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Flying Financial Service Holdings Limited

匯聯金融服務控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8030)

**ANNOUNCEMENT OF INTERIM RESULTS
FOR THE SIX MONTHS ENDED 30 JUNE 2023**

The board of directors (the “**Board**”) of Flying Financial Service Holdings Limited (the “**Company**”) hereby announces the unaudited interim results of the Company and its subsidiaries (collectively, the “**Group**”) for the six months ended 30 June 2023. This announcement, containing the full text of 2023 Interim Report of the Company, complies with the relevant requirements of the Rules Governing the Listing Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) in relation to information to accompany preliminary announcements of annual results.

By the Order of the Board
Flying Financial Service Holdings Limited
Liu Yi
Executive Director

Hong Kong, 14 August 2023

As at the date of this announcement, the executive Director is Ms. Liu Yi; and the independent non-executive Directors are Mr. Kam Hou Yin, John, Ms. Chong Kan Yu and Mr. Luo Sigang.

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

This announcement will remain on the “Latest Company Announcements” page of the GEM website at <http://www.hkexnews.hk> for a minimum period of seven days from the date of its publication and on the Company’s website at www.flyingfinancial.hk.

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

香港聯合交易所有限公司(「聯交所」)GEM之特色

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

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

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This report, for which the directors (the “Directors”) of Flying Financial Service Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purposes of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief: (i) the information contained in this report is accurate and complete in all material respects and not misleading or deceptive; (ii) there are no other matters the omission of which would make any statement herein or this report misleading; and (iii) all opinions expressed in this report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

GEM的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在聯交所上市的公司帶有較高投資風險。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

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

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

本報告的資料乃遵照聯交所GEM證券上市規則(「GEM上市規則」)而刊載，旨在提供有關匯聯金融服務控股有限公司(「本公司」)之資料。本公司的董事(「董事」)願就本報告的資料共同及個別地承擔全部責任。董事在作出一切合理查詢後，確認就彼等所知及所信：(i)本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成份；(ii)本報告並無遺漏任何事項，令致本報告或其所載任何陳述產生誤導；及(iii)本報告內所表達之一切意見均經審慎周詳考慮後始行發表，並以公平合理基準及假設為依據。

Financial Highlights

財務概要

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| <ul style="list-style-type: none">• The Company and its subsidiaries (collectively the "Group") recorded a turnover of approximately RMB25,447,000 for the six months ended 30 June 2023, representing a decrease of approximately 6% as compared to approximately RMB27,063,000 for the corresponding period in 2022.• Profit attributable to owners of the Company for the six months ended 30 June 2023 amounted to approximately RMB14,009,000 (six months ended 30 June 2022: loss amounted to RMB10,479,000).• Basic earnings per share of the Company (the "Share") for the six months ended 30 June 2023 amounted to RMB37.86 cents (six months ended 30 June 2022: basic loss of RMB30.26 cents).• The board of Directors (the "Board") does not declare the payment of interim dividend for the six months ended 30 June 2023 (six months ended 30 June 2022: nil). | <ul style="list-style-type: none">• 本公司及其附屬公司(統稱為「本集團」)截至二零二三年六月三十日止六個月錄得營業額約人民幣25,447,000元，較二零二二年同期的約人民幣27,063,000元減少約6%。• 截至二零二三年六月三十日止六個月，本公司擁有人應佔溢利約為人民幣14,009,000元(截至二零二二年六月三十日止六個月：虧損人民幣10,479,000元)。• 截至二零二三年六月三十日止六個月，本公司每股股份(「股份」)基本盈利為人民幣37.86分(截至二零二二年六月三十日止六個月：基本虧損人民幣30.26分)。• 董事會(「董事會」)並無宣派截至二零二三年六月三十日止六個月的中期股息(截至二零二二年六月三十日止六個月：零)。 |
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Unaudited Interim Results

未經審核中期業績

The Board is pleased to announce the unaudited condensed consolidated results of the Group for the six months ended 30 June 2023 together with the comparative unaudited figures for the corresponding period in 2022 as follows:

董事會謹此宣佈本集團截至二零二三年六月三十日止六個月的未經審核簡明綜合業績，連同二零二二年同期的未經審核比較數字如下：

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

簡明綜合損益及其他全面收益表

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

			Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
			2023 二零二三年 (Unaudited) (未經審核) RMB'000 人民幣千元	2022 二零二二年 (Unaudited) (未經審核) RMB'000 人民幣千元	2023 二零二三年 (Unaudited) (未經審核) RMB'000 人民幣千元	2022 二零二二年 (Unaudited) (未經審核) RMB'000 人民幣千元
		Notes 附註				
Revenue	收益	3	17,487	16,698	25,447	27,063
Other income/(expense), net	其他收入/(開支)淨額	3	7	2	8	4
Employee benefit expenses	僱員福利開支		(2,025)	(1,992)	(3,365)	(3,808)
Other administrative expenses	其他行政開支		(2,276)	(11,615)	(5,608)	(20,582)
Reversal of allowance on financial assets	金融資產虧損撥備撥回	9	2,634	-	2,634	-
Loss on disposal of subsidiaries	出售附屬公司之虧損	10	-	(10,765)	-	(10,765)
Finance costs	財務成本	4	(104)	(9)	(105)	(20)
Profit/(loss) before income tax expense	除所得稅開支前溢利/(虧損)	5	15,723	(7,681)	19,011	(8,108)
Income tax expense	所得稅開支	6	(4,016)	(2,278)	(4,987)	(2,279)
Profit/(loss) for the period	期內溢利/(虧損)		11,707	(9,959)	14,024	(10,387)
Other comprehensive income/(expenses)	其他全面收益/(開支)					
Items that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益的項目：					
— Exchange differences on translating foreign operation	— 換算海外業務的匯兌差額		(61)	10,186	(56)	5,819
— Reclassification adjustment for the cumulative gain included in profit or loss upon disposal of foreign operations	— 出售海外業務時計入損益之累計收益之重新分類調整		-	227	-	227
Total comprehensive income/(expenses) for the period	期內全面收益總額/(開支)		11,646	454	13,968	(4,341)

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income (Continued)

簡明綜合損益及其他全面收益表 (續)

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

		Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
		2023	2022	2023	2022
		二零二三年	二零二二年	二零二三年	二零二二年
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
		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
Notes					
附註					
Profit/(loss) for the period attributable to:	以下各方應佔期內溢利／(虧損)：				
Owners of the Company	本公司擁有人	11,692	(10,006)	14,009	(10,479)
Non-controlling interests	非控股權益	15	47	15	92
		11,707	(9,959)	14,024	(10,387)
Total comprehensive income for the period attributable to:	以下各方應佔期內全面收益總額：				
Owners of the Company	本公司擁有人	11,631	407	13,953	(4,433)
Non-controlling interests	非控股權益	15	47	15	92
		11,646	454	13,968	(4,341)
Earnings/(loss) per share	每股盈利／(虧損)				
— Basic (RMB cents)	— 基本(人民幣分)	31.60	(28.90)	37.86	(30.26)
— Diluted (RMB cents)	— 攤薄(人民幣分)	31.60	(28.90)	37.86	(30.26)

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

As at 30 June 2023 於二零二三年六月三十日

			As at 30 June 2023 於二零二三年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	As at 31 December 2022 於二零二二年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元 (Restated) (經重列)
	Notes 附註			
ASSETS AND LIABILITIES				
Non-current assets		資產及負債 非流動資產		
Property, plant and equipment	12	物業、廠房及設備	5,810	6,496
			5,810	6,496
Current assets		流動資產		
Loans and accounts receivables	9	貸款及應收賬款	58,864	38,451
Deposits paid, prepayments and other receivables		已付按金、預付款項及其他應收款項	11,615	5,846
Cash and cash equivalents		現金及現金等值項目	22,119	4,912
			92,598	49,209

Condensed Consolidated Statement of Financial Position (Continued)

簡明綜合財務狀況表 (續)

As at 30 June 2023 於二零二三年六月三十日

			As at 30 June 2023 於二零二三年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	As at 31 December 2022 於二零二二年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元 (Restated) (經重列)
	Notes 附註			
Current liabilities	流動負債			
Receipts in advance, accruals and other payables	預收款項、應計費用及其他應付款項		22,655	24,222
Contract liabilities	合約負債		407	385
Dividend payable	應付股息		117	112
Loans from directors	來自董事貸款		–	1,536
Current tax liabilities	即期稅項負債		15,142	6,988
Lease liabilities	租賃負債		2,548	1,774
			40,869	35,017
Net current assets	流動資產淨額		51,729	14,192
Total assets less current liabilities	總資產減流動負債		57,539	20,688
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債		4,526	5,195
			4,526	5,195
NET ASSETS EQUITY	資產淨額 權益		53,013	15,493
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Share capital	股本	11	611	286
Reserves	儲備		52,133	14,953
			52,744	15,239
Non-controlling interests	非控股權益		269	254
TOTAL EQUITY	權益總額		53,013	15,493

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

		Attributable to owners of the Company 本公司擁有人應佔											
									Fair value through other	Retained earnings/ (accumulated losses)		Non- controlling interests	Total
		Share capital	Share premium	Merger reserve	Statutory reserve	Exchange reserve	Share option reserve	comprehensive income reserve			Total		
		股本 (Unaudited) (未經審核) RMB'000 人民幣千元	股份溢價 (Unaudited) (未經審核) RMB'000 人民幣千元	合併儲備 (Unaudited) (未經審核) RMB'000 人民幣千元	法定儲備 (Unaudited) (未經審核) RMB'000 人民幣千元	匯兌儲備 (Unaudited) (未經審核) RMB'000 人民幣千元	購股權儲備 (Unaudited) (未經審核) RMB'000 人民幣千元	按公平值計 入其他全面 收益的儲備 (Unaudited) (未經審核) RMB'000 人民幣千元	保留盈利/ (累計虧損) (Unaudited) (未經審核) RMB'000 人民幣千元	總額 (Unaudited) (未經審核) RMB'000 人民幣千元	非控股權益 (Unaudited) (未經審核) RMB'000 人民幣千元	總額 (Unaudited) (未經審核) RMB'000 人民幣千元	
At 1 January 2023 (restated)	於二零二三年一月一日 (經重列)	286	217,853	116,659	7	5,245	1,067	-	(325,878)	15,239	254	15,493	
Profit for the period	期內溢利	-	-	-	-	-	-	-	14,009	14,009	15	14,024	
Other comprehensive income for the period	期內其他全面收益	-	-	-	-	(56)	-	-	-	(56)	-	(56)	
Total comprehensive income for the period	期內全面收益總額	-	-	-	-	(56)	-	-	14,009	13,953	15	13,968	
Subscription of new shares	認購新股	325	23,227	-	-	-	-	-	-	23,552	-	23,552	
Lapsed share option	購股權失效	-	-	-	-	-	(1,067)	-	1,067	-	-	-	
At 30 June 2023	於二零二三年六月三十日	611	241,080	116,659	7	5,189	-	-	(310,802)	52,744	269	53,013	
At 1 January 2022	於二零二二年一月一日	142,004	217,853	116,659	51,207	2,854	1,067	(25,482)	(495,919)	10,243	(14,627)	(4,384)	
Loss for the period	期內虧損	-	-	-	-	-	-	-	(10,479)	(10,479)	92	(10,387)	
Other comprehensive income for the period	期內其他全面收益	-	-	-	-	6,046	-	-	-	6,046	-	6,046	
Total comprehensive income for the period	期內全面收益總額	-	-	-	-	6,046	-	-	(10,479)	(4,433)	92	(4,341)	
Disposal of subsidiaries	出售附屬公司	-	-	-	(49,701)	-	-	25,482	24,219	-	14,496	14,496	
At 30 June 2022	於二零二二年六月三十日	142,004	217,853	116,659	1,506	8,900	1,067	-	(482,179)	5,810	(39)	5,771	

