



神州數字

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

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)

Stock Code 股份代號: 8255

2020 第三季度報告
THIRD
QUARTERLY
REPORT

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香港聯合交易所有限公司(「聯交所」)
GEM之特色

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

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

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本報告乃遵照《聯交所GEM證券上市規則》(「GEM上市規則」)的規定提供有關神州數字新金融科技集團(「本公司」)的資料，本公司各董事(「董事」)願共同及個別對此負全責。董事經作出一切合理查詢後確認，就彼等所知及所信，本報告所載資料在所有重大方面均準確完整及並無誤導或欺詐成份，及概無遺漏其他事宜，致使本報告中任何聲明或本報告帶誤導成份。

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Financial Highlights

財務摘要

- For the Period (as defined below), the turnover of the Group (as defined below) was approximately RMB25,073,000, representing an increase of approximately RMB6,119,000 or 32.28% as compared with the corresponding period of 2019.
- For the Period, the gross profit of the Group was approximately RMB18,071,000, representing an increase of approximately RMB6,428,000 or 55.21% over the corresponding period of 2019. Gross profit margin increased from 61.43% for the corresponding period of 2019 to 72.07% for the Period.
- For the Period, the loss of the Group was approximately RMB26,452,000, representing an increase of approximately RMB8,012,000 or 43.45% as compared with the corresponding period of 2019.
- As at 30 September 2020, the cash and cash equivalents of the Group were approximately RMB130,551,000 (31 December 2019: RMB103,191,000), with the current ratio of 1.53 (31 December 2019: 2.31).
- For the Period, the loss per share of the Group was approximately RMB5.45 cents, representing an increase of approximately RMB0.92 cent or 20.31% as compared with that of RMB4.53 cents for the corresponding period of 2019.
- The Board (as defined below) has resolved not to declare the payment of any dividend for the Period (2019: nil).
- 於本期間內(定義見下文),本集團(定義見下文)取得的營業額約為人民幣25,073,000元,較2019年同期上升約為人民幣6,119,000元或32.28%。
- 於本期間內,本集團的毛利約為人民幣18,071,000元,較2019年同期上升約為人民幣6,428,000元或55.21%。毛利率從2019年同期的61.43%上升至本期間的72.07%。
- 於本期間內,本集團的虧損約為人民幣26,452,000元,較2019年同期增加約為人民幣8,012,000元或43.45%。
- 於2020年9月30日,本集團的現金及現金等價物約為人民幣130,551,000元(2019年12月31日:人民幣103,191,000元),流動比率為1.53(2019年12月31日:2.31)。
- 於本期間內,本集團的每股虧損約為人民幣5.45分,較2019年同期的人民幣4.53分增加約為人民幣0.92分或20.31%。
- 董事會(定義見下文)決議不於本期間內宣派任何股息(2019年:無)。

Third Quarterly Results

第三季度業績

The board of Directors (the “Board”) presents the unaudited condensed consolidated results of the Company and its subsidiaries (collectively, the “Group”) for the three months and nine months ended 30 September 2020 together with relevant comparative audited/ unaudited figures as follows:

董事會(「董事會」)呈報本公司連同其附屬公司(統稱「本集團」)截至2020年9月30日止3個月及9個月的未經審核簡明綜合業績，連同有關的經審核/未經審核比較數據如下：

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the three months and nine months ended 30 September 2020

未經審核簡明綜合全面收益表

截至2020年9月30日止3個月及9個月

	Notes 附註	Three months ended 30 September 截至9月30日止3個月		Nine months ended 30 September 截至9月30日止9個月	
		2020 (Unaudited) (未經審核) RMB'000 人民幣千元	2019 (Unaudited) (未經審核) RMB'000 人民幣千元	2020 (Unaudited) (未經審核) RMB'000 人民幣千元	2019 (Unaudited) (未經審核) RMB'000 人民幣千元
Revenue		13,920	3,784	25,073	18,954
Cost of revenue	4	(1,916)	(2,165)	(7,002)	(7,311)
Gross profit		12,002	1,619	18,071	11,643
Other income and gains		(427)	1,921	861	3,809
Fair value gains/(loss) on intangible assets	4	2,754	(5,393)	6,508	6,511
Selling and distribution expenses		(4,241)	(2,334)	(9,668)	(5,222)
Administrative expenses		(13,401)	(12,267)	(43,449)	(33,965)
Share of loss of associates		—	(419)	(2)	(846)
Finance costs	5	(266)	(592)	(266)	(2,261)
Loss before income tax expense		(3,579)	(17,465)	(27,945)	(20,331)
Income tax credit/(expense)	7	(121)	953	1,493	1,891
Loss for the period		(3,700)	(16,512)	(26,452)	(18,440)
Other comprehensive loss					
Items that will not be reclassified subsequently to profit or loss:					
Equity investments at fair value through other comprehensive income — net movement in fair value reserve		(7)	(586)	(3)	(1,264)
Item that may be reclassified to profit or loss:					
Exchange differences in translation foreign operation		(835)	—	(398)	—
Other comprehensive loss for the period		(842)	(586)	(401)	(1,264)
Total comprehensive loss for the period		(4,542)	(17,098)	(26,853)	(19,704)
Profit/(loss) for the period attributable to:					
Owners of the Company		(3,578)	(14,749)	(26,156)	(21,730)
Non-controlling interests		(122)	(1,763)	(296)	3,290
		(3,700)	(16,512)	(26,452)	(18,440)
Total comprehensive (loss)/income for the period attributable to:					
Owners of the Company		(4,420)	(15,335)	(26,557)	(22,994)
Non-controlling interests		(122)	(1,763)	(296)	3,290
		(4,542)	(17,098)	(26,853)	(19,704)
Loss per share (RMB cents)					
— Basic	8	(0.75)	(3.07)	(5.45)	(4.53)

Third Quarterly Results

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UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2020

