

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

2018



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

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

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

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This report, for which the directors of Chong Sing Holdings FinTech Group 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GEM（分別為「聯交所」及「GEM」）的特色

GEM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中小型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。

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

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

本報告的資料乃遵照聯交所GEM證券上市規則（「GEM上市規則」）而刊載，旨在提供有關中新控股科技集團有限公司（「本公司」）之資料。本公司董事（「董事」）願就本報告的資料共同及個別地承擔全部責任。董事在作出一切合理查詢後，確認就彼等所知及所信，本報告所載資料在各重要方面均屬準確完備，並無誤導或欺詐成份；且並無遺漏任何事項，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 this third quarterly 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.

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
Mr. Yang Jianhui

Non-executive Directors

Mr. Li Mingshan (*Chairman*)
Mr. Li Gang
Mr. Zhang Zhenxin
Ms. Zhou Youmeng
Mr. Wong Sai Hung (*Resigned on 5 February 2018*)

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

Authorised 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
楊建輝先生

非執行董事

李明山先生 (*主席*)
李剛先生
張振新先生
周友盟女士
黃世雄先生 (*於二零一八年二月五日辭任*)

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

INDEPENDENT AUDITOR

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

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
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Hong Kong

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN CHINA

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No. 166 Lujiazui Ring Road
Pudong, Shanghai
The People's Republic of China
Postal Code 200120

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN CAYMAN ISLANDS

SMP Partners (Cayman) Limited
3rd Floor, Royal Bank House
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
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WEBSITE

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STOCK CODE

08207

INVESTOR RELATIONS CONTACT

ir@csfgroup.com

公司資料 (續)

香港主要營業地點

香港
金鐘道88號
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總辦事處及中國主要營業地點

中華人民共和國
上海浦東新區
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未來資產大廈28樓E-F室
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於開曼群島的主要股份過戶及登記處

SMP Partners (Cayman) Limited
3rd Floor, Royal Bank House
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

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股份代號

08207

投資者關係聯繫方式

ir@csfgroup.com

FINANCIAL HIGHLIGHTS

Third Quarter of 2018

財務摘要

二零一八年第三季度

		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
		2018 二零一八年 (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	
Operating Results	經營業績			
Turnover	營業額	1,957,957	3,669,466	-46.6%
Profit for the period	期內溢利	257,405	1,151,455	-77.6%
Profit attributable to owners of the Company	本公司擁有人應佔溢利	241,111	781,665	-69.2%
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	267,811	633,617	-57.7%
		RMB 人民幣	RMB 人民幣	
Earnings per share	每股盈利			
– basic	– 基本	1.06 cents分	3.57 cents分	-70.3%
– diluted	– 攤薄	1.02 cents分	3.40 cents分	-70.0%
Non-GAAP earnings per share	每股非公認會計原則盈利			
– basic	– 基本	1.18 cents分	2.89 cents分	-59.2%
– diluted	– 攤薄	1.14 cents分	2.76 cents分	-58.7%

The board of Directors (the “Board”) presents the unaudited condensed consolidated results of the Company and its subsidiaries (collectively the “Group”) for the three months and nine months ended 30 September 2018 together with the comparative unaudited figures for the corresponding periods in 2017, as follows:

董事會(「董事會」)呈列本公司及其附屬公司(統稱為「本集團」)截至二零一八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二零一七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 2018

截至二零一八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	
			2018 二零一八年 (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	2018 二零一八年 (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
Turnover	營業額	3	615,909	1,687,654	1,957,957	3,669,466
Interest income	利息收入	3	86,935	115,324	288,750	342,440
Interest expenses	利息開支	6	(118,718)	(92,861)	(290,369)	(280,599)
Net interest income/(expense)	利息收入/(開支)淨額		(31,783)	22,463	(1,619)	61,841
Financial consultancy service income	財務諮詢服務收入	3	19,741	19,043	91,979	53,035
Third party payment service income	第三方支付服務收入	3	91,983	111,075	266,372	255,791
Online investment and technology-enabled lending service income	在線投資及科技驅動借貸服務收入	3	296,824	1,395,156	690,060	2,885,347
Transaction verification service income	交易審核服務收入	3	66,055	-	496,559	-
Gain on transfer of rights on interest on loan receivables	轉讓應收貸款利息權利之收益	3	-	-	-	30,461
Others	其他	3	54,371	47,056	124,237	102,392
			497,191	1,594,793	1,667,588	3,388,867
Other income	其他收入	5	3,284	13,973	55,724	25,665
Other gains or losses	其他收益或虧損	5	725	5,677	252,767	3,668
Administrative and other operating expenses	行政及其他經營開支		(563,744)	(897,266)	(1,817,320)	(1,967,731)
Share-based payment expenses	以股份支付之開支		(19,163)	(38,275)	(56,154)	(129,785)
Share of results of associates	應佔聯營公司業績		(21,936)	10,133	26,864	52,775
Gain on disposal of subsidiaries	出售附屬公司之收益		-	-	42,760	408,098
Gain on deemed disposal of subsidiaries	視作出售附屬公司之收益		-	-	-	3,303
Gain on disposal of hashing power	出售算力之收益		-	-	232,669	-
Change in fair value of preference shares of a subsidiary	一間附屬公司之優先股之公平值變動		29,266	(81,016)	28,290	(181,565)
Change in fair value of crypto currencies	加密貨幣之公平值變動		(220)	-	(118,337)	-
Profit/(loss) before tax	除稅前溢利/(虧損)	7	(74,597)	608,019	314,851	1,603,295
Income tax	所得稅	8	25,055	(185,313)	(57,446)	(451,840)
Profit/(loss) for the period	期內溢利/(虧損)		(49,542)	422,706	257,405	1,151,455

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

(Continued)

簡明綜合損益及其他全面收益表 (續)

For the three months and nine months ended 30 September 2018

截至二零一八年九月三十日止三個月及九個月

		For the three months ended 30 September		For the nine months ended 30 September	
		2018	2017	2018	2017
		二零一八年	二零一七年	二零一八年	二零一七年
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
	Note	RMB'000	RMB'000	RMB'000	RMB'000
	附註	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Other comprehensive income (expense) for the period	期內其他全面收益(開支)				
Items that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益之項目:				
Exchange differences on translating foreign operation	換算海外營運公司匯兌差額	28,120	(13,821)	11,629	(53,269)
Share of other comprehensive expense of associates	分佔聯營公司其他全面開支	(912)	-	(3,430)	-
Change in fair value of financial assets through other comprehensive income	計入其他全面收益之金融資產公平值變動	-	(2,541)	(135,551)	4,152
Reclassification upon disposal of available-for-sale investments	出售可供出售投資之重新分類	-	(4,152)	-	(4,152)
Other comprehensive income/(expense) for the period, net of income tax	期內其他全面收益/(開支)·扣除所得稅	27,208	(20,514)	(127,352)	(53,269)
Total comprehensive income (expense) for the period	期內全面收益(開支)總額	(22,334)	402,192	130,053	1,098,186
Profit/(loss) for the period attributable to:	應佔期內溢利/(虧損):				
Owners of the Company	本公司擁有人	(67,604)	214,744	241,111	781,665
Non-controlling interests	非控股權益	18,062	207,962	16,294	369,790
		(49,542)	422,706	257,405	1,151,455
Total comprehensive income (expense) for the period attributable to:	應佔期內全面收益(開支)總額:				
Owners of the Company	本公司擁有人	(41,049)	194,595	112,997	728,903
Non-controlling interests	非控股權益	18,715	207,597	17,056	369,283
		(22,334)	402,192	130,053	1,098,186
		RMB	RMB	RMB	RMB
		人民幣	人民幣	人民幣	人民幣
Earnings/(loss) per share	每股盈利/(虧損)	10			
Basic	基本	(0.29) cent分	0.97 cent分	1.06 cents分	3.57 cents分
Diluted	攤薄	(0.29) cent分	0.93 cent分	1.02 cents分	3.40 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 2018 have been prepared in accordance with the Hong Kong Accounting Standards and Interpretations and have complied with the Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) 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 2017.

The Group has adopted the complete version of HKFRS 9 “Financial instruments” (“HKFRS 9”) in the condensed consolidated financial statements for the nine months ended 30 September 2018. Except for the foregoing, the Group has not adopted any new standard or interpretation that is not yet effective for the current accounting period.

HKFRS 9 introduces new classification and measurement requirements for financial assets on the basis of the Group’s business model for managing the financial assets and the contractual cash flow characteristics of the financial assets, a new expected credit loss model that replaces the incurred loss impairment model used in HKAS 39 “Financial instruments: Recognition and measurement” (“HKAS 39”) with the result that a loss event will no longer need to occur before an impairment allowance is recognised, and a new hedge accounting model where the hedged ratio is required to be the same as the one used by an entity’s management for risk management purposes.

As at 1 January 2018, the Directors have reviewed and reassessed the Group’s financial assets on that date and the results for the period. The initial application of HKFRS 9 has had impacts on the following financial assets and results of the Group:

- (i) Investments in equity securities (not held for trading) of RMB429,511,000 that were previously classified as available-for-sale investments and measured at cost at each reporting date under HKAS 39 have been designated as equity investments measured at fair value through other comprehensive income of RMB364,558,000 and equity investments measured at fair value through profit or loss of RMB361,099,000, respectively. The reclassification have no significant financial impact.
- (ii) Impairment based on the expected credit loss model on the Group’s loan receivables of RMB24,279,000 have been made for the year ended 31 December 2017.

The HKICPA has issued certain amendments to HKFRSs which are first effective for the current accounting period of the Group. Impairment based on the expected credit loss model on the Group’s loan receivables of RMB12,360,000 have been made for the nine months ended 30 September 2018.

