

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

2021

INTERIM REPORT
中期業績報告

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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聯交所上市的公司帶有較高投資風險。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

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

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本報告的資料乃遵照聯交所GEM證券上市規則（「GEM上市規則」）而刊載，旨在提供有關神州數字新金融科技集團（「本公司」）之資料；本公司各董事（「董事」）共同及個別地願就本報告的資料承擔全部責任。董事在作出一切合理查詢後，確認就彼等所深知及確信，本報告所載資料在各重要方面均準確完備，沒有誤導或欺詐成分，且並無遺漏任何其他事項，致使本報告或其任何陳述產生誤導。

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- For the Period, the turnover of the Group (as defined below) was approximately RMB17,977,000, representing an increase of approximately RMB6,824,000 or 61.19% as compared to the same period of 2020.
- For the Period, gross profit of the Group was approximately RMB14,552,000, representing an increase of approximately RMB8,483,000 or 139.78% as compared to the same period of 2020. Gross profit margin increased from approximately 54.42% for June 2020 to 80.95% for June 2021.
- For the Period, the loss of the Group was approximately RMB30,810,000, representing an increase of approximately RMB8,058,000 or 35.42% as compared to the same period of 2020.
- As at 30 June 2021, the cash and cash equivalents of the Group were approximately RMB551,014,000 (31 December 2020: RMB161,921,000), with the current ratio of 1.07 (31 December 2020: 1.32).
- For the Period, the loss per share of the Group was approximately RMB5.81 cents, representing an increase of approximately RMB1.11 cents or 23.62% as compared to that of RMB4.70 cents for the same period of 2020.
- The Board (as defined below) has resolved not to declare the payment of an interim dividend for the Period (2020: nil).
- 於本期間，本集團(定義見下文)取得的營業額約為人民幣17,977,000元，較2020年同期增加約人民幣6,824,000元或61.19%。
- 於本期間，本集團取得的毛利約為人民幣14,552,000元，較2020年同期上升約人民幣8,483,000元或139.78%。毛利率從2020年6月的約54.42%增加至2021年6月的80.95%。
- 於本期間，本集團的虧損約為人民幣30,810,000元，較2020年同期增加人民幣約為8,058,000元或35.42%。
- 於2021年6月30日，本集團的現金及現金等價物約為人民幣551,014,000元(2020年12月31日：人民幣161,921,000元)，流動比率為1.07(2020年12月31日：1.32)。
- 於本期間，本集團的每股虧損約為人民幣5.81分，較2020年同期的人民幣4.70分增加約為人民幣1.11分或23.62%。
- 董事會(定義見下文)已決議不就本期間宣派中期股息(2020年：無)。

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 six months ended 30 June 2021 together with relevant comparative audited/unaudited figures as follows:

董事會(「董事會」)呈報本公司及其附屬公司(統稱「本集團」)截至2021年6月30日止3個月及6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 six months ended 30 June 2021

未經審核簡明綜合全面收益表

截至2021年6月30日止3個月及6個月

	Notes 附註	Three months ended 30 June 截至6月30日止3個月		Six months ended 30 June 截至6月30日止6個月	
		2021 (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	2021 (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
		Revenue	收入	10,271	6,717
Cost of revenue	收入成本	(1,736)	(2,316)	(3,425)	(5,084)
Gross profit	毛利	8,535	4,401	14,552	6,069
Other (expense)/income and (loss)/gains	其他(開支)/收入及(虧損)/收益	(493)	977	(255)	1,288
Fair value gains on intangible assets	無形資產的公平值收益	—	4,686	—	3,754
Fair value loss on financial assets	金融資產的公平值損失	(1)	—	(1)	—
Selling and distribution expenses	銷售及分銷開支	(4,996)	(2,539)	(8,152)	(5,427)
Administrative expenses	行政開支	(19,820)	(13,567)	(37,180)	(30,048)
Share of loss of associates	應佔聯營公司之虧損	—	(2)	(12)	(2)
Finance costs	融資成本	(7)	—	(33)	—
Loss before income tax (expense)/credit	除所得稅(開支)/抵免前虧損	(16,782)	(6,044)	(31,081)	(24,366)
Income tax credit/(expense)	所得稅抵免/(開支)	(3)	609	271	1,614
Loss for the period	期內虧損	(16,785)	(5,435)	(30,810)	(22,752)
Other comprehensive (loss)/income	其他全面(虧損)/收益				
Items that will not be reclassified subsequently to profit or loss:	其後不會重新分類至損益的項目：				
Equity investments at fair value through other comprehensive income – net movement in fair value reserve	按公平值計入其他全面收益的權益投資 – 公平值儲備淨變動	—	—	—	4
Change in fair value of intangible assets	無形資產的公平值變動	(28,408)	—	19,813	—
Item that may be reclassified to profit or loss:	可重新分類至損益的項目：				
Exchange differences in translation foreign operation	換算海外業務的匯兌差數	(515)	114	(718)	437
Other comprehensive income/(loss) for the period	期內其他全面收益/(虧損)	(28,923)	114	19,095	441
Total comprehensive loss for the period	期內全面虧損總額	(45,708)	(5,321)	(11,715)	(22,311)
(Loss)/profit for the period attributable to:	以下各項應佔期內(虧損)/收益：				
Owners of the Company	本公司擁有人	(15,727)	(5,575)	(27,887)	(22,578)
Non-controlling interests	非控股權益	(1,058)	140	(2,923)	(174)
		(16,785)	(5,435)	(30,810)	(22,752)
Total comprehensive (loss)/income for the period attributable to:	以下各項應佔期內全面(虧損)/收益總額：				
Owners of the Company	本公司擁有人	(44,650)	(5,461)	(8,792)	(22,137)
Non-controlling interests	非控股權益	(1,058)	140	(2,923)	(174)
		(45,708)	(5,321)	(11,715)	(22,311)
Loss per share (RMB cents)	每股虧損(人民幣分)				
– Basic	– 基本	(3.28)	(1.16)	(5.81)	(4.70)

