



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

**2020** 第一季度報告  
FIRST  
QUARTERLY  
REPORT

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

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

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

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

*This report, for which the directors of China Binary New Fintech Group (the “Company” and the “Directors”, respectively) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

## **香港聯合交易所有限公司(「聯交所」) GEM之特色**

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

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

香港交易及結算所有限公司及聯交所對本報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並表明不會就本報告全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

本報告的資料乃遵照聯交所GEM證券上市規則(「GEM上市規則」)而刊載，旨在提供有關神州數字新金融科技集團(「本公司」)的資料，本公司董事(「董事」)願就本報告的資料共同及個別地承擔全部責任。董事在作出一切合理查詢後，確認就其所知及所信，本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分，且並無遺漏其他事項，足以令致本報告或其所載任何陳述產生誤導。

# CONTENTS

# 目錄

Corporate Information	3	公司資料
First Quarterly Results	7	第一季度業績
Unaudited Condensed Consolidated Statement of Comprehensive Income	7	未經審核簡明綜合全面收益表
Unaudited Condensed Consolidated Statement of Changes in Equity	9	未經審核簡明綜合權益變動表
Notes to the First Quarterly Results	10	第一季度業績附註
Management Discussion and Analysis	17	管理層討論與分析
Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures	23	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
Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares	25	主要股東及其他人士於股份及相關股份之權益及淡倉
Share Option Scheme	28	購股權計劃
Interests of Directors, Controlling Shareholders and their Respective Close Associates in Competing Business	29	董事、控股股東及彼等各自緊密聯繫人於競爭業務之權益
Compliance with the Corporate Governance Code	30	遵守企業管治守則
Compliance with Code of Conduct for Dealings in the Securities by Directors	31	遵守董事進行證券交易之行為守則
Interests of the Compliance Adviser	31	合規顧問的權益
Purchase, Sale or Redemption of Listed Securities of the Company	32	購買、出售或贖回本公司之上市證券
Audit Committee	32	審核委員會

# Corporate Information

## 公司資料

### DIRECTORS

#### Executive Directors

Mr. Sun Jiangtao  
(Chairman and Chief Executive Officer)  
Ms. Xiao Ying

#### Non-executive Directors

Mr. Li Jianguang  
Mr. Lan Xi  
Ms. Zhang Rong

#### Independent Non-executive Directors

Mr. Yang Haoran  
Mr. Hou Dong  
Mr. He Qinghua

### COMPLIANCE OFFICER

Ms. Xiao Ying

### COMPANY SECRETARY

Ms. Cheng Lucy  
(an associate of The Hong Kong Institute of  
Chartered Secretaries)

### AUTHORISED REPRESENTATIVES

Mr. Sun Jiangtao  
Ms. Xiao Ying

### AUDIT COMMITTEE

Mr. He Qinghua (Chairman)  
Mr. Hou Dong  
Ms. Zhang Rong

### 董事

#### 執行董事

孫江濤先生  
(主席兼行政總裁)  
肖瑩女士

#### 非執行董事

李建光先生  
蘭希先生  
張蓉女士

#### 獨立非執行董事

楊浩然先生  
侯東先生  
何慶華先生

### 合規主任

肖瑩女士

### 公司秘書

曾若詩女士  
(香港特許秘書公會會員)

### 授權代表

孫江濤先生  
肖瑩女士

### 審核委員會

何慶華先生(主席)  
侯東先生  
張蓉女士

# Corporate Information

## 公司資料

### REMUNERATION COMMITTEE

Mr. Hou Dong (*Chairman*)  
Mr. Yang Haoran  
Mr. Sun Jiangtao

### 薪酬委員會

侯東先生(主席)  
楊浩然先生  
孫江濤先生

### NOMINATION COMMITTEE

Mr. Yang Haoran (*Chairman*)  
Mr. Hou Dong  
Mr. Sun Jiangtao

### 提名委員會

楊浩然先生(主席)  
侯東先生  
孫江濤先生

### INDEPENDENT AUDITOR

BDO Limited  
25th Floor  
Wing On Centre  
111 Connaught Road Central  
Hong Kong

### 獨立核數師

香港立信德豪會計師事務所有限公司  
香港  
干諾道中111號  
永安中心  
25樓

### PRINCIPAL BANKERS

Industrial and Commercial Bank of China  
China Minsheng Banking  
Bank of Ningbo  
China Zheshang Bank  
SPD Bank

### 主要往來銀行

中國工商銀行  
中國民生銀行  
寧波銀行  
浙商銀行  
浦發銀行

### REGISTERED OFFICE

P.O. Box 31119  
Grand Pavilion  
Hibiscus Way  
802 West Bay Road  
Grand Cayman  
KY1-1205  
Cayman Islands

### 註冊辦事處

P.O. Box 31119  
Grand Pavilion  
Hibiscus Way  
802 West Bay Road  
Grand Cayman  
KY1-1205  
Cayman Islands

## Corporate Information

### 公司資料

#### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN THE PEOPLE'S REPUBLIC OF CHINA (THE "PRC")

Room 1506, 15/F  
Jinhui Building, Qiyang Road  
Wangjing, Chaoyang District  
Beijing  
The PRC

