Assessing the fair value of financial instruments 評估金融工具的公允價值</p>	
<p><i>Refer to the accounting policies in "Note 1(k)(iv) to the consolidated financial statements: Fair value measurement" and Note 19 to the consolidated financial statements.</i> 請參閱合併財務報表「附註1(k)(iv)公允價值計量」的會計政策以及附註19。</p>	
<p>The Key Audit Matter 關鍵審計事項</p>	<p>How the matter was addressed in our audit 在審計中如何應對該事項</p>
<p>The Group's financial instruments measured at fair value through profit or loss at 31 December 2022 comprised non-performing asset, equity instruments held for trading, debt instruments held for trading and private funds. 貴集團於2022年12月31日的公允價值計量且其變動計入當期損益的金融資產包括不良資產包、上市和非上市的債務和權益工具和私募基金。</p>	<p>Our audit procedures to assess the fair value of financial instruments included the following: 與評價金融工具的公允價值，相關的審計程式中包括以下程式：</p> <ul style="list-style-type: none"> assessing the design, implementation and operating effectiveness of management's key internal controls over the valuation, independent price verification, front office/back office reconciliations and valuation model approval for financial instruments. 瞭解和評價貴集團與估值、獨立價格驗證、前後臺對賬及金融工具估值模型審批相關財務報告內部控制的設計和運行的有效性。

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獨立審計報告

KEY AUDIT MATTERS (CONTINUED)

關鍵審計事項 (續)

Assessing the fair value of financial instruments (Continued) 評估金融工具的公允價值 (續)	
Refer to the accounting policies in "Note 1(k)(iv) to the consolidated financial statements: Fair value measurement" and Note 19 to the consolidated financial statements. 請參閱合併財務報表「附註1(k)(iv)公允價值計量」的會計政策以及附註19。	
The Key Audit Matter 關鍵審計事項	How the matter was addressed in our audit 在審計中如何應對該事項
<p>At 31 December 2022, the fair value of the Group's financial instruments was RMB2,073.0 million, of which RMB29.9 million and RMB2,043.1 million were classified under the fair value hierarchy as level 1 and 3 financial instruments respectively.</p> <p>於2022年12月31日，貴集團金融工具的公允價值為人民幣2,073.0百萬元，其中，分類為第一層級和第三層級公允價值計量的金融工具的公允價值分別為人民幣29.9百萬元和人民幣2,043.1百萬元。</p> <p>The valuations of the Group's financial instruments use market data where available. Where such observable data is not readily available, as in the case of level 3 financial instruments, estimates need to be developed using valuation models and valuation reports, if any, issued by an independent licensed valuer, which can involve significant management judgment.</p> <p>貴集團以公允價值計量的金融工具的估值使用可獲得的市場數據。當可觀察的輸入值無法可靠獲取時，即第三層級公允價值計量的金融工具的情形下，則需要使用估值模型和以獨立有資質的估值師出具的估值報告（如有）進行估值，這當中會涉及管理層的重大判斷。</p>	<ul style="list-style-type: none"> assessing the fair values of level 1 financial instruments, on sample basis, by comparing the fair values applied by the Group with publicly available market data. 選取樣本，通過比較貴集團採用的公允價值與公開可獲取的市場資料，評價第一層級公允價值計量的金融工具的估值。 engaging our internal valuation specialists to assist us in evaluating the valuation results from the valuation models used by the Group and the reports issued by an independent licensed valuer to value certain level 3 financial instruments and to perform, on a sample basis, independent valuations of level 3 financial instruments and compare these valuations with the Group's valuations and the independent licensed valuer's reports. This included comparing the Group's and the independent licensed valuer's valuation models with our knowledge of current and emerging practice, testing inputs to the fair value calculations and establishing our own parallel valuation models to perform revaluations. 利用本所估值專家的工作，評價貴集團或其聘請的獨立有資質的估值師對特定的第三層級公允價值計量的金融工具所使用的估值模型，同時，選取樣本，對公允價值屬於第三層級公允價值計量的金融工具進行獨立估值，並將我們的估值結果與貴集團或其聘請的獨立有資質的評估師的估值結果進行比較。我們的程式包括將貴集團或其聘請的獨立有資質的估值師的估值模型與我們瞭解的行業通行估值方法進行比較，測試估值的輸入值以及建立平行估值模型進行重估。

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獨立審計報告

KEY AUDIT MATTERS (CONTINUED)

關鍵審計事項 (續)

<p>Assessing the fair value of financial instruments (Continued) 評估金融工具的公允價值 (續)</p>	
<p>Refer to the accounting policies in “Note 1(k)(iv) to the consolidated financial statements: Fair value measurement” and Note 19 to the consolidated financial statements. 請參閱合併財務報表「附註1(k)(iv)公允價值計量」的會計政策以及附註19。</p>	
<p>The Key Audit Matter 關鍵審計事項</p>	<p>How the matter was addressed in our audit 在審計中如何應對該事項</p>
<p>The Group has developed its own models to value certain level 3 financial instruments, which also involves significant management judgment. 此外，貴集團已對特定的第三層級公允價值計量的金融工具開發了自有估值模型，這也會涉及管理層的重大判斷。</p> <p>We have identified assessing the fair value of financial instruments as a key audit matter because of the degree of complexity involved in valuing certain financial instruments and because of the degree of judgment exercised by management in determining the inputs used in the valuation models. 由於金融工具公允價值的評估涉及複雜的流程，以及在確定估值模型使用的輸入值時涉及管理層判斷的程度，我們將對金融工具公允價值的評估識別為關鍵審計事項。</p>	<ul style="list-style-type: none"> assessing whether the financial statement disclosures appropriately reflected the Group's exposure to financial instrument valuation risk with reference to the requirements of the prevailing accounting standards. 評價財務報表的相關披露是否符合相關會計準則的披露要求，適當反映了貴集團的金融工具估值風險。

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獨立審計報告

KEY AUDIT MATTERS (CONTINUED)

關鍵審計事項 (續)

<p>Consolidation of structured entities 合併結構化主體</p>	
<p>Refer to the accounting policies in "Note 1(d) to the consolidated financial statements: Subsidiaries and non-controlling interests" and Note 39 to the consolidated financial statements. 請參閱合併財務報表「附註1(d)附屬公司及非控制性權益」的會計政策以及附註39。</p>	
<p>The Key Audit Matter 關鍵審計事項</p>	<p>How the matter was addressed in our audit 在審計中如何應對該事項</p>
<p>Structured entities are generally created to achieve a narrow and well defined objective with restrictions around their ongoing activities. The Group may acquire or retain an ownership interest in, or act as a sponsor to, a structured entity through issuing trust plans and initiating partnerships. 結構化主體通常是為實現具體而明確的目的而設計並成立的，並在確定的範圍內開展業務活動。貴集團可能通過發行資產支持證券、信託計劃和設立合夥企業以持有投資或保留權益份額等方式在結構化主體中享有權益。</p> <p>In determining whether a structured entity is required to be consolidated by the Group, management is required to consider the power the Group is able to exercise over the activities of the entity and the Group's exposure to and ability to influence its own returns from the entity. 當判斷貴集團是否應該將結構化主體納入貴集團合併範圍時，管理層需要考慮貴集團對結構化主體相關活動擁有的權力，以及能否通過運用對結構化主體的權力而影響其可變回報的程度。</p> <p>The factors which management needs to consider when determining whether a structured entity should be consolidated or not are not purely quantitative and need to be considered collectively. 當判斷是否應該將結構化主體納入合併範圍或不納入合併範圍時，管理層需要考慮的因素並非是完全量化的，需要綜合考慮。</p> <p>As at 31 December 2022, the amount of consolidated structured entities which the Group had consolidated was RMB1,536.1 million. 於2022年12月31日，納入貴集團合併範圍的結構化主體所持有的資產餘額為人民幣1,536.1百萬元。</p>	<p>Our audit procedures to assess the consolidation of structured entities included the following: 與評價合併結構化主體，相關的審計程式中包括以下程式：</p> <ul style="list-style-type: none"> making enquiries of management and inspecting documents relating to the judgment process over whether a structured entity is consolidated or not to assess whether the Group has a robust process in this regard. 通過詢問管理層和檢查與管理層對結構化主體是否合併作出的判斷過程相關的檔案，以評價貴集團就此設立的流程是否適當。 selecting significant structured entities of each key product type and performing the following procedures for each structured entity selected: 選擇各種主要產品類型中重要的結構化主體並對其執行下列審計程式：

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獨立審計報告

KEY AUDIT MATTERS (CONTINUED)

關鍵審計事項 (續)

Consolidation of structured entities (Continued) 合併結構化主體 (續)	
Refer to the accounting policies in "Note 1(d) to the consolidated financial statements: Subsidiaries and non-controlling interests" and Note 39 to the consolidated financial statements. 請參閱合併財務報表「附註1(d)附屬公司及非控制性權益」的會計政策以及附註39。	
The Key Audit Matter 關鍵審計事項	How the matter was addressed in our audit 在審計中如何應對該事項
<p>We identified the consolidation of structured entities as a key audit matter because it involves significant management judgment to determine whether a structured entity is required to be consolidated by the Group or not and because the impact of consolidating a structured entity on the consolidated statement of financial position could be significant.</p> <p>由於是否將結構化主體納入貴集團的合併範圍涉及重要的管理層判斷以及由於合併結構化主體對財務報表的影響可能是重大的，所以我們將合併結構化主體識別為關鍵審計事項。</p>	<ul style="list-style-type: none"> - inspecting the related contracts, internal establishment documents and information disclosed to the investors to understand the purpose of the establishment of the structured entity and the involvement the Group has with the structured entity and to assess management's judgment over whether the Group has the ability to exercise power over the structured entity; - 檢查相關合同、內部設立檔案以及向投資者披露的資訊，以理解結構化主體的設立目的以及貴集團對結構化主體的參與程度，並評價管理層關於貴集團對結構化主體是否擁有權力的判斷； - inspecting the risk and reward structure of the structured entity including any capital or return guarantee, provision of liquidity support, commission paid and distribution of the returns to assess management's judgment as to exposure, or rights, to variable returns from the Group's involvement in such entity; - 檢查結構化主體對風險與報酬的結構設計，包括在結構化主體中擁有的任何資本或對其收益作出的擔保、提供流動性支援的安排、佣金的支付和收益的分配等，以評價管理層就貴集團因參與結構化主體的相關活動而擁有的對結構化主體的風險敞口、權力、及對影響可變回報的程度所作的判斷；

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KEY AUDIT MATTERS (CONTINUED)

關鍵審計事項 (續)

Consolidation of structured entities (Continued) 合併結構化主體 (續)	
Refer to the accounting policies in "Note 1(d) to the consolidated financial statements: Subsidiaries and non-controlling interests" and Note 39 to the consolidated financial statements. 請參閱合併財務報表「附註1(d)附屬公司及非控制性權益」的會計政策以及附註39。	
The Key Audit Matter 關鍵審計事項	How the matter was addressed in our audit 在審計中如何應對該事項
	<ul style="list-style-type: none"> - inspecting management's analyses of the structured entity including qualitative analyses and calculations of the magnitude and variability associated with the Group's economic interests in the structured entity to assess management's judgment over the Group's ability to influence its own returns from the structured entity; - 檢查管理層對結構化主體的分析，包括定性分析，以及貴集團對享有結構化主體的經濟利益的比重和可變動性的計算，以評價管理層關於貴集團影響其來自結構化主體可變回報的能力判斷； - assessing management's judgment over whether the structured entity should be consolidated or not. - 評價管理層就是否合併結構化主體所作的判斷。 • considering the disclosures in the consolidated financial statements in relation to structured entities with reference to the requirements of the prevailing accounting standards. • 考慮財務報表中針對結構化主體的相關披露是否符合相關會計準則的披露要求。

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獨立審計報告

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The directors are responsible for the other information. The other information comprises all the information included in the annual reports, other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The directors are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

其他信息

貴公司董事對其他信息負責。其他信息包括年度報告中涵蓋的全部信息，但不包括合併財務報表和我們的審計報告。

我們對合併財務報表發表的審計意見不涵蓋其他信息，我們也不對其他信息發表任何形式的鑒證結論。

結合我們對合併財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與合併財務報表或者我們在審計過程中瞭解到的情況存在重大不一致或者似乎存在重大錯報。

基於我們已執行的工作，如果我們確定其他信息存在重大錯報，我們應當報告該事實。在這方面，我們無任何事項需要報告。

董事對合併財務報表的責任

貴公司董事負責按照香港會計師公會頒佈的《香港財務報告準則》的規定及香港《公司條例》的披露要求編製合併財務報表，使其實現公允反映，並設計、執行和維護必要的內部控制，以使合併財務報表不存在由於舞弊或錯誤而導致的重大錯報。

編製合併財務報表時，董事負責評估貴集團的持續經營能力，披露與持續經營相關的事項（如適用），並運用持續經營假設，除非董事已計劃對貴集團進行清算、終止運營，或別無其他現實的選擇。

審計委員會協助貴公司董事履行監督貴集團的財務報告過程的責任。

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獨立審計報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

審計師對合併財務報表審計的責任

我們的目標是對財務報表整體是否不存在由於舞弊或錯誤導致的重大錯報獲取合理保證，並出具包含審計意見的審計報告。此報告僅向全體股東報告，除此以外，我們的報告不可用作其他用途。我們概不就本報告的內容，對任何其他人士負責或承擔法律責任。

合理保證是高水準的保證，但並不能保證按照《香港審計準則》執行的審計在某一重大錯報存在時總能發現。錯報可能由舞弊或錯誤導致，如果合理預期錯報單獨或匯總起來可能影響合併財務報表使用者作出的經濟決策，則通常認為錯報是重大的。

在按照《香港審計準則》執行審計的過程中，我們運用職業判斷，並保持職業懷疑。同時，我們也執行了以下工作：

- 識別和評估由於舞弊或錯誤導致的合併財務報表重大錯報風險，設計和實施審計程式以應對這些風險，並獲取充分、適當的審計證據，作為發表審計意見的基礎。由於舞弊可能涉及串通、偽造、故意遺漏、虛假陳述或凌駕於內部控制之上，未能發現由於舞弊導致的重大錯報的風險高於未能發現由於錯誤導致的重大錯報的風險。
- 瞭解與審計相關的內部控制，以設計恰當的審計程式，但目的並非對貴集團的內部控制的有效性發表意見。
- 評價董事選用會計政策的恰當性和作出會計估計及相關披露的合理性。

Independent Auditor's Report

獨立審計報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and, where applicable, actions taken to eliminate threats or safeguards applied.

審計師對合併財務報表審計的責任(續)

- 對董事使用持續經營假設的恰當性得出結論。同時，根據獲取的審計證據，就可能導致對貴集團持續經營能力產生重大疑慮的事項或情況是否存在重大不確定性得出結論。如果我們得出結論認為存在重大不確定性，審計準則要求我們在審計報告中提請報表使用者注意合併財務報表中的相關披露；如果披露不充分，我們應當發表非無保留意見。我們的結論基於截至審計報告日可獲得的審計證據。然而，未來的事項或情況可能導致貴集團不能持續經營。
- 評價合併財務報表的總體列報、結構和內容(包括披露)，並評價合併財務報表是否公允反映相關交易和事件。
- 就貴集團中實體或業務活動的財務資訊獲取充分、適當的審計證據，以對合併財務報表發表審計意見。我們負責指導、監督和執行集團審計，並對審計意見承擔全部責任。

我們與審計委員會就計劃的審計範圍、時間安排和重大審計發現等事項進行溝通，包括溝通我們在審計過程中識別的重大內部控制缺陷。

我們還就已遵守獨立性相關的職業道德要求向審計委員會提供聲明，並與治理層溝通可能被合理認為影響我們獨立性的所有關係和其他事項，以及相關的防範措施(如適用)。

Independent Auditor's Report

獨立審計報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Chan Siu Tung.

Certified Public Accountants

8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

30 March 2023

審計師對合併財務報表審計的責任 (續)

從與審計委員會溝通的事項中，我們確定哪些對本期財務報表審計最為重要，因而構成關鍵審計事項。我們在審計報告中描述這些事項，除非法律法規禁止公開披露這些事項，或在極少數情形下，如果合理預期在審計報告中溝通某事項造成的負面後果超過在公眾利益方面產生的益處，我們確定不應在審計報告中溝通該事項。

負責審計並出具本獨立審計師報告的專案合夥人是陳少東。

香港執業會計師

香港中環
遮打道10號
太子大廈8層

2023年3月30日

Consolidated Statement of Profit or Loss

合併損益表

For the year ended 31 December 2022 • 截至2022年12月31日止年度
(Expressed in Renminbi (“RMB”)’000 unless otherwise indicated) (除文意另有所指外，均否則以人民幣千元列示)

	Note 附註	2022 2022年 RMB’000 人民幣千元	2021 2021年 RMB’000 人民幣千元
Guarantee and consulting fee income		458,913	569,231
Guarantee handling expenses		(121,575)	(92,232)
Net guarantee and consulting fee income		337,338	476,999
Interest and handling fee income		390,660	585,655
Interest and commission expenses		(182,478)	(354,567)
Net interest and handling fee income		208,182	231,088
Net fee and interest income		545,520	708,087
Net trading (losses)/gains	2	(17,926)	88,577
Net foreign exchange gains/(losses)		5,717	(298)
Other operating income, net	3	68,168	61,871
Operating income		601,479	858,237
Share of profits of associates		102,675	110,619
Reversal for guarantee losses	26	192,046	36,495
Impairment losses	4	(237,122)	(194,765)
Operating expenses	5(a)	(509,787)	(633,366)
Other net losses	5(b)	(39,739)	(13,080)
Profit before taxation		109,552	164,140
Income tax	6	(57,516)	(51,798)
Profit for the year		52,036	112,342
Attributable to:			
Shareholders of the Company		12,279	76,722
Non-controlling interests		39,757	35,620
Profit for the year		52,036	112,342
Earnings per share			
Basic and diluted (RMB)	11	0.003	0.017

The notes on pages 156 to 296 form part of these financial statements.

第156頁至296頁所載附註構成本財務報告的一部分。

Consolidated Statement of Profit or Loss and Other Comprehensive Income

合併損益及其他綜合收益表

For the year ended 31 December 2022 • 截至2022年12月31日止年度

(Expressed in Renminbi ("RMB")'000 unless otherwise indicated) (除文意另有所指外，均否則以人民幣千元列示)

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
	Note 附註		
Profit for the year	本年利潤	52,036	112,342
Other comprehensive income for the year (after tax and reclassification adjustments)	本年其他綜合收益 (除稅及作出重新分類調整後)		
Item that may be reclassified subsequently to profit or loss	可能於期後分類至損益的項目		
Exchange differences on translation of financial statements of overseas subsidiaries	換算海外附屬公司財務報表的匯兌差額	10 (12,146)	3,595
Total comprehensive income for the year	本年綜合收益合計	39,890	115,937
Attributable to:	歸屬於：		
Shareholders of the Company	本公司股東	133	80,317
Non-controlling interests	非控制性權益	39,757	35,620
Total comprehensive income for the year	本年綜合收益合計	39,890	115,937

The notes on pages 156 to 296 form part of these financial statements.

第156頁至296頁所載附註構成本財務報告的一部分。

Consolidated Statement of Financial Position

合併財務狀況表

At 31 December 2022 • 於2022年12月31日

(Expressed in RMB'000 unless otherwise indicated) (除文意另有所指外，均否則以人民幣千元列示)

			31 December 2022	31 December 2021
			2022年 12月31日	2021年 12月31日
		<i>Note</i>	RMB'000	<i>RMB'000</i>
		<i>附註</i>	人民幣千元	<i>人民幣千元</i>
Assets	資產			
Cash and cash equivalents	貨幣資金	12	339,443	795,039
Time and restricted bank deposits	期限在3個月以上的定期 存款和存出保證金	13	1,628,555	1,825,623
Trade and other receivables	應收及其他應收款項	14	1,424,292	1,982,677
Receivables for factoring business	應收保理款項	15	410,670	1,112,142
Loans and advances to customers	發放貸款及墊款	16	2,195,620	1,311,542
Finance lease receivables	應收融資租賃款	17	48,854	91,665
Financial assets measured at fair value through profit or loss	以公允價值計量且其變動 計入當期損益的金融資產	19	2,072,995	1,820,210
Repossessed assets	抵債資產		251,212	297,300
Investment property and property, plant and equipment	投資性房地產及物業廠房 及設備	20	940,522	1,074,019
Intangible assets	無形資產	21	87,492	92,359
Interest in associates	長期股權投資 — 聯營企業	22	1,654,193	1,505,151
Goodwill	商譽	23	9,720	9,720
Deferred tax assets	遞延所得稅資產	30(b)	420,037	439,658
Total assets	資產總計		11,483,605	12,357,105

The notes on pages 156 to 296 form part of these financial statements.

第156頁至296頁所載附註構成本財務報告的一部分。

Consolidated Statement of Financial Position

合併財務狀況表

At 31 December 2022 • 於2022年12月31日

(Expressed in RMB'000 unless otherwise indicated) (除文意另有所指外，均否則以人民幣千元列示)

			31 December 2022	31 December 2021
			2022年 12月31日	2021年 12月31日
		<i>Note</i>	RMB'000	<i>RMB'000</i>
		<i>附註</i>	<i>人民幣千元</i>	<i>人民幣千元</i>
Liabilities	負債			
Interest-bearing borrowings	計息借款	24	2,472,690	3,177,905
Financial assets sold under repurchase agreement	賣出回購金融資產	25	134,130	90,264
Deferred income	未到期責任準備金		180,464	234,482
Provisions for guarantee losses	擔保賠償準備金	26	130,083	322,129
Customer pledged deposits	存入保證金	27	35,408	42,401
Accruals and other payables	應計及其他應付款項	28	472,357	335,129
Current tax liabilities	當期所得稅負債	30(a)	78,671	93,366
Lease liabilities	租賃負債	29	10,158	24,144
Total liabilities	負債合計		3,513,961	4,319,820
NET ASSETS	淨資產		7,969,644	8,037,285
CAPITAL AND RESERVES	資本及儲備	31		
Share capital	股本		4,600,000	4,600,000
Reserves	儲備		2,715,652	2,736,115
Total equity attributable to shareholders of the Company	本公司股東應佔股本總額		7,315,652	7,336,115
Non-controlling interests	非控制性權益	32	653,992	701,170
TOTAL EQUITY	權益合計		7,969,644	8,037,285

The notes on pages 156 to 296 form part of these financial statements.

第156頁至296頁所載附註構成本財務報告的一部分。

Consolidated Statement of Financial Position

合併財務狀況表

At 31 December 2022 • 於2022年12月31日

(Expressed in RMB'000 unless otherwise indicated) (除文意另有所指外，均否則以人民幣千元列示)

Approved and authorised for issue by the board of directors on 30 March 2023.

經董事會批准及授權於2023年3月30日
刊發。

Name: Zhang Jun

Position: Chairman of the Board

張軍

董事會主席

Name: Ren Weidong

Position: Chief Financial Officer

任為棟

首席財務官

(Company stamp)

公司印章

The notes on pages 156 to 296 form part of these financial statements.

第156頁至296頁所載附註構成本財務報告的一部分。

Consolidated Statement of Changes in Equity

合併股東權益變動表

For the year ended 31 December 2022 • 截至2022年12月31日止年度
(Expressed in RMB'000 unless otherwise indicated) (除文意另有所指外, 均否則以人民幣千元列示)

		Attributable to equity shareholders of the Company 本公司股權持有人應佔							Non-controlling interests		Total equity
		Share capital	Share premium	Capital reserve	Exchange reserve	Surplus reserve	General reserve	Retained earnings	Subtotal	Non-controlling interests	Total equity
		股本	股份溢價	資本公積	外幣報表	盈餘公積	一般風險	未分配利潤	小計	非控制性	股東權益
		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
		Note 31(c)	Note 31(d)(i)	Note 31(d)(ii)	Note 31(d)(v)	Note 31(d)(iii)	Note 31(d)(iv)			Note 32	
		附註31(c)	附註31(d)(i)	附註31(d)(ii)	附註31(d)(v)	附註31(d)(iii)	附註31(d)(iv)			附註32	
Balance at 31 December 2021 and 1 January 2022	於2021年12月31日和2022年1月1日的餘額	4,600,000	1,270,924	464,480	5,074	207,221	370,646	417,770	7,336,115	701,170	8,037,285
Changes in equity for 2022:	2022年權益變動:										
Profit for the year	淨利潤	-	-	-	-	-	-	12,279	12,279	39,757	52,036
Other comprehensive income	其他綜合收益	-	-	-	(12,146)	-	-	-	(12,146)	-	(12,146)
Total comprehensive income	綜合收益合計	-	-	-	(12,146)	-	-	12,279	133	39,757	39,890
Purchase equity interest from non-controlling interests	向非控制性權益支付之股權價款	-	-	(20,596)	-	-	-	-	(20,596)	(91,986)	(112,582)
Appropriation to surplus reserve	提取盈餘公積	-	-	-	-	15,522	-	(15,522)	-	-	-
Appropriation to general reserve	提取一般風險準備	-	-	-	-	-	24,093	(24,093)	-	-	-
Capital injection in subsidiaries from non-controlling interests	非控制性權益在子公司中投入資本	-	-	-	-	-	-	-	-	10,760	10,760
Dividends declared in respect of the current year	對所有者的分配	-	-	-	-	-	-	-	-	(5,709)	(5,709)
Balance at 31 December 2022	2022年12月31日的餘額	4,600,000	1,270,924	443,884	(7,072)	222,743	394,739	390,434	7,315,652	653,992	7,969,644

The notes on pages 156 to 296 form part of these financial statements.

第156頁至196頁所載附註構成本財務報告的一部分。

Consolidated Statement of Changes in Equity

合併股東權益變動表

For the year ended 31 December 2022 • 截至2022年12月31日止年度
(Expressed in RMB'000 unless otherwise indicated) (除文意另有所指外，均否則以人民幣千元列示)

		Attributable to equity shareholders of the Company 本公司股權持有人應占							Non-controlling interests 非控制性權益		Total equity 股東權益合計
		Share capital 股本	Share premium 股份溢價	Capital reserve 資本公積	Exchange reserve 外幣報表折算差額	Surplus reserve 盈餘公積	General reserve 一般風險準備	Retained earnings 未分配利潤	Subtotal 小計		
		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
		Note 31(c) 附註31(c)	Note 31(d)(i) 附註31(d)(i)	Note 31(d)(ii) 附註31(d)(ii)	Note 31(d)(iv) 附註31(d)(iv)	Note 31(d)(iii) 附註31(d)(iii)	Note 31(d)(iv) 附註31(d)(iv)			Note 32 附註32	
Balance at 31 December 2020 and 1 January 2021	於2020年12月31日和2021年1月1日的餘額	4,600,000	1,270,924	464,008	1,479	179,097	348,578	529,240	7,393,326	703,612	8,096,938
Changes in equity for 2021:	2021年權益變動:										
Profit for the year	淨利潤	-	-	-	-	-	-	76,722	76,722	35,620	112,342
Other comprehensive income	其他綜合收益	-	-	-	3,595	-	-	-	3,595	-	3,595
Total comprehensive income	綜合收益合計	-	-	-	3,595	-	-	76,722	80,317	35,620	115,937
Purchase equity interest from non-controlling interests	向非控制性權益支付之股權價款	-	-	472	-	-	-	-	472	(5,472)	(5,000)
Appropriation to surplus reserve	提取盈餘公積	-	-	-	-	28,124	-	(28,124)	-	-	-
Appropriation to general reserve	提取一般風險準備	-	-	-	-	-	22,068	(22,068)	-	-	-
Capital injection in subsidiaries from non-controlling interests	非控制性權益在子公司中投入資本	-	-	-	-	-	-	-	-	6,000	6,000
Dividends declared in respect of the current year	對所有者的分配	-	-	-	-	-	-	(138,000)	(138,000)	(38,590)	(176,590)
Balance at 31 December 2021	2021年12月31日的餘額	4,600,000	1,270,924	464,480	5,074	207,221	370,646	417,770	7,336,115	701,170	8,037,285

The notes on pages 156 to 296 form part of these financial statements.

第156頁至296頁所載附註構成本財務報告的一部分。

Consolidated Cash Flow Statement

合併現金流量表

For the year ended 31 December 2022 • 截至2022年12月31日止年度
(Expressed in RMB'000 unless otherwise indicated) (除文意另有所指外, 均否則以人民幣千元列示)

			2022	2021
			2022年	2021年
		<i>Note</i>	RMB'000	<i>RMB'000</i>
		<i>附註</i>	人民幣千元	<i>人民幣千元</i>
Operating activities	經營活動			
Cash generated from operations	經營活動產生的現金	12(b)	274,889	1,436,764
PRC income tax paid	支付的所得稅款		(52,590)	(81,193)
Net cash generated from operating activities	經營活動產生現金淨額		222,299	1,355,571
Investing activities	投資活動			
Proceeds from sale of property, plant and equipment and other non-current assets	收回物業、廠房及設備所得款項		50,321	782
Proceeds from sale of investments	收回投資所得款項		226,844	628,470
Dividends received from financial assets measured at fair value	收到其他投資分紅		12,616	11,554
Payments for the purchase of property, plant and equipment and other non-current assets	支付購買物業、廠房及設備及其他非流動資產的款項		(12,331)	(14,048)
Purchase of equity interests of subsidiaries from non-controlling interests	自非控制性權益收購附屬公司股份支付的款項		(51,626)	(5,000)
Payments on other investments	支付其他投資的款項		(77,001)	(151,926)
Net cash generated from investing activities	投資活動產生現金淨額		148,823	469,832

The notes on pages 156 to 296 form part of these financial statements.

第156頁至296頁所載附註構成本財務報告的一部分。

Consolidated Cash Flow Statement

合併現金流量表

For the year ended 31 December 2022 • 截至2022年12月31日止年度
(Expressed in RMB'000 unless otherwise indicated) (除文意另有所指外，均否則以人民幣千元列示)

			2022	2021
			2022年	2021年
		Note	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
Financing activities	籌資活動			
Proceeds from capital injection of non-controlling holders	非控制性權益投入資本		10,760	6,000
Proceeds from interest-bearing borrowings	取得計息借款收到的現金	12(c)	868,283	1,506,833
Repayment of interest-bearing borrowings	償還計息借款本金支付的現金	12(c)	(1,566,514)	(3,500,871)
Proceeds from financial assets sold under repurchase agreement	取得賣出回購金融資產的現金	12(c)	97,677	-
Repurchase of assets with repurchase agreement	回購賣出回購資產支出的現金	12(c)	(53,811)	(72,000)
Interest paid	償還借款利息支付的現金	12(c)	(166,762)	(277,270)
Capital element of lease rentals paid	支付的租賃租金的本金部分	12(c)	(14,667)	(18,170)
Interest element of lease rentals paid	支付的租賃租金的利息部分	12(c)	(1,692)	(3,185)
Dividends paid to equity shareholders of the Company	向本公司股東支付的股息		-	(138,000)
Dividends paid to non-controlling interests	向非控制性權益支付的股息		(5,709)	(38,590)
Net cash used in financing activities	籌資活動使用的現金淨額		(832,435)	(2,535,253)
Net decrease in cash and cash equivalents	貨幣資金減少淨額		(461,313)	(709,850)
Cash and cash equivalents at 1 January	1月1日現金及現金等價物		795,039	1,505,187
Effect of foreign exchange rate changes	外匯匯率變動影響		5,717	(298)
Cash and cash equivalents at 31 December	12月31日現金及現金等價物	12(a)	339,443	795,039

The notes on pages 156 to 296 form part of these financial statements.

第156頁至296頁所載附註構成本財務報告的一部分。

Notes to the Consolidated Financial Statements

財務報表附註

1 SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“**HKFRSs**”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“**HKASs**”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”), accounting principles generally accepted in Hong Kong and the requirements of the Hong Kong Companies Ordinance. *These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.* Significant accounting policies adopted by the Group are disclosed below.

The HKICPA has issued certain amendments to HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 1(c) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current accounting periods reflected in these financial statements.

(b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2022 comprise the Company and its subsidiaries (together referred to as the “**Group**”) and the Group’s interest in associates and a joint venture.

