



# 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)  
(於開曼群島註冊成立的有限公司)

Stock code 股份代號 : 8030

Third  
Quarterly  
Report  
第三季度  
業績報告

2021

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## 香港聯合交易所有限公司 （「聯交所」）GEM之特色

GEM的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在聯交所上市的公司帶有較高投資風險。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。

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本報告的資料乃遵照聯交所GEM上市規則（「GEM上市規則」）而刊載，旨在提供有關匯豐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

- The Company and its subsidiaries (collectively, the “Group”) recorded a turnover of approximately RMB6,149,000 for the nine months ended 30 September 2021, representing a decrease of approximately 59.0% as compared to approximately RMB15,002,000 for the corresponding period in 2020.
- Loss attributable to owners of the Company for the nine months ended 30 September 2021 amounted to approximately RMB7,654,000, (2020: approximately RMB245,201,000).
- Basic loss per share of the Company (the “Share”) for the nine months ended 30 September 2021 amounted to RMB0.44 cents (2020: RMB14.16 cents).
- The board of Directors (the “Board”) does not recommend the payment of interim dividend for the nine months ended 30 September 2021 (2020: nil).
- 本公司及其附屬公司（統稱為「本集團」）於截至二零二一年九月三十日止九個月錄得營業額約人民幣6,149,000元，較二零二零年同期的約人民幣15,002,000元減少約59.0%。
- 於截至二零二零年九月三十日止九個月，本公司擁有人應佔虧損約為人民幣7,654,000元（二零二零年：約人民幣245,201,000元）。
- 於截至二零二一年九月三十日止九個月，本公司每股基本虧損（「股份」）為人民幣0.44分（二零二零年：人民幣14.16分）。
- 董事會（「董事會」）並不建議派付截至二零二一年九月三十日止九個月的中期股息（二零二零年：零）。

## THIRD QUARTERLY RESULTS

The Board is pleased to announce the unaudited condensed consolidated results of the Group for the nine months ended 30 September 2021 together with the comparative unaudited figures for the corresponding periods in 2020 as follows:

## CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the nine months ended 30 September 2021

## 第三季度業績

董事會欣然宣佈本集團截至二零二一年九月三十日止九個月的未經審核簡明綜合業績，連同二零二零年同期的未經審核比較數字如下：

## 簡明綜合全面收益表

截至二零二一年九月三十日止九個月

		Notes 附註	Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
			2021 二零二一年 (Unaudited) (未經審核) RMB'000 人民幣千元	2020 二零二零年 (Unaudited) (未經審核) RMB'000 人民幣千元	2021 二零二一年 (Unaudited) (未經審核) RMB'000 人民幣千元	2020 二零二零年 (Unaudited) (未經審核) RMB'000 人民幣千元
Revenue	收益	3	974	6,133	6,149	15,002
Other income/(expense), net	其他收入/(開支)淨額	3	1	494	23	1,013
Employee benefit expenses	僱員福利開支		(1,739)	(6,770)	(6,621)	(19,750)
Other administrative expenses	其他行政開支		(2,486)	(8,127)	(9,144)	(19,754)
Fair value changes in financial assets at fair value through profit or loss	按公平值計入損益的金融資產之公平值變動		4,648	(130,430)	10,953	(211,533)
Changes in loss allowance on financial assets	金融資產虧損撥備變動		-	(9,001)	(9,222)	(19,087)
Finance costs	財務成本	4	-	(288)	(97)	(955)
Profit/(loss) before income tax expense	除所得稅開支前溢利/(虧損)	5	1,398	(147,989)	(7,959)	(255,064)
Income tax credit/(expense)	所得稅抵免/(開支)	6	-	494	(9)	8,115
Profit/(loss) for the period	期內溢利/(虧損)		1,398	(147,495)	(7,968)	(246,949)
Other comprehensive income	其他全面收益					
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		2,165	60	155	(130)
<b>Total comprehensive income for the period</b>	<b>期內全面收益總額</b>		<b>3,563</b>	<b>(147,435)</b>	<b>(7,813)</b>	<b>(247,079)</b>

		Three months ended		Nine months ended	
		30 September		30 September	
		截至九月三十日止三個月		截至九月三十日止九個月	
		2021	2020	2021	2020
		二零二一年	二零二零年	二零二一年	二零二零年
		(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
		<i>Notes</i>			
		<i>附註</i>			
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	1,462	(146,049)	(7,654)	(245,201)
Non-controlling interests	非控股權益	(64)	(1,446)	(314)	(1,748)
		1,398	(147,495)	(7,968)	(246,949)
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	3,627	(145,989)	(7,499)	(245,331)
Non-controlling interests	非控股權益	(64)	(1,446)	(314)	(1,748)
		3,563	(147,435)	(7,813)	(247,079)
Earnings/(losses) per Share	每股盈利／(虧損)				
- Basic (RMB cents)	—基本 (人民幣分)	0.08	(8.43)	(0.44)	(14.16)
- Diluted (RMB cents)	—攤薄 (人民幣分)	0.08	(8.43)	(0.44)	(14.16)

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED THIRD QUARTERLY RESULTS

## 未經審核簡明綜合第三季 度業績附註

### 1. GENERAL INFORMATION

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 1309, Mirror Tower, 61 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong. The Company's shares ("Shares") have been listed on the GEM of the Stock Exchange since 7 May 2012.

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

In the opinion of the Directors, the immediate and ultimate holding company of the Company is Ming Cheng Investments Limited, a limited liability company incorporated in the British Virgin Islands.

### 1. 一般資料

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。本公司主要營業地點為香港九龍尖沙咀麼地道61號冠華中心1309室。本公司股份（「股份」）自二零一二年五月七日起於聯交所GEM上市。

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」）從事投資物業發展項目、營運金融服務平台、提供委託貸款、典當貸款及其他貸款服務、財務顧問服務以及融資租賃及保理服務。

董事認為，本公司的直接及最終控股公司為明晟投資有限公司（一間於英屬維爾京群島註冊成立的有限責任公司）。

## 2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

The Group's unaudited condensed consolidated financial statements have been prepared in accordance with 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 2020.

All HKFRSs effective for the accounting periods commencing from 1 January 2021 and relevant to the Group, have been adopted by the Group in the preparation of the unaudited condensed consolidated results. The adoption of these new and revised HKFRSs did not result in significant changes to the Group's results and financial position.

The Group has not applied the new HKFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new HKFRSs but is not yet in a position to state whether these new HKFRSs would have a material impact on its results of operations and financial position.

All significant transactions and balances among the companies comprising the Group have been eliminated on consolidation.

## 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二零二零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。

於編製未經審核簡明綜合業績時，本集團採納自二零二一年一月一日開始之會計期間生效且與本集團有關的所有香港財務報告準則。採納該等新訂及經修訂香港財務報告準則不會導致本集團之業績及財務狀況出現重大變動。

本集團尚未採納已頒佈但尚未生效之新訂香港財務報告準則。本集團已開始評估該等新訂香港財務報告準則之影響，惟尚未可評論該等新訂香港財務報告準則會否對其經營業績及財務狀況有重大影響。

本集團旗下公司之間的所有重大交易及結餘已於綜合入賬時對銷。

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 nine months ended 30 September 2021 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。截至二零二一年九月三十日止三個月及九個月的收益及其他收入／（開支）淨額如下：

		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		2021 二零二一年 (Unaudited) (未經審核) RMB'000 人民幣千元	2020 二零二零年 (Unaudited) (未經審核) RMB'000 人民幣千元	2021 二零二一年 (Unaudited) (未經審核) RMB'000 人民幣千元	2020 二零二零年 (Unaudited) (未經審核) RMB'000 人民幣千元
Revenue	收益				
Financial consultation services income	財務顧問服務收入	-	441	-	5,617
Platform services income	平台服務收入	903	5,024	5,913	6,873
Interest income	利息收入	71	666	236	2,494
Finance lease services income	融資租賃服務收入	-	2	-	18
		974	6,133	6,149	15,002
Other income/(expense), net	其他收入／（開支）淨額				
Bank interest income	銀行利息收入	1	3	7	10
Government subsidies	政府補助	-	387	-	862
Others	其他	-	104	16	141
		1	494	23	1,013



## 4. FINANCE COSTS

## 4. 財務成本

	Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
	2021 二零二一年 (Unaudited) (未經審核) RMB'000 人民幣千元	2020 二零二零年 (Unaudited) (未經審核) RMB'000 人民幣千元	2021 二零二一年 (Unaudited) (未經審核) RMB'000 人民幣千元	2020 二零二零年 (Unaudited) (未經審核) RMB'000 人民幣千元
Interest on bank borrowings 銀行借款利息	-	216	94	598
Interest on lease liabilities 租賃負債利息	-	72	3	357
	-	288	97	955