簡明綜合財務報表附註

1. 編製基準

本集團截至二零一八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（「香港會計師公會」）所頒佈之香港財務報告準則（「香港財務報告準則」）及GEM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二零一七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。

本集團已就截至二零一八年九月三十日止九個月於簡明綜合財務報表中採納香港財務報告準則第9號「金融工具」（「香港財務報告準則第9號」）之完整版本。除上述者外，本集團並無採納於本會計期間尚未生效的任何新訂準則或詮釋。

香港財務報告準則第9號引入金融資產分類及計量的新規定，以本集團管理金融資產的業務模式及金融資產的合約現金流量特徵為基礎。香港會計準則第39號「金融工具：確認及計量」（「香港會計準則第39號」）中採用的已產生虧損減值模式被新的預期信貸虧損模式所取代，因此有關虧損事件將不再需要於確認減值撥備之前發生，以及引入新的對沖會計模式，對沖比率須與實體的管理層用作風險管理用途的對沖比率相同。

於二零一八年一月一日，董事已檢討及重估本集團於該日的金融資產及期內業績。首次應用香港財務報告準則第9號對本集團的下列金融資產及業績造成影響：

- (i) 先前分類為可供出售投資及根據香港會計準則第39號按各報告日期的成本計量的於股本證券（非持作買賣）的投資人民幣429,511,000元，已分別指定為按公平值透過其他全面收益計量的股本投資人民幣364,558,000元以及按公平值計入損益的股本投資人民幣361,099,000元。重新分類並無任何重大財務影響。
- (ii) 根據本集團應收貸款的預期信貸虧損模式，於截至二零一七年十二月三十一日止年度已計提減值撥備人民幣24,279,000元。

香港會計師公會已頒佈於本集團當前會計期間首次生效的香港財務報告準則的若干修訂。根據本集團應收貸款的預期信貸虧損模式，於截至二零一八年九月三十日止九個月已計提減值撥備人民幣12,360,000元。

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, provision of IT solution services and provision of transaction verification 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, transaction verification 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:

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貸款服務以及貸款組合管理之相關業務，及提供社交遊戲服務、提供IT解決方案服務以及提供交易審核服務。

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貸款服務收入、社交遊戲服務收入、IT解決方案服務收入、交易審核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：

		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		截至九月三十日止九個月	
		2018	2017	2018	2017
		二零一八年	二零一七年	二零一八年	二零一七年
		(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
Interest income	利息收入				
Entrusted loan service income	委託貸款服務收入	8,037	23,922	37,659	67,241
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	78,898	91,360	251,091	275,148
Microfinance service income	小額融資服務收入	-	42	-	51
		86,935	115,324	288,750	342,440
Financial consultancy service income	財務諮詢服務收入	19,741	19,043	91,979	53,035
Third party payment service income	第三方支付服務收入	91,983	111,075	266,372	255,791
Online investment and technology-enabled lending service income	在線投資及科技驅動貸款服務收入	296,824	1,395,156	690,060	2,885,347
Transaction verification service income	交易審核服務收入	66,055	-	496,559	-
Gain on transfer of rights on interest on loan receivables	轉讓應收貸款利息權利之收益	-	-	-	30,461
Others	其他	54,371	47,056	124,237	102,392
Turnover	營業額	615,909	1,687,654	1,957,957	3,669,466

4. SEGMENT INFORMATION

Operating segments, and the amounts of each segment item reported in the condensed consolidated financial statements, are identified from the financial data and information provided regularly to the Group's chief operation decision maker (the "CODM"), who is 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, of which the "Blockchain services" was a new segment identified since the year ended 31 December 2017.

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

1. Traditional loans and financing – provision of financing services in the People's Republic of China (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;
4. Blockchain services – provision of transaction verification services in Hong Kong, North America and Georgia; and
5. Others – provision of social gaming services in the PRC, provision of IT solution services in Vietnam and property investment.

Segment revenue and results

For the nine months ended 30 September 2018 (Unaudited)

		Traditional loans and financing	Third party payment services	Online investment and technology- enabled lending services	Blockchain 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 貸款服務 RMB'000 人民幣千元	區塊鏈服務 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	380,729	266,372	690,060	496,559	124,237	1,957,957
Segment results	分部業績	133,914	57,333	42,922	(37,069)	(27,291)	169,809
Share of results of associates	應佔聯營公司業績						26,864
Unallocated other income	未分配其他收入						31,639
Other gain or losses	其他收益或虧損						251,869
Gain on disposal of subsidiaries	出售附屬公司之收益						42,760
Change in fair value of preference shares of a subsidiary	一間附屬公司之優先股之公平值變動						28,290
Share-based payment expenses	以股份支付之開支						(56,154)
Interest expenses	利息開支						(133,266)
Unallocated expenses	未分配開支						(46,960)
Profit before tax	除稅前溢利						314,851

4. 分部資料

經營分部及簡明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，其中「區塊鏈服務」乃為自截至二零一七年十二月三十一日止年度起識別之新分部。

具體而言，本集團之可報告分部如下：

1. 傳統貸款及融資—於中華人民共和國（「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貸款服務—於中國提供互聯網貸款服務；
4. 區塊鏈服務—於香港、北美洲及格魯吉亞提供交易審核服務；及
5. 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。

分部收入及業績

截至二零一八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 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 貸款服務 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 gains 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 shares 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	以股份支付之開支					(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

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, other gains or losses, gain on disposal of subsidiaries, gain on deemed disposal of subsidiaries, change in fair value of preference shares of a subsidiary, central administration costs, share-based payment expenses and certain interest expenses. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

4. 分部資料 (續)

分部收入及業績 (續)

截至二零一七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、其他收益或虧損、出售附屬公司之收益、視作出售附屬公司之收益、一間附屬公司之優先股之公平值變動、中央行政成本、以股份支付之開支及若干利息開支。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. OTHER INCOME AND GAINS OR LOSSES

5. 其他收入及收益或虧損

		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	
		2018 二零一八年 (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	2018 二零一八年 (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
Bank interest income	銀行利息收入	1,188	367	7,496	5,015
Government grants (Note)	政府津貼 (附註)	4,187	1,399	22,681	2,638
Interest income on convertible bonds	可換股債券利息收入	21	-	1,880	-
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	(1,085)	5,676	(9,043)	(36)
Fair value changes of financial assets through profit or loss	計入損益之金融資產之 公平值變動	-	-	260,000	-
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	722	-	722	-
Others	其他	(1,024)	12,208	24,755	18,013
		4,009	19,650	308,491	29,333

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。

6. INTEREST EXPENSES

		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	
		2018 二零一八年 (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	2018 二零一八年 (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
Interest on bank and other borrowings	銀行及其他借款利息	63,775	40,693	141,684	120,140
Interest on corporate bonds	公司債券利息	10,575	1,218	38,027	7,213
Interest on convertible bonds	可換股債券利息	44,368	50,950	110,658	153,246
		118,718	92,861	290,369	280,599

7. PROFIT/(LOSS) BEFORE TAX

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

6. 利息開支

7. 除稅前溢利／（虧損）

除稅前溢利／（虧損）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	
		2018 二零一八年 (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	2018 二零一八年 (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
(a) Staff costs, including directors' remuneration	(a) 員工成本，包括董事薪酬				
Salaries, wages and other benefits	薪金、工資及其他福利	89,033	64,591	264,210	184,839
Contribution to defined contribution retirement benefits scheme	定額供款退休福利計劃供款	13,370	5,512	29,657	13,909
Share-based payment expenses	以股份支付之開支	19,163	38,275	56,154	129,785
		121,566	108,378	350,021	328,533
(b) Other items	(b) 其他項目				
Auditors' remuneration	核數師薪酬	2,277	927	3,714	1,811
Impairment recognised on loan receivables (included in administrative and other operating expenses)	就應收貸款（計入行政及其他經營開支）確認之減值	-	-	12,360	-
Impairment recognised on other receivables (included in administrative and other operating expenses)	就其他應收款確認之減值（計入行政及其他經營開支）	-	10,414	-	18,497
Depreciation and amortization	折舊及攤銷	59,767	22,863	425,114	48,982
Net exchange difference	匯兌差額淨額	(8,531)	6,136	(11,179)	4,516
Operating lease charges in respect of properties	物業經營租賃開支	6,733	11,566	41,741	30,612
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	19,633	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	
	2018 二零一八年 (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	2018 二零一八年 (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
Current tax				
Provision for Hong Kong Profits Tax				
Provision for PRC Enterprise Income Tax (the "EIT")				
Deferred tax				
	(26,706)	4,883	902	15,152
	7,879	180,430	60,266	436,688
	(6,228)	-	(3,722)	-
	(25,055)	185,313	57,446	451,840

- (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 2018 and 2017.
- (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 2018 and 2017, 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 2018, PRC EIT of approximately RMB26,885,000 is arising from the gain on disposal of subsidiaries.

- (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) 截至二零一八年及二零一七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%。

截至二零一八年及二零一七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，須根據企業所得稅法按15%之稅率繳納中國所得稅。

截至二零一八年九月三十日止九個月，中國企業所得稅約人民幣26,885,000元乃來自出售附屬公司之收益。

9. DIVIDENDS

The Board has resolved not to pay a dividend for the nine months ended 30 September 2018 (nine months ended 30 September 2017: 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 2018 is based on the loss attributable to owners of the Company of RMB67,604,000 and profit attributable to owners of the Company of RMB241,111,000 respectively (three months and nine months ended 30 September 2017: profit attributable of RMB214,744,000 and RMB781,665,000 respectively) and the weighted average of 23,134,200,768 and 22,720,252,847 ordinary shares of the Company (the “Shares”) in issue respectively during the three months and nine months ended 30 September 2018 (three months and nine months ended 30 September 2017: 22,104,504,473 and 21,888,553,045 Shares respectively).

Diluted earnings per share

The calculation of diluted earnings per share for the three months and nine months ended 30 September 2018 is based on the loss attributable to owners of the Company of RMB67,604,000 and profit attributable to owners of the Company of RMB241,111,000 respectively (three months and nine months ended 30 September 2017: profit attributable of RMB214,744,000 and RMB781,665,000 respectively) and the weighted average of 23,684,964,288 and 23,526,252,455 Shares in issue respectively during the periods (three months and nine months ended 30 September 2017: 23,048,963,698 and 22,984,828,649 Shares respectively).