未經審核簡明綜合 財務狀況表

於2020年9月30日

		As at 30 September 2020 於2020年 9月30日 (Unaudited) (未經審核) RMB'000 人民幣千元	As at 31 December 2019 於2019年 12月31日 (Audited) (經審核) RMB'000 人民幣千元
Assets	資產		
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	2,679	3,073
Right-of-use asset	使用權資產	2,292	4,990
Intangible assets	無形資產	26,195	19,961
Other non-currents assets	其他非流動資產	12,000	12,000
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收益的金融資產	113,163	113,167
Interest in associate	於聯營公司的權益	305	308
Total non-current assets	非流動資產總額	156,634	153,499
Current assets	流動資產		
Trade receivables	貿易應收款項	7,137	27
Contract assets	合約資產	2,372	2,372
Prepayments, deposits and other receivables	預付款、按金及其他應收款項	34,648	35,283
Inventories	存貨	4	11
Cash and cash equivalents	現金及現金等價物	130,551	103,191
Total current assets	流動資產總額	174,712	140,884
Liabilities	負債		
Current liabilities	流動負債		
Trade payables	貿易應付款項	3,809	4,338
Contract liabilities	合約負債	1,763	1,791
Other payables and accruals	其他應付款項及應計費用	104,082	50,371
Lease liabilities	租賃負債	2,316	3,680
Current tax liabilities	即期稅項負債	701	709
Total current liabilities	流動負債總額	112,671	60,889
Net current assets	流動資產淨值	62,041	79,995
Total assets less current liabilities	總資產減流動負債	218,675	233,494
Non-current liabilities	非流動負債		
Lease liabilities	租賃負債	156	1,529
Deferred tax liabilities	遞延稅項負債	480	1,987
Total non-current liabilities	非流動負債總額	636	3,516
NET ASSETS	資產淨值	218,039	229,978
Equity attributable to owners of the Company	本公司擁有人應佔權益		
Issued capital	已發行股本	2,941	2,941
Reserves	儲備	187,355	213,912
Non-controlling interests	非控股權益	190,296	216,853
		27,743	13,125
TOTAL EQUITY	總權益	218,039	229,978

Third Quarterly Results

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UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 30 September 2020

未經審核簡明綜合 權益變動表

截至2020年9月30日止9個月

		Equity attributable to owners of the Company 本公司擁有人應佔權益										
		Issued capital	Share premium	Capital reserve	Statutory reserve	Investment revaluation reserve	Fair value through other comprehensive income reserve	Foreign exchange reserve	Retained earnings	Total	Non-controlling interests	Total equity
		已發行股本	股份溢價	資本儲備	法定儲備	投資重估儲備	按公平值計入其他全面收益儲備	外匯儲備	保留盈利	總計	非控股權益	總權益
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Restated balance as at 1 January 2019	於2019年1月1日的經重列結餘	2,941	47,899	1,371	17,292	—	106,424	—	141,013	315,940	1,220	317,160
(Loss)/profit for the period	期內(虧損)/溢利	—	—	—	—	—	—	—	(21,730)	(21,730)	3,290	(18,440)
Change in financial assets at fair value through other comprehensive income	按公平值計入其他全面收益的金融資產的變動	—	—	—	—	—	(1,264)	—	—	(1,264)	—	(1,264)
Total comprehensive (loss)/profit	全面(虧損)/溢利總額	—	—	—	—	—	(1,264)	—	(21,730)	(22,994)	3,290	(19,704)
At 30 September 2019	於2019年9月30日	2,941	47,899	1,371	17,292	—	104,160	—	119,283	292,946	4,510	297,456
At 1 January 2020 (Audited)	於2020年1月1日(經審核)	2,941	47,899	1,371	17,292	2,760	47,469	(66)	97,187	216,853	13,125	229,978
Loss for the period	期內虧損	—	—	—	—	—	—	—	(26,156)	(26,156)	(296)	(26,452)
Change in financial assets at fair value through other comprehensive income	按公平值計入其他全面收益的金融資產的變動	—	—	—	—	—	(3)	—	—	(3)	—	(3)
Translation difference on foreign operations	海外業務的折算差額	—	—	—	—	—	—	(398)	—	(398)	—	(398)
Total comprehensive loss	全面虧損總額	—	—	—	—	—	(3)	(398)	(26,156)	(26,557)	(296)	(26,853)
Capital injection from non-controlling interest of subsidiaries	附屬公司非控股權益注資	—	—	—	—	—	—	—	—	—	14,914	14,914
At 30 September 2020	於2020年9月30日	2,941	47,899	1,371	17,292	2,760	47,466	(464)	71,031	190,296	27,743	218,039

Third Quarterly Results

第三季度業績

NOTES TO THE THIRD QUARTERLY RESULTS

1. General information

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

The Company is an investment holding company. Its subsidiaries are principally engaged in providing (i) online transaction services by facilitating transactions between online game operators and online game users and mobile top-up services to mobile subscribers; (ii) micro financing facilitating services (discontinued operation in 2020); (iii) software technology services and sales of smart hardware products, among which, the sales of smart hardware products has discontinued operation in 2020; and (iv) financial services.

第三季度業績附註

1. 一般資料

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

本公司為一間投資控股公司。其附屬公司主要業務為(i)透過促進網上遊戲運營商與網上遊戲用戶之間的交易來提供網上交易服務以及向手機用戶提供手機話費充值服務；(ii)小額融資中介服務（2020年已經停止經營）；(iii)提供軟件技術服務和智能硬件產品銷售（其中智能硬件銷售在2020年已經停止經營）；及(iv)提供金融服務。

NOTES TO THE THIRD QUARTERLY RESULTS (Continued)

第三季度業績附註(續)

2. Basis of preparation and principal accounting policies

The unaudited condensed consolidated financial statements of the Group for the nine months ended 30 September 2020 (the “Period” and the “Third Quarterly Financial Statements”, respectively) have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), Hong Kong Accounting Standards and their interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and the disclosure requirements of the Companies Ordinance, Chapter 622 of the laws of Hong Kong. In addition, the Third Quarterly Financial Statements include applicable disclosures required by the GEM Listing Rules.

