

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

2022  
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。

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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，致使本報告或其所載任何陳述產生誤導。

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- For the Period, the turnover of the Group (as defined below) was approximately RMB38,390,000, representing an increase of approximately RMB20,413,000 or 113.55% as compared to the same period of 2021.
- For the Period, gross profit of the Group was approximately RMB35,602,000, representing an increase of approximately RMB21,050,000 or 144.65% as compared to the same period of 2021. Gross profit margin increased from approximately 80.95% for June 2021 to 92.74% for June 2022.
- For the Period, the loss of the Group was approximately RMB40,649,000, representing an increase of approximately RMB9,839,000 or 31.93% as compared to the same period of 2021.
- As at 30 June 2022, the cash and bank balances of the Group were approximately RMB50,961,000 (31 December 2021: RMB24,078,000). The cash and cash equivalents held by the Group on behalf of customers were approximately RMB1,065,703,000 (31 December 2021: RMB1,224,800,000), with the current ratio of 0.61 (31 December 2021: 0.99).
- For the Period, the loss per share of the Group was approximately RMB4.16 cents, representing a decrease of approximately RMB1.65 cents or 28.40% as compared to that of RMB5.81 cents for the same period of 2021.
- The Board (as defined below) has resolved not to declare the payment of an interim dividend for the Period (2021: nil).
- 於本期間，本集團(定義見下文)取得的營業額約為人民幣38,390,000元，較2021年同期增加約人民幣20,413,000元或113.55%。
- 於本期間，本集團取得的毛利約為人民幣35,602,000元，較2021年同期上升約人民幣21,050,000元或144.65%。毛利率從2021年6月的約80.95%增加至2022年6月的92.74%。
- 於本期間，本集團的虧損約為人民幣40,649,000元，較2021年同期增加約為人民幣9,839,000元或31.93%。
- 於2022年6月30日，本集團的現金及銀行結餘約為人民幣50,961,000元(2021年12月31日：人民幣24,078,000元)。本集團代表客戶持有的現金及現金等價物則約為人民幣1,065,703,000元(2021年12月31日：人民幣1,224,800,000元)。流動比率為0.61(2021年12月31日：0.99)。
- 於本期間，本集團的每股虧損約為人民幣4.16分，較2021年同期的人民幣5.81分減少約為人民幣1.65分或28.40%。
- 董事會(定義見下文)已決議不就本期間宣派中期股息(2021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 2022 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2022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 2022

未經審核簡明綜合全面收益表

截至2022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	
		2022 (Unaudited) RMB'000 人民幣千元	2021 (Unaudited) RMB'000 人民幣千元	2022 (Unaudited) RMB'000 人民幣千元	2021 (Unaudited) RMB'000 人民幣千元
		Revenue 收入	4	21,244	10,271
Cost of revenue 收入成本		(1,243)	(1,736)	(2,788)	(3,425)
Gross profit 毛利		20,001	8,535	35,602	14,552
Other income/(expense) and gains/(loss) 其他收入/(開支)及收益/(虧損)	4	887	(493)	1,033	(255)
Fair value loss on financial assets at fair value through profit or loss 按公平價值計入損益的金融資產的公平價值損失		(6)	(1)	(12)	(1)
Selling and distribution expenses 銷售及分銷開支		(10,499)	(4,996)	(20,747)	(8,152)
Administrative expenses 行政開支		(31,865)	(19,820)	(54,789)	(37,180)
Share of loss of associates 應佔聯營公司之虧損		—	—	—	(12)
Finance costs 融資成本	5	(1,611)	(7)	(1,731)	(33)
Loss before income tax 除所得稅前虧損	6	(23,093)	(16,782)	(40,644)	(31,081)
Income tax credit/(expense) 所得稅抵免/(開支)	7	(2)	(3)	(5)	271
<b>Loss for the period</b> <b>期內虧損</b>		<b>(23,095)</b>	<b>(16,785)</b>	<b>(40,649)</b>	<b>(30,810)</b>
<b>Other comprehensive income</b> <b>其他全面收益</b>					
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： Change in fair value of intangible assets 無形資產的公平價值變動		(50,109)	(28,408)	(52,909)	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		1,247	(515)	853	(718)
Other comprehensive income for the period 期內其他全面收益		(48,862)	(28,923)	(52,056)	19,095
<b>Total comprehensive income for the period</b> <b>期內全面收益總額</b>		<b>(71,957)</b>	<b>(45,708)</b>	<b>(92,705)</b>	<b>(11,715)</b>
Loss for the period attributable to: 以下各項應佔期內虧損： Owners of the Company 本公司擁有人		(3,486)	(15,727)	(19,966)	(27,887)
Non-controlling interests 非控股權益		(19,609)	(1,058)	(20,683)	(2,923)
		(23,095)	(16,785)	(40,649)	(30,810)
<b>Total comprehensive income for the period attributable to:</b> <b>以下各項應佔期內全面收益總額：</b> Owners of the Company 本公司擁有人		<b>(52,348)</b>	<b>(44,650)</b>	<b>(72,022)</b>	<b>(8,792)</b>
Non-controlling interests 非控股權益		(19,609)	(1,058)	(20,683)	(2,923)
		(71,957)	(45,708)	(92,705)	(11,715)
<b>Loss per share (RMB cents)</b> <b>每股虧損(人民幣分)</b>					
– Basic – 基本	8	(0.73)	(3.28)	(4.16)	(5.81)

