



神州數字

China Binary New Fintech Group
神州數字新金融科技集團

(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: 8255

2019 中期業績報告
INTERIM REPORT

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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證券上市規則(「GEM上市規則」)而刊載，旨在提供有關神州數字新金融科技集團(「本公司」)之資料；本公司各董事(「董事」)共同及個別地願就本報告的資料承擔全部責任。董事在作出一切合理查詢後，確認就彼等所深知及確信，本報告所載資料在各重要方面均準確完備，沒有誤導或欺詐成分，且並無遺漏任何其他事項，致使本報告或其所載任何陳述產生誤導。

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Financial Highlights

財務摘要

- For the Period, the turnover of the Group (as defined below) was approximately RMB15,170,000, representing a decrease of approximately RMB274,000 or 1.77% as compared to the same period of 2018.
- 於本期間，本集團（定義見下文）取得的營業額約為人民幣15,170,000元，較2018年同期下降約人民幣274,000元或1.77%。
- For the Period, gross profit of the Group was approximately RMB10,024,000, representing an increase of approximately RMB713,000 or 7.66% as compared to the same period of 2018. Gross profit margin increased from approximately 60.29% for June 2018 to 66.08% for June 2019.
- 於本期間，本集團取得的毛利約為人民幣10,024,000元，較2018年同期上升約人民幣713,000元或7.66%。毛利率從2018年6月的約60.29%上升至2019年6月的66.08%。
- For the Period, the loss of the Group was approximately RMB1,928,000, representing a decrease of approximately RMB21,121,000 or 91.64% as compared to the same period of 2018.
- 於本期間，本集團的虧損約為人民幣1,928,000元，較2018年同期減少約人民幣21,121,000元或91.64%。
- As at 30 June 2019, the bank and cash balance of the Group was approximately RMB66,222,000 (31 December 2018: RMB108,927,000), with the current ratio of 2.36 (31 December 2018: 2.22).
- 於2019年6月30日，本集團的銀行及現金結餘約為人民幣66,222,000元（2018年12月31日：人民幣108,927,000元），流動比率為2.36（2018年12月31日：2.22）。
- For the Period, the loss per share of the Group was approximately RMB1.45 cents, representing a decrease of approximately RMB3.26 cents or 69.21% as compared to that of RMB4.71 cents for the same period of 2018.
- 於本期間，本集團的每股虧損約為人民幣1.45分，較2018年同期的人民幣4.71分減少約人民幣3.26分或69.21%。
- The Board (as defined below) does not declare the payment of an interim dividend for the Period (2018: nil).
- 董事會（定義見下文）就不本期間宣派中期股息（2018年：無）。

Interim Results

中期業績

The board of Directors (the “Board”) presents the unaudited condensed consolidated results of the Company and its subsidiaries (collectively, the “Group”) for the three months and six months ended 30 June 2019 together with relevant comparative audited/unaudited figures as follows:

董事會(「董事會」)呈報本公司及其附屬公司(統稱「本集團」)截至2019年6月30日止3個月及6個月的未經審核簡明綜合業績，連同有關的經審核／未經審核比較數據如下：

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the three months and six months ended 30 June 2019

未經審核簡明綜合全面收益表

截至2019年6月30日止3個月及6個月

		Notes 附註	Three months ended 30 June 截至6月30日止3個月		Six months ended 30 June 截至6月30日止6個月	
			2019 (Unaudited) (未經審核) RMB'000 人民幣千元	2018 (Unaudited) (未經審核) RMB'000 人民幣千元	2019 (Unaudited) (未經審核) RMB'000 人民幣千元	2018 (Unaudited) (未經審核) RMB'000 人民幣千元
Revenue	收入	4	4,236	9,795	15,170	15,444
Cost of revenue	收入成本		(2,662)	(3,011)	(5,146)	(6,133)
Gross profit	毛利		1,574	6,784	10,024	9,311
Other income and gains	其他收入及收益	4	765	2,414	1,888	2,569
Fair value gains on intangible assets	無形資產的公平值收益		11,894	—	11,904	—
Selling and distribution expenses	銷售及分銷開支		(1,248)	(1,318)	(2,888)	(3,003)
Administrative expenses	行政開支		(7,534)	(12,355)	(21,698)	(30,335)
Share of loss of associates	應佔聯營公司之虧損		(176)	(142)	(427)	(286)
Finance costs	融資成本	5	(699)	(841)	(1,669)	(1,646)
(Loss)/profit before income tax (expense)/credit	除所得稅(開支)/抵免前(虧損)/溢利		4,576	(5,458)	(2,866)	(23,390)
Income tax (expense)/credit	所得稅(開支)/抵免	6 7	458	(287)	938	341
(Loss)/profit for the period	期內(虧損)/溢利		5,034	(5,745)	(1,928)	(23,049)
Other comprehensive (loss)/income	其他全面(虧損)/收益					
Items that will not be reclassified subsequently to profit or loss:	其後不會重新分類至損益的項目：					
Equity investments at fair value through other comprehensive income — net movement in fair value reserve	按公平值計入其他全面收益的權益投資 — 公平值儲備淨變動		(160)	(1,700)	(678)	(2,909)
Other comprehensive (loss)/income for the period	期內其他全面(虧損)/收益		(160)	(1,700)	(678)	(2,909)
Total comprehensive (loss)/income for the period	期內全面(虧損)/收益總額		4,874	(7,445)	(2,606)	(25,958)
(Loss)/profit for the period attributable to:	以下各項應佔期內(虧損)/溢利：					
Owners of the Company	本公司擁有人		1,702	(7,011)	(6,981)	(22,590)
Non-controlling interests	非控股權益		3,332	1,266	5,053	(459)
			5,034	(5,745)	(1,928)	(23,049)
Total comprehensive (loss)/income for the period attributable to:	以下各項應佔期內全面(虧損)/收益總額：					
Owners of the Company	本公司擁有人		1,542	(8,711)	(7,659)	(25,499)
Non-controlling interests	非控股權益		3,332	1,266	5,053	(459)
			4,874	(7,445)	(2,606)	(25,958)
(Loss)/earnings per share (RMB cents)	每股(虧損)/盈利(人民幣分)					
— Basic	— 基本	8	0.35	(1.46)	(1.45)	(4.71)

Interim Results

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UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2019

未經審核簡明綜合 財務狀況表

於2019年6月30日

		Notes 附註	As at 30 June 2019 於2019年 6月30日 (Unaudited) (未經審核) RMB'000 人民幣千元	As at 31 December 2018 於2018年 12月31日 (Audited) (經審核) RMB'000 人民幣千元
Assets	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備		3,585	3,813
Intangible assets	無形資產		26,689	2,418
Prepayments for acquisition of property, plant and equipment	收購物業、廠房及設備的預付款		—	1,679
Other non-currents assets	其他非流動資產		12,000	12,000
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收益的金融資產		169,898	171,922
Interest in associate	於聯營公司的權益		3,239	3,665
Total non-current assets	非流動資產總額		215,411	195,497
Current assets	流動資產			
Trade receivables	貿易應收款項	10	201	374
Contract assets	合約資產		3,693	3,693
Prepayments, deposits and other receivables	預付款、按金及其他應收款項		37,414	10,913
Inventories	存貨		1,762	1,760
Pledged bank deposits	抵押銀行存款		70,122	104,715
Cash and cash equivalents	現金及現金等價物		66,222	108,927
Total current assets	流動資產總額		179,414	230,382
Liabilities	負債			
Current liabilities	流動負債			
Trade payables	貿易應付款項	11	6,807	6,101
Contract liabilities	合約負債		431	431
Other payables and accruals	其他應付款項及應計費用		5,940	5,148
Bank borrowings	銀行借款	12	62,500	91,500
Current tax liabilities	即期稅項負債		464	471
Total current liabilities	流動負債總額		76,142	103,651
Net current assets	流動資產淨值		103,272	126,731
Total assets less current liabilities	總資產減流動負債		318,683	322,228
Non-current liabilities	非流動負債			
Deferred tax liabilities	遞延稅項負債		4,129	5,068
Total non-current liabilities	非流動負債總額		4,129	5,068
NET ASSETS	資產淨值		314,554	317,160
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Issued capital	已發行股本	13	2,941	2,941
Reserves	儲備		305,340	312,999
Non-controlling interests	非控股權益		308,281	315,940
TOTAL EQUITY	總權益		6,273	1,220
			314,554	317,160

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UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2019