The financial statements are presented in RMB, rounded to the nearest thousand. It is prepared on the historical cost basis except for financial instrument classified as fair value through profit or loss (see Note 1(k)(i)) that are stated at their fair value and liabilities from guarantees (see Note 1(r)(i)).

1 重大會計政策

(a) 合規聲明

該等財務報表已根據所有適用香港財務報告準則（「**香港財務報告準則**」）編製，其條款包括香港會計師公會（「**香港會計師公會**」）頒佈的所有適用的個別香港財務報告準則，香港會計準則（「**香港會計準則**」）及詮釋，香港公認會計原則和香港公司條例的披露規定。本財務報表亦符合香港聯合交易所有限公司證券上市規則的適用披露條文。本集團所採納的重大會計政策載於下文。

香港會計師公會已頒布多項於本財務報表期間生效或可以提前採用的新增及修訂的香港財務報告準則。附註1(c)提供了關於因首次適用這些準則而導致本集團財務報表中本期和前期會計期間的會計政策任何變化的資訊。

(b) 財務報表的編製基準

截至2022年12月31日止年度的合併財務報表包括本公司及其附屬公司（合稱「**本集團**」）以及本集團投資的聯營企業和合營企業。

財務報表以人民幣列值，並湊整至最近千位。除以公允價值呈列的以公允價值計量且其變動計入當期損益的金融資產（見附註1(k)(i)）及擔保性負債（見附註1(r)(i)）外，財務報表以歷史成本法為編製基準。

Notes to the Consolidated Financial Statements

財務報表附註

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) Basis of preparation of the financial statements (Continued)

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in Note 37.

1 重大會計政策 (續)

(b) 財務報表的編製基準 (續)

編製符合香港財務報告準則的財務報表時，管理層須作出判斷、估計及假設，有關判斷、估計及假設會影響政策的應用及資產、負債、收入及費用的列報。該等估計及相關假設乃建基於過往經驗及其他被認為合理的因素，從而作為判斷未能從其他來源確定的資產及負債的賬面值的基準。實際結果可能與這些估計不同。

該等估計及相關假設會持續予以審閱。會計估計的修訂如只影響該修訂期，則於該修訂期內確認；修訂如影響本期間及未來期間，則於修訂期間及未來期間確認。

有關管理層採納香港財務報告準則時所作出對財務報表有重大影響的判斷，以及主要不明朗估計來源的討論載列於附註37。

Notes to the Consolidated Financial Statements

財務報表附註

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(c) 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:

- Amendments to HKAS 16, *Property, plant and equipment: Proceeds before intended use*
- Amendments to HKAS 37, *Provisions, contingent liabilities and contingent assets: Onerous contracts – cost of fulfilling a contract*

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 or interpretation that is not yet effective for the current accounting period.

(d) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

1 重大會計政策 (續)

(c) 會計政策變動

於本財務報表期間，本集團對該等財務報表已採納以下香港會計師公會頒佈的《香港財務報告準則》的修訂：

- 對《香港財務報告準則第16號》的修訂—不動產、廠房及設備：達到預定可使用狀態前的收益
- 對《香港財務報告準則第37號》的修訂—準備、或有負債和或有資產：虧損性合同—履約成本

概無任何對本集團於本年度財務報告中編製或呈列本集團於本期間或過往期間的業績及財務狀況有重大影響的變化。本集團尚未應用任何在當前會計期間尚未生效的新準則或解釋。

(d) 附屬公司及非控制性權益

附屬公司指本集團控制的實體。本集團對實體有控制權，是指本集團因參與該實體的營運而獲得或有權享有其可變回報，並能夠運用其對實體的權力影響上述回報。評估本集團是否有權力時，僅考慮由本集團及其他方所持有的實質權利。

Notes to the Consolidated Financial Statements

財務報表附註

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) Subsidiaries and non-controlling interests (Continued)

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealized profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealized losses resulting from intra-group transactions are eliminated in the same way as unrealized gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

Non-controlling interests are presented in the consolidated statements of financial position within equity, separately from equity attributable to the equity holders/shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statements of financial position in accordance with Note 1(k) depending on the nature of the liability.

1 重大會計政策(續)

(d) 附屬公司及非控制性權益 (續)

於附屬公司的投資自控制權開始日期直至控制權終止日期計入合併財務報表內。集團內部往來的餘額、交易及現金流量以及集團內部交易所產生的任何未變現收益在編製合併財務報表時全部抵銷。集團內部交易所產生的任何未變現虧損按照未變現收益的方式抵銷，但出現減值證據除外。

非控制性權益指非直接或間接歸屬於本公司的附屬公司權益，且本集團就此並無與該等權益持有人協定任何額外條款，致使本集團整體須就該等符合金融負債定義的權益承擔合約責任。就各業務合併而言，本集團可選擇按公允價值或按佔附屬公司可識別淨資產的非控股權益比例而計量任何非控制性權益。

非控制性權益於合併財務狀況表的權益內呈列，獨立於本公司權益持有人／股東應佔的權益。本集團業績的非控制性權益乃於合併損益表及合併損益及其他綜合收益表列作本公司非控制性權益及權益股東之間年內的盈利或虧損總額及全面收入總額的分配結果。非控制性權益持有人提供的貸款及向該等持有人承擔的其他合約責任乃根據附註1(k)視乎負債的性質於合併財務狀況表列作金融負債。

Notes to the Consolidated Financial Statements

財務報表附註

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) Subsidiaries and non-controlling interests (Continued)

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognized.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognized in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognized at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see Note 1(k)) or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture (see Note 1(e)).

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see Note 1(n)(i)), unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

(e) Associates and joint ventures

An associate is an entity in which the Company has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

A joint venture is an arrangement whereby the Company and other parties contractually agree to share control of the arrangement, and have rights to the net assets of the arrangement.

1 重大會計政策 (續)

(d) 附屬公司及非控制性權益 (續)

倘本集團於附屬公司的權益變動不會導致喪失控制權，則作為股權交易入賬，而於綜合權益內之控股及非控制性權益金額會作出調整，以反映相關權益變動，惟不會對商譽做出調整及不會確認盈虧。

當本集團喪失對附屬公司之控制權，將按出售於該附屬公司的所有權益入賬，而所產生的盈虧於損益中確認。任何在喪失控制權當日仍保留的該前附屬公司權益按公允價值確認，而此金額被視為初步確認金融資產的公允價值（見附註1(k)），或（如適用）初步確認於聯營公司或合營企業的投資的成本（見附註1(e)）。

於本公司的財務狀況表中，於附屬公司的投資按成本減資產減值損失入賬（見附註1(n)(i)），惟倘投資分類為持作銷售則除外（或計入分類為持作出售的出售集團）。

(e) 聯營公司及合營企業

聯營公司是指本公司可以對該公司管理層產生相當大的影響，包括參與財務及經營決策，但不是控制或共同控制其管理層的實體。

合營企業是指本公司與其他方以合約形式同意分享安排事項的控制權，並享有有關安排事項的淨資產的權利。

Notes to the Consolidated Financial Statements

財務報表附註

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(e) Associates and joint ventures (Continued)

An investment in an associate or a joint venture is accounted for in the financial statements under the equity method, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment (see Notes 1(f) and 1(n)(i)). At each reporting date, the Group assesses whether there is any objective evidence that the investment is impaired. Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognized in the consolidated statement of profit or loss, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognized in the consolidated statement of profit or loss and other comprehensive income.

When the Group's share of losses exceeds its interest in the associate or the joint venture, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associate or the joint venture.

1 重大會計政策 (續)

(e) 聯營公司及合營企業 (續)

於聯營公司或合營企業的投資按權益法於財務報表列賬。唯倘投資分類為持作銷售則除外（或計入分類為持作出售的出售集團）根據權益法，投資初始按成本入賬，並按本集團應佔被投資公司於收購當日可識別資產淨值的公允價值超逾投資成本的部份（如有）作出調整。此後，該投資因應本集團於收購後應佔被投資公司資產淨值的變動及與投資有關的任何減值虧損作出調整（見附註1(f)及(n)(i)）。收購當日出成本的任何部份、本集團於年內應佔被投資公司收購後的稅後業績以及任何減值虧損於合併損益表確認，而本集團應佔被投資公司收購後其他綜合收益的除稅後項目乃於合併損益及其他綜合收益表內確認。

當本集團應佔虧損超逾其於該聯營公司或合營企業的權益，本集團的權益將削減至零，且不再確認其他虧損，惟倘本集團須承擔法定或推定責任，或代被投資公司付款則除外。就此而言，本集團的權益為按照權益法計算的投資賬面值，連同實質上構成本集團於該聯營公司或合營企業投資淨額一部份的本集團長期權益。

Notes to the Consolidated Financial Statements

財務報表附註

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(e) Associates and joint ventures (Continued)

Unrealized profits and losses resulting from transactions between the Group and its associates and joint venture are eliminated to the extent of the Group's interest in the investee, except where unrealized losses provide evidence of an impairment of the asset transferred, in which case they are recognized immediately in profit or loss.

If an investment in an associate becomes an investment in a joint venture or vice versa, retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method.

In all other cases, when the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognized in statement of profit or loss. Any interest retained in that former investee at the date when significant influence or joint control is lost is recognized at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see Note 1(k)).

(f) Goodwill

Goodwill represents the excess of

- (i) the aggregate of the fair value of the consideration transferred, the amount of any noncontrolling interest in the acquiree and the fair value of the Group's previously held equity interest in the acquiree; over
- (ii) the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

1 重大會計政策 (續)

(e) 聯營公司及合營企業 (續)

本集團與其聯營公司及合營企業之間交易產生的未實現溢利及虧損按本集團於被投資公司的權益抵減，惟倘未實現虧損可證明已轉讓資產出現減值，則即時於損益確認。

倘於聯營公司的投資變成於合營企業的投資或反之，保留權益不會重新計量。相反，此投資將繼續按權益法入賬。

在所有其他情況下，如本公司不再對聯營公司擁有重大影響或擁有合營企業的共同控制權，會被視為出售在該承資公司的全部權益，其收益或損失將會計入損益表。於失去前承資公司重大影響或共同控制權當日，任何仍然持有該承資公司的權益將會以公允價值確認，而該金額將被視為金融資產初始確認的公允價值（見附註1(k)）。

(f) 商譽

商譽代表以下差額

- (i) 本集團作為購買方，發行的權益性證券、為取得被購買方控制權而付出的資產以及購買日之前所持有的被購買方的股權在購買日的公允價值之和；與
- (ii) 合併中取得的被購買方可辨認淨資產於購買日公允價值份額的差額。

Notes to the Consolidated Financial Statements

財務報表附註

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(f) Goodwill (續)

Goodwill represents the excess of (Continued)

When (ii) is greater than (i), then this excess is recognized immediately in profit or loss as a gain on a bargain purchase.

Goodwill is stated at cost less accumulated impairment losses. Goodwill arising on a business combination is allocated to each cash-generating unit, or groups of cash generating units, that is expected to benefit from the synergies of the combination and is tested annually for impairment (see Note 1(n)(ii)).

On disposal of a cash generating unit during the year, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal.

(g) Investment property

Investment properties are land and/or buildings which are owned or held under a leasehold interest (see Note 1(j)) to earn rental income and/or for capital appreciation. These include land held for a currently undetermined future use and property that is being constructed or developed for future use as investment property.

Investment properties are stated at cost less accumulated depreciation and any impairment losses. Depreciation is calculated on the straight-line basis to write off the cost of investment properties to its residual value over its estimated useful life, i.e. 26 years. Rental income from investment properties is accounted for as described in Note 1(s)(iii).

1 重大會計政策 (續)

(f) 商譽 (續)

商譽代表以下差額 (續)

當(ii)的金額大於(i)時，差額直接確認為廉價收購利得，計入當期損益。

商譽以成本減累計減值準備列示。集團依據現金流產生單元或者現金流產生單元組能夠從企業合併的協同效應中的受益情況分攤商譽賬面價值，並在此基礎上進行商譽減值測試(附註1(n)(ii))。

在處置資產組時，任何屬於購置商譽的金額均在計算處置損益時考慮。

(g) 投資性房地產

投資性房地產，是指為賺取租金(附註1(j))或資本增值，或兩者兼有而持有的房地產，包括尚未確定持有意圖的土地以及正在建造或開發的投資性房地產。

投資性房地產按成本減去累計折舊和減值損失列示，折舊按直線法計算，將投資性房地產的成本減記至其預計使用年限內的殘值(即26年)，投資性房地產的租金收入按附註1(s)(iii)所述入賬。

Notes to the Consolidated Financial Statements

財務報表附註

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see Note 1(n)(ii)).

The cost of self-constructed items of property, plant and equipment includes the cost of materials, direct labor and borrowing costs.

Items may be produced while bringing an item of property, plant and equipment to the location and condition necessary for it to be capable of operating in the manner intended by management. The proceeds from selling any such items and the related costs are recognized in profit or loss.

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognized in the statement of profit or loss on the date of retirement or disposal.

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight-line method over their estimated useful lives as follows:

	Estimated useful lives
Buildings held for use	30 – 35 years
Motor vehicles	5 years
Office and other equipment	5 years
Leasehold improvements	1 – 5 years

Where parts of an item of property, plant and equipment have different useful lives, the cost is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

1 重大會計政策 (續)

(h) 其他物業、廠房及設備

物業、廠房及設備按成本扣減累計折舊及資產減值損失後的淨值入賬(見附註1(n)(ii))。

自建物業、廠房和設備的成本包括材料成本、直接人工成本和借款成本。

在物業、廠房、設備達到管理層預期之使用狀態或用途之前，物品已被製造，使其能夠按照管理層預期的方式運作。出售任何此類物品的收益和相關成本確認為損益。

報廢或處置物業、廠房及設備所產生的利得或損失為處置所得款項淨額與資產賬面價值之間的差額，並於報廢或處置日在當期損益中確認。

物業、廠房及設備項目折舊按估計可使用年限，在扣除預計剩餘價值(如有)後以直線法沖銷成本計算如下：

	預計使用年限
建築物	30–35年
機動車	5年
辦公及其他設備	5年
租賃物業改良支出	1–5年

倘物業、廠房及設備項目各部份的可使用年限不同，則該項目各部份成本將按合理基準分配，每部份分開折舊。資產的可使用年期及剩餘價值(如有)每年會經覆核。

Notes to the Consolidated Financial Statements

財務報表附註

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Intangible assets (other than goodwill)

Intangible assets that are acquired by the Group are stated at cost less accumulated amortization (where the estimated useful life is finite) and impairment losses (see Note 1(n)(ii)). Expenditure on internally generated goodwill and brands is recognized as an expense in the period in which it is incurred.

Amortization of intangible assets with finite useful lives is charged to the statement of profit or loss on a straight-line basis over the assets' estimated useful lives. The following intangible assets with finite useful lives are amortized from the date they are available for use and their estimated useful lives are as follows:

	Estimated useful lives
Software	2 – 10 years
Both the period and method of amortization are reviewed annually.	

(j) Leased assets

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

1 重大會計政策 (續)

(i) 無形資產 (商譽除外)

由本集團購入的無形資產按成本減去累計攤銷(如估計可用年期為有限)及資產減值損失(見附註1(n)(ii))後列賬。內部產生的商譽及品牌開支乃於產生期內確認為費用。

可用年期有限的無形資產的攤銷乃按資產的估計可用年期以直線法計入損益表。以下有限可使用年期的無形資產自可供使用日期起進行攤銷,而估計可使用年期如下:

	預計使用年限
軟件	2—10年

攤銷期間及方法每年均會經複核。

(j) 租賃資產

在合同開始時,本集團評估合同是否是租賃合同或者包含租賃,如果一個合同表明了作為對價交換獲得控制一個已識別資產一段時間的使用權,則該合同就是租賃合同或包含租賃。在客戶既有權直接使用該資產,又有權從中獲得實質上所有經濟利益的情況下,控制權即為轉移。

Notes to the Consolidated Financial Statements

財務報表附註

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Leased assets (Continued)

(i) As a lessee

Where the contract contains lease components and non-lease components, the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

At the lease commencement date, the Group recognizes a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognized as an expense on a systematic basis over the lease term.

Where the lease is capitalised, the lease liability is initially recognized at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

1 重大會計政策 (續)

(j) 租賃資產 (續)

(i) 作為承租人

當合約包含租賃組成部分及非租賃組成部分，本集團選擇不拆分非租賃部分，而是將租賃部分和非租賃部分作為一項單一的租賃進行會計處理。

在租賃開始日，本集團確認使用權資產和負債，但租賃期不超過12個月的短期租賃和低價值租賃的資產除外。當集團就一項低價值的資產簽訂租賃協議時，本集團決定是否對其進行資本化，與未資本化的租賃相關的付款在租賃期內系統的確認為費用。

如果租賃資本化，則租賃負債初始按租賃期內應付的租賃付款的現值確認，使用租賃中隱含的利率貼現，如果無法輕易確定該利率，則使用相關的增量借款利率進行貼現。初始確認後，租賃負債按攤餘成本計量，利息費用採用實際利率法計算。不依賴於指數或利率的可變租賃付款不包括在租賃負債的計量中，因此在其發生的會計期間計入損益。

Notes to the Consolidated Financial Statements

財務報表附註

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Leased assets (Continued)

(i) As a lessee (Continued)

The right-of-use asset recognized when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see Notes 1(h) and 1(n)(ii)).

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

1 重大會計政策 (續)

(j) 租賃資產 (續)

(i) 作為承租人 (續)

租賃資本化時確認的使用權資產初始按成本計量，其中包括租賃負債的初始金額加上在生效日期或之前作出的任何租賃付款，以及產生的任何初始直接成本。在適用的情況下，使用權資產的成本還包括拆除和移除相關資產或恢復相關資產或其所在地點的成本估算，折現為其現值，減去所有租賃激勵。使用權資產按成本減去累計折舊和減值損失列示（見附註1(h)及1(n)(ii)。

當指數或利率變化導致未來租賃付款發生變化，或集團對剩餘價值擔保下預計應付金額的估計發生變化，或對價值擔保的重新評估導致未來租賃付款發生變化時，重新計量租賃負債。集團將合理確定行使購買、延期或終止選擇權。以這種方式重新計量租賃負債時，對使用權資產的賬面價值進行相應調整；使用權資產的賬面價值減為零的，計入損益。

Notes to the Consolidated Financial Statements

財務報表附註

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Leased assets (Continued)

(i) As a lessee (Continued)

The lease liability is also remeasured when there is a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract (“**lease modification**”) that is not accounted for as a separate lease. In this case the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification. The only exceptions are rent concessions that occurred as a direct consequence of the COVID-19 pandemic and met the conditions set out in paragraph 46B of HKFRS 16 *Leases*. In such cases, the Group has taken advantage of the practical expedient not to assess whether the rent concessions are lease modifications, and recognized the change in consideration as negative variable lease payments in profit or loss in the period in which the event or condition that triggers the rent concessions occurred.

In the consolidated statement of financial position, the current portion of long-term lease liabilities is determined as the present value of contractual payments that are due to be settled within twelve months after the reporting period.

1 重大會計政策 (續)

(j) 租賃資產 (續)

(i) 作為承租人 (續)

當租賃範圍或租賃對價發生變化時，如果租賃合同中最初未規定（「**租賃變更**」），且未作為單獨租賃入賬，則租賃負債也應重新計量。在這種情況下，根據修改後的租賃付款和租賃期限，使用修改生效日的修改後貼現率重新計量租賃負債。唯一的例外是，任何由於新冠疫情直接引起，並滿足香港財務報告準則第16條租賃第46B段所述條件的租金優惠。在該情況下，本集團利用簡便實務操作方法，不評估該租金減讓是否為租賃修改，並在觸發該租金減讓的事件或情況發生的期間作為負可變租賃付款額計入損益。

在合併報表中，長期租賃負債的當前部分被確定為應在報告期後十二個月內結算的合同付款的現值。

Notes to the Consolidated Financial Statements

財務報表附註

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Leased assets (Continued)

(ii) As a lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. If this is not the case, the lease is classified as an operating lease.

When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. The rental income from operating leases is recognized in accordance with Note 1(s)(iii).

When the Group is an intermediate lessor, the sub-leases are classified as a finance lease or as an operating lease with reference to the right-of-use asset arising from the head lease. If the head lease is a short-term lease to which the Group applies the exemption described in Note 1(j)(i), then the Group classifies the sub-lease as an operating lease.

1 重大會計政策(續)

(j) 租賃資產(續)

(ii) 作為出租人

當集團作為出租人時，在租賃開始時確定每個租賃是融資租賃還是經營租賃。如果租賃實質上將標的資產所有權附帶的所有風險和報酬轉移給承租人，則該租賃歸類為融資租賃，如果不是這種情況，則該租賃歸類為經營租賃。

當合同包含租賃和非租賃組成部分時，本集團將合同中的對價以相對獨立的銷售價格分配到每個組成部分。經營租賃的租金收入根據附註1(s)(iii)確認。

當本集團作為中間出租人時，根據主租賃產生的使用權資產，將轉租分為融資租賃或經營租賃。如果主租賃是短期租賃，本集團對其適用附註1(j)(i)所述的豁免，則本集團將轉租歸類為經營租賃。

Notes to the Consolidated Financial Statements

財務報表附註

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Financial instruments

(i) Recognition and measurement of financial assets and liabilities

A financial asset or financial liability is recognized in the statements of financial position when the Group becomes a party to the contractual provisions of a financial instrument. The investments are initially stated at fair value plus directly attributable transaction costs, except for those investments measured at fair value through profit or loss for which transaction costs are recognized directly in profit or loss. For an explanation of how the Group determines fair value of financial instruments, see Note 34. These investments are subsequently accounted for as follows, depending on their classification.

Investments other than equity investments

Non-equity investments held by the Group are classified into one of the following measurement categories:

- amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method (see Note 1(s)(ii)).

1 重大會計政策 (續)

(k) 金融工具

(i) 金融資產及負債的確認和計量

當本集團成為金融工具合約條款的一方時，金融資產或金融負債在財務狀況表中確認。投資初始按公允價值加直接應佔交易成本列賬，惟以公允價值計量且其變動計入當期損益確認交易成本的投資除外。有關本集團如何確定金融工具公允價值的解釋，請參見附註34。這些投資其後根據其分類進行如下處理。

股權投資以外的投資

集團持有的非股權投資分為以下計量類別之一：

- 如果為收取僅代表本金和利息的合同現金流量而持有投資，則分類為以攤餘成本計量的金融資產。投資的利息收入採用實際利率法計算（見附註1(s)(ii)）。

Notes to the Consolidated Financial Statements

財務報表附註

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Financial instruments (Continued)

(i) Recognition and measurement of financial assets and liabilities (Continued)

Investments other than equity investments (Continued)

- fair value through other comprehensive income (FVOCI) – recycling, if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Changes in fair value are recognized in other comprehensive income, except for the recognition in profit or loss of expected credit losses, interest income (calculated using the effective interest method) and foreign exchange gains and losses. When the investment is derecognized, the amount accumulated in other comprehensive income is recycled from equity to profit or loss.
- fair value through profit or loss (FVTPL) if the investment does not meet the criteria for being measured at amortised cost or FVOCI (recycling). Changes in the fair value of the investment (including interest) are recognized in profit or loss.

1 重大會計政策 (續)

(k) 金融工具 (續)

(i) 金融資產及負債的確認和計量 (續)

股權投資以外的投資 (續)

- 分類為以公允價值計量且其變動計入其他綜合收益 (FVOCI) 的金融資產，如果投資的合同現金流量僅包括本金和利息的支付，並且投資是在商業模式中持有，其目標是通過收取合同現金流量和出售。公允價值變動計入其他綜合收益，但預計信用損失的利潤或損失，利息收入（採用實際利率法計算）和匯兌損益確認的除外。當終止確認投資時，其他綜合收益中累計的金額將從權益回收至損益。
- 如果投資不符合按攤餘成本或FVOCI（回收）計量的標準，則分類為以公允價值計量且其變動計入當期損益的金融資產 (FVTPL)。投資的公允價值變動（包括利息）在損益中確認。

Notes to the Consolidated Financial Statements

財務報表附註

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Financial instruments (Continued)

(i) Recognition and measurement of financial assets and liabilities (Continued)

Equity investments

An investment in equity securities is classified as FVTPL unless the equity investment is not held for trading purposes and on initial recognition of the investment the Group makes an election to designate the investment at FVOCI (non-recycling) such that subsequent changes in fair value are recognized in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the fair value reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained earnings. It is not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVTPL or FVOCI, are recognized in profit or loss.

1 重大會計政策 (續)

(k) 金融工具 (續)

(i) 金融資產及負債的確認和計量 (續)

股權投資

股權投資被歸類為FVTPL，除非股權投資不是為交易目的而持有，並且在初始確認投資時，本集團進行選舉以指定FVOCI的投資（非回收），以便隨後的公允價值變動為在其他綜合收益中確認。此類篩選是在逐個工具的基礎上進行的，但只有在投資符合發行人視角下的股權定義時才可以進行。在進行此類篩選的情況下，在其他綜合收益中累計的金額保留在公允價值儲備（非回收）中，直至投資處置為止。在處置時，公允價值儲備（非回收）中累計的金額轉入留存收益。它不會通過盈利或虧損進行回收。股本證券投資的股息，無論是按公允價值計入損益還是按公允價值計量且其變動計入損益，均在損益中確認。

Notes to the Consolidated Financial Statements

財務報表附註

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Financial instruments (Continued)

(ii) Credit losses from financial instruments, contract assets and lease receivables

The Group recognizes a loss allowance for expected credit losses (ECLs) on the following items:

- financial assets measured at amortised cost (including cash and cash equivalents, receivables for factoring business, loans and advances to customers);
- finance lease receivables;
- receivables for default receivables; and
- financial guarantee contracts issued.

Financial assets measured at fair value, including equity instrument and debt instrument are not subject to the ECL assessment.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

1 重大會計政策(續)

(k) 金融工具(續)

(ii) 金融工具，合約資產及應收租賃款項的信用損失

本集團就下列專案確認預期信用損失(ECL)的損失準備：

- 按攤銷成本計量的金融資產(包括現金及現金等價物、保理業務應收款項、貸款及墊款)；
- 應收融資租賃款；
- 應收代償款；以及
- 已簽訂的財務擔保合同。

以公允價值計量的金融資產，包括權益工具和債務工具，不受ECL評估。

計量

ECL是信用損失的概率加權估計。信貸虧損按所有預期現金虧空的現值(即根據合約應付本集團的現金流量與本集團預期收到的現金流量)之間的差額計量。

Notes to the Consolidated Financial Statements

財務報表附註

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Financial instruments (Continued)

(ii) Credit losses from financial instruments, contract assets and lease receivables (Continued)

Measurement of ECLs (Continued)

The expected cash shortfalls are discounted using the following discount rates where the effect of discounting is material:

- fixed-rate financial assets, and trade and other receivables: effective interest rate determined at initial recognition or an approximation thereof;
- variable-rate financial assets: current effective interest rate;
- lease receivables: discount rate used in the measurement of the lease receivable;

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

1 重大會計政策 (續)

(k) 金融工具 (續)

(ii) 金融工具，合約資產及應收租賃款項的信用損失 (續)

計量 (續)

如果貼現的影響很大，則使用以下貼現率貼現預期現金短缺：

- 固定利率金融資產、貿易及其他應收款：初始確認時或其近似值時確定的實際利率；
- 浮動利率金融資產：當前實際利率；
- 應收租賃款項：計量應收租賃款時使用的貼現率；

估計預期信用損失時所考慮的最長期限是本集團面臨信用風險的最長合約期。

在衡量ECL時，本集團會考慮合理且可支援的資訊，而無需過多的成本或努力。這包括有關過去事件、當前狀況和未來經濟狀況預測的資訊。

Notes to the Consolidated Financial Statements

財務報表附註

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Financial instruments (Continued)

(ii) Credit losses from financial instruments, contract assets and lease receivables (Continued)

Measurement of ECLs (Continued)

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

Loss allowances for trade receivables, lease receivables and contract assets are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

For all other financial instruments, the Group recognizes a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

1 重大會計政策 (續)

(k) 金融工具 (續)

(ii) 金融工具、合約資產及應收租賃款項的信用損失 (續)

計量 (續)

在以下任一基礎上測量：

- 未來12個月內預期信用損失：這些是預計在報告日期後12個月內可能發生的違約事件造成的損失；和
- 整個存續期預期信用損失：這些是預期由ECL模型適用的專案的預期存續期內的所有可能違約事件導致的損失。

合約資產的虧損撥備總是以等於終身ECL的金額計量。這些金融資產的預期信用損失使用基於本集團歷史信用損失經驗的撥備矩陣進行估算，並根據債務人特有的因素進行調整，並對報告日期的當前和預測的一般經濟狀況進行評估。

對於所有其他金融工具，本集團確認相當於12個月預期信用損失的損失準備金，除非自初始確認以來金融工具的信用風險顯著增加，在這種情況下，損失準備金的計算金額等於終身金額的ECL。

Notes to the Consolidated Financial Statements

財務報表附註

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Financial instruments (Continued)

(ii) Credit losses from financial instruments, contract assets and lease receivables (Continued)

Significant increases in credit risk

In assessing whether the credit risk of a financial instrument (including a loan commitment) has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (ii) the financial asset is 90 days past due. The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- failure to make payments of principal or interest on their contractually due dates;
- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);

1 重大會計政策 (續)

(k) 金融工具 (續)

(ii) 金融工具，合約資產及應收租賃款項的信用損失 (續)

信貸風險的顯著增加

在評估自初始確認後金融工具的信用風險(包括貸款承諾)是否顯著增加時，本集團將報告日期評估的金融工具違約風險與初始確認日評估的風險進行比較。在進行重新評估時，本集團認為，當(i)借款人不可能全額支付其對本集團的信貸責任，且本集團無需追究實現擔保(如有任何保證)等行動時，就會發生違約事件；或(ii)該金融資產是逾期90天。本集團考慮合理且可支援的定量和定性資訊，包括歷史經驗和前瞻性資訊，無需過多的成本或努力即可獲得。

特別是，在評估自初始確認後信用風險是否顯著增加時，會考慮以下資訊：

- 未在合同到期日支付本金或利息；
- 金融工具的外部或內部信用評級(如果有)的實際或預期的顯著惡化；

Notes to the Consolidated Financial Statements

財務報表附註

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Financial instruments (Continued)

(ii) Credit losses from financial instruments, contract assets and lease receivables (Continued)

Significant increases in credit risk (Continued)

- an actual or expected significant deterioration in the operating results of the debtor; and
- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognized as an impairment gain or loss in profit or loss. The Group recognizes an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt securities that are measured at FVOCI (recycling), for which the loss allowance is recognized in other comprehensive income and accumulated in the fair value reserve (recycling).

1 重大會計政策(續)

(k) 金融工具(續)

(ii) 金融工具，合約資產及應收租賃款項的信用損失(續)

信貸風險的顯著增加(續)

- 債務人的經營業績實際或預期顯著惡化；以及
- 對債務人履行對本集團義務的能力產生重大不利影響的技術，市場，經濟或法律環境的現有或預測變化。

根據金融工具的性質，對信用風險顯著增加的評估是在個人基礎上或組合基礎上進行的。當評估在組合基礎上進行時，金融工具根據共用信用風險特徵進行分組，例如逾期狀態和信用風險評級。

在每個報告日期重新計量預期信用損失，以反映自初始確認以來金融工具信用風險的變化。ECL金額的任何變動均確認為減值損益。本集團確認所有金融工具的減值損益，並通過損失準備金賬戶對其賬面金額進行相應調整，但以FVOCI(回收)計量的債券投資除外，其損失準備確認為其他綜合收益，並累計於公允價值儲備(回收)。

Notes to the Consolidated Financial Statements

財務報表附註

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Financial instruments (Continued)

(ii) Credit losses from financial instruments, contract assets and lease receivables (Continued)

Basis of calculation of interest income

Interest income recognized in accordance with Note 1(s)(ii) is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation;

1 重大會計政策 (續)

(k) 金融工具 (續)

(ii) 金融工具，合約資產及應收租賃款項的信用損失 (續)

利息收入的計算基礎

根據附註1(s)(ii)確認的利息收入乃根據金融資產的賬面總值計算，除非該金融資產為信貸減值，在此情況下，利息收入乃根據攤銷成本計算（即金融資產的賬面總額減去損失準備金額）。

於各報告日期，本集團會評估金融資產是否為信貸減值。當一項或多項事件對金融資產的估計未來現金流量產生不利影響時，金融資產即為信用減值。

金融資產信用減值的證據包括以下可觀察事件：

- 債務人的重大財務困難；
- 違約，例如違約或拖欠利息或本金付款；
- 借款人很可能會進入破產或其他財務重組；

Notes to the Consolidated Financial Statements

財務報表附註

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Financial instruments (Continued)

(ii) Credit losses from financial instruments, contract assets and lease receivables (Continued)

Basis of calculation of interest income (Continued)

- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

Write-off policy

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognized as a reversal of impairment in profit or loss in the period in which the recovery occurs.

