



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 第三季度業績報告
THIRD QUARTERLY 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主板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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Financial Highlights

財務摘要

- For the Period (as defined below), the turnover of the Group (as defined below) was approximately RMB18,954,000, representing a decrease of approximately RMB8,646,000 or 31.33% as compared with the corresponding period of 2018.
- For the Period, the gross profit of the Group was approximately RMB11,643,000, representing a decrease of approximately RMB4,410,000 or 27.47% over the corresponding period of 2018. Gross profit margin increased from 58.16% for the corresponding period of 2018 to 61.43% for the Period.
- For the Period, the loss of the Group was approximately RMB18,440,000, representing a decrease of approximately RMB9,366,000 or 33.68% as compared with the corresponding period of 2018.
- As at 30 September 2019, the cash and cash equivalents of the Group were approximately RMB69,070,000 (31 December 2018: RMB108,927,000), with the current ratio of 2.98 (31 December 2018: 2.22).
- For the Period, the loss per share of the Group was approximately RMB4.53 cents, representing a decrease of approximately RMB1.10 cents or 19.54% as compared with that of RMB5.63 cents for the corresponding period of 2018.
- The Board (as defined below) has resolved not to declare the payment of any dividend for the Period (2018: nil).
- 於本期間內(定義見下文)，本集團(定義見下文)取得的營業額約為人民幣18,954,000元，較2018年同期下降約為人民幣8,646,000元或31.33%。
- 於本期間內，本集團的毛利約為人民幣11,643,000元，較2018年同期下降約為人民幣4,410,000元或27.47%。毛利率從2018年同期的58.16%上升至本期間的61.43%。
- 於本期間內，本集團的虧損約為人民幣18,440,000元，較2018年同期減少約為人民幣9,366,000元或33.68%。
- 於2019年9月30日，本集團的現金及現金等價物約為人民幣69,070,000元(2018年12月31日：人民幣108,927,000元)，流動比率為2.98(2018年12月31日：2.22)。
- 於本期間內，本集團的每股虧損約為人民幣4.53分，較2018年同期的人民幣5.63分減少約為人民幣1.10分或19.54%。
- 董事會(定義見下文)決議不於本期間內宣派任何股息(2018年：無)。

Third Quarterly Results

第三季度業績

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 nine months ended 30 September 2019 together with relevant comparative audited/unaudited figures as follows:

董事會(「董事會」)呈報本公司連同其附屬公司(統稱「本集團」)截至2019年9月30日止3個月及9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 nine months ended 30 September 2019

未經審核簡明綜合全面收益表

截至2019年9月30日止3個月及9個月

		Notes 附註	Three months ended 30 September 截至9月30日止3個月		Nine months ended 30 September 截至9月30日止9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	3,784	12,156	18,954	27,600
Cost of revenue	收入成本		(2,165)	(5,414)	(7,311)	(11,547)
Gross profit	毛利		1,619	6,742	11,643	16,053
Other income and gains	其他收入及收益	4	1,921	5,484	3,809	8,053
Fair value (loss)/gains on intangible assets	無形資產的公平值(虧損)/收益		(5,393)	—	6,511	—
Selling and distribution expenses	銷售及分銷開支		(2,334)	(1,561)	(5,222)	(4,564)
Administrative expenses	行政開支		(12,267)	(14,757)	(33,965)	(45,092)
Share of loss of associates	應佔聯營公司之虧損		(419)	(78)	(846)	(364)
Finance costs	融資成本	5	(592)	(1,006)	(2,261)	(2,652)
Loss before income tax expense	除所得稅開支前虧損	6	(17,465)	(5,176)	(20,331)	(28,566)
Income tax credit	所得稅抵免	7	953	419	1,891	760
Loss for the period	期內虧損		(16,512)	(4,757)	(18,440)	(27,806)
Other comprehensive income	其他全面收益					
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		(586)	(9,124)	(1,264)	(12,033)
Other comprehensive income for the period	期內其他全面收益		(586)	(9,124)	(1,264)	(12,033)
Total comprehensive income for the period	期內全面收益總額		(17,098)	(13,881)	(19,704)	(39,839)
Loss for the period attributable to:	以下各項應佔期內虧損：					
Owners of the Company	本公司擁有人		(14,749)	(4,453)	(21,730)	(27,043)
Non-controlling interests	非控股權益		(1,763)	(304)	3,290	(763)
			(16,512)	(4,757)	(18,440)	(27,806)
Total comprehensive income for the period attributable to:	以下各項應佔期內全面收益總額：					
Owners of the Company	本公司擁有人		(15,335)	(13,577)	(22,994)	(39,076)
Non-controlling interests	非控股權益		(1,763)	(304)	3,290	(763)
			(17,098)	(13,881)	(19,704)	(39,839)
Loss per share (RMB cents)	每股虧損(人民幣分)	8				
— Basic	— 基本		(3.07)	(0.93)	(4.53)	(5.63)