未經審核簡明綜合 權益變動表

截至2019年6月30日止6個月

Equity attributable to owners of the Company 本公司擁有人應佔權益

		Issued capital 已發行 股本 RMB'000 人民幣 千元	Share premium 股份 溢價 RMB'000 人民幣 千元	Capital reserve 資本 儲備 RMB'000 人民幣 千元	Statutory reserve 法定 儲備 RMB'000 人民幣 千元	Investment revaluation reserve 投資 重估儲備 RMB'000 人民幣 千元	Fair value through other comprehensive income reserve 按公平值計入其 他全面收益儲備 RMB'000 人民幣 千元	Retained earnings 保留 盈利 RMB'000 人民幣 千元	Total 總計 RMB'000 人民幣 千元	Non- controlling interests 非控股 權益 RMB'000 人民幣 千元	Total equity 總權益 RMB'000 人民幣 千元
At 31 December 2017 as originally presented	如原先呈列的 於2017年 12月31日	2,941	47,899	1,371	17,292	39,667	—	214,491	323,661	1,373	325,034
Initial application of HKFRS 9	首次應用香港 財務報告準則 第9號	—	—	—	—	(39,667)	76,009	(479)	35,863	(16)	35,847
Restated balance as at 1 January 2018	於2018年1月1日的 經重列結餘	2,941	47,899	1,371	17,292	—	76,009	214,012	359,524	1,357	360,881
Loss for the period	期內虧損	—	—	—	—	—	—	(22,590)	(22,590)	(459)	(23,049)
Change in financial assets at fair value through other comprehensive income	按公平值計入其他 全面收益的金融 資產的變動	—	—	—	—	—	(2,909)	—	(2,909)	—	(2,909)
Reclassification of investment revaluation reserve upon disposal of at fair value through other comprehensive income	出售按公平值計入 其他全面收益的 金融資產時重新 分類投資重估 儲備	—	—	—	—	—	(4,493)	4,493	—	—	—
Total comprehensive loss	全面虧損總額	—	—	—	—	—	(7,402)	(18,097)	(25,499)	(459)	(25,958)
At 30 June 2018	於2018年6月30日	2,941	47,899	1,371	17,292	—	68,607	195,915	334,025	898	334,923
At 1 January 2019 (Audited)	於2019年1月1日 (經審核)	2,941	47,899	1,371	17,292	—	105,424	141,013	315,940	1,220	317,160
(Loss)/profit for the period	期內(虧損)/溢利	—	—	—	—	—	—	(6,981)	(6,981)	5,053	(1,928)
Change in financial assets at fair value through other comprehensive income	按公平值計入其他 全面收益的金融 資產的變動	—	—	—	—	—	(678)	—	(678)	—	(678)
Total comprehensive loss	全面虧損總額	—	—	—	—	—	(678)	(6,981)	(7,659)	5,053	(2,606)
At 30 June 2019	於2019年6月30日	2,941	47,899	1,371	17,292	—	104,746	134,032	308,281	6,273	314,554

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

1. General information

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 11 May 2011. Its issued shares of the Company (the “Shares”) are listed on the GEM. The Company’s registered office and principal place of business are located at P.O. Box 31119, Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman KY1-1205, Cayman Islands and Room 1506, 15/F, Jinhui Building, Qiyang Road, Wangjing, Chaoyang District, Beijing, the People’s Republic of China (the “PRC”), respectively.

The Company is an investment holding company. Its subsidiaries are principally engaged in providing (i) online transaction services by facilitating transactions between online game operators and online game users and mobile top-up services to mobile subscribers; (ii) micro financing facilitating services to individual borrowers and lenders; and (iii) software technology services and sales of smart hardware products.

Currently, the Company is also in the development of offshore banking and trust business.

1. 一般資料

本公司於2011年5月11日在開曼群島註冊成立為獲豁免有限公司。本公司已發行股份（「股份」）於GEM上市。本公司的註冊辦事處及主要營業地點分別位於P.O. Box 31119, Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman KY1-1205, Cayman Islands 及中華人民共和國（「中國」）北京朝陽區望京啟陽路金輝大廈15樓1506室。

本公司為一間投資控股公司。其附屬公司主要業務為(i)透過促進網上遊戲運營商與網上遊戲用戶之間的交易來提供網上交易服務以及向手機用戶提供手機話費充值服務；(ii)為個人借款人及放貸人提供小額融資中介服務；及(iii)提供軟件技術服務和智能硬件產品銷售。

本公司目前還在發展海外銀行和信託業務。

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NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

簡明綜合財務報表附註(續)

2. Basis of preparation and principal accounting policies

The unaudited consolidated financial statements of the Group for the six months ended 30 June 2019 (the “Period” and the “Interim Financial Statements”, respectively) have been prepared in accordance with Hong Kong Financial Reporting Standards (the “HKFRSs”), Hong Kong Accounting Standards and its interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and the disclosure requirements of the Companies Ordinance, Chapter 622 of the Laws of Hong Kong. In addition, the Interim Financial Statements include applicable disclosures required by the GEM Listing Rules.

The Interim Financial Statements were prepared on the historical cost basis (except for short-term investment, which is measured at fair value), and presented in terms of Renminbi (“RMB”). The principal accounting policies adopted in the Interim Financial Statements are in accordance with the annual consolidated financial statements of the Group for the year ended 31 December 2018, except the first-time adoption of new and amended HKFRSs, their amendments and interpretations which were issued by the HKICPA in the preparation of financial statements during the Period. The adoption of these new and revised HKFRSs has no significant effect on the Interim Financial Statements.

The Group has not early adopted any new and revised HKFRSs that have been issued but are not yet effective.

2. 編製基準及主要會計政策

本集團截至2019年6月30日止6個月之未經審核綜合財務報表(分別為「本期間」及「中期財務報表」)乃根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)、香港會計準則及其詮釋以及香港法例第622章公司條例之披露規定編製。此外，中期財務報表載有GEM上市規則規定之適用披露。

中期財務報表乃按照歷史成本基準編製(惟按公平值計量的短期投資除外)，並以人民幣(「人民幣」)呈列。中期財務報表所採用的主要會計政策與本集團截至2018年12月31日止年度的年度綜合財務報表所採用者一致，惟為編製本期間的財務報表而首次採納由香港會計師公會頒佈的新訂及經修訂香港財務報告準則、準則之修訂及詮釋除外。採納該等新訂及經修訂香港財務報告準則對中期財務報表並無重大影響。

本集團並未提早採納任何已頒佈但尚未生效的新訂及經修訂香港財務報告準則。

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NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

簡明綜合財務報表附註(續)

3. Segment reporting

The Group's service lines identified as reportable operating segments are as follows:

- (i) Online transaction services (including provision of information technology services and advertising services);
- (ii) Micro financing facilitating services (including provision of financing guarantee service); and
- (iii) Software technology services (being design and development of tailor-made cryptocurrencies trading platform systems) and sales of smart hardware products.

3. 分部報告

本集團的服務範圍確認為以下可呈報經營分部：

- (i) 網上交易服務(包括提供信息技術服務及廣告服務)；
- (ii) 小額融資中介服務(包括提供金融擔保服務)；及
- (iii) 軟件技術服務(即訂製加密貨幣交易平台系統設計及開發)和智能硬件產品銷售。

		Online transaction services	Micro financing facilitating services	Software technology services and sales of smart hardware products	Unallocated	Total
		網上交易服務 RMB'000 人民幣千元	小額融資中介服務 RMB'000 人民幣千元	軟件技術服務和智能硬件產品銷售 RMB'000 人民幣千元	未分配 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
For the six months ended 30 June 2019	截至2019年6月30日止6個月					
Segment revenue	分部收入	3,088	160	11,847	75	15,170
Segment gross profit/(loss)	分部毛利/(虧損)	266	158	10,540	(940)	10,024
Segment net profit/(loss)	分部溢利/(虧損)淨額	(1,242)	(221)	18,398	(18,863)	(1,928)
For the six months ended 30 June 2018	截至2018年6月30日止6個月					
Segment revenue	分部收入	1,600	11,046	2,798	—	15,444
Segment gross profit	分部毛利	111	6,951	2,249	—	9,311
Segment net loss	分部虧損淨額	(2,982)	(2,464)	(4,265)	(13,338)	(23,049)

Interim Results

中期業績

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

簡明綜合財務報表附註(續)

4. Revenue, other income and gains

4. 收入、其他收入及收益

		Three months ended 30 June 截至6月30日止3個月		Six months ended 30 June 截至6月30日止6個月	
		2019 (Unaudited) (未經審核) RMB'000 人民幣千元	2018 (Unaudited) (未經審核) RMB'000 人民幣千元	2019 (Unaudited) (未經審核) RMB'000 人民幣千元	2018 (Unaudited) (未經審核) RMB'000 人民幣千元
Revenue:	收入：				
Provision of online transaction services	提供網上交易服務	1,800	693	3,088	1,600
Provision of micro financing facilitating service	提供小額融資中介服務	—	6,304	160	11,046
Software technology services and sales of smart hardware products	軟件技術服務和智能硬件產品銷售	2,409	2,798	11,847	2,798
Unallocated	未分配	27	—	75	—
		4,236	9,795	15,170	15,444
Other income and gains:	其他收入及收益：				
Interest income	利息收入	16	364	98	400
Gain from exchange translation	匯兌收益	523	1,656	523	1,656
Others	其他	226	394	1,267	513
		765	2,414	1,888	2,569

