

# CHONG SING

Holdings FinTech Group Limited 中新

## CHONG SING HOLDINGS FINTECH GROUP LIMITED 中新控股科技集團有限公司

(Formerly known as Credit China FinTech Holdings Limited 前稱中國信貸科技控股有限公司)  
(Incorporated in the Cayman Islands with limited liability 於開曼群島註冊成立的有限公司)  
Stock Code 股份代號 : 8207



Third  
Quarterly  
Report

第三季度報告

2017

## CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE” AND “GEM”, RESPECTIVELY)

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*This report, for which the directors of Chong Sing Holdings FinTech Group Limited, formerly known as Credit China FinTech Holdings Limited (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 (the “GEM Listing Rules”) for the purposes of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, 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」）創業板（「創業板」）的特色

創業板的定位，乃為相比其他於聯交所上市的公司帶有較高投資風險的公司提供一個上市的市場。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。創業板的較高風險及其他特色表示創業板較適合專業及其他經驗豐富投資者。

由於創業板上市公司新興的性質所然，在創業板買賣的證券可能會較於聯交所主板買賣的證券承受較大的市場波動風險，同時無法保證在創業板買賣的證券會有高流通量的市場。

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*本報告的資料乃遵照創業板證券上市規則（「創業板上市規則」）的規定而提供有關中新控股科技集團有限公司（前稱中國信貸科技控股有限公司）（「本公司」）之資料。本公司的董事（「董事」）願共同及個別地對本報告的資料承擔全部責任。董事在作出一切合理查詢後，確認就彼等所知及所信，本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成份；且並無遺漏其他事項，足以令致本報告所載任何陳述或本報告產生誤導。*



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In the event of any error or omission in the Chinese translation of this third quarterly report, the English text shall prevail.

本第三季度報告之中文翻譯如有任何錯漏，應以英文為準。

## CORPORATE INFORMATION

### Directors

#### **Executive Directors**

Mr. Phang Yew Kiat (*Vice-Chairman and Chief Executive Officer*)  
Mr. Chng Swee Ho  
Mr. Sheng Jia

#### **Non-executive Directors**

Mr. Li Mingshan (*Chairman*)  
Mr. Li Gang  
Mr. Wong Sai Hung  
Mr. Zhang Zhenxin  
Ms. Zhou Youmeng

#### **Independent Non-executive Directors**

Mr. Ge Ming  
Dr. Ou Minggang  
Dr. Wang Songqi  
Dr. Yin Zhongli

### Company Secretary

Mr. Kwok Siu Man (*A fellow of The Hong Kong Institute of Chartered Secretaries*)

### Compliance Officer

Mr. Chng Swee Ho

### Authorized Representatives

Mr. Phang Yew Kiat  
Mr. Kwok Siu Man

### Audit Committee

Mr. Ge Ming (*Chairman*)  
Dr. Ou Minggang  
Dr. Wang Songqi  
Dr. Yin Zhongli

## 公司資料

### 董事

#### **執行董事**

彭耀傑先生 (*副主席兼首席執行官*)  
莊瑞豪先生  
盛佳先生

#### **非執行董事**

李明山先生 (*主席*)  
李剛先生  
黃世雄先生  
張振新先生  
周友盟女士

#### **獨立非執行董事**

葛明先生  
歐明剛博士  
王松奇博士  
尹中立博士

### 公司秘書

郭兆文先生 (*香港特許秘書公會之資深會員*)

### 合規主任

莊瑞豪先生

### 法定代表

彭耀傑先生  
郭兆文先生

### 審核委員會

葛明先生 (*主席*)  
歐明剛博士  
王松奇博士  
尹中立博士



## CORPORATE INFORMATION (Continued)

### Nomination Committee

Dr. Ou Minggang (*Chairman*)  
Mr. Ge Ming  
Dr. Wang Songqi  
Dr. Yin Zhongli

### Remuneration Committee

Dr. Yin Zhongli (*Chairman*)  
Mr. Ge Ming  
Dr. Ou Minggang  
Dr. Wang Songqi

## PRINCIPAL BANKERS

China Merchants Bank Hong Kong Branch  
21/F, Bank of America Tower  
12 Harcourt Road  
Central, Hong Kong

China Construction Bank Corporation  
(Shanghai Nanjing West Road Sub-branch)  
No. 577-587, Nanjing West Road  
Shanghai, The People's Republic of China (the "PRC")

## INDEPENDENT AUDITOR

SHINEWING (HK) CPA Limited  
Certified Public Accountants  
43/F, Lee Garden One  
33 Hysan Avenue  
Causeway Bay, Hong Kong

## LEGAL ADVISER

Mayer Brown JSM  
16th-19th Floors, Prince's Building  
10 Chater Road Central  
Hong Kong

## REGISTERED OFFICE

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

## 公司資料 (續)

### 提名委員會

歐明剛博士 (主席)  
葛明先生  
王松奇博士  
尹中立博士

### 薪酬委員會

尹中立博士 (主席)  
葛明先生  
歐明剛博士  
王松奇博士

## 主要往來銀行

招商銀行香港分行  
香港中環  
夏慤道12號  
美國銀行中心21樓

中國建設銀行股份有限公司  
(上海南京西路支行)  
中華人民共和國(「中國」)上海  
南京西路577-587號

## 獨立核數師

信永中和(香港)會計師事務所有限公司  
執業會計師  
香港銅鑼灣  
希慎道33號  
利園一期43樓

## 法律顧問

孖士打律師行  
香港  
中環遮打道10號  
太子大廈16-19樓

## 註冊辦事處

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

## CORPORATE INFORMATION (Continued)

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Rooms 3533-39, Level 35  
Two Pacific Place  
88 Queensway  
Hong Kong

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

Room E-F, 28F, Mirae Asset Tower  
No. 166 Lujiazui Ring Road  
Pudong, Shanghai  
The PRC  
Postal Code 200120

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

SMP Partners (Cayman) Limited  
Royal Bank House, 3rd Floor  
24 Shedden Road  
P.O. Box 1586  
Grand Cayman, KY1-1110  
Cayman Islands

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited  
Level 22, Hopewell Centre  
183 Queen's Road East  
Hong Kong

### WEBSITE

[www.csfgroup.com](http://www.csfgroup.com)

### STOCK CODE

08207

### INVESTOR RELATIONS CONTACT

[ir@csfgroup.com](mailto:ir@csfgroup.com)

## 公司資料 (續)

### 香港主要營業地點

香港  
金鐘道88號  
太古廣場二座  
35樓3533-39室

### 總辦事處及中國主要營業地點

中國  
上海浦東新區  
陸家嘴環路166號  
未來資產大廈28樓E-F室  
郵編200120

### 於開曼群島的主要股份過戶及登記處

SMP Partners (Cayman) Limited  
Royal Bank House, 3rd Floor  
24 Shedden Road  
P.O. Box 1586  
Grand Cayman, KY1-1110  
Cayman Islands

### 香港股份過戶登記分處

卓佳證券登記有限公司  
香港  
皇后大道東183號  
合和中心22樓

### 網站

[www.csfgroup.com](http://www.csfgroup.com)

### 股份代號

08207

### 投資者關係聯繫方式

[ir@csfgroup.com](mailto:ir@csfgroup.com)



## FINANCIAL HIGHLIGHTS

### Third Quarter of 2017

## 財務摘要

### 二零一七年第三季度

		For the nine months ended 30 September 截至九月三十日止九個月		Period-on-period change 按期變動
		2017 二零一七年 (Unaudited) (未經審核) RMB'000 人民幣千元	2016 二零一六年 (Unaudited) (未經審核) RMB'000 人民幣千元	
Operating Results	經營業績			
Turnover	營業額	<b>3,669,466</b>	635,965	477%
Profit for the period	期內溢利	<b>1,151,455</b>	223,915	414%
Profit attributable to owners of the Company	本公司擁有人應佔溢利	<b>781,665</b>	217,659	259%
Non-GAAP profit attributable to owners of the Company	本公司擁有人應佔非公認會計原則溢利	<b>633,617</b>	294,082	115%
		<b>RMB</b> 人民幣	RMB 人民幣	
Earnings per share	每股盈利			
- basic	- 基本	<b>3.57 cents分</b>	1.08 cents分	231%
- diluted	- 攤薄	<b>3.40 cents分</b>	1.07 cents分	218%
Non-GAAP earnings per share	每股非公認會計原則盈利			
- basic	- 基本	<b>2.89 cents分</b>	1.46 cents分	98%
- diluted	- 攤薄	<b>2.76 cents分</b>	1.45 cents分	90%



The board of Directors (the “Board”) is pleased to present the unaudited condensed consolidated results of the Company and its subsidiaries (collectively the “Group”) for the three months and nine months ended 30 September 2017 together with the comparative unaudited figures for the corresponding periods in 2016, as follows:

董事會（「董事會」）欣然呈列本公司及其附屬公司（統稱為「本集團」）截至二零一七年九月三十日止三個月及九個月之未經審核簡明綜合業績連同其於二零一六年同期之未經審核比較數字如下：

## CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 簡明綜合損益及其他全面收益表

For the three months and nine months ended 30 September 2017

截至二零一七年九月三十日止三個月及九個月

		Notes 附註	For the three months ended 30 September 截至九月三十日止三個月		For the nine months ended 30 September 截至九月三十日止九個月	
			2017 二零一七年 (Unaudited) (未經審核) RMB'000 人民幣千元	2016 二零一六年 (Unaudited) (未經審核) RMB'000 人民幣千元	2017 二零一七年 (Unaudited) (未經審核) RMB'000 人民幣千元	2016 二零一六年 (Unaudited) (未經審核) RMB'000 人民幣千元
<b>Turnover</b>	<b>營業額</b>	3	<b>1,687,654</b>	260,633	<b>3,669,466</b>	635,965
Interest income	利息收入	3	<b>115,324</b>	103,956	<b>342,440</b>	263,123
Interest expenses	利息開支	6	<b>(92,861)</b>	(64,461)	<b>(280,599)</b>	(147,666)
<b>Net interest income</b>	<b>利息收入淨額</b>		<b>22,463</b>	39,495	<b>61,841</b>	115,457
<b>Financial consultancy service income</b>	<b>財務諮詢服務收入</b>	3	<b>19,043</b>	1,445	<b>53,035</b>	21,216
<b>Third party payment service income</b>	<b>第三方支付服務收入</b>	3	<b>111,075</b>	50,517	<b>255,791</b>	128,161
<b>Online investment and technology-enabled lending service income</b>	<b>在線投資及科技驅動借貸服務收入</b>	3	<b>1,395,156</b>	81,370	<b>2,885,347</b>	186,674
<b>Gain on transfer of rights on interest on loan receivables</b>	<b>轉讓應收貸款利息權利之收益</b>	3	<b>-</b>	-	<b>30,461</b>	-
<b>Others</b>	<b>其他</b>	3	<b>47,056</b>	23,345	<b>102,392</b>	36,791
			<b>1,594,793</b>	196,172	<b>3,388,867</b>	488,299
Other income	其他收入	5	<b>13,973</b>	6,503	<b>25,665</b>	16,113
Other gains or losses	其他收益或虧損	5	<b>5,677</b>	-	<b>3,668</b>	-
Handling charges for third party payment services	第三方支付服務之手續費		<b>(16,380)</b>	(7,500)	<b>(31,973)</b>	(26,735)
Administrative and other operating expenses	行政及其他經營開支		<b>(880,886)</b>	(64,870)	<b>(1,935,758)</b>	(169,006)
Change in fair value of embedded derivative components of convertible bond	可換股債券之內含衍生工具部份之公平值變動		-	-	-	(200)
Share-based payment expenses	以股份支付之開支		<b>(38,275)</b>	(31,111)	<b>(129,785)</b>	(73,434)
Share of results of associates	應佔聯營公司業績		<b>10,133</b>	17,655	<b>52,775</b>	36,289
Gain on disposal of subsidiaries	出售附屬公司之收益		-	-	<b>408,098</b>	37
Gain on deemed disposal of subsidiaries	視作出售附屬公司之收益		-	-	<b>3,303</b>	-
Loss on deemed disposal of an associate	視作出售一間聯營公司之虧損		-	-	-	(2,029)
Loss on disposal of an associate	出售一間聯營公司之虧損		-	-	-	(797)
Change in fair value of preference share of a subsidiary	一間附屬公司之優先股之公平值變動		<b>(81,016)</b>	-	<b>(181,565)</b>	-





		Notes 附註	For the three months ended 30 September 截至九月三十日止三個月		For the nine months ended 30 September 截至九月三十日止九個月	
			2017 二零一七年 (Unaudited) (未經審核) RMB'000 人民幣千元	2016 二零一六年 (Unaudited) (未經審核) RMB'000 人民幣千元	2017 二零一七年 (Unaudited) (未經審核) RMB'000 人民幣千元	2016 二零一六年 (Unaudited) (未經審核) RMB'000 人民幣千元
<b>Profit before tax</b>	除稅前溢利	7	<b>608,019</b>	116,849	<b>1,603,295</b>	268,537
Income tax	所得稅	8	<b>(185,313)</b>	(20,177)	<b>(451,840)</b>	(44,622)
<b>Profit for the period</b>	期間溢利		<b>422,706</b>	96,672	<b>1,151,455</b>	223,915
<b>Other comprehensive income (expense) for the period</b>	期內其他全面 收入(開支)					
<b>Items that may be reclassified subsequently to profit or loss:</b>	其後可能重新分類至 損益之項目:					
Exchange differences on translating foreign operations	換算海外營運公司 匯兌差額		<b>(13,821)</b>	6,801	<b>(53,269)</b>	22,262
Change in fair value of available-for-sale investments	可供出售投資之 公平值變動		<b>(2,541)</b>	-	<b>4,152</b>	(2,892)
Reclassification upon disposal of available-for-sale investments	出售可供出售投資之 重新分配		<b>(4,152)</b>	-	<b>(4,152)</b>	-
Other comprehensive expense for the period, net of income tax	期內其他全面開支· 扣除所得稅		<b>(20,514)</b>	6,801	<b>(53,269)</b>	19,370
<b>Total comprehensive income for the period</b>	期內全面收入總額		<b>402,192</b>	103,473	<b>1,098,186</b>	243,285
<b>Profit for the period attributable to:</b>	應佔期內溢利:					
Owners of the Company	本公司擁有人		<b>214,744</b>	90,905	<b>781,665</b>	217,659
Non-controlling interests	非控股權益		<b>207,962</b>	5,767	<b>369,790</b>	6,256
			<b>422,706</b>	96,672	<b>1,151,455</b>	223,915
<b>Total comprehensive income for the period attributable to:</b>	應佔期內全面收入總額:					
Owners of the Company	本公司擁有人		<b>194,595</b>	97,703	<b>728,903</b>	237,008
Non-controlling interests	非控股權益		<b>207,597</b>	5,770	<b>369,283</b>	6,277
			<b>402,192</b>	103,473	<b>1,098,186</b>	243,285
			<b>RMB</b> 人民幣	RMB 人民幣	<b>RMB</b> 人民幣	RMB 人民幣
<b>Earnings per share</b>	每股盈利	10				
Basic	基本		<b>0.97 cent</b> 分	0.44 cent分	<b>3.57 cents</b> 分	1.08 cents分
Diluted	攤薄		<b>0.93 cent</b> 分	0.44 cent分	<b>3.40 cents</b> 分	1.07 cents分

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 1. BASIS OF PREPARATION

The unaudited condensed consolidated results of the Group for the three months and nine months ended 30 September 2017 have been prepared in accordance with the Hong Kong Accounting Standards and Interpretations and complied with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the applicable disclosure requirements of the GEM Listing Rules.

### 2. PRINCIPAL ACCOUNTING POLICIES

The accounting policies used in the preparation of these results are consistent with those used in the preparation of the Group's annual financial statements for the year ended 31 December 2016.

### 3. TURNOVER

The principal activities of the Company's subsidiaries are provision of traditional financing services and related financing consultancy services including entrusted loan service, real estate-backed loan service, pawn loan service, other loan service and microfinance service, and internet financing services including third party payment service, online investment and technology-enabled lending service and related activities on loan portfolio management, as well as provision of social gaming services and provision of IT solution services.