#### 總辦事處及中華人民共和國 (「中國」) 主要營業地點

中國  
北京  
朝陽區望京  
啟陽路金輝大廈  
15樓1506室

#### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

31/F, 148 Electric Road  
North Point  
Hong Kong

#### 香港主要營業地點

香港  
北角  
電氣道148號31樓

#### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Vistra (Cayman) Limited  
P.O. Box 31119  
Grand Pavilion  
Hibiscus Way  
802 West Bay Road  
Grand Cayman  
KY1-1205  
Cayman Islands

#### 開曼群島股份過戶登記總處

Vistra (Cayman) Limited  
P.O. Box 31119  
Grand Pavilion  
Hibiscus Way  
802 West Bay Road  
Grand Cayman  
KY1-1205  
Cayman Islands

# Corporate Information

## 公司資料

### BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Boardroom Share Registrars (HK) Limited  
Room 2103 B, 21/F., 148 Electric Road  
North Point  
Hong Kong

### COMPLIANCE ADVISER

Lego Corporate Finance Limited  
Room 1601, 16/F, China Building  
29 Queen's Road Central  
Hong Kong

### LISTING INFORMATION

GEM of The Stock Exchange of Hong Kong Limited  
Stock Code: 8255  
Board Lot: 6000

### COMPANY'S WEBSITE

[www.shenzhoufu.hk](http://www.shenzhoufu.hk)

### 香港股份過戶登記分處

寶德隆證券登記有限公司  
香港  
北角  
電氣道148號21樓2103B室

### 合規顧問

力高企業融資有限公司  
香港  
皇后大道中29號  
華人行16樓1601室

### 上市資料

香港聯合交易所有限公司GEM  
股份代號：8255  
買賣單位：6000

### 公司網站

[www.shenzhoufu.hk](http://www.shenzhoufu.hk)

# First Quarterly Results

## 第一季度業績

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 ended 31 March 2020 (the “Period”) together with the comparative unaudited figures for the corresponding period in 2019 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2020年3月31日止3個月(「本期間」)的未經審核簡明綜合業績，連同2019年相應期內的未經審核比較數據如下：

### UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the three months ended 31 March 2020

### 未經審核簡明綜合全面收益表

截至2020年3月31日止3個月

		Three months ended 31 March 截至3月31日止3個月		
		Notes 附註	2020 RMB'000 人民幣千元	2019 RMB'000 人民幣千元
Revenue	收入	4	4,436	10,934
Cost of revenue	收入成本		(2,768)	(2,484)
Gross profit	毛利		1,668	8,450
Other income and gains	其他收入及收益	4	311	1,123
Fair value (losses) or gains on intangible assets	無形資產的公平值(虧損)或收益		(932)	10
Selling and distribution expenses	銷售及分銷開支		(2,888)	(1,640)
Administrative expenses	行政開支		(16,481)	(14,164)
Share of losses of associates	應佔聯營公司之虧損		—	(251)
Finance costs	融資成本	5	—	(970)
Loss before income tax credit	除所得稅抵免前虧損	6	(18,322)	(7,442)
Income tax credit	所得稅抵免	7	1,005	480
Loss for the period	期內虧損		(17,317)	(6,962)
Other comprehensive income	其他全面收益			
Items that will not be reclassified subsequently to profit or loss:	其後將不會重新分類至損益的項目：			
Changes in fair value of equity instruments at fair value through other comprehensive income, net of tax	按公平值計入其他全面收益的股本工具公平值變動，除稅淨額		4	(518)
Item that may be reclassified to profit or loss:	可重新分類至損益的項目：			
Exchange differences in translating foreign operations	換算海外業務的匯兌差額		323	—
Other comprehensive income for the period	期內其他全面收益		327	(518)
Total comprehensive income for the period	期內全面收益總額		(16,990)	(7,480)



# First Quarterly Results

## 第一季度業績

### UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (Continued)

For the three months ended 31 March 2020

### 未經審核簡明綜合全面收益 表 (續)

截至2020年3月31日止3個月

		Three months ended 31 March 截至3月31日止3個月	
	Notes 附註	2020 RMB'000 人民幣千元	2019 RMB'000 人民幣千元
<b>Loss for the period attributable to:</b>	<b>以下各項應佔期內虧損：</b>		
Owners of the Company	本公司擁有人	(17,003)	(8,683)
Non-controlling interests	非控股權益	(314)	1,721
		(17,317)	(6,962)
<b>Total comprehensive income for the period attributable to:</b>	<b>以下各項應佔期內全面收益總額：</b>		
Owners of the Company	本公司擁有人	(16,676)	(9,201)
Non-controlling interests	非控股權益	(314)	1,721
		(16,990)	(7,480)
<b>Loss per share (RMB cents)</b>	<b>每股虧損(人民幣分)</b>		
— Basic	— 基本	8	(3.54)
			(1.81)