Interim Results

中期業績

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

簡明綜合財務報表附註(續)

5. Finance Costs

5. 融資成本

		Three months ended 30 June 截至6月30日止3個月		Six months ended 30 June 截至6月30日止6個月	
		2019 (Unaudited) (未經審核) RMB'000 人民幣千元	2018 (Unaudited) (未經審核) RMB'000 人民幣千元	2019 (Unaudited) (未經審核) RMB'000 人民幣千元	2018 (Unaudited) (未經審核) RMB'000 人民幣千元
Interest on bank borrowings	銀行借款利息	699	841	1,669	1,646

Interim Results

中期業績

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

簡明綜合財務報表附註(續)

6. Profit/(loss) before income tax credit/(expense)

The Group's profit/(loss) before income tax credit/(expense) is arrived at after charging:

6. 除所得稅抵免/(開支)前溢利/(虧損)

本集團除所得稅抵免/(開支)前溢利/(虧損)乃經扣除下列各項後得出：

		Three months ended 30 June 截至6月30日止3個月		Six months ended 30 June 截至6月30日止6個月	
		2019 (Unaudited) (未經審核) RMB'000 人民幣千元	2018 (Unaudited) (未經審核) RMB'000 人民幣千元	2019 (Unaudited) (未經審核) RMB'000 人民幣千元	2018 (Unaudited) (未經審核) RMB'000 人民幣千元
Depreciation of property, plant and equipment	物業、廠房及設備折舊	200	104	403	199
Amortisation of intangible assets	無形資產攤銷	222	71	444	109
Minimum lease payments under operating leases for buildings	樓宇經營租賃的最低租金	1,294	1,600	2,481	1,600
Development costs (note (a))	開發成本(附註(a))	417	2,679	1,457	6,169
Employee benefit expenses (including Directors' remuneration)	僱員福利開支(包括董事薪酬)	3,220	6,522	8,338	14,435
Wages and salaries	工資及薪金	662	583	1,664	1,155
Pension scheme contributions	退休計劃供款				

Note:

附註：

- (a) Development costs mainly comprise staff costs of approximately RMB1,457,000 for the Period (2018: RMB6,169,000), which were also included in the employee benefit expenses disclosed separately above. The Group did not capitalise any development costs for the Period (2018: nil).

- (a) 本期間開發成本主要包括員工成本，約為人民幣1,457,000元(2018年：人民幣6,169,000元)，亦計入上文單獨披露的僱員福利開支內。於本期間，本集團並無將任何開發成本撥充資本(2018年：無)。

Interim Results

中期業績

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

簡明綜合財務報表附註(續)

7. Income tax expense/(credit)

7. 所得稅開支／(抵免)

		Three months ended 30 June 截至6月30日止3個月		Six months ended 30 June 截至6月30日止6個月	
		2019 (Unaudited) (未經審核) RMB'000 人民幣千元	2018 (Unaudited) (未經審核) RMB'000 人民幣千元	2019 (Unaudited) (未經審核) RMB'000 人民幣千元	2018 (Unaudited) (未經審核) RMB'000 人民幣千元
Current tax — PRC	即期稅項 — 中國				
enterprise income tax	企業所得稅				
— tax for the Period	— 本期間稅項	2	345	2	345
Deferred tax	遞延稅項	(460)	(58)	(940)	(686)
Income tax (credit)/expense	所得稅(抵免)／開支	(458)	287	(938)	(341)

Taxes on profits assessable in the PRC have been calculated at the prevailing tax rates, based on existing legislation, interpretations and practices in respect thereof.

中國應課稅溢利稅項乃根據相關現行法例、詮釋及慣例按現行稅率計算。

Pursuant to the Enterprise Income Tax (the “EIT”) Law of the PRC, which became effective on 1 January 2008, the PRC EIT rate of all the PRC subsidiaries, except for Shenzhoufu (Beijing) Software Technology Co. Ltd. (“Shenzhoufu Software”) (2018: except Shenzhoufu Software), was 25% on their taxable profits for the Period.

根據於2008年1月1日生效的中國企業所得稅(「企業所得稅」)法，於本期間，所有中國附屬公司(不包括神州付(北京)軟件技術有限公司(「神州付軟件」))(2018年：不包括神州付軟件)的中國企業所得稅稅率均按其應課稅溢利的25%計算。

Interim Results

中期業績

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

簡明綜合財務報表附註(續)

7. Income tax expense/(credit) (Continued)

The Group was not subject to any taxation under the jurisdiction of the Cayman Islands during the Period (2018: nil). No provision for Hong Kong profits tax has been made as the Group did not generate any assessable profits arising in Hong Kong during the Period (2018: nil).

Notes:

- (a) Shenzhoufu Software was successfully qualified as "National High Technology Enterprise" in October 2014 and obtained a new certificate in December 2017, which was valid for 3 years starting from 2017. Shenzhoufu Software enjoyed a preferential tax rate of 15% for the PRC EIT rate as a result of the qualification of National High Technology Enterprise for the Period.
- (b) Pursuant to the EIT Law of the PRC, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in the PRC. The requirement was effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between the PRC and the jurisdiction of the foreign investors. Accordingly, Shenzhoufu Software, being a wholly foreign owned enterprise established in the PRC, is liable to a 10% withholding tax on its undistributed profit as determined in accordance with the PRC accounting rules and regulations.

7. 所得稅開支／(抵免)(續)

本集團於本期間內毋須繳納開曼群島司法權區任何稅項(2018年：無)。由於本集團於本期間內並無在香港產生任何應課稅溢利，故概無作出香港利得稅撥備(2018年：無)。

附註：

- (a) 神州付軟件於2014年10月成功取得「國家高新技術企業」稱號，並在2017年12月取得新證書，有效期自2017年起為期3年。本期間內，神州付軟件因國家高新技術企業稱號享受中國企業所得稅稅率15%的優惠稅率。
- (b) 根據中國企業所得稅法，於中國成立的外資企業向外國投資者宣派的股息須徵繳10%預扣稅。該規定自2008年1月1日起生效，並適用於2007年12月31日後的盈利。倘中國與外國投資者所在司法權區訂有稅務條約，則較低的預扣稅率可能適用。因此，神州付軟件(為一間於中國成立的外商獨資企業)須就根據中國會計規則及條例所釐定的未分派溢利繳付10%預扣稅。

Interim Results

中期業績

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

簡明綜合財務報表附註(續)

8. (Loss)/earnings per share

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

8. 每股(虧損)/盈利

本公司擁有人應佔基本(虧損)/盈利及攤薄(虧損)/盈利按下列數據計算：

		Three months ended 30 June 截至6月30日止3個月		Six months ended 30 June 截至6月30日止6個月	
		2019 (Unaudited) (未經審核)	2018 (Unaudited) (未經審核)	2019 (Unaudited) (未經審核)	2018 (Unaudited) (未經審核)
(Loss)/earnings	(虧損)/盈利				
(Loss)/profit for the purpose of basic and diluted (loss)/earnings per share (RMB'000)	用以計算每股基本及攤薄(虧損)/盈利之(虧損)/溢利(人民幣千元)	1,702	(7,011)	(6,981)	(22,590)
Number of shares	股份數目				
Weighted average number of ordinary shares for the purpose of basic and diluted (loss)/earnings per share	用以計算每股基本及攤薄(虧損)/盈利之普通股加權平均數	480,000,000	480,000,000	480,000,000	480,000,000

The calculation of the basic (loss)/earnings per share has taken into account the Shares issued and outstanding during the Period.

每股基本(虧損)/盈利的計算乃經計及本期間已發行及發行在外股份。

No diluted (loss)/earnings per share is presented as there were no potential ordinary Shares in issue during the Period (2018: nil).

由於本期間並無潛在已發行普通股，故並無呈列每股攤薄(虧損)/盈利(2018年：無)。

Interim Results

中期業績

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

簡明綜合財務報表附註(續)

9. Dividend

The Board does not declare the payment of any interim dividend for the Period (2018: nil).

9. 股息

董事會不就本期間宣派任何中期股息(2018年：無)。

10. Trade Receivables

The Group normally does not grant credit period to its customers. For a minor portion of customers who are granted a credit period, the credit period is generally 90 days. The Group seeks to exercise strict control over its outstanding receivables to minimise credit risk. All the trade receivables are non-interest bearing.