Turnover represents interest income (either from entrusted loans, real estate-backed loans, pawn loans, other loans or micro loans), financial consultancy service income, third party payment service income, online investment and technology-enabled lending service income, social gaming service income, IT solution service income and gain on transfer of rights on interest on loan receivables, net of corresponding sales related taxes. The amount of each significant category of revenue recognised in turnover for the period is as follows:

		For the three months ended 30 September		For the nine months ended 30 September	
		2017	2016	2017	2016
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		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
<b>Interest income</b>	<b>利息收入</b>				
Entrusted loan service income	委託貸款服務收入	23,922	28,299	67,241	89,362
Other loan service and real estate-backed loan service income	其他貸款服務及房地產抵押貸款服務收入	91,360	75,622	275,148	173,605
Microfinance service income	小額融資服務收入	42	35	51	156
		<b>115,324</b>	103,956	<b>342,440</b>	263,123
<b>Financial consultancy service income</b>	<b>財務諮詢服務收入</b>	<b>19,043</b>	1,445	<b>53,035</b>	21,216
<b>Third party payment service income</b>	<b>第三方支付服務收入</b>	<b>111,075</b>	50,517	<b>255,791</b>	128,161
<b>Online investment and technology-enabled lending service income</b>	<b>在線投資及科技驅動借貸服務收入</b>	<b>1,395,156</b>	81,370	<b>2,885,347</b>	186,674
<b>Gain on transfer of rights on interest on loan receivables</b>	<b>轉讓應收貸款利息權利之收益</b>	-	-	<b>30,461</b>	-
<b>Others</b>	<b>其他</b>	<b>47,056</b>	23,345	<b>102,392</b>	36,791
<b>Turnover</b>	<b>營業額</b>	<b>1,687,654</b>	260,633	<b>3,669,466</b>	635,965

## 簡明綜合財務報表附註

### 1. 編製基準

本集團截至二零一七年九月三十日止三個月及九個月之未經審核簡明綜合業績乃根據香港會計準則及詮釋編製，並已遵守香港會計師公會所頒佈之香港財務報告準則及創業板上市規則之適用披露規定。

### 2. 主要會計政策

編製該等業績所採用之會計政策與編製本集團截至二零一六年十二月三十一日止年度之年度財務報表所採用者貫徹一致。

### 3. 營業額

本公司附屬公司之主要業務為提供傳統融資服務及相關融資諮詢服務，包括委託貸款服務、房地產抵押貸款服務、典當貸款服務、其他貸款服務及小額融資服務及互聯網融資服務（包括第三方支付服務）、在線投資及科技驅動借貸服務以及貸款組合管理之相關業務，及提供社交遊戲服務及提供IT解決方案服務。

營業額指扣除相應之相關銷售稅後之利息收入（來自委託貸款、房地產抵押貸款、典當貸款、其他貸款及小額貸款）、財務諮詢服務收入、第三方支付服務收入、在線投資及科技驅動借貸服務收入、社交遊戲服務收入、IT解決方案服務收入及轉讓應收貸款利息權利之收益。本期間於營業額中確認之收入之各重大類別金額如下：

#### 4. SEGMENT INFORMATION

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial data and information provided regularly to the Group's chief operation decision maker ("CODM"), which are the most senior executive management, for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

The Directors have organised the Group into different segments by the types of services provided.

Specifically, the Group's reportable segments are as follows:

1. Traditional loans and financing – provision of financing services in the PRC and Hong Kong;
2. Third party payment services – provision of online third party payment service and prepaid card issuance business;
3. Online investment and technology-enabled lending services – provision of internet loan services in the PRC; and
4. Others – provision of social gaming services in the PRC, provision of IT solution services in Vietnam and property investment.

The CODM, after considering the nature of loan financing and micro loan financing, decided that it is more appropriate to perform resource allocation and assessment of segment performance together for these two operations. These two operations were redesignated as a single segment-traditional loans and financing segment in current period. The relevant segment information for the period ended 30 September 2016 was restated accordingly.

#### Segment revenue and results

For the nine months ended 30 September 2017 (Unaudited)

		Traditional loans and financing	Third party payment services	Online investment and technology-enabled lending services	Others	Total
		傳統貸款及融資 RMB'000 人民幣千元	第三方支付服務 RMB'000 人民幣千元	在線投資及科技驅動借貸服務 RMB'000 人民幣千元	其他 RMB'000 人民幣千元	合計 RMB'000 人民幣千元
REVENUE	收入					
External income and gain	外部收入及收益	425,936	255,791	2,885,347	102,392	3,669,466
Segment results	分部業績	33,873	159,578	1,281,234	(7,621)	1,467,064
Share of results of associates	應佔聯營公司業績					52,775
Unallocated other income	未分配其他收入					7,653
Other gain or losses	其他收益或虧損					3,668
Gain on disposal of subsidiaries	出售附屬公司之收益					408,098
Gain on deemed disposal of subsidiaries	視作出售附屬公司之收益					3,303
Change in fair value of preference share of a subsidiary	一間附屬公司之優先股之公平值變動					(181,565)
Share-based payment expenses	以股份支付之支出					(129,785)
Interest expenses	利息開支					(14,486)
Unallocated expenses	未分配開支					(13,430)
Profit before tax	除稅前溢利					1,603,295

#### 4. 分部資料

經營分部及綜合財務報表所報告的各分部項目的款項乃於為分配資源予本集團不同業務及地區以及評估該等業務及地區的表現而定期向本集團最高營運決策人（「最高營運決策人」，即最高級行政管理人員）提供的財務數據及資料中識別。

董事根據所提供服務類型將本集團分為不同分部。

具體而言，本集團之可報告分部如下：

1. 傳統貸款及融資－於中國及香港提供融資服務；
2. 第三方支付服務－提供網上第三方支付服務及預付卡發行業務；
3. 在線投資及科技驅動借貸服務－於中國提供互聯網貸款服務；及
4. 其他－於中國提供社交遊戲服務，於越南提供IT解決方案服務及物業投資。

最高營運決策人於考慮貸款融資及小額貸款融資的性質後，認為將該兩項業務作為整體進行資源分配及分部表現評估更為合適。該兩項業務被重新指定為一個單一分部－本期間的傳統貸款及融資分部。截至二零一六年九月三十日止期間之相關分部資料已相應重列。

#### 分部收入及業績

截至二零一七年九月三十日止九個月（未經審核）

#### 4. SEGMENT INFORMATION (Continued)

##### Segment revenue and results (Continued)

For the nine months ended 30 September 2016 (Unaudited)

		Traditional loans and financing	Third party payment services	Online investment and technology- enabled lending services	Others	Total
		傳統貸款 及融資 RMB'000 人民幣千元	第三方 支付服務 RMB'000 人民幣千元	在線投資及 科技驅動 借貸服務 RMB'000 人民幣千元	其他 RMB'000 人民幣千元	合計 RMB'000 人民幣千元
REVENUE	收入					
External income and gain	外部收入及收益	284,339	128,161	186,674	36,791	635,965
Segment results	分部業績	58,785	90,638	128,430	24,139	301,992
Share of results of associates	應佔聯營公司業績					36,289
Unallocated other income	未分配其他收入					9,930
Change in fair value of embedded derivative components of convertible bond	可換股債券之內含衍生工具部份之公平值變動					(200)
Gain on disposal of subsidiaries	出售附屬公司之收益					37
Loss on deemed disposal of an associate	視作出售一間聯營公司之虧損					(2,029)
Loss on disposal of an associate	出售一間聯營公司之虧損					(797)
Share-based payment expenses	以股份支付之支出					(73,434)
Unallocated expenses	未分配開支					(3,251)
Profit before tax	除稅前溢利					268,537

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 2. Segment profit or loss represents profit earned by or loss from each segment without allocation of share of results of associates, unallocated other income, gain on disposal of subsidiaries, gain on deemed disposal of subsidiaries, loss on deemed disposal of an associate, loss on disposal of an associate, change in fair value of embedded derivative components of convertible bond, change in fair value of preference share of a subsidiary, central administration costs, share-based payment expenses and interest expenses. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

#### 5. OTHER INCOME AND GAINS OR LOSSES

		For the three months ended 30 September		For the nine months ended 30 September	
		截至九月三十日止三個月	截至九月三十日止三個月	截至九月三十日止九個月	截至九月三十日止九個月
		2017	2016	2017	2016
		二零一七年	二零一六年	二零一七年	二零一六年
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Bank interest income	銀行利息收入	367	1,836	5,015	7,195
Government grants (Note)	政府津貼(附註)	1,399	1,792	2,638	2,009
Interest income on convertible bonds	可換股債券利息收入	-	-	-	726
Imputed interest on corporate bonds	公司債券之推算利息	-	-	3,703	-
Fair value changes of held for trading investments	持作買賣投資之公平值變動	5,676	-	(36)	-
Dividend income	股息收入	6,884	-	6,884	-
Others	其他	5,324	2,875	11,129	6,183
		19,650	6,503	29,333	16,113

Note: Government grants in respect of encouragement of expansion of enterprise were recognized at the time the Group fulfilled the relevant granting criteria.

附註：有關鼓勵企業擴充之政府津貼於本集團符合相關津貼標準時確認。

#### 4. 分部資料(續)

##### 分部收入及業績(續)

截至二零一六年九月三十日止九個月(未經審核)

經營分部之會計政策與附註2所述本集團會計政策一致。分部損益指各分部獲得之損益，惟並無分配應佔聯營公司之業績、未分配其他收入、出售附屬公司之收益、視作出售附屬公司之收益、視作出售一間聯營公司之虧損、出售一間聯營公司之虧損、可換股債券之內含衍生工具部份之公平值變動、一間附屬公司之優先股之公平值變動、中央行政成本、以股份支付之支出及利息開支。此乃就資源分配及表現評估向最高營運決策人呈報之方法。

#### 5. 其他收入及收益或虧損

## 6. INTEREST EXPENSES

## 6. 利息開支

		For the three months ended 30 September 截至九月三十日止三個月		For the nine months ended 30 September 截至九月三十日止九個月	
		2017 二零一七年 (Unaudited) (未經審核) RMB'000 人民幣千元	2016 二零一六年 (Unaudited) (未經審核) RMB'000 人民幣千元	2017 二零一七年 (Unaudited) (未經審核) RMB'000 人民幣千元	2016 二零一六年 (Unaudited) (未經審核) RMB'000 人民幣千元
Interest on bank and other borrowings	銀行及其他借款利息	40,693	21,228	120,140	67,449
Interest on corporate bonds	公司債券利息	1,218	1,690	7,213	13,409
Interest on convertible bonds	可換股債券利息	50,950	41,543	153,246	66,808
		<b>92,861</b>	64,461	<b>280,599</b>	147,666

## 7. PROFIT BEFORE TAX

## 7. 除稅前溢利

Profit before tax has been arrived at after charging/(crediting):

除稅前溢利乃經扣除／(計入)下列各項後達致：

		For the three months ended 30 September 截至九月三十日止三個月		For the nine months ended 30 September 截至九月三十日止九個月	
		2017 二零一七年 (Unaudited) (未經審核) RMB'000 人民幣千元	2016 二零一六年 (Unaudited) (未經審核) RMB'000 人民幣千元	2017 二零一七年 (Unaudited) (未經審核) RMB'000 人民幣千元	2016 二零一六年 (Unaudited) (未經審核) RMB'000 人民幣千元
<b>(a) Staff costs, including directors' remuneration</b>	<b>(a) 員工成本，包括董事薪酬</b>				
Salaries, wages and other benefits	薪金、工資及其他福利	64,591	21,850	184,839	60,622
Contribution to defined contribution retirement benefits scheme	定額供款退休福利計劃供款	5,512	5,015	13,909	7,292
Share-based payment expenses	以股份支付之開支	38,275	31,111	129,785	73,434
		<b>108,378</b>	57,976	<b>328,533</b>	141,348
<b>(b) Other items</b>	<b>(b) 其他項目</b>				
Auditors' remuneration	核數師薪酬	927	743	1,811	1,520
Impairment recognised on loan receivables and other receivables	就應收貸款及其他應收款確認之減值	10,414	4,407	18,497	5,472
Depreciation and amortization	折舊及攤銷	22,863	4,409	48,982	7,723
Net exchange difference	匯兌差額淨額	6,136	(1,376)	4,516	(477)
Operating lease charges in respect of properties	物業經營租賃開支	11,566	5,369	30,612	14,540
Fair value of change of provision for financial guarantee (included in administrative and other operating expenses)	財務擔保之撥備公平值變動(計入行政及其他經營開支)	417,255	-	944,508	-

## 8. INCOME TAX

## 8. 所得稅

	For the three months ended 30 September 截至九月三十日止三個月		For the nine months ended 30 September 截至九月三十日止九個月	
	2017 二零一七年 (Unaudited) (未經審核) RMB'000 人民幣千元	2016 二零一六年 (Unaudited) (未經審核) RMB'000 人民幣千元	2017 二零一七年 (Unaudited) (未經審核) RMB'000 人民幣千元	2016 二零一六年 (Unaudited) (未經審核) RMB'000 人民幣千元
Current tax				
Provision for Hong Kong Profits Tax				
Provision for PRC Enterprise Income Tax (the "EIT")				
Deferred tax				
	<b>4,883</b>	1,979	<b>15,152</b>	3,559
	<b>180,430</b>	17,280	<b>436,688</b>	40,145
	-	918	-	918
	<b>185,313</b>	20,177	<b>451,840</b>	44,622

- (i) Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands (the "BVI"), the Group is not subject to any income tax in the Cayman Islands and the BVI.
- (ii) The applicable tax rate for the subsidiaries incorporated in Hong Kong is 16.5% for the three months and nine months ended 30 September 2017 and 2016.
- (iii) Profits of the subsidiaries established in the PRC are subject to PRC EIT.
- Under the Law of the PRC on EIT (the "EIT Law") and Implementation Regulation of EIT Law, the tax rate of the PRC subsidiaries is 25% for both periods.
- During the three months and nine months ended 30 September 2017 and 2016, several subsidiaries established in the PRC were recognised as High Technology Enterprises and subject to PRC income tax at 15% in accordance with the EIT Law.
- During the nine months ended 30 September 2017, PRC EIT of approximately RMB46,417,000 is arising from the gain on disposal of subsidiaries.
- (iv) According to the requirements of the Provisional Regulations of the PRC on Land Appreciation Tax (the "LAT") (中華人民共和國土地增值稅暫行條例) effective from 1 January 1994, and the Detailed Implementation Rules on the Provisional Regulations of the PRC on LAT (中華人民共和國土地增值稅暫行條例實施細則) effective from 27 January 1995 as well, all income from the sale or transfer of land use rights, buildings and their attached facilities in the PRC is subject to LAT at progressive rates ranging from 30% to 60% of the appreciation value as calculated according to the Provisional Regulations of the PRC on LAT and its Detailed Implementation Rules.
- (i) 根據開曼群島及英屬處女群島(「英屬處女群島」)規則及法規,本集團毋須繳納任何開曼群島及英屬處女群島所得稅。
- (ii) 截至二零一七年及二零一六年九月三十日止三個月及九個月,於香港註冊成立之附屬公司之適用稅率為16.5%。
- (iii) 於中國成立之附屬公司之溢利須繳納中國企業所得稅。
- 根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例,中國附屬公司於該兩個期間之稅率均為25%。
- 截至二零一七年及二零一六年九月三十日止三個月及九個月,於中國成立之若干附屬公司獲確認為高科技企業,可根據企業所得稅法按15%之稅率繳納中國所得稅。
- 截至二零一七年九月三十日止九個月,中國企業所得稅約人民幣46,417,000元乃來自出售附屬公司之收益。
- (iv) 根據自一九九四年一月一日起生效之中華人民共和國土地增值稅(「土地增值稅」)暫行條例之規定及自一九九五年一月二十七日起生效之中華人民共和國土地增值稅暫行條例實施細則,自出售或轉讓於中國之土地使用權、樓宇及其附帶設施之所有收入須按根據中華人民共和國土地增值稅暫行條例及其實施細則計算之增值之30%至60%之累進稅率繳納土地增值稅。

## 9. DIVIDENDS

The Board has resolved not to pay an interim dividend for the nine months ended 30 September 2017 (nine months ended 30 September 2016: Nil).

## 10. EARNINGS PER SHARE

### Basic earnings per share

The calculation of basic earnings per share for the three months and nine months ended 30 September 2017 is based on the profit attributable to owners of the Company of RMB214,744,000 and RMB781,665,000 respectively (three months and nine months ended 30 September 2016: RMB90,905,000 and RMB217,659,000 respectively) and the weighted average of 22,104,504,473 and 21,888,553,045 ordinary shares in issue respectively during the three months and nine months ended 30 September 2017 (three months and nine months ended 30 September 2016: 20,676,108,468 and 20,105,320,072 ordinary shares respectively).

### Diluted earnings per share

The calculation of diluted earnings per share for the three months and nine months ended 30 September 2017 is based on the profit attributable to owners of the Company of RMB214,744,000 and RMB781,665,000 respectively (three months and nine months ended 30 September 2016: RMB90,905,000 and RMB217,659,000 respectively) and the weighted average of 23,048,963,698 and 22,984,828,649 ordinary shares in issue respectively during the periods (three months and nine months ended 30 September 2016: 20,848,603,611 and 20,307,230,264 ordinary shares respectively).