For the three months and nine months ended 30 September 2018 and 2017, 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 2018, 1,792,039,042 new Shares might be issued pursuant to the convertible bond.

9. 股息

董事會已議決不派付截至二零一八年九月三十日止九個月之股息（截至二零一七年九月三十日止九個月：無）。

10. 每股盈利

每股基本盈利

截至二零一八年九月三十日止三個月及九個月的每股基本盈利乃分別按本公司擁有人應佔虧損人民幣67,604,000元及本公司擁有人應佔溢利人民幣241,111,000元（截至二零一七年九月三十日止三個月及九個月：分別為應佔溢利人民幣214,744,000元及人民幣781,665,000元）及於截至二零一八年九月三十日止三個月及九個月本公司已發行普通股之加權平均數分別為23,134,200,768股及22,720,252,847股股份（「股份」）（截至二零一七年九月三十日止三個月及九個月：分別為22,104,504,473股及21,888,553,045股股份）計算。

每股攤薄盈利

截至二零一八年九月三十日止三個月及九個月之每股攤薄盈利乃分別按本公司擁有人應佔虧損人民幣67,604,000元及本公司擁有人應佔溢利人民幣241,111,000元（截至二零一七年九月三十日止三個月及九個月：分別為應佔溢利人民幣214,744,000元及人民幣781,665,000元）及於期內已發行普通股之加權平均數分別為23,684,964,288股及23,526,252,455股股份（截至二零一七年九月三十日止三個月及九個月：分別為23,048,963,698股及22,984,828,649股股份）計算。

截至二零一八年及二零一七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。

於二零一八年九月三十日，因可換股債券而可能發行的新股份數目為1,792,039,042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	
		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	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	人民幣千元
At 1 January 2018 (audited)	於二零一八年一月一日 (經審核)	373,512	3,492,300	51,119	1,677,297	-	(7,118)	275,842	(851,657)	40,000	153,853	--	5,205,148	361,268	5,566,416	
Effect on adoption of HKFRS 9	採納香港財務報告準則 第9號之影響	-	-	-	271,867	-	-	-	-	-	-	-	271,867	-	271,867	
At 1 January 2018 (Unaudited) (Restated)	於二零一八年一月一日 (未經審核)(經重列)	373,512	3,492,300	51,119	1,949,164	-	(7,118)	275,842	(851,657)	40,000	153,853	-	5,477,015	361,268	5,838,283	
Profit for the period	期內溢利	-	-	-	241,111	-	-	-	-	-	-	-	241,111	16,294	257,405	
Other comprehensive income (expense)	其他全面收益 (開支)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
- exchange differences on translating foreign operations	一換算海外營運公司 匯兌差額	-	-	-	-	-	10,867	-	-	-	-	-	10,867	762	11,629	
- share of other comprehensive income of associates	一分佔聯營公司其他 全面開支	-	-	-	-	-	(3,430)	-	-	-	-	-	(3,430)	-	(3,430)	
- change in fair value of financial assets through other comprehensive income	一計入其他全面收益之 金融資產之 公平值變動	-	-	-	-	(135,551)	-	-	-	-	-	-	(135,551)	-	(135,551)	
Total comprehensive income (expense) for the period	期內全面收益(開支) 總額	-	-	-	241,111	(135,551)	7,437	-	-	-	-	-	112,997	17,056	130,053	
Issue of shares upon exercise of share options	於行使購股權時 發行股份	2,004	64,235	-	-	-	-	(12,708)	-	-	-	-	53,531	-	53,531	
Lapse of share options	購股權失效	-	-	-	963	-	-	(963)	-	-	-	-	-	-	-	
Recognition of equity-settled share-based payments	確認按權益結算以股份 支付之付款	-	-	-	-	-	-	56,154	-	-	-	-	56,154	-	56,154	
Appropriation to statutory reserve funds	分配至法定儲備金	-	-	27,742	(27,742)	-	-	-	-	-	-	-	-	-	-	
Capital injection of a subsidiary	一間附屬公司注資	-	-	-	-	-	-	-	-	-	-	-	-	10,000	10,000	
Conversion of convertible bonds	轉換可換股債券	10,199	285,037	-	-	-	-	-	-	-	(25,591)	-	269,645	-	269,645	
Acquisition of subsidiaries	收購附屬公司	-	-	-	-	-	-	-	-	-	-	-	-	70,555	70,555	
At 30 September 2018 (Unaudited)	於二零一八年九月三十日 (未經審核)	385,715	3,841,572	78,861	2,163,496	(135,551)	319	318,325	(851,657)	40,000	128,262	-	5,969,342	458,879	6,428,221	
At 1 January 2017 (Audited)	於二零一七年一月一日 (經審核)	368,259	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)	其他全面收益(開支)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
- exchange differences on translating foreign operations	一換算海外營運公司 匯兌差額	-	-	-	-	-	(52,762)	-	-	-	-	-	(52,762)	(507)	(53,269)	
- change in fair value of available-for-sale investments	一可供出售投資之 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	期內全面收益(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	63,427	-	-	-	-	-	-	-	-	(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	

MANAGEMENT DISCUSSION AND ANALYSIS

Business Review

Industry Trends

The FinTech industry in China is in an important stage of development where payment, consumer finance, online investment and other segments have obtained a broad customer base domestically. In the first three quarters of 2018, with strengthened regulation in the PRC and accelerated rectification of the industry, disqualified platforms have been cleared. With various regulatory policies over statistics and supervision, information disclosure, fund custody and etc. being gradually implemented, industry development will get into a healthier and more orderly phase. According to the research conducted by iResearch, the comprehensive transaction scale of third party payment in China will grow to RMB554 trillion in 2022 from RMB107 trillion in 2016 while the loan scale of internet consumption finance in China will grow to RMB11 trillion in 2022 from RMB863.1 billion in 2016, presenting promising prospects in the market. Meanwhile, as leading enterprises in the FinTech industry in China accelerated their overseas business expansion, the Southeast Asia region became a premier goal under the “Go Global” strategy. The rapid development of internet economy in Southeast Asia has fostered a sound environment for the launch of FinTech service. According to Google, Southeast Asia currently has 260 million internet users and the number of its internet users is expected to grow at a compound annual growth rate of 14% in the next three years.

By leveraging on its comprehensive business qualifications and risk management capabilities, the Group’s various FinTech platforms have 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). The Group has further expanded and diversified our FinTech ecosystem, established our “Strategy 3.0” for the new phase of development with focus on four core business segments, namely payment, technology-enabled lending, blockchain and other wealth management, and succeeded to expand our business to Vietnam, Singapore and Indonesia in the Southeast Asia region. By leveraging on our ever-growing FinTech service ecosystem, we believe that the Group will maintain and consolidate its leading position in the industry.

管理層討論與分析

業務回顧

行業趨勢

中國金融科技行業正處於重要的發展期。支付、消費金融、在線投資等板塊在國內已獲得廣大的消費者基礎。二零一八年第三季度，隨著國內監管力度加強，行業整頓加速進行，劣質平台進一步出清。隨著統計監測、信息披露、資金存管等行業規範的落實，行業的發展將更為健康有序。根據艾瑞諮詢的研究，中國第三方支付綜合交易規模將從二零一六年的人民幣107萬億元增長到二零二二年的人民幣554萬億元，而中國互聯網消費金融放貸規模將從二零一六年的人民幣8,631億元增長到二零二二年的人民幣11萬億元，市場前景廣闊。與此同時，中國的金融科技行業龍頭企業紛紛加速海外業務擴張，而東南亞地區成為了「走出去」的首要目標。東南亞互聯網經濟的快速發展為金融科技服務的落地提供了理想的環境。根據谷歌的研究，東南亞互聯網用戶目前達到2.6億人，預計未來三年互聯網用戶的複合年增長率將達到14%。

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。本集團進一步拓寬及多元化其金融科技生態系統，為新發展階段打造了專注於支付、科技驅動貸款、區塊鏈及其他財富管理四大核心業務板塊的「戰略3.0」，並成功將業務拓展至東南亞地區的越南、新加坡與印度尼西亞。憑借我們不斷豐富的金融科技服務生態系統，相信本集團將繼續保持和鞏固行業領先地位。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Business Review (Continued)

Operational Highlights

Third party payment

UCF Pay Limited* (先鋒支付有限公司) (“**UCF Pay**”) has dedicated to forging a domestic leading service platform of internet financial transaction, providing customers with integrated solutions for online + offline payment transactions featuring “secure, convenient, speedy” service. The total transaction volume in the first three quarters of 2018 reached around RMB520.3 billion, representing a period-on-period growth of approximately 21%. As of the end of September 2018, UCF Pay’s accumulated active users reached 5.14 million. Current business scope of UCF Pay covers basic payment service and featured industry solutions, including bank custody for online lending, direct banking, industry chain finance, cloud platform and electronic wallet.

Shanghai Jifu Xinxu 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 RMB2,497.4 billion in the first three quarters of 2018, representing a period-on-period growth of around 110%. The accumulated number of registered users reached 19.53 million as of the end of September 2018. Shanghai Jifu focused on promoting DianPOS (點刷) /MPOS and Point POS (點POS) business and received positive market feedback, resulting in a substantial growth in both its transaction volume and number of new registered users.

Amigo Technologies Joint Stock Company (“**Amigo Technologies**”) (in which the Group holds a 51% interest), our payment services provider in Vietnam, recorded a total transaction volume of VND148 trillion in the first three quarters of 2018, representing a growth of around 31% period-on-period. In the first three quarters of 2018, Amigo Technologies’ total number of transactions was approximately 140 million, representing a period-on-period growth of approximately 45%. The growth rate was largely driven by COD (cash-on-delivery) services.