The aging analysis of trade receivables (net of impairment losses) is as follows:

10. 貿易應收款項

本集團在一般情況下不會授予其客戶信貸期。就獲授信貸期的少數客戶而言，信貸期一般為90天。本集團致力嚴格控制尚未收回應收款項以盡量減低信貸風險。所有貿易應收款項均為免息。

貿易應收款項(扣除減值虧損)的賬齡分析如下：

		30 June 2019 2019年 6月30日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2018 2018年 12月31日 (Audited) (經審核) RMB'000 人民幣千元
0 to 3 months	0至3個月	201	342
Over 3 months to 6 months	多於3個月至6個月	—	32
		201	374

Interim Results

中期業績

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

簡明綜合財務報表附註(續)

11. Trade Payables

Trade payables are non-interest bearing. The Group is normally granted credit terms ranging from 1 to 30 days.

The aging analysis of trade payables is as follows:

11. 貿易應付款項

貿易應付款項為免息。本集團一般獲授的信貸期介乎1至30天。

貿易應付款項的賬齡分析如下：

		30 June 2019 2019年 6月30日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2018 2018年 12月31日 (Audited) (經審核) RMB'000 人民幣千元
0 to 3 months	0至3個月	6,194	6,083
Over 3 months to 6 months	多於3個月至6個月	15	—
Over 6 months to 1 year	多於6個月至1年	580	—
Over 1 year	多於1年	18	18
		6,807	6,101

12. Bank Borrowings

Bank loans due for prepayment within one year

12. 銀行借款

		30 June 2019 2019年 6月30日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2018 2018年 12月31日 (Audited) (經審核) RMB'000 人民幣千元
Bank loans due for prepayment within one year	一年內到期償還的銀行貸款	62,500	91,500

Interim Results

中期業績

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

簡明綜合財務報表附註(續)

13. Share Capital

Authorised and issued share capital The Company

13. 股本

法定及已發行股本 本公司

		30 June 2019 2019年6月30日		31 December 2018 2018年12月31日	
		Number 數目	RMB'000 人民幣千元	Number 數目	RMB'000 人民幣千元
Authorised	法定				
Ordinary shares of US\$0.001 each	每股面值0.001 美元的普通股				
		1,000,000,000	6,148	1,000,000,000	6,148
		30 June 2019 2019年6月30日		31 December 2018 2018年12月31日	
		Number 數目	RMB'000 人民幣千元	Number 數目	RMB'000 人民幣千元
		(unaudited) (未經審核)		(audited) (經審核)	
Issued and fully paid	已發行及繳足				
Ordinary shares of US\$0.001 each	每股面值0.001 美元的普通股				
At 1 January	於1月1日	480,000,000	2,941	480,000,000	2,941
At 30 June/ 31 December	於6月30日/ 12月31日	480,000,000	2,941	480,000,000	2,941

Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW

Since 2018, the Group has commenced a strategic transformation and gradually formed three business segments, namely (i) online transaction services; (ii) micro financing facilitating services; and (iii) software technology services and sales of smart hardware products. For detail review of each of our businesses, please see section headed “Financial Review” below.

FINANCIAL REVIEW

Revenue

During the Period, the Group recorded an operating revenue of approximately RMB15,170,000, representing a decrease of approximately RMB274,000 or 1.77% as compared to that of approximately RMB15,444,000 for the same period of 2018.

1. Online transaction services

During the Period, revenue from online transaction services amounted to approximately RMB3,088,000 (2018: RMB1,600,000). Due to the rapid growth of mobile payment industry in recent years, the Group’s revenue from online transaction services has been declining over the years. To react with our current situation, our Group on one hand controls expenses, and on the other hand explores other businesses to engage with our current resources.

業務回顧

本集團自2018年以來開始進行戰略轉型，逐漸形成了三個業務板塊：(i)網上交易服務；(ii)小額融資中介服務；及(iii)軟件技術服務和智能硬件產品銷售。有關各業務的詳細回顧，請參見下文「財務回顧」一節。

財務回顧

收入

於本期間內，本集團錄得營業收入約人民幣15,170,000元，較2018年同期的營業收入約人民幣15,444,000元減少了約人民幣274,000元或1.77%。

1. 網上交易服務

於本期間內，網上交易服務的收入約為人民幣3,088,000元(2018年：人民幣1,600,000元)。由於這些年來移動支付行業的快速發展，使得我集團網上交易服務的收入逐年減少，為了應對目前的狀況，我集團一方面控制支出，另一方面利用現有資源開拓其他的業務。

Management Discussion and Analysis

管理層討論與分析

2. Micro financing facilitating and financial guarantee services

During the Period, the Group carried out micro financing facilitating services as an intermediary service institution for lenders and borrowers through its online micro financing platform and provided financial guarantee services for lenders through Wanlefu Software Technology Limited ("Wanlefu"). The micro financing facilitating services provided by the Group include (i) developing and operating an online micro financing platform to facilitate lenders to lend money to borrowers; (ii) introducing borrowers registered on the Group's online micro financing platform to lenders; (iii) conducting credibility review service on borrowers; and (iv) providing customer services and administrative services to borrowers and lenders. The Group generated revenue of approximately RMB160,000 (2018: RMB11,046,000) from provision of micro financing facilitating services. The decrease in revenue was mainly attributable to the disposal of Beijing Kuaihuika Technology Co., Ltd. * (北京快惠卡技術有限公司) ("Beijing Kuaihuika") (the "Disposal of Beijing Kuaihuika") in September 2018 and as a result of which, the financial information of Beijing Kuaihuika is no longer consolidated into the Group after completion of the Disposal of Beijing Kuaihuika.

After the completion of the Disposal of Beijing Kuaihuika and based on the uncertainties of the micro-financing facilitating services market, the Group operated this business segment in a conservative manner through Wanlefu.

2. 小額融資中介和金融擔保服務

於本期間內，本集團作為中介服務機構透過其線上小額融資平台為放貸人及借款人提供小額融資中介服務以及透過玩樂付軟件科技有限公司（「玩樂付」）為放貸人提供金融擔保服務。本集團提供的小額融資中介服務包括(i) 開發及營運線上小額融資平台，以促進放貸人向借款人放款；(ii) 向放貸人介紹在本集團線上小額融資平台登記的借款人；(iii) 對借款人進行資信審查服務；及(iv) 向借款人及放貸人提供客戶服務及行政管理服務。本集團自提供小額融資中介服務獲得收入約為人民幣160,000元（2018年：人民幣11,046,000元），收入的下降主要是由於2018年9月出售北京快惠卡技術有限公司（「北京快惠卡」）（「出售北京快惠卡」），令於出售北京快惠卡完成後，北京快惠卡的財務資料不再於本集團合併計算。

於出售北京快惠卡完成後，在小額融資中介服務市場的不明朗因素下，本集團通過玩樂付以穩守方式經營此業務分部。

3. Software technology services and sales of smart hardware products

During the Period, the Group's software technology services mainly included the provision and host of digital asset infrastructure, software solution consultancy and technical services, provision and maintenance of blockchain services to corporate or customers for blockchain technology. The Group has developed cloud blockchain exchange infrastructure namely MasterDAX and launched in April 2018, where customers of the Group are using this platform to provide blockchain exchange services and digital asset management service to individuals.

The Group's sales of smart hardware products business mainly includes the sale of blockchain technology hardware products, which are primarily used for cryptocurrencies mining in various devices including computers, smartphones and tablets. The Group has developed a hardware device named "X-Key" which can utilise the idle resources from computers and smartphones (i.e. unused internet broadband and memories) to solve complex arithmetic matrix, in return for cryptocurrencies.

The revenue from software technology services and sales of smart hardware products for the Period was approximately RMB11,847,000 (2018: RMB2,798,000). Such increase in the revenue from software technology services and sales of smart hardware products for the Period was mainly attributable to the recent recovery of the blockchain market.

3. 軟件技術服務和智能硬件產品銷售

於本期間內，本集團的軟件技術服務主要包括提供並舉辦數字資產基礎設施、軟件方案顧問及技術服務，及為企業或客戶之區塊鏈技術提供及維持區塊鏈服務。本集團已開發雲區塊鏈交換基礎設施即MasterDAX，並於2018年4月推出，本集團客戶利用該平台為個人提供區塊鏈交換服務及數字資產管理服務。

本集團的智能硬件產品銷售業務主要包括區塊鏈技術硬件產品銷售，其主要用於各種設備(包括計算機、智能手機及平板電腦)中的加密貨幣開採。本集團已開發一種名為「X-Key」的硬件設備，其可以利用計算機及智能手機之閒置資源(即未使用的互聯網寬帶及存儲器)以解決複雜的算術矩陣，從而獲得加密貨幣。

於本期間內，軟件技術服務及智能硬件產品銷售的收入約為人民幣11,847,000元(2018年：人民幣2,798,000元)。本期間軟件技術服務及智能硬件產品銷售收入的升高主要是由於近期來區塊鏈市場的回暖所致。

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Cost of revenue

For the Period, the cost of revenue of the Group was approximately RMB5,146,000, representing a decrease of RMB987,000 or 16.09% as compared to approximately RMB6,133,000 for the same period of 2018. Such decrease in cost of revenue for the Period was mainly attributable to the Disposal of Beijing Kuaihuika and as a result of which, the costs of Beijing Kuaihuika is no longer consolidated into the Group after completion of the Disposal of Beijing Kuaihuika.