1 重大會計政策(續)

(k) 金融工具(續)

(ii) 金融工具，合約資產及應收租賃款項的信用損失(續)

利息收入的計算基礎(續)

- 對債務人產生不利影響的技術、市場、經濟或法律環境發生重大變化；或
- 由於發行人的財務困難，證券活躍市場消失。

核銷政策

在沒有實際復蘇前景的情況下，核銷(部分或全部)金融資產的賬面總額。當本集團確定債務人沒有可產生足夠現金流量以償還註銷金額的資產或收入來源時，通常就是這種情況。

已減記的金融資產以後又收回的，作為減值損失的轉回計入收回當期的損益。

Notes to the Consolidated Financial Statements

財務報表附註

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Financial instruments (Continued)

(iii) Credit losses from financial guarantees issued

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the “holder”) for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Financial guarantees issued are initially recognized at fair value, which is determined by reference to fees charged in an arm’s length transaction for similar services, when such information is obtainable, or 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. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognized in accordance with the Group’s policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognized in profit or loss.

Subsequent to initial recognition, the amount initially recognized as deferred income is amortized in profit or loss over the term of the guarantee as income from financial guarantees issued (see Note 1(s)(i)).

1 重大會計政策 (續)

(k) 金融工具 (續)

(iii) 發行財務擔保造成的信貸損失

財務擔保是指要求發行人(即擔保人)支付特定款項以償還擔保人(「持有人」)造成的損失的合同,該損失是由指定的債務人未能按照債務工具的條款還款造成的。

已發行的財務擔保初始按公允價值在「遞延收益」內確認,並在類似服務的公平交易中收取的費用可得時,參考該資訊;或在沒有可用來參考的類似擔保交易時,參考利率差異,通過比較實際收取的費率確定貸款人提供擔保時貸款人可能會收取的估計費率,可以對這些資訊作出可靠的估計。倘就發行擔保而收取或應收對價,則對價將根據本集團適用於該類資產的政策確認。倘未收取或應收該等對價,則直接確認於損益中。

初始確認後,初始確認為遞延收入的金額在擔保期內在損益中攤銷,作為已發出財務擔保的收入(見附註1(s)(i))。

Notes to the Consolidated Financial Statements

財務報表附註

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Financial instruments (Continued)

(iii) Credit losses from financial guarantees issued (Continued)

The Group monitors the risk that the specified debtor will default on the contract and recognizes a provision when ECLs on the financial guarantees are determined to be higher than the carrying amount in respect of the guarantees (i.e. the amount initially recognized, less accumulated amortisation).

To determine ECLs, the Group considers changes in the risk of default of the specified debtor since the issuance of the guarantee. A 12-month ECL is measured unless the risk that the specified debtor will default has increased significantly since the guarantee is issued, in which case a lifetime ECL is measured. The same definition of default and the same assessment of significant increase in credit risk as described in Note 1(k)(ii) apply.

As the Group is required to make payments only in the event of a default by the specified debtor in accordance with the terms of the instrument that is guaranteed, an ECL is estimated based on the expected payments to reimburse the holder for a credit loss that it incurs less any amount that the Group expects to receive from the holder of the guarantee, the specified debtor or any other party. The amount is then discounted using the current risk-free rate adjusted for risks specific to the cash flows.

1 重大會計政策(續)

(k) 金融工具(續)

(iii) 發行財務擔保造成的信貸損失(續)

本集團監察指定債務人違約的風險，並當財務擔保的預期信用損失高於擔保的「遞延收益」所載金額時（即初始確認的金額，減累計攤銷）確認減值準備。

為確定預期信用損失，本集團考慮自擔保發行以來指定債務人違約風險的變化。除非自發行擔保以來指定債務人違約的風險顯著增加，否則將計量未來12個月內預期信用損失。在指定債務人違約的風險顯著增加的情況下，將衡量整個存續期內預期信用損失。附註1(k)(ii)中描述了相同的違約定義和對信用風險顯著增加的相同評估。

由於本集團僅在指定債務人違約的情況下按照擔保工具的條款進行付款，因此根據償還持有人的信用損失的預期付款額減去本集團預期從擔保人、指明債務人或任何其他方獲得的金額估計預期損失，然後使用針對現金流量特定風險調整的當前無風險利率貼現該金額。

Notes to the Consolidated Financial Statements

財務報表附註

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Financial instruments (Continued)

(iv) Fair value measurement

If there is an active market for a financial asset or financial liability, the quoted price in the active market without adjusting for transaction costs that may be incurred upon future disposal or settlement is used to establish the fair value of the financial asset or financial liability. For a financial asset held or a financial liability to be assumed, the quoted price is the current bid price. For a financial asset to be acquired or a financial liability assumed, it is the current asking price. The quoted prices from an active market are prices that are readily and regularly available from an exchange, broker, industry group or pricing service agency, and represent actual and regularly occurring market transactions on an arm's length basis.

If no active market exists for a financial instrument, a valuation technique is used to establish the fair value. Valuation techniques include using recent arm's length market transactions between knowledgeable, willing parties; reference to the current fair value of another instrument that is substantially the same; discounted cash flow analysis and option pricing models. Where discounted cash flow technique is used, future cash flows are estimated based on management's best estimates and the discount rate used is the prevailing market rate applicable for instrument with similar terms and conditions at the end of each reporting period. Where other pricing models are used, inputs are based on market data at the end of each reporting period.

1 重大會計政策 (續)

(k) 金融工具 (續)

(iv) 公允價值計量

對存在活躍市場的金融資產或金融負債，用活躍市場中的報價確定其公允價值，且不扣除將來出售或處置該金融資產或金融負債時可能發生的交易費用。對於已持有的金融資產或將發生的金融負債，報價為當前競標價。對於將取得的金融資產或已發生的金融負債，報價為當前報價。活躍市場中的報價是容易且經常從交易所、代理人、行業集團或定價服務機構獲取的，並且代表實際和經常發生的正常市場交易。

對不存在活躍市場的金融工具，採用估值技術確定其公允價值。所採用的估值技巧包括參考熟悉情況並自願交易的各方最近進行的市場交易的成交價、參照實質上相同的其他金融工具的當前公允價值、現金流量折現分析及期權定價模式。當使用現金流量折現法時，估計未來現金流量乃根據管理層的最佳估計，所使用的折現率乃具有相若條款及條件的工具所適用之各報告期末之市場利率。當使用其他定價模式時，輸入的數據乃根據報告期末的市場數據計算。

Notes to the Consolidated Financial Statements

財務報表附註

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Financial instruments (Continued)

(iv) Fair value measurement (Continued)

In estimating the fair value of a financial asset and financial liability, the Group considers all factors including, but not limited to, risk-free interest rate, credit risk, foreign exchange rate and market volatility, that are likely to affect the fair value of the financial asset and financial liability.

The Group obtains market data from the same market where the financial instrument was originated or purchased.

(v) Interim financial reporting and impairment

Under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the Group is required to prepare an interim financial report in compliance with HKAS 34, *Interim financial reporting*, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see Notes 1(k)(ii) and (iii) and 1(n)(i) and (ii)).

Impairment losses recognized in an interim period in respect of goodwill are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognized had the impairment been assessed only at the end of the financial year to which the interim period relates.

1 重大會計政策 (續)

(k) 金融工具 (續)

(iv) 公允價值計量 (續)

在評估金融資產及金融負債的公允價值時，本集團已考慮所有可能影響金融資產及金融負債的公允價值的因素，包括（但不限於）無風險匯率、信貸風險、外匯匯率及市場波動。

本集團獲得的市場數據來自產生或購買該金融工具的另一市場。

(v) 中期財務報告和減值

根據香港聯合交易所有限公司證券上市規則，本集團須就本財政年度首六個月編製符合香港會計準則第34號中期財務報告的中期財務報告。於中期期末，本集團採用與財政年度末相同的減值測試，確認及轉回準則（見附註1(k)(ii)以及(iii)，1(n)(i)以及(ii)）。

於中期期間就商譽確認的減值虧損於其後期間不會撥回。即使在中期期間財政年度結束時僅對減值進行評估，即使沒有損失或損失較小，也是如此。

Notes to the Consolidated Financial Statements

財務報表附註

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(l) Interest-bearing borrowings

Interest-bearing borrowings are measured initially at fair value less transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortized cost using the effective interest method. Interest expense is recognized in accordance with the Group's accounting policy for borrowing costs (see Note 1(t)).

(m) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, property pre-sale proceeds held by solicitor that are held for meeting short-term cash commitments, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Cash and cash equivalents are assessed for ECL in accordance with the policy set out in Note 1(k)(ii).

(n) Impairment of non-financial assets

(i) Impairment of investments in subsidiaries, associates and joint venture

Investments in subsidiaries, associates and joint venture are reviewed at the end of each reporting period to determine whether there is objective evidence of impairment. Objective evidence of impairment includes observable data that comes to the attention of the Group about one or more of the loss events in Note 1(k)(ii). When any such evidence exists, the impairment loss is measured by comparing the recoverable amount of the investment with its carrying amount in accordance with Note 1(d) and Note 1(e). The impairment loss is reversed if there has been a favorable change in the estimates used to determine the recoverable amount in accordance with Note 1(n)(ii).

1 重大會計政策 (續)

(l) 計息借款

計息借款於起始時以公允價值減應佔交易成本確認。於初始確認後，計息借款以攤銷成本列賬。根據本集團的會計政策，利息支出應確認為借款費用（附註1(t)）。

(m) 貨幣資金

貨幣資金包括銀行存款及現金、存放於銀行及其他金融機構的活期存款、律師持有用於滿足短期現金承諾的物業預售所得款項以及可隨時兌換為已知數額現金、價值變動風險不大，並在認購後三個月內到期的短期高流動性投資。現金和現金等價物根據附註1(k)(ii)中規定的政策評估預期信用損失。

(n) 非金融資產減值

(i) 於附屬公司、聯營公司及合營企業投資的減值

於附屬公司、聯營公司及合營企業的投資在各報告期末審閱以確定是否有減值的客觀證據。減值的客觀證據包括有關一個或多個附註1(k)(ii)中引起本集團注意的虧損事件的可觀察數據。若該證據存在，則減值損失乃根據附註1(d)及附註1(e)對該投資的可收回金額及其賬面值進行比較而計量。倘根據附註1(n)(ii)用於釐定可收回金額的估計出現有利變動，則會撥回資產減值損失。

Notes to the Consolidated Financial Statements

財務報表附註

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(n) Impairment of non-financial assets (Continued)

(ii) Impairment of other assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognized no longer exists or may have decreased:

- Property, plant and equipment, including right-of-use assets;
- Intangible assets; and
- Goodwill.

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, intangible assets that are not yet available for use and intangible assets that have indefinite useful lives, the recoverable amount is estimated annually whether or not there is any indication of impairment.

1 重大會計政策(續)

(n) 非金融資產減值(續)

(ii) 其他資產的減值

會於各報告期末對內部及外部資料進行審核，以識別顯示如下資產可能出現減值，商譽除外，或先前已確認之資產減值損失不復存在或已有所減少：

- 物業、廠房及設備；
- 無形資產；及
- 商譽。

倘存在該等跡象，則會對該資產的可收回金額作出估計。此外，對於商譽和目前尚未達到可使用狀態的無形資產以及具有無限期可使用壽命的無形資產，無論是否存在減值跡象，均要每年進行可收回金額的評估。

Notes to the Consolidated Financial Statements

財務報表附註

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(n) Impairment of non-financial assets (Continued)

(ii) Impairment of other assets (Continued)

– Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit). A portion of the carrying amount of a corporate asset (for example, head office building) is allocated to an individual cash-generating unit if the allocation can be done on a reasonable and consistent basis, or to the smallest group of cash-generating units if otherwise.

1 重大會計政策 (續)

(n) 非金融資產減值 (續)

(ii) 其他資產的減值 (續)

– 計算可回收金額

資產的可收回金額以其公允價值減處置費用後的淨額與資產預計未來現金流量現值兩者中較高金額為準。在預計資產預計未來現金流量的現值時，會使用稅前折讓率將估計未來現金流量折讓至其現值，以反映目前資金時值的市場評估及該資產的獨有風險。倘資產產生的現金流入基本上不獨立於其他資產產生的現金流入，則以可獨立產生現金流入的最小資產類別（即現金產生單位）來釐定可收回金額。企業資產（例如，總部大樓）的一部分賬面金額，如果可以在合理和一致的基礎上進行分配，則分配至單獨現金產出單元，或分配至最小現金產出單元組。

Notes to the Consolidated Financial Statements

財務報表附註

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(n) Impairment of non-financial assets (Continued)

(ii) Impairment of other assets (Continued)

– Recognition of impairment losses

An impairment loss is recognized in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognized in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

– Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favorable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognized in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognized.

1 重大會計政策(續)

(n) 非金融資產減值(續)

(ii) 其他資產的減值(續)

– 確認資產減值損失

確認資產減值損失資產或其所屬的現金產出單元的可收回金額低於其賬面價值的，應確認減值損失，計入當期損益。與現金產出單元或者現金產出單元組相關的資產減值損失，先按現金產出單元或者現金產出單元組中其他各項資產的賬面價值所佔比例，相應抵減其賬面價值，但抵減後的各資產的賬面價值不得低於該資產的公允價值減去處置費用（如可計量）或其現值（如可確定的）。

– 資產減值損失的轉回

對於商譽以外的資產，如用於釐定可收回金額的估計發生有利的變化，則原確認的資產減值損失將予以轉回。商譽的資產減值損失不予轉回。

該轉回後的賬面價值不超過假定不計提資產減值損失情況下該資產在轉回日的賬面價值。轉回的資產減值損失於確認有關轉回的年度內計入當期損益。

Notes to the Consolidated Financial Statements

財務報表附註

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(o) Employee benefits

(i) Short term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave and defined contribution the Group makes pursuant to the relevant laws and regulations of the PRC are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

Pursuant to the relevant laws and regulations of the PRC, the Group's subsidiaries in the PRC have joined defined contributions for the employees, such as basic pension scheme, housing fund, basic medical insurance, unemployment insurance, injury insurance and maternity insurance. The Group makes contributions to the above mentioned schemes at the applicable rates based on the amounts stipulated by the government organization. The contributions are charged to the statement of profit or loss on an accrual basis.

1 重大會計政策 (續)

(o) 職工薪酬

(i) 短期職工薪酬及社會保險及住房公積金計劃

薪金、年終獎金、帶薪年假及本集團根據中國相關法律及條例作出的指定供款於僱員提供相關服務的年度內計算。如延遲付款或結算並構成重大影響，則此等金額會以現值列賬。

根據相關中國法律和條例，本集團位於中國的附屬公司為員工加入了指定供款，例如基本養老金計劃、住房公積金、基本醫療保險、失業保險、意外傷害保險及產險。本集團根據政府組織規定金額按適用比例向上述計劃供款。供款按應計基準計入當期損益。

Notes to the Consolidated Financial Statements

財務報表附註

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(o) Employee benefits (Continued)

(ii) Share-based payments

The fair value of share awards granted to employees is recognized as an employee cost with a corresponding increase in a capital reserve within equity. The fair value is measured at grant date using the Cox-Ross-Rubinstein Binomial Pricing model, taking into account the terms and conditions upon which the awards were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the awards, the total estimated fair value of the awards is spread over the vesting period, taking into account the probability that the awards will vest.

During the vesting period, the number of share awards that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognized in prior years is charged/credited to the profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the capital reserve. On vesting date, the amount recognized as an expense is adjusted to reflect the actual number of awards that vest (with a corresponding adjustment to the capital reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognized in the capital reserve until either the option is exercised (when it is included in the amount recognized in share capital for the shares issued) or the option expires (when it is released directly to retained profits).

1 重大會計政策(續)

(o) 職工薪酬(續)

(ii) 以權益結算的股份支付

授予僱員的股份獎勵的公允價值已予確認為員工薪酬，而權益中的資本公積亦會相應增加。公允價值在授予日起以Cox-Ross-Rubinstein Binomial模型計量，並計及所授予獎勵的條款及條件。倘僱員於無條件取得股份獎勵前須符合歸屬條件，股份獎勵的估計公允價值總額會於歸屬期內經考慮股份獎勵將會歸屬的可能性予以分攤。

在歸屬期內，預期會歸屬的股份獎勵數目會被審閱。任何對於過往年度確認的累計公允價值的所得調整乃於審閱年度自損益扣除／計入損益，除非原職工薪酬符合資格確認為資產，並對資本公積作出相應調整。於歸屬日期，確認為費用的金額乃調整以反映歸屬的股份獎勵的實際數目（並對資本公積作出相應調整），惟倘沒收僅因並無達成與公司股份市價有關的歸屬條件則除外。權益金額於資本儲備確認，直至購股權獲行使（在此情況下該金額將包含在發行的股本中）或購股權到期屆滿（在此情況下將直接回撥保留溢利）。

Notes to the Consolidated Financial Statements

財務報表附註

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(o) Employee benefits (Continued)

(iii) Termination benefits

Termination benefits are recognized at the earlier of when the Group can no longer withdraw the offer of those benefits and when it recognizes restructuring costs involving the payment of termination benefits.

(p) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognized in the statement of profit or loss except to the extent that they relate to items recognized in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognized in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

1 重大會計政策 (續)

(o) 職工薪酬 (續)

(iii) 辭退福利

辭退福利產生的負債以·本集團在不能單方面撤回因解除勞動關係計劃或裁減建議所提供的辭退福利和已經制定正式的解除勞動關係計劃或提出自願裁減建議並即將實施·兩者孰早確認。

(p) 所得稅

年度所得稅包括當期所得稅及遞延所得稅資產和負債的變動。當期所得稅及遞延所得稅資產和負債的變動均於當期損益確認·但與其他綜合收益表或直接於權益內確認的項目有關者·則相關稅額分別於其他綜合收益表或直接於權益內確認。

當期所得稅包括根據當期應納稅所得額及財務報告日的適用稅率計算的預期應交所得稅和對以前年度應交所得稅的調整。

遞延所得稅資產與遞延所得稅負債分別根據可抵扣暫時性差異和應納稅暫時性差異確定。暫時性差異是指資產或負債的賬面價值與其計稅基礎之間的差額·遞延所得稅資產亦產生自不可利用稅務損失和稅款抵減。

Notes to the Consolidated Financial Statements

財務報表附註

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(p) Income tax (Continued)

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilized, are recognized. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credit, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilized.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

1 重大會計政策(續)

(p) 所得稅(續)

除若干有限制的情況外，所有遞延所得稅資產和負債的確認以很可能取得用來抵扣可抵扣暫時性差異的應納稅所得額為限。能支援可確認由可抵扣暫時差異所產生遞延所得稅資產的應納稅所得額包括因轉回現存應納稅暫時性差異而產生的金額，此差額必須與同一稅務機關及同一納稅主體有關，並預期在可抵扣暫時性差異預計轉回的同一期間或遞延所得稅資產產生的稅務虧損可向後期或向前期結轉的期間內轉回。在確定現存應納稅暫時性差異是否支援確認由未使用稅務虧損和稅項抵免產生的遞延所得稅資產時，採用同一準則，即該差額若與同一稅務機關及同一納稅主題有關，並預期在能使用稅務虧損或抵免的同一期間內轉回，則會被考慮。

確認遞延所得稅資產和遞延所得稅負債的有限例外包括：稅前不可扣除的商譽產生的暫時性差異；對既不影響會計利潤、也不影響稅前利潤的資產或負債的初始確認（前提為不涉及企業合併）；以及對附屬公司投資產生的暫時性差異，本集團可控制應納稅暫時性差異預計轉回時間並且在可預見的未來期間應納稅暫時性差異可能不轉回的，或在可預見的未來期間不可能轉回可抵扣暫時性差異的。

Notes to the Consolidated Financial Statements

財務報表附註

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(p) Income tax (Continued)

The amount of deferred tax recognized is measured based on the expected manner of realization or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilized. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognized when the liability to pay the related dividends is recognized.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or

1 重大會計政策 (續)

(p) 所得稅 (續)

本集團根據遞延所得稅資產和負債的預期收回或結算方式，按照報告期末預期收回該資產或清償該負債的適用稅率計量該遞延所得稅資產和負債的賬面金額。遞延所得稅資產和負債均不折現。

於各報告期末，本集團對遞延所得稅資產的賬面價值進行覆核。如果未來期間很可能無法獲得足夠的應納稅所得額用以抵扣遞延所得稅資產的利益，則減記遞延所得稅資產的賬面價值。在很可能獲得足夠的應納稅所得額時，減記的金額予以轉回。

此外，由分配股利產生的所得稅費用在應付相關股利的義務被確認時確認。

當期所得稅資產和負債及遞延所得稅資產和負債及其變動額分別列示，不相互抵銷。當本集團有法定權利以當期所得稅負債抵銷當期所得稅資產並且同時滿足以下條件時，當期所得稅負債及當期所得稅資產，遞延所得稅資產及遞延所得稅負債以抵銷後的淨額列示：

- 倘為當期所得稅資產和負債，本集團計劃按淨額列示或同時變現該資產和清償該負債；或

Notes to the Consolidated Financial Statements

財務報表附註

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(p) Income tax (Continued)

- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
 - the same taxable entity; or
 - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

(q) Repossessed assets

Reposessed assets are physical assets or property rights obtained by the Group from debtors, warrantors or third parties following the enforcement of its creditor's rights. The initial cost of reposessed assets is measured at the lower of the net carrying amount of loans and advances and the fair value of the assets less costs to sell on the acquisition date. Repossessed assets are not depreciated or amortized. The impairment losses of initial measurement and subsequent revaluation are charged to the profit or loss.

1 重大會計政策(續)

(p) 所得稅(續)

- 倘為遞延所得稅資產和負債，遞延所得稅資產和遞延所得稅負債歸屬於同一稅務機關就以下其中一項徵收的所得稅有關：
 - 同一納稅主體；或
 - 對不同的納稅主體相關，但在未來每一發生重大金額的遞延所得稅資產及負債轉回的期間內，涉及的納稅主體意圖以淨額結算當期所得稅資產和負債或是同時取得資產、清償負債。

(q) 抵債資產

抵債資產指本集團於強制執行債權人的權利後向債務人、擔保人或第三方獲取的實物資產或產權。抵債資產的初始成本乃以貸款及墊款的賬面淨值與資產公允價值減去收購日期的處置費用的較低者計算。抵債資產不計提折舊或進行攤銷。初始確認及後續重新評估的減值損失計入損益。

Notes to the Consolidated Financial Statements

財務報表附註

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(r) Provisions and contingent liabilities

(i) Provisions for guarantee losses

When determining the amounts to be recognized in respect of liabilities arising from the guarantee business, management estimates the provisions based on prior experience and default history of the business (see Note 1(k)(iii)). It is possible that the prior experience and default history is not indicative of future loss on the guarantees issued. Any increase or decrease in the provisions would affect the statement of profit or loss in future years.

(ii) Provisions and contingent liabilities

Provisions are recognized for other liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

1 重大會計政策 (續)

(r) 撥備及或有負債

(i) 擔保賠償準備金

在確定擔保業務產生的負債相關金額時，管理層乃根據過往經驗及該業務的拖欠歷史評估撥備（見附註1(k)(iii)）。過往經驗及拖欠歷史可能無法就未來發出的擔保虧損提供指示。任何撥備的增加或減少會在未來數年對損益表產生影響。

(ii) 撥備及或有負債

倘本集團須就已發生的事件承擔法律或推定責任，並可能須為履行該責任而付出經濟利益，而且能夠作出可靠的估計時，便應該就未能確定時間或數額的負債確認撥備。如果貨幣的時間價值重大，則按預計履行責任所需開支的現值將撥備列賬。

倘不一定須要付出經濟利益，或是無法可靠地估計有關金額，則將有關責任披露為或有負債，惟付出經濟效益的可能極低則除外。如果本集團可能須承擔的責任須視乎某宗或多宗未來事件是否發生才能確定是否存在，則該等責任亦會被披露為或有負債，惟付出經濟利益的可能極低則除外。

Notes to the Consolidated Financial Statements

財務報表附註

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(r) Provisions and contingent liabilities (Continued)

(ii) Provisions and contingent liabilities (Continued)

Where some or all of the expenditure required to settle a provision is expected to be reimbursed by another party, a separate asset is recognized for any expected reimbursement that would be virtually certain. The amount recognized for the reimbursement is limited to the carrying amount of the provision.

(s) Revenue and other income

Income is classified by the Group as revenue when it arises from the sale of goods, the provision of services or the use by others of the Group's assets under leases in the ordinary course of the Group's business.

The Group is the principal for its revenue transactions and recognizes revenue on a gross basis, including the sale of electronic products that are sourced externally. In determining whether the group acts as a principal or as an agent, it considers whether it obtains control of the products before they are transferred to the customers. Control refers to the Group's ability to direct the use of and obtain substantially all of the remaining benefits from the products.

1 重大會計政策 (續)

(r) 撥備及或有負債 (續)

(ii) 撥備及或有負債 (續)

如果清償準備所需的部分或全部支出預計將由另一方補償，則將完全肯定可獲補償的數額確認為另一資產專案。為補償而確認的金額僅以該準備的賬面金額為限。

(s) 收入確認

於本集團日常業務過程中，本集團將其出售貨品、提供服務或供他人使用本集團租賃資產所產生的收入分類為收益。

本集團是其收入交易的主體，並以總額為基礎確認收入，包括銷售來自外部的電子產品。在確定集團是作為委託人還是作為代理人時，它會考慮在產品轉讓給客戶之前是否獲得了對產品的控制權。控制是指本集團指導使用產品並從產品中獲得基本上所有剩餘利益的能力。

Notes to the Consolidated Financial Statements

財務報表附註

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(s) Revenue and other income (Continued)

Further details of the Group's revenue and other income recognition policies are as follows:

(i) Guarantee and consulting fee income

Guarantee income is recognized when guarantee contracts have been made whereby the related guarantee obligation has been accepted, the economic benefits associated with the guarantee contracts will probably flow in, and the amount of revenue associated with guarantee contracts can be measured reliably. Guarantee income is determined based on the total agreed fee in the guarantee contracts and is recognized in the statement of profit or loss over the period of guarantee. The Group receives consulting fee income in relation to guarantee services in full at inception and records it as unearned income before amortizing it throughout the period of guarantee.

(ii) Interest and handling fee income

Interest income is recognized as it accrues using the effective interest method. The Group receives handling fee income from loan services in full at inception and records it as unearned income before amortizing it throughout the contractual period of the loan.

1 重大會計政策 (續)

(s) 收入確認 (續)

有關本集團收益及其他收入確認政策的進一步詳情如下：

(i) 擔保及諮詢費收入

擔保收入於擔保合同成立並承擔相應擔保責任，與擔保合同相關的經濟利益很可能流入，且擔保合同相關的收入能夠可靠計量時予以確認。擔保收入按照擔保合同規定收費在擔保合同期內確認，計入當期損益。與擔保服務相關的諮詢費收入在服務提供前全額預收並於服務提供期間內攤銷確認。

(ii) 利息和手續費收入

利息收入於應計提時採用實際利率法確認。本集團於訂立合約時就貸款服務收取手續費收入並在其於貸款合約期內攤銷前計入遞延收益。

Notes to the Consolidated Financial Statements

財務報表附註

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(s) Revenue and other income (Continued)

(iii) Rental income from operating leases

Rental income receivable under operating leases is recognized in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognized in profit or loss as an integral part of the aggregate net lease payments receivable. Variable lease payments that do not depend on an index or a rate are recognized as income in the accounting period in which they are earned.

(iv) Insurance broker related service

Commission income from insurance brokerage is recognized in profit or loss on the transaction dates when the relevant contract notes are exchanged.

(v) Dividends

- Dividend income from unlisted investments is recognized when the shareholder's right to receive payment is established.
- Dividend income from listed investments is recognized when the share price of the investment goes ex-dividend.

1 重大會計政策(續)

(s) 收入確認(續)

(iii) 經營租賃租金收入

經營租賃的應收租金收入在租賃期內按照直線法在損益中確認，除非有其他確認方法更能代表租賃資產的利益模式。租賃優惠應確認為應收租賃付款額的組成部分。不依賴指數和利率的可變租金付款額在整個會計期間確認為收入。

(iv) 保險經紀相關業務

保險經紀手續費收入在合同執行時確認收入。

(v) 股息

- 非上市投資的股息收入在股東收取款項的權利確立時確認。
- 上市投資的股息收入在投資項目的股價除息時確認。

Notes to the Consolidated Financial Statements

財務報表附註

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(s) Revenue and other income (Continued)

(vi) Government grants

Government grants are recognized in the statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for providing guarantee services to SMEs under certain criteria are recognized as income in the statement of profit or loss upon receiving such grants. Grants that compensate the Group for the cost of an asset are deducted from the carrying amount of the assets and consequently are effectively recognized in the statement of profit or loss over the useful life of the asset by way of reduced depreciation expense.

(t) Borrowing costs

Borrowing costs are expensed in the period in which they are incurred.

(u) Related parties

- (a) A person, or a close member of that person's family, is related to the Group if that person:
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or the Group's parent.