管理層討論與分析 (續)

業務回顧 (續)

營運摘要

第三方支付

先鋒支付有限公司(「**先鋒支付**」)始終致力於打造國內一流的互聯網金融交易服務平台，為客戶提供「安全、方便、快捷」的在線+線下交易支付整體解決方案。二零一八年前第三季度的總交易量達到約人民幣5,203億元，同比增長約21%。截至二零一八年九月底，先鋒支付累計活躍用戶數達514萬。先鋒支付目前業務範圍涵蓋基礎支付服務及網貸銀行存管、直銷銀行、產業鏈金融、網貸雲平台、雲錢包等特色行業解決方案。

我們的移動銷售點「**POS**」供貨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)於二零一八年前三季度錄得總交易量人民幣24,974億元，同比增長約110%。截至二零一八年九月底之累計註冊用戶總數達1,953萬。上海即富重點推廣點刷/MPOS和點POS業務，市場反饋強烈，交易量和新增註冊用戶數量增速得到質的飛躍。

本集團的越南支付服務供貨商Amigo Technologies Joint Stock Company(「**Amigo Technologies**」，本集團持有其51%權益)於二零一八年上半年之交易總量達到越南盾96萬億，同比增長約37%。於二零一八年上半年，Amigo Technologies之總交易筆數達到約1.4億筆，同比增長約48%。有關增長率主要由COD(貨到付款)服務驅動。

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

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Business Review (Continued)

Online investment and technology-enabled lending

As of the end of September 2018, our consumer finance platform Weshare had 27.55 million accumulated registered users. The accumulated transaction volume of Weshare reached RMB8.3 billion in the first three quarters of 2018. Weshare focused on instant microcredit, redefined previous credit users, provided quality customers with large amount installment and consumer finance services as well as launched Weshare e-loan (掌e貸) and Weshare Buy (掌buy優選商城) in the first half of the year. Meanwhile, Weshare upgraded its financial cloud platform and launched Weshare cloud platform centering on the new generation of big data-driven “Ru Lai risk management (如來風控)” to deliver integrated technology for internet credit. Based on its solid presence in the domestic market, Weshare expanded the business to the Southeast Asia region by constructing localised online platform with a view to providing local users with internet financial services.

管理層討論與分析 (續)

業務回顧 (續)

在線投資及科技驅動貸款

截至二零一八年九月底，我們的消費金融平台掌眾已累計註冊用戶2,755萬。二零一八年前三季度，掌眾累計促成交易額人民幣83億元。上半年，掌眾依托小額快貸，針對歷史授信用戶進行重新定義，面向優質客群提供大額分期和消費金融服務，推出了掌e貸和掌buy優選商城業務。同時，迭代升級金融雲平台，推出以新一代大數據「如來風控」為核心的掌眾金服雲平台，對外輸出互聯網信貸整體技術。在深耕國內市場的基礎上，掌眾金服還將業務拓展至東南亞地區，構建了本土化在線平台，為當地使用者提供互聯網金融服務。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Financial Review

Revenues

For the nine months ended 30 September 2018, the Group reported revenue of approximately RMB1,958 million, a decrease of 47% period-on-period. The decrease was primarily attributable to the decrease in revenue from online investment and technology-enabled lending services, due to a decrease in the transaction volume on our key online consumer lending platform Weshare, as well as a decrease in revenue from traditional loans and financing caused by a decrease in the gain on transfer of rights on interest on loan receivables, and off-setting a growth in the payment transaction volume on our core third party payment platform UCF Pay and a strong growth in revenue from blockchain services during the nine months ended 30 September 2018. The following table sets forth the Group's revenues by segment of business for the nine months ended 30 September 2018 and 2017.

管理層討論與分析(續)

財務回顧

收入

截至二零一八年九月三十日止九個月，本集團錄得收入為約人民幣1,958,000,000元，較去年同期減少47%。收入減少乃主要由於截至二零一八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減少（因我們主要網上消費貸款平台掌眾金服之交易量下降，傳統貸款及融資減少，以及轉讓應收貸款利息權利之收入減少），抵銷了我們的核心第三方支付平台先鋒支付之付款交易量的增幅以及區塊鏈服務收入的強勁增長。下表載列本集團截至二零一八年及二零一七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					
		2018 二零一八年	% of total revenues 佔總收入百分比	2017 二零一七年	% of total revenues 佔總收入百分比
		RMB'000 人民幣千元		RMB'000 人民幣千元	
Traditional loans and financing	傳統貸款及融資	380,729	19.4	425,936	11.6
Third party payment services	第三方支付服務	266,372	13.6	255,791	7.0
Online investment and technology-enabled lending services	在線投資及科技驅動貸款服務	690,060	35.2	2,885,347	78.6
Blockchain services	區塊鏈服務	496,559	25.4	-	-
Others	其他	124,237	6.4	102,392	2.8
Total	合計	1,957,957	100.0	3,669,466	100.0

Traditional loans and financing

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 19.4% of the Group's total revenues and recorded a decrease of approximately 10.6% period-on-period to approximately RMB380.7 million for the nine months ended 30 September 2018. The traditional loans and financing income slightly decreased due to a decrease in the gain on transfer of rights on interest on loan receivables during the nine months ended 30 September 2018.

傳統貸款及融資

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19.4%並錄得同比跌幅約10.6%至截至二零一八年九月三十日止九個月之約人民幣380,700,000元。傳統貸款減少及融資收入微跌乃主要由於截至二零一八年九月三十日止九個月，轉讓應收貸款利息權利之收益減少。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Financial Review (Continued)

Third party payment service

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 revenue of approximately RMB266.4 million for the nine months ended 30 September 2018, an increase of approximately 4.1% period-on-period. It represented approximately 13.6% of the Group's total revenues, of which UCF Pay reported revenue of approximately RMB256 million and Amigo Technologies reported revenue of approximately RMB9.3 million. The increase reflected the growth in the total transaction volume on our core third party payment platform UCF Pay to RMB520.3 billion for the nine months ended 30 September 2018, an increase of approximately 21% period-on-period.

Online investment and technology-enabled lending service

Our online investment and technology-enabled lending service income mainly included income generated by our 48%-owned online consumer lending platform Weshare. For the nine months ended 30 September 2018, the Group's online investment and technology-enabled lending business recorded revenue of approximately RMB690.1 million, representing a decrease of approximately 76.1% period-on-period. It represented approximately 35.2% of the Group's total revenues, of which Weshare reported revenue of approximately RMB667 million. The decrease in the business segment's revenue was mainly due to a decrease in transaction volumes across the online consumer lending platform Weshare.

Blockchain services

Blockchain segment contributed approximately RMB496.6 million of revenue to the Group for the nine months ended 30 September 2018. It was primarily generated from the blockchain transaction verification services from the Group's industrial-level datacenters.

Others

Others included social gaming service income, exhibition 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, 51%-owned subsidiary Glory Metro Holdings Limited 盛都控股有限公司 and our 51%-owned subsidiary Amigo Technologies, respectively. The social gaming business, exhibition business and IT solution business contributed approximately RMB9.9 million, RMB15.9 million and RMB98.4 million of revenue to the Group, respectively for the nine months ended 30 September 2018.

管理層討論與分析 (續)

財務回顧 (續)

第三方支付服務

於截至二零一八年九月三十日止九個月，第三方支付業務（包括先鋒支付提供的網上支付交易、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266,400,000元，同比增長約4.1%。其佔本集團總收入之約13.6%，其中先鋒支付錄得收入約人民幣256,000,000元及Amigo Technologies錄得收入約人民幣9,300,000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增長至截至二零一八年九月三十日止九個月之人民幣5,203億元，同比增長約21%。

在線投資及科技驅動貸款服務

在線投資及科技驅動貸款服務收入主要包括來自我們擁有48%權益之網上消費貸款平台掌眾金服之收入。於截至二零一八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業務錄得之收入為約人民幣690,100,000元，同比減少約76.1%。其佔本集團總收入約35.2%。其中，掌眾金服錄得收入約人民幣667,000,000元。該業務分部之收入下跌乃主要受網上消費貸款平台掌眾金服之交易量減少所致。

區塊鏈服務

截至二零一八年九月三十日止九個月，區塊鏈分部為本集團貢獻收入約人民幣496,600,000元，主要來自本集團工業級數據中心的區塊鏈交易審核服務。

其他

其他包括由我們分別擁有51%權益之附屬公司深圳起源天下科技有限公司、盛都控股有限公司及Amigo Technologies貢獻之社交遊戲服務收入、展覽服務收入及IT解決方案收入。於截至二零一八年九月三十日止九個月，社交遊戲業務、展覽業務及IT解決方案業務為本集團貢獻收入約人民幣9,900,000元、人民幣15,900,000元及人民幣98,400,000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, HK\$-denominated corporate bonds, US dollar-denominated corporate bonds and Singapore dollar-denominated corporate bonds. The Group’s interest expenses increased by approximately 3.5% period-on-period to approximately RMB290.4 million for the nine months ended 30 September 2018. As at 30 September 2018, the Group’s balances for external funding were RMB3,571.3 million (30 September 2017: approximately RMB3,278.1 million), of which bank and other borrowings amounted to approximately RMB1,950.4 million (30 September 2017: approximately RMB1,860.2 million) and corporate bonds and convertible bonds amounted to approximately RMB1,620.9 million (30 September 2017: RMB1,417.9 million).

Other income and gains or losses

Other income mainly comprised bank interest income and government grants. The Group’s other gains or losses which mainly comprised fair value changes of financial assets through profit or loss amounting to approximately RMB260 million.

Administrative and other operating expenses

The Group’s 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 a significant decrease in provision for financial guarantee, off-setting a significant increase in the scale and staff headcount of our online investment and technology-enabled lending and third party payment businesses and the depreciation for crypto currencies mining computer equipment, the Group’s administrative and other operating expenses decreased by approximately 7% to approximately RMB1,817.3 million for the nine months ended 30 September 2018 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 calculated based on the historical pattern of loan delinquencies.