Gross profit

For the Period, the Group realised gross profit of approximately RMB10,024,000, representing an increase of approximately RMB713,000 or 7.66% as compared to approximately RMB9,311,000 for the same period of 2018. Such increase in gross profit was attributable to the increase in revenue and gross profit from software technology services and sales of hardware products segment.

Selling and distribution expenses

For the Period, the selling and distribution expenses of the Group were approximately RMB2,888,000, representing a decrease of approximately RMB115,000 or 3.83% as compared to approximately RMB3,003,000 for the same period of 2018. The selling and distribution expenses for the Period basically remained relatively stable compared to those of last period.

Administrative expenses

For the Period, the administrative expenses of the Group were approximately RMB21,698,000, representing a decrease of RMB8,637,000 or 28.47% as compared to approximately RMB30,335,000 for the same period of 2018. Such decrease in administrative expenses during the Period was mainly attributable to the financial information of Beijing Kuaihuika is no longer consolidated into the Group after completion of the Disposal of Beijing Kuaihuika.

收入成本

於本期間內，本集團的收入成本約為人民幣5,146,000元，較2018年同期約為人民幣6,133,000元減少人民幣987,000元或16.09%。本期間收入成本的下降主要由於出售北京快惠卡，令北京快惠卡的成本於完成出售北京快惠卡後不再於本集團合併計算。

毛利

於本期間內，本集團實現毛利約人民幣10,024,000元，較2018年同期約人民幣9,311,000元上升了約人民幣713,000元或7.66%。毛利的上升是由於軟件技術服務及硬件產品銷售分部所得收入及毛利增加所致。

銷售及分銷開支

於本期間內，本集團的銷售及分銷開支約為人民幣2,888,000元，較2018年同期約為人民幣3,003,000元下降了約人民幣115,000元或3.83%。本期間的銷售及分銷開支與上同期比較基本上相對維持穩定。

行政開支

於本期間內，本集團的行政開支約為人民幣21,698,000元，較2018年同期約為人民幣30,335,000元減少了人民幣8,637,000元或28.47%。本期間行政開支的下降主要是由於出售北京快惠卡完成後，北京快惠卡的財務資料不再於本集團合併計算所致。

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Other comprehensive income

The decrease in the change in fair value of financial assets at fair value through other comprehensive income was due to the decrease in value of the shares of Credit China FinTech Holdings Limited held by the Group.

Income tax (expenses)/credit

For the Period, the income tax credit of the Group were RMB938,000 resulting from the excess of deferred tax benefit over the tax expenses, as compared with the income tax credit of approximately RMB341,000 for the same period of 2018.

Loss for the Period

For the Period, the loss of the Group was approximately RMB1,928,000, representing a decrease of RMB21,121,000 or 91.64% as compared to the loss of approximately RMB23,049,000 for the same period of 2018. Such decrease in the loss for the Period was mainly attributable to the decrease in costs and expenses of the Group as discussed above and the increase in fair value of cryptocurrencies related intangible assets.

Liquidity, Financial Resources and Capital Structure

As at 30 June 2019, bank and cash balances of the Group were approximately RMB66,222,000 (31 December 2018: RMB108,927,000), which were mainly denominated in RMB, United States dollars ("USD") and Hong Kong dollars ("HKD").

As at 30 June 2019, the Group did not have shareholders' loans, but its bank borrowings of RMB62,500,000 (31 December 2018: RMB91,500,000) were secured by bank deposits of USD10,200,000 (equivalent to RMB70,122,000). All bank loans are denominated in RMB with annual interest rate of 4.35%.

As at 30 June 2019, the Group had total non-current assets of approximately RMB215,411,000 (31 December 2018: RMB195,497,000), and had total current assets of

其他全面收益

按公平值計入其他全面收益的金融資產公平值變動減少乃由於本集團所持中國信貸科技控股有限公司之股份價值下降所致。

所得稅(開支)/抵免

於本期間內，由於遞延稅項利益超出稅項開支，本集團的所得稅抵免為人民幣938,000元，而2018年同期的所得稅抵免則約為人民幣341,000元。

本期間內虧損

於本期間內，本集團的虧損約為人民幣1,928,000元，較2018年同期的虧損約人民幣23,049,000元下降人民幣21,121,000元或91.64%。本期間虧損的下降主要是由本集團的成本和費用如上文所述般下降，以及加密貨幣相關無形資產公平值上升所致。

流動資金、財務資源及資本結構

於2019年6月30日，本集團的銀行及現金結餘約為人民幣66,222,000元(2018年12月31日：人民幣108,927,000元)，主要以人民幣、美元(「美元」)及港元(「港元」)計值。

於2019年6月30日，本集團並無股東貸款，但有以銀行存款10,200,000美元(相當於人民幣70,122,000元)抵押作為擔保的銀行貸款人民幣62,500,000元(2018年12月31日：人民幣91,500,000元)，所有銀行貸款以人民幣計值，年利率為4.35%。

於2019年6月30日，本集團擁有非流動資產的總額約為人民幣215,411,000元(2018年12月31日：人民幣195,497,000元)

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approximately RMB179,414,000 (31 December 2018: RMB230,382,000). The amount of total current liabilities was approximately RMB76,142,000 (31 December 2018: RMB103,651,000). As at 30 June 2019, the Group's current ratio (calculated by dividing current assets by current liabilities) was 2.36 (31 December 2018: 2.22), which was in a good position. The Group's gearing ratio was nil as at 30 June 2019 (31 December 2018: nil). Gearing ratio was calculated based on the total debt as at the respective dates divided by total equity as at the respective year/period and multiplied by 100%.

Pledge of Assets

As at 30 June 2019, the Group pledged bank deposits of USD10,200,000 (equivalent to approximately RMB70,122,000) (31 December 2018: USD15,200,000 (equivalent to RMB104,715,000)) to secure bank borrowings. Save for the pledged bank deposits, the Group did not pledge any of its assets as securities for bank borrowings.

Treasury Policies

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

Significant Investment and Capital Commitment

As at 30 June 2019, the Group did not involve making any material investment, and had no material capital commitments and no future plans for material investments or purchase of capital assets.

元)、流動資產的總額約為人民幣179,414,000元(2018年12月31日:人民幣230,382,000元)。流動負債總額約為人民幣76,142,000元(2018年12月31日:人民幣103,651,000元)。於2019年6月30日,本集團流動比率(以流動資產除以流動負債計算)為2.36(2018年12月31日:2.22),流動性良好。於2019年6月30日,本集團的資產負債比率為零(2018年12月31日:零)。資產負債比率乃按於有關日期的總債務除以於有關年度/期間的總權益再乘以100%計算。

資產抵押

於2019年6月30日,本集團銀行借款之已抵押銀行存款為10,200,000美元(相當於約人民幣70,122,000元)(2018年12月31日:15,200,000美元(相當於人民幣104,715,000元))。除已抵押銀行存款外,本集團概無抵押任何資產為銀行借款擔保。

庫務政策

本集團採取審慎之庫務政策。本集團不斷為其客戶之財務狀況進行信貸評估,致力減低所承擔之信貸風險。為管理流動資金風險,本公司董事會密切監察本集團之流動資金狀況,以確保本集團之資產、負債及承擔之流動資金架構能符合其資金要求。

重大投資及資本承擔

於2019年6月30日,本集團並無參與任何重大投資,亦無重大資本承擔且並無重大投資或購入資本資產之未來計劃。

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Material Acquisition, Disposal of Subsidiaries, Associates and Joint Ventures

Save for the transaction set out in the section headed “Connected Transaction” below, the Group did not have any material acquisitions or disposals of subsidiaries, associates and joint ventures during the Period.

Foreign Exchange Risk

The principal business operated by the Group was denominated in RMB, while part of the assets and liabilities may be denominated in USD or HKD. Any material fluctuation of exchange rate from USD and HKD against RMB will have financial impact on the Group. During the Period, the Group had a foreign exchange gain of approximately RMB523,000 (2018: foreign exchange gain of approximately RMB1,656,000) resulted from the change of the exchange rates.