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 (Unaudited) (未經審核) RMB'000 人民幣千元	2022 二零二二年 (Unaudited) (未經審核) RMB'000 人民幣千元
Net cash used in operating activities	經營活動所用現金淨額	(6,373)	(11,090)
Net cash generated from/(used in) investing activities	投資活動所得／(用)現金淨額	(3)	7,061
Net cash generated from financing activities	融資活動所得現金淨額	23,552	5,903
Net increase in cash and cash equivalents	現金及現金等值項目增加淨額	17,176	1,874
Cash and cash equivalents at beginning of the period	期初現金及現金等值項目	4,912	14,086
Effect of foreign exchange rate, net	匯率影響，淨額	31	5,860
Cash and cash equivalents at the end of the period	期末現金及現金等值項目	22,119	21,820

Notes to the Unaudited Condensed Consolidated Interim Results

未經審核簡明綜合中期業績附註

1. GENERAL INFORMATION

Flying Financial Service Holdings Limited (the "Company") is an exempted company with limited liability incorporated in the Cayman Islands on 4 May 2011. The registered office of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, the Cayman Islands. The principal place of business of the Company is located at Room 1007, 10/F., West Wing Tsim Sha Tsui Centre, 66 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong. The Company's shares have been listed on GEM of The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") since 7 May 2012. Trading in the shares of the Company (the "Shares") on the Hong Kong Stock Exchange has been suspended on 29 March 2021. As all the Resumption Guidance have been fulfilled, the Company has made an application to the Stock Exchange for the resumption of trading in the Shares with effect from 9:00 a.m. 8 June 2023.

The Group, comprising the Company and its subsidiaries, currently engages in investment in property development projects, operation of financial services platform, provision of entrusted loans and other loan services, financial consultation services and finance lease services mainly in the People's Republic of China (the "PRC").

1. 一般資料

匯聯金融服務控股有限公司「(本公司)」乃於二零一一年五月四日在開曼群島註冊成立為獲豁免有限責任公司。本公司的註冊辦事處為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, the Cayman Islands。本公司之主要營業地點位於香港九龍尖沙咀麼地道66號尖沙咀中心西翼10樓1007室。本公司股份自二零一二年五月七日起於香港聯合交易所有限公司「(香港聯交所)」GEM上市。本公司股份「(股份)」自二零二一年三月二十九日起在香港聯交所停牌。鑑於所有復牌指引已獲履行，本公司已向聯交所申請自二零二三年六月八日上午九時正起於聯交所恢復股份買賣。

本集團(包括本公司及其附屬公司)目前主要於中華人民共和國「(中國)」從事投資於物業發展項目、營運金融服務平台、提供委託貸款、其他貸款服務、財務顧問服務及融資租賃服務。

Notes to the Unaudited Condensed Consolidated Interim Results (Continued)

未經審核簡明綜合中期業績附註 (續)

2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

The Group's unaudited condensed consolidated financial statements have been prepared in accordance with the applicable disclosure requirements set out in the GEM Listing Rules and Hong Kong Financial Reporting Standards ("HKFRSs"), which collective terms include all applicable individual HKFRSs, Hong Kong Accounting Standards ("HKASs") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

The accounting policies used in the preparation of the Group's unaudited condensed consolidated results are consistent with those adopted in the Group's audited financial statements for the year ended 31 December 2022.

2. 編製基準及主要會計政策

本集團未經審核簡明綜合財務報表乃按照GEM上市規則所載適用披露規定及香港財務報告準則(「香港財務報告準則」)(其統稱包括香港會計師公會(「香港會計師公會」)頒佈之所有適用之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)而編製。

編製本集團未經審核簡明綜合業績所使用的會計政策與本集團截至二零二二年十二月三十一日止年度的經審核財務報表所採用者一致。

Notes to the Unaudited Condensed Consolidated Interim Results (Continued)

未經審核簡明綜合中期業績附註 (續)

2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (Continued)

Adoption of Hong Kong financial reporting standards ("HKFRSs")

Amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") for the first time, which are mandatorily effective for the annual periods beginning on or after 1 January 2023 for the preparation of the consolidated financial statements:

Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendment to HKFRS 16	Covid-19-Related Rent Concessions beyond 30 June 2021
Amendments to HKAS 16	Property, Plant and Equipment — Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts — Cost of Fulfilling a Contract
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018–2020

2. 編製基準及主要會計政策 (續)

採納香港財務報告準則(「香港財務報告準則」)

於本年度強制生效的香港財務報告準則之修訂

於本年度，本集團於編製綜合財務報表時，已首次應用於二零二三年一月一日或之後開始之年度期間強制生效的由香港會計師公會(「香港會計師公會」)頒佈的下列香港財務報告準則之修訂：

香港財務報告準則第3號之修訂	概念框架的引用
香港財務報告準則第16號之修訂	二零二一年六月三十日後之Covid-19相關租金優惠
香港會計準則第16號之修訂	物業、廠房及設備——擬定用途前的所得款項
香港會計準則第37號之修訂	有償合約——履行合約的成本
香港財務報告準則之修訂	香港財務報告準則二零一八年至二零二零年的年度改進

Notes to the Unaudited Condensed Consolidated Interim Results (Continued)

未經審核簡明綜合中期業績附註 (續)

2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (Continued)

Adoption of Hong Kong financial reporting standards ("HKFRSs")

(Continued)

Amendments to HKFRSs that are mandatorily effective for the current year

(Continued)

The application of amendments to HKFRSs in the current year had no material impact on the Group's financial performance and positions for the current and prior years and/or the disclosures set out in these consolidated financial statements.

New and amendments to HKFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

HKFRS 17 (including Insurance Contracts ⁽¹⁾
the October 2020
and February 2022
Amendments to
HKFRS 17)

Amendments to Sale or Contribution of
HKFRS 10 and Assets between an
HKAS 28 Investor and its
Associate or Joint
Venture ⁽²⁾

Amendments to Lease Liability in a Sale
HKFRS 16 and Leaseback

2. 編製基準及主要會計政策 (續)

採納香港財務報告準則(「香港財務報告準則」)(續)

於本年度強制生效的香港財務報告準則之修訂(續)

於本年度應用香港財務報告準則之修訂對本集團於本年度及過往年度的財務表現及狀況及／或於此等綜合財務報表載列的披露事項並無重大影響。

已發佈但尚未生效之新訂香港財務報告準則及其修訂

本集團並無提前應用下列已發佈但尚未生效之新訂香港財務報告準則及其修訂：

香港財務報告準則 保險合約 ⁽¹⁾
第17號(包括
二零二零年十月
及二零二二年
二月之香港財務
報告準則第17號
之修訂)

香港財務報告準則 投資者與其聯營
第10號及香港 公司或合營企業
會計準則第28號 之間銷售或注入
之修訂 資產 ⁽²⁾

香港財務報告準則 售後租回之租賃
第16號之修訂 負債

Notes to the Unaudited Condensed Consolidated Interim Results (Continued)

未經審核簡明綜合中期業績附註 (續)

2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (Continued)

Adoption of Hong Kong financial reporting standards ("HKFRSs")

(Continued)

New and amendments to HKFRSs in issue but not yet effective (Continued)

Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ⁽¹⁾
Amendments to HKAS 1	Non-current Liabilities with Covenants ⁽²⁾
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies ⁽¹⁾
Amendments to HKAS 8	Definition of Accounting Estimates ⁽¹⁾
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction

⁽¹⁾ Effective for annual periods beginning on or after 1 January 2023.

⁽²⁾ Effective for annual periods beginning on or after a date to be determined.

⁽³⁾ Effective for annual periods beginning on or 1 January 2024.

The directors of the Company anticipate that the application of all new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

2. 編製基準及主要會計政策 (續)

採納香港財務報告準則(「香港財務報告準則」)(續)

已發佈但尚未生效之新訂香港財務報告準則及其修訂(續)

香港會計準則第1號之修訂	將負債分類為流動或非流動及香港詮釋第5號(二零二零年)之相關修訂 ⁽¹⁾
香港會計準則第1號之修訂	附帶契諾的非流動負債 ⁽²⁾
香港會計準則第1號及香港財務報告準則實務報告第2號之修訂	會計政策披露 ⁽¹⁾
香港會計準則第8號之修訂	會計估計定義 ⁽¹⁾
香港會計準則第12號之修訂	與單一交易產生的資產及負債有關的遞延稅項

⁽¹⁾ 於二零二三年一月一日或之後開始之年度期間生效。

⁽²⁾ 於待定日期或之後開始之年度期間生效。

⁽³⁾ 於二零二四年一月一日或之後開始之年度期間生效。

本公司董事預期，應用所有新訂香港財務報告準則及其修訂將不會對可見將來之綜合財務報表構成重大影響。

Notes to the Unaudited Condensed Consolidated Interim Results (Continued)

未經審核簡明綜合中期業績附註 (續)

3. REVENUE AND OTHER INCOME/ (EXPENSE), NET

Revenue, which is also the Group's turnover, represents the income from its principal activities. Revenue and other income/ (expense), net for the three months and six months ended 30 June 2023 are as follows:

3. 收益及其他收入／(開支)淨額

收益(亦為本集團的營業額)指來自主要業務的收入。截至二零二三年六月三十日止三個月及六個月的收益及其他收入／(開支)淨額如下：

		Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
		2023	2022	2023	2022
		二零二三年	二零二二年	二零二三年	二零二二年
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
		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
Revenue	收益				
Platform services income	平台服務收入	16,055	16,611	24,015	26,899
Interest income	利息收入	1,432	87	1,432	164
		17,487	16,698	25,447	27,063
Other income/(expense), net	其他收入／(開支) 淨額				
Bank interest income	銀行利息收入	7	2	8	4
		7	2	8	4

Notes to the Unaudited Condensed Consolidated Interim Results (Continued)

未經審核簡明綜合中期業績附註(續)

4. FINANCE COSTS

4. 財務成本

		Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
		2023	2022	2023	2022
		二零二三年	二零二二年	二零二三年	二零二二年
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
		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
Interest on lease liabilities	租賃負債利息	104	9	105	20
		104	9	105	20

5. LOSS BEFORE INCOME TAX EXPENSE

5. 除所得稅開支前虧損

Loss before income tax expense is arrived at after charging/(crediting):

除所得稅開支前虧損乃經扣除／(計入)下列各項後達致：

		Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
		2023	2022	2023	2022
		二零二三年	二零二二年	二零二三年	二零二二年
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
		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
Auditor's remuneration	核數師酬金	-	99	-	701
Depreciation of property, plant and equipment	物業、廠房及設備折舊	707	149	710	298
Employee benefit expenses (including directors' remuneration)	僱員福利開支(包括董事酬金)				
Salaries and wages	薪金及工資	1,880	1,868	3,094	3,492
Pension scheme contributions — Defined contribution plans	退休金計劃供款 — 一定額供款計劃	146	124	272	316
		2,026	1,992	3,366	3,808
Legal and professional fees	法律及專業費	1,478	1,575	2,985	3,628

Notes to the Unaudited Condensed Consolidated Interim Results (Continued)

未經審核簡明綜合中期業績附註 (續)

6. INCOME TAX EXPENSE

6. 所得稅開支

		Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
		2023	2022	2023	2022
		二零二三年	二零二二年	二零二三年	二零二二年
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
		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
PRC Enterprise Income Tax	中國企業所得稅				
— Current period	— 當前期間	4,016	2,278	4,987	2,279
Hong Kong Profits Tax	香港利得稅				
— Current period	— 當前期間	-	-	-	-
		4,016	2,278	4,987	2,279

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operated.

本集團須就本集團成員公司於所處及經營所在的司法權區所產生或賺取的溢利，按實體基準繳付所得稅。

Notes to the Unaudited Condensed Consolidated Interim Results (Continued)

未經審核簡明綜合中期業績附註 (續)

6. INCOME TAX EXPENSE (Continued)

Enterprise Income Tax ("EIT") arising from the PRC for the period was calculated at 25% (2022: 25%) of the estimated assessable profits during the period. According to the EIT law, the taxable income of an enterprise shall be the total revenue of such enterprise, deducted by any non-assessable revenue, exempted revenue, other deductions and amount of offsetting any accumulated losses.

The provision for Hong Kong Profits Tax for 2023 is calculated at 16.5% (2022: 16.5%) of the estimated assessable profits for the year, except for one subsidiary of the Group which is a qualifying corporation under the two-tiered Profits Tax rate regime. For this subsidiary, the first HK\$2 million of assessable profits are taxed at 8.25% and the remaining assessable profits are taxed at 16.5%. The provision for Hong Kong Profits Tax for this subsidiary was calculated at the same basis in 2021

7. DIVIDENDS

The Board resolved not to declare an interim dividend for the six months ended 30 June 2023 (six months ended 30 June 2022: nil).

6. 所得稅開支 (續)

期內在中國產生的企業所得稅(「企業所得稅」)按期內估計應課稅溢利的25%(二零二二年：25%)計算。根據企業所得稅法，企業的應課稅收入為該企業的收益總額減去任何毋須課稅收益、豁免收益、其他扣減款項及用以抵銷任何累計虧損的款項。

二零二三年之香港利得稅撥備乃按本年度估計應課稅溢利的16.5%(二零二二年：16.5%)計算，惟根據利得稅兩級制屬合資格公司的一間本集團旗下附屬公司除外。就該附屬公司而言，首二百萬港元的應課稅溢利按8.25%的稅率徵稅，餘下的應課稅溢利按16.5%的稅率徵稅。該附屬公司的香港利得稅撥備按與二零二一年相同的基準計算。

7. 股息

董事會決議不宣派截至二零二三年六月三十日止六個月的中期股息(截至二零二二年六月三十日止六個月：零)。

Notes to the Unaudited Condensed Consolidated Interim Results (Continued)

未經審核簡明綜合中期業績附註 (續)

8. EARNINGS/(LOSS) PER SHARE

(a) Earnings/(Loss) per share

The calculation of basic earnings/(loss) per share for the six months ended 30 June 2023 is based on the profit attributable to owners of the Company of approximately RMB14,009,000 (six months ended 30 June 2022: loss of RMB10,479,000) and the weighted average number of approximately 36,998,539 (2022: approximately 34,628,650) ordinary shares during the six months ended 30 June 2023.

(b) Diluted earnings/(loss) per share

The calculation of the basic and diluted earnings/(loss) per share attributable to the owners of the Company is based on the following data:

8. 每股盈利／(虧損)

(a) 每股盈利／(虧損)

於截至二零二三年六月三十日止六個月的每股基本盈利／(虧損)乃按本公司擁有人應佔溢利約人民幣14,009,000元(截至二零二二年六月三十日止六個月：人民幣虧損10,479,000元)，以及按截至二零二三年六月三十日止六個月普通股加權平均數約36,998,539股(二零二二年：約34,628,650股)計算。

(b) 每股攤薄盈利／(虧損)

本公司擁有人應佔每股基本及攤薄盈利／(虧損)乃基於以下數據計算：

		Six months ended 30 June	
		截至六月三十日止六個月	
		2023	2022
		二零二三年	二零二二年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Earnings/(loss)	盈利／(虧損)		
Earnings/(loss) for the purposes of basic and diluted earnings/(loss) per ordinary share being earnings/(loss) for the period attributable to owners of the Company	就計算每股普通股基本及攤薄盈利／(虧損)所用之盈利／(虧損)(即本公司擁有人應佔期內盈利／(虧損))		
		14,009	(10,479)

Notes to the Unaudited Condensed Consolidated Interim Results (Continued)

未經審核簡明綜合中期業績附註 (續)

8. EARNINGS/(LOSS) PER SHARE

(Continued)

(b) Diluted earnings/(loss) per share (Continued)

8. 每股盈利／(虧損) (續)

(b) 每股攤薄盈利／(虧損) (續)

		Six months ended 30 June	
		截至六月三十日止六個月	
		2023	2022
		二零二三年	二零二二年
			(Restated)
			(經重列)
Number of shares	股數		
Weighted average number of ordinary shares for the purpose of basic earnings/(loss) per share	就計算每股基本盈利／(虧損)所用之普通股加權平均數	36,999,000	34,629,000
Effect of exercise of share options	行使購股權之影響		
Weighted average number of ordinary shares for the purpose of diluted earnings/(loss) per share	就計算每股攤薄盈利／(虧損)所用之普通股加權平均數	-	-
		36,999,000	34,629,000

The Company has entered into the Subscription Agreement ("subscription") (upon which the total of 36,042,067 shares ("Shares") with par value of HK\$0.01 each in the Company) with the Subscriber named Ms. Niu Chengjun ("Ms. Niu") on 23 May 2022 which were fully comply with all conditions on 7 June 2023.

於二零二二年五月二十三日，本公司已與認購人牛成俊女士訂立認購協議（「認購事項」）（據此，合共36,042,067股本公司每股面值0.01港元之股份（「股份」），其於二零二三年六月七日完全符合所有條件。

Notes to the Unaudited Condensed Consolidated Interim Results (Continued)

未經審核簡明綜合中期業績附註 (續)

8. EARNINGS/(LOSS) PER SHARE

(Continued)

(b) Diluted earnings/(loss) per share (Continued)

On 22 March 2023, the Company completed a capital reorganisation which involved the consolidation of every 50 ordinary share of the company of HK\$0.1 each into one consolidated share of HK\$5 each. For the six-month periods ended 30 June 2023 and 2022, the weighted average number of ordinary share has been adjusted for the effect of the share consolidated. The computation of diluted earnings per share was reference to the closing price of the Company's share immediately before the suspension of trading of the Company's share. The diluted loss per share is same as basic loss per share for the six-month period ended 2022 as the shares issuable in respect of the outstanding share options have an anti-dilutive effect on the basic loss per share.

8. 每股盈利／(虧損) (續)

(b) 每股攤薄盈利／(虧損) (續)

於二零二三年三月二十二日，本公司完成股本重組，涉及將本公司每50股每股面值0.1港元的普通股合併為一股每股面值5港元的合併股份。截至二零二三年及二零二二年六月三十日止六個月期間，普通股的加權平均數已就合併股份的影響作出調整。每股攤薄盈利乃參考緊接本公司股份暫停買賣前本公司股份之收市價計算。截至二零二二年止六個月期間，每股攤薄虧損與每股基本虧損相同，因為尚未行使購股權之可發行股份對每股基本虧損構成反攤薄影響。

Notes to the Unaudited Condensed Consolidated Interim Results (Continued)

未經審核簡明綜合中期業績附註 (續)

9. LOANS AND ACCOUNTS RECEIVABLES

Loans and accounts receivables of the Group comprised platform services income receivables, finance lease receivables and other loan receivables.

Platform services income receivables represent service income charged to the platform users who are obligated to pay service fees to the Group. There is no credit period and customers are obliged to settle the amount according to the terms set out in the relevant contracts.

Other loan receivables represent loans to borrowers including individuals and entities at fixed interest rate with loan periods of 1 to 10 years.