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(「港元」)計值之可換股債券、以美元(「美元」)計值之可換股債券、以港元計值之公司債券、以美元計值之公司債券及以新加坡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3.5%至截至二零一八年九月三十日止九個月之約人民幣290,400,000元。於二零一八年九月三十日，本集團的外部資金結餘為人民幣3,571,300,000元(二零一七年九月三十日：約人民幣3,278,100,000元)，其中銀行及其他借貸為約人民幣1,950,400,000元(二零一七年九月三十日：約人民幣1,860,200,000元)及公司債券及可換股債券為約人民幣1,620,900,000元(二零一七年九月三十日：人民幣1,417,900,000元)。

其他收入及收益或虧損

其他收入主要包括銀行利息收入及政府津貼。本集團的其他收益或虧損(主要包括計入損益的金融資產的公平值變動)約人民幣260,000,000元。

行政及其他經營開支

本集團之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、財務擔保撥備及租金開支。由於財務擔保撥備大幅減少，抵銷了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，加上加密貨幣挖礦電腦設備折舊，本集團之行政及其他經營開支同比减少約7%至截至二零一八年九月三十日止九個月之約人民幣1,817,300,000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 2018 decreased by approximately 56.7% to approximately RMB56.2 million. The decrease in such expenses represented the fair value of certain share options which were granted in earlier years had been amortised over the vesting periods.

Share of results of associates

Share of results of associates for the nine months ended 30 September 2018 decreased to approximately RMB26.9 million. The period-on period decrease was mainly attributable to the share of the net loss from our 23.47% equity interest in Ping An Securities Group (Holdings) Limited 平安證券集團(控股)有限公司。

Profit for the period

The profit for the nine months ended 30 September 2018 was approximately RMB257.4 million, representing a decrease of approximately 77.6% period-on-period as compared to approximately RMB1,151.5 million for the nine months ended 30 September 2017.

The decrease was mainly due to a decrease in turnover of approximately RMB1,711.5 million despite the increase in fair value changes of financial assets through profit or loss of approximately RMB260 million and the decrease in administrative and other operating expenses of approximately RMB150.4 million, share-based payment expenses of approximately RMB73.6 million and income tax of approximately RMB394.4 million.

Profit attributable to owners of the Company

Profit attributable to owners of the Company for the nine months ended 30 September 2018 was approximately RMB241.1 million, a decrease of approximately 69% as compared to approximately RMB781.7 million for the nine months ended 30 September 2017. Excluding the non-recurring gain on disposal of subsidiaries, gain on deemed disposal of subsidiaries, 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 2018 was approximately RMB267.8 million, a decrease of approximately 57.7% as compared to approximately RMB633.6 million for the nine months ended 30 September 2017.

管理層討論與分析(續)

財務回顧(續)

以股份支付之開支

本集團於截至二零一八年九月三十日止九個月之以股份支付之開支減少約56.7%至約人民幣56,200,000元。該開支減少指於歸屬期內攤銷在較早年度授出的若干購股權之公平值。

應佔聯營公司業績

截至二零一八年九月三十日止九個月，應佔聯營公司業績減少至約人民幣26,900,000元。同比減少主要由於我們於平安證券集團(控股)有限公司之23.47%權益之應佔虧損淨額所致。

期內溢利

截至二零一八年九月三十日止九個月，溢利約為人民幣257,400,000元，較截至二零一七年九月三十日止九個月之約人民幣1,151,500,000元同比減少約77.6%。

該減少乃主要由於營業額減少約人民幣1,711,500,000元，儘管計入損益之金融資產之公平值變動增加約人民幣260,000,000元、行政及其他經營開支減少約人民幣150,400,000元、以股份支付之開支減少約人民幣73,600,000元及所得稅減少約人民幣394,400,000元。

本公司擁有人應佔溢利

截至二零一八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241,100,000元，較截至二零一七年九月三十日止九個月之約人民幣781,700,000元減少約69%。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、以股份支付之開支及若干其他非現金項目，截至二零一八年九月三十日止九個月，根據非一般公認會計原則(「公認會計原則」)，本公司擁有人應佔溢利為約人民幣267,800,000元，較截至二零一七年九月三十日止九個月之約人民幣633,600,000元減少約57.7%。

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	
		2018	2017
		二零一八年	二零一七年
		(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	241,111	781,665
Adjustments for:	就下列各項調整：		
Share-based payment expenses	以股份支付之開支	56,154	129,785
Gain on disposal of subsidiaries	出售附屬公司之收益	(42,760)	(408,098)
Income tax arising from gain on disposal of subsidiaries	出售附屬公司之 收益產生之所得稅	26,885	46,417
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 48%-owned subsidiary	一間持有48%之 附屬公司之優先股 之公平值變動	(13,579)	87,151
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	267,811	633,617

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。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Financial Review (Continued)

Adoption of HKFRS 9 “Financial Instruments”

The Group has adopted the complete version of HKFRS 9 “Financial Instruments” in its condensed consolidated financial statements with effect from 1 January 2018. As a result, the investments in equity securities of RMB429,511,000 that were previously classified as available-for-sale investments under HKAS 39 have been re-designated as equity investments measured at fair value through other comprehensive income of RMB364,558,000 and equity investments at fair value through profit or loss of RMB361,099,000. Also, an impairment based on the expected credit loss model on the Group’s loan receivables of RMB12,360,000 has been made for the nine months ended 30 September 2018.

Liquidity, Financial Resources and Capital Structure

During the nine months ended 30 September 2018, the Group’s main source of funds was mainly from cash generated from financing activities. As at 30 September 2018, the Group had bank balances and cash of approximately RMB436.2 million (31 December 2017: approximately RMB969.2 million), of which approximately 49.5%, approximately 38.3%, approximately 8.3%, approximately 2.4%, approximately 0.9% and approximately 0.6% were denominated in RMB, US dollars, HK dollars (“**HK\$**”), Vietnamese Dong, Canadian Dollar and Singapore Dollar respectively.

As at 30 September 2018, the Group’s interest-bearing borrowings, which mainly comprised corporate bonds, convertible bonds, bank and other borrowings, amounted to approximately RMB3,571.2 million (31 December 2017: approximately RMB3,127 million). The gearing ratio, representing the ratio of total borrowings to total assets of the Group, was 0.27 as at 30 September 2018 (31 December 2017: 0.25).

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

管理層討論與分析 (續)

財務回顧 (續)

採納香港財務報告準則第9號「金融工具」

本集團於其簡明綜合財務報表中採納香港財務報告準則第9號「金融工具」之完整版本，自二零一八年一月一日起生效。因此，先前根據香港會計準則第39號分類為可供出售投資的於股本證券的投資人民幣429,511,000元，已重新指定為按公平值透過其他全面收益計量的股本投資人民幣364,558,000元，以及按公平值計入損益的股本投資人民幣361,099,000元。同時，根據本集團應收貸款的預期信貸虧損模式，於截至二零一八年九月三十日止九個月已計提減值撥備人民幣12,360,000元。

流動資金、財務資源及資本架構

截至二零一八年九月三十日止九個月，本集團之資金來源主要來自融資活動產生之現金。於二零一八年九月三十日，本集團之銀行結餘及現金為約人民幣436,200,000元（二零一七年十二月三十一日：約人民幣969,200,000元），其中約49.5%、約38.3%、約8.3%、約2.4%、約0.9%及約0.6%分別以人民幣、美元、港元（「港元」）、越南盾、加拿大元及新加坡元計值。

於二零一八年九月三十日，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3,571,200,000元（二零一七年十二月三十一日：約人民幣3,127,000,000元）。於二零一八年九月三十日，以本集團總借貸與總資產之比率列示之資產負債比率為0.27（二零一七年十二月三十一日：0.25）。

於回顧期間內，本集團並無使用任何金融工具作對沖用途。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Outlook and Strategies

Third party payment

UCF Pay will actively respond to documents no. 209, 281 and 296 issued by the People's Bank of China by implementing the termination of direct connection mode and the centralised deposit of funds of pending payment, increasing investment in upgrading existing information technology facilities, connecting with Nets Union and UnionPay, establishing link monitoring system and payment accounts system, etc. UCF Pay will keep enhancing the reliability of its core technologies and strengthening its ability of the system to handle payment business, with an aim to serve its clients with better and compliant payment resolutions. For bank custody service, UCF Pay will apply big data processing technology with a view to proactively facilitate the regulatory departments to obtain data and the clients to commence compliance rectification. Meanwhile, UCF Pay will also apply new technologies such as artificial intelligence and blockchain technology, in order to further optimise its financial industry solutions for direct banking, industry chain finance and cloud platform. UCF Pay will also explore overseas market and expand international payment business with preliminary focus on regions with strong market demands and growth potential in Southeast Asia.

Shanghai Jifu will focus on promoting smart POS which 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 systems for small and micro businesses, transitioning itself from the payment segment to the financial sector, thereby completing the transformation from payment to "payment+".

Amigo Technologies has joined hands with banks to prepare for product development and software testing in order to roll out new services. Amigo Technologies also sees tremendous potential growth in our alliance with Vietnam Post in offering end-to-end solutions for payment processing and services delivery.