Employees and Remuneration Policies

As at 30 June 2019, the Group had 84 employees (31 December 2018: 59). For the Period, the staff costs, including Directors’ remuneration, amounted to approximately RMB8,338,000 (2018: RMB14,435,000).

The Group believes that employees are one of the most important assets of the Group. The Group strives to offer a competitive remuneration to employees, and adjust their remuneration to be closely related to their performance, education background and experience, as well as the conditions of the labour market. The full-time employees are entitled to be granted share options to subscribe for Shares under the share option scheme adopted on 9 November 2013 (the “Share Option Scheme”). The Group is positively providing training opportunities for employees to strengthen their working skills.

Contingent Liabilities and Guarantees

As at 30 June 2019, the Group did not have any significant contingent liabilities, guarantees or any litigation against the Group.

附屬公司、聯營公司及合營企業之重大收購及出售

除下文「關連交易」一節所載的交易外，於本期間內，本集團並無任何重大的附屬公司、聯營公司及合營企業收購或出售事項。

匯率風險

本集團運營的主要業務以人民幣計值，部分資產及負債則可能以美元或港元計值。美元及港元兌人民幣的任何重大匯率波動均會對本集團造成財務影響。於本期間，由於匯率變動，本集團發生的匯兌收益約為人民幣523,000元（2018年：匯兌收益約為人民幣1,656,000元）。

僱員及薪酬政策

於2019年6月30日，本集團擁有84名僱員（2018年12月31日：59名）。於本期間內，員工成本（包括董事酬金）約為人民幣8,338,000元（2018年：人民幣14,435,000元）。

本集團相信僱員乃本集團最重要資產之一。本集團致力為僱員提供具競爭力的薪酬待遇，及將僱員薪酬水平調整至緊貼他們的個人表現、學歷及經驗以及勞動市場狀況。根據於2013年11月9日採納的購股權計劃（「購股權計劃」），全職僱員可能獲授購股權以認購股份。本集團亦積極向僱員提供培訓機會，以增強他們的工作技能。

或有負債及擔保

於2019年6月30日，本集團概無任何重大或有負債、擔保或遭提出任何訴訟。

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管理層討論與分析

Connected Transaction

On 5 June 2019, Mr. Sun Jiangtao (“Mr. Sun”), the chief executive officer, an executive Director and one of the controlling shareholders of the Company, the Company and CB International Group (the “Target Company”), a company incorporated in the Cayman Islands and is directly wholly-owned by the Company entered into the subscription agreement, pursuant to which the Target Company will conditionally allot and issue, and Mr. Sun conditionally agreed to subscribe for 950 shares, representing 9.5% of the equity interests in the Target Company, at a consideration of HK\$9.5 million. Please refer to the Company’s announcement dated 6 June 2019 for further details.

Use of Proceeds

As of 30 June 2019, the Group had not utilised any funds raised from listing. Proceeds from the placing were currently deposited by the Group in a bank.

OUTLOOK

In 2019, the Group officially underwent a strategic upgrade by shifting its business focus from previously the online transaction service sector to the new fintech sector. The Group also renamed as “China Binary New Fintech Group”. Looking forward to 2019, with the continuous development of international exchanges and encouragement policy under the Belt and Road Initiative, there is a growing trend of enterprises and high net-worth individual investors choosing to go global. The development of international finance business represents the judgement of the Group about the growth of domestic and international finance sector in the future.

關連交易

於2019年6月5日，本公司行政總裁、執行董事及其中一名控股股東孫江濤先生（「孫先生」）、本公司及CB International Group（「目標公司」）（一間於開曼群島註冊成立之公司，由本公司直接全資擁有）訂立認購協議，據此，目標公司將有條件配發及發行，而孫先生有條件同意認購950股股份，相當於目標公司股權的9.5%，代價為9,500,000港元。進一步詳情請參閱本公司日期為2019年6月6日的公告。

所得款項用途

截至2019年6月30日，本集團尚未使用任何上市募集資金。配售所得款項現由本集團存入一間銀行。

展望

2019年，本集團正式進行戰略升級，由過往的網上交易服務領域轉向新金融科技領域，集團也正是更名為「神州數字新金融科技集團」。展望2019年，隨著國際間的交流不斷發展，以及一帶一路政策鼓勵下，越來越多的企業和高淨值個人投資者選擇走出國門放眼全球，本集團發展國際金融業務源於對未來國內外金融領域趨勢的判斷。

Management Discussion and Analysis

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Riding on the tides of globalisation, overseas financial markets targeting Chinese customers have opportunities ahead to grow rapidly. CB International Bank LLC (CBiBank), an entity controlled by the Group, is a licensed financial savings and remittance institution in the United States. By providing a complete range of banking services to small- and medium-sized enterprises and new middle-class group abroad (the “Fintech Business”), it will earn a leading position in the segment market and become a gateway for our new business growth. As to the Group’s blockchain software technology services business, in 2019, the Group will continue to positively explore and acquire new customers so as to grasp the opportunities in the industry. Meanwhile, the Group will take active steps in the research and development of new product models and functions. In doing so, the Group will be able to offer innovative services for existing users and thereby enhance the profitability of the Group. On the other hand, the Group is putting greater efforts in applying licences abroad for insurance, investment, trust, payment and other financial business, with aims to setting up a full-licence and full-business layout in financial sector and establishing a finance ecosystem. The Group will apply the current fintech technology of its existing businesses such as, the Group’s online transaction services, micro financing facility and financial guarantee services and software technology services and sales of smart hardware products to the Fintech Business. For instance, the risk control technology and identity verification security system in the operation of MasterDAX will be applied to the Fintech Business, to protect customer’s asset of the Fintech Business while they are using the Group’s online banking services. Besides, the existing artificial intelligence (AI) identification system for anti-money laundering and compliance of MasterDAX will also be applied to the Fintech Business to minimise human resources required and human errors. The goal of the Group is to become a low-cost high-efficiency new fintech bank.

在全球化的浪潮中，以中國客戶為焦點的海外金融市場迎來高成長機遇，本集團控股的CB International Bank LLC (CBiBank)作為美國持牌的金融儲匯機構亦將成為新業務增長點的切入口，通過提供完整的銀行業務服務（「金融科技業務」），在出海中小企業和新中產人群（大眾富裕人群）的細分市場中，搶佔領先地位。有關本集團區塊鏈軟件技術服務業務，本集團將於2019年繼續積極挖掘和拓展新用戶，把握住行業機會。同時積極研發新的產品模式和功能，為已有用戶提供創新的服務，以提高集團盈利能力。另一方面，本集團也在積極探索在海外申請保險、投資、信託、支付等金融牌照，進行金融領域全牌照、全業務布局，打造金融生態圈。本集團將利用現時在本集團網上交易服務、小額融資中介及金融擔保服務以及軟件技術服務及智能硬件產品銷售等現有業務擁有的金融科技技術應用在金融科技業務當中，如在營業MasterDAX中的風險控制技術及身份認證保安系統應用到金融科技業務中，為金融科技業務的客戶在享用本集團網絡銀行之餘得到資產保障。此外，金融科技業務亦會應用在MasterDAX現有的防洗黑錢及合規人工智能識別系統，以降低新業務將所需的人力資源及人為錯誤。目標成為低成本高效益的新金融科技銀行。

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管理層討論與分析

In the long-run, the Group will collaborate with service providers of AI interaction, blockchain, virtual reality (VR), big data service applications and other new technology, to achieve technology penetration and create a highly credible financial services environment. The Group will team up with online banks, online insurance companies and online securities traders to provide financial services for domestic and overseas consumers and small-sized and micro companies who are in need. The Group will strive to develop a global financial community to enhance its profitability and value for the Shareholders.

In respect of our software technology services and sales of smart hardware products business, given the blockchain market was recovering in recent months, the Group will closely monitor the financial performance and operations of the software technology services and sales of smart hardware products business. Nonetheless, the Group will continue to devote R&D resources in the development of blockchain technology related products as well as exploring ways to improve the profitability of software technology services and sales of smart hardware products business.