The Third Quarterly Financial Statements were prepared on the historical cost basis (except for short-term investment, which is measured at fair value), and presented in terms of Renminbi (“RMB”). The principal accounting policies adopted in the Third Quarterly Financial Statements were in accordance with the annual consolidated financial statements of the Group for the year ended 31 December 2019, except the first-time adoption of new and amended HKFRSs, their amendments and interpretations which were issued by the HKICPA in the preparation of financial statements during the Period. The adoption of these new and revised HKFRSs has no significant effect on the Third Quarterly Financial Statements.

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

2. 編製基準及主要會計政策

本集團截至2020年9月30日止9個月未經審核簡明綜合財務報表(分別為「本期間」及「第三季度財務報表」)乃根據香港會計師公會(「香港會計師公會」)頒佈之所有適用香港財務報告準則(「香港財務報告準則」)、香港會計準則及其詮釋以及香港法例第622章公司條例之披露規定編製。此外，第三季度財務報表載有GEM上市規則規定之適用披露。

第三季度財務報表按照歷史成本基準編製(惟按公平值計量的短期投資除外)，並以人民幣(「人民幣」)呈列。編製第三季度財務報表所採用的主要會計政策與截至2019年12月31日止年度本集團的年度綜合財務報表所採用者一致，惟為編製本期間的財務報表而首次採納由香港會計師公會頒佈的新訂及經修訂香港財務報告準則、準則之修訂及詮釋除外。採納該等新訂及經修訂香港財務報告準則對第三季度財務報表並無重大影響。

本集團並未提早採納已頒佈但尚未生效的任何新頒佈及經修訂香港財務報告準則。

Third Quarterly Results

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NOTES TO THE THIRD QUARTERLY RESULTS (Continued)

第三季度業績附註(續)

3. Segment reporting

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

- (i) Online transaction services (including provision of information technology services and advertising services);
- (ii) Micro financing facilitating services*;
- (iii) Software technology services and sale of smart hardware products**; and
- (iv) Financial services (being provision of professional banking service)***.

3. 分部報告

本集團確認為可呈報經營分部的服務項目如下：

- (i) 網上交易服務(包括提供信息技術服務及廣告及推廣服務)；
- (ii) 小額融資中介服務*；
- (iii) 軟件技術服務和智能硬件產品銷售**；及
- (iv) 金融服務(即提供專業銀行服務)***。

	Online transaction services	Micro financing facilitating services*	Software technology services and sales of smart hardware products**	Financial services***	Unallocated	Total
	網上交易服務	小額融資中介服務*	軟件技術服務和智能硬件產品銷售**	金融服務***	未分配	總計
	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

For the nine months ended 30 September 2020	截至2020年9月30日止9個月					
Segment revenue	分部收入	6,894	—	10,147	8,032	25,073
Segment gross profit	分部毛利	648	—	9,391	8,032	18,071
Segment net profit/(loss)	分部溢利/(虧損)淨額	(498)	—	2,762	(9,915)	(26,452)

For the nine months ended 30 September 2019	截至2019年9月30日止9個月					
Segment revenue	分部收入	5,484	160	13,050	260	18,954
Segment gross profit	分部毛利	580	156	10,718	189	11,643
Segment net profit/(loss)	分部溢利/(虧損)淨額	(1,657)	(263)	11,840	(6,874)	(18,440)

* Discontinued operation in 2020

** Sales of smart hardware products has discontinued operation in 2020

*** Commenced operation in 2019

* 2020年已經停止經營

** 智能硬件產品銷售於2020年已經停止經營

*** 於2019年開始經營

Third Quarterly Results

第三季度業績

NOTES TO THE THIRD QUARTERLY RESULTS (Continued)

第三季度業績附註(續)

4. Revenue, other income and gains

4. 收入、其他收入及收益

		Three months ended 30 September 截至9月30日止3個月		Nine months ended 30 September 截至9月30日止9個月	
		2020 (Unaudited) (未經審核) RMB'000 人民幣千元	2019 (Unaudited) (未經審核) RMB'000 人民幣千元	2020 (Unaudited) (未經審核) RMB'000 人民幣千元	2019 (Unaudited) (未經審核) RMB'000 人民幣千元
Revenue:	收入：				
Provision of online transaction services	提供網上交易服務	2,089	2,396	6,894	5,484
Provision of micro financing facilitating service	提供小額融資中介服務	—	—	—	160
Software technology services and sales of smart hardware products	軟件技術服務和智能硬件產品銷售	7,887	1,203	10,147	13,050
Financial services	金融服務	3,944	185	8,032	260
		13,920	3,784	25,073	18,954
Other income and gains:	其他收入及收益：				
Interest income	利息收入	9	4	299	102
Gain/(loss) from exchange translation	匯兌收益/(虧損)	(215)	1,605	58	2,128
Others	其他	(221)	312	504	1,579
		(427)	1,921	861	3,809

Third Quarterly Results

第三季度業績

NOTES TO THE THIRD QUARTERLY RESULTS (Continued)

第三季度業績附註(續)

5. Finance costs

5. 融資成本

	Three months ended 30 September 截至9月30日止3個月		Nine months ended 30 September 截至9月30日止9個月	
	2020 (Unaudited) (未經審核) RMB'000 人民幣千元	2019 (Unaudited) (未經審核) RMB'000 人民幣千元	2020 (Unaudited) (未經審核) RMB'000 人民幣千元	2019 (Unaudited) (未經審核) RMB'000 人民幣千元
Interest on bank borrowings	—	592	—	2,261
Interest on lease liabilities	266	—	266	—

Third Quarterly Results

第三季度業績

NOTES TO THE THIRD QUARTERLY RESULTS (Continued)

第三季度業績附註(續)

6. Loss before income tax expense

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

6. 除所得稅開支前虧損

本集團除所得稅開支前虧損經扣除下列各項後得出：

		Three months ended 30 September		Nine months ended 30 September	
		截至9月30日止3個月		截至9月30日止9個月	
		2020	2019	2020	2019
		(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
Depreciation of property, plant and equipment	物業、廠房及設備折舊	150	194	512	597
Amortisation of intangible assets	無形資產攤銷	213	222	690	666
Depreciation of right-of-use assets	使用權資產折舊	2,690	—	2,690	—
Development costs (note)	開發成本(附註)	3,069	3,010	8,329	4,467
Employee benefit expenses (including Directors' remuneration)	僱員福利開支(包括董事薪酬)				
Wages and salaries	工資及薪金	8,562	7,549	25,060	15,887
Pension scheme contributions	退休計劃供款	559	1,515	1,527	3,178

Note:

Development costs mainly comprised staff costs of approximately RMB8,329,000 for the Period (2019: RMB4,467,000), which was also included in the employee benefit expenses disclosed separately above. The Group did not capitalise any development costs for the Period (2019: nil).