UNAUDITED CONDENSED
CONSOLIDATED STATEMENT OF
FINANCIAL POSITION

As at 30 June 2021

未經審核簡明綜合
財務狀況表

於2021年6月30日

		As at 30 June 2021 於2021年 6月30日 (Unaudited) (未經審核) RMB'000 人民幣千元	As at 31 December 2020 於2020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	2,352	2,593
Right-of-use assets	使用權資產	170	1,386
Intangible assets	無形資產	70,357	50,949
Other non-current assets	其他非流動資產	150	150
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	19,210	19,210
Interests in associates	於聯營公司的權益	321	333
Total non-current assets	非流動資產總額	92,560	74,621
Current assets	流動資產		
Trade receivables	貿易應收款項	7,135	7,135
Contract assets	合約資產	468	468
Prepayments, deposits and other receivables	預付款、按金及其他應收款項	34,715	24,495
Inventories	存貨	4	4
Financial assets at fair value through profit and loss	按公平值計入損益的金融資產	117	—
Cash and cash equivalents	現金及現金等價物	551,014	161,921
Total current assets	流動資產總額	593,453	194,023
Liabilities	負債		
Current liabilities	流動負債		
Trade payables	貿易應付款項	3,239	3,994
Contract liabilities	合約負債	2,421	3,098
Other payables and accruals	其他應付款項及應計費用	549,528	136,965
Lease liabilities	租賃負債	161	1,401
Current tax liabilities	即期稅務負債	1,176	1,181
Total current liabilities	流動負債總額	556,525	146,639
Net current assets	流動資產淨值	36,928	47,384
Total assets less current liabilities	總資產減流動負債	129,488	122,005
Non-current liabilities	非流動負債		
Lease liabilities	租賃負債	28	110
Deferred tax liabilities	遞延稅項負債	—	278
Total non-current liabilities	非流動負債總額	28	388
NET ASSETS	資產淨值	129,460	121,617
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	74,336	83,128
		77,277	86,069
Non-controlling interests	非控股權益	52,183	35,548
TOTAL EQUITY	總權益	129,460	121,617

UNAUDITED CONDENSED
CONSOLIDATED STATEMENT OF
CHANGES IN EQUITY未經審核簡明綜合
權益變動表

For the six months ended 30 June 2021

截至2021年6月30日止6個月

		Equity attributable to owners of the Company 本公司擁有人應佔權益										
		Issued capital 已發行股本	Share premium 股份溢價	Capital reserve 資本儲備	Statutory reserve 法定儲備	Revaluation reserve 重估儲備	Fair value through other comprehensive income reserve 按公平值計入其他全面收益儲備	Foreign exchange reserve 外匯儲備	Retained earnings 保留盈利	Total 總計	Non-controlling interests 非控股權益	Total equity 總權益
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
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	-	-	-	-	-	-	-	(22,578)	(22,578)	(174)	(22,752)
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	-	-	-	-	-	4	-	-	4	-	4
Translation difference on foreign operations	海外業務的折算差額	-	-	-	-	-	-	437	-	437	-	437
Total comprehensive (loss)/profit	全面(虧損)/溢利總額	-	-	-	-	-	4	437	(22,578)	(22,137)	(174)	(22,311)
Capital injection from non-controlling interest of subsidiaries	附屬公司非控股權益注資	-	-	-	-	-	-	-	-	-	7,066	7,066
At 30 June 2020	於2020年6月30日	2,941	47,899	1,371	17,292	2,760	47,473	371	74,609	194,716	20,017	214,733
At 1 January 2021 (Audited)	於2021年1月1日 (經審核)	2,941	47,899	1,371	17,292	34,420	(46,488)	(1,404)	30,038	86,069	35,548	121,617
Loss for the period	期內虧損	-	-	-	-	-	-	-	(27,887)	(27,887)	(2,923)	(30,810)
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	-	-	-	-	-	-	-	-	-	-	-
Change in fair value of intangible assets	無形資產的公平值變動	-	-	-	-	19,813	-	-	-	19,813	-	19,813
Translation difference on foreign operations	海外業務的折算差額	-	-	-	-	-	-	(718)	-	(718)	-	(718)
Total comprehensive (loss)/profit	全面(虧損)/溢利總額	-	-	-	-	19,813	-	(718)	(27,887)	(8,792)	(2,923)	(11,715)
Capital injection from non-controlling interest of subsidiaries	附屬公司非控股權益注資	-	-	-	-	-	-	-	-	-	19,558	19,558
At 30 June 2021	於2021年6月30日	2,941	47,899	1,371	17,292	54,233	(46,488)	(2,122)	2,151	77,277	52,183	129,460

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. General information

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 11 May 2011. The issued shares of the Company (the “Shares”) are listed 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; (ii) software technology services; and (iii) financial services.

簡明綜合財務報表附註

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提供(i)網上交易服務；(ii)軟件技術服務；及(iii)金融服務。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

2. Basis of preparation and principal accounting policies

The unaudited condensed consolidated financial statements of the Group for the six months ended 30 June 2021 (the “Period” and the “Interim Financial Statements”, respectively) have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”), Hong Kong Accounting Standards and its interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and the disclosure requirements of the Companies Ordinance, Chapter 622 of the Laws of Hong Kong. In addition, the Interim Financial Statements include applicable disclosures required by the GEM Listing Rules.

The Interim 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 Interim Financial Statements are in accordance with the annual consolidated financial statements of the Group for the year ended 31 December 2020, 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 Interim Financial Statements.

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

簡明綜合財務報表附註(續)

2. 編製基準及主要會計政策

本集團截至2021年6月30日止6個月之未經審核簡明綜合財務報表(分別為「本期間」及「中期財務報表」)乃根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「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,中期財務報表載有GEM上市規則規定之適用披露。

中期財務報表乃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。中期財務報表所採用的主要會計政策與本集團截至2020年12月31日止年度的年度綜合財務報表所採用者一致,惟為編製本期間的財務報表而首次採納由香港會計師公會頒佈的新訂及經修訂香港財務報告準則、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中期財務報表並無重大影響。

本集團並未提早採納任何已頒佈但尚未生效的新訂及經修訂香港財務報告準則。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

簡明綜合財務報表附註(續)

3. Segment reporting

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

- (i) Online transaction services;
- (ii) Software technology services; and
- (iii) Financial services.

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；
- (ii) 軟件技術服務；及
- (iii) 金融服務。

		Online transaction services 網上交易服務 RMB'000 人民幣千元	Software technology services 軟件技術服務 RMB'000 人民幣千元	Financial services 金融服務 RMB'000 人民幣千元	Unallocated 未分配 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
For the six months ended 30 June 2021	截至2021年6月30日止6個月					
Segment revenue	分部收入	3,551	2,085	12,341	—	17,977
Segment gross profit	分部毛利	315	1,896	12,341	—	14,552
Segment net profit/(loss)	分部溢利/(虧損)淨額	(136)	1,873	(25,098)	(7,449)	(30,810)
For the six months ended 30 June 2020	截至2020年6月30日止6個月					
Segment revenue	分部收入	4,805	2,260	4,088	—	11,153
Segment gross profit/(loss)	分部毛利/(虧損)	477	1,504	4,088	—	6,069
Segment net profit/(loss)	分部溢利/(虧損)淨額	(271)	5,405	(7,354)	(20,532)	(22,752)

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

簡明綜合財務報表附註(續)