長遠而言，本集團將通過聯接人工智能交互、區塊鏈、虛擬實境、大數據服務應用等各類新技術服務方，實現技術穿透，建立高可信金融服務環境。通過聯接網絡銀行、網絡保險和網絡券商等聯動服務，對海內外有需求的消費者和小微企業提供各類金融服務，打造一個覆蓋全球的金融共生體，以提高本集團之盈利能力及股東價值。

在軟件技術服務及智能硬件產品銷售方面，鑒於近數月來區塊鏈市場復甦，本集團將密切監察軟件技術服務及智能硬件產品銷售業務的財務表現及運作。然而，本集團將繼續投放研發資源於開發區塊鏈技術相關產品，以及尋求方法提高軟件技術服務及智能硬件產品銷售業務的盈利能力。

Corporate Governance and Other Information

企業管治及其他資料

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

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

As at 30 June 2019, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong (the "SFO")), which were required: (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); (b) pursuant to section 352 of the SFO, to be recorded in the register as referred to therein; or (c) 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:

於2019年6月30日，董事及本公司主要行政人員於本公司或其任何相聯法團（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）的股份、相關股份及債券中擁有：(a)根據證券及期貨條例第XV部第7及第8分部規定須知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例的該等條文被當作或視為擁有的權益及淡倉）；(b)根據證券及期貨條例第352條須記入該條所指的登記冊的權益及淡倉；或(c)根據GEM上市規則第5.46至5.67條須知會本公司及聯交所的權益及淡倉如下：

Long positions

好倉

Shares

股份

Name of Directors and chief executive	Capacity/Nature of interests	Number of issued Shares held 所持已發行股份數目	Approximate percentage of the issued Shares ^(Note 3) 佔已發行股份概約百分比 ^(附註3)
董事及主要行政人員姓名	身份／權益性質		
Mr. Sun ^(Note 1)	Interest of a controlled corporation/Corporate interest	244,800,000	51.00%
孫先生 ^(附註1)	受控制法團的權益／公司權益		
Wei Zhonghua ("Mr. Wei") ^(Note 2)	Interest of a controlled corporation/Corporate interest	26,854,800	5.59%
魏中華（「魏先生」） ^(附註2)	受控制法團的權益／公司權益		
Tang Bin	Beneficial owner/Personal interest	588,000	0.12%
唐斌	實益擁有人／個人權益		

Corporate Governance and Other Information

企業管治及其他資料

Notes:

1. Details of the interests in the Company held by Data King Limited ("Data King") are set out in the section headed "Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares" below.
2. Details of the interests in the Company held by Fantastic Voyage Holdings Limited ("Fantastic Voyage") are set out in the section headed "Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares" below.
3. The percentage of shareholding was calculated based on the total number of the Company's issued Shares of 480,000,000 as at 30 June 2019.

Save as disclosed above, as at 30 June 2019, none of the Directors nor the chief executive of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required: (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register as referred to therein; or (c) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

附註：

1. Data King Limited (「Data King」) 於本公司持有權益之詳情載於下文「主要股東及其他人士於股份及相關股份之權益及淡倉」一節。
2. Fantastic Voyage Holdings Limited (「Fantastic Voyage」) 於本公司持有權益之詳情載於下文「主要股東及其他人士於股份及相關股份之權益及淡倉」一節。
3. 持股百分比乃根據本公司於2019年6月30日已發行股份總數480,000,000股計算所得出。

除上文披露者外，於2019年6月30日，概無董事及本公司主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債券中擁有：(a)根據證券及期貨條例第XV部第7及第8分部規定須知會本公司及聯交所的任何權益或淡倉（包括根據證券及期貨條例的該等條文彼等被當作或視為擁有的權益或淡倉）；或(b)根據證券及期貨條例第352條須記入該條所指的登記冊的任何權益或淡倉；或(c)根據GEM上市規則第5.46至5.67條須知會本公司及聯交所的任何權益或淡倉。

Corporate Governance and Other Information

企業管治及其他資料

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之權益及淡倉

As at 30 June 2019, so far as it was known by or otherwise notified to any Directors or the chief executive of the Company, the particulars of the corporations which or persons (other than a Director or the chief executive of the Company) who had 5% or more interests in the Shares and the underlying Shares as recorded in the register required to be kept under section 336 of the SFO were as follows:

於2019年6月30日，就任何董事或本公司主要行政人員所知或所獲悉，於根據證券及期貨條例第336條須存置之登記冊內登記的股份及相關股份中擁有5%或以上權益之法團或人士（董事或本公司主要行政人員除外）的詳情如下：

Name of Shareholders	Capacity/Nature of interests	Number of issued Shares held	Approximate percentage of issued Shares ^(Note 6)
股東姓名／名稱	身份／權益性質	所持已發行股份數目	佔已發行股份概約百分比 ^(附註6)
Data King ^(Note 1)	Beneficial owner/ Personal interest	244,800,000	51.00%
Data King ^(附註1)	實益擁有人／個人權益		
Fantastic Voyage ^(Note 2)	Beneficial owner/ Personal interest	26,854,800	5.59%
Fantastic Voyage ^(附註2)	實益擁有人／個人權益		
IDG-ACCEL CHINA GROWTH FUND II L.P. ^(Note 3)	Beneficial owner/ Personal interest	81,122,700	16.90%
IDG-ACCEL CHINA GROWTH FUND II L.P. ^(附註3)	實益擁有人／個人權益		
IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. ^(Note 3)	Interest of controlled corporations/ Corporate interest	81,122,700	16.90%
IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. ^(附註3)	受控制法團的權益／公司權益		
IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. ^(Note 3)	Interest of controlled corporations/ Corporate interest	87,757,200	18.28%
IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. ^(附註3)	受控制法團的權益／公司權益		

Corporate Governance and Other Information

企業管治及其他資料

Name of Shareholders	Capacity/Nature of interests	Number of issued Shares held	Approximate percentage of issued Shares ^(Note 6)
股東姓名／名稱	身份／權益性質	所持已發行股份數目	佔已發行股份概約百分比 ^(附註6)
Ho Chising ^(Note 4)	Interest of a controlled corporation/ Corporate interest	87,757,200	18.28%
Ho Chising ^(附註4)	受控制法團的權益／公司權益		
Zhou Quan ^(Note 5)	Interest of a controlled corporation/ Corporate interest	87,757,200	18.28%
周全 ^(附註5)	受控制法團的權益／公司權益		

Notes:

附註：

- | | |
|--|--|
| <p>1. Data King is wholly owned by Mr. Sun, an executive Director and the chief executive officer of the Company. Mr. Sun is deemed to be interested in all the Shares in which Data King is interested by virtue of the SFO.</p> | <p>1. Data King由執行董事兼本公司行政總裁孫先生全資擁有。根據證券及期貨條例，孫先生被視為於Data King擁有權益的全部股份中擁有權益。</p> |
| <p>2. Fantastic Voyage is wholly owned by Mr. Wei, the chairman of the Board (the "Chairman") and a non-executive Director. Under the SFO, Mr. Wei is deemed to be interested in all the Shares in which Fantastic Voyage is interested.</p> | <p>2. Fantastic Voyage由董事會主席(「主席」)兼非執行董事魏先生全資擁有。根據證券及期貨條例，魏先生被視為於Fantastic Voyage擁有權益的全部股份中擁有權益。</p> |

Corporate Governance and Other Information

企業管治及其他資料

3. IDG-ACCEL CHINA GROWTH FUND II L.P. which owned 81,122,700 Shares is an exempted limited partnership registered in the Cayman Islands. Its general partner is IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P., while the general partner of IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. is IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. which is a limited company incorporated in the Cayman Islands. Moreover, IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. is the general partner of IDG CHINA INVESTORS II L.P. which owned 6,634,500 Shares. Under the SFO, IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. is deemed to be interested in all the Shares in which IDG-ACCEL CHINA GROWTH FUND II L.P. is interested, and IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. is deemed to be interested in all the Shares in which IDG-ACCEL CHINA GROWTH FUND II L.P. and IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. are interested.
3. IDG-ACCEL CHINA GROWTH FUND II L.P. 為一間於開曼群島註冊的獲豁免有限合夥公司，擁有81,122,700股股份。其一般合夥人為IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P.，而IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P.的一般合夥人為IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD.，為一間於開曼群島註冊成立的有限公司。此外，IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 為IDG CHINA INVESTORS II L.P.的一般合夥人，後者擁有6,634,500股股份。根據證券及期貨條例，IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P.被視為於IDG-ACCEL CHINA GROWTH FUND II L.P.擁有權益的全部股份中擁有權益，而IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD.被視為於IDG-ACCEL CHINA GROWTH FUND II L.P.及IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P.擁有權益的全部股份中擁有權益。
4. Ho Chising is a controlling shareholder who is holding 50% of equity interests in IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. and he is deemed to be interested in all the Shares in which IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. is interested.
4. Ho Chising 為持有IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 50%股本權益的控股股東，彼被視為於IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD.擁有權益的全部股份中擁有權益。
5. Zhou Quan is the other controlling shareholder who is holding 50% of equity interests in IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. and he is deemed to be interested in all the Shares in which IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. is interested.
5. 周全為另一位持有IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 50%股本權益的控股股東，彼被視為於IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD.擁有權益的全部股份中擁有權益。
6. The percentage of shareholding was calculated based on the total number of the Company's issued Shares of 480,000,000 as at 30 June 2019.
6. 持股百分比乃根據本公司於2019年6月30日已發行股份總數480,000,000股計算所得出。

Corporate Governance and Other Information

企業管治及其他資料

Save as disclosed above, as at 30 June 2019, so far as it was known by or otherwise notified to the Directors and the chief executive of the Company, no other corporation or person (other than a Director or the chief executive of the Company) had interests or short positions in the Shares and the underlying Shares as recorded in the register required to be kept under section 336 of the SFO.