UNAUDITED CONDENSED  
CONSOLIDATED STATEMENT OF  
FINANCIAL POSITION

As at 30 June 2022

未經審核簡明綜合  
財務狀況表

於2022年6月30日

		As at 30 June 2022 於2022年 6月30日 (Unaudited) (未經審核) RMB'000 人民幣千元	As at 31 December 2021 於2021年 12月31日 (Audited) (經審核) RMB'000 人民幣千元
<b>Assets</b>	<b>資產</b>		
<b>Non-current assets</b>	<b>非流動資產</b>		
Property, plant and equipment	物業、廠房及設備	2,190	2,330
Right-of-use assets	使用權資產	2,504	4,192
Intangible assets	無形資產	37,852	93,433
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	15,390	15,390
Other financial assets	其他金融資產	772,764	—
Loan receivables	應收貸款	10,937	10,265
		Notes 附註	
Total non-current assets	非流動資產總額	841,787	125,760
<b>Current assets</b>	<b>流動資產</b>		
Trade receivables	貿易應收款項	9	—
Contract assets	合約應收款	317	317
Loan receivables	應收貸款	21,479	16,178
Prepayments, deposits and other receivables	應付存款、按金及其他應收款項	15,310	17,261
Inventories	庫存貨	4	4
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	55,861	15,015
Cash and cash equivalents held on behalf of customers	代表客戶持有的現金及現金等價物	1,065,703	1,224,800
Cash and bank balances	現金及銀行結餘	50,961	24,078
		10	
		12	
		12	
Total current assets	流動資產總額	1,209,644	1,297,653
<b>Liabilities</b>	<b>負債</b>		
<b>Current liabilities</b>	<b>流動負債</b>		
Trade payables	貿易應付款項	2,583	3,064
Contract liabilities	合約負債	6,233	6,342
Deposits from customers	客戶按金	1,871,408	1,224,800
Other payables and accruals	其他應付款項及應計費用	95,683	75,091
Lease liabilities	租賃負債	2,343	4,062
Current tax liabilities	即期稅務負債	1,176	1,176
		11	
		13	
Total current liabilities	流動負債總額	1,979,426	1,314,535
<b>Net current liabilities</b>	<b>流動負債淨值</b>	(769,782)	(16,882)
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>	72,005	108,878
<b>Non-current liabilities</b>	<b>非流動負債</b>		
Lease liabilities	租賃負債	61	61
Other payables	其他應付款項	17,955	17,642
Amount due to ultimate holding company	應付最終控股公司款項	81,355	25,836
		14	
Total non-current liabilities	非流動負債總額	99,371	43,539
<b>NET (LIABILITIES)/ASSETS</b>	<b>(負債)/資產淨值</b>	<b>(27,366)</b>	65,339
<b>Equity attributable to owners of the Company</b>	<b>本公司擁有人應佔權益</b>		
Issued capital	已發行股本	2,941	2,941
Reserves	儲備	(38,685)	33,337
		16	
Non-controlling interests	非控股權益	(35,744)	36,278
		8,378	29,061
<b>TOTAL EQUITY</b>	<b>總權益</b>	<b>(27,366)</b>	65,339

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 2022

截至2022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	Share premium	Capital reserve	Statutory reserve	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	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
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 income	全面收益總額	-	-	-	-	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
<b>At 30 June 2021</b>	<b>於2021年6月30日</b>	<b>2,941</b>	<b>47,899</b>	<b>1,371</b>	<b>17,292</b>	<b>54,233</b>	<b>(46,488)</b>	<b>(2,122)</b>	<b>2,151</b>	<b>77,277</b>	<b>52,183</b>	<b>129,460</b>
At 1 January 2022 (Audited)	於2022年1月1日 (經審核)	2,941	47,899	1,371	17,292	77,703	(50,308)	(2,383)	(58,237)	36,278	29,061	65,339
Loss for the period	期內虧損	-	-	-	-	-	-	-	(19,966)	(19,966)	(20,683)	(40,649)
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	-	-	-	-	(52,909)	-	-	-	(52,909)	-	(52,909)
Translation difference on foreign operations	海外業務的折算差額	-	-	-	-	-	-	853	-	853	-	853
Total comprehensive income	全面收益總額	-	-	-	-	(52,909)	-	853	(19,966)	(72,022)	(20,683)	(92,705)
<b>At 30 June 2022</b>	<b>於2022年6月30日</b>	<b>2,941</b>	<b>47,899</b>	<b>1,371</b>	<b>17,292</b>	<b>24,794</b>	<b>(50,308)</b>	<b>(1,530)</b>	<b>(78,203)</b>	<b>(35,744)</b>	<b>8,378</b>	<b>(27,366)</b>

## 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 (ceased operation since June 2022); (ii) software technology services; and (iii) financial services.