Third Quarterly Results (Continued)

第三季度業績(續)

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2019

未經審核簡明綜合 財務狀況表

於2019年9月30日

	Note	As at 30 September 2019 於2019年 9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			
Non-current assets			
Property, plant and equipment		3,427	3,813
Intangible assets		21,113	2,418
Prepayments for acquisition of property, plant and equipment		—	1,679
Other non-currents assets		12,000	12,000
Financial assets at fair value through other comprehensive income		169,312	171,922
Interest in associate		2,819	3,665
Total non-current assets		208,671	195,497
Current assets			
Trade receivables		8	374
Contract assets		3,693	3,693
Prepayments, deposits and other receivables		45,968	10,913
Inventories		1,955	1,760
Pledged bank deposits		17,682	104,715
Cash and cash equivalents		69,070	108,927
Total current assets		138,376	230,382
Liabilities			
Current liabilities			
Trade payables		5,498	6,101
Contract liabilities		431	431
Other payables and accruals		24,523	5,148
Bank borrowings	9	15,500	91,500
Current tax liabilities		464	471
Total current liabilities		46,416	103,651
Net current assets		91,960	126,731
Total assets less current liabilities		300,631	322,228
Non-current liabilities			
Deferred tax liabilities		3,175	5,068
Total non-current liabilities		3,175	5,068
NET ASSETS		297,456	317,160
Equity attributable to owners of the Company			
Issued capital		2,941	2,941
Reserves		290,005	312,999
		292,946	315,940
Non-controlling interests		4,510	1,220
TOTAL EQUITY		297,456	317,160

Third Quarterly Results (Continued)

第三季度業績(續)

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 30 September 2019

未經審核簡明綜合 權益變動表

截至2019年9月30日止9個月

		Equity attributable to owners of the Company 本公司擁有人應佔權益									
		Issued capital	Share premium	Capital reserve	Statutory reserve	Investment revaluation reserve	Fair value through other comprehensive income reserve	Retained earnings	Total	Non-controlling interests	Total equity
		已發行股本	股份溢價	資本儲備	法定儲備	投資重估儲備	按公平值計入其他全面收益儲備	保留盈利	總計	非控股權益	總權益
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 31 December 2017 as originally presented	於2017年12月31日(如原先呈列)	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	—	—	—	—	—	—	(27,043)	(27,043)	(763)	(27,806)
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	—	—	—	—	—	(12,033)	—	(12,033)	—	(12,033)
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	—	—	—	—	—	(3,137)	3,137	—	—	—
Total comprehensive income	全面收益總額	—	—	—	—	—	(15,170)	(23,906)	(39,076)	(763)	(39,839)
At 30 September 2018	於2018年9月30日	2,941	47,899	1,371	17,292	—	60,839	190,106	320,448	594	321,042
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	—	—	—	—	—	—	(21,730)	(21,730)	3,290	(18,440)
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	—	—	—	—	—	(1,264)	—	(1,264)	—	(1,264)
Total comprehensive income	全面收益總額	—	—	—	—	—	(1,264)	(21,730)	(22,994)	3,290	(19,704)
At 30 September 2019	於2019年9月30日	2,941	47,899	1,371	17,292	—	104,160	119,283	292,946	4,510	297,456

Third Quarterly Results (Continued)

第三季度業績(續)