附註：

開發成本主要包括員工成本，本期間員工成本約為人民幣8,329,000元(2019年：人民幣4,467,000元)，亦計入上文獨立披露的僱員福利開支內。於本期間，本集團並無將任何開發成本撥充資本(2019年：無)。

Third Quarterly Results

第三季度業績

NOTES TO THE THIRD QUARTERLY RESULTS (Continued)

第三季度業績附註(續)

7. Income tax credit/(expense)

7. 所得稅抵免/(開支)

The Group	本集團	Three months ended 30 September 截至9月30日止3個月		Nine months ended 30 September 截至9月30日止9個月	
		2020 (Unaudited) (未經審核) RMB'000 人民幣千元	2019 (Unaudited) (未經審核) RMB'000 人民幣千元	2020 (Unaudited) (未經審核) RMB'000 人民幣千元	2019 (Unaudited) (未經審核) RMB'000 人民幣千元
Current tax – PRC enterprise income tax	即期稅項 – 中國企業所得稅				
– tax for the period	– 本期間內稅項	–	–	14	2
Deferred tax	遞延稅項	121	(953)	(1,507)	(1,893)
Income tax credit/(expense)	所得稅抵免/(開支)	121	(953)	(1,493)	(1,891)

Third Quarterly Results

第三季度業績

NOTES TO THE THIRD QUARTERLY RESULTS (Continued)

第三季度業績附註(續)

8. Loss per share

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

8. 每股虧損

本公司擁有人應佔每股基本虧損按下列數據計算：

		Three months ended 30 September 截至9月30日止3個月		Nine months ended 30 September 截至9月30日止9個月	
		2020 (Unaudited) (未經審核)	2019 (Unaudited) (未經審核)	2020 (Unaudited) (未經審核)	2019 (Unaudited) (未經審核)
Loss	虧損				
Loss for the purpose of basic loss per share (RMB'000)	用以計算每股基本虧損之虧損 (人民幣千元)	(3,578)	(14,749)	(26,156)	(21,730)
Number of shares	股份數目				
Weighted average number of ordinary shares for the purpose of basic loss per share	用以計算每股基本虧損之普通股加權平均數	480,000,000	480,000,000	480,000,000	480,000,000

The calculation of the basic loss per share is based on the loss for the Period attributable to owners of the Company and the weighted average number of ordinary shares of the Company

每股基本虧損乃基於本公司擁有人應佔本期間虧損及普通股加權平均股數計算。

No diluted loss per share is presented as there were no potential ordinary shares in issue during the Period (2019: nil).

於本期間內並無潛在普通股發行，故並未呈列每股攤薄虧損(2019年：無)。

Third Quarterly Results

第三季度業績

NOTES TO THE THIRD QUARTERLY RESULTS (Continued)

第三季度業績附註(續)

9. Dividend

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

9. 股息

董事會決議不於本期間內宣派任何股息(2019年：無)。

BUSINESS REVIEW

The Group is principally engaged in the provision of (i) online transaction services; (ii) micro financing facilitating services (discontinued operation in 2020); (iii) software technology services and sales of smart hardware products, among which, the sales of smart hardware products has discontinued operation since 2020; and (iv) financial services. As a consequence of the strategic transformation, the Group has ceased to engage in the provision of micro financing facilitating services. For a detailed review of each of our businesses, please see the section headed “Financial Review” below.

FINANCIAL REVIEW

Revenue

During the Period, the Group recorded an operating revenue of approximately RMB25,073,000, representing an increase of approximately RMB6,119,000 or 32.28% as compared to that of approximately RMB18,954,000 for the same period of 2019.

1. Online transaction services

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

During the Period, revenue from online transaction services amounted to approximately RMB6,894,000 (2019: RMB5,484,000). The increase in revenue from online transaction services was the result of the Company’s strengthened collaboration with its existing clients.

業務回顧

本集團主要從事提供(i)網上交易服務；(ii)小額融資中介服務(2020年已停止經營)；(iii)軟件技術服務和智能硬件銷售(其中智能硬件銷售在2020年已經停止經營)；及(iv)金融服務。本集團由於戰略轉型，已經終止了小額融資中介服務的業務。有關各業務的詳細回顧，請參見下文「財務回顧」一節。

財務回顧

收入

於本期間內，本集團錄得營業收入約人民幣25,073,000元，較2019年同期的營業收入約人民幣18,954,000元增加了約人民幣6,119,000元或32.28%。

1. 網上交易服務

由於這些年來移動支付行業的快速發展，使得本集團網上交易服務的收入逐年減少，為了應對目前的狀況，本集團一方面控制支出，另一方面利用現有資源開拓其他的業務。

於本期間內，本公司與現有的客戶加強合作，使得網上交易服務的收入有所上升，網上交易服務的收入約為人民幣6,894,000元(2019年：人民幣5,484,000元)。

Management Discussion and Analysis

管理層討論與分析

2. Micro financing facilitating and financial guarantee services

The Group ceased to engage in the provision of micro financing facilitating services in 2020. Thus, the Group did not generate revenue from the provision of micro financing facilitating services during the Period (2019: RMB160,000).