## 5. PROFIT/(LOSS) BEFORE INCOME TAX EXPENSE

## 5. 除所得稅開支前溢利／(虧損)

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

除所得稅開支前溢利／(虧損) 乃經扣除／(抵免) 下列各項後達致：

	Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
	2021 二零二一年 (Unaudited) (未經審核) RMB'000 人民幣千元	2020 二零二零年 (Unaudited) (未經審核) RMB'000 人民幣千元	2021 二零二一年 (Unaudited) (未經審核) RMB'000 人民幣千元	2020 二零二零年 (Unaudited) (未經審核) RMB'000 人民幣千元
Auditor's remuneration 核數師酬金	59	-	389	1,804
Depreciation of property, plant and equipment 物業、廠房及設備折舊	72	736	501	2,248
Depreciation of leasehold assets 租賃資產折舊	-	283	-	2,176
Fair value changes in financial assets of FVTPL (as defined below) 按公平值計入損益的金融資產之公平值變動(定義見下文)	(4,648)	130,430	(10,953)	211,533
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	1,539	6,309	5,687	18,262
Pension scheme contributions – Defined contribution plans 退休金計劃供款 – 定額供款計劃	200	461	934	1,488
	1,739	6,770	6,621	19,750
Operating lease charges in respect of properties 物業經營租賃開支	123	606	228	831

## 6. INCOME TAX CREDIT/(EXPENSE)

## 6. 所得稅抵免／(開支)

		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		2021 二零二一年 (Unaudited) (未經審核) RMB'000 人民幣千元	2020 二零二零年 (Unaudited) (未經審核) RMB'000 人民幣千元	2021 二零二一年 (Unaudited) (未經審核) RMB'000 人民幣千元	2020 二零二零年 (Unaudited) (未經審核) RMB'000 人民幣千元
PRC Enterprise Income Tax	中國企業所得稅				
- Current period	- 當前期間	-	(120)	9	(116)
- Over-provision in the prior year	- 過往年度 超額撥備	-	(374)	-	(7,999)
Hong Kong Profits Tax	香港利得稅				
- Current period	- 當前期間	-	-	-	-
Income tax (credit)/expense	所得稅(抵免)／開支	-	(494)	9	(8,115)

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.

Enterprise Income Tax ("EIT") arising from the PRC for the period was calculated at 25.0% (2020: 25.0%) 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 2021 is calculated at 16.5% (2020: 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 2020.

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。

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25.0%（二零二零年：25.0%）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。

二零二一年之香港利得稅撥備乃按本年度估計應課稅溢利的16.5%（二零二零年：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2百萬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二零二零年相同的基準計算。

7. DIVIDEND

The Board resolved not to declare an interim dividend for the nine months ended 30 September 2021 (2020: nil).

8. EARNINGS/(LOSS) PER SHARE

(a) *Earnings/(loss) per share*

The calculation of basic loss per share for the nine months ended 30 September 2021 is based on the loss attributable to owners of the Company of approximately RMB7,654,000 (2020: loss of approximately RMB245,201,000) and the weighted average number of approximately 1,731,433,000 (2020: approximately 1,731,433,000) ordinary shares during the nine months ended 30 September 2021.

(b) *Diluted loss per share*

For the purposes of calculation of the diluted loss per share, the number of shares that would have been issued assuming the exercise of the share options less the number of shares that could have been issued at fair value (determined as the average market price per share for the period) for the same total proceeds is the number of shares issued for no consideration. The resulting number of shares issued for no consideration is included in the weighted average number of ordinary shares as the denominator for calculating diluted loss per share.

7. 股息

董事會不建議宣派截至二零二一年九月三十日止九個月的中期股息(二零二零年：零)。

8. 每股盈利／(虧損)

(a) *每股基本盈利／(虧損)*

截至二零二一年九月三十日止九個月的每股基本虧損乃按本公司擁有人應佔虧損約人民幣7,654,000元(二零二零年：虧損約人民幣245,201,000元)，以及按截至二零二一年九月三十日止九個月普通股加權平均數約1,731,433,000股(二零二零年：約1,731,433,000股)計算。

(b) *每股攤薄虧損*

為計算每股攤薄虧損，假設購股權行使後的原應已發行股份數目減就相同所得款項總額可能按照公平值(按照期內每股平均市場價格釐定)發行的股份數目為零代價已發行股份數目。得出的零代價已發行股份數目計入計算每股攤薄虧損時的分母中的加權平均普通股數目。

9. UNAUDITED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

9. 未經審核綜合權益變動表

		Attributable to owners of the Company 本公司擁有人應佔										
		Share capital	Share premium	Merger reserve	Statutory reserve	Exchange reserve	Share option reserve	Fair value through other comprehensive income reserve	Retained earnings/(Accumulated losses)	Total	Non-controlling interests	Total
		股本 (Unaudited) (未經審核)	股份溢價 (Unaudited) (未經審核)	合併儲備 (Unaudited) (未經審核)	法定儲備 (Unaudited) (未經審核)	匯兌儲備 (Unaudited) (未經審核)	購股權儲備 (Unaudited) (未經審核)	按公平值計入其他全面收益的儲備 (Unaudited) (未經審核)	保留盈利/ (原計虧損) (Unaudited) (未經審核)	總額 (Unaudited) (未經審核)	非控股權益 (Unaudited) (未經審核)	總額 (Unaudited) (未經審核)
		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	RMB'000 人民幣千元
At 1 January 2021	於二零二一年一月一日	142,004	217,853	116,659	51,199	3,897	25,286	2,124	(269,343)	289,479	12,224	301,703
Loss for the period	期內虧損	-	-	-	-	-	-	-	(7,654)	(7,654)	(314)	(7,968)
Other comprehensive income for the period	期內其他全面收益	-	-	-	-	155	-	-	-	155	-	155
Total comprehensive income for the period	期內全面收益總額	-	-	-	-	155	-	-	(7,654)	(7,499)	(314)	(7,813)
Transfer to statutory reserve	轉撥至法定儲備	-	-	-	7	-	-	-	-	7	-	7
At 30 September 2021	於二零二一年九月三十日	142,004	217,853	116,659	51,206	3,852	25,286	2,124	(276,997)	281,987	11,910	293,897
At 1 January 2020	於二零二零年一月一日	142,004	217,853	116,659	51,199	2,732	28,013	(9,664)	196,655	745,451	11,778	757,229
Loss for the period	期內虧損	-	-	-	-	-	-	-	(245,201)	(245,201)	(1,748)	(246,949)
Other comprehensive income for the period	期內其他全面收益	-	-	-	-	(130)	-	-	-	(130)	-	(130)
Total comprehensive income for the period	期內全面收益總額	-	-	-	-	(130)	-	-	(245,201)	(245,331)	(1,748)	(247,079)
At 30 September 2020	於二零二零年九月三十日	142,004	217,853	116,659	51,199	2,602	28,013	(9,664)	(48,546)	500,120	10,030	510,150

# MANAGEMENT DISCUSSION AND ANALYSIS

## BUSINESS REVIEW

The Group has been committed to developing itself as an influential real estate financial service provider in China and has been putting great efforts in providing financial services to the real estate sector for many years. Leveraging on our experience and expertise in serving as leading real estate developers, our service coverage has been expanded to developers of different scales. We are honored to be able to fulfill the business needs of our business partners and support their continuous growth. However, the government has been implementing increasingly stringent policies to regulate the real estate industry and vigorously monitoring the capital inflow in recent years, blocking numerous financing channels, which significantly affects our positioning as a financial service provider in the industry. The Group strives to actively cope with the challenges and seek more potential development, in order to achieve transformation in a stable and proactive manner.

### *Investment in Property Development Projects*

The Group's "investment in property development projects" segment was an extension of the Group's financial solution provider business, leveraging on its experience in the financial services industry and also its understanding of the operational environment of the real estate industry via the provision of financial services to property developers of various sizes and other players along the real estate development value chain or their stakeholders in prior years.

## 管理層討論與分析

### 業務回顧

一直以來，本集團專注於成為中國重要的房地產金融服務供應商，在此領域深耕多年，從服務龍頭房地產開發商積累的經驗和技術能力，逐步擴展到服務行業內規模不等的開發商。我們為能夠解決業務夥伴的業務需求，並見證其持續成長而感到榮幸。惟近年來政府為調控房地產行業而推行的政策日趨嚴厲，大力防控資金進入，諸多融資通道不復存在，這對本公司的行業金融服務供應商的定位帶來了巨大影響。本集團目前正積極應對挑戰並謀求更多發展空間，整體處於需要更加穩健並積極尋求轉變的過程中。

### *投資於物業發展項目*

憑藉過往年度向各類物業開發商及房地產開發價值鏈的其他參與者或利益相關者提供金融服務所獲的金融服務行業經驗和對房地產行業營運環境的了解，本集團「投資於物業發展項目」分部是本集團金融解決方案供應商業務的延伸。

In 2020, due to the impact of the global pandemic, China's economic growth slowed as it navigated through risks and challenges. After the imposition of the "three red lines", the real estate industry was under mounting pressure. In order to cope with the impact of the cyclical down trend of the real estate industry, the Group focused on the development of pipeline property development projects in 2020. The Group explored other business opportunities along the business value chain and aimed to control business risks with prudent operation through reducing cash expenditure relating to investment.

For the period under review, there was no income generated from the property development projects of the Group.