NOTES TO THE THIRD QUARTERLY RESULTS

第三季度業績附註

1. General information

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 11 May 2011. The issued shares of the Company (the “Shares”) are listed and traded on GEM. The Company’s registered office and principal place of business in the People’s Republic of China (the “PRC”) 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 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上市及買賣。本公司的註冊辦事處及在中華人民共和國(「中國」)的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及中國北京市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)為個人借方及貸方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。

本公司目前著手發展海外銀行和信託業務。

Third Quarterly Results (Continued)

第三季度業績(續)

NOTES TO THE THIRD QUARTERLY RESULTS (Continued)

第三季度業績附註(續)

2. Basis of preparation and principal accounting policies

The unaudited condensed consolidated financial statements of the Group for the nine months ended 30 September 2019 (the “Period” and the “Third Quarterly Financial Statements”, respectively) have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), Hong Kong Accounting Standards and their 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 Third Quarterly Financial Statements include applicable disclosures required by the GEM Listing Rules.

The Third Quarterly 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 Third Quarterly Financial Statements were 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 Third Quarterly 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9月30日止9個月未經審核簡明綜合財務報表(分別為「本期間」及「第三季度財務報表」)乃根據香港會計師公會(「香港會計師公會」)頒佈之所有適用香港財務報告準則(「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，第三季度財務報表載有GEM上市規則規定之適用披露。

第三季度財務報表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。編製第三季度財務報表所採用的主要會計政策與截至2018年12月31日止年度本集團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第三季度財務報表並無重大影響。

本集團並未提早採納已頒佈但尚未生效的任何新頒布及經修訂香港財務報告準則。

Third Quarterly Results (Continued)

第三季度業績(續)

NOTES TO THE THIRD QUARTERLY RESULTS (Continued)

第三季度業績附註(續)

3. Segment reporting

The chief operating decision-maker has been identified as the executive Directors. The segments are managed separately as each business offers different services and requires different business strategies.

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.

All of the revenues from external customers and non-current assets of the Group are derived from activities or located in the PRC. Accordingly, no geographical information is presented.

3. 分部報告

主要經營決策者已確定為執行董事。由於各項業務提供的服務不同及所需的業務策略不同，故各分部分開管理。

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(包括提供融資擔保服務)；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。

來自外部客戶之所有收益及本集團的非流動資產均來源於中國業務或位於中國。因此，並未呈列地區資料。

		Online transaction services	Micro financing facilitating services	Software technology services and sales of smart hardware products	Unallocated	Total
		網上交易服務	小額融資中介服務	軟件技術服務和智能硬件產品銷售	未分配	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
For the nine months ended 30 September 2019	截至2019年9月30日止9個月					
Segment revenue	分部收入	5,484	160	13,050	260	18,954
Segment gross profit/(loss)	分部毛利/(虧損)	580	156	10,718	189	11,643
Segment net (loss)/profit	分部(虧損)/溢利淨額	(1,657)	(263)	11,840	(28,360)	(18,440)
For the nine months ended 30 September 2018	截至2018年9月30日止9個月					
Segment revenue	分部收入	2,730	16,192	8,678	—	27,600
Segment gross profit	分部毛利	348	8,774	6,931	—	16,053
Segment net loss	分部虧損淨額	(3,995)	(3,416)	(5,678)	(14,717)	(27,806)

Third Quarterly Results (Continued)

第三季度業績(續)

NOTES TO THE THIRD QUARTERLY RESULTS (Continued)

第三季度業績附註(續)

4. Revenue, other income and gains

4. 收入、其他收入及收益

		Three months ended 30 September 截至9月30日止3個月		Nine months ended 30 September 截至9月30日止9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	2,396	1,130	5,484	2,730
Provision of micro financing facilitating service	提供小額融資中介服務	—	5,147	160	16,192
Software technology services and sales of smart hardware products	軟件技術服務和智能硬件產品銷售	1,203	5,879	13,050	8,678
Unallocated	未分配	185	—	260	—
		3,784	12,156	18,954	27,600
Other income and gains:	其他收入及收益：				
Interest income	利息收入	4	254	102	654
Exchange gain	匯兌收益	1,605	4,410	2,128	6,066
Others	其他	312	820	1,579	1,333
		1,921	5,484	3,809	8,053