# First Quarterly Results

## 第一季度業績

### UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the three months ended 31 March 2020

### 未經審核簡明綜合權益變動表

截至2020年3月31日止3個月

		Attributable to the owners of the Company 本公司擁有人應佔										
		Issued capital	Share premium	Capital reserve	Statutory reserve	Investment revaluation reserve	Fair value through other comprehensive income reserve	Foreign exchange 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	外匯儲備	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	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	人民幣千元
Restated balance as at 1 January 2019	於2019年1月1日的經重列結餘	2,941	47,899	1,371	17,292	—	105,424	—	141,013	315,940	1,220	317,160
(Loss)/income for the period	期內(虧損)/收入	—	—	—	—	—	—	—	(8,683)	(8,683)	1,721	(6,962)
Change in fair value of 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公平值變動	—	—	—	—	—	(518)	—	—	(518)	—	(518)
Total comprehensive income for the period	期內全面收益總額	—	—	—	—	—	(518)	—	(8,683)	(9,201)	1,721	(7,480)
At 31 March 2019	於2019年3月31日	2,941	47,899	1,371	17,292	—	104,906	—	132,330	306,739	2,941	309,680
At 1 January 2020	於2020年1月1日	2,941	47,899	1,371	17,292	2,760	47,469	(66)	97,187	216,853	13,125	229,978
Loss for the period	期內虧損	—	—	—	—	—	—	—	(17,003)	(17,003)	(314)	(17,317)
Change in fair value of 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公平值變動	—	—	—	—	—	4	—	—	4	—	4
Translation difference on foreign operations	海外業務的換算差額	—	—	—	—	—	—	323	—	323	—	323
Total comprehensive income for the period	期內全面收益總額	—	—	—	—	—	4	323	(17,003)	(16,676)	(314)	(16,990)
At 31 March 2020	於2020年3月31日	2,941	47,899	1,371	17,292	2,760	47,473	257	80,184	200,177	12,811	212,988

# First Quarterly Results

## 第一季度業績

### NOTES TO THE FIRST QUARTERLY RESULTS

#### 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 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 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 (discontinued operation during the Period); (iii) software technology services and sales of smart hardware products; and (iv) financial services.

### 第一季度業績附註

#### 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)小額融資中介服務(已於本期停止經營)；(iii)提供軟件技術服務和智能硬件產品銷售；及(iv)提供金融服務。

# First Quarterly Results

## 第一季度業績

### NOTES TO THE FIRST QUARTERLY RESULTS (Continued)

#### 2. Basis of preparation and principal accounting policies

The unaudited condensed consolidated financial statements of the Group for the Period (the “First Quarterly Financial Statements”) have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“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 Hong Kong Companies Ordinance. In addition, the First Quarterly Financial Statements include applicable disclosures required by the GEM Listing Rules.

The First Quarterly Financial Statements were prepared on the historical cost basis and presented in Renminbi (“RMB”). The principal accounting policies adopted in the preparation of the First Quarterly Financial Statements were consistent with those used in the annual consolidated financial statements for the year ended 31 December 2019, except for the first-time adoption of new and amended HKFRSs, its amendments and interpretations which were issued by the HKICPA in the preparation of the financial statements during the Period. The adoption of these new and revised HKFRSs has had no significant effect on the First Quarterly Financial Statements.

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

### 第一季度業績附註(續)

#### 2. 編製基準及主要會計政策

本集團本期間未經審核簡明綜合財務報表(「第一季度財務報表」)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」)、香港會計準則及解釋公告及香港公司條例之披露規定編製。此外，第一季度財務報表載有GEM上市規則規定之適用披露。

第一季度財務報表按照歷史成本基準編製，並以人民幣(「人民幣」)呈列。編製第一季度財務報表所採用的主要會計政策與截至2019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、修訂及解釋公告除外。採納該等新訂及經修訂香港財務報告準則對第一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訂及經修訂香港財務報告準則。

# First Quarterly Results

## 第一季度業績

### NOTES TO THE FIRST QUARTERLY RESULTS (Continued)

#### 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 financial guarantee service)\*;
- (iii) Software technology services (being design and development of tailor-made cryptocurrencies trading platform systems) and sale of smart hardware products; and
- (iv) Financial services (being provision of professional banking service)\*\*.

### 第一季度業績附註(續)

#### 3. 分部報告

本集團確認為可呈報經營分部的服務項目如下：

- (i) 網上交易服務(包括提供信息技術服務及廣告及推廣服務)；
- (ii) 小額融資中介服務(包括提供金融擔保服務)\*；
- (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；及
- (iv) 金融服務(即提供專業銀行服務)\*\*。

		Online transaction services	Micro financing facilitating services*	Software technology services and sales of smart hardware products 軟件技術服務和智能硬件產品銷售	Financial services**	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	金融服務** 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 three months ended 31 March 2020	截至2020年3月31日止3個月						
Segment revenue	分部收益	2,631	—	740	1,065	—	4,436
Segment gross profit	分部毛利	284	—	319	1,065	—	1,668
Segment (loss)/profit	分部(虧損)/溢利	(91)	—	164	(6,938)	(10,452)	(17,317)
For the three months ended 31 March 2019	截至2019年3月31日止3個月						
Segment revenue	分部收益	1,288	160	9,438	48	—	10,934
Segment gross profit	分部毛利	89	159	9,093	(891)	—	8,450
Segment (loss)/profit	分部(虧損)/溢利	(821)	(182)	7,258	(2,656)	(10,561)	(6,962)