#### *Fin-tech Platform*

In 2020, the Group has put great effort in transforming its internet finance business segments and cooperated with internet small loan companies to develop internet small loan business. The service of our financial technology service platform, "匯聯科技", was expanded to cover more property developers. Leveraging on our experience and expertise of serving leading property developers, we have fulfilled the business needs of many partners and enabled the industry for further development. The 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 our partners can be fulfilled through quick access to the technologies. The platform facilitates asset-light operation with low risk through technology services and consolidates the position of the Group as a real estate financial service provider and its original aspiration to grow with core customers during the downward cycle of the industry.

二零二零年，受全球大流行病的影響，中國經濟在應對風險和挑戰中，增長有所放緩。在「三條紅線」實施後，房地產行業承受的壓力越來越大。為了應對房地產行業下行週期的影響，本集團在二零二零年內聚焦於存量物業發展項目的深耕細作，包括發掘業務價值鏈上的其他業務機會，同時通過減少投資性現金支出，以更加審慎的經營方式使業務風險長期可控。

回顧期內，本集團並無自物業發展項目產生任何收入。

#### **金融科技平台**

二零二零年，本集團旗下互聯網金融業務分部將積極轉型，與互聯網小貸公司合作發展互聯網小貸業務。金融技術服務平台「匯聯科技」，今年將服務範圍拓展至更多的地產商合作夥伴，利用我們多年服務龍頭地產商積累的實踐經驗和技術成果，為多個合作夥伴解決了切實業務需求，真正實現了產業賦能的目標。目前，該技術服務平台通過與騰訊雲及持牌機構的合作，形成了從獲客、風險識別、風險評估、放款通道、支付通道、大數據分析等完整的業務流程和技術系統，使合作夥伴能夠快速完成技術接入，並實現業務需求。平台通過技術服務實現了輕資產、低風險運營，並夯實了房地產金融服務商的集團定位和經營初心，在行業下行週期中與核心客戶共同成長。

With the impact of COVID-19, however, restrictions in travelling have greatly slowed down the communication and cooperation with potential customers, which hindered the development of the financial service platform and affected the financial performance of this segment.

#### *Provision of Loan Services, Financial Consultation Services and Finance Lease Services*

Under these two business segments, the Group provides short-term and long-term financial consultation services, entrusted loans, pawn loans and other loans to borrowers and financial institutions. The Group also provides long-term finance lease services. The Group tailored different types of financial products for its customers depending on their individual circumstances and funding needs in order to resolve the financing needs of the customers.

#### *Cost Reduction and Internal Control*

To cope with the industry downward of its principal business, the Group continued to focus on reducing its costs and strengthening its internal control. Through optimising human resources and streamlining organisational structure of the Group, the operation efficiency and per capita efficiency were further enhanced. In addition, the Group refined its business operation and improved its rules and regulations after assessment and supervision of the internal control of various business segments. Our internal control system was improved through supervising the implementation of remedial measures for the loopholes found during our inspection.

然而，受到COVID-19的影響，旅遊限制大幅減緩與潛在客戶的溝通及合作，阻礙金融服務平台的發展，對此分部的財務業績有影響。

#### *提供貸款服務、財務顧問服務及融資租賃服務*

根據該兩個業務分部，本集團向借款人及金融機構提供短期和長期財務顧問服務、委託貸款、典當貸款及其他貸款。本集團亦提供長期融資租賃服務。本集團根據客戶個人情況及資金需求，為客戶量身定制不同類型的金融產品，以解決客戶的融資需求。

#### *成本削減和內部管控*

基於主營業務行業下行，本集團繼續以削減成本和加強內部管控為主。本集團通過人力資源優化和組織架構的重組調整，從而提升運營效率和人均效能。另外，本年度亦對本集團及下屬各業務板塊內部控制進行再評估和監督，對集團各項規章制度和業務流程進行完善和調整，對發現的漏洞制訂改善方案，並加強執行監督，從而實現內部管理的效能提升。

## FINANCIAL REVIEW

### *Revenue*

For the nine months ended 30 September 2021, the Group recorded a turnover of approximately RMB6.1 million, representing a decrease of approximately 59.0% from approximately RMB15.0 million for the corresponding period of last year, primarily due to the decrease of financial consultation services income and interest income.

In terms of revenue breakdown, revenue from financial consultation services for the period under review is nil. Revenue from financial service platforms amounted to approximately RMB5.9 million, representing a decrease of approximately 14.0%. Revenue from loan services, finance leasing and factoring services, amounted to approximately RMB236,000 for the period under review, representing a drop of approximately 90.6%.

### *Finance Costs*

During the period under review, interest expenses of the Group decreased by approximately 89.8% to RMB97,000 from RMB955,000 for the corresponding period of last year, which mainly comprised the decrease in interests on bank borrowings and lease liabilities.

### *Other Income, Net*

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

### *Administrative and Employee Benefit Expenses*

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 decreased by approximately 60.1% to approximately RMB15.8 million, which was due to the tightened control of relevant expenses.

## 財務回顧

### 收入

截至二零二一年九月三十日止九個月，本集團錄得營業額約人民幣6.1百萬元，較去年同期約人民幣15.0百萬元下降約59.0%，主要由於財務顧問服務收入及利息收入減少所致。

收入明細中，回顧期內財務顧問服務收入為零。金融服務平台收入約為人民幣5.9百萬元，下跌約14.0%。回顧期內，貸款服務、融資租賃及保理服務收入約為人民幣236,000元，下跌約90.6%。

### 財務成本

於回顧期內，本集團的利息開支為人民幣97,000元，較去年同期的人民幣955,000元減少約89.8%，主要由於銀行借款及租賃負債利息減少。

### 其他收入淨額

本集團其他收入淨額主要包括銀行利息、政府補助和其他。

### 行政及僱員福利開支

本集團的行政及僱員福利開支主要包括工資及員工福利、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下降約60.1%至約人民幣15.8百萬元，是由於嚴格控制相關開支所致。



### *Fair Value Changes in Financial Assets*

Under HKFRS 9, investments in the property development projects through limited partnerships and the assets-backed securities of the Group are stated at fair value and classified as financial assets at fair value through profit or loss. The changes in fair values of approximately RMB11.0 million was recognised as fair value gain in profit or loss (2020: loss of approximately RMB211.5 million).

### *Loss Attributable to the Owners of the Company*

During the period under review, loss attributable to the owners of the Company amounted to approximately RMB7.7 million (2020: loss of approximately RMB245.2 million).

## LIQUIDITY AND FINANCIAL RESOURCES

As at 30 September 2021, the Group's bank balances and cash amounted to approximately RMB1.6 million (at the end of 2020: approximately RMB7.3 million) and the Group's borrowings amounted to approximately RMB15.4 million (at the end of 2020: approximately RMB15.7 million). The gearing ratio representing the total borrowings of the Group divided by the total assets of the Group was approximately 4.0% (2020: 4.0%).

As at 30 September 2021, investment properties of the Group with an aggregate carrying amount of approximately RMB47.9 million were pledged for banking facilities (31 December 2020: approximately RMB47.9 million).

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.

## 金融資產公平值變動

根據香港財務報告準則第9號，本集團以有限合夥的方式投資物業發展項目及資產支持證券以公平值列示並分類為按公平值計入損益的金融資產。公平值變動約為人民幣11.0百萬元，乃確認為損益中的公平值收益(二零二零年：虧損約人民幣211.5百萬元)。

### *本公司擁有人應佔虧損*

於回顧期內，本公司擁有人應佔虧損約為人民幣7.7百萬元(二零二零年：虧損約人民幣245.2百萬元)。

## 流動資金及財務資源

於二零二一年九月三十日，本集團之銀行結餘及現金約為人民幣1.6百萬元(二零二零年底：約人民幣7.3百萬元)，本集團的借貸約為人民幣15.4百萬元(二零二零年底：約人民幣15.7百萬元)，以本集團總借貸對總資產列示之負債資產比率約為4.0%(二零二零年：4.0%)。

於二零二一年九月三十日，本集團為取得銀行融資已抵押總賬面值約人民幣47.9百萬元之投資物業(二零二零年十二月三十一日：約人民幣47.9百萬元)。

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。

## BUSINESS OUTLOOK

Over the past few years, the Group has experienced significant changes in the political environment, including the increasingly stringent regulations for the real estate industry in China, which have affected the valuation and returns of the Group's property investment projects. There were also changes in the relevant policies in the PRC in relation to internet finance.

Although the Group's business was impacted by the political environment in China, China's economy is still on the upward trend. The Group owns state-issued licenses for pawnbroking, finance leasing and factoring, and has successfully cooperated with internet microfinance companies. In addition, our well-connected corporate partners also own licenses for the disposal of non-performing assets, insurance sales, and auction.

Looking forward, we will continue to have a mix of old and new businesses. On one hand, we will continue to carry on the business of our financial technology service platform, “匯聯科技”, which has been expanded for further development. On the other hand, we will strive to explore new businesses. Currently, we have targeted the high-end medical aesthetics market segment in the comprehensive healthcare industry. With the combination of our license advantages and existing clientele, we are making steady progress and are looking forward to a good start. For financial services in the real economy, we will focus on equipment and commodity finance leasing, which will be a good indication of the scale of our businesses.