Third Quarterly Results (Continued)

第三季度業績(續)

NOTES TO THE THIRD QUARTERLY RESULTS (Continued)

第三季度業績附註(續)

5. Finance costs

5. 融資成本

		Three months ended 30 September 截至9月30日止3個月		Nine months ended 30 September 截至9月30日止9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	592	1,006	2,261	2,652

Third Quarterly Results (Continued)

第三季度業績(續)

NOTES TO THE THIRD QUARTERLY RESULTS (Continued)

第三季度業績附註(續)

6. Loss before income tax expense

The Group's loss before income tax expense was arrived at after charging:

6. 除所得稅開支前虧損

本集團除所得稅開支前虧損經扣除下列各項後得出：

		Three months ended 30 September 截至9月30日止3個月		Nine months ended 30 September 截至9月30日止9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	194	184	597	383
Amortisation of intangible assets	無形資產攤銷	222	71	666	180
Minimum lease payments under operating leases for buildings	樓宇經營租賃的最低租金	1,132	2,378	3,612	3,978
Development costs (note)	開發成本(附註)	3,010	2,575	4,467	8,744
Employee benefit expenses (including Directors' remuneration)	僱員福利開支(包括董事薪酬)				
Wages and salaries	工資及薪金	7,549	6,202	15,887	20,637
Pension scheme contributions	退休計劃供款	1,515	745	3,178	1,900

Note:

Development costs mainly comprised staff costs of approximately RMB4,467,000 for the Period (2018: RMB8,744,000), which was also included in the employee benefit expenses disclosed separately above. The Group did not capitalise any development costs for the Period (2018: nil).

附註：

開發成本主要包括員工成本，本期間員工成本約為人民幣4,467,000元（2018年：人民幣8,744,000元），亦計入上文獨立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）。

Third Quarterly Results (Continued)

第三季度業績(續)

NOTES TO THE THIRD QUARTERLY RESULTS (Continued)

第三季度業績附註(續)

7. Income tax credit

7. 所得稅抵免

		Three months ended 30 September 截至9月30日止3個月		Nine months ended 30 September 截至9月30日止9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
The Group	本集團				
Current tax — PRC enterprise income tax	即期稅項 — 中國企業所得稅				
— tax for the period	— 本期間內稅項	—	—	2	345
Deferred tax	遞延稅項	(953)	(419)	(1,893)	(1,105)
Income tax credit	所得稅抵免	(953)	(419)	(1,891)	(760)

Third Quarterly Results (Continued)

第三季度業績(續)

NOTES TO THE THIRD QUARTERLY RESULTS (Continued)

第三季度業績附註(續)

8. Loss per share

The calculation of the basic loss per share attributable to owners of the Company is based on:

8. 每股虧損

本公司擁有人應佔每股基本虧損按下列數據計算：

		Three months ended 30 September 截至9月30日止3個月		Nine months ended 30 September 截至9月30日止9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	虧損				
Loss for the purpose of basic loss per share (RMB'000)	用以計算每股基本虧損之虧損 (人民幣千元)	(14,749)	(4,453)	(21,730)	(27,043)
Number of shares	股份數目				
Weighted average number of ordinary shares for the purpose of basic loss per share	用以計算每股基本虧損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 per share is based on the loss for the Period attributable to owners of the Company and the weighted average number of ordinary shares of the Company

每股基本虧損乃基於本公司擁有人應佔本期間虧損及普通股加權平均股數計算。

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

於本期間內並無潛在普通股發行，故並未呈列每股攤薄虧損(2018年：無)。

Third Quarterly Results (Continued)

第三季度業績(續)

NOTES TO THE THIRD QUARTERLY RESULTS (Continued)

第三季度業績附註(續)

9. Bank borrowings

9. 銀行借款

		30 September 2019 2019年 9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 borrowings due for repayment within one year	一年內償還 到期銀行借款	15,500	91,500

All the bank borrowings of the Group were pledged loans, which were secured by offshore funds of the Group.

