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
2023

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")

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.

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

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.

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。

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因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

- The Company and its subsidiaries (collectively, the "Group") recorded a turnover of approximately RMB47,453,000 for the nine months ended 30 September 2023, representing a decrease of approximately 16% as compared to approximately RMB56,489,000 for the corresponding period in 2022.

- 本公司及其附屬公司(統稱為「本集團」)於截至二零二三年九月三十日止九個月錄得營業額約人民幣47,453,000元，較二零二二年同期的約人民幣56,489,000元減少約16%。

- Profit attributable to owners of the Company for the nine months ended 30 September 2023 amounted to approximately RMB24,645,000, (2022: loss amounted to RMB6,324,000).

- 於截至二零二三年九月三十日止九個月，本公司擁有人應佔溢利約為人民幣24,645,000元(二零二二年：虧損人民幣6,324,000元)。

- Basic earnings per share of the Company (the "Share") for the nine months ended 30 September 2023 amounted to RMB49.35 cents (Nine months ended 30 September 2022: basic loss of RMB18.26 cents).

- 於截至二零二三年九月三十日止九個月，本公司每股基本盈利(「股份」)為人民幣49.35分(截至二零二二年九月三十日止九個月：基本虧損人民幣18.26分)。

- The board of Directors (the "Board") does not declare the payment of interim dividend for the nine months ended 30 September 2023 (Nine months ended 30 September 2022: nil).

- 董事會(「董事會」)並不建議宣派截至二零二三年九月三十日止九個月的中期股息(截至二零二二年九月三十日止九個月：零)。

Third Quarterly Results
第三季度業績

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

董事會欣然宣佈本集團截至二零二三年九月三十日止九個月的未經審核簡明綜合業績，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 nine months ended 30 September 2023 截至二零二三年九月三十日止九個月

			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	
			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)
		Notes	**RMB'000**	RMB'000	**RMB'000**	RMB'000
		附註	**人民幣千元**	人民幣千元	**人民幣千元**	人民幣千元
Revenue	收益	3	**22,006**	29,426	**47,453**	56,489
Other income/(expense), net	其他收入／(開支)淨額	3	**3**	3	**11**	7
Employee benefit expenses	僱員福利開支		**(552)**	(1,377)	**(3,917)**	(5,185)
Other administrative expenses	其他行政開支		**(5,930)**	(19,521)	**(11,538)**	(40,103)
Reversal allowance on financial assets	金融資產撥備轉回		**–**	–	**2,634**	–
Loss on disposal of subsidiaries	出售附屬公司虧損		**–**	(1,277)	**–**	(12,042)
Finance costs	財務成本	4	**(48)**	–	**(153)**	(20)
Profit/(loss) before income tax expense	除所得稅開支前溢利／(虧損)	5	**15,479**	7,254	**34,490**	(854)
Income tax expense	所得稅開支	6	**(4,879)**	(3,008)	**(9,866)**	(5,287)
Profit/(loss) for the period	期內溢利／(虧損)		**10,600**	4,246	**24,624**	(6,141)
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	— 換算海外業務的匯兑差額		**(96)**	728	**(152)**	6,547
— Reclassification adjustment for the cumulative gain included profit or loss upon disposal of foreign operations	— 出售國外業務時計入損益的累計收益的重新分類調整		**–**	5,243	**–**	5,470
Total comprehensive income for the period	**期內全面收益總額**		**10,504**	10,217	**24,472**	5,876

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 nine months ended 30 September 2023 截至二零二三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	
			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
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		**10,636**	4,155	**24,645**	(6,324)
Non-controlling interests	非控股權益		**(36)**	91	**(21)**	183
			10,600	4,246	**24,624**	(6,141)
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		**10,540**	10,126	**24,493**	5,693
Non-controlling interests	非控股權益		**(36)**	91	**(21)**	183
			10,504	10,217	**24,472**	5,876
				(Restated) (經重列)		(Restated) (經重列)
Earnings/(losses) per Share	**每股盈利/(虧損)**	8				
— Basic (RMB cents)	—基本(人民幣分)		**21.30**	12.00	**49.35**	(18.26)
— Diluted (RMB cents)	—攤薄(人民幣分)		**21.30**	12.00	**49.35**	(18.26)