4. Revenue, other (expense)/income and (loss)/gains

4. 收入、其他(支出)/收入及(虧損)/收益

		Three months ended 30 June		Six months ended 30 June	
		截至6月30日止3個月		截至6月30日止6個月	
		2021	2020	2021	2020
		(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
Revenue:	收入：				
Provision of online transaction services	提供網上交易服務	1,692	2,174	3,551	4,805
Software technology services	軟件技術服務	994	1,520	2,085	2,260
Financial services	金融服務	7,585	3,023	12,341	4,088
		10,271	6,717	17,977	11,153
Other (expense)/income and (loss)/gains:	其他(開支)/收入及(虧損)/收益：				
Interest income	利息收入	16	271	37	290
(Loss)/gain from exchange translation	匯兌(虧損)/收益	(542)	(10)	(411)	273
Others	其他	33	716	119	725
		(493)	977	(255)	1,288

**NOTES TO THE CONDENSED
CONSOLIDATED FINANCIAL
STATEMENTS (Continued)**

簡明綜合財務報表附註(續)

5. Finance Costs

5. 融資成本

		Three months ended		Six months ended	
		30 June		30 June	
		截至6月30日止3個月		截至6月30日止6個月	
		2021	2020	2021	2020
		(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 on lease liabilities	租賃負債利息	7	—	33	—

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

簡明綜合財務報表附註(續)

6. Loss before income tax (expense)/credit

The Group's loss before income tax (expense)/credit is arrived at after charging:

6. 除所得稅(開支)/抵免前虧損

本集團除所得稅(開支)/抵免前虧損乃經扣除下列各項後得出：

	Three months ended 30 June 截至6月30日止3個月		Six months ended 30 June 截至6月30日止6個月	
	2021 (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	2021 (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
Depreciation of property, plant and equipment	157	170	314	362
Amortisation of intangible assets	216	238	437	478
Depreciation of right-of-use assets	321	—	1,216	—
Minimum lease payments under operating leases for buildings	326	1,109	385	2,167
Development costs (note (a))	5,970	2,230	10,619	5,260
Employee benefit expenses (including Directors' remuneration)	10,764	6,873	21,044	16,499
Wages and salaries				
Pension scheme contributions	2,024	283	3,612	968

Note:

(a) Development costs mainly comprise staff costs of approximately RMB10,619,000 for the Period (2020: RMB5,260,000), which were also included in the employee benefit expenses disclosed separately above. The Group did not capitalise any development costs for the Period (2020: nil).

附註：

(a) 開發成本主要包括員工成本，於本期間約為人民幣10,619,000元(2020年：人民幣5,260,000元)，亦計入上文單獨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(2020年：無)。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

簡明綜合財務報表附註(續)

7. Income tax expense/(credit)

7. 所得稅開支/(抵免)

		Three months ended		Six months ended	
		30 June		30 June	
		截至6月30日止3個月		截至6月30日止6個月	
		2021	2020	2021	2020
		(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
Current tax — PRC	即期稅項 — 中國				
enterprise income tax	企業所得稅				
— tax for the Period	— 本期間稅項	3	7	7	14
Deferred tax	遞延稅項	—	(616)	(278)	(1,628)
<hr/>					
Income tax credit	所得稅抵免	3	(609)	(271)	(1,614)

Taxes on profits assessable in the PRC have been calculated at the prevailing tax rates, based on existing legislation, interpretations and practices in respect thereof.

Pursuant to the Enterprise Income Tax (the “EIT”) Law of the PRC, which became effective on 1 January 2008, the PRC EIT rate of all the PRC subsidiaries (2020: the PRC EIT rate applicable for Shenzhoufu (Beijing) Software Technology Co., Ltd. (“Shenzhoufu Software”) from January to November was 15%, while the applicable PRC EIT rate from December 2020 was 25%), was 25% on their taxable profits for the Period.

中國應課稅溢利稅項乃根據相關現有法例、詮釋及慣例按現行稅率計算。

根據於2008年1月1日生效的中國企業所得稅(「企業所得稅」)法，於本期間，所有中國附屬公司(2020年：神州付(北京)軟件技術有限公司(「神州付軟件」)1月至11月適用中國企業所得稅率為15%，而自2020年12月起適用中國企業所得稅率為25%)的中國企業所得稅稅率均為其應課稅溢利的25%。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**7. Income tax expense/(credit) (Continued)**

The Group was not subject to any taxation under the jurisdiction of the Cayman Islands during the Period (2020: nil). No provision for Hong Kong profits tax has been made as the Group did not generate any assessable profits arising in Hong Kong during the Period (2020: nil).

Note:

- (a) Pursuant to the EIT Law of the PRC, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in the PRC. The requirement was effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between the PRC and the jurisdiction of the foreign investors. Accordingly, Shenzhoufu Software, being a wholly foreign owned enterprise established in the PRC, is liable to a 10% withholding tax on its undistributed profit as determined in accordance with the PRC accounting rules and regulations.

簡明綜合財務報表附註(續)**7. 所得稅開支／(抵免)(續)**

本集團於本期間內毋須繳納開曼群島司法權區任何稅項(2020年：無)。由於本集團於本期間內並無在香港產生任何應評稅溢利，故概無作出香港利得稅撥備(2020年：無)。

附註：

- (a) 根據中國企業所得稅法，於中國成立的外資企業向外國投資者宣派的股息須徵繳10%預扣稅。該規定自2008年1月1日起生效，並適用於2007年12月31日後的盈利。倘中國與外國投資者所在司法權區訂有稅務條約，則較低的預扣稅率可能適用。因此，神州付軟件(為一間於中國成立的外商獨資企業)須就其根據中國會計規則及條例所釐定的未分派溢利繳付10%預扣稅。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

簡明綜合財務報表附註(續)

8. Loss per share

The calculation of the basic loss and diluted loss attributable to owners of the Company is based on:

8. 每股虧損

本公司擁有人應佔基本虧損及攤薄虧損按下列數據計算：

		Three months ended 30 June		Six months ended 30 June	
		截至6月30日止3個月		截至6月30日止6個月	
		2021 (Unaudited) (未經審核)	2020 (Unaudited) (未經審核)	2021 (Unaudited) (未經審核)	2020 (Unaudited) (未經審核)
Loss	虧損				
Loss for the purpose of basic and diluted loss per share (RMB'000)	用以計算每股基本及攤薄虧損之虧損(人民幣千元)	(15,727)	(5,575)	(27,887)	(22,578)
Number of shares	股份數目				
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	用以計算每股基本及攤薄虧損之普通股加權平均數	480,000,000	480,000,000	480,000,000	480,000,000

The calculation of the basic loss per share has taken into account the Shares issued and outstanding during the Period.

每股基本虧損的計算乃經計及本期間已發行及發行在外股份。

No diluted loss per share is presented as there were no potential ordinary Shares in issue during the Period (2020: nil).