\* Ceased operation during the Period

\* 已於本期間終止經營

\*\* Commenced operation in 2019

\*\* 於2019年開始經營

# First Quarterly Results

## 第一季度業績

### NOTES TO THE FIRST QUARTERLY RESULTS (Continued)

### 第一季度業績附註(續)

#### 4. Revenue, other income and gains or (losses)

#### 4. 收入、其他收入及收益或(虧損)

		Three months ended 31 March 截至3月31日止3個月	
		2020 RMB'000 人民幣千元	2019 RMB'000 人民幣千元
<b>Revenue:</b>	<b>收入：</b>		
Provision of online transaction services	提供網上交易服務	2,631	1,288
Provision of micro financing facilitating services	提供小額融資中介服務	—	160
Software technology service and sales of smart hardware products	軟件技術服務和智能硬件產品銷售	740	9,438
Financial services	金融服務	1,065	48
		4,436	10,934
<b>Other income and gains or (losses), net:</b>	<b>其他收入及收益或(虧損)，淨額：</b>		
Interest income	利息收入	19	82
Exchange gain	匯兌收益	283	—
Others	其他	9	1,041
		311	1,123

# First Quarterly Results

## 第一季度業績

### NOTES TO THE FIRST QUARTERLY RESULTS (Continued)

### 第一季度業績附註(續)

#### 5. Finance Costs

#### 5. 融資成本

		Three months ended 31 March 截至3月31日止3個月	
		2020 RMB'000 人民幣千元	2019 RMB'000 人民幣千元
Interest on bank borrowing	銀行借款利息	—	970

#### 6. Loss before income tax credit

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

#### 6. 除所得稅抵免前虧損

本集團除所得稅抵免前虧損經扣除下列各項後得出：

		Three months ended 31 March 截至3月31日止3個月	
		2020 RMB'000 人民幣千元	2019 RMB'000 人民幣千元
Depreciation of property, plant and equipment	物業、廠房及設備折舊	192	203
Amortisation of intangible assets	無形資產攤銷	240	222
Minimum lease payments under operating leases for buildings	樓宇經營租賃的最低租金	1,058	1,187
Development costs (note (a))	開發成本(附註(a))	3,030	1,040
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	9,626	5,118
Pension scheme contributions	退休金計劃供款	685	1,002

Note:

附註：

- (a) Development costs mainly comprise staff costs of approximately RMB3,030,000 for the Period (2019: RMB1,040,000), which were also included in the employee benefit expenses disclosed separately above. The Group did not capitalise any development costs for the Period (2019: nil).

- (a) 開發成本主要包括員工成本，本期間約為人民幣3,030,000元（2019年：人民幣1,040,000元），亦計入上文個別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（2019年：無）。

# First Quarterly Results

## 第一季度業績

### NOTES TO THE FIRST QUARTERLY RESULTS (Continued)

### 第一季度業績附註(續)

#### 7. Income tax credit

#### 7. 所得稅抵免

Group	本集團	Three months ended 31 March 截至3月31日止3個月	
		2020 RMB'000 人民幣千元	2019 RMB'000 人民幣千元
Current tax — PRC enterprise income tax	即期稅項 — 中國企業所得稅		
— tax for the period	— 期內稅項	7	—
Deferred tax	遞延稅項	(1,012)	(480)
Income tax credit	所得稅抵免	(1,005)	(480)



# First Quarterly Results

## 第一季度業績

### NOTES TO THE FIRST QUARTERLY RESULTS (Continued)

### 第一季度業績附註(續)

#### 8. Loss per share

The calculation of the basic loss and diluted 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及攤薄虧損按下列數據計算：

		Three months ended 31 March 截至3月31日止3個月	
		2020 RMB 人民幣元	2019 RMB 人民幣元
<b>Loss</b>	<b>虧損</b>		
Loss for the purpose of basic and diluted loss per share	用以計算每股基本及攤薄虧損之虧損	(17,003,000)	(8,683,000)
<b>Number of shares</b>	<b>股份數目</b>		
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	用以計算每股基本及攤薄虧損之普通股加權平均數	480,000,000	480,000,000

The calculation of the basic loss per share has taken into account the Shares issued and outstanding during the Period and on the assumption that the group reorganisation and capitalisation issue as described in the “History and Development” section of the Company’s prospectus dated 27 November 2013 (the “Prospectus”) have been effected on 1 January 2013.

每股基本虧損的計算考慮了本期間已發行及發行在外股份，及假設本公司日期為2013年11月27日的招股章程(「招股章程」)「歷史及發展」一節所述的集團重組及資本化發行於2013年1月1日已經生效。

#### 9. Dividend

The Board has resolved not to declare the payment of any interim dividend for the Period (2019: nil).

#### 9. 股息

董事會已決議不就本期間宣派任何中期股息(2019年：零)。

# Management Discussion and Analysis

## 管理層討論與分析

### BUSINESS REVIEW

The Group is principally engaged in the provision of (i) online transaction services; (ii) micro financing facilitating services; (iii) software technology services and sales of smart hardware products; and (iv) financial services. As a consequence of the strategic transformation, the Group has ceased to engage in the provision of micro financing facilitating services. For a detailed review of each of our businesses, please see the section headed “Financial Review” below.