3. Software technology services and sales of smart hardware products

The Group's provision of software technology services mainly comprises the self-developed MasterDAX system and its related technical services. As the sales of smart hardware products has discontinued operation since 2020, the Group has not been able to generate any revenue from sales of smart hardware products during the Period (2019: RMB1,344,000). Currently, the Group has gradually shifted its strategic focus, by leaning more towards financial services.

The revenue from software technology services and sales of smart hardware products for the Period was approximately RMB10,147,000 (2019: RMB11,706,000). The aforementioned decrease was attributable to the Group's priority towards development and promotion of its financial services as its major stream of business, which, in turn, led to the subsequent decrease in revenue generated from software technology services.

4. Financial services

The Group possesses overseas banking, insurance, trust, securities and other qualifications for providing financial services to small and medium enterprises ("SMEs") and high net worth individuals in Asia Pacific. During the Period, the Group's businesses of account opening, international payment and foreign exchange flourished so that the demand for global trade of SMEs in Asia Pacific during the pandemic was accommodated and supported. For other business segments, the Group received high recognition from customers for the offering of specific customised services.

2. 小額融資中介和金融擔保服務

本集團在2020年已經終止提供小額融資中介服務。因此，本集團於本期間內並無自提供小額融資中介服務獲得收入(2019年：人民幣160,000元)。

3. 軟件技術服務和智能硬件銷售

本集團提供的軟件技術服務主要為公司自行開發的MasterDAX系統以及相關的技術服務。智能硬件產品銷售業務在2020年已經停止經營，因此本集團於本期間內無來自硬件產品銷售收入(2019年：人民幣1,344,000元)。但是本集團目前的戰略重心已經邁步向金融服務轉移。

於本期間內，軟件技術服務的收入約為人民幣10,147,000元(2019年：人民幣11,706,000元)。減少原因為本集團目前的主要發展和推廣業務為金融服務，導致軟件技術服務收入減少。

4. 金融服務

本集團在海外擁有銀行、保險、信託、證券等許可，與向亞太地區的中小型企業(「中小企業」)及高淨值人士提供各類金融服務。期間，銀行開戶、國際支付和外匯業務極速增長，滿足並支持了疫情期間亞太地區中小企業全球貿易需求。其他板塊業務也都以特定的定制化服務，獲得客戶好評。

Management Discussion and Analysis

管理層討論與分析

During the Period, the Group's revenue from financial services was mainly derived from banking business and revenue from the provision of financial services amounted to approximately RMB8,032,000 (2019: RMB260,000). Such increase was mainly attributable to the groundwork laid by the management team since 2019 and the expansion of the client base during the Period.

Cost of revenue

For the Period, the cost of revenue of the Group was approximately RMB7,002,000, representing a decrease of RMB309,000 or 4.23% as compared to approximately RMB7,311,000 for the same period of 2019. The cost of revenue for the Period basically remained relatively stable compared to that of last period. Such stability is attributable to the fact the Group was able to sustain its financial services, as one of its major businesses, at a relatively low cost, and the aforesaid cost not been pressurised to increase due to an increase in revenue.

Gross profit

For the Period, the Group realised gross profit of approximately RMB18,071,000, representing an increase of approximately RMB6,428,000 or 55.21% as compared to approximately RMB11,643,000 for the same period of 2019. Such increase in gross profit was primarily attributable to the increase in revenue from finance services.

Selling and distribution expenses

For the Period, the selling and distribution expenses of the Group were approximately RMB9,668,000, representing an increase of approximately RMB4,446,000 or 85.14% as compared to approximately RMB5,222,000 for the same period of 2019. Such increase in the selling and distribution expenses was primarily attributable to the additional headcount of sales personnel.

於本期間內，本集團的金融服務收入的主要來源於銀行業務，提供金融服務的收入約為人民幣8,032,000元(2019年：人民幣260,000元)。該增加主要由於管理團隊自2019年起已建立根基，並於本期間內拓展客戶基礎客戶數量迅速增加所致。

收入成本

於本期間內，本集團的收入成本約為人民幣7,002,000元，較2019年同期約為人民幣7,311,000元減少人民幣309,000元或4.23%。本期間的收入成本與上同期比較基本上相對維持穩定。因本集團的主要業務金融服務成本較低故未因收入增加而增加。

毛利

於本期間內，本集團實現毛利約人民幣18,071,000元，較2019年同期約人民幣11,643,000元上升了約人民幣6,428,000元或55.21%。毛利的增加主要是由於金融服務收入的增加所致。

銷售及分銷開支

於本期間內，本集團的銷售及分銷開支約為人民幣9,668,000元，較2019年同期約為人民幣5,222,000元上升了約人民幣4,446,000元或85.14%。銷售及分銷開支的增加主要由於本集團為積極開展金融服務，開拓客戶所以增加了銷售人員成本。

Management Discussion and Analysis

管理層討論與分析

Administrative expenses

For the Period, the administrative expenses of the Group were approximately RMB43,449,000, representing an increase of RMB9,484,000 or 27.92% as compared to approximately RMB33,965,000 for the same period of 2019. The increase in administrative expenses was primarily due to an increasing cost payable to wages and salaries, research and development, and business operation.

Other comprehensive income

The change in fair value of financial assets at fair value through other comprehensive income was due to the change in value of the shares of Chong Sing Holdings FinTech Group Limited held by the Group and the exchange difference from the translation of foreign financial statements.

Income tax credit

For the Period, the income tax credit of the Group was RMB1,493,000 resulting from the excess of deferred tax benefit over tax expenses, as compared with the income tax credit of approximately RMB1,891,000 for the same period of 2019.

Loss for the Period

For the Period, the loss of the Group was approximately RMB26,452,000, representing an increase of RMB8,012,000 or 43.45% as compared to the loss of approximately RMB18,440,000 for the same period of 2019. The increase in loss for the Period was attributable to the fact that the revenue generated fell short of our expected target on account of the interruption caused by the pandemic, together with increase in selling and distribution expenses and administration expenses. Yet, the increase in revenue generated from financial services during the Period has partially offset the aforesaid expenses.