由於本期間並無潛在已發行普通股，故並無呈列每股攤薄虧損(2020年：無)。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

9. Dividend

The Board has resolved not to declare the payment of any interim dividend for the Period (2020: nil).

10. Trade Receivables

The Group normally does not grant credit period to its customers. For a minor portion of customers who are granted a credit period, the credit period is generally 90 days. The Group seeks to exercise strict control over its outstanding receivables to minimise credit risk. All the trade receivables are non-interest bearing.

The aging analysis of trade receivables (net of impairment losses) is as follows:

		30 June 2021 2021年 6月30日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2020 2020年 12月31日 (Audited) (經審核) RMB'000 人民幣千元
0 to 3 months	0至3個月	—	—
3 to 6 months	3至6個月	—	7,134
6 months to 1 year	6個月至1年	7,134	1
Over 1 year	1年以上	1	—
		7,135	7,135

簡明綜合財務報表附註(續)

9. 股息

董事會已決議不就本期間宣派任何中期股息(2020年:無)。

10. 貿易應收款項

本集團在一般情況下不會授予其客戶信貸期。就獲授信貸期的少數客戶而言，信貸期一般為90天。本集團致力嚴格控制尚未收回應收款項以盡量減低信貸風險。所有貿易應收款項均為免息。

貿易應收款項(扣除減值虧損)的賬齡分析如下:

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

11. Trade Payables

Trade payables are non-interest bearing. The Group is normally granted credit terms ranging from 1 to 30 days.

The aging analysis of trade payables is as follows:

簡明綜合財務報表附註(續)

11. 貿易應付款項

貿易應付款項為免息。本集團一般獲授的信貸期介乎1至30天。

貿易應付款項的賬齡分析如下：

		30 June 2021 2021年 6月30日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2020 2020年 12月31日 (Audited) (經審核) RMB'000 人民幣千元
0 to 3 months	0至3個月	2,532	3,306
3 to 6 months	3至6個月	32	—
6 months to 1 year	6個月至1年	21	101
Over 1 year	1年以上	654	587
		3,239	3,994

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

簡明綜合財務報表附註(續)

12. Share Capital

12. 股本

Authorised and issued share capital
The Company

法定及已發行股本
本公司

		30 June 2021 2021年6月30日		31 December 2020 2020年12月31日	
		Number	RMB'000	Number	RMB'000
		數目	人民幣千元	數目	人民幣千元
Authorised	法定				
Ordinary shares of US\$0.001 each	每股面值0.001 美元的普通股	1,000,000,000	6,148	1,000,000,000	6,148
		30 June 2021 2021年6月30日		31 December 2020 2020年12月31日	
		Number	RMB'000	Number	RMB'000
		數目	人民幣千元	數目	人民幣千元
		(Unaudited)		(Audited)	
		(未經審核)		(經審核)	
Issued and fully paid	已發行及繳足				
Ordinary shares of US\$0.001 each	每股面值0.001 美元的普通股	480,000,000	2,941	480,000,000	2,941
At 1 January	於1月1日				
At 30 June/ 31 December	於6月30日/ 12月31日	480,000,000	2,941	480,000,000	2,941

BUSINESS REVIEW

The Group is principally engaged in the provision of (i) online transaction services; (ii) software technology services; and (iii) financial 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 RMB17,977,000, representing an increase of approximately RMB6,824,000 or 61.19% as compared to that of approximately RMB11,153,000 for the same period of 2020.

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 RMB3,551,000 (2020: RMB4,805,000). The revenue from online transaction services decreased as the Group currently focuses on promoting its financial services business.

2. Software technology services

During the Period, the Group’s software technology services mainly included the services via its self-developed software system and other related technical services.

業務回顧

本集團主要從事提供(i)網上交易服務；(ii)軟件技術服務；及(iii)金融服務。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為人民幣17,977,000元，較2020年同期的營業收入約為人民幣11,153,000元增加了約為人民幣6,824,000元或61.19%。

1. 網上交易服務

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

於本期間內，網上交易服務的收入約為人民幣3,551,000元(2020年：人民幣4,805,000元)。本集團目前主要推廣金融服務業務，使網上交易服務收入減少。

2. 軟件技術服務

於本期間內，本集團的軟件技術服務主要包括，公司自行開發的軟件系統以及相關的技術服務。

The revenue from software technology services for the Period was approximately RMB2,085,000 (2020: RMB2,260,000). The revenue from software technology services was basically no significant changes as compared to that of last year.

3. Financial services

The Group possesses overseas banking, insurance, trust, security and other qualifications for providing various financial services to small and medium enterprises (“SMEs”) and high net worth individuals in Asia Pacific.

During the Period, the Group’s revenue from financial services was mainly derived from banking business and revenue from the provision of financial services amounted to approximately RMB12,341,000 (2020: RMB4,088,000). The increase was mainly due to the Group’s substantial efforts in the promotion of financial services to expand its client base.

Cost of revenue

For the Period, the cost of revenue of the Group was approximately RMB3,425,000, representing a decrease of RMB1,659,000 or 32.63% as compared to approximately RMB5,084,000 for the same period of 2020. The cost of revenue for the Period decreased as compared to that of last period mainly due to the decrease in online transaction services business.

Gross profit

For the Period, the Group realised gross profit of approximately RMB14,552,000, representing an increase of approximately RMB8,483,000 or 139.78% as compared to that of approximately RMB6,069,000 for the same period of 2020. The increase in gross profit was mainly due to the rapid growth of financial services business with higher gross profit.

於本期間內，軟件技術服務的收入約為人民幣2,085,000元(2020年：人民幣2,260,000元)。軟件技術服務的收入與去年相比基本持平，無明顯變化。

3. 金融服務

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

於本期間內，本集團的金融服務收入的主要來源於銀行業務，提供金融服務的收入約為人民幣12,341,000元(2020年：人民幣4,088,000元)。該增加主要由於集團積極大力推廣金融服務，拓展客戶基礎所致。

收入成本

於本期間內，本集團的收入成本約為人民幣3,425,000元，較2020年同期約為人民幣5,084,000元減少人民幣1,659,000元或32.63%。本期間收入成本較上期減少主要是網上交易服務業務的減少。

毛利

於本期間內，本集團實現毛利約為人民幣14,552,000元，較2020年同期約為人民幣6,069,000元增加了約為人民幣8,483,000元或139.78%。毛利的增加主要由於毛利較高的金融服務業務快速增長所致。

Selling and distribution expenses

For the Period, the selling and distribution expenses of the Group were approximately RMB8,152,000, representing an increase of approximately RMB2,725,000 or 50.21% as compared to approximately RMB5,427,000 for the same period of 2020. Such increase in the selling and distribution expenses was primarily attributable to the increase in sales costs associated with the rapid growth of the financial services business.