The Directors consider the ultimate holding company of the Company to be Data King Limited (“Data King”), a limited liability company incorporated in the British Virgin Islands. The ultimate controlling party is Mr. Sun Jiangtao (“Mr. Sun”), the chairman of the Board (the “Chairman”), executive Director and the chief executive officer of the Company (the “CEO”).

## 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（於2022年6月起已經停止經營）；(ii) 軟件技術服務；及(iii) 金融服務。

董事視Data King Limited（「Data King」）（一間於英屬處女群島註冊成立的有限公司）為本公司的最終控股公司。最終控制方為董事會主席（「主席」）、執行董事及本公司行政總裁（「行政總裁」）孫江濤先生（「孫先生」）。

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****簡明綜合財務報表附註(續)****2. Basis of preparation and principal accounting policies**

The unaudited condensed consolidated financial statements of the Group for the six months ended 30 June 2022 (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 2021, except for 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.

**2. 編製基準及主要會計政策**

本集團截至2022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2021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*	Software technology services 軟件技術服務	Financial services 金融服務	Unallocated 未分配	Total 總計
		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
<b>For the six months ended 30 June 2022</b>	<b>截至2022年6月30日止6個月</b>					
Segment revenue	分部收入	2,817	1,325	34,248	—	38,390
Segment net profit/(loss)	分部溢利/(虧損)淨額	(271)	1,103	(31,938)	(9,543)	(40,649)
<b>For the six months ended 30 June 2021</b>	<b>截至2021年6月30日止6個月</b>					
Segment revenue	分部收入	3,551	2,085	12,341	—	17,977
Segment net profit/(loss)	分部溢利/(虧損)淨額	(136)	1,873	(25,098)	(7,449)	(30,810)

\* ceased operation since June 2022

\* 於2022年6月起已經停止經營

**NOTES TO THE CONDENSED  
CONSOLIDATED FINANCIAL  
STATEMENTS (Continued)**
**簡明綜合財務報表附註(續)**
**4. Revenue, other income/(expense) and gains/(loss)**
**4. 收入、其他收入/(開支)及  
收益/(虧損)**

		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	
		2022	2021	2022	2021
		(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
<b>Revenue:</b>	<b>收入：</b>				
Provision of online transaction services*	提供網上交易服務*	1,133	1,692	2,817	3,551
Software technology services	軟件技術服務	1,212	994	1,325	2,085
Financial services	金融服務	18,899	7,585	34,248	12,341
		21,244	10,271	38,390	17,977
<b>Other income/(expense) and gains/(loss):</b>	<b>其他收入/(開支)及收益/(虧損)：</b>				
Interest income	利息收入	13	16	26	37
Exchange gain/(loss)	匯兌收益/(虧損)	983	(542)	900	(411)
Others	其他	(109)	33	107	119
		887	(493)	1,033	(255)

\* ceased operation since June 2022

\* 於2022年6月起已經停止經營

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	
		2022	2021	2022	2021
		(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	152	7	223	33
Interest expense on loan from a third party	第三方貸款之利息開支	354	—	383	—
Interest expense on amount due to ultimate holding company	應付最終控股公司款項之利息開支	922	—	938	—
Interest expense on financial liabilities at amortised cost	按攤銷成本列賬的金融負債之利息開支	183	—	187	—
		1,611	7	1,731	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

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

6. 除所得稅前虧損

本集團除所得稅前虧損乃經扣除下列各項後得出：

		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	
		2022 (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	2022 (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
Depreciation of property, plant and equipment	物業、廠房及設備折舊	197	157	377	314
Amortisation of intangible assets	無形資產攤銷	240	216	459	437
Depreciation of right-of-use assets	使用權資產折舊	846	321	1,688	1,216
Minimum lease payments under operating leases for buildings	樓宇經營租賃的最低租金	328	326	769	385
Development costs (note (a))	開發成本(附註(a))	9,837	5,970	17,185	10,619
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	19,381	10,764	34,623	21,044
Pension scheme contributions	退休計劃供款	3,051	2,024	6,362	3,612

Note:

(a) Development costs mainly comprise staff costs of approximately RMB17,185,000 for the Period (2021: RMB10,619,000), which were also included in the employee benefit expenses disclosed separately above. The Group did not capitalise any development costs for the Period (2021: 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17,185,000元(2021年：人民幣10,619,000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(2021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	
		2022	2021	2022	2021
		(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	2	3	5	7
Deferred tax	遞延稅項	–	–	–	(278)
Income tax expense/(credit)		2	3	5	(271)

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 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)

## 簡明綜合財務報表附註(續)

### 7. Income tax expense/(credit) (Continued)

The Group was not subject to any taxation under the jurisdiction of the Cayman Islands during the Period (2021: 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 (2021: nil).