For the three months and nine months ended 30 September 2017 and 2016, the computation of diluted earnings per share does not assume the conversion of the Company's outstanding convertible bonds since their exercise would result in an increase in earnings per share.

As at 30 September 2017, the number of new shares of the Company which may be issued pursuant to the convertible bond are 2,437,730,117 shares.

## 9. 股息

董事會已議決不派付截至二零一七年九月三十日止九個月之中期股息(截至二零一六年九月三十日止九個月:無)。

## 10. 每股盈利

### 每股基本盈利

截至二零一七年九月三十日止三個月及九個月的每股基本盈利乃按本公司擁有人應佔溢利分別為人民幣214,744,000元及人民幣781,665,000元(截至二零一六年九月三十日止三個月及九個月:分別為人民幣90,905,000元及人民幣217,659,000元)及於截至二零一七年九月三十日止三個月及九個月已發行普通股之加權平均數分別為22,104,504,473股及21,888,553,045股(截至二零一六年九月三十日止三個月及九個月:分別為20,676,108,468股及20,105,320,072股普通股)計算。

### 每股攤薄盈利

截至二零一七年九月三十日止三個月及九個月之每股攤薄盈利乃按本公司擁有人應佔溢利分別為人民幣214,744,000元及人民幣781,665,000元(截至二零一六年九月三十日止三個月及九個月:分別為人民幣90,905,000元及人民幣217,659,000元)及於期內已發行普通股之加權平均數分別為23,048,963,698股及22,984,828,649股(截至二零一六年九月三十日止三個月及九個月:分別為20,848,603,611股及20,307,230,264股普通股)計算。

截至二零一七年及二零一六年九月三十日止三個月及九個月,由於行使本公司之尚未轉換可換股債券將導致每股盈利增加,故每股攤薄盈利之計算並不假設轉換該等尚未轉換可換股債券。

於二零一七年九月三十日,因可換股債券而可能發行的本公司新股份數目為2,437,730,117股。

## 11. RESERVES

## 11. 儲備

		Attributable to owners of the Company 本公司擁有人應佔													
		Share capital	Share premium	Statutory reserve	Retained profits	Investment revaluation reserve	Exchange reserve	Share-based payment reserve	Capital reserve	Special reserve	Contingent consideration reserve	Equity component of convertible bonds	Total	Non-controlling interests	Total equity
		股本	股份溢價	法定儲備	保留溢利	投資重估儲備	匯兌儲備	以股份支付款項儲備	資本儲備	特別儲備	代價儲備	或然債務部分	總計	非控股權益	權益總額
		RMB'000	RMB'000	RMB'000	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	人民幣千元	人民幣千元	人民幣千元
At 1 January 2017 (Audited)	於二零一七年一月一日 (經審核)	358,259	2,920,079	36,569	887,660	-	72,641	151,279	(591,729)	40,000	155,502	165,583	4,195,843	45,737	4,241,580
Profit for the period	期內溢利	-	-	-	781,665	-	-	-	-	-	-	-	781,665	369,790	1,151,455
Other comprehensive income (expense)	其他全面收入(開支)	-	-	-	-	-	-	-	-	-	-	-	-	-	-
- exchange differences on translating foreign operations	- 換算海外營運公司匯兌差額	-	-	-	-	-	(52,762)	-	-	-	-	-	(52,762)	(507)	(53,269)
- change in fair value of available-for-sale investments	- 可供出售投資之公平值變動	-	-	-	-	4,152	-	-	-	-	-	-	4,152	-	4,152
Reclassification upon disposal of available-for-sale investments	出售可供出售投資之重新分配	-	-	-	-	(4,152)	-	-	-	-	-	-	(4,152)	-	(4,152)
Total comprehensive income (expense) for the period	期內全面收入(開支)總額	-	-	-	781,665	-	(52,762)	-	-	-	-	-	728,903	369,283	1,098,186
Issue of shares upon exercise of share options	於行使購股權時發行股份	3,755	130,168	-	-	-	-	(23,121)	-	-	-	-	110,802	-	110,802
Acquisition of available-for-sale investments	收購可供出售投資	2,204	113,510	-	-	-	-	-	-	-	-	-	115,714	-	115,714
Recognition of equity-settled share-based payments	確認按權益結算以股份支付之付款	-	-	-	-	-	-	129,785	-	-	-	-	129,785	-	129,785
Acquisition of a subsidiary	收購一間附屬公司	-	-	-	-	-	-	-	-	-	-	-	-	16,087	16,087
Lapse of share options	購股權失效	-	-	-	1,069	-	-	(1,069)	-	-	-	-	-	-	-
Appropriation to statutory reserve funds	分配至法定儲備金	-	-	(2,424)	2,424	-	-	-	-	-	-	-	-	-	-
Conversion of convertible bonds	轉換可換股債券	2,406	83,427	-	-	-	-	-	-	-	(9,140)	-	76,693	-	76,693
Issue of consideration shares	發行代價股份	4,296	151,206	-	-	-	-	-	-	(155,502)	-	-	-	-	-
Deemed disposal of subsidiaries	視作出售附屬公司	-	-	-	-	-	-	-	(3)	-	-	-	(3)	929	926
Dividend paid to non-controlling shareholders	已派付非控股股東之股息	-	-	-	-	-	-	-	-	-	-	-	-	(5,583)	(5,583)
At 30 September 2017 (Unaudited)	於二零一七年九月三十日 (未經審核)	370,920	3,398,390	34,145	1,672,818	-	19,879	256,874	(591,732)	40,000	-	156,443	5,357,737	426,453	5,784,190
At 1 January 2016 (Audited)	於二零一六年一月一日 (經審核)	321,642	1,665,026	33,106	588,524	2,892	11,549	47,300	(125,035)	40,000	-	23,206	2,608,210	24,376	2,632,586
Profit for the period	期內溢利	-	-	-	217,659	-	-	-	-	-	-	-	217,659	6,256	223,915
Other comprehensive income (expense)	其他全面收入(開支)	-	-	-	-	-	-	-	-	-	-	-	-	-	-
- exchange differences on translating foreign operations	- 換算海外營運公司匯兌差額	-	-	-	-	-	22,241	-	-	-	-	-	22,241	21	22,262
- change in fair value of available-for-sale investments	- 可供出售投資之公平值變動	-	-	-	-	(2,892)	-	-	-	-	-	-	(2,892)	-	(2,892)
Total comprehensive income (expense) for the period	期內全面收入(開支)總額	-	-	-	217,659	(2,892)	22,241	-	-	-	-	-	237,008	6,277	243,285
Issue of shares upon exercise of share options	於行使購股權時發行股份	603	14,444	-	-	-	-	(2,941)	-	-	-	-	12,106	-	12,106
Issue of shares for acquisition of an associate	就收購一間聯營公司而發行股份	21,557	666,101	-	-	-	-	-	-	-	-	-	687,658	-	687,658
Recognition of equity-settled share-based payments	確認按權益結算以股份支付之付款	-	-	-	-	-	-	73,434	-	-	-	-	73,434	-	73,434
Acquisition of a subsidiary	收購一間附屬公司	-	-	-	-	-	-	-	-	155,502	-	-	155,502	2,555	158,057
Lapse of share options	購股權失效	-	-	-	795	-	-	(795)	-	-	-	-	-	-	-
Appropriation to statutory reserve funds	分配至法定儲備金	-	-	3,463	(3,463)	-	-	-	-	-	-	-	-	-	-
Conversion of convertible bonds	轉換可換股債券	124	4,190	-	-	-	-	-	-	-	(466)	-	3,848	-	3,848
Recognition of equity component of convertible bonds	確認可換股債券之權益部分	-	-	-	-	-	-	-	-	-	-	128,044	128,044	-	128,044
At 30 September 2016 (Unaudited)	於二零一六年九月三十日 (未經審核)	343,926	2,349,761	36,569	803,515	-	33,790	116,998	(125,035)	40,000	155,502	150,784	3,905,810	33,208	3,939,018





## MANAGEMENT DISCUSSION AND ANALYSIS

### Business Review

#### Industry Trends

With China's shift towards a consumption-driven economy and the continuous development of the FinTech industry, the PRC consumer finance sector is experiencing rapid growth. According to the PRC Consumer Finance Innovation Report (《中國消費金融創新報告》) issued by National Institution for Finance & Development, as at the end of 2016, the size of the PRC consumer finance market was estimated to be RMB6 trillion. It is expected the size of the PRC consumer finance market can exceed RMB12 trillion by 2020, having considerable industrial growth potential.

By leveraging on its comprehensive business qualifications and risk management capabilities, the Group's various FinTech platforms received affirmation and recognition from regulatory authorities (such as the People's Bank of China) and industry associations (such as the National Internet Finance Association of China). In the first three quarters of 2017, we further expanded and diversified our FinTech ecosystem through acquisition and established a business system comprising seven segments, namely (1) traditional loans, (2) third party payment, (3) online investment, (4) technology-enabled lending, (5) social gaming, (6) asset management and (7) insurance. By leveraging on our ever-growing FinTech service ecosystem, we believe that the Company will maintain and solidify its market leading position.

#### Operational Highlights

- *Third party payment*  
UCF Pay Limited\* (先鋒支付有限公司) ("UCF Pay") has maintained its leading position in the online third party payment service sector in China. The total transaction volume in the first three quarters of 2017 reached RMB428.8 billion, representing a growth of more than 230% period-on-period. The monthly transaction volume in 2017 made a number of historic highs, of which the transaction volume in September exceeded RMB70.0 billion. As of the end of September 2017, UCF Pay's accumulated active users reached 4.31 million. UCF Pay actively explored payment innovation, researched the inner needs of financial industry, and is currently offering integrated solutions including payment integration, cross-border payment, direct banking, banks' fund custody solutions, online lending cloud platform, industrial chain finance and cloud wallet service.

\* the English translation of the Chinese names or words is for information purpose only and should not be regarded as the official English translation of such Chinese names or words

## 管理層討論與分析

### 業務回顧

#### 行業趨勢

隨著中國逐漸轉為消費驅動的經濟增長模式及金融科技行業的不斷發展，中國的消費金融行業正在經歷迅猛增長。根據國家金融與發展實驗室 (National Institution for Finance & Development) 發佈的《中國消費金融創新報告》，截至二零一六年底，中國消費金融市場規模估計為人民幣6萬億元。預計到二零二零年，中國消費金融市場的規模可超過人民幣12萬億元，具有可觀的產業潛力。

本集團各金融科技平台憑借齊全的業務資質、完備的風險管控能力獲得監管機構（如中國人民銀行）以及行業協會（如中國互聯網金融協會等）的肯定和認可。二零一七年前三季度，我們通過收購進一步拓寬及多元化我們的金融科技生態系統，打造了包含(1)傳統貸款、(2)第三方支付、(3)在線投資、(4)科技驅動貸款、(5)社交遊戲、(6)資產管理、及(7)保險共七個板塊的業務體系。憑借我們不斷豐富的金融科技服務生態系統，相信本公司將繼續保持和鞏固行業領先地位。

#### 營運摘要

- *第三方支付*  
先鋒支付有限公司（「先鋒支付」）一直維持其中國網上第三方支付服務行業之領先地位。二零一七年前三季度的總交易量達到人民幣4,288億元，同比增長逾230%。二零一七年度月度交易量屢創新高，其中九月單月交易量超過人民幣700億元。截至二零一七年九月底，先鋒支付累計活躍用戶數達431萬。先鋒支付積極探索支付創新，挖掘金融行業更深層次的需求，目前已經形成聚合支付、跨境支付、直銷銀行、銀行資金存管解決方案、網貸雲平台、產業鏈金融、雲錢包等互聯網金融綜合解決方案。

\* 該等中文名稱或詞彙之英文翻譯僅供參考，並不應被視為有關中文名稱或詞彙之正式英文翻譯

## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### Business Review (Continued)

#### Operational Highlights (Continued)

- *Third party payment (Continued)*  
Shanghai Jifu Xinxi Jishu Fuwu Co., Ltd.\* (上海即富信息技術服務有限公司) (“Shanghai Jifu”), our mobile point of sale (“POS”) provider which is 35% owned by the Group, recorded a total transaction volume of RMB1,190.9 billion in the first three quarters of 2017, representing a growth of 162% period-on-period. Total registered users reached 13.76 million as of the end of September 2017, representing a growth of 6.23 million new registered users as compared to that at the end of 2016. The accumulated active users reached 5.81 million as of the end of September 2017, representing a growth of 2.57 million active users as compared to that at the end of 2016. Shanghai Jifu was focused on promoting DianPOS (點刷) /MPOS and Point POS (點POS) business in the first three quarters of 2017 and received positive market feedback, resulting in a substantial growth in both its transaction volume and number of new users.

Amigo Technologies Joint Stock Company (“Amigo Technologies”) (in which the Group holds a 51% interest), our payment services provider in Vietnam, recorded total transaction volume of VND113 trillion in the first three quarters of 2017, representing a growth of 28% period-on-period. In the first three quarters of 2017, Amigo Technologies’ total number of transactions was 96.41 million, representing a growth of 53% as compared to the first three quarters of 2016. Such strong growth was attributable to the significant contribution from cash-on-delivery (COD) services. In addition, Amigo Technologies’ newly launched collection services for public administrative agencies and tax departments have started to see a month-on-month increase in transaction volume.

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## 管理層討論與分析 (續)

### 業務回顧 (續)

#### 營運摘要 (續)

- *第三方支付 (續)*  
我們的移動銷售點「POS」供應商上海即富信息技術服務有限公司(「上海即富」, 本集團擁有其35%權益)於二零一七年前三季度錄得總交易量人民幣11,909億元, 同比增長162%。截至二零一七年九月底之註冊用戶總數達1,376萬, 相比二零一六年底新增註冊用戶623萬。截至二零一七年九月底之累計活躍用戶數達581萬, 相比二零一六年底新增活躍用戶數257萬。上海即富在二零一七年前三季度重點推廣點刷/MPOS和點POS業務, 市場反饋強烈, 交易量和新增用戶數量增速得到質的飛躍。

本集團的越南支付服務供應商Amigo Technologies Joint Stock Company (「Amigo Technologies」, 本集團持有其51%權益)於二零一七年前三季度之交易總量達到越南盾113萬億, 同比增長28%。二零一七年前三季度, Amigo Technologies之總交易筆數達到9,641萬筆, 較二零一六年前三季度增長53%。有關強勁增長乃由於貨到付款(COD)服務之重大貢獻所致。此外, Amigo Technologies為公共行政機構及稅務局新推出的收費業務已開始呈現交易量環比增長。

\* 該等中文名稱或詞彙之英文翻譯僅供參考, 並不應被視為有關中文名稱或詞彙之正式英文翻譯



## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### Business Review (Continued)

#### Operational Highlights (Continued)

- *Online investment and technology-enabled lending*  
In the first three quarters of 2017, First House Loan achieved total transaction volume of RMB12.3 billion. During the period under review, with continuing growth in the number of new customers, the existing businesses of First House Loan made steady progress. In terms of product development, First House Loan successfully upgraded its personal credit products and launched a new product targeting financing demands of quality companies, creating growth opportunities.

Weshare, which is an online consumer lending platform, recorded a significant growth in the first three quarters of 2017. As of the end of September 2017, Weshare had more than 20 million accumulated registered users. The accumulated transaction volume reached more than RMB40 billion in the first three quarters of 2017. In the first three quarters of 2017, Weshare developed installment loan product with a higher ticket size, based on “Shandian Jiekuan (閃電借款)”, its small lending online platform, as well as robo-adviser and products in distribution platforms. Meanwhile, the financial cloud platform, which is focused on big data-based risk management, has officially provided services to clients and has in-depth collaboration with leading companies such as 360 to develop consumer finance products. For market promotion, Weshare established the digitalized marketing system which relied on customer relationship and the operation system for managing the full workflow of users’ life cycle. At the same time, it established user relationship chain by leveraging on member-get-member (MGM)’s social finance in order to lay a solid foundation for customer acquisition with high efficiency and low cost and sizable customer operation.