Administrative expenses

For the Period, the administrative expenses of the Group were approximately RMB37,180,000, representing an increase of RMB7,132,000 or 23.74% as compared to approximately RMB30,048,000 for the same period of 2020. Such increase in the administrative expenses was primarily attributable to the increase in wages and salaries for financial service business.

Income tax credit

For the Period, the income tax credit of the Group was RMB271,000 resulting from the excess of deferred tax benefit over tax expenses, as compared with the income tax credit of approximately RMB1,614,000 for the same period of 2020.

Loss for the Period

For the Period, the loss of the Group was approximately RMB30,810,000, representing an increase of RMB8,058,000 or 35.42% as compared to the loss of approximately RMB22,752,000 for the same period of 2020. The increase in loss for the Period was mainly due to the increase in costs such as staff costs for financial service business and cost for promotion intermediary services during the Period.

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8,152,000元，較2020年同期約為人民幣5,427,000元增加了約為人民幣2,725,000元或50.21%。銷售及分銷開支的增加主要是由於金融服務業務的快速增長帶來的銷售費用隨之增加。

行政開支

於本期間內，本集團的行政開支約為人民幣37,180,000元，較2020年同期約為人民幣30,048,000元增加了人民幣7,132,000元或23.74%。行政開支的增加主要是由於金融服務業務人工薪酬的增加所致。

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271,000元，而2020年同期的所得稅抵免則約為人民幣1,614,000元。

本期間內虧損

於本期間內，本集團的虧損約為人民幣30,810,000元，較2020年同期的虧損約為人民幣22,752,000元增加了人民幣8,058,000元或35.42%。本期間內虧損增加主要由於本期間金融服務業務人員成本和推廣中介服務費等費用的增加。

Liquidity, Financial Resources and Capital Structure

As at 30 June 2021, cash and cash equivalents of the Group were approximately RMB551,014,000 (31 December 2020: RMB161,921,000), which were mainly denominated in RMB, United States dollars (“USD”), Euro (“EUR”), Australian Dollar (“AUD”), New Zealand Dollar (“NZD”) and Hong Kong dollars (“HKD”).

As at 30 June 2021, the Group had total non-current assets of approximately RMB92,560,000 (31 December 2020: RMB74,621,000), and had total current assets of approximately RMB593,453,000 (31 December 2020: RMB194,023,000). The amount of total current liabilities was approximately RMB556,525,000 (31 December 2020: RMB146,639,000). As at 30 June 2021, the Group’s current ratio (calculated by dividing current assets by current liabilities) was 1.07 (31 December 2020: 1.32), reflecting good liquidity. The Group’s gearing ratio was nil as at 30 June 2021 (31 December 2020: nil). Gearing ratio was calculated based on the total debt as at the respective dates divided by total equity for the respective year/period and multiplied by 100%.

Treasury Policies

The Group adopts a conservative approach towards its treasury policies. The Group strives to reduce exposure to credit risk by performing ongoing credit evaluation of the financial conditions of its customers. To manage liquidity risk, the Board closely monitors the Group’s liquidity position to ensure that the liquidity structure of the Group’s assets, liabilities and commitments can meet its funding requirements.

流動資金、財務資源及資本結構

於2021年6月30日，本集團的現金及現金等價物約為人民幣551,014,000元(2020年12月31日：人民幣161,921,000元)，主要以人民幣、美元(「美元」)、歐元(「歐元」)、澳元(「澳元」)、新西蘭元(「新西蘭元」)及港元(「港元」)計值。

於2021年6月30日，本集團擁有非流動資產總額約為人民幣92,560,000元(2020年12月31日：人民幣74,621,000元)、流動資產的總額約為人民幣593,453,000元(2020年12月31日：人民幣194,023,000元)。流動負債總額約為人民幣556,525,000元(2020年12月31日：人民幣146,639,000元)。於2021年6月30日，本集團流動比率(以流動資產除以流動負債計算)為1.07(2020年12月31日：1.32)，流動性良好。於2021年6月30日，本集團的資產負債比率為零(2020年12月31日：零)。資產負債比率乃按於有關日期的總債務除以於有關年度／期間的總權益再乘以100%計算。

庫務政策

本集團採取審慎之庫務政策。本集團不斷為其客戶之財務狀況進行信貸評估，致力減低所承擔之信貸風險。為管理流動資金風險，董事會密切監察本集團之流動資金狀況，以確保本集團之資產、負債及承擔之流動資金架構能符合其資金要求。

Significant Investment and Capital Commitment

As at 30 June 2021, the Group's financial assets at fair value through other comprehensive income of approximately RMB19,210,000 (31 December 2020: RMB19,210,000), represented approximately 2.80% of the Company's total assets as at 30 June 2021 (31 December 2020: 7.15%). Details of the financial assets at fair value through other comprehensive income were set out as follows:

重大投資及資本承擔

於2021年6月30日，本集團按公平值計入其他全面收益的金融資產約為人民幣19,210,000元(2020年12月31日：人民幣19,210,000元)，佔本公司於2021年6月30日的總資產約2.80%(2020年12月31日：7.15%)。按公平值計入其他全面收益的金融資產詳情載列如下：

Name of Company 公司名稱	Principal activities 主要業務	Approximate percentage of interests held by the Group 本集團持有的權益概約百分比	Cost of investment 投資成本	Fair value as at 31 December 2020 於2020年12月31日的公平值	Change in fair value recognised in cost of investment 於2020年收益確認的公平值變動	Transfer upon disposal of financial assets at fair value through other comprehensive income 出售按公平值計入其他全面收益的金融資產時轉撥	Disposal during the Period 本期內出售	Fair value as at 30 June 2021 於2021年6月30日的公平值	Percentage to the total assets of the Group 佔本集團總資產百分比	Dividends or distributions received during the Period 於本期間內收取股息或分派
Leyu Limited and its subsidiaries Leyu Limited及其附屬公司	Provision of microfinancing services 提供小額融資服務	10% (2020: 10%)	9,469	-	-	-	-	-	-	-
Goopal Group Goopal Group	Provision of blockchain technology development services 提供區塊鏈技術開發服務	14.14% (2020: 14.14%)	15,469	5,000	-	-	-	5,000	0.73%	-
Jinshi Lubao Equity Investment Fund 錦石律豐股權投資基金	Online legal consultancy platform 網上法律諮詢平台	3.3% (2020: 3.3%)	1,000	500	-	-	-	500	0.07%	-
Guangzhou Mengya Investment Enterprise (Limited Partnership) 廣州萌芽投資企業(有限合夥)	Pre-IPO investment fund in particular for internet and new technology companies 尤其為互聯網及新興科技公司而設的首次公開發售前投資基金	7% (2020年: 7%)	1,000	1,000	-	-	-	1,000	0.15%	-
Shanghai Fache Information Technology Co. Ltd. 上海發車信息技術有限公司	Automobile and financing business-to-business platform 汽車及金融企業對企業平台	1.8% (2020: 1.8%)	3,000	600	-	-	-	600	0.09%	-