### 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(2021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(2021年:無)。

### 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 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	
		2022 (Unaudited) (未經審核)	2021 (Unaudited) (未經審核)	2022 (Unaudited) (未經審核)	2021 (Unaudited) (未經審核)
<b>Loss</b>	<b>虧損</b>				
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)	(3,486)	(15,727)	(19,966)	(27,887)
<b>Number of shares</b>	<b>股份數目</b>				
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	用以計算每股基本及攤薄虧損之普通股加權平均數	480,000,000	480,000,000	480,000,000	480,000,000

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****簡明綜合財務報表附註(續)****8. Loss per share (Continued)**

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

No diluted loss per share is presented as there were no potential ordinary Shares in issue during the Period (2021: nil).

**9. Dividend**

The Board has resolved not to declare the payment of any interim dividend for the Period (2021: 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.

**8. 每股虧損(續)**

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。

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(2021年：無)。

**9. 股息**

董事會已決議不就本期間宣派任何中期股息(2021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。

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

## 簡明綜合財務報表附註(續)

### 10. Trade Receivables (Continued)

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

### 10. 貿易應收款項(續)

貿易應收款項(扣除減值虧損)的賬齡分析如下:

		30 June 2022 2022年 6月30日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2021 2021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	9	—
6 months to 1 year	6個月至1年	—	—
Over 1 year	1年以上	—	—
		9	—

### 11. Trade Payables

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

### 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。

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

## 簡明綜合財務報表附註(續)

### 12. Cash and Cash Equivalents

### 12. 現金及現金等價物

		30 June 2022 2022年 6月30日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2021 2021年 12月31日 (Audited) (經審核) RMB'000 人民幣千元
Cash and bank balances (notes (a))	現金及銀行結餘 (附註(a))	50,961	24,078
Cash and cash equivalents held on behalf of customers (notes (a) and (b))	代表客戶持有的現金 及現金等價物 (附註(a)及(b))	1,065,703	1,224,800

#### Notes:

#### 附註：

- (a) Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances, and cash and cash equivalent held on behalf of customers are deposited with creditworthy banks and non-bank financial institution with no recent history of default.
- (a) 銀行現金乃根據每日銀行存款利率的浮息率賺取利息。銀行結餘及代表客戶持有的現金及現金等價物乃存放於近期並無違約記錄且信譽良好的銀行及非銀行金融機構。
- (b) The Group maintains segregated account with authorised institutions to hold client's monies arising from its provision of financial services business. The Group has classified the monies held on behalf of its clients as cash and cash equivalents held on behalf of customers under current assets, loan receivables, loan receivables under non-current assets and other financial assets and recognised the corresponding liabilities as deposits from customers (note 13) under current liabilities in the Group's consolidated statement of financial position on the grounds that it is liable for any loss or misappropriation of client's monies.
- (b) 本集團持有於認可機構開立的獨立賬戶，以持有其提供金融服務業務產生的客戶資金。本集團已將代表其客戶持有的資金分類為流動資產項下代表客戶持有的現金及現金等價物、應收貸款以及非流動資產項下的應收貸款、其他金融資產，並於本集團的綜合財務狀況表將相應的負債確認為流動負債項下客戶按金(附註13)，理據為其須就客戶資金的任何損失或被挪用而負責。

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

**簡明綜合財務報表附註(續)**

**13. Deposits From Customers**

**13. 客戶按金**

		30 June 2022 2022年 6月30日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2021 2021年 12月31日 (Audited) (經審核) RMB'000 人民幣千元
Current:	流動：		
Deposits from customers (note 12(b))	客戶按金 (附註12(b))	<b>1,871,408</b>	1,224,800

**14. Amount Due to Ultimate Holdings Company**

The amount due is unsecured and interest bearing of 4.75% per annum. No repayment is required to be made in part or in full upon the loan advances by the Group before 31 December 2023.

**14. 應付最終控股公司款項**

有關到期款項為無抵押，並按年利率4.75%計息。本集團於2023年12月31日前無須償還部份或全數有關貸款墊款。

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

## 簡明綜合財務報表附註(續)

### 15. Other Financial Assets

Other financial assets represent purchased securities with interest rates ranging from 0.59%–4.9%. The details are as follows:

### 15. 其他金融資產

其他金融資產為購買的債券，利率在0.59%–4.9%之間，具體情況如下：

		30 June 2022 2022年 6月30日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2021 2021年 12月31日 (Audited) (經審核) RMB'000 人民幣千元
Within 1 year	1年以內	16,778	—
1 to 2 years	1年至2年	70,504	—
2 to 10 years	2年至10年	46,393	—
Over 10 years	10年以上	639,089	—
		<b>772,764</b>	—