本集團的銀行借款均為質押貸款，以本集團的境外資金作為質押。

10. Dividend

The Board has resolved not to declare the payment of any dividend for the Period (2018: nil).

10. 股息

董事會決議不於本期間內宣派任何股息(2018年：無)。

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 RMB18,954,000, representing a decrease of approximately RMB8,646,000 or 31.33% as compared with that of approximately RMB27,600,000 for the same period of 2018.

1. Online transaction services

During the Period, revenue from online transaction services amounted to approximately RMB5,484,000 (2018: RMB2,730,000). 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18,954,000元，較2018年同期的營業收入約人民幣27,600,000元減少了約人民幣8,646,000元或31.33%。

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5,484,000元(2018年：人民幣2,730,000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。

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: RMB16,192,000) 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16,192,000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。

* for identification purposes only

* 僅供識別

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

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 RMB13,050,000 (2018: RMB8,678,000). 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13,050,000元(2018年：人民幣8,678,000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。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

Cost of revenue

For the Period, the cost of revenue of the Group was approximately RMB7,311,000, representing a decrease of approximately RMB4,236,000 or 36.68% as compared with approximately RMB11,547,000 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 was no longer consolidated into the Group's accounts after completion of the Disposal of Beijing Kuaihuika.

Gross profit

During the Period, the Group realized a gross profit of approximately RMB11,643,000, representing a decrease of approximately RMB4,410,000 or 27.47% as compared with approximately RMB16,053,000 for the same period of 2018. Such decrease in gross profit for the Period was mainly attributable to the Disposal of Beijing Kuaihuika and as a result of which, the gross profit of Beijing Kuaihuika was no longer consolidated into the Group's accounts after completion of the Disposal of Beijing Kuaihuika.

Selling and distribution expenses

For the Period, the selling and distribution expenses of the Group were approximately RMB5,222,000, representing an increase of RMB658,000 or 14.42% as compared to approximately RMB4,564,000 for the same period of 2018. The increase in selling and distribution expenses for the Period was attributable to step-up promotion on cross-border financial business during the Period, which, in turn, increased the staff cost and sales and marketing expenses.

收入成本

於本期間內，本集團的收入成本約為人民幣7,311,000元，較2018年同期約人民幣11,547,000元下降了約為人民幣4,236,000元或36.68%。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，本集團實現毛利約為人民幣11,643,000元，較2018年同期的毛利約為人民幣16,053,000元下降了約為人民幣4,410,000元或27.47%。本期間毛利的下降主要由於出售北京快惠卡，令北京快惠卡的毛利於完成出售北京快惠卡後不再於本集團合併計算。

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5,222,000元，較2018年同期的約人民幣4,564,000元上升了人民幣658,000元或14.42%。本期間的銷售及分銷開支的上升主要是由於本期間內大力推廣跨境金融業務，增加了銷售人員與營銷費用所致。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

Administrative expenses

For the Period, the administrative expenses of the Group were approximately RMB33,965,000, representing a decrease of approximately RMB11,127,000 or 24.68% as compared to approximately RMB45,092,000 for the same period of 2018. Such decrease in administrative expenses during the Period was mainly attributable to the fact that financial information of Beijing Kuaihuika was no longer consolidated into the Group's accounts after completion of the Disposal of Beijing Kuaihuika.

Income tax credit

For the Period, the income tax credit of the Group was approximately RMB1,891,000, with the effective tax rate of 9.30%. For the same period of 2018, the income tax credit of the Group were approximately RMB760,000, with the effective tax rate of 2.66%. The decrease in income tax was due to the decrease in the deferred tax balance, resulted from the loss for the Period and the refund of income tax for the Period. In 2019, Shenzhoufu (Beijing) Software Technology Co., Ltd., a subsidiary of the Company, became a qualified national hi-tech enterprise, to which the applicable PRC enterprise income tax rate was 15%.

Loss for the Period

For the Period, the loss of the Group was approximately RMB18,440,000, representing a decrease of RMB9,366,000 or 33.68%, as compared with the loss approximately RMB27,806,000 for the same period in 2018. The decrease in loss during the Period was attributable to decrease in administrative expenses.