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

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。

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。

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

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 the October 2020 and February 2022 Amendments to HKFRS 17)	Insurance Contracts [1]
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture [2]
Amendments to HKFRS 16	Lease Liability in a Sale 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)	保險合約[1]
香港財務報告準則第10號及香港會計準則第28號之修訂	投資者與其聯營公司或合營企業之間銷售或注入資產[2]
香港財務報告準則第16號之修訂	售後租回之租賃負債

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 [3]
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 [3]
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。

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

3. 收益及其他收入/(開支)淨額

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 2023 are as follows:

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	
		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
Revenue	收益				
Platform services income	平台服務收入	**22,006**	29,426	**46,021**	56,325
Interest income	利息收入	**–**	–	**1,432**	164
		22,006	29,426	**47,453**	56,489
Other income/(expense), net	其他收入/(開支)淨額				
Bank interest income	銀行利息收入	**3**	3	**11**	7
		3	3	**11**	7

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	
		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
Interest on lease liabilities	租賃負債利息	**48**	–	**153**	20
		48	–	**153**	20

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	
		2023 二零二三年	2022 二零二二年	**2023 二零二三年**	2022 二零二二年
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	**(Unaudited) (未經審核)**	(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
Auditor's remuneration	核數師酬金	**–**	–	**–**	701
Depreciation of property, plant and equipment	物業、廠房及設備折舊	**492**	–	**1,202**	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	**478**	1,239	**3,571**	4,731
Pension scheme contributions — Defined contribution plans	退休金計劃供款 — 定額供款計劃	**74**	138	**346**	454
		552	1,377	**3,917**	5,185
Legal and professional fee	法律及專業費	**4,290**	34,172	**7,275**	37,800

6. INCOME TAX EXPENSE

6. 所得稅開支

		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	
		2023 二零二三年	2022 二零二二年	**2023 二零二三年**	2022 二零二二年
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	**(Unaudited) (未經審核)**	(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
PRC Enterprise Income Tax — Current period	中國企業所得稅 — 當前期間	**4,879**	3,008	**9,866**	5,287
Hong Kong Profits Tax — Current period	香港利得稅 — 當前期間	**–**	–	**–**	–
Income tax expense	所得稅開支	**4,879**	3,008	**9,866**	5,287

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。

Enterprise Income Tax ("EIT") arising from the PRC for the period was calculated at 25.0% (2022: 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.

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%(二零二二年：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。

6. INCOME TAX EXPENSE (Continued)

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 2022.

6. 所得稅開支(續)

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二零二二年相同的基準計算。

7. DIVIDEND

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

7. 股息

董事會不建議宣派截至二零二三年九月三十日止九個月的中期股息(截至二零二二年九月三十日止九個月:零)。

8. EARNINGS/(LOSSES) PER SHARE

(a) Earnings/(losses) per share

The calculation of basic earnings per share for the nine months ended 30 September 2023 is based on the profit attributable to owners of the Company of approximately RMB24,645,000 (Nine months ended 30 September 2022: loss of approximately RMB6,324,000) and the weighted average number of approximately 49,943,228 (2022: approximately 34,628,650) ordinary shares during the nine months ended 30 September 2023.

8. 每股盈利/(虧損)

(a) 每股盈利/(虧損)

截至二零二三年九月三十日止九個月的每股基本盈利乃按本公司擁有人應佔溢利約人民幣24,645,000元(截至二零二二年九月三十日止九個月:虧損約人民幣6,324,000元),以及按截至二零二三年九月三十日止九個月普通股加權平均數約49,943,228股(二零二二年:約34,628,650股)計算。

8. EARNINGS/(LOSSES) PER SHARE (Continued)

8. 每股盈利／（虧損）（續）

(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:

(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：

		Nine months ended 30 September 截至九月三十日止九個月	
		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
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））	**24,645**	(6,324)

8. EARNINGS/(LOSSES) PER SHARE (Continued)

8. 每股盈利/(虧損)(續)

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

(b) 每股攤薄盈利/(虧損)(續)