## 管理層討論與分析 (續)

### 業務回顧 (續)

#### 營運摘要 (續)

- *在線投資及科技驅動貸款業務*  
第一房貸於二零一七年前三季度之交易總額達到人民幣123億元。於回顧期內，第一房貸存量業務穩健發展，新客戶不斷進入；產品開發方面，原有個人信貸產品升級，面向優質企業融資需求的新產品落地，為第一房貸帶來新的增量業務機會。

我們的在線消費信貸金融平台掌眾金服在二零一七年前三季度收穫顯著增長。截至二零一七年九月底，掌眾金服已累計註冊用戶超過2,000萬。二零一七年前三季度，掌眾金服累計撮合交易額超過人民幣400億元。二零一七年前三季度，掌眾金服圍繞小額借款在線撮合平台「閃電借款」延伸出大額現金分期業務、智能投顧和流量分發平台產品。同時，以大數據風控為核心的金融雲平台也已正式向客戶提供服務，並與360等行業領先公司深度合作打造消費金融產品。市場推廣方面，掌眾金服建立了依託客戶關係數字化營銷體系和全流程用戶生命週期管理的運營體系，同時依託會員推介 (MGM) 社交金融建立用戶關係鏈，為高效率低成本的獲客及規模化用戶運營奠定了堅實基礎。

## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### Business Review (Continued)

#### Strategic Highlights

On 29 September 2017, the Group, together with a consortium, acquired 63.43% of the issued shares in Ping An Securities Group (Holdings) Limited ("Ping An Securities", stock code: 231), a company listed on the Stock Exchange, and as a result the Group is beneficially interested in 23.47% of Ping An Securities. Ping An Securities Limited, a subsidiary of Ping An Securities, is a corporation registered to conduct Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong (the "SFO"). The Group may consider generating synergy through business collaboration with Ping An Securities in developing FinTech services in the Hong Kong market. Such investment represents an opportunity for the Group to tap into the securities market in Hong Kong, with a view to establishing its presence in the Hong Kong market.

### Financial Review

#### Revenue

For the nine months ended 30 September 2017, the Group reported revenue of approximately RMB3,669.5 million, an increase of 477% as compared to approximately RMB635.9 million for the corresponding period in 2016. The increase was primarily attributable to the growth in revenues from online investment and technology-enabled lending services, driven by a strong growth in transaction volume on our key online consumer lending platform Weshare which was acquired in November 2016, and a significant growth in payment transaction volume on our core third party payment platform UCF Pay, as well as a healthy growth in interest and financial consultancy service income driven by an increase in the average size of our loan portfolio during the nine months ended 30 September 2017. The following table sets forth the Group's revenues by segment of business for the nine months ended 30 September 2017 and 2016.

## 管理層討論與分析 (續)

### 業務回顧 (續)

#### 戰略摘要

二零一七年九月二十九日，本集團聯合財團完成收購平安證券集團(控股)有限公司(「平安證券」，股份代號：231，一間於聯交所上市的公司)已發行股份之63.43%，而本集團佔平安證券23.47%的實益權益。平安證券之附屬公司平安證券有限公司為一家可進行香港法例第571章證券及期貨條例(「證券及期貨條例」)項下第一類(買賣證券)、第四類(就證券提供意見)、第六類(就企業融資提供意見)及第九類(資產管理)受監管活動之註冊公司。本集團在發展香港市場之金融科技服務方面可考慮透過與平安證券之業務合作以產生協同效益。該項投資為本集團提供機會進軍香港之證券市場，從而提升於香港市場之知名度。

### 財務回顧

#### 收入

截至二零一七年九月三十日止九個月，本集團錄得收入約為人民幣3,669,500,000元，較二零一六年同期之約人民幣635,900,000元增長477%。增加乃主要由於截至二零一七年九月三十日止九個月在線投資及科技驅動貸款服務收入增加(受我們於二零一六年十一月收購的主要網上消費貸款平台掌眾之交易量強勁增長所推動)，及我們的核心第三方支付平台先鋒支付之付款交易量大幅增加以及貸款組合平均規模增加推動利息及財務諮詢服務收入穩健增長所致。下表載列本集團截至二零一七年及二零一六年九月三十日止九個月按業務分部劃分之收入。

#### For the nine months ended 30 September 截至九月三十日止九個月

		2017		2016	
		二零一七年	% of total revenues	二零一六年	% of total revenues
		RMB'000	總收入百分比	RMB'000	總收入百分比
		人民幣千元		人民幣千元	
Traditional loan and financing	傳統貸款及融資	425,936	11.6	284,339	44.7
Third party payment services	第三方支付服務	255,791	7.0	128,161	20.2
Online investment and technology-enabled lending services	在線投資及科技驅動貸款服務	2,885,347	78.6	186,674	29.4
Other	其他	102,392	2.8	36,791	5.7
<b>Total</b>	<b>總計</b>	<b>3,669,466</b>	<b>100.0</b>	<b>635,965</b>	<b>100.0</b>



## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### Financial Review (Continued)

#### **Traditional loans and financing income**

Traditional loans and financing income mainly included interest income, financial consultancy service income and gain on transfer of rights on interest on loan receivables, which were derived from the Group's loan financing services including entrusted loans, pawn loans and other loans secured with assets or guarantees. It generated approximately 11.6% of the Group's total revenues and recorded an increase of approximately 49.8% to approximately RMB425.9 million for the nine months ended 30 September 2017. The significant increase in traditional loans and financing income was primarily due to the increase in the average size of our loan portfolio during the nine months ended 30 September 2017 as we had deployed our excess capital raised from capital raising activities for short-term lending before investment opportunities were subsequently identified and financed.

#### **Third party payment service income**

The third party payment business, which included the provision of online payment transactions, payment system consultancy and related services of UCF Pay and payment transaction service of Amigo Technologies, generated revenues of approximately RMB255.8 million for the nine months ended 30 September 2017, an increase of approximately 99.6% period-on-period. It represented approximately 7.0% of the Group's total revenues, of which UCF Pay reported revenue of approximately RMB249 million and Amigo Technologies reported revenue of approximately RMB6.8 million. The increase reflected a significant growth in the total transaction volume on our core third party payment platform UCF Pay to RMB428.5 billion for the nine months ended 30 September 2017, an increase of approximately 238% period-on-period.

## 管理層討論與分析 (續)

### 財務回顧 (續)

#### **傳統貸款及融資收入**

傳統貸款及融資收入主要包括利息收入、財務諮詢服務收入及轉讓應收貸款利息權利之收益，該等收入產生自本集團之貸款融資服務，包括委託貸款、典當貸款及以資產或擔保作抵押之其他貸款。其收入佔本集團總收入之約11.6%並錄得增長約49.8%至截至二零一七年九月三十日止九個月之約人民幣425,900,000元。傳統貸款及融資收入大幅增加乃主要由於截至二零一七年九月三十日止九個月，我們的貸款組合平均規模因我們於其後物色到投資機會並為其提供資金前已將股本集資活動所籌集之額外資金投放於短期借貸而擴大所致。

#### **第三方支付服務收入**

於截至二零一七年九月三十日止九個月，第三方支付業務（包括先鋒支付的提供網上支付交易、支付系統諮詢及相關服務以及Amigo Technologies之支付交易服務）產生之收入為約人民幣255,800,000元，同比增長約99.6%。其佔本集團總收入之約7.0%，其中先鋒支付錄得收入約人民幣249,000,000元及Amigo Technologies錄得收入約人民幣6,800,000元。該增長反映我們的核心第三方支付平台先鋒支付之總交易量大幅增長至截至二零一七年九月三十日止九個月之人民幣4,285億元，同比增長約238%。

## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### Financial Review (Continued)

#### **Online investment and technology-enabled lending service income**

Our online investment and technology-enabled lending service income mainly included income generated by our online property loan platform First House Loan, online lending platform Financial Workshop, as well as our 48%-owned online consumer lending platform Weshare. For the nine months ended 30 September 2017, the Group's online investment and technology-enabled lending business recorded revenues of approximately RMB2,885.3 million, representing approximately a 14.5-fold increase period-on-period. It represented approximately 78.6% of the Group's total revenues, of which Financial Workshop, First House Loan and Weshare reported revenues of approximately RMB19.8 million, RMB72.9 million and RMB2,775.3 million, respectively. The increase in the business segment's revenues was driven by continued strong growth in transaction volumes across the online consumer lending platform Weshare.

#### **Others**

Others mainly included social gaming service income and IT solution income generated by our 51%-owned subsidiary, Shenzhen Qiyuan Tianxia Technology Company Limited (深圳起源天下科技有限公司), and 51%-owned subsidiary, Amigo Technologies, respectively. The social gaming business contributed approximately RMB31.2 million of revenues to the Group while IT solution business contributed approximately RMB60.6 million of revenues to the Group for the nine months ended 30 September 2017.

## 管理層討論與分析 (續)

### 財務回顧 (續)

#### **在線投資及科技驅動貸款服務收入**

在線投資及科技驅動貸款服務收入主要包括來自網上物業貸款平台第一房貸、網貸平台金融工場以及我們擁有48%權益之在線消費貸款平台掌眾之收入。於截至二零一七年九月三十日止九個月，本集團之在線投資及科技驅動貸款服務錄得之收入為約人民幣2,885,300,000元，同比增長約14.5倍。其佔本集團總收入約78.6%。其中，金融工場、第一房貸及掌眾分別錄得收入約人民幣19,800,000元、人民幣72,900,000元及人民幣2,775,300,000元。該業務分部之收入增加乃受網上消費借貸平台掌眾之交易量持續強勁增長所推動。

#### **其他**

其他主要包括分別由我們擁有51%權益之附屬公司深圳起源天下科技有限公司及我們擁有51%權益之附屬公司Amigo Technologies貢獻之社交遊戲服務收入及IT解決方案服務收入。於截至二零一七年九月三十日止九個月，社交遊戲業務為本集團貢獻收入約人民幣31,200,000元，而IT解決方案為本集團貢獻收入約人民幣60,600,000元。



## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### Financial Review (Continued)

#### Interest expenses

Interest expenses mainly comprised interest due on bank and other loans, Hong Kong (“HK”) dollar-denominated convertible bonds, United States (“US”) dollar-denominated convertible bonds, RMB-denominated corporate bonds and HK dollar-denominated corporate bonds. The Group’s interest expenses increased by approximately 90% period-on-period to approximately RMB280.6 million for the nine months ended 30 September 2017. As at 30 September 2017, the Group’s external funding increased by approximately 47.8% period-on-period to approximately RMB3,278.1 million, of which bank and other borrowings amounted to approximately RMB1,860.2 million (30 September 2016: approximately RMB900.9 million) and corporate bonds and convertible bonds amounted to approximately RMB1,417.9 million (30 September 2016: RMB1,317.1 million).

#### Other income and gains or losses

Other income and gain or loss mainly comprised bank interest income, dividend income and government grants.

#### Handling charges, administrative and other operating expenses

The Group’s handling charges, administrative and other operating expenses primarily comprised salaries and staff welfare, intermediary handling charges for third party payment services, bank and financing charges, sales and marketing related expenses, provision for financial guarantee and rental expenses. Due to the significant increase in the scale and staff headcount of our online investment and technology-enabled lending and third party payment businesses and provision for financial guarantee amounted to RMB944.5 million, the Group’s handling charges, administrative and other operating expenses increased by approximately 905.3% to approximately RMB1,967.7 million for the nine months ended 30 September 2017 period-on-period.

Provision for financial guarantee represented provision made for loan amount lending out through the loan facilitation platform, namely Weshare. The amount of provision was computed based on historical pattern of default loans.

## 管理層討論與分析 (續)

### 財務回顧 (續)

#### 利息開支

利息開支主要包括銀行及其他貸款、以港元計值之可換股債券、以美元計值之可換股債券、以人民幣計值之公司債券及以港元計值之公司債券之應付利息。本集團之利息開支同比增加約90%至截至二零一七年九月三十日止九個月之約人民幣280,600,000元。於二零一七年九月三十日，本集團的外部資金同比增加約47.8%至約人民幣3,278,100,000元，其中銀行及其他借貸為約人民幣1,860,200,000元（二零一六年九月三十日：約人民幣900,900,000元）及公司債券及可換股債券為約人民幣1,417,900,000元（二零一六年九月三十日：人民幣1,317,100,000元）。

#### 其他收入及收益或虧損

其他收入及收益或虧損主要包括銀行利息收入、股息收入及政府津貼。

#### 手續費、行政及其他經營開支

本集團之手續費、行政及其他經營開支主要包括薪金及員工福利、第三方支付服務之中介手續費、銀行及融資費用、銷售及市場推廣相關開支、提供財務擔保及租金開支。由於我們的在線投資及科技驅動貸款及第三方支付業務規模大幅擴大及員工人數大幅增加及財務擔保之撥備人民幣944,500,000元，本集團之手續費、行政及其他經營開支同比增加約905.3%至截至二零一七年九月三十日止九個月之約人民幣1,967,700,000元。

財務擔保撥備指就透過貸款融資平台（即掌眾金服）借出的貸款金額作出的撥備。撥備金額乃根據違約貸款的過往模式計算。



## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### Financial Review (Continued)

#### Share-based payment expenses

Share-based payment expenses of the Group for the nine months ended 30 September 2017 increased by approximately 76.7% to approximately RMB129.8 million. The increase in such expenses represented the fair value of all share options granted in July 2016, November 2016, December 2016, and March 2017 respectively over the vesting periods.

#### Share of results of associates

Share of results of associates for the nine months ended 30 September 2017 increased to approximately RMB52.8 million. The period-on-period increase was mainly attributable to the contribution from our 35% equity interest in Shanghai Jifu.

#### Profit for the period

The profit for the nine months ended 30 September 2017 was approximately RMB1,151.5 million, representing an increase of approximately 414% period-on-period as compared to approximately RMB223.9 million for the nine months ended 30 September 2016. The increase was mainly due to a gain on disposal of subsidiaries of approximately RMB408.1 million and a significant increase in turnover of approximately RMB3,033.5 million despite an increase in interest expenses of approximately RMB132.9 million, handling charges, administrative and other operating expenses of approximately RMB1,772.0 million, share-based payment expenses of approximately RMB56.4 million, change in fair value of preference shares of a subsidiary of approximately RMB181.6 million and income tax of approximately RMB407.2 million.

#### Profit attributable to owners of the Company

Profit attributable to owners of the Company for the nine months ended 30 September 2017 was approximately RMB781.7 million, an increase of approximately 259% as compared to approximately RMB217.7 million for the nine months ended 30 September 2016. Excluding the non-recurring gain on disposal of subsidiaries, gain on deemed disposal of subsidiaries, loss on deemed disposal of an associate, loss on disposal of an associate, share-based payment expenses and certain other non-cash items, profit attributable to owners of the Company under non-generally accepted accounting principles ("GAAP") for the nine months ended 30 September 2017 was approximately RMB633.6 million, an increase of approximately 115% as compared to approximately RMB294.1 million for the nine months ended 30 September 2016.

## 管理層討論與分析 (續)

### 財務回顧 (續)

#### 以股份支付之開支

本集團於截至二零一七年九月三十日止九個月之以股份支付之開支增加約76.7%至約人民幣129,800,000元。該開支增加指分別於二零一六年七月、二零一六年十一月、二零一六年十二月及二零一七年三月授出之所有購股權於歸屬期間之公平值。

#### 應佔聯營公司業績

截至二零一七年九月三十日止九個月，應佔聯營公司業績增加至約人民幣52,800,000元。同比增長主要由於我們於上海即富之35%權益之貢獻所致。

#### 期內溢利

截至二零一七年九月三十日止九個月，溢利為約人民幣1,151,500,000元，較截至二零一六年九月三十日止九個月之約人民幣223,900,000元同比增長約414%。該增加乃主要由於出售附屬公司之收益約人民幣408,100,000元及營業額大幅增加約人民幣3,033,500,000元所致，儘管利息開支增加約人民幣132,900,000元、手續費、行政及其他經營開支增加約人民幣1,772,000,000元、以股份支付之開支增加約人民幣56,400,000元，一間附屬公司之優先股之公平值變動增加約人民幣181,600,000元及所得稅增加約人民幣407,200,000元。

#### 本公司擁有人應佔溢利

截至二零一七年九月三十日止九個月，本公司擁有人應佔溢利為約人民幣781,700,000元，較截至二零一六年九月三十日止九個月之約人民幣217,700,000元增加約259%。撇除出售附屬公司之非經常性收益、視作出售附屬公司之收益、視作出售一間聯營公司之虧損、出售一間聯營公司之虧損、以股份支付之開支及若干其他非現金項目，截至二零一七年九月三十日止九個月，根據非公認會計原則（「公認會計原則」），本公司擁有人應佔溢利為約人民幣633,600,000元，較截至二零一六年九月三十日止九個月之約人民幣294,100,000元增加約115%。





## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### Financial Review (Continued)

#### Reconciliations of non-GAAP measures to the nearest comparable GAAP measures

The table below sets forth a reconciliation of profit attributable to owners of the Company to non-GAAP profit attributable to owners of the Company for the period indicated:

## 管理層討論與分析 (續)

### 財務回顧 (續)

#### 非公認會計原則計量與最近可比較公認會計原則計量之對賬

下表載列於所示期間本公司擁有人應佔溢利與本公司擁有人應佔非公認會計原則溢利之對賬：

		For the nine months ended 30 September	
		截至九月三十日止九個月	
		2017	2016
		二零一七年	二零一六年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Profit attributable to owners of the Company	本公司擁有人應佔溢利	781,665	217,659
Adjustments for:	就下列各項調整：		
Share-based payment expenses	以股份支付之開支	129,785	73,434
Gain on disposal of subsidiaries	出售附屬公司之收益	(408,098)	(37)
Income tax arising from gain on disposal of subsidiaries	出售附屬公司之 收益產生之所得稅	46,417	-
Gain on deemed disposal of subsidiaries	視作出售附屬公司之收益	(3,303)	-
Loss on deemed disposal of an associate	視作出售一間聯營公司 之虧損	-	2,029
Loss on disposal of an associate	出售一間聯營公司之虧損	-	797
Change in fair value of embedded derivative components of convertible bonds	可換股債券之內含 衍生工具部份之 公平值變動	-	200
Change in fair value of preference share of a 48%-owned subsidiary	一間持有48%之 附屬公司之優先股 之公平值變動	87,151	-
<b>Non-GAAP profit attributable to owners of the Company</b>	<b>本公司擁有人應佔 非公認會計原則溢利</b>	<b>633,617</b>	<b>294,082</b>

The Company's management believes that the non-GAAP financial measures provide investors with useful supplementary information to assess the performance of the Group's core operations by excluding certain non-cash items and certain impact of acquisition or disposal transactions.