行政開支

於本期間內，本集團的行政開支約為人民幣43,449,000元，較2019年同期約為人民幣33,965,000元增加了人民幣9,484,000元或27.92%。行政開支的增加主要是由於人工薪酬及研發和運營成本增加所致。

其他全面收益

按公平值計入其他全面收益的金融資產公平值變動乃由於本集團所持中控股科技集團有限公司之股份價值變動以及外幣報表折算差異所致。

所得稅抵免

於本期間內，由於遞延稅項利益超出稅項開支，本集團的所得稅抵免為人民幣1,493,000元，而2019年同期的所得稅抵免則約為人民幣1,891,000元。

本期間內虧損

於本期間內，本集團的虧損約為人民幣26,452,000元，較2019年同期的虧損約為人民幣18,440,000元增加人民幣8,012,000元或43.45%。本期間虧損增加主要由於受疫情影響收入未達預期，加上銷售及分銷開支及行政開支增加所致。但本期間的金融服務收入的增加抵消了部分收入減少的狀況。

Management Discussion and Analysis

管理層討論與分析

OUTLOOK

During the year, along with providing online transaction services and software technology services, our Company has basically completed the task of setting up an oversea financial platform, as part of our strategic plan. With the secured business permit to provide financial services on global basis, we are able to provide comprehensive portfolio of financial services to serve customers worldwide.

Looking forward, we expect more upcoming opportunities and challenges ahead. From the corporate's perspective, the increasing number of successfully listed global enterprises in Asia-Pacific region in recent years has encouraged the active participation of SMEs in their quest for international presence. Meanwhile, as more venture capital companies will prioritise their investment on global companies, this trend has encouraged the demand for oversea, financial services from the aforesaid global SMEs and from foreign trading enterprises, especially now that the former are targeted as a new investment opportunity. From the perspective of individual market participant, due to noticeable depreciation of the mainstream currencies across the globe in recent years, more middle-class market participants have included global assets in their respective investment portfolios by investing in oversea markets. The overall depreciation with respect to major currencies has also encouraged both the demand for study abroad and for emigration. Statistics has reflected that there is a large population of emigrants successfully applied for emigration in Asia Pacific areas, and likewise trend exists in many other population-exporting countries worldwide. As such, we expect new emerging market potential to accommodate the needs of all those market participants for efficient and convenient oversea financial services.

展望

本公司於今年在維持提供其網上交易服務及軟件技術服務的同時，我們基本完成了海外金融平台的戰略部署，通過全球各地的金融服務的經營許可，為全球的客戶提供完善的金融服務。

展望未來，更多的機會與挑戰擺在我們面前。從企業角度來看，近幾年越來越多亞太地區全球企業成功上市推動了中小企業的全球拓展積極性，同時有更多的創投公司將投資重點放在全球企業上，作為新的投資風口的全球中小企業和外資企業的海外金融服務需求也在逐漸增加。從個人角度來看，經過近幾年各國主流貨幣的大幅貶值，更多的新中產人群會選擇全球資產配置和海外投資，出國留學和移民的需求也進一步增長，經統計亞太地區有大量的人完成移民，包括世界上的許多人口輸出國，如何為這些個人用戶提供高效便捷的海外金融服務正是我們所面臨的新機會。

Management Discussion and Analysis

管理層討論與分析

The overseas finance ecosystem of the Company has formed a prototype after a year of development and shaping. By virtue of the extensive experience gained in the payment industry over the years and coupled with the internal capability in terms of software development, the Company has made meaningful achievements in its financial services business.

Yet, the outbreak of coronavirus has accentuated the overall uncertainty, and thus negatively impacted the business environment for both China and worldwide markets; the consumer behaviour was adversely affected as well. In 2020, though the spread of coronavirus pandemic has cast serious consequence to the global economy, we will actively tackle with the challenges ahead and give our best endeavours to minimise any subsequent negative consequence on our Company. Despite that fact that revenue generated from other business was significantly affected as result of the pandemic, the revenue from financial services has been able to sustain a rapid growth momentum. We, therefore, expect the financial services, deemed as one of our core businesses, will still be able to maintain a rapid growth in the three years ahead.

經過一年的發展與打磨，本公司的海外金融生態圈已見雛形。公司憑藉多年來在支付行業的豐富經驗，以及自身具備的軟件開發能力，目前金融服務業務上已經取得了不小的成就。

然而，新型冠狀病毒的爆發帶來不明朗因素，並對中國以及全世界的營商環境及消費者行為構成不利影響。於2020年，新型冠狀病毒病疫情已經為全球經濟帶來嚴重影響，我們將積極面對挑戰，但會竭盡所能將對本公司造成的影響降至最低。儘管如此，在其他業務受疫情影響收入大幅下降的情況下，金融服務的收入低保持了高速增長的態勢。我們預計，在未來的三年內，金融服務作為我們的核心業務，仍將保持高速增長。

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

As at 30 September 2020, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company 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股份、相關股份及債券之權益及淡倉

於2020年9月30日，董事及本公司主要行政人員於本公司及其相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債券中擁有須：(a) 根據證券及期貨條例第XV部第7及第8分部規定知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例的該等條文被當作或視為擁有的權益及淡倉）；或(b) 根據證券及期貨條例第352條須記入該條例所指的登記冊的權益及淡倉；或(c) 根據GEM上市規則第5.46至5.67條須知會本公司及聯交所的權益及淡倉如下：

Long positions

好倉

a. Shares

a. 股份

Name of Director	Capacity/Nature of interest	Number of issued Shares held	Percentage of the issued Shares ^(Note 2)
董事姓名	身份／權益性質	所持已發行股份數目	佔已發行股份之百分比 ^(附註2)
Mr. Sun Jiangtao ("Mr. Sun") ^(Note 1) 孫江濤先生（「孫先生」） ^(附註1)	Interest of a controlled corporation/Corporate interest 受控制法團的權益／公司權益	261,040,000	54.38%

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Notes:

1. Details of the interest in the Company held by Data King Limited (“Data King”) are set out in the section headed “Substantial Shareholders’ and Other Persons’ Interests and Short Positions in Shares and Underlying Shares” below.
2. The percentage of shareholding was calculated based on the Company’s total issued Shares of 480,000,000 Shares as at 30 September 2020.