		Nine months ended 30 September 截至九月三十日止九個月	
		2023 二零二三年	2022 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	**49,943,228**	34,628,650
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	**–**	–
		49,943,228	34,628,650

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(「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。

8. EARNINGS/(LOSSES) 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 nine-month periods ended 30 September 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 Nine-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九月三十日止九個月期間，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。截至二零二二年止九個月期間，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。

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 股本 (Unaudited) (未經審核) RMB'000 人民幣千元	Share premium 股份溢價 (Unaudited) (未經審核) RMB'000 人民幣千元	Merger reserve 合併儲備 (Unaudited) (未經審核) RMB'000 人民幣千元	Statutory reserve 法定儲備 (Unaudited) (未經審核) RMB'000 人民幣千元	Exchange reserve 匯兑儲備 (Unaudited) (未經審核) RMB'000 人民幣千元	Share option reserve 購股權儲備 (Unaudited) (未經審核) RMB'000 人民幣千元	Fair value through other comprehensive income reserve 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	Retained earnings/ (Accumulated losses) 保留盈利／（累計虧損） (Unaudited) (未經審核) RMB'000 人民幣千元	Total 總額 (Unaudited) (未經審核) RMB'000 人民幣千元	Non-controlling interests 非控股權益 (Unaudited) (未經審核) RMB'000 人民幣千元	Total 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	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**24,645**	**24,645**	**(21)**	**24,624**
Other comprehensive income for the period	期內其他全面收益	**–**	**–**	**–**	**–**	**(152)**	**–**	**–**	**–**	**(152)**	**–**	**(152)**
Total comprehensive income for the period	期內全面收益總額	**–**	**–**	**–**	**–**	**(152)**	**–**	**–**	**24,645**	**24,493**	**(21)**	**24,472**
Subscription of new shares	認購新股份	**325**	**23,227**	**–**	**–**	**–**	**–**	**–**	**–**	**23,552**	**–**	**23,552**
Lapsed share option	購股權失效	**–**	**–**	**–**	**–**	**–**	**(1,067)**	**–**	**1,067**	**–**	**–**	**–**
At 30 September 2023	於二零二三年九月三十日	**611**	**241,080**	**116,659**	**7**	**5,093**	**–**	**–**	**(300,166)**	**63,284**	**233**	**63,517**
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	–	–	–	–	–	–	–	(6,324)	(6,324)	183	(6,141)
Other comprehensive income for the period	期內其他全面收益	–	–	–	–	12,017	–	–	–	12,017	–	12,017
Total comprehensive income for the period	期內全面收益總額	–	–	–	–	12,017	–	–	(6,324)	5,693	183	5,876
Disposal of subsidiaries	出售附屬公司	–	–	–	(51,199)	–	–	25,482	25,717	–	14,496	14,496
At 30 September 2022	於二零二二年九月三十日	142,004	217,853	116,659	8	14,871	1,067	–	(476,526)	15,936	52	15,988

BUSINESS REVIEW

業務回顧

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.

金融服務平台

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。

BUSINESS REVIEW (Continued)

業務回顧(續)

Financial Service Platform (Continued)

金融服務平台(續)

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.

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。

Reference is made to the announcement dated 19 September 2023, the Group, through its wholly-owned Hong Kong subsidiary, invests approximately HKD1.5 million to HKD2.0 million for the research and development in the new data security related business. As stated in the Company's annual report for the year ended 31 December 2022, the Group actively seeks various business opportunities from time to time, in order to expand and diversify the Group's revenue sources. During the Group's ordinary and usual course of business in operating the financial service platform, various clients and counterparties have been indicating to Group's management that data security has been an increasingly critical topic in financial service industry and data security service could be compliment/an ancillary service to the Group's already operating financial service platform which the Group find this comment not unreasonable. Accordingly, the Directors are of the view that the expansion of the business scope of the Group into data security related segment is in line with the Group's business development and expansion plan, which will bring better returns to the Shareholders and the Directors consider the above products is also enhance and assist the group original business in the future.