### FINANCIAL REVIEW

#### Revenue

During the Period, the Group recorded an operating revenue of approximately RMB4,436,000, representing a decrease of RMB6,498,000 or 59.43% as compared to that of approximately RMB10,934,000 for the same period of 2019.

#### 1. Online transaction services

Due to the rapid growth of mobile payment industry in recent years, the Group's revenue from online transaction services has been decreasing over the past few years. To respond with our current situation, our Group on one hand exercised control over expenses, and on the other hand explored other businesses by leveraging on our current resources.

During the Period, revenue from online transaction services amounted to approximately RMB2,631,000 (2019: RMB1,288,000). The increase in revenue from online transaction services was the result of the Company's strengthened collaboration with its existing clients.

### 業務回顧

本集團主要從事提供(i)網上交易服務；(ii)小額融資中介服務；(iii)軟件技術服務和智能硬件銷售；及(iv)金融服務。本集團由於戰略轉型，已經終止了小額融資中介服務的業務。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4,436,000元，較2019年同期的營業收入約人民幣10,934,000元減少了人民幣6,498,000元或59.43%。

#### 1. 網上交易服務

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。

於本期間內，本公司與現有的客戶加強合作，使得網上交易服務的收入有所上升，網上交易服務的收入約為人民幣2,631,000元(2019年：人民幣1,288,000元)。

# Management Discussion and Analysis

## 管理層討論與分析

### 2. Micro financing facilitating and financial guarantee services

The Group ceased to engage in the provision of micro financing facilitating services during the Period. Thus, the Group did not generate revenue from the provision of micro financing facilitating services during the Period (2019: only revenue from contracts of approximately RMB160,000) and did not generate revenue from the provision of financial guarantee services during the Period (2019: nil).

### 3. Software technology services and sales of smart hardware products

For the Period, the Group's software technology services mainly included the provision and host of digital asset infrastructure, software solution consultancy and technical services, the provision and maintenance of blockchain services to corporates or customers for blockchain technology.

The Group's sales of smart hardware products business mainly includes the sale of blockchain technology hardware products, which are primarily used for cryptocurrency mining in various devices including computers, smartphones and tablets.

The revenue from software technology services and sales of smart hardware products for the Period was approximately RMB740,000 (2019: RMB9,438,000). Such decrease in revenue during the Period was primarily attributable to the impact of the novel coronavirus, which caused a delay in launch of certain projects based on their original timetable, leading to delay in revenue recognition.

### 2. 小額融資中介和金融擔保服務

本集團已於本期間終止提供小額融資中介服務。因此，本集團於本期間內並無自提供小額融資中介服務獲得收入(2019年：僅有合同收入約人民幣160,000元)，本期間內亦無自提供金融擔保服務獲得收入(2019年：無)。

### 3. 軟件技術服務和智能硬件銷售

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中(包括電腦、智能手機及平板)的加密貨幣開採。

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740,000元(2019年：人民幣9,438,000元)。本期間收入的減少主要是受新型冠狀病毒的影響，導致若干項目較其原訂時間表延遲展開，繼而令確認收入的時間推遲。

# Management Discussion and Analysis

## 管理層討論與分析

### 4. Financial services

The Group possesses overseas banking, insurance, trust, securities and other licences for providing financial services to small and medium enterprises and high net worth individuals in Asia Pacific.

During the Period, the Group's revenue from financial services was mainly derived from banking business and revenue from the provision of financial services amounted to approximately RMB1,065,000 (2019: RMB48,000).

#### Cost of revenue

During the Period, the cost of revenue of the Group was approximately RMB2,768,000, representing an increase of RMB284,000 or 11.43% as compared to RMB2,484,000 for the same period of 2019. Such increase in cost of revenue during the Period was primarily attributable to the increased business volume in online transaction services.

#### Gross profit

During the Period, the Group realised a gross profit of approximately RMB1,668,000, representing a decrease of approximately RMB6,782,000 or 80.26% as compared to that of approximately RMB8,450,000 for the same period of 2019. Such decrease in gross profit was primarily attributable to the decline in the software business.

#### Selling and distribution expenses

During the Period, the selling and distribution expenses of the Group were approximately RMB2,888,000, representing an increase of approximately RMB1,284,000 or 76.10% as compared to those of approximately RMB1,640,000 for the same period of 2019. Such increase in the selling and distribution expenses was primarily attributable to the additional headcount of sales personnel.