管理層討論與分析 (續)

展望及戰略

第三方支付

先鋒支付將積極響應人民銀行下發的209號、281號、296號文開展斷直連、備付金集中繳存工作，加大資金投入升級現有信息技術基礎設施，對接網聯、銀聯、建設鏈路監控系統、支付賬戶體系等，不斷加強主要技術系統的可靠性，加大系統對支付業務的處理能力，為客戶提供更好、更合規的支付解決方案。銀行存管方面，引入大數據處理技術積極配合監管部門調取數據、配合客戶做合規整改；同時我們引入人工智能、區塊鏈等新技術，嘗試進一步完善直銷銀行、產業鏈金融、雲平台等金融行業解決方案。先鋒支付也將走出國門，開拓國際支付業務，前期主要集中在市場需求強烈、發展潛力大的東南亞地區。

上海即富將重點推廣智能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。

Amigo Technologies已與銀行為新服務的推出進行通力合作，在產品研發及軟件測試方面進行準備。Amigo Technologies與越南郵政合作，提供支付處理和服務交付的端到端解決方案，也存在不俗的增長潛力。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Outlook and Strategies (Continued)

Online investment and technology-enabled lending

Weshare will establish a five-in-one product and business system containing “instant microcredit, large amount installment, Weshare Buy, cloud SaaS platform and traffic distribution platform” to intensify the development in the FinTech sector in an attempt to capture greater market opportunities. In terms of business development, Weshare will pivot on Weshare Buy to promote the integration of the internet credit and scenario consumption, continue to deliver its technology capabilities in Weshare cloud platform and cooperate with high quality partners to co-create consumer finance products, enabling it to provide corporate customers with multiple core value services covering data, technology, risk control and asset management. Moreover, learning from successful experience, Weshare will strive to expand its global presence into the Southeast Asian market as well as countries and regions beyond these borders. Furthermore, Weshare will continue to facilitate the application of artificial intelligence and blockchain technology in the credit facilitation and reporting area.

Weshare will closely monitor the development and issuance of requirements and regulations applicable to online investment and technology-enabled lending platforms in the PRC, and ensure that regulatory compliance and rectification measures will be taken.

管理層討論與分析 (續)

展望及戰略 (續)

在線投資及科技驅動貸款

掌眾將打造「小額快貸、大額分期、掌buy優選商城、雲SaaS平台、流量分發平台」五位一體的產品業務體系，深耕金融科技領域，把握更大的市場機遇。業務上以掌buy優選商城為抓手，推動互聯網信貸與場景消費深度融合，持續對外輸出掌眾金服雲平台科技能力，聯合優秀合作夥伴共同打造消費金融產品，為企業客戶提供包括流量、技術、風控、資產管理等多方面核心價值服務。同時，掌眾還將進一步擴大國際市場版圖，充分借鑒成功經驗，開拓東南亞市場乃至東南亞以外的國家和地區。此外，掌眾將持續加大人工智能、區塊鏈技術在信貸及徵信領域的應用。

掌眾將密切留意適用於中國在線投資及科技驅動貸款平台規定與規例的發展及發佈，並確保遵守規定及採取糾正措施。

CORPORATE GOVERNANCE AND OTHER INFORMATION

企業管治及其他資料

Directors' and Chief Executive's Interests and Short Position in the Shares, Underlying Shares and Debentures of the Company and Its Associated Corporations

As at 30 September 2018, the interests of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (the "SFO"), which were required: (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

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

於二零一八年九月三十日，董事及本公司主要行政人員於本公司及其相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中擁有須：(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（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條規定登記在該條所述之登記冊之權益；或(c)根據GEM上市規則第5.46至第5.67條知會本公司及聯交所之權益如下：

CORPORATE GOVERNANCE AND OTHER INFORMATION (Continued)

企業管治及其他資料(續)

Directors' and Chief Executive's Interests and Short Position in the 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關法團之股份、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	Note	Total interests	Approximate percentage of the Company's issued Shares*
董事/主要行政人員姓名	身份/權益性質	擁有權益之股份/ 相關股份數目	附註	總權益	本公司已發行股份之 概約百分比*
Mr. Phang Yew Kiat 彭耀傑先生	Beneficial owner 實益擁有人	235,000,000	1	235,000,000	1.02%
Mr. Chng Swee Ho 莊瑞豪先生	Beneficial owner 實益擁有人	20,000,000		63,000,000	0.27%
	Beneficial owner 實益擁有人	43,000,000	1		
Mr. Sheng Jia 盛佳先生	Beneficial owner 實益擁有人	43,000,000	1	43,400,000	0.19%
	Family interest 家族權益	400,000	2		
Mr. Yang Jianhui 楊建輝先生	Beneficial owner 實益擁有人	1,000,000	3	1,000,000	0.00%
Mr. Li Gang 李剛先生	Beneficial owner 實益擁有人	30,000,000	1	30,000,000	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	17.00%
	Interest in controlled corporations 於受控制法團之權益	3,250,160,000	4		
	Family interest 家族權益	90,000,000	5		
Ms. Zhou Youmeng 周友盟女士	Beneficial owner 實益擁有人	10,000,000	6	10,220,000	0.04%
	Beneficial owner 實益擁有人	220,000			
Mr. Ge Ming 葛明先生	Beneficial owner 實益擁有人	19,400,000	7	19,400,000	0.08%
Dr. Ou Minggang 歐明剛博士	Beneficial owner 實益擁有人	14,400,000	8	14,400,000	0.06%
Dr. Wang Songqi 王松奇博士	Beneficial owner 實益擁有人	1,000,000	3	1,000,000	0.00%
Dr. Yin Zhongli 尹中立博士	Beneficial owner 實益擁有人	14,400,000	8	14,400,000	0.06%

CORPORATE GOVERNANCE AND OTHER INFORMATION (Continued)

Directors' and Chief Executive's Interests and Short Position in the 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 represent the total underlying Shares comprised in the share options granted by the Company on 11 December 2014, 11 December 2015, 8 November 2016 and 23 March 2018.
2. These interests represent the Shares held by Ms. Hu Haichen, the wife of Mr. Sheng Jia. Therefore, Mr. Sheng Jia was deemed to be interested in these Shares under the SFO.
3. These interests represent the total underlying Shares comprised in the share options granted by the Company on 23 March 2018.
4. These Shares were held by Asia FinTech Company Limited ("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.
5. These Shares were held by Ms. Zhang Xiaomin ("Ms. Zhang") who is the wife of Mr. Zhang. Therefore, Mr. Zhang was deemed to be interested in these Shares under the SFO.
6. These interests represent the underlying Shares comprised in the share options granted by the Company on 8 November 2016 and 23 March 2018.
7. These interests represent the total underlying Shares comprised in the share options granted by the Company on 11 December 2014, 11 December 2015, 12 December 2016 and 23 March 2018.
8. These interests represent the total underlying Shares comprised in the share options granted by the Company on 11 December 2015, 12 December 2016 and 23 March 2018.

企業管治及其他資料(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、二零一六年十一月八日及二零一八年三月二十三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，盛佳先生被視為於該等股份中擁有權益。
3. 該等權益指於二零一八年三月二十三日由本公司授出之購股權涉及之相關股份總數。
4. 該等股份由Asia FinTech Company Limited(「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。
5. 該等股份由張曉敏女士(「張女士」)(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。
6. 該等權益指於二零一六年十一月八日及二零一八年三月二十三日由本公司授出之購股權涉及之相關股份。
7. 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、二零一六年十二月十二日及二零一八年三月二十三日由本公司授出之購股權涉及之相關股份總數。
8. 該等權益指於二零一五年十二月十一日、二零一六年十二月十二日及二零一八年三月二十三日由本公司授出之購股權涉及之相關股份總數。

CORPORATE GOVERNANCE AND OTHER INFORMATION (Continued)

Directors' and Chief Executive's Interests and Short Position in the 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: (Continued)

9. On 19 August 2016, the Board announced its proposal of the Share Subdivision (as defined in the section headed "Share Option Scheme" below). An ordinary resolution to approve the Share Subdivision was duly passed by the shareholders of the Company (the "Shareholders") by way of poll at the extraordinary general meeting held on 15 September 2016. The Share Subdivision took effect on 19 September 2016. Accordingly, the number of underlying Shares comprised in each of the share options granted by the Company before 15 September 2016 was adjusted.
 10. Mr. Wong Sai Hung's resignation during the period ended 30 September 2018.
 11. 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 2018 (i.e. 23,141,190,580 Shares).

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

Save as disclosed above, as at 30 September 2018, none of the Directors or the chief executive of the Company had any interests or 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 he/she was taken or deemed to have under such provisions of the SFO) or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein, or (c) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

企業管治及其他資料 (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: (續)

9. 於二零一六年八月十九日，董事會宣佈其股份拆細建議 (定義見下文「購股權計劃」一節)。於二零一六年九月十五日舉行的股東特別大會上，本公司股東 (「股東」) 以投票方式正式通過批准股份拆細的普通決議案。股份拆細於二零一六年九月十九日生效。因此，本公司於二零一六年九月十五日前授出的各購股權涉及之相關股份數目已作出調整。
 10. 黃世雄先生於截至二零一八年九月三十日止期間辭職。
 11. 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總數及相關股份數目除以於二零一八年九月三十日已發行股份數目 (即23,141,190,580股股份)。

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。

除上文所披露者外，於二零一八年九月三十日，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、相關股份或債券中擁有須: (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或淡倉 (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條規定登記在該條所述之登記冊之任何權益或淡倉; 或(c) 根據GEM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或淡倉。

CORPORATE GOVERNANCE AND OTHER INFORMATION (Continued)

企業管治及其他資料(續)

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

主要股東及其他人士於股份及相關股份中的權益及淡倉

As at 30 September 2018, so far as is known to the Directors, the following entities and persons, other than a Director 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:

於二零一八年九月三十日，據董事所知，下列實體及人士（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：

Interests in the Shares – Long Position

於股份之權益－好倉

Name of substantial Shareholders	Capacity/ Nature of interests	Number of Shares/ Underlying 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／ 相關股份數目	附註	總權益	
Asia FinTech	Beneficial owner 實益擁有人	3,250,160,000		3,250,160,000	14.04%
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	14.04%
Ms. Zhang 張女士	Beneficial owner 實益擁有人	90,000,000		3,933,308,000	17.00%
	Family interest 家族權益	3,843,308,000	1		
Jiefang Media (UK) Co. Limited ("Jiefang Media") 解放傳媒(英國)有限公司(「解放傳媒」)	Beneficial owner 實益擁有人	1,689,272,000		1,905,037,247	8.23%
	Beneficial owner 實益擁有人	215,765,247	2		
Shanghai Xinhua Distribution Group Limited ("Xinhua Distribution") 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	1,905,037,247	3	1,905,037,247	8.23%
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	1,905,037,247	3	1,905,037,247	8.23%
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	1,905,037,247	3	1,905,037,247	8.23%

CORPORATE GOVERNANCE AND OTHER INFORMATION (Continued)

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

Interests in the 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 represented 215,765,247 underlying Shares in total to be issued to Jiefang Media upon its full conversion of the 7% convertible bonds due 2019 (the “**Convertible Bonds**”) in the principal amount of HK\$150,000,000 issued by the Company to Jiefang Media (subject to adjustments as set out in the conditions for issue of the Convertible Bonds).
 3. These Shares were held by Jiefang Media. Jiefang Media was wholly-owned by Xinhua Distribution 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 Distribution 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 Distribution was deemed to be interested in.
- * The percentage represents the total number of the Shares interested divided by the number of issued Shares as at 30 September 2018 (i.e. 23,141,190,580 Shares).