NOTES TO THE CONDENSED  
CONSOLIDATED FINANCIAL  
STATEMENTS (Continued)

## 簡明綜合財務報表附註(續)

## 16. Share Capital

Authorised and issued share capital  
The Company

## 16. 股本

法定及已發行股本  
本公司

		30 June 2022 2022年6月30日		31 December 2021 2021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
<b>Authorised</b>	<b>法定</b>				
Ordinary shares of	每股面值0.001				
US\$0.001 each	美元的普通股	<b>1,000,000,000</b>	<b>6,148</b>	1,000,000,000	6,148
		30 June 2022 2022年6月30日		31 December 2021 2021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)	
<b>Issued and fully paid</b>	<b>已發行及繳足</b>				
Ordinary shares of	每股面值0.001				
US\$0.001 each	美元的普通股				
At 1 January	於1月1日	<b>480,000,000</b>	<b>2,941</b>	480,000,000	2,941
At 30 June/ 31 December	於6月30日/ 12月31日	<b>480,000,000</b>	<b>2,941</b>	480,000,000	2,941

## BUSINESS REVIEW

The Group is principally engaged in the provision of (i) online transaction services (ceased operation since June 2022); (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 RMB38,390,000, representing an increase of approximately RMB20,413,000 or 113.55% as compared to that of approximately RMB17,977,000 for the same period of 2021.

#### 1. Online transaction services

During the Period, revenue from online transaction services amounted to approximately RMB2,817,000 (2021: RMB3,551,000). As the Group currently focuses on promoting its financial services business and the transaction volume and revenue from online transaction services has been decreasing, the Group has ceased the provision of online transaction services since June 2022.

#### 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.

The revenue from software technology services for the Period was approximately RMB1,325,000 (2021: RMB2,085,000). The decrease was attributable to the Group’s priority towards development and promotion of its financial services as its major stream of business.

## 業務回顧

本集團主要從事提供(i)網上交易服務(於2022年6月起已經停止經營);(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38,390,000元,較2021年同期的營業收入約為人民幣17,977,000元增加了約為人民幣20,413,000元或113.55%。

#### 1. 網上交易服務

於本期間內,網上交易服務的收入約為人民幣2,817,000元(2021年:人民幣3,551,000元)。因本集團目前主要推廣金融服務業務,並且網上交易服務交易量和收入持續減少,本集團在2022年6月起已終止提供網上交易服務。

#### 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。

於本期間內,軟件技術服務的收入約為人民幣1,325,000元(2021年:人民幣2,085,000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。

### 3. Financial services

As more Chinese and the Chinese corporates going abroad either for emigration or business, there is an increasing demand for international banking service to facilitate their personal and business needs, such as payment collection and remittance, deposits, foreign exchange, and global investment management. While at the same time, as Chinese start steadily to acquire wealth, they are looking for asset allocation and investment opportunities elsewhere around the globe.

However, due to a relatively small-scale operation, further by the deviation between Chinese and western culture, customers are having a hard time, either when they are seeking banking or financial services from some conventional global banks, or they could not have some satisfactory user' experience while they are served by conventional global banks. The Group, in particular its high caliber management team, is able to understand the needs of these potential Chinese clients. The management of the Group also believes that effective communication with the clients is crucial to the success of this business. In view of the market needs, the Group has self-designed and developed the web-base and mobile banking platform to provide financial and banking services to these global customers with an aim to provide comprehensive one-stop services to clients and enhance user-experience with quality services.

The Group has set a worldwide network to develop its financial service business, and currently have the required licences in the United States ("US"), European Union district and

### 3. 金融服務

隨著越來越多中國人移民及中國企業出海經商，對國際銀行服務（例如款項收匯、存款、外匯及環球投資管理等）的需求與日俱增，為個人及商業需要帶來方便。同時，由於華人逐漸富裕起來，目前正在尋求在國際進行資產配置和投資機會。

然而，鑒於規模相對較小，加上中西社會的文化差異，他們向傳統的環球銀行獲取銀行及金融服務面對困難，或在使用傳統環球銀行服務方面的用戶經驗並不理想。本集團擁有一支高素質管理團隊，了解到此等潛在中國客戶的需要。本集團的管理層亦相信，與客戶有效溝通對此業務的成功起到關鍵作用。為配合市場需要，本集團已建立自主設計及自主開發的網絡及移動銀行平台，向此等出海客戶提供金融及銀行服務，務求為客戶提供全面的一站式服務及提升用戶的優質服務體驗。

本集團在全球範圍內拓展金融服務業務，目前在美國（「美國」）、歐盟地區及澳新地區持有牌照，相信已覆蓋客戶大多

Australasia, which is believed to have covered a majority of international export destination to meet clients' needs. The Group is currently contemplating to obtain further financial services licences in other regions to broaden its geographic presence.

The Group will continue to pay attention to the customers, by focusing on the products' design and services that fit the customers' needs. The Group also intends to expand its product portfolio and services (such as trust and asset management) to tap into a wider base of customers.