9. 貸款及應收賬款

本集團的貸款及應收賬款包括應收平台服務收入、應收融資租賃款項及其他應收貸款。

應收平台服務收入指向平台用戶收取的服務收入，平台用戶須向本集團支付服務費。有關款項並無信貸期，且客戶須根據相關合約所載條款清償款項。

其他應收貸款指向借款人（包括個人及實體）授出的固定利率貸款，貸款期介乎1至10年。

		As at 30 June 2023 於二零二三年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	As at 31 December 2022 於二零二二年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
Loans and accounts receivables	貸款及應收賬款	58,864	41,085
Less: Loss allowance of loans and accounts receivables	減：貸款及應收賬款虧損撥備	-	(2,634)
Loans and accounts receivables, net	貸款及應收賬款淨額	58,864	38,451
Less: Non-current portion	減：非即期部分	-	-
Current portion	即期部分	58,864	38,451

Notes to the Unaudited Condensed Consolidated Interim Results (Continued)

未經審核簡明綜合中期業績附註 (續)

9. LOANS AND ACCOUNTS RECEIVABLES (Continued)

The movement in loss allowance of loans and accounts receivables is as follow:

9. 貸款及應收賬款 (續)

貸款及應收賬款虧損撥備變動如下：

		As at 30 June 2023 於二零二三年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	As at 31 December 2022 於二零二二年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
Carrying amount at beginning of the period/year	期／年初賬面值	2,634	79,597
Loss allowance recognised	已確認虧損撥備	—	2,634
Recovery of impairment previously recognised	回撥以往確認的減值	(2,634)	(79,597)
Carrying amount at end of the period/year	期／年末賬面值	—	2,634

Based on the due dates, the ageing analysis of the Group's loans and accounts receivables that were not impaired is as follows:

基於到期日，本集團尚未減值的貸款及應收賬款的賬齡分析如下：

		As at 30 June 2023 於二零二三年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	As at 31 December 2022 於二零二二年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
0 to 30 days	0至30日	11,161	12,704
31 to 90 days	31至90日	47,440	28,174
91 to 180 days	91至180日	—	121
Over 180 days	180日以上	263	86
		58,864	41,085

Notes to the Unaudited Condensed Consolidated Interim Results (Continued)

未經審核簡明綜合中期業績附註(續)

10. DISPOSAL OF SUBSIDIARIES

On 29 June 2022, the Group completed the very substantial disposal to dispose of certain subsidiaries of the Group (the "Disposal"). Please refer to the announcements of the Company dated 26 January 2022, 18 February 2022, 1 June 2022 and 29 June 2022 and the circular of the Company dated 10 May 2022 in relation to the Disposal. The net assets of the subsidiaries at the completion date of the Disposal were as follow:

10. 出售附屬公司

於二零二二年六月二十九日，本集團完成非常重大出售事項，以出售本集團若干附屬公司（「出售事項」）。請參閱本公司日期為二零二二年一月二十六日、二零二二年二月十八日、二零二二年六月一日及二零二二年六月二十九日的公告，以及日期為二零二二年五月十日的通函，內容有關出售事項。附屬公司於出售事項完成日期的資產淨值如下：

		RMB'000 人民幣千元
Consideration	代價	
Cash received	已收現金	7,953
Consideration receivables (Note)	應收代價(附註)	4,875
		12,828
Analysis of assets and liabilities as at the date of disposal:	於出售日期資產及負債的分析：	
Property, plant and equipment	物業、廠房及設備	348
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	67,172
Loans and accounts receivables	貸款及應收賬款	4,224
Deposits paid, prepayments and other receivables	已付按金、預付款項及其他應收款項	8,565
Cash and cash equivalents	現金及現金等值項目	896
Receipts in advance, accruals and other payables	預收款項、應計費用及其他應付款項	(58,265)
Current tax liabilities	即期稅項負債	(11,099)
Bank borrowings	銀行借款	(2,705)
Lease liabilities	租賃負債	(266)
		8,870

Notes to the Unaudited Condensed Consolidated Interim Results (Continued)

未經審核簡明綜合中期業績附註 (續)

10. DISPOSAL OF SUBSIDIARIES

(Continued)

10. 出售附屬公司 (續)

		RMB'000 人民幣千元
Loss on disposal	出售時虧損	
Consideration received/receivables	已收／應收代價	12,828
Net assets disposal of	出售資產淨值	(8,870)
Non-controlling interest	非控股權益	(14,496)
Cumulative exchange gain	累計匯兌收益	(227)
		(10,765)
Net cash flow effect on disposal of subsidiaries	出售附屬公司的淨現金流影響	
Cash consideration received	已收現金代價	7,953
Cash and cash equivalents disposal of	出售現金及現金等值項目	(896)
		7,057

Note: The Company had received the consideration receivable of HK\$5,700,000 (equivalents to RMB4,875,000) from the buyer on or before 6 July 2022.

附註：本公司於二零二二年七月六日或之前從買方收取應收代價5,700,000港元（相當於人民幣4,875,000元）。

Notes to the Unaudited Condensed Consolidated Interim Results (Continued)

未經審核簡明綜合中期業績附註 (續)

11. SHARE CAPITAL

11. 股本

		Number of shares		Share capital	
		股份數目		股本	
		(Unaudited)	(Audited)	(Unaudited)	(Audited)
		(未經審核)	(經審核)	(未經審核)	(經審核)
		2023	2022	2023	2022
		二零二三年	二零二二年	二零二三年	二零二二年
		30 June	31 December	30 June	31 December
		六月三十日	十二月三十一日	六月三十日	十二月三十一日
				RMB'000	RMB'000
				人民幣千元	人民幣千元
			(Restated)		(Restated)
			(經重列)		(經重列)
Authorised Ordinary shares of HK\$0.01 each	每股面值0.01港元之普通股法定	50,000,000,000	50,000,000,000	453,850	407,450
Issued and fully paid:	已發行及繳足：				
At beginning of the period/year	於期／年初	34,628,650	34,628,650	286	286
Subscription of new share	新股認購	36,042,067	-	325	-
At end of the period/year	於期／年末	70,670,717	34,628,650	611	286

Note⁽¹⁾ Every Fifty (50) issued and unissued existing shares of HK\$0.1 each in the share capital of the Company be consolidated into one (1) consolidated share of HK\$5 each pursuant to the Share Consolidation which took effect on 22 March 2023.

⁽²⁾ The Company has entered into the Subscription Agreement ("subscription") (upon which the total of 36,042,067 shares ("Shares") with par value of HK\$0.01 each in the Company) with the Subscriber named Ms. Niu Chengjun ("Ms. Niu") on 23 May 2022 which was fully comply with all conditions on 7 June 2023.

⁽³⁾ Reference is made to the circular of the Company dated 8 July 2022 and the announcement of the Company dated 7 June 2023, the Capital Reduction and the Share Subdivision become effective before 9:00 a.m. on Thursday, 8 June 2023 (Hong Kong time), the authorised share capital of the Company is HK\$500,000,000 divided into 50,000,000,000 New Shares of par value of HK\$0.01 each.

附註⁽¹⁾ 根據於二零二三年三月二十二日生效之股份合併，將每五十(50)股本公司股本中每股面值0.1港元之已發行及未發行股份合併為一(1)股每股面值5港元之合併股份。

⁽²⁾ 本公司已於二零二二年五月二十三日與認購人牛成俊女士(「牛女士」)訂立認購協議(「認購事項」)(據此，合共36,042,067股本公司每股面值0.01港元的股份(「股份」))，其於二零二三年六月七日完全符合所有條件。

⁽³⁾ 茲提述本公司日期為二零二二年七月八日之通函及本公司日期為二零二三年六月七日之公告，股本削減及股份拆細於二零二三年六月八日(星期四)(香港時間)上午九時正前生效，本公司的法定股本為500,000,000港元，分為50,000,000,000股每股面值0.01港元之新股份。

Notes to the Unaudited Condensed Consolidated Interim Results (Continued)

未經審核簡明綜合中期業績附註 (續)

12. PROPERTY, PLANT AND EQUIPMENT

12. 物業、廠房及設備

		Other buildings leased for own use carried at cost 按成本列賬用作自用的其他樓宇 RMB'000 人民幣千元	Leasehold improvements 租賃裝修 RMB'000 人民幣千元	Furniture, fixtures and office equipment 傢俬、裝置及辦公設備 RMB'000 人民幣千元	Motor vehicle 汽車 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
Cost at 1 January 2022	於二零二二年一月一日之成本	529	1,876	9,859	866	13,130
Additions for the year	年內添置	6,897	-	38	-	6,935
Disposal of subsidiaries	出售附屬公司	(529)	(1,876)	(9,859)	(866)	(13,130)
Cost at 31 December 2022	於二零二二年十二月三十一日之成本	6,897	-	38	-	6,935
Additions for the period	期內添置	-	-	10	-	10
Cost at 30 June 2023	於二零二三年六月三十日之成本	6,897	-	48	-	6,945
Accumulated depreciation at 1 January 2022	於二零二二年一月一日之累計折舊	529	1,876	9,213	866	12,484
Charge for the year	年度開支	437	-	300	-	737
Disposal of subsidiaries	出售附屬公司	(529)	(1,876)	(9,511)	(866)	(12,782)
Accumulated depreciation at 31 December 2022	於二零二二年十二月三十一日之累計折舊	437	-	2	-	439
Charge for the period	期間開支	689	-	7	-	696
Accumulated depreciation at 30 June 2023	於二零二三年六月三十日之累計折舊	1,126	-	9	-	1,135
Net carrying amount at 30 June 2023	於二零二三年六月三十日之賬面淨值	5,771	-	39	-	5,810
Net carrying amount at 31 December 2022	於二零二二年十二月三十一日之賬面淨值	6,460	-	36	-	6,496

Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW

Financial Service Platform

The Company has commenced its operation of financial service platforms since 2015. The Group's financial service platforms initially offer professional financial services in the real estate market. Through the continuous development of such operation, the Group further launched its financial management service platform in 2018 to provide banking and deposit management services. It had operated in compliance with the requirements of the regulatory department at material time. Besides, such platform has risk control module to prevent corporate customers from duplicate borrowing and to identify fraud and tax payment pattern and development data.

In view of the tightening regulatory environment in the PRC in 2019, the Group has put great efforts in consolidating and expanding its internet financial business segments and cooperated with internet small loan companies to develop internet small loan business.

業務回顧

金融科技平台

本公司自二零一五年起開始運作金融服務平台。本集團的金融服務平台初步為房地產市場提供專業的金融服務。透過持續發展該業務，本集團於二零一八年進一步推出其財務管理服務平台，以提供銀行及存款管理服務。其於關鍵時間的營運符合監管部門的規定。此外，該平台設有風險管理模塊，以防止公司客戶重複借款以及識別欺詐及稅務支付模式及發展數據。

鑒於二零一九年中國收緊監管環境，本集團致力整合及擴展其互聯網金融業務分部，並與互聯網小型貸款公司合作發展互聯網小型貸款業務。

Management Discussion and Analysis (Continued)

管理層討論與分析 (續)

BUSINESS REVIEW (Continued)

Financial Service Platform (Continued)

Such financial technology service platform has established comprehensive business process and technology system covering customer acquisition, risk identification, risk assessment, loan distribution channel, payment channel and big data analysis through cooperating with Tencent Cloud and other licensed institutions. Business needs of the Group's partners can be fulfilled through quick access to the technologies.