1 重大會計政策 (續)

(s) 收入確認 (續)

(vi) 政府補助

政府補助在能夠滿足政府補助所附條件時，並有合理保證能夠收取政府補助時，於財務狀況表中予以確認。補償本集團向某類中小型企業提供擔保服務的補助於收到該等補助時於損益表中確認為收入。補償本集團資產成本的補助從資產的賬面金額中減去，其後於該項資產的可用年期以減少折舊費用方式於損益表內實際確認。

(t) 借款費用

借款費用於發生當期確認為財務費用。

(u) 關聯方

- (a) 如下個人及與其關係密切的家庭成員可視為本集團的關聯方：
- (i) 對本集團實施控制或共同控制；
 - (ii) 對本集團施加重大影響；或
 - (iii) 本集團及本集團母公司的關鍵管理人員。

Notes to the Consolidated Financial Statements

財務報表附註

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(u) Related parties (Continued)

- (b) An entity is related to the Group if any of the following conditions applies:
- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
 - (iii) Both entities are joint ventures of the same third party;
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third party;
 - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) The entity is controlled or jointly controlled by a person identified in (a);
 - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

1 重大會計政策(續)

(u) 關聯方(續)

- (b) 如下企業可視為本集團的關聯方：
- (i) 與本集團同屬同一集團的企業(即集團內所有母公司、附屬公司及同系附屬公司之間互為關聯方)；
 - (ii) 集團的聯營企業或合營企業(或集團內其他企業的聯營企業或合營企業)；
 - (iii) 同為同一第三方的合營企業；
 - (iv) 企業與本集團，一方為第三方企業的合營企業，而另一方為同一第三方企業的聯營企業；
 - (v) 企業與本集團或與本集團有關聯的實體就僱員利益設立的退休福利計劃；
 - (vi) 受(a)中個人控制或共同控制的企業；
 - (vii) 受(a)(i)中個人重大影響的企業，或(a)(i)中個人為企業(或企業母公司)的關鍵管理人員。

Notes to the Consolidated Financial Statements

財務報表附註

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(u) Related parties (Continued)

(b) An entity is related to the Group if any of the following conditions applies: (Continued)

(viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

(v) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial statements provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

1 重大會計政策 (續)

(u) 關聯方 (續)

(b) 如下企業可視為本集團的關聯方：(續)

(viii) 實體或其所屬集團的任何成員公司向本集團或本集團的母公司提供主要管理人員服務。

一名人士的近親是指與該實體交易時預期可影響該人士或受該人士影響的家庭成員。

(v) 分部報告

經營分部及財務報表所呈列各分部的金額，乃從為向本集團各項業務及地理位置分配資源及評估其業績而定期向本集團最高行政管理層提供的財務報表當中識別出來。

個別重要的經營分部不會合併以供財務報告之用，但如該等經營分部的產品和服務性質、生產工序性質、客戶類別或階層、分銷產品或提供服務的方法以至監管環境的本質等經濟特性均屬類似，則作別論。個別不重要的經營分部如果符合以上大部份條件，則可以合併為一個報告分部。

Notes to the Consolidated Financial Statements

財務報表附註

2 NET FEE AND INTEREST INCOME

The principal activities of the Group are the provision of credit guarantee and related consulting services, loans to customers and agency services in the PRC. Net fee and interest income represents net guarantee and consulting fee income and net interest and handling fee income. The amount of each significant category of net fee and interest income recognized is as follows:

2 淨手續費及利息收入

本集團的主要業務包括中國境內提供信貸擔保及相關諮詢服務、發放貸款及代理服務。淨手續費及利息收入包括擔保及諮詢費淨收入及利息和手續費淨收入。各主要類別下的淨手續費及利息收入載列如下：

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Guarantee and consulting fee income	擔保及諮詢費收入		
Financing guarantee and consulting fee income	融資擔保及諮詢費收入	152,682	318,359
Performance guarantee and consulting fee income	履約擔保及諮詢費收入	306,231	250,872
		458,913	569,231
Guarantee handling expenses	擔保手續費	(121,575)	(92,232)
Net guarantee and consulting fee income	擔保及諮詢費淨收入	337,338	476,999
Interest and handling fee income arising from:	利息及手續費收入來自：		
- Loans and advances to customers	- 發放貸款及墊款	150,422	191,611
- Factoring business	- 保理業務	63,319	130,943
- Cash at banks	- 銀行存款	4,780	7,213
- Credit consulting services commission income	- 信用服務佣金收入	93,415	138,396
- Finance lease business	- 融資租賃業務	455	2,365
- Time and restricted bank deposits	- 期限在3個月以上的定期存款和存出擔保保證金	45,011	64,783
- Other commission income	- 其他手續費收入	33,258	50,344
		390,660	585,655

Notes to the Consolidated Financial Statements

財務報表附註

2 NET FEE AND INTEREST INCOME (CONTINUED) 2 淨手續費及利息收入(續)

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Interest and commission expenses arising from:	利息及手續費支出來自：		
- Interest-bearing borrowings	- 計息借款	(151,292)	(274,861)
- Financial assets sold under repurchase agreements	- 賣出回購金融資產	(8,486)	(8,016)
- Commission expenses paid in relation to SME lending business	- 小微貸款佣金支出	(9,312)	(23,207)
- Interest on lease liabilities	- 租賃負債利息	(1,692)	(3,185)
- Other interest and commission expenses	- 其他利息及手續費支出	(11,696)	(45,298)
		(182,478)	(354,567)
Net interest and handling fee income	利息及手續費淨收入	208,182	231,088
Net fee and interest income	淨手續費及利息收入	545,520	708,087

The Group's customer base is diversified and has no customer with whom transactions exceeded 10% of the Group's net fee and interest income during the years ended 31 December 2022 and 2021. Details of concentrations of credit risk are set out in Note 34(a).

Further details regarding the Group's principal activities are disclosed in Note 33.

本集團擁有多元化的客戶基礎，截至2022年及2021年12月31日止年度未有交易超過本集團淨手續費及利息收入10%的客戶。有關集中信貸風險詳情載列於附註34(a)。

有關本集團主要業務的詳情載列於附註33。

Notes to the Consolidated Financial Statements

財務報表附註

3 OTHER OPERATING INCOME, NET

3 其他運營收入，淨額

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Commission income of insurance brokerage business	保險經紀人業務收入	22,864	27,779
Commission expenses of insurance broker business	保險經紀人業務支出	(14,900)	(25,905)
Net gain on disposal of subsidiaries/associates	處置長期投資淨收益	14,093	17,045
Government grants	政府補助	20,228	17,384
Dividend income from financial assets measured at fair value	處置以公允價值計量的金融資產的股息收入	12,616	11,554
Rental income from properties	物業租金收入	7,881	11,804
Others	其他	5,386	2,210
		68,168	61,871

4 IMPAIRMENT LOSSES

4 減值損失

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade and other receivables (Note 14(b))	應收及其他應收款項 (附註14(b))	98,272	51,377
Loans and advances to customers (Note 16(f))	發放貸款及墊款(附註16(f))	137,611	6,395
Receivables for factoring business (Note 15(b))	應收保理款(附註15(b))	(5,038)	138,346
Finance lease receivables (Note 17(b))	應收融資租賃款(附註17(b))	2,204	(1,353)
Repossessed assets	抵債資產	4,073	-
		237,122	194,765

Notes to the Consolidated Financial Statements

財務報表附註

5 PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging:

(a) Operating expenses:

5 稅前利潤

稅前利潤已扣除：

(a) 營運支出

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Staff costs	員工薪酬		
– Salaries, wages, bonuses and other benefits	– 工資、獎金、津貼及其他福利	229,079	306,217
– Contributions to retirement schemes	– 養老保險	40,544	51,287
– Termination benefits	– 辭退福利	21,438	12,385
Travelling expenses	差旅費	9,375	16,007
Depreciation expenses	折舊費用		
– Owned investment property and property, plant and equipment	– 自有投資性房地產、財產、廠房和設備及無形資產	55,532	57,411
– Right-of-use assets	– 使用權資產	15,550	23,820
Amortisation expenses	攤銷費用	14,769	13,589
Office expenses	辦公費	8,757	11,694
Tax and surcharges	稅金及附加	14,718	15,253
Auditors' remuneration	審計費	8,080	8,280
Others	其他	91,945	117,423
		509,787	633,366

Notes to the Consolidated Financial Statements

財務報表附註

5 PROFIT BEFORE TAXATION (CONTINUED)

(b) Other net losses:

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Net losses/(gains) on disposal of property, plant and equipment	出售物業、廠房及設備淨損失／(收益)	16,402	(417)
Net losses on disposal of repossessed assets	收回資產處置淨損失	18,097	12,502
Others	其他	5,240	995
		39,739	13,080

5 稅前利潤(續)

(b) 其他淨虧損：

6 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS

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

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Current tax (Note 30(a))	當期所得稅(附註30(a))		
Provision for PRC income tax for the year	本年計提所得稅	37,895	6,132
Deferred tax (Note 30(b))	遞延所得稅(附註30(b))		
Origination and reversal of temporary differences	暫時性差異的產生及回撥	19,621	45,666
		57,516	51,798

6 合併損益表中所得稅

(a) 合併損益表中的稅項指：

Notes to the Consolidated Financial Statements

財務報表附註

6 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (CONTINUED)

6 合併損益表中所得稅(續)

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

(b) 按適用稅率計算的所得稅費用與會計利潤的調節表：

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Profit before taxation	稅前利潤	109,552	164,140
Notional tax on profit before taxation calculated at the rates applicable in the jurisdictions concerned (Note)	按照法定稅率計算的所得稅 (附註)	10,288	23,873
Effect of non-deductible expenses	不可抵扣支出的稅務影響	3,069	3,516
Effect of non-taxable income	非應稅收入的影響	(23,861)	(27,545)
Effect of unused tax losses not recognized	不可利用稅務損失的影響	74,351	67,134
Usage of previous years' loss	以前年度虧損的使用	(6,331)	(15,180)
Actual income tax expense	所得稅費用合計	57,516	51,798

Note:

Except for Hanhua Financing Guarantee Co., Ltd., Chongqing Hanhua Assets Management Co., Ltd., Chongqing Hanhua Micro-credit Co., Ltd., Sichuan Hanhua Financing Guarantee Co., Ltd., Chongqing Changjiang Financial Factoring Co., Ltd., Guiyang Yunyan District Hanhua Micro-credit Co., Ltd., Chongqing Lihongyuan Enterprise Management Consulting Co., Ltd., Chongqing Jinwei Technology Co., Ltd., Sichuan Hanhua Micro-credit Co., Ltd., Beijing Hanhua Internet Technology Co., Ltd., and Horgos Huiwei Enterprise Management Consulting Co., Ltd., the Company and its subsidiaries are subject to PRC income tax rate of 25%. Huiwei Hong Kong Holding Co., Ltd., HWA Asset Management Limited and Hanhua Hong Kong Holdings Co., Ltd. are subject to Hong Kong income tax rate of 16.5%.

附註：

除瀚華融資擔保股份有限公司、重慶瀚華資產管理有限公司、重慶市瀚華小額貸款有限責任公司、四川瀚華融資擔保有限公司、重慶長江金融保理有限公司、貴陽市雲岩區瀚華小額貸款有限公司、重慶力宏源企業管理諮詢有限公司、重慶金微科技有限公司、四川瀚華小額貸款有限責任公司、北京瀚華網絡科技有限公司、以及霍爾果斯市惠微企業管理諮詢有限公司以外，母公司及其子公司適用的中國所得稅率為25%。惠微香港控股有限公司、惠微資產管理有限公司以及瀚華香港控股有限公司適用的香港所得稅率為16.5%。

Notes to the Consolidated Financial Statements

財務報表附註

6 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (CONTINUED)

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

Note: (Continued)

Hanhua Financing Guarantee Co., Ltd., Chongqing Hanhua Assets Management Co., Ltd., Chongqing Hanhua Micro-credit Co., Ltd., Sichuan Hanhua Financing Guarantee Co., Ltd., Chongqing Changjiang Financial Factoring Co., Ltd., Guiyang Yunyan District Hanhua Micro-credit Co., Ltd., Chongqing Lihongyuan Enterprise Management Consulting Co., Ltd., Chongqing Jinwei Technology Co., Ltd., and Sichuan Hanhua Micro-credit Co., Ltd. are qualified enterprises located in the Western Region and are therefore entitled to preferential tax rate of 15% during the years ended 31 December 2022 and 2021.

Beijing Hanhua Internet Technology Co., Ltd. is a qualified high-tech enterprise and is therefore entitled to preferential tax rate of 15% during the years ended 31 December 2022 and 2021.

Horgos Huiwei Enterprise Management Consulting Co., Ltd. is a qualified enterprise located in Horgos since 26 January 2016, and is therefore entitled to exempt from PRC income tax in the first to the fifth years from the first-profitable year, and be subject to a 50% reduction in PRC income tax for the sixth year to the tenth year. Such tax exemption and reduction shall be implemented upon registration and filing with the tax authorities.

6 合併損益表中所得稅(續)

(b) 按適用稅率計算的所得稅費用與會計利潤的調節表：(續)

附註：(續)

瀚華融資擔保股份有限公司、重慶瀚華資產管理有限公司、重慶市瀚華小額貸款有限責任公司、四川瀚華融資擔保有限公司、重慶長江金融保理有限公司、貴陽市雲岩區瀚華小額貸款有限公司、重慶力宏源企業管理諮詢有限公司、重慶金微科技有限公司、以及四川瀚華小額貸款有限公司為符合西部大開發稅收優惠的企業，因而於截至2022年及2021年12月31日止年度享有優惠稅率15%。

北京瀚華網絡科技有限公司是一家合格的高新技術企業，因此在截至2022年及2021年12月31日止年度享有15%的優惠稅率。

霍爾果斯市惠微企業管理諮詢有限公司是一家自2016年1月26日起在霍爾果斯成立的合格企業，因此有權在第一至第五年免徵中國所得稅，並在第六年至第十年減徵中華人民共和國所得稅50%。免稅減徵，經稅務機關登記備案後實施。

Notes to the Consolidated Financial Statements

財務報表附註

7 DIRECTORS' AND SUPERVISORS' REMUNERATION

7 董事和監事薪酬

Directors' and supervisors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

董事和監事薪酬按照香港公司條例383(1)以及《公司(披露董事利益資料)規例》第二部份披露如下：

		2022 2022年						
		Director's fees	Salaries allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	Sub-total	Share-based payment	Total
		董事費	薪酬、津貼及其他福利	獎金	退休計劃供款	小計	以權益結算的股份支付	合計
		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
Chairman	主席							
Zhang Jun	張軍	-	798	115	-	913	-	913
Executive directors	執行董事							
Zhang Guoxiang	張國祥	-	1,743	107	-	1,850	-	1,850
Cui Weilan	崔巍嵐	-	1,958	652	-	2,610	-	2,610
Non-executive Directors	非執行董事							
Liu Jiaoyang	劉驥揚	-	-	-	-	-	-	-
Liu Tingrong	劉廷榮	-	-	-	-	-	-	-
Feng Yongxiang	馮永祥	-	-	-	-	-	-	-
Wang Fangfei	王芳霏	-	-	-	-	-	-	-
Liu Bolin	劉博霖	-	-	-	-	-	-	-
Independent Non-executive Directors	獨立非執行董事							
Cao Ziwei	曹子瑋	-	38	-	-	38	-	38
Li Wei	李偉	-	38	-	-	38	-	38
Hu Yuntong	胡耘通	-	38	-	-	38	-	38
Xu Hongcai	徐洪才	-	38	-	-	38	-	38
Bai Qinxian	白欽先	-	143	-	-	143	-	143
Deng Zhaoyu	鄧昭雨	-	143	-	-	143	-	143
Yuan Xiaobin	袁小彬	-	143	-	-	143	-	143
Qian Shizheng	錢世政	-	143	-	-	143	-	143
Ng Leung Sing	吳亮星	-	143	-	-	143	-	143
Supervisor	監事							
He Zhonghua	何忠華	-	883	156	-	1,039	-	1,039
He Yu	何宇	-	400	194	-	594	-	594
Chen Zhonghua	陳中華	-	504	-	-	504	-	504
Li Ruping	李如平	-	136	-	-	136	-	136
Qin Yong	秦湧	-	256	55	-	311	-	311
		-	7,545	1,279	-	8,824	-	8,824

Notes to the Consolidated Financial Statements

財務報表附註

7 DIRECTORS' AND SUPERVISORS' REMUNERATION (CONTINUED)

Note:

At the First Extraordinary General Meeting in 2022 held on 16 October 2022, Mr. Zhang Jun, Mr. Zhang Guoxiang and Mr. Cui Weilan were elected as executive directors of the fourth session of the Board of Directors; Ms. Liu Jiaoyang, Ms. Liu Tingrong, Ms. Wang Fangfei, Mr. Feng Yongxiang and Mr. Liu Bolin were elected as non-executive directors of the fourth session of the Board of Directors; and Mr. Cao Ziwei, Mr. Li Wei, Mr. Hu Yuntong, Mr. Xu Hongcai were elected as independent non-executive directors of the fourth session of the Board of Directors.

Mr. Bai Qinxian, Mr. Deng Zhaoyu, Mr. Qian Shizheng, Mr. Ng Leung Sing and Mr. Yuan Xiaobin retired from their positions as independent non-executive Directors on 16 October 2022.

Mr. He Zhonghua and Mr. He Yu were elected as non-employee representative supervisors of the fourth session of the Board of Supervisors.

Mr. Li Ruping and Ms. Qin Yong retired from their positions as Supervisors on 16 October 2022.

7 董事和監事薪酬(續)

附註：

在2022年10月16日舉行的2022年第一次臨時股東大會上，張軍先生、張國祥先生和崔巍嵐先生當選為第四屆董事會執行董事；劉驕楊女士、劉廷榮女士、王芳霏女士、馮永祥先生和劉博霖先生當選為第四屆董事會非執行董事；曹子璋先生、李偉先生、胡耘通先生、徐洪才先生當選為第四屆董事會獨立非執行董事。

白欽先先生、鄧昭雨先生、錢世政先生、吳亮星先生及袁小彬先生於2022年10月16日卸任獨立非執行董事職務。

選舉何忠華先生、何宇先生為第四屆監事會非職工代表監事。

李如平先生和秦湧女士於2022年10月16日卸任監事職務。

Notes to the Consolidated Financial Statements

財務報表附註

7 DIRECTORS' AND SUPERVISORS' REMUNERATION (CONTINUED)

7 董事和監事薪酬(續)

		2021 2021年						
		Salaries allowances and Director's fees	benefits in kind	Discretionary bonuses	Retirement scheme contributions	Sub-total	Share-based payment	Total
		董事費	薪酬、津貼及其他福利	獎金	退休計劃供款	小計	以權益結算的股份支付	合計
		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
Chairman	主席							
Zhang Guoxiang	張國祥	-	2,508	527	-	3,035	-	3,035
Executive directors	執行董事							
Cui Weilan	崔巍嵐	-	2,256	657	-	2,913	-	2,913
Non-executive directors	非執行董事							
Liu Jiaoyang	劉驥揚	-	-	-	-	-	-	-
Liu Tingrong	劉廷榮	-	-	-	-	-	-	-
Wang Fangfei	王芳霏	-	-	-	-	-	-	-
Feng Yongxiang	馮永祥	-	-	-	-	-	-	-
Liu Bolin	劉博霖	-	-	-	-	-	-	-
Independent non-executive directors	獨立非執行董事							
Bai Qinxian	白欽先	-	166	-	-	166	-	166
Deng Zhaoyu	鄧昭雨	-	166	-	-	166	-	166
Qian Shizheng	錢世政	-	166	-	-	166	-	166
Ng Leung Sing	吳亮星	-	166	-	-	166	-	166
Yuan Xiaobin	袁小彬	-	166	-	-	166	-	166
Supervisor	監事							
Li Ruping	李如平	-	390	-	-	390	-	390
Chen Zhonghua	陳中華	-	543	231	-	774	-	774
Qin Yong	秦湧	-	279	64	-	343	-	343
		-	6,806	1,479	-	8,285	-	8,285

Notes to the Consolidated Financial Statements

財務報表附註

8 INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, two (2021: two) are directors whose emoluments are disclosed in Note 7.

The aggregate of the emoluments in respect of the other three (2021: three) individuals are as follows:

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Salaries and other emoluments	工資和其他薪酬	3,993	4,755
Discretionary bonuses	獎金	1,307	1,558
		5,300	6,313

The emoluments of the three (2021: three) individuals with the highest emoluments are within the following bands:

		2022	2021
		2022年	2021年
		Number of	Number of
		individuals	individuals
		人數	人數
HKD	港幣		
1,500,001 – 2,000,000	1,500,001 – 2,000,000	2	1
2,000,001 – 2,500,000	2,000,001 – 2,500,000	–	1
2,500,001 – 3,000,000	2,500,001 – 3,000,000	1	–
3,000,001 – 3,500,000	3,000,001 – 3,500,000	–	1

8 最高薪酬人士

五名最高薪酬人士中，其中兩名（2021年：兩名）為本公司董事，彼等的酬金已於附註7披露。

剩餘三名（2021年：三名）個人的薪酬總額載列如下：

三名最高薪酬人士（2021年：三名）的薪酬分佈如下：

Notes to the Consolidated Financial Statements

財務報表附註

9 PROFIT ATTRIBUTABLE TO EQUITY SHAREHOLDERS OF THE COMPANY

The consolidated profit attributable to equity shareholders of the Company includes a profit of RMB248.6 million (2021: profit of RMB259.1 million) which has been dealt with in the financial statements of the Company (see Note 31(a)).

9 本公司股東應佔溢利

本公司股東應佔綜合溢利包括收益人民幣248.6百萬元(2021年為收益人民幣259.1百萬元)，而該等收益已於本公司財務報表中處理(見附註31(a))。

10 OTHER COMPREHENSIVE INCOME

Tax effects relating to each component of other comprehensive income

10 其他綜合收益

其他綜合收益各部份的稅務影響

	2022 2022年			2021 2021年		
	Before-tax amount 稅前數額 RMB'000 人民幣千元	Tax expense 稅項費用 RMB'000 人民幣千元	Net-of-tax amount 扣除稅項數據 RMB'000 人民幣千元	Before-tax amount 稅前數額 RMB'000 人民幣千元	Tax benefit 稅項收益 RMB'000 人民幣千元	Net-of-tax amount 扣除稅項數額 RMB'000 人民幣千元
Exchange differences on translation of financial statements of overseas subsidiaries 換算海外附屬公司財務報表的匯兌差額	(12,146)	-	(12,146)	3,595	-	3,595

11 EARNING PER SHARE

The calculation of basic earnings per share is based on the profit attributable to ordinary equity shareholders of the Company and the weighted average of ordinary shares in issue during the year, calculated as follows:

11 每股收益

基本每股收益根據以下本年歸屬於本公司普通股股東的淨利潤及已發行普通股的加權平均數計算：

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Profit attributable to the equity shareholders of the Company (RMB'000)	歸屬於本公司股東的淨利潤 (人民幣千元)	12,279	76,722
Weighted average number of ordinary shares in issue for the purpose of basic earnings per share (RMB'000)	於12月31日的已發行普通股 加權平均數(人民幣千元)	4,600,000	4,600,000
Basic earnings per share (RMB)	基本每股收益(人民幣元)	0.003	0.017

Notes to the Consolidated Financial Statements

財務報表附註

11 EARNING PER SHARE (CONTINUED)

(i) Weighted average number of ordinary shares

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Issued ordinary shares at 1 January	於1月1日已發行普通股	4,600,000	4,600,000
Effect of new issues	新發行的影響	-	-
Weighted average number of ordinary shares at 31 December	於12月31日普通股的加權平均數	4,600,000	4,600,000

There were no dilutive potential ordinary shares during the years ended 31 December 2022 and 2021, and therefore, diluted earnings per share are the same as the basic earnings per share.

11 每股收益(續)

(i) 普通股的加權平均數

於截至2022年及2021年12月31日止年度，沒有潛在可稀釋的普通股，因此，稀釋每股收益相等於基本每股收益。

12 CASH AND CASH EQUIVALENTS

(a) Cash and cash equivalents comprise:

		31 December 2022 2022年 12月31日 RMB'000 人民幣千元	31 December 2021 2021年 12月31日 RMB'000 人民幣千元
Cash in hand	庫存現金	83	79
Cash at banks	銀行存款	339,360	794,960
Cash and cash equivalents in the consolidated cash flow statements	合併現金流量表的貨幣資金	339,443	795,039

The substantial business operation of the Group is conducted in RMB in the PRC. RMB is not a freely convertible currency and the remittance of RMB out of the PRC is subject to the relevant rules and regulations of foreign exchange control promulgated by the PRC government.

At 31 December 2022, cash at banks deposited in related parties amounted to RMB71.2 million (31 December 2021: RMB82.6 million) (see Note 35(c)).

12 貨幣資金

(a) 貨幣資金包括：

本集團在中國經營向客戶提供的擔保及貸款服務以人民幣進行。人民幣並非可自由兌換的貨幣，將人民幣匯出中國境外須受中國政府頒佈的相關外匯管制規則及法規所規限。

於2022年12月31日，銀行存款中有人民幣71.2百萬元(2021年12月31日人民幣82.6百萬元)存放於關聯方(見附註35(c))。

Notes to the Consolidated Financial Statements

財務報表附註

12 CASH AND CASH EQUIVALENTS (CONTINUED)

12 貨幣資金 (續)

(b) Reconciliation of profit before taxation to cash used in operations:

(b) 稅前利潤與經營活動所用的現金的調節表：

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Profit before taxation	稅前利潤	109,552	164,140
Adjustments for:	調整：		
Impairment losses	資產減值損失	237,122	194,765
Reversal for guarantee losses	轉回擔保賠償準備金	(192,046)	(36,495)
Depreciation expenses	折舊費用		
– Owned investment property and property, plant and equipment	– 自有投資性房地產、財產、廠房和設備	55,532	57,411
– Right-of-use assets	– 使用權資產	15,550	23,820
Amortisation expenses	攤銷費用	14,769	13,589
Loss/(gain) on sale of property, plant and equipment	財產、廠房和設備的處置損失／(收益)	16,402	(417)
Interest expenses	利息費用	159,778	282,877
Interest element of lease rentals paid	支付租賃租金的利息	1,692	3,185
Share of profits of associates	對聯營企業確認的投資收益	(102,675)	(110,619)
Foreign exchange (gains)/losses	匯兌(收益)／損失	(5,717)	298
Dividend income from other investments	其他投資的股息收入	(12,616)	(11,554)
Net gain on disposal of subsidiaries/ associates	處置子公司／聯營企業的淨收益	(14,093)	(17,045)
Net trading losses/(gains)	淨交易損失／(收益)	141,501	(8,037)
Changes in working capital	營運資金變動		
Decrease in time and restricted bank deposits	期限在3個月以上的定期存款和存出擔保保證金減少	197,068	384,968
(Increase)/decrease in loans and advances to customers	發放貸款及墊款(增加)／減少	(1,057,096)	904,142
Decrease in receivables for factoring business	應收保理款項減少	426,378	32,842
Decrease/(increase) in trade and other receivables	應收及其他應收款項減少／(增加)	523,392	(160,870)
Decrease in customer pledged deposits	存入保證金減少	(6,993)	(22,819)
Decrease in accruals and other payables	應計及其他應付款項減少	(232,611)	(257,417)
Cash generated from operations	經營活動產生的現金	274,889	1,436,764

Notes to the Consolidated Financial Statements

財務報表附註

12 CASH AND CASH EQUIVALENTS (CONTINUED) 12 貨幣資金 (續)

(c) Reconciliation of liabilities arising from financing activities:

(c) 籌資活動引起的負債調節表：

		Interest-bearing borrowing	Financial assets sold under repurchase agreement	Lease liabilities	Total
		計息借款	賣出回購金融資產	租賃負債	合計
		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
At 31 December 2021	截止2021年12月31日	3,177,905	90,264	24,144	3,292,313
At 1 January 2022	於2022年1月1日	3,177,905	90,264	24,144	3,292,313
Changes from financing cash flow	籌資活動現金流變動				
Proceeds from interest-bearing borrowings	取得借款收到的現金	868,283	-	-	868,283
Repayment of interest-bearing borrowings	償還借款本金支付的現金	(1,566,514)	-	-	(1,566,514)
Proceeds from financial assets sold under repurchase agreement	取得賣出回購資產收到的現金	-	97,677	-	97,677
Repurchase of assets with repurchase agreement	回購賣出回購資產支出的現金	-	(53,811)	-	(53,811)
Capital element of lease rentals paid	支付的租賃租金的本金部分	-	-	(14,667)	(14,667)
Interest paid	利息支出	(158,276)	(8,486)	-	(166,762)
Interest element of lease rentals paid	支付的租賃租金的利息部分	-	-	(1,692)	(1,692)
Total changes from financing cash flows	籌資活動現金流變動總額	(856,507)	35,380	(16,359)	(837,486)
Other changes:	其他變動				
Increase in lease liabilities from entering into new leases during the year	本年度因簽訂新租約而增加的租賃負債	-	-	681	681
Interest expenses (Note 2)	利息費用 (附註2)	151,292	8,486	1,692	161,470
Total other changes	其他變動總額	151,292	8,486	2,373	162,151
At 31 December 2022	於2022年12月31日	2,472,690	134,130	10,158	2,616,978

Notes to the Consolidated Financial Statements

財務報表附註

12 CASH AND CASH EQUIVALENTS (CONTINUED)

12 貨幣資金 (續)

(c) Reconciliation of liabilities arising from financing activities: (Continued)

(c) 籌資活動引起的負債調節表： (續)

		Interest-bearing borrowing	Financial assets sold under repurchase agreement	Lease liabilities	Total
		計息借款	賣出回購金融資產	租賃負債	合計
		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
At 31 December 2020	截止2020年12月31日	5,162,753	165,847	33,478	5,362,078
At 1 January 2021	於2021年1月1日	5,162,753	165,847	33,478	5,362,078
Changes from financing cash flow	籌資活動現金流變動				
Proceeds from interest-bearing borrowings	取得借款收到的現金	1,506,833	-	-	1,506,833
Repayment of interest-bearing borrowings	償還借款本金支付的現金	(3,500,871)	-	-	(3,500,871)
Repurchase of assets with repurchase agreement	回購賣出回購資產支出的現金	-	(72,000)	-	(72,000)
Capital element of lease rentals paid	支付的租賃租金的本金部分	-	-	(18,170)	(18,170)
Interest paid	利息支出	(265,671)	(11,599)	-	(277,270)
Interest element of lease rentals paid	支付的租賃租金的利息部分	-	-	(3,185)	(3,185)
Total changes from financing cash flows	籌資活動現金流變動總額	(2,259,709)	(83,599)	(21,355)	(2,364,663)
Other changes:	其他變動				
Increase in lease liabilities from entering into new leases during the year	本年度因簽訂新租約而增加的租賃負債	-	-	8,836	8,836
Interest expenses (Note 2)	利息費用 (附註2)	274,861	8,016	3,185	286,062
Total other changes	其他變動總額	274,861	8,016	12,021	294,898
At 31 December 2021	於2021年12月31日	3,177,905	90,264	24,144	3,292,313

Notes to the Consolidated Financial Statements

財務報表附註

12 CASH AND CASH EQUIVALENTS (CONTINUED)

(d) Total cash outflow for leases:

Amounts included in the cash flow statement for leases comprise the following:

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within operating cash flows	經營現金流	3,927	2,641
Within financing cash flows	融資現金流	16,359	21,355
Cash flows of rentals paid on leases	租賃支付的租金現金流	20,286	23,996

These amounts relate to the following:

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Lease rentals paid	支付的租賃租金	20,286	23,996

13 TIME AND RESTRICTED BANK DEPOSITS

The balance represents the deposits at banks for the credit guarantees that the Group provides to third parties for their borrowings from banks and the deposits at banks with maturities over 3 months.

12 貨幣資金 (續)

(d) 租賃現金流出總額:

租賃現金流量表中包含的金額:

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within operating cash flows	經營現金流	3,927	2,641
Within financing cash flows	融資現金流	16,359	21,355
Cash flows of rentals paid on leases	租賃支付的租金現金流	20,286	23,996

這些金額涉及以下方面:

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Lease rentals paid	支付的租賃租金	20,286	23,996

13 期限在3個月以上的定期存款和存出擔保保證金

所有定期及受限銀行存款為本集團就其銀行借款向第三方提供信用擔保而須存放於銀行的存款以及期限在三個月以上的定期存單。

Notes to the Consolidated Financial Statements

財務報表附註

14 TRADE AND OTHER RECEIVABLES

14 應收及其他應收款項

		31 December	31 December
		2022	2021
		2022年	2021年
		12月31日	12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Receivables for default payments (Note 14(a))	應收代償款(附註14(a))	1,226,610	1,327,840
Trade receivables (Note 14(c))	應收賬款(附註14(c))	14,355	31,067
Less: allowance for doubtful debts (Note 14(b))	減: 壞賬準備(附註14(b))	(502,395)	(473,152)
		738,570	885,755
Interest receivables	應收利息	25,654	29,557
Receivables for assets disposal	應收資產轉讓款	458,681	437,851
Other prepayments, deposits and other receivables	其他預付款項、押金及其他應收款項	201,387	629,514
		1,424,292	1,982,677

As at 31 December 2022, except for deposits of RMB9.1 million (2021: RMB23.1 million), all of the remaining other prepayment, deposits and other receivables are expected to be recovered or recognized as expense within one year.