### 4. 金融服務

本集團在海外擁有銀行、保險、信託、證券等牌照，與向亞太的中小企業及高淨值人士提供各類金融服務。

於本期間內，本集團的金融服務收入的主要來源於銀行業務，提供金融服務的收入約為人民幣1,065,000元（2019年：人民幣48,000元）。

#### 收入成本

於本期間內，本集團的收入成本約為人民幣2,768,000元，較2019年同期的人民幣2,484,000元上升人民幣284,000元或11.43%。本期間收入成本的增加主要是由於網上交易服務的業務量增加所致。

#### 毛利

於本期間內，本集團實現毛利約為人民幣1,668,000元，較2019年同期的毛利約為人民幣8,450,000元下降了約人民幣6,782,000元或80.26%。毛利的減少主要是由於軟件業務的減少所致。

#### 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2019年同期的約為人民幣1,640,000元上升了約人民幣1,284,000元或76.10%。銷售及分銷開支的增加主要是由銷售人員的增加所致。

# Management Discussion and Analysis

## 管理層討論與分析

### Administrative expenses

During the Period, the administrative expenses of the Group were approximately RMB16,481,000, representing an increase of RMB2,317,000 or 16.36% as compared to those of RMB14,164,000 for the same period of 2019. Such increase in the administrative expenses was primarily attributable to the increase in wages and salaries.

### Income tax credit

During the Period, the income tax credit of the Group was approximately RMB1,005,000, with the effective tax rate of 5.5%, as compared to the income tax credit of RMB480,000 and the effective tax rate of 6.4% for the same period of 2019. The increase in income tax was due to the reduction in the balance of deferred tax as a result of the loss for the Period.

### Loss for the Period

During the Period, the Group had a loss of approximately RMB17,317,000, representing an increase of RMB10,355,000 or 148.74% from approximately RMB6,962,000 for the same period of 2019. Such increase in the loss for the Period was primarily attributable to the impact of the novel coronavirus, which caused a delay in launch of certain projects based on their original timetable, leading to delay in revenue recognition, and together with the increase in selling and distribution expenses and administrative expenses.

### 行政開支

於本期間內，本集團的行政開支約為人民幣16,481,000元，較2019年同期的人民幣14,164,000元上升了人民幣2,317,000元或16.36%。行政開支的增加主要是由人工薪酬的增加所致。

### 所得稅抵免

於本期間內，本集團的所得稅抵免約為人民幣1,005,000元，實際稅率為5.5%，2019年同期的所得稅抵免人民幣480,000元，實際稅率6.4%。所得稅增加的原因是本期間的虧損導致的遞延稅項餘額的減少。

### 本期間內虧損

於本期間內，本集團的虧損約為人民幣17,317,000元，較2019年同期的約為人民幣6,962,000元上升了人民幣10,355,000元或148.74%。本期間虧損增加主要由於新型冠狀病毒的影響，導致若干項目較其原訂時間表延遲展開，繼而令確認收入的時間推遲，加上銷售及分銷開支及行政開支增加所致。

# Management Discussion and Analysis

## 管理層討論與分析

### Event after the Reporting Period

Goalmate LP (the “Fund”) and the Company entered into the share subscription agreement on 4 May 2020, pursuant to which the Fund shall subscribe for 36,199,095 new shares (the “New Shares”) of CB International Group (“CB International”), a company owned as to 90.5% by the Company and 9.5% by Mr. Sun Jiangtao, an executive Director, Chairman and chief executive officer of the Company (“CEO”), at the issue price of US\$0.1105 per New Share. The New Shares represent approximately 9.0% of the issued share capital of CB International as at 4 May 2020 and approximately 8.3% of the issued share capital of CB International as enlarged by the issue of the New Shares, amounting to US\$4.0 million (equivalent to approximately HK\$31.1 million). For further details, please refer to the Company’s announcement published on the respective websites of the Stock Exchange and the Company on 4 May 2020.

### OUTLOOK

In 2019, while maintaining its provision of online transaction services, micro financing facilitating, software technology services and sales of smart hardware products, the Company basically completed its strategic plan of establishing overseas financial platforms that cover licensed banks and financial institutions including payment agents, insurers and stock brokers in the United States and New Zealand, for the provision of comprehensive financial services to individuals and companies in China.

### 報告期後事項

於2020年5月4日，Goalmate LP（「基金」）與本公司訂立股份認購協議，據此，基金須認購36,199,095股CB International Group（「CB International」）的新股份（「新股份」），該公司由本公司擁有90.5%的權益，及由本公司執行董事、主席及行政總裁（「行政總裁」）孫江濤先生擁有9.5%的權益，發行價為每股新股份0.1105美元。金額為4.0百萬美元（相當於約31.1百萬港元）的新股份相當於截至2020年5月4日CB International已發行股本的約9.0%及經發行新股份擴大之CB International已發行股本的約8.3%。有關進一步詳情，請參閱本公司於2020年5月4日分別於聯交所及本公司網站刊發的公告。

### 展望

2019年，本公司在維持提供其網上交易服務、小額融資中介，軟件技術服務及智能硬件產品銷售的同時，我們基本完成了海外金融平台的戰略部署，通過覆蓋美國及新西蘭地區的持牌銀行和支付、保險、券商等金融機構，為中國個人和企業提供了完善的金融服務。



# Management Discussion and Analysis

## 管理層討論與分析

Looking forward to 2020, we foresee more opportunities and challenges ahead. From the corporate perspective, the increasing number of overseas listing of Chinese companies in 2019 drove enthusiasm of small and medium enterprises (“SMEs”) to go abroad. Meanwhile, there are more venture capital companies shifting their investment focus from Chinese companies to investments abroad. Being the new potential investment targets, Chinese SMEs going abroad are having increasing demand for overseas financial services. From the individual perspective, in light of the significant devaluation of RMB in 2019, more people in the new middle-class tend to invest overseas. In addition, the demands for studying abroad and emigration are rising as well. Statistical data shows that China became the third largest population exporter with 11 million emigrants in 2019. As a result of the above, the new opportunity we are facing is to provide these people with efficient and convenient overseas financial services.