Name of Company 公司名稱	Principal activities 主要業務	Approximate percentage of interests held by the Group 本集團持有的權益概約百分比	Cost of investment 投資成本	Fair value as at 31 December 2020 於2020年12月31日的公平值	Change in fair value recognised in cost of investment 於投資成本收益確認的公平值變動	Transfer upon disposal of financial assets at fair value through other comprehensive income 出售按公平值計入其他全面收益的金屬資產時轉撥		Fair value as at 30 June 2021 於2021年6月30日的公平值	Percentage to the total assets of the Group 佔本集團總資產百分比	Dividends or distributions received during the Period 於本期間內收取股息或分派
						Disposal during the Period 本期間內出售	Fair value as at 30 June 2021 於2021年6月30日的公平值			
			RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元		RMB'000 人民幣千元
Beijing Fainiu Moshu Investment Centre (Limited Partnership)	Investment fund for companies in artificial intelligence, blockchain technologies, internet of things, etc.	12.5% (2020: 12.5%)	600	700	–	–	–	700	0.10%	–
北京飛牛莫屬投資中心(有限合夥)	人工智能、區塊鏈技術、物聯網等公司的投資基金	12.5% (2020年: 12.5%)								
Mika Mika (Beijing) Food Co. Ltd.	Manufacture and sale of bakery products with e-commerce	2.2% (2020: 2.2%)	6,000	400	–	–	–	400	0.06%	–
米卡米卡(北京)食品有限公司	製造及銷售供應產品的電商	2.2% (2020年: 2.2%)								
Beijing Shouyi Information Technology Co. Ltd.	New media platform using blockchain technologies	6% (2020: 6%)	1,500	10	–	–	–	10	–	–
北京守一信息科技有限公司	利用區塊鏈技術提供新媒體平台	6% (2020年: 6%)								
Chong Sing Holdings FinTech Group Limited	Provision of traditional financing and fintech, in particular for third-party payment and online investment and landing	0.072% (2020: 0.072%)	10,500	–	–	–	–	–	–	–
中新控股科技集團有限公司	提供傳統融資服務及金融科技，尤其提供第三方支付及在線投資及貸款	0.072% (2020年: 0.072%)								
Zhuhai Xiaoyun Technology Co., Ltd ("Zhuhai Xiaoyun") (previous known as Zhuhai Sanmu Technology Co., Ltd)	Provisions of big data services, with applications on online payment platform and marketing solutions	5.03% (2020: 5.03%)	15,000	11,000	–	–	–	11,000	1.60%	–
珠海小雲數智科技股份有限公司 (〔珠海小雲〕)(前稱珠海三木科技股份有限公司)	提供大數據服務、網上支付平台應用及營銷解決方案	5.03% (2020年: 5.03%)								
Total	總計		63,538	19,210	–	–	–	19,210	2.80%	–

The Company wishes to inform the Shareholder that, the fair value of the Group's respective interests in Zhuhai Xiaoyun and Goopal Group (collectively, the "Significant Investments") owned by the Group comprised approximately 83.29% of the Investments or fair value of approximately RMB16 million as at 30 June 2021 (2020: RMB16 million), and principal business of the Significant Investments, namely provisions of (i) big data services, with applications on online payment platform and marketing solutions; and (ii) blockchain technology development services, are in line with the Group's principal business. As at the date of this report, the Company has no intention to dispose any other Investments and considers that the holding of the Significant Investments is in the best interest of the Company and the Shareholders as a whole.

The Group will continue to closely monitor the performance of its investments and the market trends.

The Group did not involve in any material investment, and had no material capital commitments and no future plans for material investments or purchase of capital assets as at 30 June 2021.

Material Acquisition and Disposal of Subsidiaries, Associates and Joint Ventures

Save for the transaction set out below, the Group did not have any material acquisitions or disposals of subsidiaries, associates and joint ventures during the Period.

本公司謹此知會股東，本集團於其所擁有珠海小雲及Goopal Group（「統稱「重大投資項目」）相關權益於2021年6月30日的公平值佔該等投資約83.29%或公平值為約人民幣16百萬元（2020年：人民幣16百萬元），而重大投資項目的主要業務（分別為提供(i)大數據服務、網上支付平台應用及營銷解決方案；及(ii)區塊鏈技術開發服務）乃與本集團的主要業務相配合。於本報告日期，本公司無意出售任何其他該等投資，並認為持有重大投資項目符合本公司及股東的整體最佳利益。

本公司將繼續密切留意其投資的表現及市場趨勢。

於2021年6月30日，本集團並無參與任何重大投資，亦無重大資本承擔且並無重大投資或購入資本資產之未來計劃。

附屬公司、聯營公司及合營企業之重大收購及出售

除下文所載的交易外，於本期間內，本集團並無任何重大的附屬公司、聯營公司及合營企業收購或出售事項。

On 28 January 2021, the Company, CB International Group, a company incorporated in the Cayman Islands and a direct non-wholly-owned subsidiary of the Company and China Binary Foundation Limited (“CB Foundation”), a charitable institution, entered into a subscription agreement, pursuant to which CB International Group will conditionally allot and issue, and CB Foundation conditionally agreed to subscribe for 27,149,321 new shares in CB International Group, representing approximately 5.8% of the enlarged equity interests in CB International Group, at a total consideration of US\$3,000,000 (equivalent to approximately HK\$23,300,000). Please refer to the Company’s announcements dated 28 January 2021, 13 May 2021 and 14 May 2021 for further details.

Foreign Exchange Risk

The principal business operated by the Group was denominated in RMB, while part of the assets and liabilities may be denominated in USD or HKD. Any material fluctuation of exchange rate from USD and HKD against RMB will have financial impact on the Group. During the Period, the Group had a foreign exchange loss of approximately RMB411,000 (2020: foreign exchange gain of approximately RMB273,000) resulted from the change of the exchange rates.

Employees and Remuneration Policies

As at 30 June 2021, the Group had 175 employees (30 June 2020: 141). For the Period, the staff costs, including Directors’ remuneration, amounted to approximately RMB24,656,000 (the corresponding period of 2020: RMB17,467,000).

The Group believes that employees are one of the most important assets of the Group. The Group strives to offer a competitive remuneration to employees, and adjust their remuneration to be closely related to their performance, education background and experience, as well as the conditions of the labour market. The full-time employees are entitled to be granted share options to subscribe for Shares under the share option scheme adopted on 9 November 2013 (the “Share Option Scheme”). The Group is positively providing training opportunities for employees to strengthen their working skills.