## 業務展望

過去數年，本集團持續經歷了中國政策環境的重大變化，包括房地產行業日趨嚴厲的規定，影響了本集團物業投資項目的估值和回報。中國關於互聯網金融的相關政策亦有所變動。

雖然本集團的業務受中國的政策環境影響，但中國經濟奮勇向前蓬勃向上的趨勢不改，本集團擁有國家核發的典當、融資租賃、保理等牌照，也跟互聯網小貸公司順利開展合作，加上我們關係良好的夥伴企業亦擁有不良資產處置、保險銷售、拍賣等牌照。

展望未來，我們仍是新舊業務交替混雜的階段，一方面我們繼續經營金融科技服務平台，而「匯聯科技」亦已擴展以進一步發展。另一方面我們將努力探索新業務，目前在大健康賽道，我們瞄準高端醫美這個細分市場，結合我們的牌照優勢和現有客群，目前推進良好，期待有個好的開端。對於實體經濟的金融服務，我們將聚焦於設備及大宗商品的融資租賃，這將充分顯現我們的業務規模。

## MAJOR INVESTMENTS

During the nine months ended 30 September 2021, as one of the ordinary and usual course of business of the Group, the Group continued to invest in property development projects through investments in certain limited partnerships, which engaged in business of property development in PRC.

The Group held investments in property development projects classified as financial assets at fair value through profit and loss (“financial assets at FVTPL”) of approximately RMB242,304,000 as at 30 September 2021, which individually constituted 10% or more of the total amount of the financial assets at fair value (including financial assets at FVTPL and financial assets at fair value through other comprehensive income) as at 30 September 2021 and represented 5% or more of the total assets of the Group as at 30 September 2021. Further details are set out below:

## 主要投資

截至二零二一年九月三十日止九個月期間，本集團在一般日常業務過程中透過投資若干在中國從事物業發展業務的有限合夥企業繼續投資物業發展項目。

於二零二一年九月三十日，本集團持有分類為按公平值計入損益之金融資產（「按公平值計入損益之金融資產」）的物業發展項目投資約人民幣242,304,000元，個別構成於二零二一年九月三十日的按公平值計量之金融資產總額（包括按公平值計入損益之金融資產及按公平值計入其他全面收益之金融資產）10%或以上及佔本集團於二零二一年九月三十日總資產5%或以上。詳情載於下文：

Description of investments	Location	Expire date	Land size of the project	Cost of investment	Fair value/	Fair value	Dividend	% to total amount of financial assets	% to total assets
					amount as at 30 September 2021	gain/(loss) for the period ended 30 September 2021	received from the investment for the period ended 30 September 2021		
投資描述	地點	屆滿日期	項目的土地面積 m <sup>2</sup> 平方米	投資成本 RMB'000 人民幣千元	於二零二一年九月三十日的公平值/ 賬面值 RMB'000 人民幣千元	二零二一年九月三十日止期間的公平值 收益/(虧損) RMB'000 人民幣千元	二零二一年九月三十日止期間的投資 所得股息 RMB'000 人民幣千元	佔按公平值計量之金融資產總額百分比	佔總資產百分比
Investment in Partnership_Shenzhen_1603 於深圳合夥企業1603的投資	Longgang District, Shenzhen 深圳市龍崗區	2021 二零二一年	N/A* 不適用*	40,000	39,121	2,524	-	11.9%	10.0%
Investment in Partnership_Shenzhen_1605 於深圳合夥企業1605的投資	Longgang District, Shenzhen 深圳市龍崗區	2021 二零二一年	N/A* 不適用*	40,000	39,121	2,524	-	11.9%	10.0%

Description of investments	Location	Expire date	Land size of the project	Cost of investment	Fair value/	Fair value	Dividend	% to total amount of financial assets	% to total assets
					carrying amount as at 30 September 2021	gain/(loss) for the period ended 30 September 2021	received from the investment for the period ended 30 September 2021		
投資描述	地點	屆滿日期	項目的土地面積 m <sup>2</sup> 平方米	投資成本 RMB'000 人民幣千元	於二零二一年九月三十日的公平值/ 賬面值 RMB'000 人民幣千元	二零二一年九月三十日止期間的公平值 收益/(虧損) RMB'000 人民幣千元	二零二一年九月三十日止期間的投資所得股息 RMB'000 人民幣千元	佔按公平值計量之金融資產總額百分比	佔總資產百分比
Investment in Partnership_Chongqing_1801 於重慶合夥企業1801的投資	Banan District, Chongqing 重慶市巴南區	2022 二零二二年	N/A* 不適用*	45,000	40,266	2,598	-	12.3%	10.3%
Investment in Partnership_Chongqing_1802 於重慶合夥企業1802的投資	Wanzhou District, Chongqing 重慶市萬州區	2022 二零二二年	N/A* 不適用*	37,990	34,002	2,193	-	10.4%	8.7%
Investment in Partnership_Guangdong_1802 於廣東合夥企業1802的投資	Zengcheng District, Guangdong 廣東省增城區	2021 二零二一年	33,664	25,000	55,595	-	-	16.9%	14.3%

\* Urban redevelopment projects. Relevant land has not been acquired.

\* 市區重建項目。相關土地尚未收購。

As at 30 September 2021, for the remaining 7 investments in property development projects, the ranges of:

截至二零二一年九月三十日，剩餘7項物業發展項目的投資範圍為：

- their fair values individually ranged from nil to approximately RMB17,896,000;
  - percentage to total amount of the financial assets of fair value individually ranged from nil to approximately 5.5%;
  - percentage to total assets individually ranged from nil to approximately 4.6%.
- 個別公平值介乎零至約人民幣17,896,000元；
  - 個別佔按公平值計量之金融資產總額百分比介乎零至約5.5%；
  - 個別佔總資產百分比介乎零至約4.6%。

Looking ahead, the Board is of the view that as a result of the PRC's economy's relatively rapid growth and greater demand for commodity housing in the first and second-tier cities, the real estate industry is expected to maintain a momentum of long-term development given its indispensable role in the national economy. On the other hand, with the control measures such as region-specific regulatory policies and category-specific guidance implemented by the government, the real estate market is expected to see its development pace slow down for adjustment, which intensifies market segregation and accelerates consolidation of enterprises.

The Group had invested in property development projects (including urban redevelopment projects) in, among others, Shenzhen, Dongguan, Fujian, Xiangyang, Wuhan, Kunming, Guangdong and Chongqing. The Group will closely monitor the changes of policies and market dynamics in different places and adjust the investment direction and strategies of the Group in accordance with the characteristics of different places and projects in due time. The Group is actively looking for investment and development opportunities of Guangdong-Hong Kong-Macao Greater Bay Area and is committed to bringing the underlying value of the urban redevelopment projects, with a view to securing the returns to the shareholders of the Company.

展望未來，董事會認為中國經濟將保持相對較快增長，加上一線及二線城市對住房的剛性需求，房地產行業作為經濟支柱仍會繼續保持長期發展的動力。另一方面，隨著政府透過因城施策和分類指導等調控措施，預料房地產市場將放緩發展步伐進入調整期，加劇市場分化，加速企業整合。

本集團的投資項目覆蓋深圳、東莞、福建、襄陽、武漢、昆明、廣東及重慶等地的物業發展項目，包括市區重建項目。本集團會密切關注各地的政策變化和市場動態，根據各地區和項目的特點，適時調整本集團的投資方向和策略。本集團正積極尋求粵港澳大灣區的投資發展機會和致力發揮市區重建項目的潛在價值，為本公司股東帶來回報。

## LITIGATIONS, CLAIMS AND DISPUTES

(1) As mentioned in the Company's announcement dated 26 March 2021, a writ of civil summons have been issued against Mr. Zheng Weijing ("Mr. Zheng"), Ms. Guo Chanjiao ("Ms. Guo"), two PRC subsidiaries of the Company (namely, Qianhai Flying Financial PRC Service (Shenzhen) Limited and Flying Investment Service (Shenzhen) Company Limited) in October 2020 in relation to the repayment of certain loans and interest accrued thereon. Pursuant to the Writ, (i) Mr. Zheng was demanded for the repayment of an aggregate amount of RMB16,306,300 ("Claimed Amount"), alleging to be the principal and interest accrued thereon pursuant for a loan agreement in 2019; (ii) Ms. Guo, the Company, two PRC subsidiaries of the Company and a number of PRC companies independent to the Group were alleged to be guarantors of the Claimed Amount under an guarantee in 2019 in favour of the claimant under the Writ to secure the Claimed Amount. As of the date of this quarterly report, no judgement has been concluded in respect of the writ. The Directors, taken advices from the Group's PRC legal counsels, it is probable that the Group has to bear the Claimed Amount accordingly, a provision loss of RMB16,306,300 has been provided for the year ended 31 December 2020.