Dividend

The Board has resolved not to declare the payment of any dividend for the Period (2018: nil).

行政開支

於本期間內，本集團的行政開支約為人民幣33,965,000元，較2018年同期的約人民幣45,092,000元下降了約為人民幣11,127,000元或24.68%。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。

所得稅抵免

於本期間內，本集團的所得稅抵免約為人民幣1,891,000元，實際稅率為9.30%。本集團2018年同期的所得稅抵免約為人民幣760,000元，實際稅率為2.66%。所得稅減少的原因是本期間內的虧損導致的遞延稅項餘額的下降以及本期間內獲退還所得稅款項。2019年本公司附屬公司神州付(北京)軟件技術有限公司作為符合資格的國家高新技術企業，其適用的中國企業所得稅稅率為15%。

本期間內虧損

於本期間內，本集團的虧損約為人民幣18,440,000元，較2018年同期的約為人民幣27,806,000元減少約為人民幣9,366,000元或33.68%。本期間內虧損的減少主要是由於行政開支的減少所致。

股息

董事會決議不就於本期間內宣派任何股息(2018年：無)。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

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.

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

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。

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

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

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.

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.

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。

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 September 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 and 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 and 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 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9月30日，董事及本公司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）的股份、相關股份及債券中擁有須：(a)根據證券及期貨條例第XV部第7及第8分部規定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）；或(b)根據證券及期貨條例第352條須記入該條例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

a. Shares

a. 股份

Name of Director	Capacity/Nature of interests	Number of issued Shares held	Percentage of the issued Shares ^(Note 2)
董事姓名	身份／權益性質	所持已發行股份數目	佔已發行股份百分比 ^(附註2)
Sun Jiangtao ("Mr. Sun") ^(Note 1) 孫江濤（「孫先生」） ^(附註1)	Interest of a controlled corporation/Corporate interest 受控制法團的權益／公司權益	244,800,000	51.00%

Notes:

附註：

- Details of the interest 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.

- 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。

Corporate Governance and Other Information (Continued)

企業管治及其他資料(續)

2. The percentage of shareholding was calculated based on the Company's total issued Shares of 480,000,000 Shares as at 30 September 2019.

2. 控股百分比乃根據本公司於2019年9月30日已發行股份總數480,000,000股股份計算所得出。

b. Long position in the shares of Data King – an associated corporation of the Company

b. 於Data King(本公司的聯營公司)股份中的好倉

Name of shareholder	Capacity/Nature of Interests	Number of shares held	Percentage of the total issued shares 佔已發行股份之百分比
股東姓名	身份／權益性質	所持股份數目	
Mr. Sun 孫先生	Beneficial owner/Personal Interest 實益擁有人／個人權益	1	100%

Save as disclosed above, as at 30 September 2019, none of the Directors nor the chief executive of the Company had any interests and 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 to: (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they 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 referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

除上文披露者外，於2019年9月30日，董事或本公司主要行政人員概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債券中擁有須：(a)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任何權益及淡倉(包括根據證券及期貨條例的該等條文被當作或視為擁有之權益及淡倉)；或(b)根據證券及期貨條例第352條須記入該條例所述之登記冊之任何權益及淡倉；或(c)根據GEM上市規則第5.46至5.67條知會本公司及聯交所之任何權益及淡倉。

Corporate Governance and Other Information (Continued)

企業管治及其他資料(續)

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

於2019年9月30日，就任何董事或本公司主要行政人員所知或所獲悉，根據證券及期貨條例第336條本公司須存置的登記冊所記錄，於股份及相關股份中擁有5%或以上權益之公司或人士(董事或本公司主要行政人員除外)的資料如下：