本公司管理層認為，非公認會計原則財務計量透過撇除若干非現金項目及收購或出售交易之若干影響為投資者提供有用之補充資料以評估本集團核心業務之表現。

## OUTLOOK AND STRATEGIES

### • Third party payment

UCF Pay will continue to expand the following businesses proactively:

- For custody solutions, it will assist banks to further strengthen and improve the P2P fund custody solutions system, while at the same time expand and establish cooperation with more commercial banks for their custody business technical services;
- For cross-border payment services, it will further integrate its cross-border business resources and develop products such as cross-border collections and cross-border financing based on existing offerings. At the same time, by centering on the layout of “One Belt One Road”, UCF Pay will strengthen the business development such as cross-border trade;
- For integration payment, it will develop and market its products through developing its merchant network, agent cooperation and bank cooperation. Subsequently, new supporting products will be developed and rolled out to further expand its business development and bring in more merchants and distributors; and
- For direct banking, it will continue to increase the number of banks it serves, quickly capture the small and medium-sized bank market shares, continue to expand product portfolio, introduce more new technological functions to meet users’ various financial needs.

Shanghai Jifu will focus on promoting smart POS, a product that has been launched after two years of research and development. Smart POS integrates convenience services and integration payment as a whole. Shanghai Jifu will take it as its core business, capture its growth potential in payment market and explore customers’ financial needs to offer comprehensive financial services for small and micro businesses, thereby transiting itself from the payment segment to the financial sector, and completing the transformation from payment to “payment+”.

## 展望及戰略

### • 第三方支付業務

先鋒支付將繼續大力發展以下方面：

- 存管解決方案方面，其將協助銀行進一步豐富和改進網貸資金存管系統功能，同時拓展與更多商業銀行達成存管業務技術服務合作；
- 跨境支付方面，其將進一步整合跨境業務資源，在現有產品基礎上新增跨境收款、跨境融資等產品。同時將圍繞國家「一帶一路」佈局，增強邊境貿易等業務拓展；
- 聚合支付方面，其將通過商戶拓展、代理合作、銀行合作等途徑實現產品落地推廣。後續將設計推出新的輔助產品，進一步擴大業務發展，引入更多的商戶和渠道商；及
- 直銷銀行方面，其將繼續擴大服務銀行數量，快速搶佔中小銀行市場；不斷擴充產品線內容，引入更多新科技功能，滿足用戶多層次的金融需求。

上海即富將重點推廣經過兩年研發的智能POS。智能POS集合便民服務與聚合支付於一體，上海即富將以其為核心業務，把握支付市場的增長潛力、挖掘客戶的金融需求，為小微企業打造全方位的金融服務體系，從支付領域跨界到金融領域，從而完成支付向「支付+」的轉型。



## OUTLOOK AND STRATEGIES (Continued)

- **Third party payment (Continued)**

Amigo Technologies will focus on its application for third-party payment licence and cooperation with banks to roll out new products and services. At the same time, Amigo Technologies will try to boost transaction volume from collection services for public administrative agencies by launching staff training programs in branches across 63 provinces in Vietnam.

- **Online investment and technology-enabled lending**

First House Loan will continue to focus on the financing demands of key customer groups and further strengthen its risk management core capabilities. In terms of business development, it will expand into more innovative real estate financial services categories such as new house market, leasehold market and real estate asset management in order to meet more diversified customer financing needs.

Weshare will set up diversified product layout by relying on its star product, “Shandian Jiekuan (閃電借款)”, to construct a triune product business system focusing on “micro loans + large amount installment + data distribution platform”, expand user frequency spectrum and explore user lifecycle to provide users with diversified services. It will also introduce the robo-advisors to form a closed-loop financial informatization. For financial cloud service, Weshare will continue to give into full play to its superiority in delivering technology, risk control and operating capabilities to provide core value services for more industry-leading customers. Meanwhile, based on the leading advantages of small fast loans in China, Weshare will try to expand its footprints to countries and regions in Southeast Asia with growth potential.

## 展望及戰略 (續)

- **第三方支付業務 (續)**

Amigo Technologies將專注於第三方支付牌照之應用並將與銀行合作推出新產品及服務。同時，Amigo Technologies將嘗試通過在遍佈越南63個省份之分公司開展員工培訓計劃提高公共行政機構收款服務之交易量。

- **在線投資及科技驅動貸款業務**

第一房貸將繼續挖掘重點客戶群，以企業融資需求對接主線，並強化風險管理核心能力。業務範圍拓展方面，其未來將開拓新房市場、租賃市場、房屋資管等類別的創新房地產金融服務，滿足客戶多種融資需求。

掌眾金服將依託明星產品「閃電借款」進行多元化產品佈局，構建「小額快貸+大額分期+流量分發平台」三位一體的產品業務體系，擴大用戶頻譜，挖掘用戶生命週期，為用戶提供多元化服務，並引入智能投顧概念，形成金融信息化閉環。在金融雲服務方面，掌眾金服將繼續發揮優勢進行技術、風控、運營能力的輸出，為更多行業領先客戶提供核心價值服務。同時，掌眾金服將基於小額快貸在國內的領先優勢，嘗試將市場佈局擴大到東南亞等具有發展潛力的國家及地區。

## LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

During the nine months ended 30 September 2017, the Group's source of funds was mainly from cash generated from operations. As at 30 September 2017, the Group had bank balances and cash of approximately RMB1,028.3 million (31 December 2016: approximately RMB1,233.3 million), of which approximately 86.8%, approximately 1.1%, approximately 0.3%, approximately 0.7% and approximately 11.1% were denominated in RMB, US dollars, SGD, VND and HKD respectively.

As at 30 September 2017, the Group's interest-bearing borrowings, which mainly comprised corporate bonds, convertible bonds, bank and other borrowings, amounted to approximately RMB3,278.1 million (31 December 2016: approximately RMB3,367.8 million). The gearing ratio, representing the ratio of total borrowings to total assets of the Group, was 0.25 as at 30 September 2017 (31 December 2016: 0.38). Hence, the Group has sufficient financial ability to meet its redemption obligations under the convertible bonds.

During the period under review, the Group did not use any financial instruments for hedging purposes.

## OTHER INFORMATION

### Change of Company Name, Change of Stock Short Names, Company Logo and Company Website

Subsequent to the passing of a special resolution in relation to the change of the English name of the Company from "Credit China FinTech Holdings Limited" to "Chong Sing Holdings FinTech Group Limited" and its dual foreign name in Chinese from "中國信貸科技控股有限公司" to "中新控股科技集團有限公司" (the "Change of Company Name") by the shareholders of the Company (the "Shareholders") at an extraordinary general meeting of the Company (the "EGM") held on 27 July 2017, a Certificate of Incorporation on Change of Name was issued by the Registrar of Companies in the Cayman Islands certifying that the Change of Company Name took effect on 27 July 2017.

## 流動資金、財務資源及資本架構

於截至二零一七年九月三十日止九個月，本集團之資金來源主要來自營運產生之現金。於二零一七年九月三十日，本集團之銀行結餘及現金為約人民幣1,028,300,000元（二零一六年十二月三十一日：約人民幣1,233,300,000元），其中約86.8%、約1.1%、約0.3%、約0.7%及約11.1%分別以人民幣、美元、新加坡元、越南盾及港元計值。

於二零一七年九月三十日，本集團計息借貸（主要包括公司債券、可換股債券、銀行借貸及其他借貸）達約人民幣3,278,100,000元（二零一六年十二月三十一日：約人民幣3,367,800,000元）。於二零一七年九月三十日，以本集團總借貸與總資產之比率列示之資產負債比率為0.25（二零一六年十二月三十一日：0.38）。因此，本集團有足夠財務能力履行其於可換股債券項下之贖回責任。

於回顧期間內，本集團並無使用任何金融工具作對沖用途。



## 其他資料

### 更改公司名稱、股份簡稱、公司標誌及公司網站

於有關將本公司之英文名稱由「Credit China FinTech Holdings Limited」更改為「Chong Sing Holdings FinTech Group Limited」及其中文雙重外文名稱由「中國信貸科技控股有限公司」更改為「中新控股科技集團有限公司」之特別決議案於二零一七年七月二十七日舉行之本公司股東特別大會（「股東特別大會」）上獲本公司股東（「股東」）通過後，開曼群島公司註冊處已發出更改名稱註冊證書，批准本公司更改名稱，自二零一七年七月二十七日起生效。

## OTHER INFORMATION (Continued)

The stock short names for trading in the shares of the Company on the Stock Exchange was changed from “CREDIT CHINA” to “CHONGSING HLDGS” in English and from “中國信貸” to “中新控股” in Chinese with effect from 29 August 2017. The stock code of the Company remains unchanged.

The logo of the Company was changed from  “中國信貸科技” to  “CHONG SING” with effect from 24 August 2017.

The website of the Company was changed from “http://www.creditchina.hk” to “http://www.csfgroup.com” with effect from 24 August 2017.

Please refer to the Company’s announcement dated 24 August 2017 for further details.

## Directors’ and Chief Executive’s Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company and its Associated Corporations

As at 30 September 2017, 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 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 recorded 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:

## 其他資料 (續)

本公司股份於聯交所買賣之英文股份簡稱將由「CREDIT CHINA」更改為「CHONGSING HLDGS」，而中文股份簡稱則由「中國信貸」更改為「中新控股」，自二零一七年八月二十九日起生效。本公司之股份代號維持不變。

本公司之標誌將由  “中國信貸科技”更改為  “CHONG SING”，自二零一七年八月二十四日起生效。

本公司之網站將由「http://www.creditchina.hk」更改為「http://www.csfgroup.com」，自二零一七年八月二十四日起生效。

進一步詳情請參閱本公司日期為二零一七年八月二十四日之公告。

## 董事及主要行政人員於本公司及其相聯法團之股份、相關股份及債券之權益及淡倉

於二零一七年九月三十日，董事及本公司主要行政人員於本公司及其相聯法團（定義見證券及期貨條例第XV部）之股份、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權益及淡倉（包括根據證券及期貨條例有關條文彼等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條規定記錄在該條所述之登記冊之權益及淡倉；或(c)根據創業板上市規則第5.46至第5.67條知會本公司及聯交所之權益及淡倉如下：

## OTHER INFORMATION (Continued)

## 其他資料 (續)

### Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company and its Associated Corporations (Continued)

董事及主要行政人員於本公司及其相聯法團之股份、相關股份及債券之權益及淡倉 (續)

*Interests in the ordinary shares of par value of HK\$0.02 each of the Company (the "Shares") and the underlying Shares*

於本公司每股面值為0.02港元之普通股 (「股份」) 及相關股份之權益

Name of Directors/ Chief executive	Capacity/ Nature of interests	Number of Shares/ underlying Shares interested 擁有權益之 股份/ 相關股份數目	Note	Total interests	Approximate percentage of the Company's issued Shares* 佔本公司 已發行股份之 概約百分比*
董事/主要 行政人員姓名	身份/權益性質		附註	總權益	
Mr. Phang Yew Kiat 彭耀傑先生	Beneficial owner 實益擁有人	175,000,000	1	175,000,000	0.79%
Mr. Chng Swee Ho 莊瑞豪先生	Beneficial owner 實益擁有人	23,700,000		63,700,000	0.29%
	Beneficial owner 實益擁有人	40,000,000	1		
Mr. Sheng Jia 盛佳先生	Beneficial owner 實益擁有人	40,000,000	1	40,400,000	0.18%
	Family interest 家族權益	400,000	2		
Mr. Li Gang 李剛先生	Beneficial owner 實益擁有人	28,000,000	1	28,000,000	0.13%
Mr. Wong Sai Hung 黃世雄先生	Beneficial owner 實益擁有人	28,000,000	1	28,000,000	0.13%
Mr. Zhang Zhenxin ("Mr. Zhang") 張振新先生 (「張先生」)	Beneficial owner 實益擁有人	593,148,000		3,933,308,000	17.67%
	Interest in controlled corporations 於受控制法團之權益	3,250,160,000	3		
	Family interest 家族權益	90,000,000	4		
Ms. Zhou Youmeng 周友盟女士	Beneficial owner 實益擁有人	8,000,000	5	9,140,000	0.04%
	Beneficial owner 實益擁有人	1,140,000			
Mr. Ge Ming 葛明先生	Beneficial owner 實益擁有人	18,400,000	6	18,400,000	0.08%
Dr. Ou Minggang 歐明剛博士	Beneficial owner 實益擁有人	13,400,000	7	13,400,000	0.06%
Dr. Yin Zhongli 尹中立博士	Beneficial owner 實益擁有人	13,400,000	7	13,400,000	0.06%



## OTHER INFORMATION (Continued)

### Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company and its Associated Corporations (Continued)

#### Interests in the ordinary shares of par value of HK\$0.02 each of the Company (the "Shares") and the underlying Shares (Continued)

Notes:

1. These interests represented the total underlying Shares comprised in the share options granted by the Company on 11 December 2014, 11 December 2015 and 8 November 2016.
  2. These interests represented the Shares held by Ms. Hu Haichen, the wife of Mr. Sheng Jia. Therefore, Mr. Sheng Jia, an executive Director, was deemed to be interested in these Shares under the SFO.
  3. These Shares were held by Asia FinTech Company Limited<sup>^</sup> ("Asia FinTech"), which was wholly-owned by Oceanic Plus Limited ("Oceanic Plus"), the entire issued share capital of which was owned by Mr. Zhang. Therefore, Mr. Zhang was deemed to be interested in these Shares under the SFO.
  4. These Shares were held by Ms. Zhang Xiaomin ("Ms. Zhang") who is the wife of Mr. Zhang, a non-executive Director. Therefore, Mr. Zhang was deemed to be interested in these Shares under the SFO.
  5. These interests represented the underlying Shares comprised in the share options granted by the Company on 8 November 2016.
  6. These interests represented the total underlying Shares comprised in the share options granted by the Company on 11 December 2014, 11 December 2015 and 12 December 2016.
  7. These interests represented the total underlying Shares comprised in the share options granted by the Company on 11 December 2015 and 12 December 2016.
  8. All interests stated above are long positions.
- \* The percentage represents the total number of the Shares and the number of underlying Shares interested divided by the number of issued Shares as at 30 September 2017 (i.e. 22,259,192,505 Shares).
- <sup>^</sup> The name of "First Pay Limited" has been changed to "Asia FinTech Company Limited" with effect from 3 March 2017.

## 其他資料 (續)

### 董事及主要行政人員於本公司及其相聯法團之股份、相關股份及債券之權益及淡倉 (續)

#### 於本公司每股面值為0.02港元之普通股 (「股份」) 及相關股份之權益 (續)

附註：

1. 該等權益指於二零一四年十二月十一日、二零一五年十二月十一日及二零一六年十一月八日由本公司授出之購股權涉及之相關股份總數。
  2. 該等權益指由胡海晨女士 (盛佳先生之妻子) 持有之股份。因此，根據證券及期貨條例，執行董事盛佳先生被視為於該等股份中擁有權益。
  3. 該等股份由Asia FinTech Company Limited<sup>^</sup> (「Asia FinTech」) 持有，Asia FinTech由海和有限公司 (「海和」) 全資擁有，而海和之全部已發行股本由張先生擁有。因此，根據證券及期貨條例，張先生被視為於該等股份中擁有權益。
  4. 該等股份由張曉敏女士 (「張女士」) (非執行董事張先生之妻子) 持有。因此，根據證券及期貨條例，張先生被視為於該等股份中擁有權益。
  5. 該等權益指於二零一六年十一月八日由本公司授出之購股權涉及之相關股份。
  6. 該等權益指於二零一四年十二月十一日、二零一五年十二月十一日及二零一六年十二月十二日由本公司授出之購股權涉及之相關股份總數。
  7. 該等權益指於二零一五年十二月十一日及二零一六年十二月十二日由本公司授出之購股權涉及之相關股份總數。
  8. 以上所述所有權益均為好倉。
- \* 該百分比乃所擁有權益之股份及相關股份總數除以於二零一七年九月三十日之已發行股份數目 (即 22,259,192,505 股股份)。
- <sup>^</sup> 「第一支付有限公司」之名稱已更改為「Asia FinTech Company Limited」，自二零一七年三月三日起生效。

## OTHER INFORMATION (Continued)

### Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company and its Associated Corporations (Continued)

#### *Interests in the ordinary shares of par value of HK\$0.02 each of the Company (the "Shares") and the underlying Shares (Continued)*

Details of the above share options granted by the Company are set out under the heading "Share Option Scheme" below.