## 訴訟、申索及糾紛

(1) 誠如本公司日期為二零二一年三月二十六日的公告所述，於二零二零年十月，鄭偉京先生（「鄭先生」）、郭嬋嬌女士（「郭女士」）、本公司兩間中國附屬公司（即前海匯聯金融服務（深圳）有限公司及匯聯投資服務（深圳）有限公司）就償還若干貸款及其應計利息接獲民事傳訊令狀。根據令狀，(i)鄭先生被要求償還合共人民幣16,306,300元（「申索金額」），指該金額為根據二零一九年一份貸款協議的本金及其應計利息；(ii)郭女士、本公司、本公司兩間中國附屬公司及若干獨立於本集團的中國公司被指稱為以令狀下申索人為受益人於二零一九年的擔保書項下申索金額的擔保人，以擔保申索金額。截至本中期報告日期尚未就令狀作出判決。董事經徵詢本集團中國法律顧問的意見後，認為本集團可能須承擔申索金額，因此，已就截至二零二零年十二月三十一日止年度計提虧損撥備人民幣16,306,300元。

- (2) As stated in the Company's announcements dated 8 December 2020 and 26 March 2021, Mr. Zheng, Ms. Guo, and three employees of the Group have been held in custody since the evening of 7 December 2020 by the Nanshan Branch of the Shenzhen Public Security Bureau (the "Bureau") in the People's Republic of China (the "PRC") pending investigation regarding certain suspected illegal absorption of public deposits (collectively, the "Custodies"). The Custodies are related to certain unsettled repayment funds (the "Unsettled Repayment Funds") in relation to the online financing intermediary business conducted by a PRC subsidiary of the Company, Shenzhen Flying Financial Internet Financial Services Corporation ("SZ Flying Internet Financial"), the operation of which has already been ceased in the fourth quarter of 2019. As of the date of this quarterly report, the investigations regarding suspected illegal absorption of public deposits by the Bureau is still ongoing (the "Investigation").
- (2) 誠如本公司日期為二零二零年十二月八日及二零二一年三月二十六日的公告所述，鄭先生、郭女士及本集團三名僱員自二零二零年十二月七日晚上起被中華人民共和國（「中國」）深圳市公安局南山分局（「分局」）拘留，以待調查若干涉嫌非法吸收公眾存款罪（統稱「相關拘留」）。相關拘留與網上融資中介業務的若干未清償資金（「未清償資金」）有關，有關業務由本公司中國附屬公司深圳市匯聯互聯網金融服務有限公司（「深圳市匯聯互聯網金融」）進行，且已於二零一九年第四季度終止營運。於本中期報告日期，分局對涉嫌非法吸收公眾存款罪的調查（「調查」）仍在進行當中。

As mentioned in the Company's announcement dated 26 March 2021, certain assets of the Group had been seized by the Bureau during the year ended 31 December 2020, including the Group's investment properties of approximately RMB47,870,000 (2020: RMB47,870,000), unlisted equity securities classified as financial assets at FVOCI of approximately RMB54,129,000 (2020: RMB54,129,000) and the equity interests of the Group in certain property development projects through limited partnerships in which the Group's investments classified as financial assets at FVTPL of approximately RMB133,836,000 (2020: RMB128,838,000) (collectively, the "Seized Assets") as at 30 September 2021. The Seized Assets owned by several PRC subsidiaries of the Company which are subject to certain guarantees (the "Guarantee Documents") provided by these PRC subsidiaries of the Company for the Unsettled Repayment Funds. As mentioned in the same announcement, the Seized Assets were pledged pursuant to the Guarantee Documents for the settlement of the Unsettled Repayment Funds in November 2019.

誠如本公司日期為二零二一年三月二十六日的公告所述，於截至二零二零年十二月三十一日止年度，本集團若干資產已遭分局扣押，當中包括本集團的投資物業約人民幣47,870,000元（二零二零年：人民幣47,870,000元）、分類為按公平值計入其他全面收益的金融資產的非上市股本證券約人民幣54,129,000元（二零二零年：人民幣54,129,000元），以及本集團透過有限合夥公司於若干物業發展項目持有的股權，而本集團於二零二一年九月三十日於其中投資獲分類為按公平值計入損益的金融資產，為數約人民幣133,836,000元（二零二零年：人民幣128,838,000元）（統稱「扣押資產」）。扣押資產為本公司若干中國附屬公司所有，並受限於上述本公司中國附屬公司就未清償資金提供的若干擔保（「擔保文件」）。誠如同一公告所述，扣押資產已於二零一九年十一月根據擔保文件予以抵押，用作結付未清償資金。



Based on current information available and advices from the Group's PRC legal counsels, the Directors are view that the potential claims might arise from the Unsettled Repayment Funds would be limited to the Seized Assets under Guarantee Documents and assets owned by SZ Flying Internet Financial mainly included (i) one of the Seized Assets; (ii) amount due from group companies of approximately RMB1,990,000 (2020: RMB1,990,000) and (iii) and other assets of approximately RMB254,000 (2020: RMB426,000) as at 30 September 2021. As the Investigation is still in progress and no decision has been made by the court or Bureau, the Directors, taken advices from the Group's PRC legal counsels, are of the view that the amount of the claims cannot be measured with sufficient reliability.

根據目前可獲得的資料及本集團中國法律顧問的意見，董事認為，未清償資金可能產生的潛在申索將僅限於擔保文件下的扣押資產及深圳市匯聯互聯網金融所擁有的資產，主要包括(i)其中一項扣押資產；(ii)應收集團公司款項約人民幣1,990,000元(二零二零年：人民幣1,990,000元)；及(iii)於二零二一年九月三十日的其他資產約人民幣254,000元(二零二零年：人民幣426,000元)。由於調查仍在進行中，且法院或分局尚未作出任何裁定，董事在聽取本集團的中國法律顧問的意見後，認為該等申索金額不能以充分可靠的方式計算。

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

As at 30 September 2021, 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

於二零二一年九月三十日，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：

### 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	8,800,000	-	0.51
Dr. Vincent Cheng 鄭嘉福博士	Beneficial owner 實益擁有人	620,000	-	0.04
Dr. Miao Bo 苗波博士	Beneficial owner 實益擁有人	620,000	-	0.04

*Note:* Being unlisted physically settled share options to acquire ordinary Shares, further details of which are set out in the section headed "Share Option Scheme" below.

*附註：* 即購買普通股的非上市實物結算購股權，進一步詳情載於下文「購股權計劃」一節。

Save as disclosed above, as at 30 September 2021, 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.

除上文披露者外，於二零二一年九月三十日，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。

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

As at 30 September 2021, 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

於二零二一年九月三十日，據董事所知，下列人士（本公司董事及主要行政人員除外）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		
Ming Cheng Investments Limited 明晟投資有限公司	367,739,567 (Note 2) (附註2)	-	-	-	367,739,567	21.24
Mr. Zheng Weijing 鄭偉京先生	40,630,202	-	-	367,739,567 (Note 2) (附註2)	408,369,769	23.59
Sino-Africa Resources Holdings Limited 中非資源控股有限公司	255,676,042 (Note 3) (附註3)	-	-	-	255,676,042	14.77
Peace Bloom Limited 逸隆有限公司	145,429,087 (Note 4) (附註4)	-	-	-	145,429,087	8.40
Upsoar Limited 翔昇有限公司	155,518,650 (Note 5) (附註5)	-	-	-	155,518,650	8.98

## Number of Shares held (Note 1)

持有股份數目 (附註1)

Name of Shareholder 股東名稱 / 姓名	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	Total 總計	Approximate percentage 概約百分比 (%)
Mr. Huang Xiguang 黃錫光先生	-	-	-	255,676,042 (Note 3) (附註3)	255,676,042	14.77
Mr. Hu Jinxi 胡金喜先生	22,200,000	-	-	145,429,087 (Note 4) (附註4)	167,629,087	9.68
Ms. Fu Shanping 傅善平女士	-	-	-	155,518,650 (Note 5) (附註5)	155,518,650	8.98
Kimberland Credit Limited 金百盛信貸有限公司	-	-	408,369,769 (Note 6) (附註6)	-	408,369,769	23.59
Mr. Shi Andong 施安東先生	-	-	-	408,369,769 (Note 6) (附註6)	408,369,769	23.59

Notes:

1. These represent the corporation's/person's long position in the Shares.
2. Ming Cheng Investments Limited is a company wholly-owned by Mr. Zheng Weijing.
3. Sino-Africa Resources Holdings Limited is a company wholly-owned by Mr. Huang Xiguang.
4. Peace Bloom Limited is a company wholly-owned by Mr. Hu Jinxi.
5. Upsoar Limited is a company wholly-owned by Ms. Fu Shanping.
6. 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.

Save as disclosed above, as at 30 September 2021, 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.

附註：

1. 代表該法團／人士於股份中的好倉。
2. 明晟投資有限公司由鄭偉京先生全資擁有。
3. 中非資源控股有限公司由黃錫光先生全資擁有。
4. 逸隆有限公司由胡金喜先生全資擁有。
5. 翔昇有限公司由傅善平女士全資擁有。
6. 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。

除上文所披露者外，於二零二一年九月三十日，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。

## SHARE OPTION SCHEME

The Company has adopted a share option scheme (the “Share Option Scheme”) pursuant to the written resolution of the shareholders of the Company on 20 December 2011 for the purpose of providing incentives or rewards to the eligible participants for their contribution to the Group and/or enabling the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group.

Details of the Share Option Scheme are as follows:

### 1. PURPOSE OF THE SHARE OPTION SCHEME

As incentive or rewards to eligible participants for their contribution to the Group.