茲提述日期為二零二三年九月十九日的公告，本集團透過其全資香港附屬公司投資約1.5百萬港元至2.0百萬港元用於研發數據安全相關的新業務。誠如本公司截至二零二二年十二月三十一日止年度的年報所述，本集團不時積極尋求各種商機，以擴大本集團的收入來源並使之多元化。在本集團營運金融服務平台的日常業務過程中，多名客戶及交易對手均已向本集團管理層表示，數據安全已成為金融服務業日益重要的議題，而數據安全服務可作為本集團正營運之金融服務平台的配套服務，本集團認為此意見不無道理。因此，董事認為，將本集團業務範圍擴張至數據安全相關分部符合本集團之業務發展及擴張計劃，將為股東帶來更佳回報，且董事認為上述產品亦將於未來提升及協助本集團原有業務。

FINANCIAL REVIEW

財務回顧

Revenue

For the nine months ended 30 September 2023, the Group recorded a turnover of approximately RMB47.5 million, representing a decrease of approximately 16% from approximately RMB56.5 million for the corresponding period of last year, primarily due to the decrease of financial platforms services income during the period.

In terms of revenue breakdown, revenue from financial platforms service amounted to approximately RMB46.0 million, representing a decrease of approximately 18%. 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.

收入

截至二零二三年九月三十日止九個月，本集團錄得營業額約人民幣47.5百萬元，較去年同期約人民幣56.5百萬元減少約16%，主要由於期內金融平台服務收入下降所致。

收入明細中，金融平台服務收入約為人民幣46.0百萬元，下降約18%。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%。

Finance Costs

During the period under review, interest expenses of the Group increase by approximately 665% to RMB153,000 from RMB20,000 for the corresponding period of last year, which mainly comprised the increase in interests on lease liabilities during the period.

財務成本

於回顧期內，本集團的利息開支為人民幣153,000元，較去年同期的人民幣20,000元增加約665%，主要由於期內租賃負債利息增加所致。

Other Income, Net

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

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。

FINANCIAL REVIEW (Continued)

財務回顧(續)

Other 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 66% to approximately RMB15.5 million, which was due to the decrease of marketing and advertising fees and legal and professional fee during the period.

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減少約66%至約人民幣15.5百萬元，是由於期內市場推廣及廣告費用以及法律及專業費用下降所致。

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. There were no change in fair values in financial assets for the period (2022: nil).

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。本期金融資產公平值並無變動(二零二二年：零)。

FINANCIAL REVIEW (Continued)

財務回顧（續）

Loss on Disposal of Subsidiaries

On 29 June 2022, the Company 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 last year.

出售附屬公司虧損

於二零二二年六月二十九日，本公司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。

去年，本集團錄得出售附屬公司虧損約人民幣10,765,000元。

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 RMB24.6 million (2022: loss of RMB6.3 million).

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24.6百萬元（二零二二年：虧損人民幣6.3百萬元）。

LIQUIDITY AND FINANCIAL RESOURCES

As at 30 September 2023, the Group's bank balances and cash amounted to approximately RMB31.3 million (at the end of 2022: approximately RMB4.9 million) and no borrowings of the Group (at the end of 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 September 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.

流動資金及財務資源

於二零二三年九月三十日，本集團之銀行結餘及現金約為人民幣31.3百萬元（二零二二年底：約人民幣4.9百萬元），本集團並無借款（二零二二年底：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約為0%（二零二二年十二月三十一日：2.8%）。

於二零二三年九月三十日，本集團資產概無押記（二零二二年十二月三十一日：零）。

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。

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.

Looking ahead, the Groups will persistently uphold the principles of quality, professional services and honest operation.

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。

展望未來，本集團會秉持卓越、專業服務及誠信運作的原則營運。

SIGNIFICANT INVESTMENT HELD

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

所持重大投資

於二零二三年九月三十日，本集團概無持有重大投資(二零二二年十二月三十一日：無)。

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.

訴訟、申索及糾紛

於本報告日期，本集團成員公司均未涉及任何重大訴訟或仲裁，據董事所知，本集團任何成員公司亦無涉及任何尚未了結或面臨重大訴訟、仲裁或申索。

EVENT AFTER REPORTING PERIOD

報告期後事項

CAPITAL STRUCTURE

資本架構

As at 30 September 2023, the Group had equity attributable to owners of the Company of approximately RMB63.3 million (31 December 2022: approximately RMB15.2 million).