Save as disclosed above, as at 30 September 2017, none of the Directors or the chief executive of the Company had any interests and short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which 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 recorded 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.

As at 30 September 2017, the full exercise of all the outstanding convertible bonds issued by the Company would have led to the issue of 2,437,730,117 new shares of the Company, which would have diluted the shareholding of the substantial shareholder of the Company (namely Mr. Zhang) from approximately 17.27% to approximately 15.56%.

As the conversion prices of the outstanding convertible bonds issued by the Company, ranging from HK\$0.52 to HK\$0.6952, are significantly lower than the market price of the shares of the Company, it would be more financially advantageous for the holder of convertible bonds to convert the convertible bonds than to have the same redeemed by the Company.

## 其他資料 (續)

### 董事及主要行政人員於本公司及其相聯法團之股份、相關股份及債券之權益及淡倉 (續)

#### 於本公司每股面值為0.02港元之普通股 (「股份」) 及相關股份之權益 (續)

本公司所授出上述購股權之詳情載於下文「購股權計劃」一節。

除上文披露者外，於二零一七年九月三十日，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）之股份、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有關條文彼等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條規定記錄在該條所述之登記冊之任何權益及淡倉；或(c)根據創業板上市規則第5.46至第5.67條知會本公司及聯交所之任何權益及淡倉。

於二零一七年九月三十日，悉數行使本公司發行之所有尚未行使可換股債券令致發行2,437,730,117股本公司新股份，令本公司主要股東（即張先生）之股權由約17.27%攤薄至約15.56%。

由於本公司已發行之尚未行使可換股債券之轉換價介乎0.52港元至0.6952港元，大幅低於本公司股份之市價，故此，就財務上而言，可換股債券持有人轉換可換股債券較由本公司贖回可換股債券更為有利。





## OTHER INFORMATION (Continued)

### Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares

As at 30 September 2017, so far as is known to the Directors, the following persons and entities, other than the Directors and the chief executive of the Company, had interests or short positions in the Shares and underlying Shares as recorded in the register required to be kept by the Company under section 336 of the SFO:

#### Interests in Shares – Long Position

Name of substantial shareholders	Capacity/ Nature of interests	Number of Shares interested	Note	Total interests	Approximate percentage of the Company's issued Shares* 佔本公司 已發行股份之 概約百分比*
主要股東名稱/姓名	身份/權益性質	擁有權益之 股份數目	附註	總權益	
Asia FinTech	Beneficial owner 實益擁有人	3,250,160,000		3,250,160,000	14.60%
Oceanic Plus 海和	Interest in a controlled corporation 於受控制法團之權益	3,250,160,000	1	3,250,160,000	14.60%
Ms. Zhang 張女士	Beneficial owner 實益擁有人	90,000,000		3,933,308,000	17.67%
	Family interest 家族權益	3,843,308,000	1		
Jiefang Media 解放傳媒	Beneficial owner 實益擁有人	1,848,012,000		1,848,012,000	8.30%
Shanghai Xinhua Publishing Group Limited ("Xinhua Publishing") 上海新華發行集團有限公司(「新華發行」)	Interest in a controlled corporation 於受控制法團之權益	1,848,012,000	2	1,848,012,000	8.30%
Shanghai United Media Group ("United Media") 上海報業集團(「上海報業」)	Interest in controlled corporations 於受控制法團之權益	1,848,012,000	2	1,848,012,000	8.30%
Shanghai Greenland Group Company Limited ("Greenland Group") 上海綠地(集團)有限公司(「綠地集團」)	Interest in controlled corporations 於受控制法團之權益	1,848,012,000	2	1,848,012,000	8.30%

## 其他資料(續)

### 主要股東及其他人士於股份及相關股份中的權益及淡倉

於二零一七年九月三十日，據董事所知，下列人士及實體（董事及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條記錄於本公司須予存置之登記冊的權益或淡倉：

#### 於股份之權益—好倉

## OTHER INFORMATION (Continued)

### Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares (Continued)

#### Interests in Shares – Long Position (Continued)

Notes:

1. Out of the total 3,843,308,000 Shares, 3,250,160,000 Shares were held by Asia FinTech, which was wholly-owned by Oceanic Plus, the entire issued share capital of which was owned by Mr. Zhang who is the husband of Ms. Zhang, and the remaining 593,148,000 Shares were held by Mr. Zhang. Therefore, Ms. Zhang was deemed to be interested in these Shares under the SFO.
  2. These Shares were held by Jiefang Media. Jiefang Media was wholly-owned by Xinhua Publishing which was in turn owned by United Media and its associates as to approximately 50.8% and Greenland Group as to approximately 39%. Therefore, under the SFO, Xinhua Publishing was deemed to be interested in all the Shares held by Jiefang Media, and each of United Media and Greenland Group was deemed to be interested in all the Shares which Xinhua Publishing was deemed to be interested in.
- \* The percentage represents the number of Shares interested divided by the number of issued Shares as at 30 September 2017 (i.e. 22,259,192,505 Shares).

Save as disclosed above, as at 30 September 2017, according to the register required to be kept by the Company under section 336 of the SFO, there was no person who or entity which had any interest or short position in the Shares or underlying Shares, which would fall to be disclosed to the Company under the SFO.

## 其他資料 (續)

### 主要股東及其他人士於股份及相關股份中的權益及淡倉 (續)

#### 於股份之權益 – 好倉 (續)

附註：

1. 於合共3,843,308,000股股份中，3,250,160,000股股份由Asia FinTech持有，Asia FinTech由海和全資擁有，而海和之全部已發行股本由張先生（張女士之丈夫）擁有，而餘下593,148,000股股份由張先生擁有。因此，根據證券及期貨條例，張女士被視為於該等股份中擁有權益。
  2. 該等股份由解放傳媒持有。解放傳媒由新華發行全資擁有，而新華發行則由上海報業及其聯繫人士擁有約50.8%權益及由綠地集團擁有約39%權益。因此，根據證券及期貨條例，新華發行被視為於解放傳媒持有的全部股份中擁有權益，而上海報業及綠地集團均被視為於新華發行被視為於其中擁有權益的全部股份中擁有權益。
- \* 該百分比乃所擁有權益之股份數目除以於二零一七年九月三十日之已發行股份數目（即22,259,192,505股股份）。

除上文所披露者外，於二零一七年九月三十日，根據本公司按照證券及期貨條例第336條須存置之權益登記冊所示，並無人士或實體於股份或相關股份中擁有根據證券及期貨條例須向本公司披露的任何權益或淡倉。



## OTHER INFORMATION (Continued)

### Share Option Scheme

The Company has adopted a share option scheme (the “Share Option Scheme”) pursuant to the written resolution of the Shareholders on 4 November 2010 for the purpose of providing incentives or rewards to the eligible participants for their contribution to the Group and/or enabling the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group. Eligible participants of the Share Option Scheme include the Directors, independent non-executive Directors (“INEDs”), employees of the Group, customers of the Group and consultants, advisers, managers, officers or entities that provide research, development or other technological support to the Group. The Company amended and refreshed the scheme mandate limit under the Share Option Scheme by ordinary resolutions passed by the Shareholders at an EGM held on 26 January 2016.

The Company underwent a share subdivision of each issued and unissued ordinary share of HK\$0.1 each in the share capital of the Company into five ordinary shares of HK\$0.02 each (the “Share Subdivision”).

Upon the Share Subdivision becoming effective on 19 September 2016, the exercise prices of the outstanding options granted under the Share Option Scheme were adjusted from HK\$1.814 per share, HK\$2.13 per share, HK\$3.37 per share and HK\$3.49 per share to HK\$0.3628 per Share, HK\$0.426 per Share, HK\$0.674 per Share and HK\$0.698 per Share, respectively and the numbers of Shares to be issued upon the exercise of the share options were adjusted from 182,125,000 shares, 30,629,000 shares, 91,920,000 shares and 137,600,000 shares to 910,625,000 Shares, 153,145,000 Shares, 459,600,000 Shares and 688,000,000 Shares, respectively. The above adjustments became effective on 19 September 2016.

## 其他資料 (續)

### 購股權計劃

本公司已於二零一零年十一月四日根據股東之書面決議案採納一項購股權計劃（「購股權計劃」），以便對合資格參與者為本集團作出貢獻給予獎勵或獎賞及／或讓本集團得以招攬及挽留高質素僱員及吸引對本集團有價值的人力資源。購股權計劃之合資格參與者包括董事、獨立非執行董事（「獨立非執行董事」）、本集團僱員、本集團客戶、顧問、諮詢人、經理人員、高級職員或向本集團提供研發或其他技術支援的實體。本公司於二零一六年一月二十六日舉行之股東特別大會上由股東通過普通決議案以修訂及更新購股權計劃項下之計劃授權限額。

本公司將本公司股本中每股面值0.1港元之已發行及未發行普通股拆細為五股每股面值0.02港元之普通股（「股份拆細」）。

於股份拆細於二零一六年九月十九日生效後，根據購股權計劃授出之未行使購股權的行使價分別由每股1.814港元、每股2.13港元、每股3.37港元及每股3.49港元調整至每股股份0.3628港元、每股股份0.426港元、每股股份0.674港元及每股股份0.698港元，而該等購股權獲行使時將予發行之股份數目分別由182,125,000股股份、30,629,000股股份、91,920,000股股份及137,600,000股股份調整至910,625,000股股份、153,145,000股股份、459,600,000股股份及688,000,000股股份。以上調整於二零一六年九月十九日生效。

## OTHER INFORMATION (Continued)

### Share Option Scheme (Continued)

Share options comprising a total of 7,250,000 underlying Shares were granted during the nine months ended 30 September 2017 (for the nine months ended 30 September 2016: 137,600,000 shares, equivalent to 688,000,000 Shares if taking into consideration the effect of the Share Subdivision). Thus, there were 868,730,000 Shares available for issue under the Share Option Scheme, representing approximately 3.90% of issued Shares as at the date of this report (as at 31 December 2016: 860,042,500 Shares, representing approximately 4.00% of the Company's then issued Shares).

Details of movements of the share options granted under the Share Option Scheme for the nine months ended 30 September 2017 were as follows:

## 其他資料 (續)

### 購股權計劃 (續)

截至二零一七年九月三十日止九個月內，涉及總共7,250,000股相關股份（截至二零一六年九月三十日止九個月：137,600,000股股份（倘經計及股份拆細之影響，相等於688,000,000股股份））之購股權已獲授出。因此，購股權計劃項下有868,730,000股股份可供發行，相當於於本報告日期之已發行股份約3.90%（於二零一六年十二月三十一日：860,042,500股股份，相當於本公司當時已發行股份之約4.00%）。

於截至二零一七年九月三十日止九個月內根據購股權計劃所授出購股權之變動詳情如下：

Category	Date of grant	Exercise period	Exercise price per Share	Weighted average closing price	Number of underlying Shares comprised in the share options					As at 30 September 2017
					As at 1 January 2017	Granted during the period	Exercised during the period	Cancelled during the period	Lapsed during the period	
類別	授出日期	行使期	每股行使價 HK\$ 港元	加權平均收市價 HK\$ 港元	於二零一七年一月一日	期內授出	期內行使	期內註銷	期內失效	於二零一七年九月三十日
<b>Directors</b>										
<b>董事</b>										
Mr. Phang Yew Kiat	11 December 2014	11 December 2015 to 10 December 2024	0.3628	-	50,000,000 <sup>(a)</sup>	-	-	-	-	50,000,000
彭耀傑先生	二零一四年十二月十一日	二零一五年十二月十一日至二零二四年十二月十日	0.674	-	25,000,000 <sup>(a)</sup>	-	-	-	-	25,000,000
	11 December 2015	11 December 2016 to 10 December 2025	0.98	-	100,000,000 <sup>(a)</sup>	-	-	-	-	100,000,000
	二零一五年十二月十一日	二零一六年十二月十一日至二零二五年十二月十日								
	8 November 2016	8 November 2017 to 7 November 2026								
	二零一六年十一月八日	二零一七年十一月八日至二零二六年十一月七日								
Mr. Ching Swee Ho	11 December 2014	11 December 2015 to 10 December 2024	0.3628	-	15,000,000 <sup>(a)</sup>	-	-	-	-	15,000,000
莊瑞豪先生	二零一四年十二月十一日	二零一五年十二月十一日至二零二四年十二月十日	0.674	-	15,000,000 <sup>(a)</sup>	-	-	-	-	15,000,000
	11 December 2015	11 December 2016 to 10 December 2025	0.98	-	10,000,000 <sup>(a)</sup>	-	-	-	-	10,000,000
	二零一五年十二月十一日	二零一六年十二月十一日至二零二五年十二月十日								
	8 November 2016	8 November 2017 to 7 November 2026								
	二零一六年十一月八日	二零一七年十一月八日至二零二六年十一月七日								

## OTHER INFORMATION (Continued)

## 其他資料 (續)

### Share Option Scheme (Continued)

### 購股權計劃 (續)

Category	Date of grant	Exercise period	Exercise price per Share	Weighted average closing price	Number of underlying Shares comprised in the share options					As at 30 September 2017
					As at 1 January 2017	Granted during the period	Exercised during the period	Cancelled during the period	Lapsed during the period	
類別	授出日期	行使期	每股行使價 HK\$ 港元	加權平均收市價 HK\$ 港元	於二零一七年一月一日	期內授出	期內行使	期內註銷	期內失效	於二零一七年九月三十日
<b>Directors (Continued)</b>										
<b>董事 (續)</b>										
Mr. Sheng Jia	11 December 2014	11 December 2015 to 10 December 2024	0.3628	-	15,000,000 <sup>(a)</sup>	-	-	-	-	15,000,000
盛佳先生	二零一四年十二月十一日	二零一五年十二月十一日至二零二四年十二月十日								
	11 December 2015	11 December 2016 to 10 December 2025	0.674	-	15,000,000 <sup>(a)</sup>	-	-	-	-	15,000,000
	二零一五年十二月十一日	二零一六年十二月十一日至二零二五年十二月十日								
	8 November 2016	8 November 2017 to 7 November 2026	0.98	-	10,000,000 <sup>(b)</sup>	-	-	-	-	10,000,000
	二零一六年十一月八日	二零一七年十一月八日至二零二六年十一月七日								
Mr. Li Gang	11 December 2014	11 December 2015 to 10 December 2024	0.3628	-	10,000,000 <sup>(a)</sup>	-	-	-	-	10,000,000
李剛先生	二零一四年十二月十一日	二零一五年十二月十一日至二零二四年十二月十日								
	11 December 2015	11 December 2016 to 10 December 2025	0.674	-	10,000,000 <sup>(a)</sup>	-	-	-	-	10,000,000
	二零一五年十二月十一日	二零一六年十二月十一日至二零二五年十二月十日								
	8 November 2016	8 November 2017 to 7 November 2026	0.98	-	8,000,000 <sup>(b)</sup>	-	-	-	-	8,000,000
	二零一六年十一月八日	二零一七年十一月八日至二零二六年十一月七日								
Mr. Wong Sai Hung	11 December 2014	11 December 2015 to 10 December 2024	0.3628	-	10,000,000 <sup>(a)</sup>	-	-	-	-	10,000,000
黃世雄先生	二零一四年十二月十一日	二零一五年十二月十一日至二零二四年十二月十日								
	11 December 2015	11 December 2016 to 10 December 2025	0.674	-	10,000,000 <sup>(a)</sup>	-	-	-	-	10,000,000
	二零一五年十二月十一日	二零一六年十二月十一日至二零二五年十二月十日								
	8 November 2016	8 November 2017 to 7 November 2026	0.98	-	8,000,000 <sup>(b)</sup>	-	-	-	-	8,000,000
	二零一六年十一月八日	二零一七年十一月八日至二零二六年十一月七日								
Ms. Zhou Youmeng	8 November 2016	8 November 2017 to 7 November 2026	0.98	-	8,000,000 <sup>(b)</sup>	-	-	-	-	8,000,000
周友盟女士	二零一六年十一月八日	二零一七年十一月八日至二零二六年十一月七日								