於2021年1月28日，本公司、CB International Group（一間於開曼群島註冊成立之公司，並為本公司的直接非全資附屬公司）及神州數字基金有限公司（「神州數字基金」，一間慈善機構）訂立一份認購協議，據此，CB International Group將有條件地配發及發行而神州數字基金有條件地同意認購CB International Group的27,149,321股新股份，佔CB International Group經擴大股權約5.8%，總代價為3,000,000美元（相等於約23,300,000港元）。進一步詳情請參閱本公司日期為2021年1月28日、2021年5月13日及2021年5月14日的公告。

匯率風險

本集團運營的主要業務以人民幣計值，部分資產及負債則可能以美元或港元計值。美元及港元兌人民幣的任何重大匯率波動均會對本集團造成財務影響。於本期間，由於匯率變動，本集團發生的匯兌損失約為人民幣411,000元（2020年：匯兌收益約為人民幣273,000元）。

僱員及薪酬政策

於2021年6月30日，本集團擁有175名僱員（2020年6月30日：141名）。於本期間內，員工成本（包括董事酬金）約為人民幣24,656,000元（2020年同期：人民幣17,467,000元）。

本集團相信僱員乃本集團最重要資產之一。本集團致力為僱員提供具競爭力的薪酬待遇，及將僱員薪酬水平調整至緊貼他們的個人表現、學歷及經驗以及勞動市場狀況。根據於2013年11月9日採納的購股權計劃（「購股權計劃」），全職僱員可能獲授購股權以認購股份。本集團亦積極向僱員提供培訓機會，以增強他們的工作技能。

Contingent Liabilities and Guarantees

As at 30 June 2021, the Group did not have any significant contingent liabilities, guarantees or any litigation against the Group.

OUTLOOK

This year, while providing online transaction services and software technology services, the Company has achieved significant growth in its overseas financial services business. To date, our overseas business have given support to those going-abroad corporations and individuals with our comprehensive range of services including overseas account opening, fund transfer and remittance, e-commerce collection, currency exchange and other financial services. Taking the advantage of the customer base of our overseas banks together with our financial services qualifications around the world, we commenced overseas trust, insurance, asset management and other businesses with an aim to provide our customers with comprehensive global financial services.

During the first half of 2021, business results and revenues of the Company grew significantly, thanks to the recovery from the shadow of global pandemic and the growth of cross-border trade. We have also partnered with top-notch wealth management firms around the globe to launch premium wealth management products catering for our clients which have been well-received by them. In the future, apart from expanding our clientele through various channels and enriching varieties of our service and product offering as always, the Company will continue to provide diversified one-stop financial services to our various clients going abroad.

或有負債及擔保

於2021年6月30日，本集團概無任何重大或有負債、擔保或遭提出任何訴訟。

展望

本公司於今年在提供其網上交易服務及軟件服務的同時，在海外金融服務業務方面有了顯著的增長，我們的海外業務為企業及個人出海提供了包括海外賬戶設立、轉賬匯款、電商收款、換匯服務等全面的金融服務支持。基於海外銀行的客戶基礎，我們也依托於全球各地的金融牌照開展了海外信託、保險、資產管理等業務，為客戶提供完善的全球金融服務。

2021年上半年，依託於全球疫情的恢復及跨境貿易的增長，本公司的業務數據及收入有了明顯增長。同時我公司也與全球頂尖財富管理公司合作，推出了面向客戶的優質理財產品，受到客戶的追捧。未來，我公司會繼續通過多種渠道拓展客戶，豐富服務種類和產品範圍，繼續為廣大出海客戶提供多樣化的一站式金融服務。

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

As at 30 June 2021, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong (the "SFO")), which were required: (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); (b) pursuant to section 352 of the SFO, to be recorded in the register as referred to therein; or (c) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

Long positions

a. Shares

董事及主要行政人員於股
份、相關股份及債券之權益
及淡倉

於2021年6月30日，董事及本公司主要行政人員於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債券中擁有：(a) 根據證券及期貨條例第XV部第7及第8分部規定須知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例的該等條文被當作或視為擁有的權益或淡倉）；(b) 根據證券及期貨條例第352條須記入該條所指的登記冊；或(c) 根據GEM上市規則第5.46至5.67條須知會本公司及聯交所的權益及淡倉如下：

好倉

a. 股份

Name of Director 董事姓名	Capacity/Nature of interest 身份／權益性質	Number of issued Shares held 所持已發行股份數目	Approximate percentage of the issued Shares 佔已發行股份概約百分比 ^(附註2)
Sun Jiangtao ("Mr. Sun") ^(Note 1) 孫江濤（「孫先生」） ^(附註1)	Interest of a controlled corporation/Corporate interest 受控制法團的權益／公司權益	261,040,000	54.38%

Notes:

- Details of the interests in the Company held by Data King Limited (“Data King”) are set out in the section headed “Substantial Shareholders’ and Other Persons’ Interests and Short Positions in Shares and Underlying Shares” below.
- The percentage of shareholding was calculated based on the total issued Share of 480,000,000 as at 30 June 2021.

附註：

- Data King Limited (「Data King」) 於本公司持有權益之詳情載於下文「主要股東及其他人士於股份及相關股份之權益及淡倉」一節。
- 所佔之股權百分比乃基於於2021年6月30日已發行股份總數為480,000,000股計算所得。

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 Director 董事姓名	Capacity/Nature of Interest 身份／權益性質	Number of shares held 所持股份數目	Percentage of the 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 June 2021, none of the Directors nor the chief executive of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required: (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be recorded in the register as referred to therein; or (c) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

除上文披露者外，於2021年6月30日，概無董事及本公司主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債券中擁有：(a)根據證券及期貨條例第XV部第7及第8分部規定須知會本公司及聯交所的任何權益或淡倉(包括根據證券及期貨條例的該等條文彼等被當作或視為擁有的權益或淡倉)；或(b)根據證券及期貨條例第352條須記入該條所指的登記冊；或(c)根據GEM上市規則第5.46至5.67條須知會本公司及聯交所的任何權益或淡倉。

SUBSTANTIAL SHAREHOLDERS' AND
OTHER PERSONS' INTERESTS AND
SHORT POSITIONS IN SHARES AND
UNDERLYING SHARES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 June 2021, 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) had 5% or more interests in the Shares and the underlying Shares as recorded in the register required to be kept under section 336 of the SFO were as follows:

於2021年6月30日，就任何董事或本公司主要行政人員所知或所獲悉，於根據證券及期貨條例第336條須存置之登記冊內登記的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）的詳情如下：

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 ^(Note 6) 佔已發行股份 概約百分比 ^(附註6)
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 corporations/ 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	44,146,725	9.20%
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	44,146,725	9.20%
IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. ^(附註3)	受控制法團的權益／ 公司權益		

Name of 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 ^(Note 6) 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	47,757,200	9.95%
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	47,757,200	9.95%
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	47,757,200	9.95%

Notes:

- Data King is wholly owned by Mr. Sun, the executive Director, the chairman of the Board (the "Chairman") and the chief executive officer of the Company (the "CEO"). By virtue of the SFO, Mr. Sun is deemed to be interested in all the Shares held by Data King.
- Fantastic Voyage is wholly owned by Mr. Wei. By virtue of the SFO, Mr. Wei is deemed to be interested in all the Shares held by Fantastic Voyage.