### 2. ELIGIBLE PARTICIPANTS OF THE SHARE OPTION SCHEME

Any eligible employee (whether full-time or part-time, including any executive Director), any non-executive Director, any shareholder, any supplier and any customer of the Company or any of its subsidiaries or any entity in which any member of the Group holds any equity interest, and any other party having contribution to the development of the Group.

## 購股權計劃

根據本公司股東於二零一一年十二月二十日的書面決議案，本公司採納一項購股權計劃（「購股權計劃」）以便對合資格參與者為本集團作出之貢獻給予獎勵或獎賞及／或讓本集團得以招攬及挽留高質素僱員及吸引對本集團極重要的人力資源。

購股權計劃詳情如下：

### 1. 購股權計劃之目的

作為合資格參與者為本集團所作貢獻之獎勵或獎賞。

### 2. 購股權計劃之合資格參與者

本公司或其任何附屬公司或本集團任何成員公司持有任何股權之任何實體之任何合資格僱員（不論全職或兼職，包括任何執行董事）、任何非執行董事、任何股東、任何供應商及任何客戶，以及對本集團發展貢獻良多之任何其他人士。

- |  |   |
|--|---|
| <p>3. TOTAL NUMBER OF SHARES AVAILABLE FOR ISSUE UNDER THE SHARE OPTION SCHEME AND PERCENTAGE TO THE ISSUED SHARE CAPITAL AS AT THE DATE OF THIS REPORT</p> <p>173,143,250 shares (approximately 10% of the total issued share capital as at the date of this report).</p>   | <p>3. 根據購股權計劃可供發行之股份總數及佔於本報告日期已發行股本之百分比</p> <p>173,143,250股股份(相當於本報告日期已發行股本總額約10%)。</p>               |
| <p>4. MAXIMUM ENTITLEMENT OF EACH PARTICIPANT UNDER THE SHARE OPTION SCHEME</p> <p>Not exceeding 1% of the issued share capital of the Company for the time being in any 12-month period. Any further grant of options in excess of such limit must be separately approved by the Company's shareholders in general meeting.</p> | <p>4. 各參與者根據購股權計劃可獲發行之股份數目上限</p> <p>於任何十二個月期間不超過本公司當時已發行股本之1%。超過此上限的任何進一步購股權批授必須經本公司股東於股東大會上逐項批准。</p> |
| <p>5. THE PERIOD WITHIN WHICH THE SHARES MUST BE TAKEN UP UNDER AN OPTION</p> <p>A period (which may not expire later than 10 years from the date of offer of that option) to be determined and notified by the Directors to the grantee thereof.</p>  | <p>5. 必須根據購股權認購股份之期限</p> <p>將由董事釐定及通知承授人之期限，但不得遲於購股權要約當日起計十年後屆滿。</p>                                  |
| <p>6. THE MINIMUM PERIOD FOR WHICH AN OPTION MUST BE HELD BEFORE IT CAN BE EXERCISED</p> <p>Unless otherwise determined by the Directors, there is no minimum period required under the Share Option Scheme for the holding of an option before it can be exercised.</p>   | <p>6. 行使購股權前必須持有購股權之最短期限</p> <p>除非董事另有決定，購股權計劃並無規定行使購股權前必須持有購股權之最短期限。</p>                             |



7. THE AMOUNT PAYABLE ON APPLICATION OR ACCEPTANCE OF THE OPTION AND THE PERIOD WITHIN WHICH PAYMENTS OR CALLS MUST OR MAY BE MADE

A remittance in favour of the Company of HK\$1.00 on or before the date of acceptance (which may not be later than 21 days from the date of offer).

8. THE BASIS OF DETERMINING THE EXERCISE PRICE

Being determined by the Directors and being not less than the highest of:

- a. the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of offer;
- b. the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of offer; and
- c. the nominal value of the Shares.

7. 申請或接納購股權應付之款項，以及必須或可予繳款或催繳款項之期間

於接納當日或之前（不會遲於自要約當日起計21日）匯寄1.00港元予本公司。

8. 釐定行使價之基準

由董事釐定，惟不會低於下列各項之最高者：

- a. 要約當日股份於聯交所每日報價表所示之收市價；
- b. 緊接要約當日前五個營業日股份於聯交所每日報價表所示平均收市價；及
- c. 股份面值。

## 9. THE REMAINING LIFE OF THE SHARE OPTION SCHEME

The Scheme is valid and effective for a period of 10 years commencing on 20 December 2011 (being the date of adoption of the Share Option Scheme).

On 17 December 2015, options to subscribe for an aggregate of 76,000,000 shares of the Company have been granted by the Company to the existing Directors, employees and advisors of the Group under the Share Option Scheme; 30% of share options have an exercise period from 1 June 2016 to 19 December 2021 (“Share Option 1”); 30% of share options have an exercise period from 1 June 2017 to 19 December 2021 (“Share Option 2”); and the remaining share options have an exercise period from 1 June 2018 to 19 December 2021 (“Share Option 3”). All share options are subject to the fulfillment of relevant profit targets by the Company, as set out below, and share options shall not be vested if any of the profit targets is failed to be met.

## 9. 購股權計劃餘下之期限

計劃自二零一一年十二月二十日（即採納購股權計劃之日）起計十年內有效及生效。

於二零一五年十二月十七日，本公司根據購股權計劃向本集團現有董事、僱員及顧問授出購股權，可合共認購本公司76,000,000股股份。其中30%購股權的行使期為二零一六年六月一日至二零二一年十二月十九日（「購股權I」），30%購股權的行使期為二零一七年六月一日至二零二一年十二月十九日（「購股權II」），及餘下購股權的行使期為二零一八年六月一日至二零二一年十二月十九日（「購股權III」）。所有購股權須待本公司達成有關盈利目標（如下文所載）後方可作實，倘未能達成有關盈利目標，購股權不得予以歸屬。

Details of the specific categories of options are as follows:

特定類別購股權詳情如下：

	Date of grant 授出日期	Vesting date 歸屬日期	Exercise period 行使期	Exercise price 行使價 HK\$ 港元	Vesting conditions 歸屬條件
2015 Share Option 1	17 December 2015	31 May 2016	1 June 2016 to 19 December 2021	1.046	Profit after income tax (but before sharebased payment expenses) according to the audited consolidated financial statement of the Company for the year ended 31 December 2015: 根據本公司截至二零一五年十二月三十一日止年度的經審核綜合財務報表，除所得稅（但未扣除股份付款開支）後溢利：
二零一五年 購股權	二零一五年 十二月十七日	二零一六年 五月三十一日	二零一六年 六月一日至 二零二一年 十二月十九日		<ul style="list-style-type: none"> <li>- Equal to or more than RMB35 million, 100% of 2015 Share Option 1 shall be vested;</li> <li>- 相等於或多於人民幣35百萬元，則須歸屬二零一五年購股權的100%；</li> <li>- Equal to or more than RMB25 million but less than RMB35 million, 50% of 2015 Share Option 1 shall be vested; and</li> <li>- 相等於或多於人民幣25百萬元但少於人民幣35百萬元，則須歸屬二零一五年購股權的50%；及</li> <li>- Less than RMB25 million, no 2015 Share Option 1 shall be vested.</li> <li>- 少於人民幣25百萬元，則毋須歸屬二零一五年購股權。</li> </ul>

	Date of grant 授出日期	Vesting date 歸屬日期	Exercise period 行使期	Exercise price 行使價 HK\$ 港元	Vesting conditions 歸屬條件
2015 Share Option 2	17 December 2015	31 May 2017	1 June 2017 to 19 December 2021	1.046	Profit after income tax (but before sharebased payment expenses) according to the audited consolidated financial statement of the Company for the year ended 31 December 2016: 根據本公司截至二零一六年十二月 三十一日止年度的經審核綜合財務報 表，除所得稅（但未扣除股份付款開 支）後溢利：
二零一五年 購股權II	二零一五年 十二月十七日	二零一七年 五月三十一日	二零一七年 六月一日至 二零二一年 十二月十九日		<ul style="list-style-type: none"> <li>- Equal to or more than RMB65 million, 100% of 2015 Share Option 2 shall be vested;</li> <li>- 相等於或多於人民幣65百萬元，則須歸屬二零一五年購股權II的100%；</li> <li>- Equal to or more than RMB50 million but less than RMB65 million, 50% of 2015 Share Option 2 shall be vested; and</li> <li>- 相等於或多於人民幣50百萬元但少於人民幣65百萬元，則須歸屬二零一五年購股權II的50%；及</li> <li>- Less than RMB50 million, no 2015 Share Option 2 shall be vested.</li> <li>- 少於人民幣50百萬元，則毋須歸屬二零一五年購股權II。</li> </ul>