## OTHER INFORMATION (Continued)

## 其他資料 (續)

### Share Option Scheme (Continued)

### 購股權計劃 (續)

Category	Date of grant	Exercise period	Exercise price per Share	Weighted average closing price	Number of underlying Shares comprised in the share options					As at 30 September 2017
					As at 1 January 2017	Granted during the period	Exercised during the period	Cancelled during the period	Lapsed during the period	
類別	授出日期	行使期	每股行使價 HK\$ 港元	加權平均收市價 HK\$ 港元	於二零一七年一月一日	期內授出	期內行使	期內註銷	期內失效	於二零一七年九月三十日
<b>Directors (Continued)</b>										
<b>董事 (續)</b>										
Mr. Ge Ming	11 December 2014	11 December 2015 to 10 December 2024	0.3628	-	5,000,000 <sup>(a)</sup>	-	-	-	-	5,000,000
葛明先生	二零一四年十二月十一日	二零一五年十二月十一日至二零二四年十二月十日								
	11 December 2015	11 December 2016 to 10 December 2025	0.674	-	7,400,000 <sup>(a)</sup>	-	-	-	-	7,400,000
	二零一五年十二月十一日	二零一六年十二月十一日至二零二五年十二月十日								
	12 December 2016	12 December 2017 to 11 December 2026	0.786	-	6,000,000 <sup>(b)</sup>	-	-	-	-	6,000,000
	二零一六年十二月十二日	二零一七年十二月十二日至二零二六年十二月十一日								
Dr. Ou Minggang	11 December 2015	11 December 2016 to 10 December 2025	0.674	-	7,400,000 <sup>(a)</sup>	-	-	-	-	7,400,000
歐明剛博士	二零一五年十二月十一日	二零一六年十二月十一日至二零二五年十二月十日								
	12 December 2016	12 December 2017 to 11 December 2026	0.786	-	6,000,000 <sup>(b)</sup>	-	-	-	-	6,000,000
	二零一六年十二月十二日	二零一七年十二月十二日至二零二六年十二月十一日								
Dr. Yin Zhongli	11 December 2015	11 December 2016 to 10 December 2025	0.674	-	7,400,000 <sup>(a)</sup>	-	-	-	-	7,400,000
尹中立博士	二零一五年十二月十一日	二零一六年十二月十一日至二零二五年十二月十日								
	12 December 2016	12 December 2017 to 11 December 2026	0.786	-	6,000,000 <sup>(b)</sup>	-	-	-	-	6,000,000
	二零一六年十二月十二日	二零一七年十二月十二日至二零二六年十二月十一日								
<b>Former Director</b>										
<b>前董事</b>										
Mr. Wang Wei <sup>†</sup>	11 December 2014	11 December 2015 to 10 December 2024	0.3628	-	5,000,000 <sup>(a)</sup>	-	-	-	-	5,000,000
王巍先生 <sup>†</sup>	二零一四年十二月十一日	二零一五年十二月十一日至二零二四年十二月十日								
	11 December 2015	11 December 2016 to 10 December 2025	0.674	-	7,400,000 <sup>(a)</sup>	-	-	-	-	7,400,000
	二零一五年十二月十一日	二零一六年十二月十一日至二零二五年十二月十日								
	12 December 2016	12 December 2017 to 11 December 2026	0.786	-	6,000,000 <sup>(b)</sup>	-	-	-	-	6,000,000
	二零一六年十二月十二日	二零一七年十二月十二日至二零二六年十二月十一日								
					382,600,000	-	-	-	-	382,600,000

## OTHER INFORMATION (Continued)

## 其他資料 (續)

### Share Option Scheme (Continued)

### 購股權計劃 (續)

Category	Date of grant	Exercise period	Exercise price per Share	Weighted average closing price	Number of underlying Shares comprised in the share options					As at 30 September 2017
					As at 1 January 2017	Granted during the period	Exercised during the period	Cancelled during the period	Lapsed during the period	
類別	授出日期	行使期	每股行使價 HK\$ 港元	加權平均收市價 HK\$ 港元	於二零一七年一月一日	期內授出	期內行使	期內註銷	期內失效	於二零一七年九月三十日
<b>Employees</b> (in aggregate) 僱員 (合計)	11 December 2014	11 December 2015 to 10 December 2024	0.3628	1.0579	117,830,000 <sup>(a)</sup>	-	(12,250,000)	-	-	105,580,000
	二零一四年十二月十一日	二零一五年十二月十一日至二零二四年十二月十日								
	8 June 2015	8 June 2016 to 7 June 2025	0.426	1.0632	135,442,500 <sup>(b)</sup>	-	(30,605,000)	-	(7,937,500)	96,900,000
	二零一五年六月八日	二零一六年六月八日至二零二五年六月七日								
	11 December 2015	11 December 2016 to 10 December 2025	0.674	1.0402	85,000,000 <sup>(c)</sup>	-	(20,000,000)	-	-	65,000,000
	二零一五年十二月十一日	二零一六年十二月十一日至二零二五年十二月十日								
	5 July 2016	5 July 2017 to 4 July 2026	0.698	1.0982	112,000,000 <sup>(b)</sup>	-	(12,030,000)	-	(7,250,000)	92,720,000
	二零一六年七月五日	二零一七年七月五日至二零二六年七月四日								
12 December 2016	12 December 2017 to 11 December 2026	0.786	-	43,500,000 <sup>(d)</sup>	-	-	-	-	43,500,000	
二零一六年十二月十二日	二零一七年十二月十二日至二零二六年十二月十一日									
31 March 2017	31 March 2018 to 30 March 2027	1.05	-	-	7,250,000 <sup>(e)</sup>	-	-	(750,000)	6,500,000	
二零一七年三月三十一日	二零一八年三月三十一日至二零二七年三月三十日									
					493,772,500	7,250,000	(74,885,000)	-	(15,937,500)	410,200,000
<b>Consultants</b> 顧問	11 December 2014	11 December 2015 to 10 December 2024	0.3628	1.0473	647,100,000 <sup>(a)</sup>	-	(29,230,000)	-	-	617,870,000
	二零一四年十二月十一日	二零一五年十二月十一日至二零二四年十二月十日								
	11 December 2015	11 December 2016 to 10 December 2025	0.674	-	270,000,000 <sup>(c)</sup>	-	-	-	-	270,000,000
	二零一五年十二月十一日	二零一六年十二月十一日至二零二五年十二月十日								
	5 July 2016	5 July 2017 to 4 July 2026	0.698	1.0600	575,000,000 <sup>(b)</sup>	-	(113,800,000)	-	-	461,200,000
二零一六年七月五日	二零一七年七月五日至二零二六年七月四日									
12 December 2016	12 December 2017 to 11 December 2026	0.786	-	200,000,000 <sup>(d)</sup>	-	-	-	-	200,000,000	
二零一六年十二月十二日	二零一七年十二月十二日至二零二六年十二月十一日									
					1,692,100,000	-	(143,030,000)	-	-	1,549,070,000
<b>Total</b> 總計					2,568,472,500	7,250,000	(217,915,000)	-	(15,937,500)	2,341,870,000

<sup>#</sup> Mr. Wang Wei resigned as an INED with effect from 1 April 2017.

<sup>#</sup> 王巍先生已自二零一七年四月一日起辭任獨立非執行董事。

## OTHER INFORMATION (Continued)

### Share Option Scheme (Continued)

Notes:

- (1) The vesting period of the share options is from the date of grant until the commencement of the exercise period.
- (2) The share options are exercisable according to the following vesting schedule:
  - (i) one-fourth of the share options shall vest on 10 December 2015;
  - (ii) one-fourth of the share options shall vest on 10 December 2016;
  - (iii) one-fourth of the share options shall vest on 10 December 2017; and
  - (iv) one-fourth of the share options shall vest on 10 December 2018.

The closing price of the ordinary shares of HK\$0.1 each immediately before the date on which the share options were granted was HK\$1.79 per share (equivalent to HK\$0.358 per Share).

- (3) The share options are exercisable according to the following vesting schedule:
  - (i) one-fourth of the share options shall vest on 7 June 2016;
  - (ii) one-fourth of the share options shall vest on 7 June 2017;
  - (iii) one-fourth of the share options shall vest on 7 June 2018; and
  - (iv) one-fourth of the share options shall vest on 7 June 2019.

The closing price of the ordinary shares of HK\$0.1 each immediately before the date on which the share options were granted was HK\$2.13 per share (equivalent to HK\$0.426 per Share).

## 其他資料 (續)

### 購股權計劃 (續)

附註:

- (1) 購股權之歸屬期由授出日期起計直至行使期開始止。
- (2) 該等購股權可根據下列歸屬時間表行使:
  - (i) 購股權之四分之一將於二零一五年十二月十日歸屬;
  - (ii) 購股權之四分之一將於二零一六年十二月十日歸屬;
  - (iii) 購股權之四分之一將於二零一七年十二月十日歸屬;及
  - (iv) 購股權之四分之一將於二零一八年十二月十日歸屬。

每股面值0.1港元之普通股於緊接購股權授出日期前之收市價為每股1.79港元(相等於每股股份0.358港元)。

- (3) 該等購股權可根據下列歸屬時間表行使:
  - (i) 購股權之四分之一將於二零一六年六月七日歸屬;
  - (ii) 購股權之四分之一將於二零一七年六月七日歸屬;
  - (iii) 購股權之四分之一將於二零一八年六月七日歸屬;及
  - (iv) 購股權之四分之一將於二零一九年六月七日歸屬。

每股面值0.1港元之普通股於緊接購股權授出日期前之收市價為每股2.13港元(相等於每股股份0.426港元)。





## OTHER INFORMATION (Continued)

### Share Option Scheme (Continued)

Notes: (Continued)

(4) The share options are exercisable according to the following vesting schedule:

- (i) 40% of the share options shall vest on 10 December 2016;
- (ii) 30% of the share options shall vest on 10 December 2017; and
- (iii) 30% of the share options shall vest on 10 December 2018.

The closing price of the ordinary shares of HK\$0.1 each immediately before the date on which the share options were granted was HK\$3.43 per share (equivalent to HK\$0.686 per Share).

(5) The share options are exercisable according to the following vesting schedule:

- (i) 40% of the share options shall vest on 4 July 2017;
- (ii) 30% of the share options shall vest on 4 July 2018; and
- (iii) 30% of the share options shall vest on 4 July 2019.

The closing price of the ordinary shares of HK\$0.1 each immediately before the date on which the share options were granted was HK\$3.04 per share (equivalent to HK\$0.61 per Share).

(6) The share options are exercisable according to the following vesting schedule:

- (i) 40% of the share options shall vest on 7 November 2017;
- (ii) 30% of the share options shall vest on 7 November 2018; and
- (iii) 30% of the share options shall vest on 7 November 2019.

The closing price of the Shares immediately before the date on which the share options were granted was HK\$0.97 per Share.

## 其他資料 (續)

### 購股權計劃 (續)

附註：(續)

(4) 該等購股權可根據下列歸屬時間表行使：

- (i) 購股權之40%將於二零一六年十二月十日歸屬；
- (ii) 購股權之30%將於二零一七年十二月十日歸屬；及
- (iii) 購股權之30%將於二零一八年十二月十日歸屬。

每股面值0.1港元之普通股於緊接購股權獲授出日期前之收市價為每股3.43港元（相等於每股股份0.686港元）。

(5) 該等購股權可根據下列歸屬時間表行使：

- (i) 購股權之40%將於二零一七年七月四日歸屬；
- (ii) 購股權之30%將於二零一八年七月四日歸屬；及
- (iii) 購股權之30%將於二零一九年七月四日歸屬。

每股面值0.1港元之普通股於緊接購股權獲授出日期前之收市價為每股3.04港元（相等於每股股份0.61港元）。

(6) 該等購股權可根據下列歸屬時間表行使：

- (i) 購股權之40%將於二零一七年十一月七日歸屬；
- (ii) 購股權之30%將於二零一八年十一月七日歸屬；及
- (iii) 購股權之30%將於二零一九年十一月七日歸屬。

股份於緊接購股權獲授出日期前之收市價為每股0.97港元。

## OTHER INFORMATION (Continued)

### Share Option Scheme (Continued)

Notes: (Continued)

(7) The share options are exercisable according to the following vesting schedule:

- (i) 40% of the share options shall vest on 11 December 2017;
- (ii) 30% of the share options shall vest on 11 December 2018; and
- (iii) 30% of the share options shall vest on 11 December 2019.

The closing price of the Shares immediately before the date on which the share options were granted was HK\$0.76 per Share.

(8) The share options are exercisable according to the following vesting schedule:

- (i) 40% of the share options shall vest on 30 March 2018;
- (ii) 30% of the share options shall vest on 30 March 2019; and
- (iii) 30% of the share options shall vest on 30 March 2020.

The closing price of the Shares immediately before the date on which the share options were granted was HK\$1.02 per Share.

The fair value of the share options granted to the Directors and employees were calculated by using the Black-Scholes option pricing model. The inputs into the model were as follows:

		11 December 2014 二零一四年 十二月十一日	8 June 2015 二零一五年 六月八日	11 December 2015 二零一五年 十二月十一日	5 July 2016 二零一六年 七月五日	8 November 2016 二零一六年 十一月八日	12 December 2016 二零一六年 十二月十二日	31 March 2017 二零一七年 三月三十一日
<b>Inputs into the model</b>	<b>輸入該模式之數據</b>							
Exercise price <sup>#</sup>	行使價 <sup>#</sup>	HK\$0.3628港元	HK\$0.426港元	HK\$0.674港元	HK\$0.698港元	HK\$0.98港元	HK\$0.786港元	HK\$1.05港元
Expected volatility	預期波幅	41.71%-42.35%	44.56%-49.47%	48.48%-50.96%	36.00%	38.6%-52.70%	44.32%-53.52%	40%
Expected life	預期年期	2-5 years年	2-5 years年	2-4 years年	2.5-10 years年	10 years年	10 years年	10 years年
Expected dividend yield	預期股息收益	0.676%	0.219%	0.287%	0.264%	0.164%	0.215%	0.12%
Risk-free rate	無風險利率	0.43%-1.237%	0.48%-1.31%	0.404%-0.895%	0.42%-0.93%	1.12%	1.57%	1.59%

<sup>#</sup> restated as a result of the Share Subdivision effective on 19 September 2016.

## 其他資料 (續)

### 購股權計劃 (續)

附註：(續)

(7) 該等購股權可根據下列歸屬時間表行使：

- (i) 購股權之40%將於二零一七年十二月十一日歸屬；
- (ii) 購股權之30%將於二零一八年十二月十一日歸屬；及
- (iii) 購股權之30%將於二零一九年十二月十一日歸屬。

股份於緊接購股權獲授出日期前之收市價為每股0.76港元。

(8) 該等購股權可根據下列歸屬時間表行使：

- (i) 購股權之40%將於二零一八年三月三十日歸屬；
- (ii) 購股權之30%將於二零一九年三月三十日歸屬；及
- (iii) 購股權之30%將於二零二零年三月三十日歸屬。

股份於緊接購股權獲授出日期前之收市價為每股1.02港元。

授予董事及僱員之購股權之公平值乃使用伯力克-舒爾茲期權定價模式計算。輸入該模式之數據如下：

<sup>#</sup> 因於二零一六年九月十九日生效之股份拆細而經重列。



## OTHER INFORMATION (Continued)

### Share Option Scheme (Continued)

The expected volatility of the share options granted under the Share Option Scheme was determined by using the historical volatility of the share price of comparable companies and the Company respectively. The expected life used in the above model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioral considerations.

When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share-based payment reserve will be transferred to retained profits.

The fair values of the share options granted to consultants were measured at the fair value of the services received. With regard to the subjectivity and uncertainty of the values of the share options, such values are subject to a number of assumptions and the limitation of the model.

The Group recognised total expenses of approximately RMB129.8 million for the nine months ended 30 September 2017 (nine months ended 30 September 2016: RMB73.4 million) in relation to the share options granted by the Company.

### Purchase, Sale or Redemption of Listed Securities

The Company did not redeem any of its shares listed and traded on the Stock Exchange, nor did the Company or any of its subsidiaries purchase or sell any of such shares during the nine months ended 30 September 2017.

### Corporate Governance

Save as disclosed below, the Board is of the view that the Company has complied with the code provisions set out in the Corporate Governance Code (the "CG Code") and Corporate Governance Report contained in Appendix 15 to the GEM Listing Rules and all the requirements of the GEM Listing Rules during the nine months ended 30 September 2017.