附註：

1. Data King Limited (「Data King」) 於本公司持有權益之詳情載於下文「主要股東及其他人士於股份及相關股份之權益及淡倉」一節。
2. 控股百分比乃根據本公司於2020年9月30日已發行股份總數480,000,000股股份計算所得出。

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

b. 於Data King (本公司的聯營公司) 股份中的好倉

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

Save as disclosed above, as at 30 September 2020, none of the Directors nor the chief executive of the Company had any interests and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required to: (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

除上文披露者外，於2020年9月30日，董事或本公司主要行政人員概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債券中擁有須：(a)根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所之任何權益及淡倉(包括根據證券及期貨條例的該等條文被當作或視為擁有之權益及淡倉)；或(b)根據證券及期貨條例第352條須記入該條例所述之登記冊之任何權益及淡倉；或(c)根據GEM上市規則第5.46至5.67條知會本公司及聯交所之任何權益及淡倉。

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

主要股東及其他人士於股份及相關股份之權益及淡倉

As at 30 September 2020, so far as it was known by or otherwise notified to any Directors or the chief executive of the Company, the particulars of the corporations which or persons who (other than a Director or the chief executive of the Company) which/who had 5% or more interests in the Shares and underlying Shares as recorded in the register required to be kept by the Company under section 336 of the SFO were as follows:

於2020年9月30日，就任何董事或本公司主要行政人員所知或所獲悉，根據證券及期貨條例第336條本公司須存置的登記冊所記錄，於股份及相關股份中擁有5%或以上權益之法團或人士（董事或本公司主要行政人員除外）的資料如下：

Name of Shareholders 股東姓名／名稱	Capacity/Nature of interests 身份／權益性質	Number of issued Shares held 所持已發行股份數目	Approximate percentage of issued Shares 佔已發行股份概約百分比
Data King ^(Note 1)	Beneficial owner/ Personal interest	261,040,000	54.38%
Data King ^(附註1)	實益擁有人／個人權益		
Fantastic Voyage Holdings Limited ("Fantastic Voyage") ^(Note 2)	Beneficial owner/ Personal interest	26,854,800	5.59%
Fantastic Voyage Holdings Limited ("Fantastic Voyage") ^(附註2)	實益擁有人／個人權益		
Wei Zhonghua ("Mr. Wei") ^(Note 2)	Interest of controlled corporation/ Corporate interest	26,854,800	5.59%
魏中華（「魏先生」） ^(附註2)	受控制法團的權益／公司權益		
IDG-ACCEL CHINA GROWTH FUND II L.P. ^(Note 3)	Beneficial owner/ Personal interest	66,110,454	13.77%
IDG-ACCEL CHINA GROWTH FUND II L.P. ^(附註3)	實益擁有人／個人權益		
IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. ^(Note 3)	Interest of controlled corporations/ Corporate interest	66,110,454	13.77%
IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. ^(附註3)	受控制法團的權益／公司權益		

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Name of Shareholders 股東姓名／名稱	Capacity/Nature of interests 身份／權益性質	Number of issued Shares held 所持已發行 股份數目	Approximate percentage of issued Shares 佔已發行股份 概約百分比 ^(附註6)
IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. ^(Note 3) IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. ^(附註3)	Interest of controlled corporations/ Corporate interest 受控制法團的權益／公司權益	71,517,200	14.90%
Ho Chising ^(Note 4) Ho Chising ^(附註4)	Interest of a controlled corporation/ Corporate interest 受控制法團的權益／公司權益	71,517,200	14.90%
Zhou Quan ^(Note 5) 周全 ^(附註5)	Interest of a controlled corporation/ Corporate interest 受控制法團的權益／公司權益	71,517,200	14.90%

Notes:

附註：

- Data King is wholly owned by Mr. Sun, an executive Director, chairman of the Board (the "Chairman") and the chief executive director of the Company (the "CEO"). Mr. Sun is deemed to be interested in all the Shares in which Data King is interested by virtue of the SFO.
 - Fantastic Voyage is wholly owned by Mr. Wei. Mr. Wei is deemed to be interested in all the Shares in which Fantastic Voyage is interested by virtue of the SFO.
- Data King由執行董事、董事會主席(「主席」)及本公司行政總裁(「行政總裁」)孫先生全資擁有。根據證券及期貨條例，孫先生被視為於Data King擁有權益的全部股份中擁有權益。
 - Fantastic Voyage由魏先生全資擁有。根據證券及期貨條例，魏先生被視為於Fantastic Voyage擁有權益的全部股份中擁有權益。

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3. IDG-ACCEL CHINA GROWTH FUND II L.P. is an exempted limited partnership registered in the Cayman Islands which owned 66,110,454 Shares. Its general partner is IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P., while the general partner of IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. is IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD., which is a limited company incorporated in the Cayman Islands. Moreover, IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. is the general partner of IDG CHINA INVESTORS II L.P. which owned 5,406,746 Shares. IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. is deemed to be interested in all the Shares in which IDG-ACCEL CHINA GROWTH FUND II L.P. is interested, and IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. is deemed to be interested in all the Shares in which IDG-ACCEL CHINA GROWTH FUND II L.P. and IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. are interested by virtue of the SFO.
3. IDG-ACCEL CHINA GROWTH FUND II L.P. 為一家於開曼群島註冊的獲豁免有限合夥公司，擁有66,110,454股股份。其一般合夥人為IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P.，而IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P.的一般合夥人為IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD.，其為一家於開曼群島註冊成立的有限公司。此外，IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 為IDG CHINA INVESTORS II L.P.的一般合夥人，後者擁有5,406,746股股份。根據證券及期貨條例，IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P.被視為於IDG-ACCEL CHINA GROWTH FUND II L.P.擁有權益的全部股份中擁有權益，而IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD.被視為於IDG-ACCEL CHINA GROWTH FUND II L.P.及IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P.擁有權益的全部股份中擁有權益。
4. Ho Chising is a controlling shareholder holding 50% of equity interests in IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. and he is deemed to be interested in all the Shares in which IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. is interested by virtue of the SFO.
4. Ho Chising 為持有IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 50%股權的控股股東。根據證券及期貨條例，彼被視為於IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 擁有權益的全部股份中擁有權益。
5. Zhou Quan is the other controlling shareholder holding 50% of equity interests in IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. and he is deemed to be interested in all the Shares in which IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. is interested by virtue of the SFO.
5. 周全為持有IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 50%股權的另一位控股股東。根據證券及期貨條例，彼被視為於IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 擁有權益的全部股份中擁有權益。
6. The percentage of shareholding was calculated based on the Company's total issued Shares of 480,000,000 Shares as at 30 September 2020.
6. 持股百分比乃根據本公司於2020年9月30日已發行股份總數480,000,000股股份計算所得出。