於2022年12月31日，除押金人民幣9.1百萬元（於2021年12月31日為人民幣23.1百萬元）外，其他所有應收及其他應收款項預計於一年內收回或確認為費用。

Notes to the Consolidated Financial Statements

財務報表附註

14 TRADE AND OTHER RECEIVABLES (CONTINUED)

(a) Ageing analysis:

As at 31 December 2022 and 2021, the ageing analysis of receivables for default payments, based on the invoice date and net of allowance for doubtful debts, is as follows:

		31 December 2022	31 December 2021
		2022年	2021年
		12月31日	12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within 1 year	一年以內	31,465	158,750
Over 1 year but less than 2 years	一至二年	148,248	677,356
Over 2 years but less than 3 years	二至三年	673,142	48,870
Over 3 years but less than 4 years	三至四年	34,992	103,375
Over 4 years but less than 5 years	四至五年	86,893	72,826
Over 5 years	五年以上	251,870	266,663
		1,226,610	1,327,840
Less: allowance for doubtful debts	減：壞賬準備	(502,395)	(473,152)
		724,215	854,688

14 應收及其他應收款項 (續)

(a) 賬齡分析：

於截至2022年和2021年12月31日期內，根據發票日期及扣除壞賬準備後的應收代價款的賬齡分析如下：

Notes to the Consolidated Financial Statements

財務報表附註

14 TRADE AND OTHER RECEIVABLES (CONTINUED)

(b) Impairment of receivables for default payments:

Impairment losses in respect of receivables for default payments 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 receivables for default payments directly (see Note 1(k)(iii)).

The movement in the allowance for doubtful debts during the years ended 31 December 2022 and 2021 is as follows:

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
At 1 January	於1月1日	473,152	449,451
Impairment loss recognized in the consolidated statement of profit and loss (Note 4)	於合併損益表確認的資產減值損失(附註4)	98,272	51,377
Write-offs	本年核銷	(5,000)	(41,419)
Transfer out	轉出	(67,392)	-
Recoveries	收回已核銷	3,363	13,743
At 31 December	於12月31日	502,395	473,152

At 31 December 2022, the Group's receivables for default payments of RMB1,226.6 million (2021: RMB1,327.8 million) were individually determined to be impaired. The individually impaired receivables were related to customers that were in financial difficulties and management assessed that only a portion of the receivables is expected to be recovered. Consequently, specific allowances for doubtful debts of RMB502.4 million (2021: RMB473.2 million) were recognized.

14 應收及其他應收款項(續)

(b) 應收代償款減值:

應收代償款的資產減值損失以備抵賬記錄，除非本集團認為收回有關款項的機會甚微，在該情況下，資產減值損失將直接從應收代償款核銷（見附錄1(k)(ii)）。

以下為截至2022年及2021年12月31日止年度的壞賬準備變動（包括個別及組合損失部份）：

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
At 1 January	於1月1日	473,152	449,451
Impairment loss recognized in the consolidated statement of profit and loss (Note 4)	於合併損益表確認的資產減值損失(附註4)	98,272	51,377
Write-offs	本年核銷	(5,000)	(41,419)
Transfer out	轉出	(67,392)	-
Recoveries	收回已核銷	3,363	13,743
At 31 December	於12月31日	502,395	473,152

於2022年12月31日，本集團有人民幣1,226.6百萬元（2021年：1,327.8百萬元）的應收代償款被個別擬定為減值。個別減值應收款項涉及財務困難的客戶，而管理層作出評估時亦預計僅能收回當中部份的應收款項。因此，已在2022年12月31日作出人民幣502.4百萬元（2021年473.2百萬元）的個別壞賬準備。

Notes to the Consolidated Financial Statements

財務報表附註

14 TRADE AND OTHER RECEIVABLES (CONTINUED)

(c) Trade receivables that are not impaired

The ageing analysis of trade receivables that are neither individually nor collectively considered to be impaired are as follows:

		31 December	31 December
		2022	2021
		2022年	2021年
		12月31日	12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Neither past due nor impaired	未逾期末減值	14,355	31,067

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

14 應收及其他應收款項 (續)

(c) 未減值的應收款項

對既未個別計提也未組合計提的應收款項的賬齡分析如下：

		31 December	31 December
		2022	2021
		2022年	2021年
		12月31日	12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元

未逾期末減值的應收款項與一系列從未有違約歷史的客戶相關。

15 RECEIVABLES FOR FACTORING BUSINESS

Receivables for factoring business
Add: Interest receivable
Less: allowance for doubtful debts (Note 15(b))

應收保理款
加：應收利息
減：壞賬準備 (附註15(b))

410,670

15 應收保理款

		31 December	31 December
		2022	2021
		2022年	2021年
		12月31日	12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元

Receivables for factoring business	應收保理款	435,658	1,260,051
Add: Interest receivable	加：應收利息	13,744	32,168
Less: allowance for doubtful debts (Note 15(b))	減：壞賬準備 (附註15(b))	(38,732)	(180,077)

410,670

Notes to the Consolidated Financial Statements

財務報表附註

15 RECEIVABLES FOR FACTORING BUSINESS (CONTINUED)

Receivables for factoring business which have been pledged for the repurchase agreements (see Note 25) amounted to RMB75.0 million (2021: RMB89.7 million) as at 31 December 2022.

Receivables for factoring business which have been secured for the bank loans (see Note 24) amounted to RMB270.9 million (2021: RMB393.2 million) as at 31 December 2022.

(a) Receivables for factoring business analysed by overdue period (exclusive interest receivable)

		31 December 2022	31 December 2021
		2022年 12月31日	2021年 12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Overdue within 3 months (inclusive)	逾期3個月(含)以內	103,320	17,428
Overdue more than 3 months to 6 months (inclusive)	逾期超過3個月至6個月 (含6個月)	55,000	226,786
Overdue more than 6 months to one year (inclusive)	逾期6個月以上至1年(含)	2,224	99,433
Overdue more than one year	逾期超過1年	22,523	32,309
		183,067	375,956

15 應收保理款(續)

截至2022年12月31日，應收保理款中包括賣出回購合約下質押的賬面值為人民幣75.0百萬元(2021年：人民幣89.7百萬元)(見附註25)。

截至2022年12月31日，應收保理款中包括銀行借款的賬面值為人民幣270.9百萬元(2021年：人民幣393.2百萬元)(見附註24)。

(a) 應收保理款按逾期期限分析

Notes to the Consolidated Financial Statements

財務報表附註

15 RECEIVABLES FOR FACTORING BUSINESS (CONTINUED)

(b) Impairment of receivables for factoring business:

Impairment losses in respect of receivables for factoring business 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 receivables for factoring business directly (see Note 1(k)(ii)).

15 應收保理款 (續)

(b) 應收保理款的資產減值損失：

應收保理款的資產減值損失以備抵賬記錄，除非本集團認為收回有關款項的機會甚微，在該情況下，資產減值損失將直接從應收保理款核銷（見附註1(k)(ii)）。

		At 31 December 2022 於2022年12月31日			
		12-month ECL	Lifetime ECL credit not impaired	Lifetime ECL credit impaired	Total
		未來12個月 預期信用損失	整個存續 期內預期信用 損失未發生 信用減值	整個存續 期內預期信用 損失已發生 信用減值	合計
		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
At 1 January	於1月1日	23,984	10,069	146,024	180,077
Transfer to lifetime ECL not credit-impaired	轉入整個存續期預期信用 損失未發生信用減值	(1,632)	1,632	-	-
Transfer to lifetime ECL credit-impaired	轉入整個存續期預期信用 損失已發生信用減值	(1,163)	(58)	1,221	-
(Reversal)/charge for the year	本年(轉回)/計提	(13,866)	(115)	8,943	(5,038)
Transfer out	轉出	(198)	(268)	(135,841)	(136,307)
At 31 December	於12月31日	7,125	11,260	20,347	38,732

Notes to the Consolidated Financial Statements

財務報表附註

15 RECEIVABLES FOR FACTORING BUSINESS (CONTINUED)

15 應收保理款 (續)

(b) Impairment of receivables for factoring business: (Continued)

(b) 應收保理款的資產減值損失： (續)

		At 31 December 2021 於2021年12月31日			
		12-month ECL	Lifetime ECL credit not impaired 整個存續 期內預期信用 損失未發生 信用減值 RMB'000 人民幣千元	Lifetime ECL credit impaired 整個存續 期內預期信用 損失已發生 信用減值 RMB'000 人民幣千元	Total RMB'000 人民幣千元
At 1 January	於1月1日	22,983	924	17,824	41,731
Transfer to lifetime ECL not credit-impaired	轉入整個存續期預期信用 損失未發生信用減值	(658)	658	-	-
Transfer to lifetime ECL credit-impaired	轉入整個存續期預期信用 損失已發生信用減值	(5,847)	(152)	5,999	-
Charge for the year	本年計提	7,506	8,639	122,201	138,346
At 31 December	於12月31日	23,984	10,069	146,024	180,077

Notes to the Consolidated Financial Statements

財務報表附註

16 LOANS AND ADVANCES TO CUSTOMERS

(a) Analysed by nature

		31 December	31 December
		2022	2021
		2022年	2021年
		12月31日	12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
SME lending	小額貸款	333,399	679,913
Entrusted loans	委託貸款	1,916,718	698,285
Gross loans and advances to customers	發放貸款及墊款總額	2,250,117	1,378,198
Add: Interest receivable	加：應收利息	141,887	86,376
Less: Allowances for impairment losses	減：貸款減值準備	(196,384)	(153,032)
Net loans and advances to customers	發放貸款及墊款淨額	2,195,620	1,311,542

Loans and advances to customers included loans under repurchase agreements, amounting to RMB58.6 million (31 December 2021: nil) as at 31 December 2022 (See Note 25).

There are no loans and advances to customers relating to the consolidation of trust plans in which the Group hold subordinated tranches at 31 December 2022 (31 December 2021: RMB92.9 million).

16 發放貸款及墊款

(a) 按性質分析

於2022年12月31日，發放貸款及墊款中包括賣出回購合約下質押的貸款，其賬面價值為人民幣58.6百萬元（於2021年12月31日為人民幣零）（見附註25）。

於2022年12月31日，發放貸款及墊款包括本集團持有次級部分的信托計劃合並產生的人民幣零的貸款（於2021年12月31日為人民幣92.9百萬元）。

Notes to the Consolidated Financial Statements

財務報表附註

16 LOANS AND ADVANCES TO CUSTOMERS (CONTINUED)

16 發放貸款及墊款 (續)

(b) Analysed by industry sector

(b) 按行業分析

		31 December 2022 2022年12月31日		31 December 2021 2021年12月31日	
		<i>RMB'000</i> 人民幣千元	%	<i>RMB'000</i> 人民幣千元	%
Wholesale and retail	批發和零售業	985,672	43.81%	322,871	23.43%
Leasing and commercial services	租賃和商業服務業	754,001	33.51%	57,200	4.15%
Real estate	房地產	127,350	5.66%	130,942	9.50%
Construction	建築業	42,283	1.88%	38,783	2.81%
Manufacturing	製造業	41,028	1.82%	61,028	4.43%
Others	其他	71,799	3.19%	125,180	9.08%
Micro-lending	小微企業貸款	2,022,133	89.87%	736,004	53.40%
Retail loans	個人貸款	227,984	10.13%	642,194	46.60%
Gross loans and advances to customers	發放貸款及墊款總額	2,250,117	100.00%	1,378,198	100.00%
Add: Interest receivable	加：應收利息	141,887		86,376	
Less: Allowances for impairment losses	減：貸款減值準備	(196,384)		(153,032)	
Net loans and advances to customers	發放貸款及墊款淨額	2,195,620		1,311,542	

Notes to the Consolidated Financial Statements

財務報表附註

16 LOANS AND ADVANCES TO CUSTOMERS (CONTINUED)

16 發放貸款及墊款(續)

(c) Analysed by type of collateral

(c) 按抵押品種類分析

		31 December 2022 2022年 12月31日 RMB'000 人民幣千元	31 December 2021 2021年 12月31日 RMB'000 人民幣千元
Secured loans	抵質押貸款	752,189	991,368
Guaranteed loans	保證貸款	1,484,555	374,259
Unsecured loans	無擔保貸款	13,373	12,571
Gross loans and advances to customers	發放貸款及墊款總額	2,250,117	1,378,198
Add: Interest receivable	加: 應收利息	141,887	86,376
Less: Allowances for impairment losses	減: 貸款減值準備	(196,384)	(153,032)
Net loans and advances to customers	發放貸款及墊款淨額	2,195,620	1,311,542

(d) Overdue loans analysed by overdue period (exclusive interest receivable)

(d) 已逾期貸款的逾期期限分析 (不包括應收利息)

		31 December 2022 2022年 12月31日 RMB'000 人民幣千元	31 December 2021 2021年 12月31日 RMB'000 人民幣千元
Overdue within 3 months (inclusive)	逾期3個月以內(含3個月)	17,251	143,363
Overdue more than 3 months to 6 months (inclusive)	逾期3個月至6個月(含6個月)	22,337	51,562
Overdue more than 6 months to one year (inclusive)	逾期6個月至1年(含1年)	50,124	76,971
Overdue more than one year	逾期1年以上	229,026	211,798
		318,738	483,694

Notes to the Consolidated Financial Statements

財務報表附註

16 LOANS AND ADVANCES TO CUSTOMERS (CONTINUED)

(d) Overdue loans analysed by overdue period (exclusive interest receivable) (Continued)

Overdue loans represent loans, of which the whole or part of the principal or interest were overdue for one day or more.

(e) Analysed by methods for assessing allowances for impairment

16 發放貸款及墊款 (續)

(d) 已逾期貸款的逾期期限分析 (不包括應收利息) (續)

已逾期貸款是指全部或部分本金或利息逾期1天或以上的貸款。

(e) 按減值損失準備金評估方法分析

31 December 2022
2022年12月31日

		12-month ECL	Lifetime ECL not credit impaired	Lifetime ECL credit impaired	Total
		未來12個月 預期信用 損失	整個存續期 預期信用 損失未發生 信用減值	整個存續期 預期信用 損失已發生 信用減值	合計
		<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Micro-lending	小微企業貸款	1,855,760	-	166,373	2,022,133
Retail loans	個人貸款	87,380	5,175	135,429	227,984
Gross loans and advances to customers	發放貸款及墊款總額	1,943,140	5,175	301,802	2,250,117
Add: Interest receivable	加：應收利息	141,887	-	-	141,887
Less: Allowances for impairment losses	減：貸款減值準備	(78,862)	(287)	(117,235)	(196,384)
Net loans and advances to customers	發放貸款及墊款淨額	2,006,165	4,888	184,567	2,195,620

Notes to the Consolidated Financial Statements

財務報表附註

16 LOANS AND ADVANCES TO CUSTOMERS (CONTINUED)

16 發放貸款及墊款 (續)

(e) Analysed by methods for assessing allowances for impairment (Continued)

(e) 按減值損失準備金評估方法分 析 (續)

		31 December 2021 2021年12月31日			
		12-month ECL	Lifetime ECL not credit impaired	Lifetime ECL credit impaired	Total
		未來12個月 預期信用 損失	整個存續期 預期信用 損失未發生 信用減值	整個存續期 預期信用 損失已發生 信用減值	合計
		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
Micro-lending	小微企業貸款	573,953	24,900	137,151	736,004
Retail loans	個人貸款	395,368	43,272	203,554	642,194
Gross loans and advances to customers	發放貸款及墊款總額	969,321	68,172	340,705	1,378,198
Add: Interest receivable	加：應收利息	86,376	–	–	86,376
Less: Allowances for impairment losses	減：貸款減值準備	(24,550)	(5,534)	(122,948)	(153,032)
Net loans and advances to customers	發放貸款及墊款淨額	1,031,147	62,638	217,757	1,311,542

Notes to the Consolidated Financial Statements

財務報表附註

16 LOANS AND ADVANCES TO CUSTOMERS (CONTINUED)

16 發放貸款及墊款 (續)

(f) Movements of allowances for impairment losses

(f) 減值損失準備金的變動

		31 December 2022 2022年12月31日			
		12-month ECL	Lifetime ECL not credit impaired	Lifetime ECL credit impaired	Total
		未來12個月 預期信用 損失	整個存續期 預期信用損失 —未發生信用 減值的貸款	整個存續期 預期信用損失 —已發生信用 減值的貸款	合計
		<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
As at 1 January	於1月1日	24,550	5,534	122,948	153,032
Transfer:	階段轉換				
- to 12-month ECL	- 未來12個月預期信用損失	264	(264)	-	-
- to lifetime ECL not credit-impaired	- 整個存續期預期信用損失 未發生信用減值的貸款	(98)	98	-	-
- to lifetime ECL credit-impaired	- 整個存續期預期信用損失 已發生信用減值的貸款	(2,331)	(2,677)	5,008	-
Charge/(reversal) for the year	本年計提/(轉回)	63,130	(1,561)	76,042	137,611
Write-offs	本年核銷	-	-	(730)	(730)
Transfer out	轉出	(6,653)	(843)	(99,308)	(106,804)
Recoveries	收回已核銷貸款及墊款	-	-	13,275	13,275
As at 31 December	於12月31日	78,862	287	117,235	196,384

Notes to the Consolidated Financial Statements

財務報表附註

16 LOANS AND ADVANCES TO CUSTOMERS (CONTINUED)

16 發放貸款及墊款 (續)

(f) Movements of allowances for impairment losses (Continued)

(f) 減值損失準備金的變動 (續)

		31 December 2021 2021年12月31日			
		12-month ECL	Lifetime ECL not credit impaired	Lifetime ECL credit impaired	Total
		未來12個月 預期信用 損失	整個存續期 預期信用損失 — 未發生信用 減值的貸款	整個存續期 預期信用損失 — 已發生信用 減值的貸款	合計
		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
As at 1 January	於1月1日	41,775	5,951	108,866	156,592
Transfer:	階段轉換				
- to 12-month ECL	- 未來12個月預期信用損失	2,322	(65)	(2,257)	-
- to lifetime ECL not credit-impaired	- 整個存續期預期信用損失 未發生信用減值的貸款	(999)	1,096	(97)	-
- to lifetime ECL credit-impaired	- 整個存續期預期信用損失 已發生信用減值的貸款	(6,438)	(1,133)	7,571	-
(Reversal)/charge for the year	本年(轉回)/計提	(7,047)	750	12,692	6,395
Write-offs	本年核銷	-	-	(21,083)	(21,083)
Transfer out	轉出	(5,063)	(1,065)	(7,329)	(13,457)
Recoveries	收回已核銷貸款及墊款	-	-	24,585	24,585
As at 31 December	於12月31日	24,550	5,534	122,948	153,032

Notes to the Consolidated Financial Statements

財務報表附註

16 LOANS AND ADVANCES TO CUSTOMERS (CONTINUED)

16 發放貸款及墊款 (續)

(g) Analysed by credit quality

(g) 按信貸品質的分佈列示如下

		31 December	31 December
		2022	2021
		2022年	2021年
		12月31日	12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Gross balance of loans and advances to customers that are assessed for 12-month ECLs	未來12個月預期信用損失發放貸款及墊款總額		
- Neither overdue nor credit-impaired	- 既未逾期也未發生信用減值	2,073,266	980,880
- Overdue but not credit-impaired	- 已逾期未發生信用減值	11,761	74,817
Sub-total	小計	2,085,027	1,055,697
Gross balance of loans and advances to customers that assessed for lifetime ECLs not credit-impaired	整個存續期未發生預期信用損失發放貸款及墊款總額		
- Overdue but not credit-impaired	- 已逾期但未發生信用減值	5,175	68,172
Sub-total	小計	5,175	68,172
Gross balance of loans and advances to customers that are assessed for lifetime ECLs credit-impaired	整個存續期預期信用損失發放貸款及墊款總額		
- Overdue and credit-impaired	- 已逾期已發生信用減值	301,802	340,705
Sub-total	小計	301,802	340,705
Less: Allowances for impairment losses	減：貸款減值準備	(196,384)	(153,032)
Net value	淨值	2,195,620	1,311,542

Notes to the Consolidated Financial Statements

財務報表附註

17 FINANCE LEASE RECEIVABLES

17 應收融資租賃款

		31 December	31 December
		2022	2021
		2022年	2021年
		12月31日	12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Finance lease receivables	應收融資租賃款	113,513	184,659
Less: Unearned finance lease income	減：未實現融資收益	(18,809)	(27,360)
Present value of minimum finance lease receivables	最低融資租賃收款額	94,704	157,299
Less: Allowance for impairment losses	減：減值準備	(45,850)	(65,634)
Net balance	淨額	48,854	91,665

(a) Ageing analysis:

Finance lease receivables, unearned finance lease income and minimum finance lease receivables analysed by remaining period are listed as follows:

(a) 到期日分析：

應收融資租賃款、未實現融資收益和最低融資租賃收款額剩餘到期日分析：

		At 31 December 2022 於2022年12月31日			At 31 December 2021 於2021年12月31日		
		Unearned finance lease income	Minimum finance lease receivables		Unearned finance lease income	Minimum finance lease receivables	
		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	
Less than 1 year	少於1年	113,513	(18,809)	94,704	180,743	(26,780)	153,963
1 year to 2 years	1年至2年	-	-	-	3,916	(580)	3,336
		113,513	(18,809)	94,704	184,659	(27,360)	157,299
Less: Allowance for impairment losses	減：減值準備			(45,850)			(65,634)
				48,854			91,665

Notes to the Consolidated Financial Statements

財務報表附註

17 FINANCE LEASE RECEIVABLES (CONTINUED) 17 應收融資租賃款 (續)

(b) Impairment of finance lease receivables:

(b) 融資租賃收款額減值損失：

		At 31 December 2022 於2022年12月31日			
		12-month ECL	Lifetime ECL credit Not impaired	Lifetime ECL credit impaired	Total
		整個存續期 預期信用損失	整個存續期 預期信用損失	整個存續期 預期信用損失	合計
		未來12個月 預期信用損失	—未發生信用 減值的貸款	—已發生信用 減值的貸款	合計
		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
At 1 January	於1月1日	137	-	65,497	65,634
(Reversal)/charge for the year	本年(轉回)/計提	(113)	-	2,317	2,204
Transfer out	轉出	-	-	(21,988)	(21,988)
At 31 December	於12月31日	24	-	45,826	45,850

		At 31 December 2021 於2021年12月31日			
		12-month ECL	Lifetime ECL credit Not impaired	Lifetime ECL credit impaired	Total
		整個存續期 預期信用損失	整個存續期 預期信用損失	整個存續期 預期信用損失	合計
		未來12個月 預期信用損失	—未發生信用 減值的貸款	—已發生信用 減值的貸款	合計
		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
At 1 January	於1月1日	215	-	66,772	66,987
Reversal for the year	本年轉回	(78)	-	(1,275)	(1,353)
At 31 December	於12月31日	137	-	65,497	65,634

Notes to the Consolidated Financial Statements

財務報表附註

18 INVESTMENTS IN SUBSIDIARIES

The following list contains only the particulars of subsidiaries which principally affected the result, assets or liabilities of the Group.

18 對附屬公司的投資

下表載列的附屬公司僅包括將對本集團的業績、資產或負債產生主要影響的附屬公司的詳情。

	Place and date of incorporation/ establishment 註冊/成立時間地點	Equity interest held by the Group 本集團持有的股本權益		Particulars of paid-in capital as at 31 December 2022 於2022年12月31日 實收資本的詳情 RMB'000 人民幣千元	Principal activities 主要業務
		At 31 December 2022 於2022年12月31日	At 31 December 2021 於2021年12月31日		
Chongqing Hanhua Assets Management Co., Ltd. (重慶瀚華資產管理有限公司)	Chongqing 29 May 2007 重慶 2007年5月29日	100%	100%	500,000	Assets management 資產管理
Chongqing Hanhua Micro-credit Co., Ltd. ("Chongqing Micro-credit") (重慶市瀚華小額貸款有限責任公司)	Chongqing 25 September 2008 重慶 2008年9月25日	86%	86%	500,000	SME lending 中小企業貸款
Sichuan Hanhua Micro-credit Co., Ltd. ("Sichuan Micro-credit") (四川瀚華小額貸款有限公司)	Chengdu 19 May 2009 成都 2009年5月19日	100%	85.71%	700,000	SME lending 中小企業貸款
Hanhua Financing Guarantee Co., Ltd. (瀚華融資擔保股份有限公司)	Chongqing 19 August 2009 重慶 2009年8月19日	100%	100%	3,500,000	Financial guarantee 融資擔保
Sichuan Small & Medium-sized Assets Management Co., Ltd. (四川中微資產管理有限公司)	Chengdu 21 October 2010 成都 2010年10月21日	100%	100%	200,000	Assets management 資產管理
Tianjin Hanhua Micro-credit Co., Ltd. (天津瀚華小額貸款有限公司)	Tianjin 29 June 2011 天津 2011年6月29日	100%	100%	200,000	SME lending 中小企業貸款
Shenyang Financial and Commercial Development District Hanhua Technology Micro-credit Co., Ltd. (瀋陽金融商貿開發區瀚華科技小額貸款有限公司)	Shenyang 30 September 2011 瀋陽 2011年9月30日	100%	100%	300,000	SME lending 中小企業貸款

Notes to the Consolidated Financial Statements

財務報表附註

18 INVESTMENTS IN SUBSIDIARIES (CONTINUED) 18 對附屬公司的投資 (續)

	Place and date of incorporation/ establishment 註冊/成立時間地點	Equity interest held by the Group 本集團持有的股本權益		Particulars of paid-in capital as at 31 December 2022 於2022年12月31日 實收資本的詳情 RMB'000 人民幣千元	Principal activities 主要業務
		At 31 December 2022 於2022年12月31日	At 31 December 2021 於2021年12月31日		
Chongqing Huiwei Investment Co., Ltd. ("Chongqing Huiwei") (重慶惠微投資有限公司)	Chongqing 7 January 2013 重慶 2013年1月7日	100%	100%	400,000	Investment consulting 投資諮詢
Beijing Hanhua Internet Technology Co., Ltd. ("Hanhua Internet") (北京瀚華網絡科技有限公司)	Beijing 11 October 2013 北京 2013年10月11日	100%	100%	120,000	Technical consulting and technical service 諮詢及技術服務
Guiyang Yunyan District Hanhua Micro-credit Co., Ltd. (貴陽市雲岩區瀚華小額貸款有限公司)	Guiyang 10 April 2014 貴陽 2014年4月10日	100%	100%	100,000	SME lending 中小企業貸款
Chongqing Changjiang Financial Factoring Co., Ltd. (重慶長江金融保理有限公司)	Chongqing 1 July 2014 重慶 2014年7月1日	91%	91%	300,000	Financial Factoring 金融保理
Nanning Hanhua Micro-credit Co., Ltd. ("Nanning Micro-credit") (南寧市瀚華小額貸款有限公司)	Nanning 8 December 2011 南寧 2011年12月8日	100%	100%	20,000	SME lending 中小企業貸款
Beijing Hanhua Management Consulting Co., Ltd. (北京瀚華管理諮詢有限公司)	Beijing 20 July 2015 北京 2015年7月20日	100%	100%	5,000	Management consulting 管理諮詢

Notes to the Consolidated Financial Statements

財務報表附註

18 INVESTMENTS IN SUBSIDIARIES (CONTINUED) 18 對附屬公司的投資(續)

	Place and date of incorporation/ establishment 註冊/成立時間地點	Equity interest held by the Group 本集團持有的股本權益		Particulars of paid-in capital as at 31 December 2022 於2022年12月31日 實收資本的詳情 RMB'000 人民幣千元	Principal activities 主要業務
		At 31 December 2022 於2022年12月31日	At 31 December 2021 於2021年12月31日		
Nanjing Hanhua Technology Micro-credit Co., Ltd. ("Nanjing Micro-credit") (南京市瀚華科技小額貸款有限公司)	Nanjing 29 October 2014 南京 2014年10月29日	100%	95%	100,000	SME lending 中小企業貸款
Hanhua Capital Investment Management Co., Ltd. (瀚華資本投資管理有限公司)	Beijing 25 December 2014 北京 2014年12月25日	65%	65%	10,000	Investment consulting 投資諮詢
Shenzhen Hanhua Micro-credit Co., Ltd. (深圳瀚華小額貸款有限公司)	Shenzhen 20 January 2016 深圳 2016年1月20日	100%	100%	300,000	SME lending 中小企業貸款
Liaoning Fu'an Financial Assets Management Ltd. ("Fu'an AMC") (遼寧富安金融資產管理有限公司)	Shenyang 9 May 2017 瀋陽 2017年5月9日	60%	60%	1,000,000	Assets management 資產管理
Huiwei Hong Kong Holding Co., Ltd. ("Huiwei HK") (惠微香港控股有限公司)	Hong Kong 8 September 2015 香港 2015年9月8日	100%	100%	77,999	Investment consulting 投資諮詢
Hanhua Hong Kong Holdings Co., Ltd. ("Hanhua HK") (瀚華香港控股有限公司)	Hong Kong 11 October 2012 香港 2012年10月11日	100%	100%	8	Investment consulting 投資諮詢

All of the above subsidiaries (exclusive Huiwei HK and Hanhua HK) are companies with limited liability incorporated and operated in the PRC. The English translation of the names of these companies is for reference only. The official names of these companies are in Chinese.

所有上述附屬公司(除了惠微香港和瀚華香港)均於中國註冊及經營的有限責任公司。各附屬公司的英文譯名僅供參考。各附屬公司的正式名稱以中文為準。

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財務報表附註

19 FINANCIAL ASSETS MEASURED AT FAIR VALUE THROUGH PROFIT OR LOSS

19 以公允價值計量且其變動計入當期損益的金融資產

		31 December 2022 2022年 12月31日 RMB'000 人民幣千元	31 December 2021 2021年 12月31日 RMB'000 人民幣千元
Equity instrument:	權益工具：		
– Listed	– 上市	29,934	55,814
– Unlisted	– 非上市	190,765	295,050
Debt instrument:	債務工具：		
– Unlisted	– 非上市	783,666	944,468
Non-performing asset packages (Note)	不良資產包(附註)	1,068,630	524,878
		2,072,995	1,820,210

Note: Non-performing asset packages are distressed debt assets acquired from financial institutions and non-financial institutions by a subsidiary of the Company. The non-performing asset packages mainly include bank loans, entrustment loans and accounts receivable.

附註：不良資產包是指本公司子公司從金融機構和非金融機構收購的不良債務資產。不良資產主要包括銀行貸款、委託貸款和應收賬款。

Notes to the Consolidated Financial Statements

財務報表附註

20 INVESTMENT PROPERTY AND PROPERTY, PLANT AND EQUIPMENT

20 投資性房地產及物業、廠房及設備

		Buildings held for own use	Motor vehicles	Office and other equipment	Leasehold improvements	Construction in process	Right-of-use assets	Sub-total	Investment property	Total
		建築物	運輸設備	辦公及其他設備	租賃物業改良支出	在建工程	出租自用的其他資產	小計	(附註) 投資性房地產	總額
		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
Cost:	成本:									
At 1 January 2021	於2021年1月1日	1,100,870	26,177	61,759	191,497	887	95,381	1,476,571	36,000	1,512,571
Additions	增加	-	-	1,383	292	-	14,488	16,163	-	16,163
Transfers to intangible assets	轉入無形資產	-	-	-	-	(879)	-	(879)	-	(879)
Disposals	處置	-	(3,649)	(479)	-	-	-	(4,128)	-	(4,128)
At 31 December 2021	於2021年12月31日	1,100,870	22,528	62,663	191,789	8	109,869	1,487,727	36,000	1,523,727
At 1 January 2022	於2022年1月1日	1,100,870	22,528	62,663	191,789	8	109,869	1,487,727	36,000	1,523,727
Additions	增加	-	258	712	439	-	10,533	11,942	-	11,942
Transfers to intangible assets	轉入無形資產	-	-	-	-	(8)	-	(8)	-	(8)
Disposals	處置	(71,084)	(13,329)	(6,839)	-	-	(17,806)	(109,060)	-	(109,060)
At 31 December 2022	於2022年12月31日	1,029,786	9,457	56,536	192,228	-	102,594	1,390,601	36,000	1,426,601
Accumulated depreciation:	累計折舊:									
At 1 January 2021	於2021年1月1日	(115,173)	(19,137)	(60,062)	(112,739)	-	(61,333)	(368,444)	(3,797)	(372,241)
Charge for the year	本年計提	(31,496)	(1,030)	(1,848)	(21,721)	-	(23,820)	(79,915)	(1,316)	(81,231)
Written back on disposals	處置撥回	-	3,420	344	-	-	-	3,764	-	3,764
At 31 December 2021 and 1 January 2022	於2021年12月31日及 2022年1月1日	(146,669)	(16,747)	(61,566)	(134,460)	-	(85,153)	(444,595)	(5,113)	(449,708)
Charge for the year	本年計提	(32,343)	(592)	(632)	(20,665)	-	(15,550)	(69,782)	(1,300)	(71,082)
Written back on disposals	處置撥回	7,566	12,267	6,467	-	-	8,411	34,711	-	34,711
At 31 December 2022	於2022年12月31日	(171,446)	(5,072)	(55,731)	(155,125)	-	(92,292)	(479,666)	(6,413)	(486,079)
Net book value:	賬面淨值:									
At 31 December 2022	於2022年12月31日	858,340	4,385	805	37,103	-	10,302	910,335	29,587	940,522
At 31 December 2021	於2021年12月31日	954,201	5,781	1,097	57,329	8	24,716	1,043,132	30,887	1,074,019

Note: As at 31 December 2022, the fair value of the investment property amounted to RMB32.1 million (31 December 2021: RMB32.9 million).