Save as disclosed above, as at 30 September 2018, 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.

企業管治及其他資料 (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股股份由張先生持有。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. 指於本公司發行予解放傳媒之本金額為150,000,000港元於二零一九年到期之7%可換股債券（「可換股債券」）獲悉數轉換時將予發行予解放傳媒之合共215,765,247股相關股份（根據發行可換股債券之條件所載可予調整）。
 3. 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總數除以於二零一八年九月三十日已發行股份數目（即23,141,190,580股股份）。

除上文所披露者外，於二零一八年九月三十日，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。

CORPORATE GOVERNANCE AND 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 (the “**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 extraordinary general meeting 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.

Share options comprising a total of 85,700,000 underlying Shares were granted during the nine months ended 30 September 2018 (for the nine months ended 30 September 2017: 7,250,000). Thus, there were 794,120,000 Shares available for issue under the Share Option Scheme, representing approximately 3.43% of issued Shares as at the date of this report (as at 31 December 2017: 871,355,000 Shares, representing approximately 3.87% of the Company’s then issued Shares).

企業管治及其他資料(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素質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。

截至二零一八年九月三十日止九個月內，涉及總共85,700,000股相關股份(截至二零一七年九月三十日止九個月：7,250,000股)之購股權已獲授出，因此購股權計劃項下有794,120,000股股份可供發行，相當於在本報告日期之已發行股份約3.43%(於二零一七年十二月三十一日：871,355,000股股份，相當於本公司當時已發行股份之約3.87%)。

CORPORATE GOVERNANCE AND OTHER INFORMATION (Continued)

企業管治及其他資料(續)

Share Option Scheme (Continued)

購股權計劃(續)

Details of movements of the share options granted under the Share Option Scheme for the nine months ended 30 September 2018 were as follows:

根據購股權計劃所授出購股權於截至二零一八年九月三十日止九個月內之變動詳情如下：

Category	Date of grant	Exercise period	Exercise price per Share HK\$ 港元	Weighted average closing price 加權平均收市價 HK\$ 港元	Number of underlying Shares comprised in the share options 購股權涉及之相關股份數目					As at 30 September 2018 於二零一八年九月三十日
					As at 1 January 2018 於二零一八年一月一日	Granted during the period 期內授出	Exercised during the period 期內行使	Cancelled during the period 期內註銷	Lapsed during the period 期內失效	
Directors										
董事										
Mr. Phang Yew Kiat	11 December 2014	11 December 2015 to 10 December 2024	0.3628	-	50,000,000 ^(a)	-	-	-	-	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								
	11 December 2015	11 December 2016 to 10 December 2025	0.674	-	25,000,000 ^(a)	-	-	-	-	25,000,000
	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	-	100,000,000 ^(a)	-	-	-	-	100,000,000
	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								
	23 March 2018	23 March 2019 to 22 March 2028	0.934	-	-	60,000,000 ^(a)	-	-	-	60,000,000
	二零一八年三月二十三日	二零一九年三月二十三日至二零二八年三月二十二日								
Mr. Chng Swee Ho	11 December 2014	11 December 2015 to 10 December 2024	0.3628	-	15,000,000 ^(a)	-	-	-	-	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								
	11 December 2015	11 December 2016 to 10 December 2025	0.674	-	15,000,000 ^(a)	-	-	-	-	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 ^(a)	-	-	-	-	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								
	23 March 2018	23 March 2019 to 22 March 2028	0.934	-	-	3,000,000 ^(a)	-	-	-	3,000,000
	二零一八年三月二十三日	二零一九年三月二十三日至二零二八年三月二十二日								
Mr. Sheng Jia	11 December 2014	11 December 2015 to 10 December 2024	0.3628	-	15,000,000 ^(a)	-	-	-	-	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 ^(a)	-	-	-	-	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 ^(a)	-	-	-	-	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								
	23 March 2018	23 March 2019 to 22 March 2028	0.934	-	-	3,000,000 ^(a)	-	-	-	3,000,000
	二零一八年三月二十三日	二零一九年三月二十三日至二零二八年三月二十二日								

CORPORATE GOVERNANCE AND OTHER INFORMATION (Continued)

企業管治及其他資料(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 2018
					As at 1 January 2018	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	加權平均收市價	於二零一八年一月一日	期內授出	期內行使	期內註銷	期內失效	於二零一八年九月三十日
			HKS 港元	HKS 港元						
Directors (Continued)										
董事(續)										
Mr. Yang Jianhui	23 March 2018	23 March 2019 to 22 March 2028	0.934	-	-	1,000,000 ^(a)	-	-	-	1,000,000
楊建輝先生	二零一八年三月二十三日	二零一九年三月二十三日至二零二八年三月二十二日								
Mr. Li Gang	11 December 2014	11 December 2015 to 10 December 2024	0.3628	-	10,000,000 ^(a)	-	-	-	-	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 ^(a)	-	-	-	-	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 ^(a)	-	-	-	-	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								
	23 March 2018	23 March 2019 to 22 March 2028	0.934	-	-	2,000,000 ^(a)	-	-	-	2,000,000
	二零一八年三月二十三日	二零一九年三月二十三日至二零二八年三月二十二日								
Ms. Zhou Youmeng	8 November 2016	8 November 2017 to 7 November 2026	0.98	-	8,000,000 ^(a)	-	-	-	-	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								
	23 March 2018	23 March 2019 to 22 March 2028	0.934	-	-	2,000,000 ^(a)	-	-	-	2,000,000
	二零一八年三月二十三日	二零一九年三月二十三日至二零二八年三月二十二日								
Mr. Ge Ming	11 December 2014	11 December 2015 to 10 December 2024	0.3628	-	5,000,000 ^(a)	-	-	-	-	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 ^(a)	-	-	-	-	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 ^(a)	-	-	-	-	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								
	23 March 2018	23 March 2019 to 22 March 2028	0.934	-	-	1,000,000 ^(a)	-	-	-	1,000,000
	二零一八年三月二十三日	二零一九年三月二十三日至二零二八年三月二十二日								
Dr. Ou Minggang	11 December 2015	11 December 2016 to 10 December 2025	0.674	-	7,400,000 ^(a)	-	-	-	-	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 ^(a)	-	-	-	-	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								
	23 March 2018	23 March 2019 to 22 March 2028	0.934	-	-	1,000,000 ^(a)	-	-	-	1,000,000
	二零一八年三月二十三日	二零一九年三月二十三日至二零二八年三月二十二日								

CORPORATE GOVERNANCE AND OTHER INFORMATION (Continued)

企業管治及其他資料(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 2018
					As at 1 January 2018	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	加權平均收市價	於二零一八年一月一日	期內授出	期內行使	期內註銷	期內失效	於二零一八年九月三十日
			HKS 港元	HKS 港元						
Directors (Continued)										
董事(續)										
Dr. Wang Songji	23 March 2018	23 March 2019 to 22 March 2028	0.934	-	-	1,000,000 ^(a)	-	-	-	1,000,000
王松奇博士	二零一八年三月二十三日	二零一九年三月二十三日至二零二八年三月二十二日								
Dr. Yin Zhongli	11 December 2015	11 December 2016 to 10 December 2025	0.674	-	7,400,000 ^(a)	-	-	-	-	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 ^(a)	-	-	-	-	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								
	23 March 2018	23 March 2019 to 22 March 2028	0.934	-	-	1,000,000 ^(a)	-	-	-	1,000,000
	二零一八年三月二十三日	二零一九年三月二十三日至二零二八年三月二十二日								
					336,200,000	75,000,000	-	-	-	411,200,000
Former Directors										
前董事										
Mr. Wang Wei [#]	11 December 2014	11 December 2015 to 10 December 2024	0.3628	-	5,000,000 ^(a)	-	-	-	-	5,000,000
王巍先生 [#]	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 ^(a)	-	-	-	-	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 ^(a)	-	-	-	-	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								
Mr. Wong Sai Hung [*]	11 December 2014	11 December 2015 to 10 December 2024	0.3628	0.8400	10,000,000	-	(7,500,000)	-	-	2,500,000
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	-	-	-	-	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 ^(a)	-	-	-	-	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								
					46,400,000	-	(7,500,000)	-	-	38,900,000

[#] Mr. Wang Wei resigned as an INED with effect from 1 April 2017. 王巍先生自二零一七年四月一日起辭去獨立非執行董事職務。

^{*} Mr. Wong Sai Hung resigned as a non-executive Director (the "NED") with effect from 5 February 2018. 黃世雄先生於二零一八年二月五日辭去非執行董事(「非執行董事」)職務。

CORPORATE GOVERNANCE AND OTHER INFORMATION (Continued)