## 其他資料 (續)

### 購股權計劃 (續)

根據購股權計劃授出之購股權之預期波幅乃分別採用可資比較公司及本公司之股價之過往波幅而釐定。上述模式所採用之預期年期已根據管理層之最佳估計就不可轉讓性、行使限制及行為因素之影響作出調整。

倘購股權於歸屬日期後被沒收，或於屆滿日期仍未獲行使，則先前於以股份支付儲備確認之金額將轉撥至保留溢利。

授予顧問之購股權之公平值乃按已收取服務之公平值計量。就購股權價值之主觀性及不確定性而言，有關價值受限於模型假設數目及限制。

本集團截至二零一七年九月三十日止九個月就本公司授出之購股權確認開支總額約人民幣129,800,000元（截至二零一六年九月三十日止九個月：人民幣73,400,000元）。

### 購買、出售或贖回上市證券

於截至二零一七年九月三十日止九個月內，本公司並無贖回其於聯交所上市及買賣之任何股份，且本公司或其任何附屬公司亦無購買或出售任何有關股份。

### 企業管治

除下文所披露者外，董事會認為，於截至二零一七年九月三十日止九個月，本公司一直遵守創業板上市規則附錄十五所載企業管治守則（「企業管治守則」）及企業管治報告載列的守則條文及創業板上市規則之所有規定。

## OTHER INFORMATION (Continued)

### Corporate Governance (Continued)

Following the resignation of Mr. Wang Wei as an INED on 1 April 2017, the Company did not have sufficient INEDs representing at least one-third of the Board under Rule 5.05A of the GEM Listing Rules. In compliance with Rule 5.06 of the GEM Listing Rules, the Company appointed Dr. Wang Songqi as an INED on 27 June 2017 and fulfils the aforesaid requirements of Rule 5.05A.

Code provision E.1.2 of the CG Code requires the chairman of the board of directors to attend the annual general meeting. Due to other business commitments which must be attended by Mr. Li Mingshan, the chairman of the Board (the "Chairman"), he was not able to attend the annual general meeting of the Company held on 9 May 2017 (the "AGM"). Mr. Phang Yew Kiat, the vice-chairman and the chief executive officer of the Company, acted as the chairman of the AGM to ensure an effective communication with the Shareholders. The Chairman had enquired about the questions raised and the opinions expressed by the Shareholders at the AGM.

### Code of Conduct Regarding Securities Transactions by Directors

The Company has adopted its securities dealing code (the "Own Code") regarding dealings in the Company's securities by the Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the "Required Standard of Dealings"). A specific enquiry has been made by the Company with each of those who were the Directors during the nine months ended 30 September 2017 and all of them have confirmed that they had complied with the Required Standard of Dealings and the Own Code during such period.

## 其他資料 (續)

### 企業管治 (續)

於王巍先生於二零一七年四月一日辭任獨立非執行董事後，本公司未能根據創業板上市規則第5.05A條擁有相當於董事會至少三分之一的足夠獨立非執行董事。為遵守創業板上市規則第5.06條，本公司於二零一七年六月二十七日委任王松奇博士為獨立非執行董事，並符合第5.05A條之上述規定。

企業管治守則之守則條文第E.1.2條規定，董事會主席須出席股東週年大會。由於董事會主席李明山先生（「主席」）必須參加其他商業事務，彼未能出席本公司於二零一七年五月九日舉行之股東週年大會（「股東週年大會」）。本公司副主席兼首席執行官彭耀傑先生擔任股東週年大會主席，以確保與股東進行有效溝通。主席已查詢有關股東於股東週年大會上提出之問題及表達之意見。

### 董事進行證券交易之行為守則

本公司已就董事買賣本公司證券自行採納一套證券買賣行為守則（「自訂守則」），其條款並不比創業板上市規則第5.48條至第5.67條所載董事進行證券買賣的規定準則（「交易必守準則」）寬鬆。截至二零一七年九月三十日止九個月，本公司已向董事作出具體查詢，而彼等各自己確認於有關期間內一直遵守交易必守準則及自訂守則。

## OTHER INFORMATION (Continued)

### Competing Interest

For the nine months ended 30 September 2017, the Directors were not aware of any business or interest of the Directors, the controlling Shareholder (as defined in the GEM Listing Rules) nor their respective close associates (as defined in the GEM Listing Rules) that competed or might, directly or indirectly, compete with the business of the Group and any other conflicts of interest which any such person or entity has or may have with the Group, save that Mr. Zhang, a non-executive Director and a substantial Shareholder (as defined in the GEM Listing Rules), has an indirect interest of 51.5% in NCF Wealth Holdings Limited (formerly known as First P2P Limited) ("NCF Wealth"). Please refer to the Company's announcement dated 12 January 2015 for further details. The Board considers that Mr. Zhang's interest in NCF Wealth is not competing with the Group in any material respect because NCF Wealth and the Group have different business focuses. Whilst NCF Wealth focuses on the investor/lender end of a fintech system, the Group focuses on the borrower end of a fintech system. As a result, NCF Wealth and the Group target at different market segments and are not competing with each other in any material respect. None of the controlling shareholders of the Company or the Directors or their respective close associates has any interest in any business which competes or potentially competes, either directly or indirectly, with the business of the Group in any material respect.

## 其他資料 (續)

### 競爭權益

截至二零一七年九月三十日止九個月，董事概不知悉董事、控股股東（定義見創業板上市規則）或彼等各自的緊密聯繫人士（定義見創業板上市規則）之任何業務或權益與或可能直接或間接與本集團業務構成競爭，及任何有關人士或實體與本集團擁有或可能擁有任何其他利益衝突，惟非執行董事及主要股東（定義見創業板上市規則）張先生於NCF Wealth Holdings Limited（前稱第一P2P有限公司）（「NCF Wealth」）擁有51.5%間接權益除外。有關進一步詳情請參閱本公司日期為二零一五年一月十二日之公告。董事會認為，由於NCF Wealth與本集團之業務重心不同，張先生於NCF Wealth之權益在任何重大方面概無與本集團存在競爭。NCF Wealth專注於金融科技系統之投資者／放款人終端，而本集團專注於金融科技系統之借款人終端。因此，NCF Wealth及本集團面向不同市場領域，彼此在任何重大方面並無存在競爭。本公司控股股東或董事或彼等各自之緊密聯繫人士概無於在任何重大方面與本集團業務直接或間接構成競爭或潛在競爭的任何業務中擁有任何權益。

## OTHER INFORMATION (Continued)

## 其他資料(續)

### Planned and Actual Use of Net Proceeds in Respect of the Convertible Bonds Issued by the Company in the Financial Year Ended 31 December 2016

### 有關本公司於截至二零一六年十二月三十一日止財政年度發行之可換股債券之所得款項淨額計劃及實際用途

Set out below is a summary of the planned use of the net proceeds in respect of the convertible bonds issued by the Company in the financial year ended 31 December 2016:

以下載列有關本公司於截至二零一六年十二月三十一日止財政年度發行之可換股債券之所得款項淨額之計劃用途概要：

Date of announcement	Event	Net proceeds raised 所籌集之 所得款項淨額 (approximately) (概約)	Intended use of proceeds 所得款項擬定用途
9 May 2016 二零一六年 五月九日	Issue of 7% unsecured convertible bonds due 2019 of an aggregate principal amount of HK\$1,000 million under general mandate 根據一般授權發行本金總額為1,000,000,000港元之於二零一九年到期之7厘無抵押可換股債券	HK\$983,300,000 983,300,000港元	The Group's general working capital and/or for the purpose of financing future acquisitions of the Group (if any) 本集團之一般營運資金及／或為本集團之未來收購提供資金(如有)
30 June 2016 二零一六年 六月三十日	Issue of (i) floating rate unsecured convertible bonds due 2019 of an aggregate principal amount of US\$45 million and (ii) 7% unsecured convertible bonds due 2019 of an aggregate principal of HK\$100 million under general mandate 根據一般授權發行(i)本金總額為45,000,000美元之於二零一九年到期之浮息無抵押可換股債券(ii)本金總額為100,000,000港元之於二零一九年到期之7厘無抵押可換股債券	HK\$446,700,000 446,700,000港元	The Group's general working capital and/or for the purpose of financing future acquisitions of the Group (if any) 本集團之一般營運資金及／或為本集團之未來收購提供資金(如有)



## OTHER INFORMATION (Continued)

### Planned and Actual Use of Net Proceeds in Respect of the Convertible Bonds Issued by the Company in the Financial Year Ended 31 December 2016 (Continued)

Breakdown of the actual use of net proceeds from convertible bonds issued by the Company in the financial year ended 31 December 2016 is shown below:

	Utilized in 2016 於 二零一六年 獲動用 (approximately) (概約) HKD 港元
Financing acquisitions of the Group 為本集團收購提供資金	491,900,000
The Group's general working capital 本集團之一般營運資金	938,100,000
	1,430,000,000

### Performance Guarantee in Respect of the Acquisition of Leyu Limited ("Leyu") in 2016

On 31 October 2016, Marvel Paradise Group Limited, a wholly-owned subsidiary of the Company, entered into an acquisition agreement (the "**Leyu Acquisition Agreement**") to acquire a 48% equity interest in Leyu which includes 北京掌眾軟件技術有限責任公司 (Beijing Weshare Software Technology Limited) through structured contracts at a total consideration of RMB800 million, of which RMB320.0 million was satisfied in cash and the remaining RMB480 million was satisfied by the issuance of 714,147,470 new Shares at HK\$0.7681 each (equivalent to RMB0.6548 per Share).

On 24 November 2016 and 14 December 2016, the Company allotted and issued 541,251,368 Shares and 172,896,102 Shares to the sellers respectively. However, the completion of the transaction should be subject to the terms of the acquisition agreement signed between the sellers and the Company. The transaction was completed on 14 December 2016.

## 其他資料 (續)

### 有關本公司於截至二零一六年十二月三十一日止財政年度發行之可換股債券之所得款項淨額計劃及實際用途 (續)

本公司於截至二零一六年十二月三十一日止財政年度發行之可換股債券之所得款項淨額實際用途明細如下：

	Utilized in 2016 於 二零一六年 獲動用 (approximately) (概約) HKD 港元
Financing acquisitions of the Group 為本集團收購提供資金	491,900,000
The Group's general working capital 本集團之一般營運資金	938,100,000
	1,430,000,000

### 有關於二零一六年收購Leyu Limited (「Leyu」) 之履行擔保

於二零一六年十月三十一日，本公司全資附屬公司Marvel Paradise Group Limited訂立收購協議(「**Leyu收購協議**」)，以透過結構性合約收購Leyu(其包括北京掌眾軟件技術有限責任公司)之48%股權，代價總額為人民幣800,000,000元，其中人民幣320,000,000元以現金支付，餘下人民幣480,000,000元透過按每股0.7681港元(相等於每股股份人民幣0.6548元)發行714,147,470股新股份之方式支付。

於二零一六年十一月二十四日及二零一六年十二月十四日，本公司分別向賣方配發及發行541,251,368股股份及172,896,102股股份。然而，交易須待賣方與本公司簽訂之收購協議內之條款獲達成後，方可完成。交易已於二零一六年十二月十四日完成。

## OTHER INFORMATION (Continued)

### Performance Guarantee in Respect of the Acquisition of Leyu Limited (“Leyu”) in 2016 (Continued)

According to the Leyu Acquisition Agreement, Mr. Zhang Jinghua (the “**Mr. JH Zhang**”) undertook that the net profit before tax of Leyu for the 2016 financial year (i.e. from 1 January 2016 to 31 December 2016) shall be a minimum of RMB70 million, calculated in accordance with HKFRS (the “**Performance Target**”). In the event that the net profit before tax (excluding the impact of non-recurring gains and losses) of Leyu in the 2016 financial year recorded in its audited report (the “**Leyu Audited Report**”) is less than RMB63 million (the “**Actual Profit**”), Mr. JH Zhang shall provide compensation in cash in RMB or US\$ (the “**Performance Compensation**”) to a bank account designated by the buyer within 30 days of receipt of the Leyu Audited Report. The amount to be paid by Mr. JH Zhang shall be the difference between the Performance Target and the Actual Profit. In the event that the Leyu Audited Report records the Actual Profit of not less than RMB63 million, the buyer shall waive Mr. JH Zhang’s obligation to pay the Performance Compensation. For details of the acquisition of Leyu, please refer to the Company’s announcements dated 31 October 2016, 16 November 2016 and 21 November 2016 respectively.

For the year ended 31 December 2016, Leyu recorded revenue and a net profit of RMB121,045,000 and RMB28,772,000 (representing the net profit for the period from 24 November 2016 to 31 December 2016), respectively (for the year ended 31 December 2015: Nil for both). As at 31 December 2016, the total assets and the net liabilities of Leyu were RMB289,269,000 and RMB14,252,000 respectively (as at 31 December 2015: Nil for both). According to the audited consolidated financial statements for the year ended 31 December 2016 of Leyu, the net profit before income tax (excluding extraordinary other losses) of Leyu was RMB93,056,279. The Performance Target has been met.

## 其他資料 (續)

### 有關於二零一六年收購Leyu Limited (「Leyu」) 之履行擔保 (續)

根據Leyu收購協議，張敬華先生（「張敬華先生」）承諾，Leyu於二零一六財政年度（即二零一六年一月一日至二零一六年十二月三十一日）根據香港財務報告準則計算之除稅前溢利淨額將最少達人民幣70,000,000元（「表現指標」）。倘Leyu於二零一六財政年度於其經審核報告（「Leyu經審核報告」）內錄得之除稅前溢利淨額（不計及非經常性盈利及虧損之影響）少於人民幣63,000,000元（「實際溢利」），則張敬華先生須於收到Leyu經審核報告後30日內向買方指定的銀行賬戶以人民幣或美元作出現金補償（「表現補償」）。張敬華先生支付的款項將為表現指標與實際溢利的差額。倘Leyu經審核報告錄得實際溢利不少於人民幣63,000,000元，則買方須豁免張敬華先生支付表現補償的責任。有關收購Leyu之詳情，請參閱本公司日期分別為二零一六年十月三十一日、二零一六年十一月十六日及二零一六年十一月二十一日之公告。

截至二零一六年十二月三十一日止年度，Leyu錄得收益及溢利淨額分別為人民幣121,045,000元及人民幣28,772,000元（即二零一六年十一月二十四日至二零一六年十二月三十一日期間之溢利淨額）（截至二零一五年十二月三十一日止年度：均為零）。於二零一六年十二月三十一日，Leyu之資產總值及負債淨額分別為人民幣289,269,000元及人民幣14,252,000元（於二零一五年十二月三十一日：均為零）。根據Leyu截至二零一六年十二月三十一日止年度之經審核綜合財務報表，Leyu之除稅前溢利淨額（不包括非經常性其他虧損）為人民幣93,056,279元，故已實現表現指標。





## OTHER INFORMATION (Continued)

### Subsequent Event After the Reporting Period

There has been no occurrence of events that had a significant impact on the Group's operation, financial and trading prospects since 30 September 2017 and up to the date of this report.

### Review by Audit Committee

The audit committee of the Board (the "Audit Committee") currently comprises four members, namely Mr. Ge Ming (Chairman), Dr. Ou Minggang, Dr. Wang Songqi and Dr. Yin Zhongli, all being INEDs.

The Group's unaudited condensed consolidated financial statements for the nine months ended 30 September 2017 (the "Financial Statements") were not audited but the Financial Statements and this report had been reviewed by the Audit Committee. The Board is of the opinion that such financial information has been prepared in compliance with the applicable accounting standards, the requirements under the GEM Listing Rules and any other applicable legal requirements, and that adequate disclosures have been made.

By Order of the Board  
**Chong Sing Holdings FinTech Group Limited**  
**Li Mingshan**  
*Chairman*

Hong Kong, 7 November 2017

\* *In this report, the English translation of certain Chinese names and entities is included for identification purposes only and should not be regarded as an official English translation of such Chinese names and entities.*

## 其他資料 (續)

### 報告期後事項

自二零一七年九月三十日起至本報告日期，概無發生對本集團之營運、財務及貿易前景有重大影響之事件。

### 審核委員會審閱

董事會轄下之審核委員會（「審核委員會」）現時由四名成員即葛明先生（主席）、歐明剛博士、王松奇博士及尹中立博士組成，彼等均為獨立非執行董事。

本集團於截至二零一七年九月三十日止九個月之未經審核簡明綜合財務報表（「財務報表」）並無獲審核惟已由審核委員會審閱。董事會認為，有關財務資料乃根據適用會計準則、創業板上市規則之規定及任何其他適用法律規定編製，並已作出充足披露。

承董事會命  
**中新控股科技集團有限公司**  
**主席**  
**李明山**

香港，二零一七年十一月七日

\* 於本報告內，英文版本所載之若干中文名稱及實體之英文譯名乃僅供識別，而不應視為有關中文名稱及實體之正式英文譯名。



**CHONG SING**   
Holdings FinTech Group Limited 中新