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Save as disclosed above, as at 30 September 2020, so far as is known by or otherwise notified to the Directors, no other corporation or person (other than a Director or the chief executive of the Company) had interests and short positions in the Shares and underlying Shares as required to be recorded in the register pursuant to section 336 of the SFO.

SHARE OPTION SCHEME

The Company operates a share option scheme (the “Share Option Scheme”) for the purpose of providing incentives and rewards to eligible participants who have contributed or may contribute to the success of the Group’s operations. The Share Option Scheme was adopted by the Company on 9 November 2013.

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

- (a) any director, employee or officer of any company in the Group, who is employed by any company in the Group (whether full-time or part-time), consultant, professional, customer, supplier, agent, partner or adviser of or contractor to the Group or a company in which the Group holds an interest or a subsidiary of such company (the “Affiliate”); or

除上文所披露外，就董事所知或所獲悉，於2020年9月30日，概無其他公司或人士（董事或本公司主要行政人員除外）於股份及相關股份中擁有根據證券及期貨條例第336條須記錄於該條例所指登記冊之權益及淡倉。

購股權計劃

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

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

- (a) 由本集團任何公司聘用的本集團任何公司的任何董事、僱員或高級人員（不論全職或兼職）、本集團或本集團持有權益的公司或有關公司的附屬公司（「聯屬公司」）的諮詢人、專業人員、客戶、供應商、代理、合作夥伴、顧問或承包商；或

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- (b) the trustee of any trust, the beneficiary of which or any discretionary trust, the discretionary objects of which include any director, employee, consultant, professional, customer, supplier, agent, partner or adviser of or contractor to the Group or an Affiliate; or
- (c) a company beneficially owned by any director, employee, consultant, professional, customer, supplier, agent, partner, adviser of or contractor to the Group or an Affiliate.
- (b) 任何信託或任何全權信託的受託人，而該信託的受益人或該全權信託的全權信託對象包括本集團或聯屬公司的任何董事、僱員、諮詢人、專業人員、客戶、供應商、代理、合作夥伴、顧問或承包商；或
- (c) 由本集團或聯屬公司的任何董事、僱員、諮詢人、專業人員、客戶、供應商、代理、合作夥伴、顧問或承包商實益擁有的公司。

During the Period, no Share Options were granted, exercised or cancelled or lapsed under the Share Option Scheme and no Share Options were outstanding as at 30 September 2020.

於本期間內，概無任何購股權根據購股權計劃獲授出、行使或註銷或失效，亦無購股權於2020年9月30日尚未行使。

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

董事、控股股東及彼等各自緊密聯繫人於競爭業務之權益

During the Period, save as disclosed in the section headed "Non-Competition Undertakings" of the annual report of the Company for the year ended 31 December 2019, none of the Directors, the Controlling Shareholders and their respective close associates (as defined in the GEM Listing Rules) were considered to have interests in a business which competed or was likely to compete, either directly or indirectly, with the business of the Group and any other conflicts of interest, as required to be disclosed under Rule 11.04 of the GEM Listing Rules.

於本期間內，除於本公司截至2019年12月31日止年度的年報內「不競爭承諾」一節所披露外，概無董事、控股股東及彼等各自的緊密聯繫人（定義見GEM上市規則）被視為於直接或間接與本集團業務構成競爭或可能構成競爭以及存在任何其他利益衝突之業務中擁有權益，並須根據GEM上市規則第11.04條予以披露。

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

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

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

During the Period, Mr. Sun has been the Chairman and the CEO. The Board believes that vesting the roles of both Chairman and CEO in the same person provides the Company with strong and consistent leadership, and allows for effective and efficient planning and implementation of business decisions and strategies.

遵守企業管治守則

董事會相信，良好的企業管治乃維持本公司成功之重要部分。董事會及高級管理層致力於建立和維持高水平的企業管治，並已採取各項措施，加強本公司的管理效率以保障本公司股東（「股東」）的權益。

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

於本期間，孫先生一直兼任主席及行政總裁。董事會認為，主席和行政總裁的角色由同一人擔任，可為本公司提供強而有力且貫徹一致的領導，並可有效及高效率地計劃及執行業務決策及策略。

COMPLIANCE WITH CODE OF CONDUCT FOR DEALINGS IN SECURITIES BY DIRECTORS

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

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

COMPLIANCE ADVISER’S INTERESTS

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

遵守董事進行證券交易之行為守則

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

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

合規顧問的權益

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

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PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

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

購買、出售或贖回本公司之 上市證券

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

SIGNIFICANT EVENT AFTER REPORTING PERIOD

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

重大報告期後事項

本集團於本期間後及直至本報告日期止並無任何重大的期後事項。

AUDIT COMMITTEE

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

By order of the Board

China Binary New Fintech Group

Sun Jiangtao

Executive Director, Chairman and Chief Executive Officer

Hong Kong, 13 November 2020

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

審核委員會

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

承董事會命

神州數字新金融科技集團

執行董事、主席及行政總裁

孫江濤

香港，2020年11月13日

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



神州數字

China Binary New Fintech Group

神州數字新金融科技集團