Year 2023 extends the challenging period from Year 2022. The China's economy has improved along with the easing of some coronavirus rules adopted in late Year 2022. Consistent with last few years, US-China tensions may continue to affect economy of China to a certain extent. But all our management and staff are confident and expecting a prosperous future.

業務回顧 (續)

金融科技平台 (續)

有關金融科技服務平台通過與騰訊雲等持牌機構合作，建立了涵蓋客戶獲取、風險識別、風險評估、貸款發放管道、支付管道及大數據分析等全方位的業務流程及技術體系。本集團可透過快速獲取技術滿足合作夥伴的業務需求。

二零二三年與二零二二年一樣充滿挑戰性。中國經濟隨著二零二二年底放寬部分防疫規則而有所起色。一如以往，中美緊張局勢可能繼續在某程度上影響中國經濟，但本集團全體管理層和員工將等待春暖花開的到來。

Management Discussion and Analysis (Continued)

管理層討論與分析 (續)

FINANCIAL REVIEW

Revenue

For the six months ended 30 June 2023, the Group recorded a turnover of approximately RMB25.4 million, representing a decrease of approximately 6% from approximately RMB27.1 million for the corresponding period of last year, primarily due to the decrease of platform service income during the period.

In terms of revenue breakdown, revenue from financial service platforms amounted to approximately RMB24 million, representing a decrease of approximately 10%. Revenue from loan services, finance leasing and factoring services, amounted to approximately RMB1.4 million for the period under review, representing an increase of 773% from RMB164,000 for the corresponding period of last year.

Finance Costs

During the period under review, interest expenses of the Group increase by approximately 425% to RMB105,000 from RMB20,000 for the corresponding period of last year, which mainly comprised the increase in interests on lease liabilities during the period.

Other Income, Net

The Group's other income, net mainly comprised bank interests and others.

財務回顧

收入

截至二零二三年六月三十日止六個月，本集團錄得營業額約人民幣25.4百萬元，較去年同期約人民幣27.1百萬元減少約6%，主要由於期內平台服務收入減少所致。

收入明細中，金融服務平台收入約為人民幣24百萬元，減少約10%。回顧期內，貸款服務、融資租賃及保理服務收入約為人民幣1.4百萬元，較去年同期人民幣164,000元增加773%。

財務成本

於回顧期內，本集團的利息開支為人民幣105,000元，較去年同期的人民幣20,000元增加約425%，主要由於期內租賃負債的利息增加所致。

其他收入淨額

本集團其他收入淨額主要包括銀行利息及其他。

Management Discussion and Analysis (Continued)

管理層討論與分析 (續)

FINANCIAL REVIEW (Continued)

Other Administrative and Employee Benefit Expenses

Other administrative and employee benefit expenses of the Group mainly comprised salaries and employee benefits, rental expenses, and marketing and advertising fees. In the period under review, administrative and employee benefit expenses of the Group decrease by approximately 63.2% to approximately RMB8.97 million, which was due to the decrease of marketing and advertising fees and legal and professional fee during the period.

Loss on Disposal of Subsidiaries

On 29 June 2022, the Group completed the very substantial disposal to dispose of certain subsidiaries of the Group (the “Disposal”). Please refer to the announcements of the Company dated 26 January 2022, 18 February 2022, 1 June 2022 and 29 June 2022 and the circular of the Company dated 10 May 2022 in relation to the Disposal.

The Group recorded loss on disposal of subsidiaries of approximately RMB10,765,000 for the corresponding period of last year.

財務回顧 (續)

其他行政及僱員福利開支

本集團的其他行政及僱員福利開支主要包括工資及僱員福利、租金開支、市場推廣及廣告費用。於回顧期內，本集團的行政及僱員福利開支減少約63.2%至約人民幣8.97百萬元，此乃由於期內市場推廣及廣告費用和法律及專業費用減少。

出售附屬公司虧損

於二零二二年六月二十九日，本集團完成非常重大出售事項，以出售本集團若干附屬公司（「出售事項」）。請參閱本公司日期為二零二二年一月二十六日、二零二二年二月十八日、二零二二年六月一日及二零二二年六月二十九日的公告，以及日期為二零二二年五月十日的通函，內容有關出售事項。

於去年同期，本集團錄得出售附屬公司虧損約人民幣10,765,000元。

Management Discussion and Analysis (Continued)

管理層討論與分析 (續)

FINANCIAL REVIEW (Continued)

Profit/(Loss) Attributable to the Owners of the Company

During the period under review, profit attributable to the owners of the Company amounted to approximately RMB14.0 million (2022: loss of RMB10.5 million).

LIQUIDITY AND FINANCIAL RESOURCES

As at 30 June 2023, the Group's bank balances and cash amounted to approximately RMB22.1 million (at the end of 2022: approximately RMB4.9 million) and no borrowing of the Group (31 December 2022: approximately RMB1.5 million). The gearing ratio representing the total borrowings of the Group divided by the total assets of the Group was 0% (31 December 2022: 2.8%).

There were no charges on group assets as at 30 June 2023 (31 December 2022: Nil).

The Directors considered that, in the foreseeable future, the Group will have sufficient working capital to meet its financial obligations in full when they fall due. In the period under review, the Group did not use any financial instruments for hedging purposes.

財務回顧 (續)

本公司擁有人應佔溢利／(虧損)

於回顧期內，本公司擁有人應佔溢利約為人民幣14.0百萬元(二零二二年：虧損人民幣10.5百萬元)。

流動資金及財務資源

於二零二三年六月三十日，本集團之銀行結餘及現金約為人民幣22.1百萬元(二零二二年底：約人民幣4.9百萬元)，本集團並無借貸(二零二二年十二月三十一日：約人民幣1.5百萬元)。以本集團總借貸對總資產列示之負債資產比率為0%(二零二二年十二月三十一日：2.8%)。

於二零二三年六月三十日，集團資產並無抵押(二零二二年十二月三十一日：無)。

董事認為，於可預見未來，本集團擁有充裕的營運資金可全數償還到期的財務責任。於回顧期內，本集團並無使用任何金融工具作對沖用途。

Management Discussion and Analysis (Continued)

管理層討論與分析 (續)

FUTURE OUTLOOK

Reference is made to the announcement dated 7 June 2023, the Company is fulfilled all of the resumption guidance and has made an application to the Stock Exchange for the resumption of trading in the Shares with effect from 9:00 a.m. 8 June 2023.

After the resumption and looking ahead, parallel to our focus on financial services businesses, the board will spend addition resource and the time to seek new investment opportunities in light of the market conditions to create value for its shareholders in a long term and sustainable manner.

SIGNIFICANT INVESTMENT HELD

There were no material investments held by the Group as at 30 June 2023 (31 December 2022: Nil).

LITIGATIONS, CLAIMS AND DISPUTES

As at the date of this report, no member of the Group was engaged in any litigation or arbitration of material importance and no litigation, arbitration or claim of material importance was known to the Directors to be pending or threatened against any member of the Group.

未來展望

茲提述日期為二零二三年六月七日之公告，本公司已履行所有復牌指引，並已向聯交所申請由二零二三年六月八日上午九時正起恢復股份買賣。

復牌後，展望將來，在聚焦於金融服務業務的同時，董事會將因應市況投放更多資源及時間尋找新的投資機遇，以為股東締造長期及可持續的價值。

所持重大投資

於二零二三年六月三十日，本集團並無持有重大投資(二零二二年十二月三十一日：無)。

訴訟、申索及糾紛

於本公告日期，本集團成員公司概無牽涉任何重大訴訟或仲裁，而且據董事所知，本集團任何成員公司概無尚未了結或對其構成威脅的重大訴訟、仲裁或索償。

Management Discussion and Analysis (Continued)

管理層討論與分析 (續)

MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

During the Reporting Period, there was no material acquisition or disposal of subsidiaries, associates and joint ventures by the Group.

LISTING STATUS

References are made to (i) the announcements of the Company dated 4 June 2021, 28 June 2021 and 19 November 2021 in relation to, among others, the Resumption Guidance; (ii) the announcements of the Company dated 28 June 2021, 28 September 2021, 28 December 2021, 4 April 2022, 4 July 2022, 3 October 2022 and 4 January 2023 in relation to, among others, the quarterly update on the status of Resumption; (iii) the announcements of the Company dated 21 February 2023 in relation to, among others, the decision of the Listing Review Committee to overturn GEM Listing Committee's decision to cancel the listing of the Company's Share on the GEM under GEM Listing Rule 9.14A; (iv) the announcements of the Company dated 16 March 2023, 17 March 2023, 21 March 2023, 11 May 2023 and 7 June 2023 in relation to, among others, the Capital Reorganisation of the Company (collectively, the "Previous Publications").

重大收購或出售附屬公司及聯屬公司

於報告期內，本集團並無對附屬公司、聯營公司及合營企業作出重大收購或出售。

上市狀況

茲提述(i)本公司日期為二零二一年六月四日、二零二一年六月二十八日及二零二一年十一月十九日的公告，內容有關(其中包括)復牌指引；(ii)本公司日期為二零二一年六月二十八日、二零二一年九月二十八日、二零二一年十二月二十八日、二零二二年四月四日、二零二二年七月四日、二零二二年十月三日及二零二三年一月四日的公告，內容有關(其中包括)復牌的季度最新進展；(iii)本公司日期為二零二三年二月二十一日的公告，內容有關(其中包括)上市覆核委員會決定推翻GEM上市委員會根據GEM上市規則第9.14A條取消本公司股份在GEM的上市地位之決定；(iv)本公司日期為二零二三年三月十六日、二零二三年三月十七日、二零二三年三月二十一日、二零二三年五月十一日及二零二三年六月七日的公告，內容有關(其中包括)本公司之股本重組(統稱為「先期刊發文件」)。

Management Discussion and Analysis (Continued)

管理層討論與分析 (續)

LISTING STATUS (Continued)

On 17 February 2023, the Company received a letter from the Stock Exchange notifying the Company that having carefully considered all the facts and evidence, and all the submissions presented by the Company and the Listing Division, the LRC decided to overturn the 2nd LC Decision (the "LRC Decision"). The Listing Division confirmed to the LRC at the Hearing that it had no ongoing open compliance matters as to the Incident and integrity of the Company and management, which was also confirmed to the LRC by the Company through its CEO, INED and Company Secretary. In summary and upon a qualitative review of all the relevant facts and circumstances before it, including the concerns of the Listing Division and the LC, the LRC was of the view that as of the time of the Hearing the Company had, on balance, demonstrated that its business had substance and was viable and sustainable with reference to GEM Listing Rule 17.26/RG5. The Listing Review Committee therefore decided to overturn the Listing Committee's decision set out in a letter dated 17 November 2022 to cancel the Company's listing pursuant to GEM Listing Rule 9.14A.