Name of Shareholders	Capacity/Nature of interests	Number of issued Shares held	Approximate percentage of issued Shares ^(Note 6)
股東姓名	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) Data King ^(附註1)	Beneficial owner/Personal interest 實益擁有人／個人權益	244,800,000	51.00%
Fantastic Voyage Holding Limited ("Fantastic Voyage") ^(Note 2) Fantastic Voyage Holding Limited ("Fantastic Voyage") ^(附註2)	Beneficial owner/Personal interest 實益擁有人／個人權益	26,854,800	5.59%
Wei Zhonghua ("Mr. Wei") ^(Note 2) 魏中華(「魏先生」) ^(附註2)	Interest of a controlled corporation/ Corporate interest 受控制法團的權益／公司權益	26,854,800	5.59%
IDG-ACCEL CHINA GROWTH FUND II L.P. ^(Note 3) IDG-ACCEL CHINA GROWTH FUND II L.P. ^(附註3)	Beneficial owner/Personal interest 實益擁有人／個人權益	81,122,700	16.90%
IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. ^(Note 3) IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. ^(附註3)	Interest of a controlled corporation/ Corporate interest 受控制法團的權益／公司權益	81,122,700	16.90%

Corporate Governance and Other Information (Continued)

企業管治及其他資料(續)

Name of Shareholders	Capacity/Nature of interests	Number of issued Shares held	Approximate percentage of issued Shares ^(Note 6)
股東姓名	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)
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		
Ho Chising ^(Note 4) Ho Chising ^(附註4)	Interest of controlled corporations/ Corporate interest	87,757,200	18.28%
	受控制法團的權益／公司權益		
Zhou Quan ^(Note 5) 周全 ^(附註5)	Interest of controlled corporations/ Corporate interest	87,757,200	18.28%
	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, chairman of the Board (the "Chairman") and the chief executive director of the Company (the "CEO"). Under the SFO, Mr. Sun is deemed to be interested in all the Shares held by Data King.</p> | <p>1. Data King由執行董事、董事會主席(「主席」)及本公司行政總裁(「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所持全部股份中擁有權益。</p> |
| <p>2. Fantastic Voyage is wholly owned by Mr. Wei, the Chairman and a non-executive Director, who resigned on 20 September 2019. 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由主席兼非執行董事魏先生(於2019年9月20日辭任)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 (Continued)

企業管治及其他資料(續)

3. IDG-ACCEL CHINA GROWTH FUND II L.P. is an exempted limited partnership registered in the Cayman Islands which owned 81,122,700 Shares. 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., 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. 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 in compliance with the SFO.
4. Ho Chising is a controlling shareholder 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. Zhou Quan is the other controlling shareholder 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.
6. The percentage of shareholding was calculated based on the Company's total issued Shares of 480,000,000 Shares as at 30 September 2019.
3. IDG-ACCEL CHINA GROWTH FUND II L.P. 為一家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.，其為一家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.被視為為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.被視為為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為持有IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 50%股權的控股股東。彼被視為為IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD.擁有權益的全部股份中擁有權益。
5. 周全為持有IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 50%股權的另一位控股股東。彼被視為為IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD.擁有權益的全部股份中擁有權益。
6. 持股百分比乃根據本公司於2019年9月30日已發行股份總數480,000,000股股份計算所得出。

Corporate Governance and Other Information (Continued)

企業管治及其他資料(續)

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

除上文所披露外，就董事所知或所獲悉，於2019年9月30日，概無其他公司或人士(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條須記錄於該條例所指登記冊之權益及淡倉。

SHARE OPTION SCHEME

The Company operates a share option scheme (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 Share Option Scheme was adopted by the Company on 9 November 2013.

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; or

購股權計劃

本公司設有購股權計劃(「購股權計劃」)，以獎勵及酬謝對或會對本集團取得今日成就有貢獻者之合資格參與者。本公司於2013年11月9日採納購股權計劃。

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；或

Corporate Governance and Other Information (Continued)

企業管治及其他資料(續)

- (c) a company beneficially owned by any director, employee, consultant, professional, customer, supplier, agent, partner, adviser of or contractor to the Group or an Affiliate.

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 September 2019.

- (c) 由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、顧問或承包商實益擁有的公司。

於本期間內，概無任何購股權根據購股權計劃獲授出、行使或註銷或失效，亦無購股權於2019年9月30日尚未行使。

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

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.

董事、控股股東及彼等各自緊密聯繫人於競爭業務之權益

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。

Corporate Governance and Other Information (Continued)

企業管治及其他資料(續)

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

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 of the Company (the “Shareholders”).