附註：

- Data King由執行董事、董事會主席（「主席」）及本公司行政總裁（「行政總裁」）孫先生全資擁有。根據證券及期貨條例，孫先生被視為於Data King所持有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所持有全部股份中擁有權益。

3. IDG-ACCEL CHINA GROWTH FUND II L.P. is an exempted limited partnership registered in the Cayman Islands which owned 44,146,725 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 3,610,475 Shares. IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. is deemed to be interested in all the Shares held by IDG-ACCEL CHINA GROWTH FUND II L.P. and IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. is deemed to be interested in all the Shares held by IDG-ACCEL CHINA GROWTH FUND II L.P. and IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. by virtue of the SFO.
4. Ho Chising is a controlling shareholder who is holding 50% shares in IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. and he is deemed to be interested in all the Shares held by IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. by virtue of the SFO.
5. Zhou Quan is the other controlling shareholder who is holding 50% shares in IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. and he is deemed to be interested in all the Shares held by IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. by virtue of the SFO.
6. The percentage of shareholding was calculated based on the total number of the issued Shares of 480,000,000 as at 30 June 2021.
3. IDG-ACCEL CHINA GROWTH FUND II L.P. 為一間於開曼群島註冊的獲豁免有限合夥公司，擁有44,146,725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.的普通合夥人為IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD.，其為一間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.的普通合夥人，後者擁有3,610,475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.所持有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.所持有全部股份中擁有權益。
4. Ho Chising 為持有IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 50%股份的控股股東，根據證券及期貨條例，彼被視為於IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 所持有全部股份中擁有權益。
5. 周全為另一位持有IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 50%股份的控股股東，根據證券及期貨條例，彼被視為於IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 所持有全部股份中擁有權益。
6. 持股百分比乃根據於2021年6月30日已發行股份總數480,000,000股計算得出。

Save as disclosed above, as at 30 June 2021, so far as it was known to the Directors and the chief executive of the Company, no other corporation or person (other than a Director or the chief executive of the Company) which/who had 5% or more interests in the Shares or underlying Shares as recorded in the register required to be kept under section 336 of the SFO.

SHARE OPTION SCHEME

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

- (a) any director, employee or officer of any company in the Group who is employed by any company in the Group (whether full-time or part-time), consultant, professional, customer, supplier, agent, partner or adviser of or contractor to the Group or a company in which the Group holds an interest or a subsidiary of such company (the "Affiliate"); or
- (b) the trustee of any trust, the beneficiary of which or any discretionary trust, the discretionary objects of which include any director, employee, consultant, professional, customer, supplier, agent, partner or adviser of or contractor to the Group or an Affiliate (collectively, the "Relevant Party"); or
- (c) a company beneficially owned by any Relevant Party.

除上文所披露外，於2021年6月30日，就董事及本公司主要行政人員所知，概無其他公司或人士（董事或本公司主要行政人員除外）於已記錄於根據證券及期貨條例第336條須予備存登記冊內之股份或相關股份中擁有5%或以上的權益。

購股權計劃

本公司設有購股權計劃，以獎勵及酬謝已對或可能對本集團業務取得成功有貢獻之合資格參與者。

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

- (a) 由本集團任何公司聘用的本集團任何公司的任何董事、僱員或高級人員（不論全職或兼職）、本集團或本集團持有權益的公司或有關公司的附屬公司（「聯屬公司」）的諮詢人、專業人員、客戶、供應商、代理、合作夥伴、顧問或承包商；或
- (b) 任何信託或任何全權信託的受託人，而該信託的受益人或該全權信託的全權信託對象包括本集團或聯屬公司的任何董事、僱員、諮詢人、專業人員、客戶、供應商、代理、合作夥伴、顧問或承包商（統稱「有關方」）；或
- (c) 由有關方實益擁有的公司。

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 June 2021.

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

During the Period, save as disclosed in the section headed “Non-Competition Undertakings” of the annual report of the Company for the year ended 31 December 2020, 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.

COMPLIANCE WITH 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.

於本期間內，概無任何購股權根據購股權計劃授出、獲行使或被註銷或失效，亦無購股權於2021年6月30日尚未行使。

董事、控股股東及彼等各自的緊密聯繫人於競爭業務之權益

於本期間內，除於本公司截至2020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。

遵守企業管治守則

董事會相信，良好的企業管治乃維持本公司成功之重要元素。董事會及高級管理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股東的利益。

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

During the Period, Mr. Sun has been the Chairman and the CEO. The Board believes that vesting the roles of both Chairman and the 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.

The Company has considered the issue of balance of power of authority on the Board and believes the structure of the Company, including strong independent elements in the Board, delegation of authorities to the management, supervision by the Board and Board committees, is sufficient to address the potential issue on power concentration. Furthermore, decisions of the Board are made by way of majority votes. The Board will regularly review the effectiveness of this structure to ensure that it is appropriate to the Group's circumstances.

COMPLIANCE WITH CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS 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.

本期間內，本公司已採用GEM上市規則附錄十五企業管治守則所載的原則，並遵守當中所有守則條文，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。

本公司已考慮董事會權力制衡的事宜，並相信本公司的架構(包括董事會具備足夠獨立性、向管理層授予權力、由董事會及董事委員會進行監察)足以應對權力集中之潛在問題。此外，董事會之決定均透過大多數表決通過。董事會將定期檢討此架構的成效，確保其適合本集團的現況。

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

Following specific enquiries made by the Company on all Directors, each of them confirmed that he/she 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.

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.

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.

經本公司向所有董事作出特定查詢後，彼等各自確認於本期間已就董事進行證券交易遵守交易必守標準。

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選擇權或權利)。

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，且本公司及其任何附屬公司概無購買或出售任何有關證券。

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, namely Mr. He Qinghua (“Mr. He”) and Mr. Hou Dong, and the non-executive Director Ms. Zhang Rong. Mr. He is the chairman of the Audit Committee. The unaudited condensed consolidated results of the Group for the Period and this report have been reviewed by the Audit Committee. 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

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 9 August 2021

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

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原則、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
孫江濤

主席、行政總裁及執行董事

香港，2021年8月9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楊浩然先生、侯東先生及何慶華先生。

神州數字

China Binary New Fintech Group

神州數字新金融科技集團