The overseas financial ecosystem of the Company has formed a prototype after a year of development and shaping. Leveraging on its expertise in online transaction services and blockchain knowledge, the Group will continue to keep abreast of the industry trend and tap into the rapid growth of user population to generate more revenue, so as to maximise the Group’s profitability and shareholders’ value.

Although the novel coronavirus outbreak resulted in a reduction of revenue from some of our businesses, our business of financial services has kept growth momentum. In 2020, we will positively embrace the challenges ahead and use our best endeavours to minimise the impacts on our Company. Nevertheless, in the meantime, we will make use of our time to improve our platform and infrastructure with a view to keeping ourselves well-prepared for the resumption of normal business operation upon recovery from coronavirus epidemic.

展望2020年，更多的機會與挑戰擺在我們面前。從企業角度來看，2019年越來越多出海企業成功上市推動了中小企業的出海積極性，同時有更多的創投公司將投資重點放在出海企業上，作為新的投資風口出海中小企業的海外金融服務需求也在逐漸增加。從個人角度來看，經過2019年人民幣的大幅貶值，更多的新中產人群會選擇海外投資，出國留學和移民的需求也進一步增長，經統計2019年中國有1,100萬人完成移民，中國成為世界第三大人口輸出國，如何為這些個人用戶提供高效便捷的海外金融服務正是我們所面臨的新的機會。

經過一年的發展與打磨，本公司的海外金融生態圈已見雛形。憑藉網上交易服務方面的專長及區塊鏈方面的知識，本集團將繼續緊跟行業趨勢，發揮本土優勢，實現用戶量和業務收入的快速增長，以提高本集團之盈利能力及股東價值。

雖然新型冠狀病毒使我們部分業務的收入減少，但我們的金融服務業務卻保持增長態勢。於2020年，我們將積極前方挑戰，但會竭盡所能將對本公司造成的影響降至最低。儘管如此，於此期間，我們將善用時間改善平台及基建，為冠狀病毒疫情好轉後業務恢復正常運作做好準備。

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

As at 31 March 2020, 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); 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 were as follows:

### Long positions

#### a. Shares

## 董事及主要行政人員於股份、相關股份及債券之權益及淡倉

於2020年3月31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：

### 好倉

#### a. 股份

Name of Director 董事姓名	Capacity/Nature of interest 身份／權益性質	Number of issued Shares held 所持已發行股份數目	Percentage of the issued Shares 佔已發行股份之百分比 <sup>(附註2)</sup>
Sun Jiangtao ("Mr. Sun") <sup>(Note 1)</sup> 孫江濤（「孫先生」） <sup>(附註1)</sup>	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:

- 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.
- The percentage of shareholding was calculated based on the Company's total issued share capital of 480,000,000 Shares as at 31 March 2020.

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

## 附註：

- 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。
- 所佔之股權百分比乃基於本公司於2020年3月31日已發行股本總數為480,000,000股股份計算所得。

**b. 於Data King (本公司的聯營公司) 股份中的好倉**

Name of shareholder 股東姓名	Capacity/Nature of Interest 身份／權益性質	Number of shares held 所持股份數目	Percentage of the total issued shares 佔已發行股份之百分比
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 31 March 2020, neither 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.

除上文披露者外，於2020年3月31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。

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

As at 31 March 2020, so far as it was known by or otherwise notified to the 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 the underlying Shares as recorded in the register required to be kept under section 336 of the SFO were as follows:

## 主要股東及其他人士於股份及相關股份之權益及淡倉

於2020年3月31日，就本公司董事或主要行政人員所知或所獲悉，根據證券及期貨條例第336條須存置的登記冊於股份及相關股份中擁有5%或以上之公司或人士(本公司董事或主要行政人員除外)詳情如下：

Name of shareholder 股東姓名	Capacity/Nature of interest 身份／權益性質	Number of issued Shares held 所持已發行 股份數目	Approximate percentage of issued Shares (Note 6) 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		
Wei Zhonghua ("Mr. Wei") (Note 2)	Interest of 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		
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 corporation/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		

Name of shareholder	Capacity/Nature of interest	Number of issued Shares held	Approximate percentage of issued Shares <sup>(Note 6)</sup>
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 <sup>(附註6)</sup>
IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. <sup>(Note 3)</sup>	Interest of controlled corporation/Corporate interest	87,757,200	18.28%
IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. <sup>(附註3)</sup>	受控制法團的權益／公司權益		
Ho Chising <sup>(Note 4)</sup>	Interest of controlled corporation/Corporate interest	87,757,200	18.28%
Ho Chising <sup>(附註4)</sup>	受控制法團的權益／公司權益		
Zhou Quan <sup>(Note 5)</sup>	Interest of controlled corporation/Corporate interest	87,757,200	18.28%
周全 <sup>(附註5)</sup>	受控制法團的權益／公司權益		

Notes:

1. Data King is wholly owned by Mr. Sun, an executive Director, Chairman and the CEO. Mr. Sun is deemed to be interested in all the Shares in which Data King is interested by virtue of the SFO.
2. Fantastic Voyage was wholly owned by Mr. Wei. Mr. Wei was deemed to be interested in all the Shares in which Fantastic Voyage was interested by virtue of the SFO.