During the Period, the Company had applied the principles and complied with all the code provisions of the Corporate Governance Code (the “CG Code”) contained in Appendix 15 to the GEM Listing Rules except for code provision A.2.1 of the CG Code that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive officer should be clearly established and set out in writing.

On 20 September 2019, Mr. Wei has resigned as a non-executive Director due to other business commitments and ceased to be the Chairman. Following the resignation of Mr. Wei, Mr. Sun, an executive Director and the CEO, has been appointed as the Chairman on the same day. The Board believes that vesting the roles of both Chairman and CEO in the same person provides the Company with strong and consistent leadership, and allows for effective and efficient planning and implementation of business decisions and strategies.

遵守企業管治守則

董事會相信，良好的企業管治乃維持本公司成功之重要部分。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本公司股東（「股東」）的權益。

於本期間內，本公司已採用並遵守GEM上市規則附錄十五所載企業管治守則（「企業管治守則」）所載所有守則條文，惟企業管治守則第A.2.1條除外，即主席和行政總裁的角色應該分開，且不應由同一人擔任。主席與行政總裁之間的職責分工應清楚界定並以書面列載。

於2019年9月20日，由於其他業務承擔，魏先生辭任非執行董事職務，並不再擔任主席職務。魏先生辭任後，執行董事兼行政總裁孫先生於同日被委任為主席。董事會認為，主席和行政總裁的角色由同一人擔任，可為本公司提供強而有力且貫徹一致的領導，並可有效及高效率地計劃及執行業務決策及策略。

Corporate Governance and Other Information (Continued)

企業管治及其他資料(續)

COMPLIANCE WITH CODE OF CONDUCT FOR DEALINGS IN SECURITIES 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。

隨著本公司向所有董事作出特定查詢，彼等各自確認於本期間內已遵守就董事進行證券交易所規定的交易必守標準。

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期權或權利)。

Corporate Governance and Other Information (Continued)

企業管治及其他資料(續)

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

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

CHANGES IN INFORMATION OF CURRENT DIRECTORS

In accordance with Rule 17.50A(1) of the GEM Listing Rules, changes of the information of the Directors during the Period, required to be disclosed, are set out below:

現任董事之資料變更

根據GEM上市規則第17.50A(1)條，本期間須予披露之董事資料變更載列如下：

Directors

董事

Details of Changes

變更詳情

Mr. Sun
孫先生

: Appointed as the Chairman with effect from 20 September 2019
獲委任為主席，自2019年9月20日起生效

Ms. Zhang Rong (“**Ms. Zhang**”)

張蓉女士(「張女士」)

: Appointed as a member of the audit committee of the Board (“**Audit Committee**”) with effect from 20 September 2019

獲委任為董事會審核委員會成員(「**審核委員會**」)，自2019年9月20日起生效

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 (the “INEDs”), namely Mr. He Qinghua (“Mr. He”) and Mr. Hou Dong, and Ms. Zhang, 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.

By order of the Board

China Binary New Fintech Group

Sun Jiangtao

Executive Director, Chairman and Chief Executive Officer

Hong Kong, 8 November 2019

As at the date of this report, the executive Directors are Mr. Sun Jiangtao (Chairman and CEO) and Ms. Xiao Ying; the non-executive Directors are Mr. Li Jianguang, Mr. Lan Xi and Ms. Zhang Rong; and the INEDs are Mr. Hou Dong, Mr. He Qinghua and Mr. Yang Haoran.

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（「獨立非執行董事」）何慶華先生（「何先生」）及侯東先生，以及非執行董事張女士。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準則、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。

承董事會命

神州數字新金融科技集團

執行董事、主席及行政總裁

孫江濤

香港，2019年11月8日

於本報告日期，執行董事為孫江濤先生（主席兼行政總裁）及肖瑩女士；非執行董事為李建光先生、蘭希先生及張蓉女士；及獨立非執行董事為侯東先生、何慶華先生及楊浩然先生。

神州數字

China Binary New Fintech Group

神 州 數 字 新 金 融 科 技 集 團