	Date of grant 授出日期	Vesting date 歸屬日期	Exercise period 行使期	Exercise price 行使價 HK\$ 港元	Vesting conditions 歸屬條件
2015 Share Option 3	17 December 2015	31 May 2018	1 June 2018 to 19 December 2021	1.046	Profit after income tax (but before sharebased payment expenses) according to the audited consolidated financial statement of the Company for the year ended 31 December 2017:
二零一五年 購股權III	二零一五年 十二月十七日	二零一八年 五月三十一日	二零一八年 六月一日至 二零二一年 十二月十九日		根據本公司截至二零一七年十二月 三十一日止年度的經審核綜合財務報 表，除所得稅（但未扣除股份付款開 支）後溢利：
					<ul style="list-style-type: none"> <li>- Equal to or more than RMB100 million, 100% of 2015 Share Option 3 shall be vested;</li> <li>- 相等於或多於人民幣100百萬元，則須歸屬二零一五年購股權III的100%；</li> <li>- Equal to or more than RMB80 million but less than RMB100 million, 50% of 2015 Share Option 3 shall be vested; and</li> <li>- 相等於或多於人民幣80百萬元但少於人民幣100百萬元，則須歸屬二零一五年購股權III的50%；及</li> <li>- Less than RMB80 million, no 2015 Share Option 3 shall be vested.</li> <li>- 少於人民幣80百萬元，則毋須歸屬二零一五年購股權III。</li> </ul>

On 15 January 2018, options to subscribe for an aggregate of 98,000,000 shares of the Company have been granted by the Company to the existing directors, employees and advisors of the Group under the Share Option Scheme; 10% of share options have an exercise period from 1 June 2018 to 14 January 2023 (“2018 Share Option 1”); 20% of share options have an exercise period from 1 June 2019 to 14 January 2023 (“2018 Share Option 2”); 30% of share options have an exercise period from 1 June 2020 to 14 January 2023 (“2018 Share Option 3”); and the remaining share options have an exercise period from 1 June 2021 to 14 January 2023 (“2018 Share Option 4”).

All share options are subject to the fulfillment of relevant profit targets by the Company, as set out below, and share options shall not be vested if any of the profit targets is failed to be met.

於二零一八年一月十五日，本公司根據購股權計劃向本集團現有董事、僱員及顧問授出購股權，可合共認購本公司98,000,000股股份。其中10%購股權的行使期為二零一八年六月一日至二零二三年一月十四日（「二零一八年購股權I」），20%購股權的行使期為二零一九年六月一日至二零二三年一月十四日（「二零一八年購股權II」），30%購股權的行使期為二零二零年六月一日至二零二三年一月十四日（「二零一八年購股權III」）及餘下購股權的行使期為二零二一年六月一日至二零二三年一月十四日（「二零一八年購股權IV」）。

所有購股權須待本公司達成有關盈利目標（如下文所載）後方可作實，倘未能達成有關盈利目標，購股權不得予以歸屬。

Details of the specific categories of options are as follows: 特定類別購股權詳情如下：

	Date of grant 授出日期	Vesting date 歸屬日期	Exercise period 行使期	Exercise price 行使價 HK\$ 港元	Vesting conditions 歸屬條件
2018 Share Option 1	15 January 2018	31 May 2018	1 June 2018 to 14 January 2023	0.842	Profit after income tax (but before sharebased payment expenses) according to the audited consolidated financial statement of the Company for the year ended 31 December 2017: 根據本公司截至二零一七年十二月 三十一日止年度的經審核綜合財務報 表，除所得稅（但未扣除股份付款開 支）後溢利：
二零一八年 購股權I	二零一八年 一月十五日	二零一八年 五月三十一日	二零一八年 六月一日至 二零二三年 一月十四日		<ul style="list-style-type: none"> <li>- Equal to or more than RMB100 million, 100% of 2018 Share Option 1 shall be vested;</li> <li>- 相等於或多於人民幣100百萬元，則須歸屬二零一八年購股權I的100%；</li> <li>- Equal to or more than RMB80 million but less than RMB100 million, 50% of 2018 Share Option 1 shall be vested; and</li> <li>- 相等於或多於人民幣80百萬元但少於人民幣100百萬元，則須歸屬二零一八年購股權I的50%；及</li> <li>- Less than RMB80 million, no 2018 Share Option 1 shall be vested.</li> <li>- 少於人民幣80百萬元，則毋須歸屬二零一八年購股權I。</li> </ul>

	Date of grant 授出日期	Vesting date 歸屬日期	Exercise period 行使期	Exercise price 行使價 HK\$ 港元	Vesting conditions 歸屬條件
2018 Share Option 2	15 January 2018	31 May 2019	1 June 2019 to 14 January 2023	0.842	Profit after income tax (but before sharebased payment expenses) according to the audited consolidated financial statement of the Company for the year ended 31 December 2018: 根據本公司截至二零一八年十二月 三十一日止年度的經審核綜合財務報 表，除所得稅（但未扣除股份付款開 支）後溢利：
二零一八年 購股權II	二零一八年 一月十五日	二零一九年 五月三十一日	二零一九年 六月一日至 二零二三年 一月十四日		<ul style="list-style-type: none"> <li>- Equal to or more than RMB150 million, 100% of 2018 Share Option 2 shall be vested;</li> <li>- 相等於或多於人民幣150百萬元，則須歸屬二零一八年購股權II的100%；</li> <li>- Equal to or more than RMB100 million but less than RMB150 million, 50% of 2018 Share Option 2 shall be vested; and</li> <li>- 相等於或多於人民幣100百萬元但少於人民幣150百萬元，則須歸屬二零一八年購股權II的50%；及</li> <li>- Less than RMB100 million, no 2018 Share Option 2 shall be vested.</li> <li>- 少於人民幣100百萬元，則毋須歸屬二零一八年購股權II。</li> </ul>



	Date of grant 授出日期	Vesting date 歸屬日期	Exercise period 行使期	Exercise price 行使價 HK\$ 港元	Vesting conditions 歸屬條件
2018 Share Option 3	15 January 2018	31 May 2020	1 June 2020 to 14 January 2023	0.842	Profit after income tax (but before sharebased payment expenses) according to the audited consolidated financial statement of the Company for the year ended 31 December 2019:
二零一八年 購股權III	二零一八年 一月十五日	二零二零年 五月三十一日	二零二零年 六月一日至 二零二三年 一月十四日		根據本公司截至二零一九年十二月 三十一日止年度的經審核綜合財務報 表，除所得稅（但未扣除股份付款開 支）後溢利：
					<ul style="list-style-type: none"> <li>- Equal to or more than RMB200 million, 100% of 2018 Share Option 3 shall be vested;</li> <li>- 相等於或多於人民幣200百萬元， 則須歸屬二零一八年購股權III的 100%;</li> <li>- Equal to or more than RMB150 million but less than RMB200 million, 50% of 2018 Share Option 3 shall be vested; and</li> <li>- 相等於或多於人民幣150百萬元但 少於人民幣200百萬元，則須歸屬 二零一八年購股權III的50%；及</li> <li>- Less than RMB150 million, no 2018 Share Option 3 shall be vested.</li> <li>- 少於人民幣150百萬元，則毋須歸 屬二零一八年購股權III。</li> </ul>

	Date of grant 授出日期	Vesting date 歸屬日期	Exercise period 行使期	Exercise price 行使價 HK\$ 港元	Vesting conditions 歸屬條件
2018 Share Option 4	15 January 2018	31 May 2021	1 June 2021 to 14 January 2023	0.842	Profit after income tax (but before sharebased payment expenses) according to the audited consolidated financial statement of the Company for the year ended 31 December 2020: 根據本公司截至二零二零年十二月 三十一日止年度的經審核綜合財務報 表，除所得稅（但未扣除股份付款開 支）後溢利：
二零一八年 購股權IV	二零一八年 一月十五日	二零二一年 五月三十一日	二零二一年 六月一日至 二零二三年 一月十四日		<ul style="list-style-type: none"> <li>- Equal to or more than RMB250 million, 100% of 2018 Share Option 4 shall be vested;</li> <li>- 相等於或多於人民幣250百萬元， 則須歸屬二零一八年購股權IV的 100%；</li> <li>- Equal to or more than RMB200 million but less than RMB250 million, 50% of 2018 Share Option 4 shall be vested; and</li> <li>- 相等於或多於人民幣200百萬元但 少於人民幣250百萬元，則須歸屬 二零一八年購股權IV的50%；及</li> <li>- Less than RMB200 million, no 2018 Share Option 4 shall be vested.</li> <li>- 少於人民幣200百萬元，則毋須歸 屬二零一八年購股權IV。</li> </ul>

On 31 May 2016, options to subscribe for an aggregate of 22,800,000 Shares, being 100% of 2015 Share Option 1, have been vested to the grantees of the options. On 31 May 2017, options to subscribe for an aggregate of 19,350,000 Shares of 2015 Share Option 2 have been vested to the grantees of the options. On 31 May 2018, options to subscribe for an aggregated of 23,200,000 Shares and 9,800,000 Shares of 2015 Share Option 3 and 2018 Share Option 1, respectively have been vested to the grantees of the options. On 31 May 2019, options to subscribe for an aggregated of 6,840,000 Shares of 2018 Share Option 2 have been vested to the grantees of the options. On 31 May 2020, none of 2018 Share Option 3 have been vested to the grantees of the options. On 31 May 2021, none of 2018 Share Option 4 have been vested to the grantees of the options.

As at 30 September 2021, the total number of securities available for issue under the Share Option Scheme pursuant to its terms was 33,180,000 Shares, representing in aggregate approximately 1.9% of the Company's issued share capital.