上市狀況 (續)

於二零二三年二月十七日，本公司接獲聯交所之函件，通知本公司經審慎考慮所有事實及證據以及本公司及上市科提交之所有資料後，上市覆核委員會決定推翻第二次上市委員會決定（「上市覆核委員會決定」）。上市科於聆訊上向上市覆核委員會確認，其並無有關該事件以及本公司及管理層誠信之持續公開合規事宜，本公司亦透過其行政總裁、獨立非執行董事及公司秘書向上市覆核委員會作出確認。概括而言，經實質審閱所有相關事實及情況（包括上市科及上市委員會之關注事項）後，上市覆核委員會認為，於聆訊進行時，經參考GEM上市規則第17.26條／復牌指引5，本公司整體而言已證明其業務為具有實質的業務、屬可行及可持續發展。因此，上市覆核委員會決定推翻日期為二零二二年十一月十七日之函件所載有關上市委員會根據GEM上市規則第9.14A條取消本公司上市地位之決定。

Management Discussion and Analysis (Continued)

管理層討論與分析 (續)

LISTING STATUS (Continued)

Following the LRC Decision, the Company is finalising the schedule of the Capital Reorganisation and the Subscription. As announced by the Company on 21 March 2023, all conditions precedent to the Share Consolidation have been fulfilled. Pursuant to the timetable set out in the announcement of the Company dated 16 March 2023 and 11 May 2023 (the “Timetable Announcement”), the Share Consolidation has taken effect on Wednesday, 22 March 2023. The free exchange of share certificates will be implemented in accordance with the timetable set out in the section headed “TIMETABLE FOR SHARE CONSOLIDATION” in the Timetable Announcement.

On 7 June 2023, a copy of the order of the Grand Court confirming the Capital Reduction and the Share Sub-division and the minute approved by the Grand Court containing the particulars required under the Companies Act with respect to the Capital Reduction were filed and duly registered with the Registrar of Companies in the Cayman Islands (Cayman Islands time). The Company further announces that all the other conditions for the implementation of the Capital Reduction and the Share Sub-division as set out in the Circular have been fulfilled. The Capital Reduction and the Share Subdivision shall become effective before 9:00 a.m. on Thursday, 8 June 2023 (Hong Kong time) and the dealing in the New Shares shall commence at 9:00 a.m. on Thursday, 8 June 2023 (Hong Kong time).

上市狀況 (續)

在上市覆核委員會決定後，本公司正落實股本重組及認購事項的時間表。誠如本公司於二零二三年三月二十一日所公佈，股份合併之全部先決條件已獲達成。根據本公司日期為二零二三年三月十六日及二零二三年五月十一日之公告（「時間表公告」）所載之時間表，股份合併已於二零二三年三月二十二日（星期三）生效。免費換領股票將根據時間表公告中「股份合併之時間表」一節所載之時間表落實。

大法院確認股本削減以及股份分拆之命令文本及大法院所批准載有公司法規定有關股本削減詳情之會議記錄文本，已於二零二三年六月七日（開曼群島時間）向開曼群島公司註冊處處長提交並正式登記。本公司進一步宣佈，該通函所載實施股本削減及股份分拆之所有其他條件均已達成。削減股本及股份分拆於二零二三年六月八日（星期四）（香港時間）上午九時正前生效，而新股份於二零二三年六月八日（星期四）（香港時間）上午九時正開始買賣。

Management Discussion and Analysis (Continued)

管理層討論與分析 (續)

LISTING STATUS (Continued)

In addition, at the same day, all conditions precedent under the Subscription Agreement have been fulfilled and the completion of the Subscription took place on 7 June 2023 in accordance with the terms and conditions of the Subscription Agreement. Pursuant to the terms and conditions of the Subscription Agreement, an aggregate of 36,042,067 New Shares, representing (i) approximately 104% of the existing issued share capital adjusted for the effect of the Capital Reorganisation; and (ii) approximately 51% of the then enlarged issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares and adjusted for the effect of the Capital Reorganisation, were allotted and issued at the Subscription Price of HK\$0.72 per Subscription Share to the Subscriber or its nominee under the Specific Mandate.

The Company is of the view that it has fulfilled all the requirements set out in the Resumption Guidance and fully complied with the GEM Listing Rules to the Stock Exchange's satisfaction. As all the Resumption Guidance have been fulfilled, the Company has made an application to the Stock Exchange for the resumption of trading in the Shares with effect from 9:00 a.m. 8 June 2023.

上市狀況 (續)

此外，於同一日，認購協議項下所有先決條件均已達成，而認購事項已根據認購協議之條款及條件於二零二三年六月七日完成。根據認購協議之條款及條件，合共36,042,067股新股份，相當於(i)就股本重組影響作出調整後之現有已發行股本約104%；及(ii)經配發並發行認購股份擴大以及就股本重組影響作出調整後之本公司當時經擴大已發行股本約51%，已根據特別授權按認購價每股認購股份0.72港元配發並發行予認購人或其代名人。

本公司認為其已達成復牌指引所載的所有規定，並已全面遵守GEM上市規則以令聯交所信納。由於所有復牌指引均已達成，本公司已向聯交所申請股份恢復買賣，自二零二三年六月八日上午九時正起生效。

Management Discussion and Analysis (Continued)

管理層討論與分析 (續)

EVENT AFTER REPORTING PERIOD

References are made to the announcements and the circular dated 10 August 2023 that the extraordinary general meeting (“Meeting”) of the Company will be held at 2:00 p.m. on Tuesday, 5 September 2023.

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, the GEM Listing Rules have been amended with effect from 1 January 2022 which requires, among others, listed issuers to adopt a uniform set of 14 “Core Standards” for shareholder protections for issuers. As such, the Board proposes to amend the Memorandum and Articles of Association for the purposes of, among others, (i) bringing the Memorandum and Articles of Association in line with amendments made to the GEM Listing Rules and applicable laws of the Cayman Islands; and (ii) making certain other housekeeping amendments to the Memorandum and Articles of Association.

CAPITAL STRUCTURE

As at 30 June 2023, the Group had equity attributable to owners of the Company of approximately RMB52.7 million (31 December 2022: approximately RMB15.2 million).

As of 30 June 2023, the Group’s consolidated net assets was RMB53.0 million, representing an increase of approximately RMB37.5 million as compared with that of RMB15.5 million as at 31 December 2022.

As at 30 June 2023, the Company has 70,670,717 shares of HK\$0.01 each in issue. The value of share capital was approximately RMB611,000 as at 30 June 2023 (31 December 2022 (restated): approximately RMB286,000).

報告期後事項

茲提述日期為二零二三年八月十日之公告及通函，本公司之股東特別大會（「大會」）將於二零二三年九月五日（星期二）下午二時正舉行。

根據聯交所於二零二一年十一月所發佈海外發行人上市制度的諮詢總結，GEM上市規則自二零二二年一月一日起經已修訂，規定（其中包括）上市發行人採納一套14項統一的「核心準則」，為發行人股東提供保護。因此，董事會建議修訂組織章程大綱及組織章程細則，以（其中包括）(i)使組織章程大綱及組織章程細則符合GEM上市規則作出之修訂及開曼群島適用法律；及(ii)對組織章程大綱及組織章程細則作出若干其他內務修訂。

資本架構

於二零二三年六月三十日，本集團之本公司擁有人應佔權益約為人民幣52.7百萬元（二零二二年十二月三十一日：約人民幣15.2百萬元）。

於二零二三年六月三十日，本集團綜合淨資產為人民幣53.0百萬元，較二零二二年十二月三十一日之人民幣15.5百萬元增加約人民幣37.5百萬元。

於二零二三年六月三十日，本公司有70,670,717股每股面值0.01港元的股份發行。於二零二三年六月三十日，股本價值約人民幣611,000元（二零二二年十二月三十一日（經重列）：約人民幣286,000元）。

Management Discussion and Analysis (Continued)

管理層討論與分析 (續)

THE SUBSCRIPTION NEW SHARES IN 2023

Reference are made to (i) the announcements of the Company dated 23 May 2022, 2 August 2022 and 7 June 2023 and the circular of the Company despatch on 8 July 2022 (the “Circular”) in relation to, among others, the proposed Capital Reorganisation, the Subscription and the Whitewash Waiver (collectively, the “Reorganisation Publications”). Pursuant to the terms and conditions of the Subscription Agreement, an aggregate of 36,042,067 New Shares, representing (i) approximately 104% of the existing issued share capital adjusted for the effect of the Capital Reorganisation; and (ii) approximately 51% of the then enlarged issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares and adjusted for the effect of the Capital Reorganisation, were allotted and issued at the Subscription Price of HK\$0.72 per Subscription Share to the Subscriber or its nominee under the Specific Mandate. The gross and net proceeds from the Subscription are approximately HK\$25.95 million and approximately HK\$23.95 million, respectively, of which (i) as to approximately HK\$10.00 million will be utilised for development and operation of the financial service platform (as part of the fin-tech platform) and the provision of consultation services of the Group; (ii) as to approximately HK\$5.00 million, will be utilised for repayment of indebtedness of the Company; and (iii) as to approximately HK\$8.95 million, will be utilised for the Company’s general working capital purposes, as disclosed in the Circular. The Board would like to provide further information pursuant to Rule 18.32A and Rule 18.32(8) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”) in relation to the use of the 2023 Net Proceeds as follows:

於二零二三年認購新股份

茲提述(i)本公司日期為二零二二年五月二十三日、二零二二年八月二日及二零二三年六月七日的公告，以及本公司於二零二二年七月八日寄發的通函(「該通函」)；內容有關(其中包括)建議股本重組、認購事項及清洗豁免(統稱為「重組刊發」)。根據認購協議的條款及條件，合共36,042,067股新股份根據特別授權，按認購價每股認購股份0.72港元，向認購人或其代理人配發及發行，相當於(i)就股本重組之影響作出調整之現有已發行股本約104%；及(ii)經配發及發行認購股份擴大並就股本重組之影響作出調整後之本公司當時經擴大已發行股本約51%。誠如該通函所披露，認購事項的所得款項總額及淨額分別約25.95百萬港元及約23.95百萬港元，其中(i)約10.00百萬港元會用於開發本集團金融平台(作為金融科技平台的一部分)及提供諮詢服務；(ii)約5.00百萬港元將會用於償還本公司的債務；及(iii)約8.95百萬港元將會用於本公司一般營運資金。董會謹此根據香港聯合交易所有限公司GEM證券上市規則(「GEM上市規則」)第18.32A條及第18.32(8)條，就涉及二零二三年所得款項淨額的使用提供更多資料如下：