於二零二三年九月三十日，本集團之本公司擁有人應佔權益約為人民幣63.3百萬元（二零二二年十二月三十一日：約人民幣15.2百萬元）。

As of 30 September 2023, the Group's consolidated net assets was RMB63.5 million, representing an increase of approximately RMB48.0 million as compared with that of RMB15.5 million as at 31 December 2022.

於二零二三年九月三十日，本集團的綜合淨資產為人民幣63.5百萬元，與二零二二年12月31日的人民幣15.5百萬元相比，增加約人民幣48.0百萬元。

As at 30 September 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 September 2023 (31 December 2022 (restated): approximately RMB286,000).

於二零二三年九月三十日，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）。

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服務平台(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。董事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：

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 RMB million 人民幣百萬元 (approximately) （概約）	Actual utilised amount up to 30 September 2023 截至二零二三年九月三十日實際動用金額 RMB million 人民幣百萬元 (approximately) （概約）	Unutilised balance as at 30 September 2023 於二零二三年九月三十日未動用餘額 RMB million 人民幣百萬元 (approximately) （概約）	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
For general working capital:	**用作一般營運資金：**					
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	(1.33)	7.62	End of 2023 二零二三年末
		100.0	23.95	(2.83)	21.12	

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。

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

董事及主要行政人員於股份、相關股份及債權證之權益及淡倉

As at 30 September 2023, none 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:

於二零二三年九月三十日，本公司概無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、相關股份及債權證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：

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

主要股東及其他人士於股份及相關股份中的權益及淡倉

As at 30 September 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:

於二零二三年九月三十日，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)					
	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 (%)
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

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）					
	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	–	–	–	5,113,520 (Note 3) （附註3）	5,113,520	7.24
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

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:

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. 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.

5. 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.

6. 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.

7. 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.

於股份中擁有的權益(續)

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. 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。

5. 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。

6. 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。

7. 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。

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)

Save as disclosed above, as at 30 September 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.

於股份中擁有的權益(續)

除上文所披露者外，於二零二三年九月三十日，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-caliber employees and attract human resources that are valuable to the Group. The Share Option Scheme has a term of 10 years from its adoption date and was expired on 19 December 2021. Upon the expiration of the Share Option Scheme, no further options are offered. As at the date of this report, there are no share options remained outstanding under the Share Option Scheme.

購股權計劃

根據本公司於二零一一年十二月二十日的書面決議案，本公司已採納一項購股權計劃(「購股權計劃」)，旨在為合資格參與人士為本集團所作貢獻提供激勵或獎勵及／或容許本集團聘請或挽留優秀人員和吸納對本集團屬寶貴的人力資源。購股權計劃自接納日期起計為期十年，並於二零二一年十二月十九日屆滿。當購股權計劃屆滿後，並無提呈更多購股權。於本報告日期，在購股權計劃下並無仍未行使的購股權。

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.

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。

SHARE OPTION SCHEME (Continued)

購股權計劃（續）

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

截至二零二三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 姓名	Date of grant 授出日期	Number of share options 購股權數目				
		Outstanding as at 1 January 2023 於二零二三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	Outstanding as at 30 September 2023 於二零二三年九月三十日尚未行使
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(*) 鄭嘉福博士(*)	15 January 2018 二零一八年一月十五日	2,400	–	–	(2,400)	–
Dr. Miao Bo(*) 苗波博士(*)	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)	–

SHARE OPTION SCHEME (Continued)

62,000 share options were lapsed during the Nine months ended 30 September 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)

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

購回、出售或贖回上市證券

截至二零二三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。

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。

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 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。

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 2023.

競爭性權益

於二零二三年九月三十日，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, 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 quarterly report for the nine months ended 30 September 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.

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,即曹金孝賢先生(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、業績公告及季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。

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

承董事會命
匯聯金融服務控股有限公司
執行董事
劉毅

Hong Kong, 13 November 2023

香港,二零二三年十一月十三日

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 (Chairman), Mr. Luo Sigang and Ms. Chong Kan Yu.

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(主席)、羅思剛先生及莊瑾瑜女士。

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).

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。

Flying Financial Service Holdings Limited

匯聯金融服務控股有限公司