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 RMB34,248,000 (2021: RMB12,341,000). 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 RMB2,788,000, representing a decrease of approximately RMB637,000 or 18.60% as compared to approximately RMB3,425,000 for the same period of 2021. 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.

數的國際出口目的地。本集團目前正在計劃在其他地區領取更多金融服務牌照，從而擴大其地理版圖。

本集團將繼續關注客戶需要，並設計可捕捉客戶需要的產品及服務。本集團亦有意擴充其產品組合和服務(例如信託及資產管理)，力爭更廣大的客戶群。

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34,248,000元(2021年：人民幣12,341,000元)。該增加主要由於本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2,788,000元，較2021年同期約為人民幣3,425,000元減少約為人民幣637,000元或18.60%。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。

### Gross profit

For the Period, the Group realised gross profit of approximately RMB35,602,000, representing an increase of approximately RMB21,050,000 or 144.65% as compared to that of approximately RMB14,552,000 for the same period of 2021. The increase in gross profit was mainly due to the rapid growth of financial services business with higher gross profit.

### Selling and distribution expenses

For the Period, the selling and distribution expenses of the Group were approximately RMB20,747,000, representing an increase of approximately RMB12,595,000 or 154.50% as compared to approximately RMB8,152,000 for the same period of 2021. 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. At the same time, the Group has given careful consideration to optimize its team in the Period to implement cost control measures on the proportion of daily selling expenses of the relevant business.

### Administrative expenses

For the Period, the administrative expenses of the Group were approximately RMB54,789,000, representing an increase of approximately RMB17,609,000 or 47.36% as compared to approximately RMB37,180,000 for the same period of 2021. Such increase in the administrative expenses was primarily attributable to the increase in wages and salaries for financial service business. At the same time, the Group has gradually started to optimize its team in the Period to control the relevant operating expenses of the Group.

### 毛利

於本期間內，本集團實現毛利約為人民幣35,602,000元，較2021年同期約為人民幣14,552,000元增加了約為人民幣21,050,000元或144.65%。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。

### 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20,747,000元，較2021年同期約為人民幣8,152,000元增加了約為人民幣12,595,000元或154.50%。銷售及分銷開支的增加主要是由於金融服務業務的快速發展導致金融服務業務銷售人員薪酬以及市場推廣費用的增加。同時本集團從本期間起也仔細考慮優化團隊，以對相關業務日常銷售費用佔比實施成本控制措施。

### 行政開支

於本期間內，本集團的行政開支約為人民幣54,789,000元，較2021年同期約為人民幣37,180,000元增加了約為人民幣17,609,000元或47.36%。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。同時本集團從本期間起也逐步開始優化團隊，控制本集團相關營運費用。

## Loss for the Period

For the Period, the loss of the Group was approximately RMB40,649,000, representing an increase of RMB9,839,000 or 31.93% as compared to the loss of approximately RMB30,810,000 for the same period of 2021. 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 of intermediary services during the Period.

## Liquidity, Financial Resources and Capital Structure

As at 30 June 2022, cash and bank balances of the Group were approximately RMB50,961,000 (31 December 2021: RMB24,078,000). The cash and cash equivalents held by the Group on behalf of customers were approximately RMB1,065,703,000 (31 December 2021: RMB 1,224,800,000), which were mainly denominated in RMB, US dollars (“USD”), Euro, Australian Dollar, New Zealand Dollar and Hong Kong dollars (“HKD”).

As at 30 June 2022, the Group had total non-current assets of approximately RMB841,787,000 (31 December 2021: RMB125,760,000), and had total current assets of approximately RMB1,209,644,000 (31 December 2021: RMB1,297,653,000). The amount of total current liabilities was approximately RMB1,979,426,000 (31 December 2021: RMB1,314,535,000). As at 30 June 2022, the Group's current ratio (calculated by dividing current assets by current liabilities) was 0.61 (31 December 2021: 0.99). The Group's gearing ratio was nil as at 30 June 2022 (31 December 2021: 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%.

## 本期間內虧損

於本期間內，本集團的虧損約為人民幣40,649,000元，較2021年同期的虧損約為人民幣30,810,000元增加了人民幣9,839,000元或31.93%。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。

## 流動資金、財務資源及資本結構

於2022年6月30日，本集團的現金及銀行結餘約為人民幣50,961,000元(2021年12月31日：人民幣24,078,000元)。本集團代表客戶持有的現金及現金等價物則約為人民幣1,065,703,000元(2021年12月31日：人民幣1,224,800,000元)，主要以人民幣、美元(「美元」)、歐元、澳元、新西蘭元及港元(「港元」)計值。

於2022年6月30日，本集團擁有非流動資產總額約為人民幣841,787,000元(2021年12月31日：人民幣125,760,000元)、流動資產總額約為人民幣1,209,644,000元(2021年12月31日：人民幣1,297,653,000元)。流動負債總額約為人民幣1,979,426,000元(2021年12月31日：人民幣1,314,535,000元)。於2022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0.61(2021年12月31日：0.99)。於2022年6月30日，本集團的資產負債比率為零(2021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。