附註：2022年12月31日，投資性房地產的公允價值為人民幣32.1百萬元（2021年12月31日為人民幣32.9百萬元）。

Notes to the Consolidated Financial Statements

財務報表附註

21 INTANGIBLE ASSETS

All intangible assets of the Group are software during the years ended 31 December 2022 and 2021.

21 無形資產

於截至2022年及2021年12月31日止年度，本集團的所有無形資產為軟件。

		31 December 2022	31 December 2021
		2022年 12月31日	2021年 12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Cost	成本		
At the beginning of the year	於年初	131,393	124,358
Additions	本年增加	11,673	7,061
Disposals	本年處置	(1,893)	(26)
		141,173	131,393
		141,173	131,393
Less: Accumulated amortisation	減：累計攤銷		
At the beginning of the year	於年初	(39,034)	(25,470)
Charge for the year	本年計提	(14,769)	(13,589)
Written back on disposals	處置撥回	122	25
		(53,681)	(39,034)
		(53,681)	(39,034)
Net book value	賬面淨額		
At the end of the year	於年末	87,492	92,359
		87,492	92,359
At the beginning of the year	於年初	92,359	98,888
		92,359	98,888

Notes to the Consolidated Financial Statements

財務報表附註

22 INTEREST IN ASSOCIATES

The following list contains only the particulars of material associates, all of which are unlisted corporate entities whose quoted market price is not available:

Name of associate 聯營企業名稱	Form of business structure 組織結構	Place of incorporation and business 主要經營地	Particulars of issued and paid-up capital 股本 '000 千股	Proportion of ownership interest 所有者權益比例			Principal activities 主營業務
				Group's effective interest 集團實際	Held by the Company 直接持股	Held by a subsidiary 間接持股	
Chongqing Fumin Bank Co., Ltd. (重慶富民銀行股份有限公司)	Incorporated 股份有限公司	Chongqing 重慶	3,000,000 ordinary shares 普通股	30%	30%	-	Banking 銀行業
Shandong Financial Assets Exchange Co., Ltd. (山東金融資產交易中心有限公司)	Incorporated 股份有限公司	Jinan 濟南	200,000 ordinary shares 普通股	30%	30%	-	Financial asset trading services 金融資產交易服務

All of the above associates are accounted for using the equity method in the consolidated financial statements.

22 長期股權投資－聯營企業

下表儘載列重要聯營企業的詳情，這些企業均為非上市公司，無法獲得其市值資訊。

以上聯營企業在合併報表中採用權益法核算。

Notes to the Consolidated Financial Statements

財務報表附註

22 INTEREST IN ASSOCIATES (CONTINUED)

Summarized financial information of the material associates reconciled to the carrying amounts in the consolidated financial statements are disclosed below:

22 長期股權投資－聯營企業 (續)

將聯營企業的主要財務信息及與合併財務報表賬面價值的調節披露如下：

		Chongqing Fumin Bank Co., Ltd.		Shandong Financial Assets Exchange Co., Ltd.	
		重慶富民銀行股份有限公司	山東金融資產交易中心有限公司		
		2022	2021	2022	2021
		2022年	2021年	2022年	2021年
		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
Gross amount of the associate	聯營企業的總金額				
Total assets	資產總計	54,874,294	54,131,214	820,812	654,763
Total liabilities	負債合計	(50,676,225)	(50,247,684)	(594,914)	(432,124)
Net assets	淨資產	4,198,069	3,883,530	225,898	222,639
Revenue	收入	1,969,546	1,976,330	32,352	60,355
Total comprehensive income	綜合收益總額	314,540	358,504	3,257	3,677
Reconciled to the Group's interest in the associate	本集團對聯營企業投資調節表	94,362	107,551	977	1,103
Gross amount of net assets of the associate	聯營企業的淨資產	4,198,069	3,883,530	225,898	222,639
Group's effective interest	本集團實際持股	30%	30%	30%	30%
Group's share of net assets of the associate	本集團按持股比例計算的淨資產份額	1,259,421	1,165,059	67,769	66,792
Carrying amount in the consolidated financial statements	對聯營企業的投資的賬面價值	1,259,421	1,165,059	67,769	66,792

Notes to the Consolidated Financial Statements

財務報表附註

22 INTEREST IN ASSOCIATES (CONTINUED)

Aggregate information of associates that are not individually material:

22 長期股權投資－聯營企業 (續)

單家非重要聯營公司的匯總資訊如下：

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Aggregate carrying amount of individually immaterial associates in the consolidated financial statements	合併財務報表中單家非重要聯營公司的賬面價值總額	327,003	273,300
Aggregate amounts of the Group's share of those associates	集團在聯營公司中所佔份額的合計金額		
Gains from continuing operations	來自持續經營的收益	7,336	1,965
Total comprehensive income	綜合收益合計	7,336	1,965

Notes to the Consolidated Financial Statements

財務報表附註

23 GOODWILL

23 商譽

		31 December 2022 2022年 12月31日 RMB'000 人民幣千元	31 December 2021 2021年 12月31日 RMB'000 人民幣千元
Cost	成本		
At the beginning of the year	於年初	11,190	11,190
Liquidation	註銷	(1,470)	-
At the end of the year	於年末	9,720	11,190
Accumulated impairment losses:	累計資產減值損失：		
At the beginning of the year	於年初	(1,470)	(1,470)
Liquidation	註銷	1,470	-
At the end of the year	於年末	-	(1,470)
Carrying amount	賬面值		
At the end of the year	於年末	9,720	9,720
At the beginning of the year	於年初	9,720	9,720

Notes to the Consolidated Financial Statements

財務報表附註

23 GOODWILL (CONTINUED)

Impairment tests for cash-generating units containing goodwill

Goodwill is allocated to the Group's cash-generating units ("CGU") identified as follows:

		31 December 2022 2022年 12月31日 RMB'000 人民幣千元	31 December 2021 2021年 12月31日 RMB'000 人民幣千元
Zhongli Insurance Sales Co., Ltd. ("Zhongli Insurance")	(中利保險銷售有限公司)	9,720	9,720
Beijing Beiniu Technology Co., Ltd. ("Beijing Beiniu")	(北京貝牛科技有限公司)	-	-
		9,720	9,720

On 6 February 2015, Hanhua Internet, a wholly-owned subsidiary of the Company, acquired 100% equity interests of Beijing Beiniu from its former shareholders at an aggregate consideration of RMB1.5 million. Following the completion of the transaction on 6 February 2015, Beijing Beiniu became a wholly-owned subsidiary of Hanhua Internet. The excess of the aggregate consideration over the net fair value of the Beijing Beiniu's identifiable net assets measured as at the acquisition date, amounting to RMB1.5 million was recognized as goodwill by Beijing Hanhua Internet. Based on the result of the impairment testing, RMB1.5 million of impairment losses on goodwill have been recognized in 2017. Beijing Beiniu has been liquidated in 2022.

23 商譽(續)

含商譽的現金產生單元的減值測試

商譽按本集團已識別出的現金產生單元("CGU")分配如下:

於2015年2月6日，瀚華科技(本公司全資附屬公司)與北京貝牛原股東簽訂股權轉讓協議，受讓北京貝牛100%的股權，支付對價為人民幣1.5百萬元，自2015年2月6日起北京貝牛成為瀚華科技的全資附屬公司，收購時點北京貝牛可辨認淨資產公允價值高於其淨資產1.5百萬元，由北京瀚華網絡科技有限公司確認為商譽。基於減值測試結果，2017年對商譽計提了1.5百萬元減值。北京貝牛於2022年註銷。

Notes to the Consolidated Financial Statements

財務報表附註

23 GOODWILL (CONTINUED)

Impairment tests for cash-generating units containing goodwill (Continued)

On 31 August 2015, Hanhua Internet Financing, a wholly-owned subsidiary of the Company, acquired 95% equity interests of Zhongli Insurance from its former shareholders at an aggregate consideration of RMB56.5 million. Following the completion of the transaction on 31 August 2015, Zhongli Insurance became a 95% non-wholly owned subsidiary of Hanhua Internet Financing. The excess of the aggregate consideration over the net fair value of Zhongli Insurance's identifiable net assets measured as at the acquisition date, amounting to RMB9.7 million was recognized as goodwill by Hanhua Internet Financing.

The recoverable amount of the CGU is determined based on value-in-use calculations. These calculations use cash flow projections based on financial budgets approved by management covering a five-year period. The management is of the view that there is no impairment of goodwill as the value of Zhongli Insurance's business license is beyond the carrying amount of goodwill.

24 INTEREST-BEARING BORROWINGS

The interest-bearing borrowings were repayable as follows:

		31 December 2022	31 December 2021
		2022年	2021年
		12月31日	12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within 1 year	實時償還或1年以內	1,243,684	2,038,852
After 1 year but within 2 years	1年至2年	321,286	261,979
After 2 years but within 5 years	2年至5年	394,000	271,727
After 5 years	5年以上	457,819	542,462
Interest payables	應付利息	55,901	62,885
		2,472,690	3,177,905

23 商譽 (續)

含商譽的現金產生單元的減值測試 (續)

於2015年8月31日，瀚華互聯網（本公司全資附屬公司）與中利保險原股東簽訂股權轉讓協議，受讓中利保險95%的股權，瀚華互聯網收購中利保險對價為人民幣56.5百萬元。自2015年8月31日起中利保險成為瀚華互聯網金融的非全資附屬公司，收購時點中利保險的可辨認淨資產公允價值高於其淨資產9.7百萬元，由瀚華互聯網確認為商譽。

「現金產生單元」可回收金額基於可利用的價值計算而來。該計算使用的現金流是經管理層批准的對未來五年現金流的預測值。管理層認為中利保險執業牌照的價值超過商譽的賬面價值，因此商譽無減值。

24 計息借款

計息借款按償還方式分析如下：

Notes to the Consolidated Financial Statements

財務報表附註

24 INTEREST-BEARING BORROWINGS (CONTINUED) 24 計息借款(續)

The interest-bearing borrowings were secured as follows:

計息借款按擔保方式分析如下：

		31 December 2022 2022年 12月31日 RMB'000 人民幣千元	31 December 2021 2021年 12月31日 RMB'000 人民幣千元
Bank loans (Note (i))	銀行借款 (附註(i))		
- Unsecured	- 無擔保	480,000	469,996
- Secured by properties of the Group (Note (ii))	- 本集團物業抵押 (附註(ii))	240,808	276,771
- Secured by other assets of the Group (Note (iii))	- 本集團其他資產質押 (附註(iii))	341,410	376,000
		1,062,218	1,122,767
Other loans (Note (iv))	其他借款 (附註(iv))	697,496	1,162,999
Other interest-bearing liabilities (Note (v))	其他計息負債 (附註(v))	657,075	829,254
		2,416,789	3,115,020
Interest payables	應付利息	55,901	62,885
		2,472,690	3,177,905

Notes:

- (i) All of the Group's bank loans are subject to the fulfilment of covenants commonly found in lending arrangements with financial institutions. If the Group was to breach the covenants, the loans would become payable on demand. The Group regularly monitors its compliance with these covenants. Further details of the Group's management of liquidity risk are set out in Note 34(c). At 31 December 2022 and 2021, none of covenants relating to the bank loans had been breached.
- (ii) The bank loans are secured by the Group's buildings held for own use. The aggregate carrying value of the secured properties amounted to RMB707.6 million as at 31 December 2022 (31 December 2021: RMB796.3 million).

附註：

- (i) 所有本集團的銀行借款須履行與金融機構訂立的借款合同。倘本集團違反約定，貸款須按合同要求償還。本集團定期監控履約情況。本集團對流動性風險管理的更多詳情載於附註34(c)。於2022和2021年12月31日，均無違約情況。
- (ii) 該銀行貸款由本集團建築物抵押。於2022年12月31日，抵押物業的總賬面值為人民幣707.6百萬元(2021年12月31日為人民幣796.3百萬元)。

Notes to the Consolidated Financial Statements

財務報表附註

24 INTEREST-BEARING BORROWINGS (CONTINUED)

Notes: (Continued)

- (iii) The bank loans are secured by deposits and receivables for factoring business owned by the Group. The aggregate carrying value of receivables of factoring business amounted to RMB270.9 million as at 31 December 2022 (31 December 2021: RMB393.2 million), and that of deposits amounted to RMB92.5 million as at 31 December 2022 (31 December 2021: RMB120.1 million).
- (iv) Other loans bear interest at a range from 6.00% to 15.00% per annum, which are repayable no later than 21 September 2024.
- (v) The Group issued trust plans of nil at 31 December 2022 (31 December 2021: RMB79.5 million) to finance for SME business, and the Group acquired all the interests of the subordinated tranches of the trust plan. The Group provided financial guarantee against the investors of the senior tranches.

The remaining other interest-bearing liabilities represents third party investors' interest of RMB657.1 million (31 December 2021: RMB749.8 million) in the consolidated structured entities.

24 計息借款 (續)

附註：(續)

- (iii) 該銀行貸款由本集團持有的存款及應收保理款抵押。於2022年12月31日，應收保理款總賬面值為人民幣270.9百萬元（2021年12月31日：393.2百萬元）。於2022年12月31日，存款總賬面值為人民幣92.5百萬元（2021年12月31日：120.1百萬元）。
- (iv) 其他借款的年息率介於6.00%到15.00%，最遲須於2024年9月21日償還。
- (v) 截至2022年12月31日本集團發行了人民幣零的信託計劃（2021年12月31日：79.5百萬元人民幣）為中小企業業務融資，本集團收購了信託計劃次級部分的全部權益，本集團向優先順序部分的投資者提供了財務擔保。

其餘的其他計息負債表示第三方投資者在合併結構化實體中的權益為657.1百萬元人民幣（2021年12月31日：749.8百萬元人民幣）。

25 FINANCIAL ASSETS SOLD UNDER REPURCHASE AGREEMENT

25 賣出回購金融資產

		31 December 2022 2022年 12月31日 RMB'000 人民幣千元	31 December 2021 2021年 12月31日 RMB'000 人民幣千元
Beneficial rights of loans and advances to customers	發放貸款及墊款收益權	58,566	—
Beneficial rights of receivables for factoring business	應收保理款收益權	75,000	89,700
Interest payables	應付利息	564	564
		134,130	90,264

Details of the carrying values of underlying assets of financial assets under repurchased agreement are set out in Note 16(a) and Note 15.

賣出回購金融資產的相關資產賬面值詳情載於附註16(a)和附註15。

Notes to the Consolidated Financial Statements

財務報表附註

26 PROVISIONS FOR GUARANTEE LOSSES

26 擔保賠償準備金

		31 December	31 December
		2022	2021
		2022年	2021年
		12月31日	12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
As at 1 January	年初	322,129	358,624
Reversal for the year	本年計提	(192,046)	(36,495)
As at 31 December	年末	130,083	322,129

27 CUSTOMER PLEDGED DEPOSITS

27 存入保證金

Customer pledged deposits refer to deposits received from customers as collateral security of the credit guarantee issued by the Group. These deposits are interest-free, and will be returned to customers after the guarantee contracts expire.

存入保證金指向客戶所收的保證金，以作為本集團提供擔保的擔保抵押。此等押金為無息，並將於擔保合約屆滿時退還客戶。

28 ACCRUALS AND OTHER PAYABLES

28 應計及其他應付款

		31 December	31 December
		2022	2021
		2022年	2021年
		12月31日	12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Other payables	其他應付款項	412,616	266,199
Financial liabilities measured at amortised cost	按攤餘成本計算金融負債	412,616	266,199
Accrued staff cost (Note)	應付職工薪酬(附註)		
– Salaries, wages, bonuses and other benefits	– 工資、獎金、津貼及其他福利	17,889	33,357
Value-added tax and other surcharges payable	應付增值稅及其他附加費	2,400	3,219
Withholding individual income tax payable	應付代扣個人所得稅	3,800	4,098
Receipts in advance	預收賬款	35,652	28,256
Total	合計	472,357	335,129

Notes to the Consolidated Financial Statements

財務報表附註

28 ACCRUALS AND OTHER PAYABLES (CONTINUED)

Note: Contributions to the defined contribution retirement plan, include the social pension insurance schemes, are recognized as expenses when incurred, and there is no forfeited contributions that may be used by the Group to reduce the existing level of contribution.

28 應計及其他應付款 (續)

附註： 包括社會基本養老保險金計劃在內的退休金供款計劃的供款，於發生時確認為開支，本集團不會動用已被沒收的供款降低現有的供款水準。

29 LEASE LIABILITIES

29 租賃負債

		At 31 December 2022 2022年12月31日		At 31 December 2021 2021年12月31日	
		Present value of the minimum lease payments 最低租賃 付款額現值 RMB'000 人民幣千元	Total minimum lease payments 最低租賃 付款總額 RMB'000 人民幣千元	Present value of the minimum lease payments 最低租賃 付款額現值 RMB'000 人民幣千元	Total minimum lease payments 最低租賃 付款總額 RMB'000 人民幣千元
Within 1 year	1年以內	8,719	9,243	14,185	15,923
After 1 year but within 2 years	1至2年	1,439	1,472	7,123	7,701
After 2 years but within 5 years	2至5年	-	-	2,836	2,982
		10,158	10,715	24,144	26,606
Less: total future interest expenses	減：未來利息支出總額		(557)		(2,462)
Present value of lease liabilities	租賃負債現值		10,158		24,144

Notes to the Consolidated Financial Statements

財務報表附註

30 INCOME TAX IN THE CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(a) Movements in current taxation in the consolidated statement of financial position are as follows:

30 載於合併財務狀況表的所得稅

(a) 即期稅項於合併財務狀況表的變動如下：

		31 December 2022 2022年 12月31日 RMB'000 人民幣千元	31 December 2021 2021年 12月31日 RMB'000 人民幣千元
Balance of income tax payable at the beginning of the year	年初應交所得稅餘額	93,366	168,427
Provision for income tax on the estimated taxable profit for the year (Note 6(a))	年內按估計應納稅所得額計提的所得稅費用(附註6(a))	37,895	6,132
Income tax paid during the year	本年已繳納所得稅	(52,590)	(81,193)
Balance of income tax payable at the end of the year	年末應交所得稅結餘	78,671	93,366

Notes to the Consolidated Financial Statements

財務報表附註

30 INCOME TAX IN THE CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (CONTINUED)

(b) Deferred tax assets and liabilities recognized:

The components of deferred tax assets/(liabilities) recognized in the consolidated statement of financial position and the movements during the year are as follows:

Deferred tax arising from:	遞延稅項產生自:	Deferred tax assets 遞延所得稅資產				Deferred tax liabilities 遞延所得稅負債			Net 淨額
		Provisions for impairment losses 資產減值損失撥備 RMB'000 人民幣千元	Accrued staff cost 應付職工薪酬 RMB'000 人民幣千元	Provisions for guarantee losses and accruals 未到期責任準備金及預收賬款 RMB'000 人民幣千元	Fair value adjustments on financial assets measured at fair value 以公允價值計量且其變動計入當期損益的公允價值變動 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元	Accrued staff cost 應付職工薪酬 RMB'000 人民幣千元	Fair value adjustments on financial assets measured at fair value 以公允價值計量且其變動計入當期損益的公允價值變動 RMB'000 人民幣千元	
At 1 January 2021	2021年1月1日	390,226	148	60,590	34,527	485,491	-	(167)	485,324
Recognized to the consolidated statement of profit or loss (Note 6(a))	於合併損益表確認 (附註6(a))	(14,217)	(138)	(21,666)	(9,812)	(45,833)	-	167	(45,666)
At 31 December 2021 and 1 January 2022	2021年12月31日 2022年1月1日	376,009	10	38,924	24,715	439,658	-	-	439,658
Recognized to the consolidated statement of profit or loss (Note 6(a))	於合併損益表確認 (附註6(a))	(10,702)	(10)	(12,116)	4,520	(18,308)	(1,313)	-	(19,621)
At 31 December 2022	2022年12月31日	365,307	-	26,808	29,235	421,350	(1,313)	-	420,037

30 載於合併財務狀況表的所得稅 (續)

(b) 已確認遞延所得稅資產及負債:

本集團於合併財務狀況表確認的遞延所得稅資產／(負債)項目及年度變動如下:

Notes to the Consolidated Financial Statements

財務報表附註

30 INCOME TAX IN THE CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (CONTINUED)

(c) Deferred tax assets not recognized

In accordance with the accounting policy set out in Note 1(p), the Group has not recognized deferred tax assets in respect of cumulative tax losses of RMB1,512.5 million (2021: RMB1,499.9 million) at 31 December 2022, as it is not probable that future taxable profits against which the losses can be utilized will be available in the relevant tax jurisdiction and entity. The tax losses incurred by the Company and its subsidiaries in the PRC will expire in five years since initial occurrence under current tax legislation.

30 載於合併財務狀況表的所得稅 (續)

(c) 未確認的遞延所得稅資產

根據載於附註1(p)的會計政策，由於本公司不大可能在可預見的將來獲得可用於抵扣有關虧損的未來應稅利潤，故本集團及本公司並無就2022年12月31日的累計可抵扣虧損為人民幣1,512.5百萬元（2021年為人民幣1,499.9百萬元）確認遞延所得稅資產。根據現行稅法，公司及其在內陸的子公司發生的可抵扣虧損將在首次發行後的五年內到期。

Notes to the Consolidated Financial Statements

財務報表附註

31 CAPITAL, RESERVES AND DIVIDENDS

(a) Movement in components of equity

The reconciliation between the opening and closing of each component of the Group's consolidated equity is set out in the consolidated statements of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

		Share capital	Share premium	Capital reserve	Surplus reserve	(Accumulated losses)/ retained earnings	Total
		股本	股份溢價	資本公積	盈餘公積	未彌補虧損/ 未分配利潤	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		Note 31(c)	Note 31(d)(i)	Note 31(d)(ii)	Note 31(d)(iii)		
		附註31(c)	附註31(d)(i)	附註31(d)(ii)	附註31(d)(iii)		
Balance at 1 January 2021:	2021年1月1日的餘額	4,600,000	1,091,555	484,881	179,097	385,828	6,741,361
Changes in equity for 2021:	2021年的權益變動：						
Profit for the year and total comprehensive income	淨收益及綜合收益總額	-	-	-	-	259,062	259,062
Cash dividends paid to the equity shareholders of the Company	支付給本公司股東的現金股利	-	-	-	-	(138,000)	(138,000)
Appropriation to surplus reserve	提取盈餘公積	-	-	-	28,124	(28,124)	-
Balance at 31 December 2021 and 1 January 2022:	2021年12月31日及2022年1月1日的餘額：	4,600,000	1,091,555	484,881	207,221	478,766	6,862,423
Changes in equity for 2022:	2022年的權益變動：						
Profit for the year and total comprehensive income	淨收益及綜合收益總額	-	-	-	-	248,634	248,634
Appropriation to surplus reserve	提取盈餘公積	-	-	-	15,522	(15,522)	-
Balance at 31 December 2022	2022年12月31日的餘額	4,600,000	1,091,555	484,881	222,743	711,878	7,111,057

(b) Dividends

In accordance with the resolution of the Company's board of directors' meeting held on 30 March 2023, no dividend is proposed for the year ended 31 December 2022. The profit appropriation resolution mentioned above has yet to be approved by the Company's shareholders' meeting.

31 資本、儲備及股息

(a) 權益項目變動

本集團年初及年末各項目的綜合權益的對賬載列於合併股東權益變動表。本公司獨立權益項目由年初至年末的變動詳情載列如下：

(b) 股息

根據2023年3月30日召開的董事會會議決議，提議截至2022年12月31日的財年不派息。上述事項尚待本公司股東大會批准。

Notes to the Consolidated Financial Statements

財務報表附註

31 CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

(b) Dividends (Continued)

No dividend was declared for the year ended 31 December 2021 in accordance with the resolution of the shareholders' meeting held on 26 May 2022.

(c) Share capital

The share capital was issued and fully paid.

(d) Nature and purpose of reserves

(i) Share premium

The share premium represents the difference between the par value of the shares of the Company and capital proceeds received from the issuance of the shares of the Company.

(ii) Capital reserve

The capital reserve mainly comprises the following:

- the cumulative net change in the fair value of financial assets measured at fair value held at the end of the reporting period and is dealt with in accordance with the accounting policies in Note 1(k)(i);
- the portion of the grant date fair value of unexercised share options granted to employees of the Company that has been recognized in accordance with the accounting policy adopted for share-based payments in Note 1(o).

31 資本、儲備及股息 (續)

(b) 股息 (續)

根據2022年5月26日召開的股東大會決議，截至2021年12月31日止年度未宣布股息。

(c) 股本

股本均已發行和繳足。

(d) 儲備性質及目的

(i) 股份溢價

股份溢價指本公司股份面值與發行本公司股份所得款項之間的差額。

(ii) 資本公積

資本公積包括下列各項：

- 於報告期末所持的以公允價值計量的交易性金融資產的公允價值的累計淨變動，並已根據附註1(k)(i)所載的會計政策處理；
- 已根據附註1(o)以權益結算的股份支付所採納的會計政策確認的向本公司僱員授出的未使購股權於授出日期的公允價值部份。

Notes to the Consolidated Financial Statements

財務報表附註

31 CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

(d) Nature and purpose of reserves (Continued)

(iii) Surplus reserve

The surplus reserve represents statutory surplus reserve fund. The Company is required to appropriate 10% of its net profit as determined under the Accounting Standards for Business Enterprises and other relevant requirements issued by the Ministry of Finance of the PRC after making good prior year's accumulated loss, to the statutory surplus reserve fund until the reserve fund balance reaches 50% of its registered capital.

The total appropriation to surplus reserve of the Company was RMB15.5 million for the year ended 31 December 2022 (2021: RMB28.1 million).

(iv) General reserve

Pursuant to relevant regulations, the subsidiaries engaged in credit guarantee business are required to set aside a general reserve through appropriations of profit after tax according to 10% of its profit after as determined under the Accounting Standard for Business Enterprise and other relevant requirements issued by the Ministry of Finance of the PRC after making good prior year's accumulated loss to cover potential losses against their assets.

31 資本、儲備及股息 (續)

(d) 儲備性質及目的 (續)

(iii) 盈餘公積

盈餘公積指法定盈餘公積金。於彌補以前年度的累計虧損後，本公司須根據中國財政部頒佈的企業會計準則及其他相關規定，將其10%的淨利潤轉撥至法定盈餘公積金，直至盈餘公積累計餘額達到其註冊資本的50%。

於截至2022年12月31日止年度，本公司提取盈餘公積總計人民幣15.5百萬元（2021年度：人民幣28.1百萬元）。

(iv) 一般風險準備

根據相關規定從事信用擔保業務的附屬公司需從稅後利潤中提取作為一般風險準備，金額為彌補以前年度累計虧損後的淨利潤的10%（根據中國財政部頒佈的企業會計準則及其他相關規定），以彌補其資產可能出現的虧損。

Notes to the Consolidated Financial Statements

財務報表附註

31 CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

(d) Nature and purpose of reserves (Continued)

(iv) General reserve (Continued)

While subsidiaries engaged in providing a range of loan and services to the small sized and micro enterprises (“SME enterprises”) are required to set aside a general reserve through appropriations of profit after tax according to a certain provision ratio of the ending balance of gross risk-bearing assets to cover potential losses against their assets. In principal, the general reserve balance should not be lower than 1.0% of the ending balance of gross risk-bearing assets.

The total appropriation to general reserve of the Group was RMB24.1 million for the year ended 31 December 2022 (2021: RMB22.1 million).

(v) Exchange reserve

Foreign exchange differences arising from activities of Huiwei Hong Kong Holding Limited and Hanhua Hong Kong Holdings Limited (accounted in HK dollars) are recognized as “exchange reserve” in the shareholder’s equity in the consolidated statement of financial position.

(e) 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 equity shareholders and benefits for other stakeholders, by pricing products and services commensurate with the level of risk and by securing access to finance at a reasonable cost.

31 資本、儲備及股息 (續)

(d) 儲備性質及目的 (續)

(iv) 一般風險準備 (續)

而從事中小企業貸款業務的附屬公司需從稅後利潤中提取作為一般風險準備，金額為風險資產總額期末結餘的若干百分比，以彌補其資產可能出現的虧損。原則上，一般風險準備結餘不得少於風險資產總額期末結餘的1.0%。

於截至2022年12月31日止年度，本集團提取一般風險準備總計人民幣24.1百萬元（2021年度：人民幣22.1百萬元）。

(v) 外幣報表折算差額

產生自惠微香港控股有限公司和瀚華香港控股有限公司（以港幣記賬）經營活動的外幣折算差異，在合併財務狀況表中被確認為股東權益中的外幣報表折算差額。

(e) 資本管理

本集團在資本管理上的首要目的是保障本集團能夠根據持續經營基礎經營，從而透過與風險水準相應的產品及服務定價以及獲得合理成本的融資繼續為權益持有人／股東提供回報及為其他持份者謀求利益。

Notes to the Consolidated Financial Statements

財務報表附註

31 CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

(e) Capital management (Continued)

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher equity holder/shareholders returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

There were no changes in the Group's approach to capital management during the years ended 31 December 2022 and 2021.

Particularly for guarantee and credit loan operation, the Group monitors regularly the residual balance of outstanding guarantees or/and credit loans for single customers and multiples of the total outstanding guarantees or/and credit loans in relation to paid-in/share capital of companies in the Group engaging guarantee or/and credit loan business respectively, so as to keep the capital risk within an acceptable limit. The decision to manage the share capital of companies in the Group to meet the needs of developing guarantee or/and credit loans business rests with the directors.

31 資本、儲備及股息 (續)

(e) 資本管理 (續)

本集團積極地定期覆核並管理其資本架構，以在較高股權持有人／股東回報情況下可能伴隨的較高借貸水準，以及良好的資本狀況帶來的好處與保證之間取得平衡，並依據經濟狀況的變動調整資本架構。

於截至2022年及2021年12月31日止年度，本集團資本管理的方法並無改變。

針對擔保及信用貸款業務，本集團定期監察單一客戶的擔保餘額或／及信用貸款餘額及有關本集團旗下分別從事擔保或／及信用貸款業務公司的擔保或／及信用貸款總額的實收資本／股本的倍數，以保持資本風險處於可接受的範圍內。有關管理本集團旗下公司的實收資本／股本以符合發展擔保或／及信用貸款業務的需要的決策由董事釐定。

Notes to the Consolidated Financial Statements

財務報表附註

32 NON-CONTROLLING INTERESTS

32 非控制性權益

		31 December 2022 2022年 12月31日 RMB'000 人民幣千元	31 December 2021 2021年 12月31日 RMB'000 人民幣千元
Fu'an AMC	遼寧富安金融資產管理有限公司	498,561	481,443
Sichuan Micro-credit	四川瀚華小額貸款有限公司	-	97,697
Chongqing Micro-credit	重慶市瀚華小額貸款有限責任公司	93,073	91,686
Others	其他	62,358	30,344
		653,992	701,170

33 SEGMENT REPORTING

33 分部報告

The Group manages its business by business lines. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group defines reporting segments based on the following operating segments:

本集團根據業務條線進行業務管理。本集團的經營分部已按與內部報送資訊一致的方式列報，這些內部報送資訊是提供給本集團管理層以向分部份配資源並評價分部業績，本集團以經營分部為基礎，確定了下列報告分部：

Digital services

數字化服務

This segment, building upon the Group's financial technology (fintech) system and digital risk control model, provides standardized, automated and batch-based fintech services for micro, small and medium-sized enterprises ("MSMEs") and individual customers in specific transaction scenarios and industrial chains, mainly including electronic guarantee, and micro and small-sized businesses targeted fintech services.