附註：

1. Data King由執行董事、主席及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擁有權益的所有股份中擁有權益。
2. Fantastic Voyage乃由魏先生全資擁有。根據證券及期貨條例，魏先生被視為於Fantastic Voyage擁有權益的所有股份中擁有權益。

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., 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 owns 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 by virtue of the SFO.
4. Ho Chising is a controlling shareholder holding 50% equity interests in IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD.. 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 another controlling shareholder holding 50% equity interests in IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD.. 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 share capital of 480,000,000 Shares as at 31 March 2020.
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.，IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD.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 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. 周全為持有IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. %股本權益的另一位控股股東。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. 持股百分比乃根據本公司於2020年3月31日已發行股本總額480,000,000股股份計算得出。

Save as disclosed above, as at 31 March 2020, so far as it was known to the Directors or the chief executive of the Company, no other corporation or person (other than a Director or the chief executive of the Company) which/who had 5% or more interests in the Shares or underlying Shares as recorded in the register required to be kept under Section 336 of the SFO.

## 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 principal terms of which are set out below:

The Board may at its discretion grant rights to subscribe for Shares (the “Share Options”) pursuant to the terms of the Share Option Scheme 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) (an “Employee”), 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 (an “Affiliate”); or

除上文所披露外，於2020年3月31日，就董事及本公司主要行政人員所知，概無其他公司或人士（董事或本公司主要行政人員除外）於已記錄於根據證券及期貨條例第336條須予備存登記冊內之股份或相關股份中擁有5%或以上的權益。

## 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，其主要條款載列如下：

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）（「僱員」）、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、供貨商、代理、合作夥伴、顧問或承包商；或

- (b) the trustee of any trust or any discretionary trust, the beneficiary or 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
- (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 31 March 2020.

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

During the Period, save as disclosed in the section headed "Non-Competition Undertakings" of the annual report of the Company for the year ended 31 December 2019, none of the Directors, 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 had any other conflicts of interest, as required to be disclosed under Rule 11.04 of the GEM Listing Rules.

- (b) 任何信托或任何全權信托的受托人，而該信托的受益人或該全權信托的全權信托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、合作夥伴或顧問或承包商；或
- (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2020年3月31日尚未行使。

## 董事、控股股東及彼等各自緊密聯繫人於競爭業務之權益

本期間，除於本公司截至2019年12月31日止年度的年報內「不競爭承諾」一節所披露外，概無董事、控股股東及彼等各自緊密聯繫人（定義見GEM上市規則）被視為於直接或間接與本集團業務有競爭或可能有競爭以及由任何利益沖突之業務擁有權益，並須根據GEM上市規則第11.04條披露。

## 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.

During the Period, the Company had applied the principles and complied with the code provisions as set out in the Corporate Governance 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 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, was 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元素，董事會及高級管理人員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權益。

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的原則及守則條文，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。



## COMPLIANCE WITH CODE OF CONDUCT FOR DEALINGS IN THE 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 a specific enquiry of all Directors made by the Company, each of them confirmed that he/she has complied with the Required Standard of Dealings regarding dealings in securities by the Directors during the Period.

## INTERESTS OF THE COMPLIANCE ADVISER

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 and close associates (as defined in the GEM Listing Rules) had any interest in the Company or any member of the Group (including options or rights to subscribe for such securities) during the Period, which was required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

## 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條所載的交易必守標準(「交易必守標準」)，作為董事進行本公司證券交易的行為守則。

本公司向所有董事作出特定查詢後，彼等各自均確認於本期間已遵守就董事進行證券交易的交易必守標準。

## 合規顧問的權益

誠如本公司合規顧問力高企業融資有限公司(「力高企業」)知會，除本公司與力高企業所訂立日期為2016年1月19日之合規顧問協議外，力高企業或其董事、僱員及緊密聯繫人(定義見GEM上市規則)概無於本期間於本公司或本集團之任何成員擁有根據GEM上市規則第6A.32條須予知會本公司的任何權益(包括認購該等證券之購股權或權利)。



## 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 such securities during the Period.

## AUDIT COMMITTEE

The audit committee of the Board (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 a non-executive Director, namely Ms. Zhang Rong. 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, which is of the opinion that the financial information has been prepared in compliance with the applicable accounting principles, the requirements of the GEM Listing Rules and any other applicable laws and has been adequately disclosed.

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

Hong Kong, 8 May 2020

*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.*

## 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證券，且本公司或其附屬公司概無購買或出售有關證券。

## 審核委員會

董事會審核委員會（「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，以及非執行董事張蓉女士。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，並認為該等財務資料的編製符合適用會計準則、GEM上市規則下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  
**神戶數字新金融科技集團**  
主席、行政總裁及  
執行董事  
**孫江濤**

香港，2020年5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