## 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.

## 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 2022, the Group's financial assets at fair value through other comprehensive income of approximately RMB15,390,000 (31 December 2021: RMB15,390,000), represented approximately 0.75% of the Company's total assets as at 30 June 2022 (31 December 2021: 1.08%). 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2022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15,390,000元(2021年12月31日：人民幣15,390,000元)，佔本公司於2022年6月30日的總資產約0.75%(2021年12月31日：1.08%)。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 1 January 2022 於2022年1月1日的公平值	Change in fair value recognised in cost of investment 於2022年收益確認的公平值變動	Transfer upon disposal of financial assets at fair value through other comprehensive income		Fair value as at 30 June 2022 於2022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	RMB'000 人民幣千元			
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% (2021: 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% (2021: 14.14%)	15,469	4,500	-	-	-	4,500	0.22%	-
Jinshi Lubao Equity Investment Fund 錦石律賢股權投資基金	Online legal consultancy platform 網上法律諮詢平台	3.3% (2021: 3.3%)	1,000	200	-	-	-	200	0.01%	-

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 約百分比	Cost of investment 投資成本 RMB'000 人民幣千元	Fair value as at 1 January 2022	Change in fair value recognised in cost of investment	Transfer upon disposal of financial assets at fair value through other comprehensive income	Disposal during the Period	Fair value as at 30 June 2022	Percentage to the total assets of the Group	Dividends or distributions received during the Period
				於2022年1月1日 的公平值 RMB'000 人民幣千元	於投資成本 收益確認的 公平值變動 RMB'000 人民幣千元	出售按公平值計入 其他全面收益的 金融資產時轉賬 RMB'000 人民幣千元	本期內 出售 RMB'000 人民幣千元	於2022年 6月30日 的公平值 RMB'000 人民幣千元	佔本集團 總資產 百分比	於本期內 收取股息或 分派 RMB'000 人民幣千元
Guangzhou Mengya Investment Enterprise (Limited Partnership)	Pre-IPO investment fund in particular for internet and new technology companies	7% (2021: 7%)	1,000	1,000	—	—	—	1,000	0.06%	—
廣州萌芽投資企業(有限合夥)	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% (2021年: 7%)								
Shanghai Fache Information Technology Co. Ltd.	Automobile and financing business-to-business platform	1.8% (2021: 1.8%)	3,000	500	—	—	—	500	0.02%	—
上海發車信息技術有限公司	汽車及金融企業對企業平台	1.8% (2021年: 1.8%)								
Beijing Fainiu Moshu Investment Centre (Limited Partnership)	Investment fund for companies in artificial intelligence, blockchain technologies, internet of things, etc.	12.5% (2021: 12.5%)	600	800	—	—	—	800	0.04%	—
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% (2021年: 12.5%)								
Mika Mika (Beijing) Food Co. Ltd.	Manufacture and sale of bakery products with e-commerce	2.2% (2021: 2.2%)	6,000	300	—	—	—	300	0.01%	—
米卡米卡(北京)食品有限公司	製造及銷售烘焙產品的電商	2.2% (2021年: 2.2%)								
Beijing Shouyi Information Technology Co. Ltd.	New media platform using blockchain technologies	6% (2021: 6%)	1,500	90	—	—	—	90	0.01%	—
北京守一信息技術有限公司	利用區塊鏈技術提供新媒體平台	6% (2021年: 6%)								
Chong Sing Holdings FinTech Group Limited	Provision of traditional financing and fintech, in particular for third-party payment and online investment and lending	0.072% (2021: 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% (2021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% (2021: 5.03%)	15,000	8,000	—	—	—	8,000	0.39%	—
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% (2021年: 5.03%)								
Total	總計		63,538	15,390	—	—	—	15,390	0.75%	—

The Company wishes to inform the shareholder of the Company (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 81.22% of the investments or fair value of approximately RMB12.5 million as at 30 June 2022 (2021: RMB12.5 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 2022.

### **Material Acquisition and Disposal of Subsidiaries, Associates and Joint Ventures**

The Group did not have any material acquisitions or disposals of subsidiaries, associates and joint ventures during the Period.

本公司謹此知會本公司股東(「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2022年6月30日的公平值佔該等投資約81.22%或公平值為約人民幣12.5百萬元(2021年：人民幣12.5百萬元)，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2022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**

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。

## 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 gain of approximately RMB900,000 (2021: foreign exchange loss of approximately RMB411,000) resulted from the change of the exchange rates.

## Employees and Remuneration Policies

As at 30 June 2022, the Group had 264 employees (30 June 2021: 175). For the Period, the staff costs, including Directors' remuneration, amounted to approximately RMB40,985,000 (the corresponding period of 2021: RMB24,656,000).