企業管治及其他資料(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 2018
					購股權涉及之相關股份數目					
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	As at 1 January 2018 於二零一八年一月一日	Granted during the period 期內授出	Exercised during the period 期內行使	Cancelled during the period 期內註銷	Lapsed during the period 期內失效	As at 30 September 2018 於二零一八年九月三十日
Employees (in aggregate)	11 December 2014	11 December 2015 to 10 December 2024	0.3628		96,830,000 ^(a)	-	(21,250,000)	-	-	75,580,000
僱員(合計)	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		94,860,000 ^(b)	-	(10,667,500)	-	(3,250,000)	80,942,500
	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		62,000,000 ^(c)	-	(9,000,000)	-	-	53,000,000
	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		88,600,500 ^(d)	-	(5,980,000)	-	(3,215,000)	79,405,500
	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		42,100,000 ^(e)	-	(1,200,000)	-	(1,500,000)	39,400,000
	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	-	6,000,000 ^(f)	-	-	-	(500,000)	5,500,000
	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								
	23 March 2018	23 March 2019 to 22 March 2028	0.934	-	-	10,700,000 ^(g)	-	-	-	10,700,000
	二零一八年三月二十三日	二零一九年三月二十三日 至二零二八年三月二十二日								
					390,390,500	10,700,000	(48,097,500)	-	(8,465,000)	344,528,000
Consultants	11 December 2014	11 December 2015 to 10 December 2024	0.3628		606,670,000 ^(a)	-	(20,925,000)	-	-	585,745,000
顧問	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		260,000,000 ^(c)	-	(2,200,000)	-	-	257,800,000
	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		386,000,000 ^(d)	-	(44,000,000)	-	-	342,000,000
	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 ^(e)	-	-	-	-	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								
					1,452,670,000	-	(67,125,000)	-	-	1,385,545,000
Total					2,225,660,500	85,700,000	(122,722,500)	-	(8,465,000)	2,180,173,000
總計										

CORPORATE GOVERNANCE AND OTHER INFORMATION (Continued)

企業管治及其他資料(續)

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).

- (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).

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)。

- (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)。

CORPORATE GOVERNANCE AND OTHER INFORMATION (Continued)

企業管治及其他資料 (續)

Share Option Scheme (Continued)

Notes: (Continued)

(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.

(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.

購股權計劃 (續)

附註: (續)

(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。

股份於緊接購股權授出日期前之收市價為每股0.97港元。

(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。

股份於緊接購股權授出日期前之收市價為每股1.02港元。

CORPORATE GOVERNANCE AND OTHER INFORMATION (Continued)

Share Option Scheme (Continued)

Notes: (Continued)

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

- (i) 40% of the share options shall vest on 23 March 2019;
- (ii) 30% of the share options shall vest on 23 March 2020; and
- (iii) 30% of the share options shall vest on 23 March 2021.

The closing price of the Shares immediately before the date on which the share options were granted was HK\$0.96 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:

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 model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioral considerations.

		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	23 March 2018 二零一八年 三月二十三日
Inputs into the model	輸入該模式之數據								
Exercise price*	行使價*	HK\$0.3628	HK\$0.426	HK\$0.674	HK\$0.698	HK\$0.98	HK\$0.786	HK\$1.05	HK\$0.934
Expected volatility	預期波幅	41.71%-42.35%	44.56%-49.47%	48.48%-50.96%	36.00%	38.6%-52.79%	44.32%-53.52%	40%	30%
Expected life	預期年期	2-5 years	2-5 years	2-4 years	2.5-10 years	10 years	10 years	10 years	10 years
Expected dividend yield	預期股息收益	0.676%	0.219%	0.287%	0.264%	0.164%	0.215%	0.12%	0.07%
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%	2.03%

* restated as a result of the Share Subdivision effective on 19 September 2016.

The fair values of the share options granted to consultants were measured at the fair value of the services received.

The Group recognised total expenses of approximately RMB56.2 million for the nine months ended 30 September 2018 (nine months ended 30 September 2017: RMB129.8 million) in relation to the share options granted by the Company.

企業管治及其他資料 (續)

購股權計劃 (續)

附註：(續)

(9) 該等購股權可根據下列歸屬時間表行使：

- (i) 購股權之40%將於二零一九年三月二十三日歸屬；
- (ii) 購股權之30%將於二零二零年三月二十三日歸屬；及
- (iii) 購股權之30%將於二零二一年三月二十三日歸屬。

股份於緊接購股權授出日期前之收市價為每股0.96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：

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。該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。

		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	23 March 2018 二零一八年 三月二十三日
Inputs into the model	輸入該模式之數據								
Exercise price*	行使價*	HK\$0.3628	HK\$0.426	HK\$0.674	HK\$0.698	HK\$0.98	HK\$0.786	HK\$1.05	HK\$0.934
Expected volatility	預期波幅	41.71%-42.35%	44.56%-49.47%	48.48%-50.96%	36.00%	38.6%-52.79%	44.32%-53.52%	40%	30%
Expected life	預期年期	2-5 years	2-5 years	2-4 years	2.5-10 years	10 years	10 years	10 years	10 years
Expected dividend yield	預期股息收益	0.676%	0.219%	0.287%	0.264%	0.164%	0.215%	0.12%	0.07%
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%	2.03%

* 因於二零一六年九月十九日生效之股份拆細而經重列。

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。

本集團截至二零一八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56,200,000元（截至二零一七年九月三十日止九個月：人民幣129,800,000元）。

CORPORATE GOVERNANCE AND OTHER INFORMATION (Continued)

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 2018.

Corporate Governance

The Board is of the view that the Company has complied with all the applicable 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 2018 except for the following deviation.

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”), Mr. Li was not able to attend the annual general meeting of the Company held on 8 May 2018 (the “AGM”). Mr. Phang Yew Kiat, the vice-chairman, an executive Director 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.

Compliance with Requirements under Rule 5.05A of the GEM Listing Rules

Upon the appointment of Mr. Yang Jianhui as an executive Director on 8 November 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. Immediately after the resignation of Mr. Wong Sai Hung as a NED on 5 February 2018, the Company has fulfilled the aforesaid requirement of Rule 5.05A of the GEM Listing Rules.

企業管治及其他資料(續)

購買、出售或贖回上市證券

於截至二零一八年九月三十日止九個月內，本公司並無贖回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

董事會認為，於截至二零一八年九月三十日止九個月，本公司一直遵守GEM上市規則附錄十五所載企業管治守則（「企業管治守則」）及企業管治報告載列的所有適用守則條文及GEM上市規則之所有規定，惟下列偏離者除外。

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（「主席」）李明山先生必須參加其他商業事務，李先生未能出席本公司於二零一八年五月八日舉行之股東週年大會（「股東週年大會」）。本公司副主席及執行董事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。主席已查詢股東於股東週年大會上提出之問題及表達之意見。

遵守GEM上市規則第5.05A條項下之規定

於二零一七年十一月八日楊建輝先生獲委任為執行董事後，本公司未能根據GEM上市規則第5.05A條擁有相當於董事會至少三分之一之足夠獨立非執行董事人數。緊隨黃世雄先生於二零一八年二月五日辭任非執行董事後，本公司符合上述GEM上市規則第5.05A條之規定。

CORPORATE GOVERNANCE AND OTHER INFORMATION (Continued)

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 2018 and all of them have confirmed that they had complied with the required standards set out in the Required Standard of Dealings and the Own Code during such period.

Competing Interests and Conflicts of Interest of Director

For the nine months ended 30 September 2018, the Directors were not aware of any business or interest of the Directors, the controlling shareholder (as defined in the GEM Listing Rules) of the Company 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 had or might have with the Group, save that Mr. Zhang, a NED and a substantial shareholder (as defined in the GEM Listing Rules) of the Company, has an interest in the continuing connected transactions of the Company under the GEM Listing Rules relating to a sub-tenancy and master agreement for a business centre, as announced by the Company on 23 October 2014, 25 January 2017 and 15 December 2017, respectively. Mr. Zhang also has an indirect shareholding interest of 51.5% in NCF Wealth Holdings Limited (formerly known as First P2P Limited) (“**NCF**”), details of which are set out in the Company’s announcement dated 12 January 2015. The Board considers that Mr. Zhang’s interest in NCF is not competing with the Group in any material respect because NCF and the Group have different business focuses. Whilst NCF 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 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.

企業管治及其他資料(續)

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GEM上市規則第5.48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。截至二零一八年九月三十日止九個月,本公司已向董事作出具體查詢,而彼等各自已確認於有關期間內一直遵守交易必守準則及自訂守則所載的規定準則。

董事之競爭權益及利益衝突

截至二零一八年九月三十日止九個月,董事概不知悉董事、本公司控股股東(定義見GEM上市規則)或彼等各自的緊密聯繫人(定義見GEM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,惟誠如本公司分別於二零一四年十月二十三日、二零一七年一月二十五日及二零一七年十二月十五日所公佈,本公司非執行董事及主要股東(定義見GEM上市規則)張先生於本公司根據GEM上市規則界定之持續關連交易(有關商務中心的分租及主協議)擁有權益除外。張先生亦擁有NCF Wealth Holdings Limited(前稱第一P2P有限公司)(「**NCF**」)之51.5%間接控股權益,詳情載於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與本集團之業務重心不同,張先生於NCF之權益在任何重大方面概無與本集團存在競爭。NCF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。概無本公司控股股東或董事或彼等各自的緊密聯繫人在與本集團業務的任何重大方面直接或間接存在競爭或可能發生競爭的任何業務中擁有任何權益。

CORPORATE GOVERNANCE AND 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 2018 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 2018 (the "Financial Statements") were not audited but the Financial Statements and this report have 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, 6 November 2018

企業管治及其他資料(續)

報告期後事項

自二零一八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。

本集團於截至二零一八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」)尚未審核，但財務報表及本報告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、GEM上市規則之規定及任何其他適用法律規定編製，並已作出充分披露。

承董事會命

中新控股科技集團有限公司

主席

李明山

香港，二零一八年十一月六日



CHONG SING 
Holdings FinTech Group Limited 中新