以本集團的金融科技系統和數字化風控模型為基礎，為特定交易場景、產業鏈的中小微企業及個人客戶提供標準化、自動化、批量化的金融科技服務，主要包括電子保函、小微金融科技服務業務。

Notes to the Consolidated Financial Statements

財務報表附註

33 SEGMENT REPORTING (CONTINUED)

Digital finance

This segment provides offline financing products and guarantee services for MSMEs and individual customers through the Group's financing guarantee and financial factoring companies, mainly including bond guarantee, performance guarantee, entrusted loans and receivables factoring. This segment also covers the Company's equity investment in commercial banking.

Capital investment and financial asset management

This segment provides capital investment services to certain small and medium-sized enterprises with growth potential and value by utilization of the Group's own funds and funds raised through cooperation with external institutions, and includes partnership with banks and other financial institutions to carry out distressed asset management business.

Others

This segment represents the managerial functions of the headquarters and other business lines and operational results that cannot be completely categorized into any of the above segments.

(a) Segment results, assets and liabilities

For the purposes of assessing segment performance and allocating resources between segments, the Group's senior executive management monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

Segment assets include all tangible, intangible assets and current assets with the exception of deferred tax assets. Segment liabilities include all liabilities managed directly by the segments.

33 分部報告 (續)

數字化金融

以本集團所轄的融資擔保、金融保理等機構，為中小微企業及個人客戶提供線下資金產品和擔保服務，主要包括債券擔保、履約擔保、應收賬款保理業務；以及本公司對商業銀行的股權投資業務。

資本投資及金融資產管理

利用自有資金，以及通過與外部機構合作募集資金，向具有成長空間和增長價值的廣大中小企業提供資本投資服務，包括與銀行和其他金融機構合作開展不良資產管理業務。

其他

指承擔總部管理職能以及無法完全劃分為上述任一分部的其他業務條線及經營業績。

(a) 分部利潤、資產及負債

為了評價各個分部的業績及向其配置資源，本集團管理層會定期審閱歸屬於各分部業績、資產及負債，這些資訊的編製基礎如下：

分部資產包括歸屬於分部的所有有形資產、無形資產及流動資產，但不包括遞延所得稅資產。分部負債包括所有由各分部直接管理的負債。

Notes to the Consolidated Financial Statements

財務報表附註

33 SEGMENT REPORTING (CONTINUED)

Others (Continued)

(a) Segment results, assets and liabilities (Continued)

Revenue and expenses are allocated to the reportable segments with reference to revenue generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortization of assets attributable to those segments.

Internal charges and transfer prices are determined with reference to market rates and have been reflected in the performance of each segment.

Changes in disclosure of segment results and assets and liabilities in the current period:

The Group has further strengthened the assessment and management on business segments and optimized the resource allocation at Group level during the reporting period. The Group has comprehensively promoted digital transformation, cancelled the original division of business segments and reorganized business segments.

Compared to the prior years, the current segment structure better reflects current management model of the Group. The comparative figures for the year ended 31 December 2021 have been restated accordingly.

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purpose of resource allocation and assessment of segment performance for the year ended 31 December 2022 is set out below:

33 分部報告 (續)

其他 (續)

(a) 分部利潤、資產及負債 (續)

分部經營成果是指各個分部產生的收入，扣除各個分部發生的費用、歸屬於各分部的資產發生的折舊和攤銷及其他費用的淨額，以分配至該等分部。

分部之間的內部收費和轉讓定價均參照市場利率確定，並已反映在各分部的表現中。

對本期分部業績、資產和負債披露方式變更的說明：

本集團在報告期內進一步優化業務分部的評估，管理和資源分配。本集團全面推進數字化轉型，取消了原有的業務分部劃分，並重構了業務單元。

與以往列報方式相比，新披露方式更好地反映了本集團當期的管理模式。因此，截至2021年12月31日的比較數據已重述。

截至2022年12月31日向本集團管理層報送的以向分部分配資源並評價分部業績的分部資訊列示如下：

Notes to the Consolidated Financial Statements

財務報表附註

33 SEGMENT REPORTING (CONTINUED)

Others (Continued)

(a) Segment results, assets and liabilities (Continued)

33 分部報告 (續)

其他 (續)

(a) 分部利潤、資產及負債 (續)

		Year ended 31 December 2022 2022年12月31日				
		Digital services	Digital finance	Capital investment and financial asset management	Others	Total
		數字化服務	數字化金融	資本投資及金融資產管理	其他	合計
		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
Net guarantee and consulting fee income	擔保及諮詢費淨收入	133,246	204,092	-	-	337,338
Net interest and handling fee income/(expense)	利息及手續費淨收入/(支出)	94,168	100,218	43,827	(30,031)	208,182
Reportable segment income/(expense)	分部收入/(支出)	227,414	304,310	43,827	(30,031)	545,520
Net trading losses	交易淨損失	-	(501)	10,413	(27,838)	(17,926)
Net foreign exchange gains	匯兌淨收益	-	-	-	5,717	5,717
Other operating income, net	其他收入淨額	3,753	26,098	14,020	24,297	68,168
Operating income	營運收入	231,167	329,907	68,260	(27,855)	601,479
Share of profits of associate	聯營企業收益	-	94,011	8,670	(6)	102,675
Reversal for guarantee losses	轉回擔保賠償準備金	45,455	146,591	-	-	192,046
Impairment losses	資產減值損失	(3,447)	(221,611)	(7,033)	(5,031)	(237,122)
Operating expenses	營運支出	(114,132)	(206,308)	(34,164)	(155,183)	(509,787)
Other net (losses)/gains	其他(損失)/收益淨額	(9)	(2,357)	24	(37,397)	(39,739)
Reportable segment profit/(loss) before taxation	分部稅前利潤/(損失)	159,034	140,233	35,757	(225,472)	109,552

Notes to the Consolidated Financial Statements

財務報表附註

33 SEGMENT REPORTING (CONTINUED)

33 分部報告 (續)

Others (Continued)

其他 (續)

(a) Segment results, assets and liabilities (Continued)

(a) 分部利潤、資產及負債 (續)

		At 31 December 2022 2022年12月31日				
		Digital services	Digital finance	Capital investment and financial asset management	Others	Total
		數字化服務	數字化金融	資本投資及金融資產管理	其他	合計
		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
Segment assets	分部資產	117,357	5,718,049	2,176,339	3,051,823	11,063,568
Segment liabilities	分部負債	(23,617)	(1,393,568)	(1,099,164)	(997,612)	(3,513,961)

Notes to the Consolidated Financial Statements

財務報表附註

33 SEGMENT REPORTING (CONTINUED)

Others (Continued)

(a) Segment results, assets and liabilities (Continued)

33 分部報告 (續)

其他 (續)

(a) 分部利潤、資產及負債 (續)

		Year ended 31 December 2021 2021年12月31日				
		Digital services	Digital finance	Capital investment and financial asset management	Others	Total
		數字化服務	數字化金融	資本投資及金融資產管理	其他	合計
		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
Net guarantee and consulting fee income	擔保及諮詢費淨收入	79,358	397,641	-	-	476,999
Net interest and handling fee income/(expense)	利息及手續費淨收入/(支出)	138,945	91,267	48,171	(47,295)	231,088
Reportable segment income/(expense)	分部收入/(支出)	218,303	488,908	48,171	(47,295)	708,087
Net trading (losses)/gains	交易淨損益	-	(12,141)	120,140	(19,422)	88,577
Net foreign exchange losses	匯兌淨損失	-	-	-	(298)	(298)
Other operating income, net	其他收入淨額	599	10,927	17,031	33,314	61,871
Operating income	營運收入	218,902	487,694	185,342	(33,701)	858,237
Share of profits of associate	聯營企業收益	-	110,795	875	(1,051)	110,619
Reversal/(charge) for guarantee losses	轉回/(計提)擔保賠償準備金	(23,917)	60,412	-	-	36,495
Impairment losses	資產減值損失	(11,352)	(181,115)	(6,434)	4,136	(194,765)
Operating expenses	營運支出	(117,373)	(235,432)	(37,731)	(242,830)	(633,366)
Other net gains/(losses)	其他收益/(損失)淨額	-	131	(115)	(13,096)	(13,080)
Reportable segment profit/(loss) before taxation	分部稅前利潤/(損失)	66,260	242,485	141,937	(286,542)	164,140

Notes to the Consolidated Financial Statements

財務報表附註

33 SEGMENT REPORTING (CONTINUED)

Others (Continued)

(a) Segment results, assets and liabilities (Continued)

		At 31 December 2021 2021年12月31日				
		Digital services	Digital finance	Capital investment and financial asset management	Others	Total
		數字化服務	數字化金融	資本投資及金融資產管理	其他	合計
		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
Segment assets	分部資產	183,375	4,614,670	2,457,122	4,662,280	11,917,447
Segment liabilities	分部負債	(16,810)	(1,889,618)	(1,180,446)	(1,232,946)	(4,319,820)

(b) Reconciliation of reportable segment assets

(b) 分部資產的調節

		31 December 2022	31 December 2021
		2022年	2021年
		12月31日	12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Assets	資產		
Reportable segment assets	分部資產	11,063,568	11,917,447
Deferred tax assets	遞延所得稅資產	420,037	439,658
Consolidated total assets	資產合計	11,483,605	12,357,105

Notes to the Consolidated Financial Statements

財務報表附註

34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT

Exposure to credit, interest rate and liquidity risks arises in the normal course of the Group's business.

The Group's exposure to these risks and the financial risk management policies and practice used by the Group to manage these risks are described below.

(a) Credit risk

Credit risk refers to the risk that a customer will default on its contractual obligations resulting in a financial loss to the Group. Credit risk is primarily attributable to unexpired guarantee issued by the Group and financial assets measured at amortized cost.

The maximum exposure to credit risk is represented by the net carrying amount of each type of financial assets as at the end of the reporting periods. Except for the guarantee as disclosed below, the Group has no credit risk arising from any other guarantee.

Credit risk arising from guarantee business

The Group has taken measures to identify credit risks arising from guarantee business. The Group manages credit risk at every stage of the risk management system, including pre-approval, review and credit approval and post-transaction monitoring processes. The Group conducts customer acceptance and due diligence by business department and risk management department during the pre-approval process. A transaction may be subject to the review and approval of credit approval officer, regional risk committee, deputy chairman and chairman depending on the transaction size.

34 財務風險管理及金融工具的公允價值

本集團的日常業務過程中面臨信用、利率及流動性風險。

本集團會定期審閱這些風險管理政策及有關內部控制系統，以適應市場情況或本集團經營活動的改變。

(a) 信用風險

信用風險是指因客戶違反合約責任而導致本集團出現財務虧損的風險。信用風險主要來自本集團發行的未到期擔保及按攤餘成本計量的金融資產。

所面對的最大信用風險指於報告期末各種金融資產的淨賬面值。除下列所披露的擔保外，本集團概無產生信用風險的任何其他擔保。

擔保業務產生的信用風險

本集團已採取措施識別擔保業務產生的信用風險。本集團通過風險管理系統管理每個階段的信用風險，包括盡職審查、審查、信用審批及擔保後回訪。於審批前，本集團委派業務部及風險管理部進行客戶接納及盡職審查。根據交易的規模而定，交易可能交由信用審批人、地區風險委員會、副主席及主席審查及審批。

Notes to the Consolidated Financial Statements

財務報表附註

34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

(a) Credit risk (Continued)

Credit risk arising from guarantee business (Continued)

During the post-transaction monitoring process, the Group conducts on-site inspection and ongoing post-transaction reviews focusing on various aspects, including but not limited to customers' product markets, operating income, assets and liabilities, cash flows from operating activities to detect potential risks. The Group takes proactive preventive actions based on the risk analysis and design contingency plans accordingly.

When a certain number of clients undertake the same business activities, stay in the same geographical locations, or bear similar economic features for their industries, their ability to fulfill contracts will be affected by the same economic changes. Concentration of credit risk reflects the sensitivity of the Group's operating results to specific industries or geographical locations. As the Group mainly operates its businesses in the PRC, there exists a certain level of geographical concentration risk for its guarantee and loan portfolios in that it might be affected by changes in the PRC economic conditions.

34 財務風險管理及金融工具的公允價值 (續)

(a) 信用風險 (續)

擔保業務產生的信用風險 (續)

擔保後回訪，本集團就（包括但不限於）客戶產品市場、經營收入、資產負債情況、經營活動的現金流量等多個方面進行實地檢查及持續回訪，以偵測潛在風險。本集團根據風險分析作出積極的防範措施並設計相應的應變計劃。

當若干數量的客戶進行相同的業務活動，處於相同的地理位置或其行業具有相似的經濟特性，他們的履約能力將受到同一經濟變化的影響。信用風險的集中程度反映了本集團業績對某一特定行業或地理位置的敏感程度。由於本集團主要在中國經營業務，其擔保及貸款組合因此承擔一定的地理集中風險，並可能因中國經濟狀況的變化而受到影響。

Notes to the Consolidated Financial Statements

財務報表附註

34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

(a) Credit risk (Continued)

Credit risk arising from guarantee business (Continued)

The guarantees issued and outstanding are analyzed by type as follows:

		31 December 2022	31 December 2021
		2022年 12月31日	2021年 12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Traditional financing guarantees	傳統融資擔保	2,685,528	4,152,428
Bond guarantees	債券擔保	10,824,200	11,959,000
Financing guarantees	融資擔保	13,509,728	16,111,428
Subtotal	小計	13,509,728	16,111,428
Performance guarantees	履約擔保	20,634,474	16,340,651
Maximum amount guarantee	擔保餘額	34,144,202	32,452,079
Less: Customer pledged deposits	減：存入保證金	(35,408)	(42,401)
Net guarantee exposure	淨擔保風險	34,108,794	32,409,678

As at 31 December 2022, it is estimated that an increase in probability of default by 5%, with all other variables held constant, would have increased the Group's provisions for guarantee losses by approximately RMB6.5 million (2021: RMB16.1 million).

34 財務風險管理及金融工具的公允價值 (續)

(a) 信用風險 (續)

擔保業務產生的信用風險 (續)

在保餘額按其種類分析如下：

		31 December 2022	31 December 2021
		2022年 12月31日	2021年 12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Traditional financing guarantees	傳統融資擔保	2,685,528	4,152,428
Bond guarantees	債券擔保	10,824,200	11,959,000
Financing guarantees	融資擔保	13,509,728	16,111,428
Subtotal	小計	13,509,728	16,111,428
Performance guarantees	履約擔保	20,634,474	16,340,651
Maximum amount guarantee	擔保餘額	34,144,202	32,452,079
Less: Customer pledged deposits	減：存入保證金	(35,408)	(42,401)
Net guarantee exposure	淨擔保風險	34,108,794	32,409,678

本公司預測在假設其他因素不變的情況下，如各類擔保業務違約概率均增加5%，將引起2022年12月31日的擔保合同準備金增加約人民幣6.5百萬元（2021年12月31日：16.1百萬元）。

Notes to the Consolidated Financial Statements

財務報表附註

34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

(a) Credit risk (Continued)

Credit risk arising from financial assets measured at amortized cost

The Group adopts the same pre-approval, review and credit approval risk management system for credit risk arising from financial assets measured at amortized cost. During the post-transaction monitoring process, the Group conducts a visit of customers within one month after disbursement of loans and receivables, and conducts on-site inspection on a semi-annual basis. The review focuses on the use of loans and receivables, the financial and operational conditions of the borrowers or the progress of projects and status of the collateral.

The Group classifies financial assets measured at amortized cost into three stages and makes provisions for expected credit losses accordingly, depending on whether credit risk on that financial instrument has increased significantly since initial recognition.

The three stages are defined as follows:

Stage 1: A financial asset of which the credit risk has not significantly increase since initial recognition. The amount equal to 12-month expected credit losses is recognized as loss allowance.

Stage 2: A financial asset with a significant increase in credit risk since initial recognition but is not considered to be credit-impaired. The amount equal to lifetime expected credit losses is recognized as loss allowance.

34 財務風險管理及金融工具的公允價值 (續)

(a) 信用風險 (續)

以攤餘成本計量的金融資產的信用風險

本集團就以攤餘成本計量的金融資產的信用風險採取相同的盡職調查、審查及信用審批。貸後回訪，本集團於發放貸款後一個月內回訪客戶，並每半年一次進行實地檢查。審查主要集中於貸款用途、借款人的財務及經營狀況、項目進度及抵押品的狀況。

本集團將以攤餘成本計量的金融資產劃分為三個階段，並據此計提預期信用損失，預期信用損失取決於該金融工具的信用風險自初始確認後是否出現大幅提高。

三階段定義如下：

階段一：自初始確認後信用風險未顯著增加的金融資產，將未來12個月預期信用損失確認為減值準備。

階段二：自初始確認以來信用風險顯著增加，但未被視為出現信用減值的金融資產，將未來全部預期信用損失確認為減值準備。

Notes to the Consolidated Financial Statements

財務報表附註

34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

(a) Credit risk (Continued)

Credit risk arising from financial assets measured at amortized cost (Continued)

Stage 3: A financial asset is considered to be credit-impaired as at statement of financial position date. The amount equal to lifetime expected credit losses is recognized as loss allowance. Refer to Note 1(k)(ii) for the definition of credit-impaired financial assets.

Significant increase in credit risk

The assessment of significant increase since initial recognition in the credit risk is performed at least on a quarterly basis for financial assets held by the Group. The Group takes into consideration all reasonable and supportable information (including forward-looking information) that reflects significantly change in credit risk for the purposes of classifying financial assets. The main considerations are regulatory and operating environment, internal and external credit risk gradings, debt-servicing capacity, operating capabilities, contractual terms, and repayment records. The Group compares the risk of default of a single financial asset or a portfolio of financial assets with similar credit risk characteristics as at statement of financial position date and its risk of default at the date of initial application to determine changes in the risk of default during the lifetime of a financial asset or a portfolio of financial assets. In determining whether credit risk of a financial asset has increased significantly since initial recognition, the Group considers factors indicating whether the probability of default has risen sharply, whether the financial asset has been past due for more than 30 days (except micro-lending business, which is 7 days), whether the market price has been falling to assess deterioration.

34 財務風險管理及金融工具的公允價值 (續)

(a) 信用風險 (續)

以攤餘成本計量的金融資產的信用風險 (續)

階段三：一項金融資產在財務報告日被視為信用減值，其減值金額等於存在期間全部預期信用損失金額。有關信用減值金融資產的定義，請參閱附註1(k)(ii)。

信用風險顯著增加

自信用風險初步確認後，至少每季度對本集團持有的金融資產進行信用風險是否顯著增加的評估。本集團考慮所有合理以及可支援性的資料（包括前瞻性資料），以反映信用風險的重大變動，並據此分類金融資產。主要考慮因素包括監管和運營環境，內部和外部信用風險評級，償債能力，運營能力，合同條款和還款記錄。在一項金融資產或金融資產組合的存續期內，本集團將該項金融資產或遇有類似信用風險特徵的金融資產組合的違約風險與財務報告日及初始確認日的違約風險進行比較，以確定違約風險的變化。在確定金融資產的信用風險自初始確認後是否顯著增加時，本集團考慮的因素包括違約概率是否大幅上升，金融資產是否逾期30天以上（小額貸款業務為7天），市場價格是否下降到評估惡化的程度。

Notes to the Consolidated Financial Statements

財務報表附註

34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

(a) Credit risk (Continued)

Impairment assessment

Generally, a financial asset is considered to be credit-impaired if:

- It has been overdue for more than 90 days;
- In light of economic, legal or other factors, the Group has made concessions to a customer in financial difficulties, which would otherwise have been impossible under normal circumstances;
- The customer is probable to be insolvent or carry out other financial restructurings;
- Due to serious financial difficulties, the financial asset cannot continue to be traded in an active market;
- There are other objective evidences that the financial asset is impaired.

Description of parameters, assumptions, and estimation techniques

Expected for the credit-impaired financial assets, expected credit losses (“ECL”) is measured at an amount equal to 12-month ECL or lifetime ECL depending on whether a significant increase in credit risk has occurred since initial recognition or whether an asset is considered to be credit-impaired. ECL is the product of the Probability of Default (“PD”), Loss Given Default (“LGD”), and Exposure at Default (“EAD”), considering the time value of money. Related definitions are as follows:

PD is the possibility that a customer will default on its obligation within a certain period of time in light of forward-looking information.

34 財務風險管理及金融工具的公允價值 (續)

(a) 信用風險 (續)

減值估計

通常，一項金融資產被視為信用減值，如果：

- 逾期超過90天；
- 受經濟、法律或其他因素影響，集團對有財務困難的客戶作出讓步，倘若不作出讓步，客戶將無法正常經營；
- 客戶可能破產或進行其他財務重組；
- 由於嚴重的財務困難，金融資產不能繼續在活躍市場中交易；
- 有其他證據證明金融資產已經發生減值。

參數、假設和估計技術的描述

對於預計信用減值的金融資產，預期信用損失(ECL)的金額等於12個月的ECL或存續期的ECL，具體要取決於自初始確認後信用風險是否發生顯著提高或資產是否被認為是信用減損。考慮到貨幣的時間價值，ECL是違約概率(「PD」)，違約損失概率(「LGD」)和違約風險敞口(「EAD」)的乘積。相關定義如下：

PD是指客戶在一定時間內根據前瞻性資訊違約的可能性。

Notes to the Consolidated Financial Statements

財務報表附註

34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

(a) Credit risk (Continued)

Description of parameters, assumptions, and estimation techniques (Continued)

LGD is the magnitude of the likely loss if there is a default in light of forward-looking information.

EAD refers to the total amount of on- and off-balance sheet exposures in the event of default and is determined based on the historical repayment records.

The assumptions underlying the ECL calculation, such as how the PDs and LGDs of different maturity profiles change are monitored and reviewed on a quarterly basis by the Group.

There have been no significant changes in estimation techniques or significant assumptions made during the year.

The impairment loss on credit-impaired assets applied cash flow discount method, if there is objective evidence that an impairment loss has incurred, the amount of the loss is measured as the difference between the asset's gross carrying amount and the present value of estimated future cash flows discounted at the asset's original effective interest rate. The allowance for impairment loss is deducted in the carrying amount. The impairment loss is recognized in the statement of profit or loss. In determining allowances on an individual basis, the following factors are considered:

- The sustainability of the customer's business plan;
- The customer's ability to improve performance once a financial difficulty has arisen;

34 財務風險管理及金融工具的公允價值 (續)

(a) 信用風險 (續)

參數、假設和估計技術的描述 (續)

LGD是指在前瞻性資訊出現違約時，可能出現損失的幅度。

EAD是指違約時資產負債表內和表外風險敞口的總額，其根據歷史還款記錄決定。

ECL計算的基本假設，例如不同期限下PD和LGD如何變化，均由本集團按季度進行監控和審核。

本年估計技術和重大假設沒有顯著變化。

信用減值的資產減值損失採用現金流量折現法，如果有客觀證據表明已發生減值損失，則按照資產總賬面價值與預計未來現金流量現值之間的差額計量。未來現金流量按照實際利率貼現。減值損失在賬面金額中扣除，減值虧損與損益表確認。在確認個別減值時，要考慮如下因素：

- 客戶經營計劃的可持續性；
- 一旦出現財務困難，客戶能夠提高經營績效；

Notes to the Consolidated Financial Statements

財務報表附註

34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

(a) Credit risk (Continued)

Description of parameters, assumptions, and estimation techniques (Continued)

- The estimated recoverable cash flows from projects and liquidation;
- The availability of other financial support and the realisable value of collateral; and
- The timing of the expected cash flows.

It may not be possible to identify a single, or discrete events that result in the impairment, but it may be possible to identify impairment through the combined effect of several events. The impairment losses are evaluated at the end of each reporting period, unless unforeseen circumstances require more careful attention.

Forward-looking information contained in ECL

The calculation of ECL incorporates forward-looking information. The Group has performed historical analysis and identified the key economic variables, including GDP, CPI, PMI, M2, Industrial Added Value and Real Estate Climate Index, impacting ECL for each portfolio. The impact of these economic variables on the PD and LGD has been determined by performing statistical regression analysis to understand the correlations among the historical changes of the economic variables, PD and LGD. Forecasts of these economic variables are provided by the Group at least once per year and provide the best estimate view of the economy over the next year.

34 財務風險管理及金融工具的公允價值 (續)

(a) 信用風險 (續)

參數，假設和估計技術的描述 (續)

- 來自經營項目和清算的可預測可收回現金流量；
- 其他財務支持的可獲得性和抵押物的可變現價值；以及
- 預期現金流的時間安排。

可能無法識別導致損失的單個或離散事件，但可能通過若干事件的綜合影響來識別損失。除非不可預見的情況需要更謹慎的關注，減值損失在每個報告期末評估。

ECL中包涵的前瞻性信息

ECL計算包涵前瞻性信息。本集團已進行歷史分析，並確定了主要經濟變數，包括GDP，CPI，PMI，M2，工業增加值和房地產氣候指數，影響每個投資組合的ECL。這些經濟變數對PD和LGD的影響已經通過進行統計回歸分析來確定，以瞭解經濟變數PD和LGD的歷史變化之間的相關性。本集團每年至少提供一次這些經濟變數的預測，並提供明年經濟的最佳估計。

Notes to the Consolidated Financial Statements

財務報表附註

34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

(a) Credit risk (Continued)

Forward-looking information contained in ECL (Continued)

When calculating the weighted average ECL, the optimism, neutral and pessimism scenarios and its weightings determined by a combination of macro-statistical analysis and expert judgment are taken into account by the Group.

Write-off policy

The Group writes off financial assets when it has exhausted practical recovery efforts and has concluded there is no reasonable expectation of recovery.

(b) Interest rate risk

The Group is principally engaged in the provision of credit guarantee, lending, factoring, finance lease and related consulting services to SME enterprises in the PRC. Its interest rate risk arises primarily from deposits with banks, loans and advances to customers and interest-bearing borrowings.

34 財務風險管理及金融工具的公允價值 (續)

(a) 信用風險 (續)

ECL中包涵的前瞻性信息 (續)

在計算加權平均ECL時，本集團會考慮由宏觀統計分析與專家判斷相結合所確定的樂觀、中性及悲觀情景及其權重。

核銷政策

本集團在收回預計可收回的全部金額時核銷金融資產，並合理預期沒有繼續收回的可能性。

(b) 利率風險

本集團主要於中國從事提供信用擔保、小額貸款及提供相關顧問服務。本集團的利率風險主要源自銀行存款、發放貸款及墊款及計息借款。

Notes to the Consolidated Financial Statements

財務報表附註

34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

34 財務風險管理及金融工具的公允價值 (續)

(b) Interest rate risk (Continued)

(b) 利率風險 (續)

(i) Interest rate profile

(i) 利率風險概況

The following tables details the interest rate profile of the Group's assets and liabilities as at the end of the year:

本集團於年末資產及負債的利率風險概況如下：

		31 December 2022 2022年 12月31日 RMB'000 人民幣千元	31 December 2021 2021年 12月31日 RMB'000 人民幣千元
Fixed interest rate	固定利率		
Financial assets	金融資產		
– Cash and cash equivalents	– 貨幣資金	6,000	215,526
– Time and restricted bank deposits	– 期限在3個月以上的定期存款和存出保證金	1,514,086	1,609,552
– Loans and advances to customers	– 發放貸款及墊款	2,055,836	1,225,465
– Receivables for factoring business	– 應收保理款	399,123	1,082,082
– Finance lease receivables	– 應收融資租賃款	48,854	91,665
		4,023,899	4,224,290
Financial liabilities	金融負債		
– Interest-bearing borrowings	– 計息借款	(2,416,789)	(3,115,020)
– Financial assets sold under repurchase agreement	– 賣出回購金融資產	(133,566)	(89,700)
		(2,550,355)	(3,204,720)
Net	淨額	1,473,544	1,019,570

Notes to the Consolidated Financial Statements

財務報表附註

34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

(b) Interest rate risk (Continued)

(i) Interest rate profile (Continued)

		31 December 2022 2022年 12月31日 RMB'000 人民幣千元	31 December 2021 2021年 12月31日 RMB'000 人民幣千元
Variable interest rate	浮動利率		
Financial assets	金融資產		
– Cash and cash equivalents	– 貨幣資金	333,271	579,434
– Time and restricted bank deposits	– 期限在3個月以上的定期存款和存出保證金	63,085	144,026
		396,356	723,460
Financial liabilities	金融負債		
– Interest-bearing borrowings	– 計息借款	-	-
Net	淨額	396,356	723,460
Fixed rate financial liabilities as a percentage of total financial liabilities	固定利率金融負債佔總金融負債的百分比	100.00%	100.00%

34 財務風險管理及金融工具的公允價值 (續)

(b) 利率風險 (續)

(i) 利率風險概況 (續)

	31 December 2022 2022年 12月31日 RMB'000 人民幣千元	31 December 2021 2021年 12月31日 RMB'000 人民幣千元
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Notes to the Consolidated Financial Statements

財務報表附註

34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

(b) Interest rate risk (Continued)

(ii) Sensitivity analysis

At 31 December 2022, it is estimated that a general increase of 50 basis points in interest rates, with all other variables held constant, would have increased the Group's profit before taxation for the next 12 months by approximately RMB2.0 million (2021: RMB3.6 million).

The sensitivity analysis above indicates the exposure to cash flow interest rate risk arising from floating rate non-derivative instruments held by the Group at the end of the reporting period.

(c) Liquidity risk

Management regularly monitors the Group's liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and long term.