Management Discussion and Analysis (Continued)

管理層討論與分析 (續)

THE SUBSCRIPTION NEW SHARES IN 2023 (Continued)

於二零二三年認購新股份 (續)

		Planned use of 2023 Net Proceeds 二零二三年 所得款項淨額之 計劃用途		Actual utilised amount up to 30 June 2023 截至二零二三年 六月三十日 實際動用金額	Unutilised balance as at 30 June 2023 於二零二三年 六月三十日 未動用餘額	Expected timeline for unutilised 2023 Net Proceeds 未動用二零二三年 所得款項淨額之 預期動用時間表
	%	RMB million 人民幣百萬元 (approximately) (概約)		RMB million 人民幣百萬元 (approximately) (概約)	RMB million 人民幣百萬元 (approximately) (概約)	
For general working capital:						
Development and operation of the financial service platform	發展及營運金融 服務平台	41.8	10	-	10	End of 2023 二零二三年末
Repayment of indebtedness	償還債務	20.9	5	(1.5)	3.5	End of 2023 二零二三年末
General working capital	一般營運資金	37.3	8.95	0.7	8.25	End of 2023 二零二三年末
		100.0	23.95	2.2	21.75	

MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

重大收購或出售附屬公司及聯 屬公司

During the Reporting Period, there was no material acquisition or disposal of subsidiaries, associates and joint ventures by the Group.

於報告期間，本集團並無重大收購或出售附屬公司及聯屬公司。

Management Discussion and Analysis (Continued)

管理層討論與分析 (續)

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS AND EXPECTED SOURCES OF FUNDING

There was no specific plan for material investments or capital assets as at 30 June 2023.

CONTINGENT LIABILITIES

As at 30 June 2023, the Group had no significant contingent liabilities.

CHARGES ON GROUP ASSETS

As at 30 June 2023, there were no charges on group assets.

重大投資或資本資產之未來計劃及預計資金來源

於二零二三年六月三十日，並無重大投資或資本資產之具體計劃。

或然負債

於二零二三年六月三十日，本集團並無重大或然負債。

集團資產抵押

於二零二三年六月三十日，集團資產並無抵押。

Management Discussion and Analysis (Continued)

管理層討論與分析 (續)

FOREIGN EXCHANGE EXPOSURE

The Group is mainly exposed to the fluctuation of Hong Kong dollars against Renminbi as its certain bank balances are denominated in Hong Kong dollars which is not the functional currency of the Group. The Group has not made any arrangement to hedge against the exchange rate risk. However, the Directors and management will continue to monitor the foreign exchange exposure and will consider utilising applicable derivatives to hedge out the exchange risk when necessary.

TREASURY POLICIES

The Group adopts a conservative approach towards its treasury policies. The Group strives to reduce exposure to credit risk by performing ongoing credit evaluation of the financial conditions of its customers. To manage liquidity risk, the Directors closely monitor the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and commitments can meet its funding requirements.

外匯風險

本集團若干銀行結餘以港元計值，而港元並非本集團功能貨幣，故本集團主要面對港元兌人民幣匯率波動的風險。本集團並未有作出任何安排以對沖匯率風險。然而，董事及管理層將不斷監察外匯風險，並在有需要時考慮採用適當衍生工具對沖外匯風險。

庫務政策

本集團採納穩健庫務政策。本集團透過對客戶財務狀況進行持續信貸評估，竭力降低信貸風險。為管理流動資金風險，董事密切監察本集團流動資金狀況，以確保本集團資產、負債及承擔的流動資金結構可應付其資金需求。

Management Discussion and Analysis (Continued)

管理層討論與分析 (續)

EMPLOYEES, REMUNERATION POLICIES AND TRAINING SCHEMES

As at 30 June 2023, the Group had a total of 35 staff (31 December 2022: 32). Total staff costs (including Directors' emoluments) were approximately RMB3.4 million for the six months ended 30 June 2023 (for the six months ended 30 June 2022: approximately RMB3.8 million). Remuneration is determined with reference to market conditions and the performance, qualifications and experience of individual employee. Year-end bonus based on individual performance will be paid to employees as recognition of and reward for their contributions. Other benefits include a share option scheme, contributions to statutory mandatory provident fund schemes and social insurance together with housing provident funds to its employees in Hong Kong and the PRC respectively.

The emoluments of the Directors are reviewed by the remuneration committee of the Company, having regard to the relevant Director's experience, responsibility, workload and the time devoted to the Group, the Group's operating results and comparable market statistics.

僱員、薪酬政策及培訓計劃

於二零二三年六月三十日，本集團僱員總數為35人(二零二二年十二月三十一日：32人)。截至二零二三年六月三十日止六個月，員工總成本(包括董事酬金)約為人民幣3.4百萬元(截至二零二二年六月三十日止六個月：約人民幣3.8百萬元)。薪酬乃根據市況及個別僱員表現、資歷及經驗而釐定。僱員按個別表現獲年終花紅，作為對其貢獻的表彰及獎勵。其他福利包括購股權計劃及分別為香港及中國僱員向法定強制性公積金計劃及社會保險連同住房公積金供款。

董事酬金由本公司薪酬委員會視乎相關董事之經驗、責任、工作量及為本集團付出之時間、本集團之經營業績及可資比較市場數據而檢討。

Management Discussion and Analysis (Continued)

管理層討論與分析 (續)

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 June 2023, the interests of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the "SFO")) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or were required pursuant to section 352 of the SFO, to be entered in the register referred to therein, or were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

董事及主要行政人員於股份、相關股份及債券之權益及淡倉

於二零二三年六月三十日，本公司董事及主要行政人員於本公司及其相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中擁有須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所之權益（包括根據證券及期貨條例有關條文當作或視為擁有之權益及淡倉），或根據證券及期貨條例第352條規定須記錄在該條所述之登記冊之權益，或根據GEM上市規則第5.46至第5.67條所述須知會本公司及聯交所之權益如下：

Management Discussion and Analysis (Continued)

管理層討論與分析 (續)

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES (Continued)

董事及主要行政人員於股份、
相關股份及債券之權益及淡倉
(續)

INTERESTS IN THE UNDERLYING SHARES

於相關股份之權益

Name of Director 董事姓名	Capacity/ Nature of interest 身份／權益性質	Number of underlying Shares 相關股份數目		Approximate percentage of shareholding in the Company 於本公司持股 的概約百分比 (%)
		Long position 好倉 (Note) (附註)	Short position 淡倉	
Mr. Zhang Gongjun ^(*) 張公俊先生 ^(*)	Beneficial owner 實益擁有人	—	—	—

Note (*): Mr. Zhang Gongjun resigned as a director on 7 June 2023.

附註(*)：張公俊先生於二零二三年六月七日辭任。

Management Discussion and Analysis (Continued)

管理層討論與分析 (續)

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES (Continued)

INTERESTS IN THE UNDERLYING SHARES (Continued)

Save as disclosed above, as at 30 June 2023, none of the Directors or chief executive of the Company had any interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she was taken or deemed to have under such provisions of the SFO) or which was required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules to be notified to the Company and the Stock Exchange.

董事及主要行政人員於股份、相關股份及債券之權益及淡倉 (續)

於相關股份之權益 (續)

除上文披露者外，於二零二三年六月三十日，本公司董事或主要行政人員概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中擁有須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所之權益或淡倉（包括根據證券及期貨條例有關條文當作或視為擁有之權益及淡倉）或根據證券及期貨條例第352條規定須記錄在該條所述之登記冊之權益或淡倉，或根據GEM上市規則第5.46至第5.67條須知會本公司及聯交所之權益或淡倉。

Management Discussion and Analysis (Continued)

管理層討論與分析 (續)

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

As at 30 June 2023, so far as is known to the Directors, the following persons (other than the Directors and chief executives of the Company) had an interest or short position in the Shares and underlying Shares as recorded in the register required to be kept by the Company under Section 336 of the SFO:

主要股東及其他人士於股份及相關股份中的權益及淡倉

於二零二三年六月三十日，據董事所知，下列人士（董事及本公司主要行政人員除外）於股份及相關股份中擁有須記錄於根據證券及期貨條例第336條規定本公司存置的登記冊的權益或淡倉：

INTERESTS IN THE SHARES

於股份中擁有的權益

Name of Shareholder 股東名稱／姓名	Number of Shares held (Note 1) 持有股份數目 (附註 1)				Total 總計	Approximate percentage 概約百分比 (%)
	Beneficial interest 實益權益	Interest of spouse 配偶權益	Security interest 證券權益	Interest of controlled corporation 受控法團權益		
Ms. Niu Chengjun 牛成俊女士	36,042,067	–	–	–	36,042,067	51
Ming Cheng Investments Limited 明晟投資有限公司	7,354,791 (Note 2) (附註 2)	–	–	–	7,354,791	10.41
Mr. Zheng Weijing 鄭偉京先生	812,604	–	–	7,354,791 (Note 2) (附註 2)	8,167,395	11.56
Sino-Africa Resources Holdings Limited 中非資源控股有限公司	5,113,520 (Note 3) (附註 3)	–	–	–	5,113,520	7.24
Peace Bloom Limited 逸隆有限公司	2,908,581 (Note 4) (附註 4)	–	–	–	2,908,581	4.12
Upsoar Limited 翔昇有限公司	3,110,373 (Note 5) (附註 5)	–	–	–	3,110,373	4.40

Management Discussion and Analysis (Continued)

管理層討論與分析 (續)

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (Continued)

主要股東及其他人士於股份及相關股份中的權益及淡倉 (續)

INTERESTS IN THE SHARES (Continued)

於股份中擁有的權益 (續)