除上文所披露外，於2019年6月30日，就董事及本公司主要行政人員所知或所獲悉，概無其他法團或人士（董事或本公司主要行政人員除外）於股份及相關股份中擁有根據證券及期貨條例第336條須存置之登記冊內登記之權益或淡倉。

SHARE OPTION SCHEME

The Company operates the Share Option Scheme for the purpose of providing incentives and rewards to eligible participants who have contributed or may contribute to the success of the Group's operations.

The Board may at its discretion grant rights to subscribe for Shares pursuant to the terms of the Share Option Scheme (the "Share Options") to any of the following persons:

- (a) any director, employee or officer of any company in the Group who is employed by any company in the Group (whether full-time or part-time), consultant, professional, customer, supplier, agent, partner or adviser of or contractor to the Group or a company in which the Group holds an interest or a subsidiary of such company (the "Affiliate"); or
- (b) the trustee of any trust, the beneficiary of which or any discretionary trust, the discretionary objects of which include any director, employee, consultant, professional, customer, supplier, agent, partner or adviser of or contractor to the Group or an Affiliate (collectively, the "Relevant Party"); or
- (c) a company beneficially owned by any Relevant Party.

購股權計劃

本公司設有購股權計劃，以獎勵及酬謝已對或可能對本集團業務取得成功有貢獻之合資格參與者。

董事會可酌情決定根據購股權計劃的條款向下列任何人士授出可認購股份的權利（「購股權」）：

- (a) 由本集團任何公司聘用的本集團任何公司的任何董事、僱員或高級人員（不論全職或兼職）、本集團或本集團持有權益的公司或有關公司的附屬公司（「聯屬公司」）的諮詢人、專業人員、客戶、供應商、代理、合作夥伴、顧問或承包商；或
- (b) 任何信託或任何全權信託的受託人，而該信託的受益人或該全權信託的全權信託對象包括本集團或聯屬公司的任何董事、僱員、諮詢人、專業人員、客戶、供應商、代理、合作夥伴、顧問或承包商（統稱「有關方」）；或

- (c) 由有關方實益擁有的公司。

Corporate Governance and Other Information

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During the Period, no Share Options were granted, exercised or cancelled or lapsed under the Share Option Scheme and no Share Options were outstanding as at 30 June 2019.

於本期間內，概無任何購股權根據購股權計劃授出、獲行使或被註銷或失效，亦無購股權於2019年6月30日尚未行使。

INTERESTS OF DIRECTORS, CONTROLLING SHAREHOLDERS AND THEIR RESPECTIVE CLOSE ASSOCIATES IN COMPETING BUSINESS

董事、控股股東及彼等各自的緊密聯繫人於競爭業務之權益

During the Period, none of the Directors, the Controlling Shareholders and their respective close associates (as defined in the GEM Listing Rules) were considered to have interests in a business which competed or was likely to compete, either directly or indirectly, with the business of the Group and any other conflicts of interest, as required to be disclosed under Rule 11.04 of the GEM Listing Rules.

於本期間內，概無董事、控股股東及彼等各自的緊密聯繫人（定義見GEM上市規則）被視為於直接或間接與本集團業務構成競爭或可能構成競爭以及存在任何其他利益衝突之業務中擁有權益，並須根據GEM上市規則第11.04條予以披露。

COMPLIANCE WITH CORPORATE GOVERNANCE CODE

遵守企業管治守則

The Board believes that good corporate governance plays a vital part in maintaining the success of the Company. The Board and the senior management are dedicated to establishing and maintaining a high level of corporate governance. Various measures have been adopted to enhance the management efficiency of the Company and thus to protect the interest of the Shareholders.

董事會相信，良好的企業管治乃維持本公司成功之重要元素。董事會及高級管理層致力於建立和維持高水平的企業管治，並已採取各項措施，加強本公司的管理效率以保障股東的利益。

During the Period, the Company had applied the principles and complied with all the code provisions as set out in the Corporate Governance Code contained in Appendix 15 to the GEM Listing Rules.

本期間內，本公司已採用GEM上市規則附錄十五企業管治守則所載的原則，並遵守當中所有守則條文。

Corporate Governance and Other Information

企業管治及其他資料

COMPLIANCE WITH CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the “Required Standard of Dealings”) as its own code of conduct for dealings in the securities of the Company by the Directors.

Following specific enquiries made by the Company on all Directors, each of them confirmed that he had complied with the Required Standard of Dealings regarding securities transactions by the Directors during the Period.

遵守董事進行證券交易之行為守則

本公司已採納GEM上市規則第5.48至5.67條所載之交易必守標準(「交易必守標準」)，作為董事進行本公司證券交易的行為守則。

經本公司向所有董事作出特定查詢後，彼等各自確認於本期間已就董事進行證券交易遵守交易必守標準。

COMPLIANCE ADVISER’S INTERESTS

As notified by the Company’s compliance adviser, Lego Corporate Finance Limited (“Lego Corporate”), except for the compliance adviser agreement dated 19 January 2016 entered into between the Company and Lego Corporate, neither Lego Corporate nor its directors, employees or close associates (as defined in the GEM Listing Rules) had any interests in relation to the Company or any member of the Group (including options or rights to subscribe for such securities) during the Period and up to the date of this report, which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

合規顧問的權益

據本公司合規顧問力高企業融資有限公司(「力高企業」)所告知，除本公司與力高企業所訂立日期為2016年1月19日的合規顧問協議外，力高企業及其董事、僱員或緊密聯繫人(定義見GEM上市規則)概無於本期間直至本報告日期於本公司或本集團任何成員公司擁有根據GEM上市規則第6A.32條須知會本公司的任何權益(包括認購有關證券的選擇權或權利)。

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

The Company did not redeem any of its securities listed on the Stock Exchange nor did the Company or any of its subsidiaries purchase or sell any of such securities during the Period.

購買、出售或贖回本公司之上市證券

本期間內，本公司概無贖回其任何於聯交所上市的證券，且本公司及其任何附屬公司概無購買或出售任何有關證券。

Corporate Governance and Other Information

企業管治及其他資料

SIGNIFICANT EVENT AFTER REPORTING PERIOD

The Group did not have any material subsequent event after the Period and up to the date of this report.

重大報告期後事項

本集團於本期間後及直至本報告日期止並無任何重大的期後事項。

AUDIT COMMITTEE

The Audit Committee comprises three members, including two independent non-executive Directors, namely Mr. He Qinghua (“Mr. He”) and Mr. Hou Dong, and Mr. Wei, the Chairman and a non-executive Director. Mr. He is the chairman of the Audit Committee. The unaudited condensed consolidated results of the Group for the Period and this report have been reviewed by the Audit Committee. The Board considers that the financial information has been prepared in compliance with the applicable accounting principles, requirements of the GEM Listing Rules and any other applicable laws, and adequate disclosures have been made.

審核委員會

審核委員會由三名成員組成，包括兩名獨立非執行董事何慶華先生（「何先生」）及侯東先生，以及主席兼非執行董事魏先生。何先生為審核委員會主席。審核委員會已審閱本集團本期間的未經審核簡明綜合業績及本報告。董事會認為，該等財務資料的編製符合適用會計原則、GEM上市規則的規定及任何其他適用法律規定，且已作出充足披露。

By order of the Board
China Binary New Fintech Group
Sun Jiangtao
Chief Executive Officer and Executive Director

承董事會命
神州數字新金融科技集團
孫江濤
行政總裁兼執行董事

Hong Kong, 8 August 2019

香港，2019年8月8日

As at the date of this report, the executive Directors are Mr. Sun Jiangtao (Chief Executive Officer) and Mr. Tang Bin, the non-executive Directors are Mr. Wei Zhonghua (Chairman), Mr. Li Janguang and Mr. Lan Xi, and the independent non-executive Directors are Mr. Yang Haoran, Mr. Hou Dong and Mr. He Qinghua.

於本報告日期，執行董事為孫江濤先生（行政總裁）及唐斌先生，非執行董事為魏中華先生（主席）、李建光先生及蘭希先生，及獨立非執行董事為楊浩然先生、侯東先生及何慶華先生。

神州數字

China Binary New Fintech Group

神 州 數 字 新 金 融 科 技 集 團