34 財務風險管理及金融工具的公允價值 (續)

(b) 利率風險 (續)

(ii) 敏感度分析

於2022年12月31日，在其他變量不變的情況下，假定利率上浮50個基點，將會導致本集團於未來12個月的稅前利潤將上升約人民幣2.0百萬元（於2021年12月31日為人民幣3.6百萬元）。

上述的敏感度分析列出本集團於報告期末持有的浮動利率非衍生工具所產生的現金流利率風險。

(c) 流動性風險

本集團的政策是定期監控短期和長期的流動資金需求，以確保本集團維持足夠的現金儲備以應對短期及長期的流動性需求。

Notes to the Consolidated Financial Statements

財務報表附註

34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

(c) Liquidity risk (Continued)

The following tables provide an analysis of financial assets and liabilities of the Group into relevant maturity groupings based on the remaining periods to repayment at the end of the year:

		At 31 December 2022 2022年12月31日						
		Indefinite 無期限 RMB'000 人民幣千元	Repayable on demand 實時償還 RMB'000 人民幣千元	Within three months 三個月以內 RMB'000 人民幣千元	Between three months and one year 三個月至一年 RMB'000 人民幣千元	Between one year and five years 一年至五年 RMB'000 人民幣千元	More than five years 五年以上 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Financial assets	金融資產							
Cash and cash equivalents	貨幣資金	-	333,354	6,089	-	-	-	339,443
Time and restricted bank deposits	期限在3個月以上的定期存款和存出保證金	-	118,227	506,203	992,255	8,018	3,852	1,628,555
Trade and other receivables	應收及其他應收款項	720,644	478,268	132,646	83,080	9,138	-	1,423,776
Receivables for factoring business	應收保理款	59,400	98,360	125,493	88,165	39,252	-	410,670
Loans and advances to customers	發放貸款及墊款	182,895	153,553	52,621	625,923	1,180,628	-	2,195,620
Financial assets measured at fair value through profit or loss	以公允價值計量且其變動計入當期損益的金融資產	1,814,054	258,941	-	-	-	-	2,072,995
Finance lease receivables	應收融資租賃款	48,104	-	750	-	-	-	48,854
Total	合計	2,825,097	1,440,703	823,802	1,789,423	1,237,036	3,852	8,119,913
Financial liabilities	金融負債							
Customer pledged deposits	存入保證金	-	6,576	8,232	14,187	6,413	-	35,408
Interest-bearing borrowings	計息借款	-	-	147,901	1,151,684	715,286	457,819	2,472,690
Financial assets sold under repurchase agreement	賣出回購金融資產	-	-	-	75,564	58,566	-	134,130
Accruals and other payables	應計及其他應付款項	-	147,086	265,530	-	-	-	412,616
Total	合計	-	153,662	421,663	1,241,435	780,265	457,819	3,054,844
Net	淨值	2,825,097	1,287,041	402,139	547,988	456,771	(453,967)	5,065,069
Guarantee issued	提供的融資擔保							
Maximum amount guarantee	擔保上限金額	-	7,054	12,788,688	14,039,149	5,747,794	1,526,109	34,108,794

34 財務風險管理及金融工具的公允價值 (續)

(c) 流動性風險 (續)

於年末，本集團各金融資產和金融負債根據相關剩餘到期日分析如下：

Notes to the Consolidated Financial Statements

財務報表附註

34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

34 財務風險管理及金融工具的公允價值(續)

(c) Liquidity risk (Continued)

(c) 流動性風險(續)

		At 31 December 2021 於2021年12月31日							
		Indefinite	Repayable on demand	Within three months	Between three months and one year	Between one year and five years	More than five years	Total	
		無期限	實時償還	三個月以內	三個月至一年	一年至五年	五年以上	合計	
		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	
Financial assets	金融資產								
Cash and cash equivalents	貨幣資金	-	584,513	210,526	-	-	-	795,039	
Time and restricted bank deposits	期限在3個月以上的定期存款和存出保證金	-	139,434	43,323	410,819	1,230,354	1,693	1,825,623	
Trade and other receivables	應收及其他應收款項	724,215	546,466	678,825	6,807	23,070	-	1,979,383	
Receivables for factoring business	應收保理款	212,504	14,902	224,719	607,446	52,571	-	1,112,142	
Loans and advances to customers	發放貸款及墊款	642,050	112,884	96,907	370,712	88,838	151	1,311,542	
Financial assets measured at fair value through profit or loss	以公允價值計量且其變動計入當期損益的金融資產	1,508,427	311,783	-	-	-	-	1,820,210	
Finance lease receivables	應收融資租賃款	86,260	-	865	2,596	1,944	-	91,665	
Total	合計	3,173,456	1,709,982	1,255,165	1,398,380	1,396,777	1,844	8,935,604	
Financial liabilities	金融負債								
Customer pledged deposits	存入保證金	-	7,896	5,421	21,985	4,484	2,615	42,401	
Interest-bearing borrowings	計息借款	-	-	366,018	1,735,719	533,706	542,462	3,177,905	
Financial assets sold under repurchase agreement	賣出回購金融資產	-	-	60,564	29,700	-	-	90,264	
Accruals and other payables	應計及其他應付款項	-	132,944	133,255	-	-	-	266,199	
Total	合計	-	140,840	565,258	1,787,404	538,190	545,077	3,576,769	
Net	淨值	3,173,456	1,569,142	689,907	(389,024)	858,587	(543,233)	5,358,835	
Guarantee issued	提供的融資擔保								
Maximum amount guaranteed*	擔保上限金額	-	17,276	8,643,584	10,081,221	13,155,684	511,913	32,409,678	

* The maximum amount guaranteed represents the total amount of liability less the amount of customer pledged deposits should all customers default. Since a significant portion of guarantee is expected to expire without being called upon, the maximum liabilities do not represent expected future cash outflows.

* 倘所有客戶違約，擔保上限金額等於對外擔保金額減去存入保證金。由於絕大部份的擔保預期不會被要求履行償還義務，故負債的上限金額並不表示預期未來現金流出量。

Notes to the Consolidated Financial Statements

財務報表附註

34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

34 財務風險管理及金融工具的公允價值 (續)

(c) Liquidity risk (Continued)

(c) 流動性風險 (續)

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group and the Company can be required to pay:

本集團及本公司於報告期末的非衍生金融負債按未折現的合同現金流量(包括按合同利率計算的利息,如果是浮動利率則按報告期末的現行利率計算的利息)的剩餘合約期限,以及被要求支付的最早日期如下:

		Indefinite	Repayable on demand	Within three months	Between three months and one year	Between one year and five years	More than five years	Total	Carrying amount at 31 December 12月31日
		無期限 RMB'000 人民幣千元	實時償還 RMB'000 人民幣千元	三個月以內 RMB'000 人民幣千元	三個月至一年 RMB'000 人民幣千元	一年至五年 RMB'000 人民幣千元	五年以上 RMB'000 人民幣千元	合計 RMB'000 人民幣千元	賬面價值 RMB'000 人民幣千元
Customer pledged deposits	存入保證金	-	6,576	8,232	14,187	6,413	-	35,408	35,408
Interest-bearing borrowings	計息借款	-	-	152,042	1,164,106	782,455	559,351	2,657,954	2,472,690
Financial assets sold under repurchase agreement	賣出回購金融資產	-	-	-	77,120	60,108	-	137,228	134,130
Accruals and other payables	應計及其他應付款項	-	147,086	265,530	-	-	-	412,616	412,616
Total	合計	-	153,662	425,804	1,255,413	848,976	559,351	3,243,206	3,054,844

		Indefinite	Repayable on demand	Within three months	Between three months and one year	Between one year and five years	More than five years	Total	Carrying amount at 31 December 12月31日
		無期限 RMB'000 人民幣千元	實時償還 RMB'000 人民幣千元	三個月以內 RMB'000 人民幣千元	三個月至一年 RMB'000 人民幣千元	一年至五年 RMB'000 人民幣千元	五年以上 RMB'000 人民幣千元	合計 RMB'000 人民幣千元	賬面價值 RMB'000 人民幣千元
Customer pledged deposits	存入保證金	-	7,896	5,421	21,985	4,484	2,615	42,401	42,401
Interest-bearing borrowings	計息借款	-	-	402,633	1,795,740	614,330	667,987	3,480,690	3,177,905
Financial assets sold under repurchase agreement	賣出回購金融資產	-	-	62,117	32,549	-	-	94,666	90,264
Accruals and other payables	應計及其他應付款項	-	132,944	133,255	-	-	-	266,199	266,199
Total	合計	-	140,840	603,426	1,850,274	618,814	670,602	3,883,956	3,576,769

Notes to the Consolidated Financial Statements

財務報表附註

34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

(d) Fair values measurement

(i) Financial assets and liabilities measured at fair value

Fair value hierarchy

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, categorized 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

34 財務風險管理及金融工具的公允價值(續)

(d) 公允價值計量

(i) 按公允價值計量的金融資產及負債

公允價值層級

下表載列本集團按經常性基準於報告期末計量並根據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分類的金融工具公允價值。公允價值計量的三個層級分類乃參考估值方法所用的輸入數據的可觀察程度及重要性釐定如下：

- 第1層級估值：只採用第1層級輸入數據(即同一資產或負債於計量日期在活躍市場取得的未經調整報價)計量的公允價值
- 第2層級估值：採用第2層級輸入數據(即未能達到第1層級的可觀察輸入數據)及不採用重大不可觀察輸入數據計量的公允價值。不可觀察輸入數據為無市場數據之輸入數據
- 第3層級估值：使用重大不可觀察輸入數據計量的公允價值

Notes to the Consolidated Financial Statements

財務報表附註

34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

(d) Fair values measurement (Continued)

(i) Financial assets and liabilities measured at fair value (Continued)

Fair value hierarchy (Continued)

The Group has a team headed by the finance manager performing valuations for the financial instruments, including the unlisted debt instrument, listed and unlisted equity instrument, and non-performing asset packages. The team reports directly to the chief financial officer and the audit committee. A valuation report with analysis of changes in fair value measurement is prepared by the team at each interim and annual reporting date, and is reviewed and approved by the chief financial officer. Discussion of the valuation process and results with the chief financial officer and the audit committee is held twice a year, to coincide with the reporting dates.

34 財務風險管理及金融工具的公允價值 (續)

(d) 公允價值計量 (續)

(i) 按公允價值計量的金融資產及負債 (續)

公允價值層級 (續)

本集團擁有一隻由財務經理領導之團隊，負責就金融工具（包括非上市債務工具、上市及非上市的股本證券和不良資產包）進行估值。該團隊直接向財務總監及審計委員會報告。載有公允價值計量變動分析之估值報告乃由團隊於各中期及年度報告日期編製，並由財務總監審閱及批准。團隊就估值過程及結果每年與財務總監及審計委員會進行兩次討論，以與報告日期保持一致。

Fair value measurements as at 31 December 2022 categorised into 2022年12月31日公允價值分類

	Fair value at 31 December 2022 2022年12月31日 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
Recurring fair value measurements	經常性公允價值計量			
Financial assets:	金融資產			
Debt instrument	債務工具			
– Unlisted	– 非上市	783,666	–	783,666
Equity instrument	權益工具			
– Listed	– 上市	29,934	29,934	–
– Unlisted	– 非上市	190,765	–	190,765
Non-performing asset packages measurement financial assets:	不良資產包	1,068,630	–	1,068,630
Total	合計	2,072,995	29,934	2,043,061

Notes to the Consolidated Financial Statements

財務報表附註

34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

(d) Fair values measurement (Continued)

(i) Financial assets and liabilities measured at fair value (Continued)

Fair value hierarchy (Continued)

		Fair value at 31 December 2021 2021年 12月31日 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
Recurring fair value measurements	經常性公允價值計量				
Financial assets:	金融資產:				
Debt instrument	債務工具				
- Unlisted	- 非上市	944,468	-	-	944,468
Equity instrument	權益工具				
- Listed	- 上市	55,814	55,814	-	-
- Unlisted	- 非上市	295,050	-	-	295,050
Non-performing asset packages measurement financial assets:	不良資產包:	524,878	-	-	524,878
Total	合計	1,820,210	55,814	-	1,764,396

34 財務風險管理及金融工具的公允價值 (續)

(d) 公允價值計量 (續)

(i) 按公允價值計量的金融資產及負債 (續)

公允價值層級 (續)

Fair value measurements as at 31 December 2021 categorised into 2021年12月31日公允價值分類

Notes to the Consolidated Financial Statements

財務報表附註

34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

(d) Fair values measurement (Continued)

(i) Financial assets and liabilities measured at fair value (Continued)

Fair value hierarchy (Continued)

Information about Level 3 fair value measurements is as below:

Financial assets at fair value through profit or loss	以公允價值計量且其變動計入當期損益的金融資產
Equity instrument:	權益工具：
– Unlisted	– 非上市
Debt instrument:	債務工具：
– Unlisted	– 非上市
Non-performing asset packages	不良資產包

34 財務風險管理及金融工具的公允價值 (續)

(d) 公允價值計量 (續)

(i) 按公允價值計量的金融資產及負債 (續)

公允價值層級 (續)

第3層級公允價值計量資料如下：

Valuation Techniques	Significant unobservable inputs
估值技術	重大不可觀察輸入數據
Market comparable companies	Discount for lack of marketability
市場可比公司	流動性折價
Discounted cash flow	Risk-adjusted discount rate
現金流折現	風險調整貼現率
Discounted cash flow	Risk-adjusted discount rate
現金流折現	風險調整貼現率

Notes to the Consolidated Financial Statements

財務報表附註

34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

(d) Fair values measurement (Continued)

(i) Financial assets and liabilities measured at fair value (Continued)

Fair value hierarchy (Continued)

The fair value of unlisted equity instruments is determined using the price/earning ratios of comparable listed companies adjusted for lack of marketability discount. The fair value measurement is negatively correlated to the discount for lack of marketability. As at 31 December 2022, it is estimated that with all other variables held constant, a decrease/increase in discount for lack of marketability by 5% would have increased/decreased the Group's profit by RMB2.7 million (2021: RMB4.1 million).

The fair value of debt instruments and non-performing asset packages is determined using discounted cash flow model and the significant unobservable input used in the fair value measurement is risk-adjusted discount rate. The fair value measurement is negatively correlated to the risk-adjusted discount rate. As at 31 December 2022, it is estimated that with all other variables held constant, an increase/decrease in the risk-adjusted discount rate by 5% would have decreased/increased the Group's profit by RMB3.6 million (2021: RMB3.8 million).

34 財務風險管理及金融工具的公允價值 (續)

(d) 公允價值計量 (續)

(i) 按公允價值計量的金融資產及負債 (續)

公允價值層級 (續)

非上市權益工具的公允價值由可比上市公司經過流動性折價調整後的市盈率確定。由於缺乏市場流動性，公允價值計量與折扣呈負相關。於2022年12月31日，估計在其他變量不變的情況下，因缺乏市場流動性導致的折扣減少／增加5%將使本集團的利潤增加／減少人民幣2.7百萬元（2021年：人民幣4.1百萬元）。

債務工具和不良資產包的公允價值採用現金流折現模型確定，公允價值計量中使用的重大不可觀察輸入數據為風險調整貼現率，公允價值計量與風險調整貼現率呈負相關。截至2022年12月31日，估計在其他變量保持不變的情況下，風險調整貼現率增加／減少5%將使本集團的利潤減少／增加人民幣3.6百萬元（2021年：人民幣3.8百萬元）。

Notes to the Consolidated Financial Statements

財務報表附註

34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

(d) Fair values measurement (Continued)

(i) Financial assets and liabilities measured at fair value (Continued)

Fair value hierarchy (Continued)

The movement during the year in the balance of Level 3 fair value measurements is as follows:

		31 December 2022	31 December 2021
		2022年	2021年
		12月31日	12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
At 1 January	於1月1日	1,764,396	2,081,211
Payment for purchases	購買	983,858	405,088
Net unrealised gains or losses recognized in profit or loss during the year	本年於損益確認的未實現利得或損失	(54,069)	25,404
Proceeds from sales	贖回	(651,124)	(747,307)
At 31 December	於12月31日	2,043,061	1,764,396

During the years ended 31 December 2022 and 2021, there were no transfers into or out of Level 3.

34 財務風險管理及金融工具的公允價值 (續)

(d) 公允價值計量 (續)

(i) 按公允價值計量的金融資產及負債 (續)

公允價值層級 (續)

第3層級公允價值計量結餘於期內變動如下：

	31 December 2022	31 December 2021
	2022年	2021年
	12月31日	12月31日
	RMB'000	RMB'000
	人民幣千元	人民幣千元

At 1 January	於1月1日	1,764,396	2,081,211
Payment for purchases	購買	983,858	405,088
Net unrealised gains or losses recognized in profit or loss during the year	本年於損益確認的未實現利得或損失	(54,069)	25,404
Proceeds from sales	贖回	(651,124)	(747,307)
At 31 December	於12月31日	2,043,061	1,764,396

於截至2022年12月31日及2021年12月31日止年度，無第三層級轉入或轉出的情況。

Notes to the Consolidated Financial Statements

財務報表附註

34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENT (CONTINUED)

(d) Fair values measurement (Continued)

(ii) Valuation of financial instruments with significant unobservable inputs

Financial instruments valued with significant unobservable inputs are primarily the unlisted debt instrument, unlisted equity instrument, and non-performing asset packages, which are classified under fair value hierarchy at level 3 financial instruments. These financial instruments are valued based on a combination of market data, internal valuation models and valuation report, if any, issued by an independent licensed valuer. The models incorporate various non-observable assumptions such as discount rate reflecting specific risks relating to the financial instruments and average volatilities for the related business, etc.

(iii) Fair values of financial assets and liabilities carried at other than fair value

The carrying amounts of the Group's financial instruments carried at cost or amortized cost are not materially different from their fair values as at 31 December 2022 and 2021.

34 財務風險管理及金融工具的公允價值(續)

(d) 公允價值計量(續)

(ii) 對重大不可觀察輸入值的金融資產的估計

以重大不可觀察輸入值估值的金融資產主要為被認定為歸入第三層級的非上市權益工具及以公允價值計量且其變動計入當期損益的金融資產。這些金融工具的估值以市場數據、內在估值模型和以獨立有資質的估值師出具的估值報告(如有)為基礎。模型考慮了各種不可觀察假設,如反映有關金融工具的特定風險和相關業務的平均波動率的貼現率等。

(iii) 按公允價值以外列賬之金融資產及負債之公允價值

於2022年12月31日及2021年12月31日,本集團按成本或攤銷成本列賬之金融工具之賬面值與其公允價值並無重大差異。

Notes to the Consolidated Financial Statements

財務報表附註

35 MATERIAL RELATED PARTY TRANSACTIONS

35 重大關聯方交易

(a) Transactions with key management personnel remuneration

(a) 關鍵管理人員薪酬

		31 December 2022 2022年 12月31日 RMB'000 人民幣千元	31 December 2021 2021年 12月31日 <i>RMB'000</i> 人民幣千元
Key management personnel remuneration (Note (i))	關鍵管理人員薪酬(附註(i))	14,588	19,276

Notes:

- (i) Remuneration for key management personnel of the Group includes amounts paid to the Company's directors as disclosed in Note 7 and the highest paid employees as disclosed in Note 8.
- (ii) All the balances with key management personnel are included in 'staff costs' (see Note 5(a)).

附註:

- (i) 本集團的關鍵管理人員薪酬包括於附註7披露的支付予本公司董事的金額及於附註8披露的最高薪酬人士。
- (ii) 所有關鍵管理人員薪酬的結餘於本節相關附註中披露(見附註5(a))。

Notes to the Consolidated Financial Statements

財務報表附註

35 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

35 重大關聯方交易 (續)

(b) Transactions with related parties other than key management personnel

(b) 與除關鍵管理人員以外的關聯方之間的交易

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Guarantee and consulting fee income	擔保及諮詢費收入	21	-
Interest and handling fee income	利息及手續費收入	83,603	109,564
Interest and handling fee expense	利息及手續費支出	(36,029)	(39,249)
Acquisition of debt instrument	購買債權	28,206	46,960
Additions of loans and advances to customers	新增貸款和墊款	12,000	-
Additions of interest-bearing borrowings	新增計息借款	420,000	300,000
Decrease of interest-bearing borrowings	償還計息借款	(300,000)	(338,000)
Decrease of financial assets sold under repurchase agreement	償還賣出回購金融資產	-	(131,700)
Repayment of loans and advances to customers	收回貸款及墊款	-	(11,237)
Providing guarantee	對外擔保	59,132	-
Releasing guarantee	對外解除擔保	(203,670)	(464,430)
Other revenue	其他收入	1,026	-

Notes to the Consolidated Financial Statements

財務報表附註

35 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

35 重大關聯方交易 (續)

(c) Balances with related parties other than key management personnel

(c) 與除關鍵管理人員以外的關聯方之間的交易於資產負債日的餘額

		31 December 2022	31 December 2021
		2022年 12月31日	2021年 12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Assets	資產		
Cash and cash equivalents (Note 12(a))	貨幣資金 (附註12(a))	71,166	82,588
Time and restricted bank deposits	期限在3個月以上的定期存款 和存出擔保保證金	-	14,275
Trade and other receivables	應收及其他應收款項	15,940	48,763
Loans and advances to customers	發放貸款及墊款	102,350	90,350
Liabilities	負債		
Interest-bearing borrowings	計息借款	590,000	470,000
Accruals and other payables	應計及其他應付款項	36,572	26,094
Customer pledged deposits	存入保證金	-	5,700
Off balance sheet	表外業務		
Outstanding guarantee	對外擔保	109,902	254,440

Notes to the Consolidated Financial Statements

財務報表附註

36 COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION 36 母公司財務狀況表

		31 December 2022 2022年 12月31日 RMB'000 人民幣千元	31 December 2021 2021年 12月31日 RMB'000 人民幣千元
Assets	資產		
Cash and cash equivalents	貨幣資金	2,213	1,804
Trade and other receivables	應收及其他應收款項	2,369,716	1,638,026
Interest in associate	長期股權投資－聯營企業	1,341,463	1,246,477
Investments in subsidiaries	長期股權投資－附屬公司	8,208,169	8,095,584
Property, plant and equipment	物業、廠房及設備	1,183	1,816
Intangible assets	無形資產	1,387	1,562
Total assets	總資產	11,924,131	10,985,269
Liabilities	負債		
Interest-bearing borrowings	計息借款	320,000	-
Accruals and other payables	應計及其他應付款項	4,493,074	4,122,846
Total liabilities	總負債	4,813,074	4,122,846
NET ASSETS	資產淨值	7,111,057	6,862,423
CAPITAL AND RESERVES	資本及儲備		
Share capital	股本	4,600,000	4,600,000
Reserves	儲備	2,511,057	2,262,423
TOTAL EQUITY	權益合計	7,111,057	6,862,423

Approved and authorized for issue by the board of directors on 30 March 2023.

經董事會批准及授權於2023年3月30日刊發。

Name: Zhang Jun
Position: Chairman of the Board
張軍
董事會主席

Name: Ren Weidong
Position: Chief Financial Officer
任為棟
首席財務官

(Company stamp)
公司印章

Notes to the Consolidated Financial Statements

財務報表附註

37 ACCOUNTING JUDGEMENTS AND ESTIMATES

Note 34 contains information about the assumptions and their risk factors relating to fair value of financial instruments. Other key sources of estimation uncertainty are as follows:

(a) Impairment of financial assets measured at amortised cost

The Group reviews portfolios of financial assets measured at amortized cost to assess whether any impairment losses exist and the amount of impairment losses if there is any indication of impairment. Objective evidence for impairment includes observable data indicating that there is a measurable decrease in the estimated future cash flows for financial assets measured at amortized cost. It also includes observable data indicating adverse changes in the repayment status of the debtors, or change in national or local economic conditions that causes the default in payment.

The impairment loss for financial assets measured at amortized cost using the expected credit loss model is subjected to a number of key parameters and assumptions, including the identification of loss stages, estimates of probability of default, loss given default, exposures at default and discount rate, adjustments for forward-looking information and other adjustment factors. The expected credit losses for financial assets measured at amortized cost are derived from estimates whereby management takes into consideration historical data, the historical loss experience and other adjustment factors. Historical loss experience is adjusted on the basis of the relevant observable data that reflect current economic conditions and the judgment based on management's historical experience. Management reviews the selection of those parameters and the application of the assumptions regularly to reduce any difference between loss estimates and actual loss.

37 會計判斷與會計估計

附註34包含了有關金融工具的公允價值的假設及其風險因素。其他不確定估計的主要來源如下：

(a) 以攤餘成本計量的金融資產減值

本集團定期覆核以攤餘成本計量的金融資產，以評估是否出現任何資產減值損失，以及若出現任何減值跡象，則評估有關資產減值損失金額。減值客觀證據包括可觀察資料顯示以攤餘成本計量的金融資產的預計未來現金流出現可衡量的減幅。此外，亦包括可觀察資料顯示債務人的還款狀況出現不利變動、或國家或地方經濟狀況出現變動而導致拖欠還款。

以攤餘成本計量的金融資產在使用預期信用損失模型評估資產減值損失時，受若干關鍵參數和假設的影響，包括損失階段的確定，違約概率的估計，違約損失率，違約風險敞口，貼現率，調整前瞻性資訊和其他調整因素。在評估以攤餘成本計量的金融資產的預期信用損失時，要考慮管理層對於歷史數據，歷史損失經驗和其他調整因素的估計。歷史損失經驗根據當前經濟狀況的相關可觀察數據和管理層歷史經營的盤坐做出調整。管理層定期考慮這些參數的選擇及假設的應用，以降低損失估計與實際損失之間的差異。

Notes to the Consolidated Financial Statements

財務報表附註

37 ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

(b) Impairment of long-lived assets

If circumstances indicate that the carrying amount of a long-lived asset may not be recoverable, the asset may be considered “impaired”, and an impairment loss may be recognized in accordance with accounting policy for impairment of long-lived assets as described in Note 1(n)(ii). The carrying amounts of long-lived assets are reviewed periodically in order to assess whether the recoverable amounts have declined below the carrying amounts. When such a decline has occurred, the carrying amount is reduced to recoverable amount. The recoverable amount is the greater of the fair value less costs to sell and the value in use. In determining the value in use, expected future cash flows generated by the asset are discounted to their present value, which requires significant judgment relating to the level of revenue and amount of operating costs. The Group uses all readily available information in determining an amount that is a reasonable approximation of the recoverable amount, including estimates based on reasonable and supportable assumptions and projections of the level of revenue and amount of operating costs. Changes in these estimates could have a significant impact on the carrying value of the assets and could result in additional impairment charge or reversal of impairment in future periods.

(c) Depreciation and amortisation

Property, plant and equipment and intangible assets are depreciated and amortized using the straight-line method over their useful lives after taking into account estimated residual value. The useful lives and residual value are regularly reviewed to determine the depreciation and amortization costs charged in each reporting period. The useful lives are determined based on historical experience of similar assets and the estimated technical changes. If there is an indication that there has been a change in the factors used to determine the depreciation, the rate of depreciation is revised.

37 會計判斷與會計估計(續)

(b) 長期資產減值

倘若有跡象顯示長期資產的賬面值不能收回，則該資產可能視為「減值」，並根據附註1(n)(ii)所載有關長期資產減值的會計政策確認資產減值損失。長期資產的賬面值會定期覆核，以評估可收回金額是否低於賬面值。倘可收回金額低於賬面值，則賬面值會減至可收回金額。可收回金額為公允價值減處置費用與資產預計未來現金流量的現值的較高者。在釐定資產預計未來現金流量的現值時，資產產生的預計未來現金流量貼現至現值，並需就收益水準及營運成本作出重要判斷。本集團利用所有現時可用的資料，包括基於合理及已證實的假設作出的估計與對收益級別及營運成本的估計，以釐定可收回金額的合理數額。該等估計的變化將對資產賬面值有重大影響，並導致未來期間減值支出或減值撥回增加。

(c) 折舊與攤銷

本集團在考慮物業、廠房及設備及無形資產的估計殘值後，在預計可使用年期按直線法計提折舊和攤銷。本公司定期審閱預計可使用年期及殘值，以決定將計入每個報告期的折舊和攤銷成本。預計可使用年期是本公司根據對同類資產的過往經驗及估計的技術改變而確定。倘有證據表明用以厘定折舊的因素發生變化，則對折舊比率進行調整。

Notes to the Consolidated Financial Statements

財務報表附註

37 ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

(d) Provisions for guarantee losses

The Group makes reasonable estimate on costs required to fulfil the relevant obligation of guarantee contracts when the Group computes the provisions of guarantee losses. Such estimation is made based on the available information as at the balance sheet date and is determined by the Group's practical experience, taking into consideration of industry information and market data.

(e) Tax

Determining income tax provisions involves judgment on the future tax treatment of certain transactions. The Group carefully evaluates the tax implications of transactions and tax provisions are set up accordingly. The tax treatment of such transactions is reconsidered periodically to take into account all changes in tax legislation. Deferred tax assets are recognized for tax losses not yet used and temporary deductible differences. As those deferred tax assets can only be recognized to the extent that it is probable that future taxable profits will be available against which the unused tax credits can be utilized, management's judgment is required to assess the probability of future taxable profits. Management's assessment is constantly reviewed and additional deferred tax assets are recognized if it becomes probable that future taxable profits will allow the deferred tax assets to be recovered.

37 會計判斷與會計估計 (續)

(d) 擔保賠償準備金

本集團於計算擔保賠償準備金時，本集團對履行擔保合同相關責任的成本作出合理估計。有關估計乃根據於結算日的可得資料，並按本集團的實際經驗，並考慮行業資訊及市場資料後厘定。

(e) 稅項

確定所得稅涉及對某些交易未來稅務處理的判斷。本集團慎重評估各項交易的稅務影響，並計提相應的所得稅準備。本集團定期根據更新的稅收法規重新評估這些交易的稅務影響。遞延所得稅資產按可抵扣稅務虧損及可抵扣暫時性差異確認。遞延所得稅資產只會在未來期間很有可能足夠應納稅所得用作抵扣暫時差異時確認，所以需要管理層判斷以評估未來應納稅所得的可能性。管理層持續審閱對遞延所得稅的判斷，如果預計未來很有可能獲得能利用遞延所得稅資產的未來應納稅所得，將確認相應的遞延所得稅資產。

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財務報表附註

38 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2022

Up to the date of issue of these financial statements, the HKICPA has issued a number of new or amended standards, which are not yet effective for the year ended 31 December 2022 and which have not been adopted in these financial statements. These developments include the following which may be relevant to the Group.

38 於截至2022年12月31日止年度已頒布但尚未生效的修訂、新準則及解釋的潛在影響

截至這些財務報表發佈之日，香港會計師公會已發佈了一些新的或修訂的準則，這些準則在截至2022年12月31日的年度尚未生效，也未在這些財務報表中採用。這些發展包括以下可能與本集團有關的方面。

		Effective for accounting periods beginning on or after 於以下日期或以後開始的 會計期間生效
HKFRS 17, <i>Insurance contracts</i>	香港財務報告準則第17號，「保險合同」	1 January 2023 2023年1月1日
Amendments to HKAS 1, <i>Presentation of financial statements: Classification of liabilities as current or non-current</i>	香港會計準則第1號修訂，「財務報表列報：負債分類為流動負債或非流動負債」	1 January 2023 2023年1月1日
Amendments to HKAS 1, <i>Presentation of financial statements</i> and HKFRS Practice Statement 2, <i>Making materiality judgements: Disclosure of accounting policies</i>	香港會計準則第1號修訂，「財務報表的列報和《香港財務報告準則》業務報表2，作出實質性判斷：會計政策的披露」	1 January 2023 2023年1月1日
Amendments to HKAS 8, <i>Accounting policies, changes in accounting estimates and errors: Definition of accounting estimates</i>	香港會計準則第8號修訂，「會計政策、會計估計變更和錯誤：會計估計的定義」	1 January 2023 2023年1月1日
Amendments to HKAS 12, <i>Income taxes: Deferred tax related to assets and liabilities arising from a single transaction</i>	香港會計準則第12號修訂，「所得稅：與單一交易產生的資產和負債相關的遞延所得稅」	1 January 2023 2023年1月1日

Notes to the Consolidated Financial Statements

財務報表附註

39 CONSOLIDATED STRUCTURED ENTITY

The Group has consolidated structured entities which issued trust plans of nil at 31 December 2022 (31 December 2021: RMB114.7 million). The Group acquired all the interests of the subordinated tranches of the trust plans and the Group provided financial guarantee against the investors that required the senior tranches.

The Group has consolidated structured entities which initiated partnerships of RMB1,536.1 million at 31 December 2022 (31 December 2021: RMB1,657.8 million). The Group has the right to variable returns from its involvement and has the ability to affect its returns through its power over the entity and the Group provided financial guarantee against the limited liabilities partners that required the fixed returns.

As at 31 December 2022, the above structured entities consolidated by the Group amounted to RMB1,536.1 million (31 December 2021: RMB1,772.5 million).

The relevant activities of the structured entities are directed by means of contractual arrangement and the entity has been designed so that voting or similar rights are not the dominant factor in deciding who has control. These structured entities are consolidated as the Group is exposed or has the right to variable returns from its involvement with these entities and has the ability to affect its returns through its power over the entity.

40 COMPARATIVE FIGURES

Certain comparative figures have been adjusted to conform to current year's presentation and to provide comparative amounts in respect of items disclosed for the first time in 2022.

39 結構化主體

本集團已合併列示於2022年12月31日發行的人民幣零(2021年12月31日:人民幣114.7百萬元)信託計劃的結構化主體。本集團取得信託計劃次級部分的全部權益,對優先級部分的投資者提供財務擔保。

納入本集團合併財務報表範圍的結構化主體包括設立的合夥企業。截至2022年12月31日已發起的合夥業務規模為人民幣1,536.1百萬元(2021年12月31日:人民幣1,657.8百萬元)。本集團因參與該等主體的營運而有權享有其可變回報,並能夠運用其對該等主體的權利影響上述回報,且本集團向獲取固定回報的有限責任合夥人提供財務擔保。

於2022年12月31日,納入本集團合併財務報表範圍的結構化主體餘額為人民幣1,536.1百萬元(2021年12月31日:人民幣1,772.5百萬元)。

由於該等結構化主體的相關活動是直接按照合同安排進行的,所以表決權不是決定是否控制該等結構化主體的主要因素。本集團因參與該等主體的營運而獲得或有權享有其可變回報,並能夠運用其對該等主體的權利影響上述回報。因此,本集團將該等結構化主體納入合併範圍。

40 比較資料

為符合本年列報及提供2022年首次披露項目可比金額的要求,某些比較資料已調整。



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