Name of Shareholder 股東名稱 / 姓名	Number of Shares held (Note 1) 持有股份數目 (附註 1)				Total 總計	Approximate percentage 概約百分比 (%)
	Beneficial interest 實益權益	Interest of spouse 配偶權益	Security interest 證券權益	Interest of controlled corporation 受控法團權益		
Mr. Huang Xiguang 黃錫光先生	-	-	-	5,113,520 (Note 3) (附註 3)	5,113,520	7.24
Mr. Hu Jinxi 胡金喜先生	444,000	-	-	2,908,581 (Note 4) (附註 4)	3,352,581	4.74
Ms. Fu Shanping 傅善平女士	-	-	-	3,110,373 (Note 5) (附註 5)	3,110,373	4.40
Kimberland Credit Limited 金百盛信貸有限公司	-	-	8,167,395 (Note 6) (附註 6)	-	8,167,395	11.56
Mr. Shi Andong 施安東先生	-	-	-	8,167,395 (Note 6) (附註 6)	8,167,395	11.56

Notes:

附註：

- These represent the corporation's/person's long position in the Shares.
- Ming Cheng Investments Limited is a company wholly-owned by Mr. Zheng Weijing.
- Sino-Africa Resources Holdings Limited is a company wholly-owned by Mr. Huang Xiguang.
- 代表該法團／人士於股份中的好倉。
- 明晟投資有限公司由鄭偉京先生全資擁有。
- 中非資源控股有限公司由黃錫光先生全資擁有。

Management Discussion and Analysis (Continued)

管理層討論與分析 (續)

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (Continued)

主要股東及其他人士於股份及相關股份中的權益及淡倉 (續)

INTERESTS IN THE SHARES (Continued)

Notes: (Continued)

- Peace Bloom Limited is a company wholly-owned by Mr. Hu Jinxi.
- Upsoar Limited is a company wholly-owned by Ms. Fu Shanping.
- Based on the notices of disclosure of interests filed by each of Kimberland Credit Limited and Mr. Shi Andong on 23 January 2020, these long positions in the Shares are held by Kimberland Credit Limited which is directly wholly-owned by Mr. Shi Andong. Under the SFO, Mr. Shi Andong is deemed to be interested in these long positions in Shares held by Kimberland Credit Limited.
- The Company has entered into the Subscription Agreement ("subscription") (upon which the total of 36,042,067 shares ("Shares") with par value of HK\$0.01 each in the Company) with the Subscriber named Ms. Niu Chengjun ("Ms. Niu") on 23 May 2022 which were fully comply with all conditions on 7 June 2023.
- Every Fifty (50) issued and unissued existing shares of HK\$0.1 each in the share capital of the Company be consolidated into one (1) consolidated share of HK 5 each pursuant to the Share Consolidation which took effect on 22 March 2023.
- Reference is made to the circular of the Company dated 8 July 2022 and the announcement of the Company dated 7 June 2023, the Capital Reduction and the Share Subdivision become effective before 9:00 a.m. on Thursday, 8 June 2023 (Hong Kong time), the authorised share capital of the Company is HK\$500,000,000 divided into 50,000,000 New Shares of par value of HK\$0.01 each.

於股份中擁有的權益 (續)

附註：(續)

- 逸隆有限公司由胡金喜先生全資擁有。
- 翔昇有限公司由傅善平女士全資擁有。
- 根據金百盛信貸有限公司及施安東先生各自於二零二零年一月二十三日存檔的權益披露通知，該等股份中的好倉由金百盛信貸有限公司持有，而金百盛信貸有限公司由施安東先生直接全資擁有。根據證券及期貨條例，施安東先生被視為於金百盛信貸有限公司持有的股份中的好倉中擁有權益。
- 於二零二二年五月二十三日，本公司已與認購人牛成俊女士（「牛女士」）訂立認購協議（「認購事項」）（據此，合共36,042,067股本公司每股面值0.01港元之股份（「股份」），其於二零二三年六月七日完全符合所有條件。
- 根據於二零二三年三月二十二日生效之股份合併，將每五十(50)股本公司股本中每股面值0.1港元之已發行及未發行股份合併為一(1)股每股面值5港元之合併股份。
- 茲提述本公司日期為二零二二年七月八日之通函及本公司日期為二零二三年六月七日之公告，股本削減及股份拆細於二零二三年六月八日（星期四）（香港時間）上午九時正前生效，本公司的法定股本為500,000,000港元，分為50,000,000股每股面值0.01港元之新股份。

Save as disclosed above, as at 30 June 2023, there was no person who had any interest or short position in the Shares or underlying Shares as recorded in the register required to be kept by the Company under Section 336 of the SFO.

除上文所披露者外，於二零二三年六月三十日，並無人士於股份或相關股份中擁有根據證券及期貨條例第336條規定須記錄在本公司保存的登記冊的權益或淡倉。

Management Discussion and Analysis (Continued)

管理層討論與分析 (續)

SHARE OPTION SCHEME

As at 31 December 2022, the total number of securities available for issue under the Share Option Scheme pursuant to its terms was 62,000 Shares, representing in aggregate approximately 0.18% of the Company's issued share capital was lapsed on 14 January 2023.

Details of the share options granted under the Share Option Scheme for the six months ended 30 June 2023 were as follows:

購股權計劃

於二零二二年十二月三十一日，根據購股權計劃的條款，購股權計劃項下可供發行的證券總數為62,000股，合共佔本公司已發行股本的約0.18%，其於二零二三年一月十四日失效。

截至二零二三年六月三十日止六個月，根據購股權計劃授出的購股權的詳情如下：

		Number of share options 購股權數目				
Name	Date of grant	Outstanding as at 1 January 2023 於二零二三年 一月一日 尚未行使	Granted during the period	Exercised during the period	Lapsed during the period	Outstanding as at 30 June 2023 於二零二三年 六月三十日 尚未行使
姓名	授出日期		期內授出	期內行使	期內失效	
Executive Directors						
執行董事						
Mr. Zhang Gongjun 張公俊先生	15 January 2018 二零一八年一月十五日	16,000	—	—	(16,000)	—
Independent non-executive Directors						
獨立非執行董事						
Dr. Vincent Cheng ⁽ⁱ⁾ 鄭嘉福博士 ⁽ⁱ⁾	15 January 2018 二零一八年一月十五日	2,400	—	—	(2,400)	—
Dr. Miao Bo ⁽ⁱ⁾ 苗波博士 ⁽ⁱ⁾	15 January 2018 二零一八年一月十五日	2,400	—	—	(2,400)	—
Sub-total 小計		20,800	—	—	(20,800)	—
Employees in aggregate 僱員合計	15 January 2018 二零一八年一月十五日	41,200	—	—	(41,200)	—
Total 總計		62,000	—	—	(62,000)	—

Management Discussion and Analysis (Continued)

管理層討論與分析 (續)

SHARE OPTION SCHEME (Continued)

62,000 share options were lapsed during the six months ended 30 June 2023.

Note (*): Dr. Vincent Cheng and Dr. Miao Bo were resigned with effect from 23 February 2023.

Mr. Zhang Gongjun was resigned with effect on 7 June 2023.

購股權計劃(續)

截至二零二三年六月三十日止六個月，62,000份購股權失效。

附註(*)：鄭嘉福博士與苗波博士已經辭任，自二零二三年二月二十三日起生效。

張公俊先生於二零二三年六月七日辭任。

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 June 2023.

購回、出售或贖回上市證券

截至二零二三年六月三十日止六個月，概無本公司或其任何附屬公司購回、出售或贖回本公司任何上市證券。

CORPORATE GOVERNANCE

The Board is of the view that the Company has met the code provisions set out in the Corporate Governance Code (the "Code") as set out in Appendix 15 to the GEM Listing Rules.

企業管治

董事會認為，本公司符合GEM上市規則附錄十五所載企業管治守則(「守則」)載列的守則條文。

Management Discussion and Analysis (Continued)

管理層討論與分析 (續)

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company has also made specific enquiry of all Directors and the Company was not aware of any non-compliance with the required standard of dealings and its code of conduct regarding securities transactions by Directors during the six months ended 30 June 2023.

COMPETING INTERESTS

None of the Directors, controlling shareholders of the Company and their respective close associates (as defined in the GEM Listing Rules) had any interests in any business which compete or may compete with the business of the Group or any other conflicts of interest which any person may have with the Group as at 30 June 2023.

有關董事進行證券交易之行為守則

本公司已採納有關董事進行證券交易之行為守則，其條款至少與GEM上市規則第5.48至5.67條所載交易必守準則同樣嚴格。本公司亦已向所有董事作出特定查詢且並沒有發現於截至二零二三年六月三十日止六個月任何違反交易必守準則及有關董事進行證券交易之行為守則的情況。

競爭性權益

於二零二三年六月三十日，概無本公司之董事、控股股東及彼等各自之緊密聯繫人（定義見GEM上市規則）於與本集團業務構成或可能構成競爭之業務中擁有任何權益，亦無與本集團有任何其他利益衝突。

Management Discussion and Analysis (Continued)

管理層討論與分析 (續)

AUDIT COMMITTEE

The audit committee of the Company (the “Audit Committee”) comprises a total of three members, namely, Mr. Kam Hou Yin, John (Chairman), Mr. Luo Sigang and Ms. Chong Kan Yu, all of whom are independent non-executive Directors. The Group’s unaudited condensed consolidated results, results announcement and half-year report for the six months ended 30 June 2023 have been reviewed by the Audit Committee. The Board is of opinion that the preparation of such financial information complied with the applicable accounting standards, the requirements under the GEM Listing Rules and any other applicable legal requirements, and that adequate disclosures have been made.

By order of the Board

Flying Financial Service Holdings Limited

Liu Yi

Executive Officer

Hong Kong, 14 August 2023

As at the date of this report, the executive Directors is Ms. Liu Yi; and the independent non-executive Directors are Mr. Kam Hou Yin, John, Ms. Chong Kan Yu and Mr. Luo Sigang.

This report will remain on the “Latest Company Announcements” page of the GEM website (<http://www.hkexnews.hk>) for at least 7 days from the date of its publication and on the website of the Company (www.flyingfinancial.hk).

審核委員會

本公司審核委員會(「審核委員會」)共包括三名成員，即金孝賢先生(主席)、羅思剛先生及莊瑾瑜女士，彼等均為獨立非執行董事。本集團截至二零二三年六月三十日止六個月的未經審核簡明綜合業績、業績公告及半年度報告已經審核委員會審閱。董事會認為有關財務資料已遵照適用會計準則、GEM上市規則及任何其他適用法例規定而編撰，並已作出充分披露。

承董事會命

匯聯金融服務控股有限公司

行政總裁

劉毅

香港，二零二三年八月十四日

於本報告日期，執行董事為劉毅女士；而獨立非執行董事為金孝賢先生、莊瑾瑜女士及羅思剛先生。

本報告將由刊登日期起最少七天於GEM網站<http://www.hkexnews.hk>「最新公司公告」網頁及本公司網站www.flyingfinancial.hk刊載。