於二零一六年五月三十一日，認購合共22,800,000股股份的購股權（佔二零一五年購股權I的100%）已向購股權的承授人歸屬。於二零一七年五月三十一日，認購二零一五年購股權II合共19,350,000股股份的購股權已向購股權的承授人歸屬。於二零一八年五月三十一日，分別認購二零一五年購股權III及認購二零一八年購股權I合共23,200,000股及9,800,000股股份的購股權已向購股權的承授人歸屬。於二零一九年五月三十一日，認購二零一八年購股權II合共6,840,000股股份的購股權已向購股權的承授人歸屬。於二零二零年五月三十一日，概無二零一八年購股權III已向購股權的承授人歸屬。於二零二一年五月三十一日，概無二零一八年購股權IV已向購股權的承授人歸屬。

於二零二一年九月三十日，根據購股權計劃條款，其項下可供發行的證券總數為33,180,000股股份，合共佔本公司已發行股本約1.9%。

Details of the share options granted under the Share Option Scheme for the nine months ended 30 September 2021 were as follows:

截至二零二一年九月三十日止九個月，根據購股權計劃授出的購股權的詳情如下：

Name	Date of grant	Number of share options 購股權數目				Outstanding as at 30 September 2021 於二零二一年 九月三十日 尚未行使
		Outstanding as at 1 January 2021 於二零二一年 一月一日 尚未行使	Granted during the period 期內授出	Exercised during the period 期內行使	Lapsed during the period 期內失效	
<b>Executive Directors</b> 執行董事						
Mr. Zheng Weijing (resigned on 26 March 2021) 鄭偉京先生 (於二零二一年 三月二十六日辭任)	17 December 2015 二零一五年十二月十七日	1,000,000	-	-	(1,000,000)	-
	15 January 2018 二零一八年一月十五日	1,020,000	-	-	(1,020,000)	-
Mr. Zhang Gongjun 張公俊先生	17 December 2015 二零一五年十二月十七日	8,000,000	-	-	-	8,000,000
	15 January 2018 二零一八年一月十五日	2,400,000	-	-	(1,600,000)	800,000
Ms. Guo Chanjiao (vacated on 28 June 2021) 郭嬋嬌女士 (於二零二一年 六月二十八日離任)	17 December 2015 二零一五年十二月十七日	8,000,000	-	-	(8,000,000)	-
	15 January 2018 二零一八年一月十五日	2,400,000	-	-	(2,400,000)	-
<b>Independent non-executive Directors</b> 獨立非執行董事						
Dr. Vincent Cheng 鄭嘉福博士	17 December 2015 二零一五年十二月十七日	500,000	-	-	-	500,000
	15 January 2018 二零一八年一月十五日	360,000	-	-	(240,000)	120,000
Dr. Miao Bo 苗波博士	17 December 2015 二零一五年十二月十七日	500,000	-	-	-	500,000
	15 January 2018 二零一八年一月十五日	360,000	-	-	(240,000)	120,000
Sub-total 小計		24,540,000	-	-	(14,500,000)	10,040,000

Name	Date of grant	Number of share options 購股權數目				Outstanding as at 30 September 2021 於二零二一年 九月三十日 尚未行使
		Outstanding as at 1 January 2021 於二零二一年 一月一日 尚未行使	Granted during the period 期內授出	Exercised during the period 期內行使	Lapsed during the period 期內失效	
Employees in aggregate 僱員合計	17 December 2015 二零一五年十二月十七日	21,000,000	-	-	(8,000,000)	13,000,000
	15 January 2018 二零一八年一月十五日	18,120,000	-	-	(15,540,000)	2,580,000
Sub-total 小計		39,120,000	-	-	(23,540,000)	15,580,000
Advisors in aggregate 顧問合計	17 December 2015 二零一五年十二月十七日	6,000,000	-	-	-	6,000,000
	15 January 2018 二零一八年一月十五日	4,680,000	-	-	(3,120,000)	1,560,000
Sub-total 小計		10,680,000	-	-	(3,120,000)	7,560,000
Total 總計		74,340,000	-	-	(41,160,000)	33,180,000

No share options were cancelled during the nine months ended 30 September 2021.

截至二零二一年九月三十日止九個月，並無購股權註銷。

## 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 nine months ended 30 September 2021.

## CORPORATE GOVERNANCE

As disclosed the announcement of the Company dated 19 November 2020, Mr. Leung Po Hon resigned as an independent non-executive Director of the Company. He also ceased to act as the chairman of the remuneration committee, and the member of each of the audit committee and the nomination committee of the Board with effect from 19 November 2020. Following the resignation of Mr. Leung, the Company deviated from A.5.1 of the code provisions set out in the Corporate Governance Code (the "Code") as set out in Appendix 15 to the GEM Listing Rules, as the nomination committee of the Board did not comprise a majority of independent non-executive Directors as members.

On 1 March 2021, the Company appointed Mr. Hsu Tawei as an independent non-executive Director, the chairman of the remuneration committee and a member of each of the audit committee and nomination committee of the Board. The Company then re-complied with the requirements under A.5.1 of the Code.

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, except for the deviation from the code provision of A.2.1 of the Code.

## 購買、出售或贖回上市證券

截至二零二一年九月三十日止九個月，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。

## 企業管治

誠如本公司日期為二零二零年十一月十九日的公告所披露，梁寶漢先生辭去本公司獨立非執行董事職務。彼亦不再擔任董事會薪酬委員會主席以及審核委員會及提名委員會各自的成員，自二零二零年十一月十九日起生效。自梁先生辭任後，由於董事會提名委員會成員並非以獨立非執行董事佔大多數，故本公司偏離GEM上市規則附錄十五所載企業管治守則（「守則」）守則條文第A.5.1條。

於二零二一年三月一日，本公司委任徐大偉先生為董事會獨立非執行董事、薪酬委員會主席以及審核委員會及提名委員會各自的成員。其後，本公司已重新符合守則第A.5.1條的規定。

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，惟偏離守則之守則條文第A.2.1條。

## CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Pursuant to the code provision A.2.1 of the Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. From 1 January 2021 to 25 March 2021, Mr. Zheng Weijing acted as both the chairman and the chief executive officer of the Company. Mr. Zhang Gongjun has acted as both the chairman and the chief executive officer of the Company since 26 March 2021. As of the date of this report, the roles of the chairman and the chief executive officer of the Company are not separate and both are performed by Mr. Zhang Gongjun. The Company is in the process of identifying a suitable person to act as the chief executive officer and shall make the announcement as and when appropriate. Since the Directors meet regularly to consider major matters affecting the operations of the Company, the Directors consider that this structure will not impair the balance of power and authority between the Directors and the management of the Company and believe that this structure will enable the Company to make and implement decisions promptly and efficiently.

The Company will continue to review its corporate governance practices in order to enhance its corporate governance standard, to comply with the increasingly tightened regulatory requirements and to meet the rising expectations of shareholders and investors.

## 主席及行政總裁

根據守則之守則條文第A.2.1條，主席及行政總裁之角色應有區分，且不應由一人同時兼任。自二零二一年一月一日起至二零二一年三月二十五日，鄭偉京先生兼任本公司主席及行政總裁。張公俊先生自二零二一年三月二十六日起兼任本公司主席及行政總裁。截至本報告日期，本公司主席及行政總裁的角色並未區分，均由張公俊先生兼任。本公司正物色合適人選擔任行政總裁並會於適當時機發佈公告。由於董事定期會談審議影響本公司營運的重大事宜，故董事認為該架構不會損害董事與本公司管理層的權責平衡，並認為該架構有助本公司迅速及有效地作出及執行決策。

本公司將繼續檢討企業管治常規，提高企業管治標準，遵守愈趨嚴格的監管規定以回應股東及投資者的期待。

## 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 nine months ended 30 September 2021.

## 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 September 2021.

## 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二零二一年九月三十日止九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

於二零二一年九月三十日，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。



## AUDIT COMMITTEE

The audit committee of the Company (the “Audit Committee”) comprises a total of three members, namely, Dr. Vincent Cheng (Chairman), Dr. Miao Bo and Mr. Hsu Tawei, all of whom are independent non-executive Directors. The Group’s unaudited condensed consolidated results, results announcement and half-year report for the nine months ended 30 September 2021 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**  
**Zhang Gongjun**  
*Chairman and Chief Executive Officer*

Hong Kong, 8 November 2021

*As at the date of this report, the executive Director is Mr. Zhang Gongjun (Chairman and Chief Executive Officer); and the independent non-executive Directors are Dr. Vincent Cheng, Dr. Miao Bo and Mr. Hsu Tawei.*

*This report will remain on the “Latest Company Announcements” page of the GEM website (www.hkgem.com) 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，即鄭嘉福博士（主席）、苗波博士及徐大偉先生，彼等均為獨立非執行董事。本集團截至二零二一年九月三十日止九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**  
**主席兼行政總裁**  
**張公俊**

香港，二零二一年十一月八日

於本報告日期，執行董事為張公俊先生（主席兼行政總裁）；而獨立非執行董事為鄭嘉福博士、苗波博士及徐大偉先生。

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



Flying Financial Service Holdings Limited  
匯聯金融服務控股有限公司