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.

## Contingent Liabilities and Guarantees

As at 30 June 2022, the Group did not have any significant contingent liabilities, guarantees or any litigation against the Group.

## 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，本集團發生的匯兌收益約為人民幣900,000元(2021年：匯兌損失約為人民幣411,000元)。

## 僱員及薪酬政策

於2022年6月30日，本集團擁有264名僱員(2021年6月30日：175名)。於本期間內，員工成本(包括董事酬金)約為人民幣40,985,000元(2021年同期：人民幣24,656,000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。

## 或有負債及擔保

於2022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。

## Structured Contract

The Group is principally engaged in, through Beijing Tianjijilian Technology Co., Ltd. (“Beijing TJYL”) and its subsidiaries, provision of online transaction services. Pursuant to applicable PRC laws and regulations, foreign investors, unless fulfilling the qualification requirements, are prohibited from holding equity interest in an entity which conducts value-added telecommunications services. Accordingly, the Group cannot acquire equity interest in Beijing TJYL, which conducts one of our principal businesses and holds the assets and certain licenses, approvals and permits required for the operation of our principal business.

As a result of the foregoing, Beijing TJYL (and its shareholders, as the case may be) entered into certain contracts (the “Structured Contracts”) with Mr. Sun, Mr. Wei Chunming and Mr. Wei Zhonghua (“Mr. Wei”) (who are the registered shareholders of Beijing TJYL and collectively the “Registered Owners”) and Shenzhoufu (Beijing) Software Technology Co., Ltd. (“Shenzhoufu Software”), a wholly-owned subsidiary of the Company on 22 June 2011, (which were subsequently amended on 30 June 2012). Details of the Structured Contracts are set out in the section headed “Structured Contract” on pages 123 to 140 of the prospectus of the Company dated 27 November 2013.

In May 2022, the Board decided to terminate the Structural Contracts, together with the online transaction services business, considering the fact that the volume of and revenue from online transaction services decrease steadily through the years, and that, at present, the Group needs to concentrate on developing its financial services business.

## 結構性合約

本集團主要透過北京天機移聯科技有限公司(「北京天機移聯」)及其附屬公司提供網上交易服務。根據適用的中國法律及法規，除非符合資質規定，外國投資者不得持有從事增值電信服務實體的股權。因此，本集團不能收購北京天機移聯的股權，而該公司從事我們的主營業務之一，並且持有運營本公司主營業務所需的資產及若干牌照、批准及許可。

由於前述原因，北京天機移聯(及其股東，視乎情況而定)與孫先生、魏春明先生及魏中華先生(「魏先生」)(為北京天機移聯的登記股東，統稱「登記擁有人」)及神州付(北京)軟件技術有限公司(「神州付軟件」，本公司的全資附屬公司)於2011年6月22日訂立若干合約(「結構性合約」，其後於2012年6月30日修訂)。結構性合約的詳情載列於本公司日期為2013年11月27日的招股章程第123至140頁「結構性合約」一節。

於2022年5月，董事會考慮到網上交易服務業務量和收入逐年減少，而且本集團目前主要發展金融服務業務，故董事會決議解除結構性合約，終止網上交易服務業務。

### OUTLOOK

This year, while continuing to provide online transaction services and software technology services, the Company has achieved significant growth in its financial services business. To date, our financial service business have given support to those going-abroad corporations and individuals with our comprehensive range of services including account opening, fund transfer and remittance, e-commerce collection, currency exchange and other financial services. Taking the advantage of the customer base of our banks together with our financial licences around the world, we commenced international trust, insurance, asset management and other businesses with an aim to provide our customers with comprehensive global financial services. We partnered with the world's top-notch wealth management companies to launch a variety of quality financial products for our clients, which have appealed to our customers.

Looking ahead, the global economy is bound to face more challenges under the recurring COVID-19 pandemic and other factors. We are well-prepared, at a time of uncertainty, to meet the growing demand for financing of the small and medium enterprises with our professional services and quality service portfolio. While facilitating the rapid development of businesses of various enterprises, we will continue to rely on a team of professionals, who are committed to provide a variety of premium services and product portfolio, meeting the needs of new middle-class customers for asset allocation, as well as for smart, and diversified one-stop quality financial services.

### 展望

本公司於今年在提供網上交易服務及軟件技術服務的同時，在金融服務業務等方面有了顯著的增長，我們的金融服務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、換匯等金融服務的全面支持，基於銀行的客戶基礎，我們依託全球各地的金融牌照開展了國際信託、保險、資產管理等業務，為客戶提供完善的全球金融服務。我司也與全球頂尖財富管理公司合作，推出了面向客戶的多種優質理財產品，受到客戶的追捧。

展望未來，在COVID-19疫情等因素的持續影響下，全球經濟勢必會面臨更多挑戰，我們已經做好準備，在不確定性到來之際，以專業的服務精神及優質的服務內容形式來滿足不斷增長的中小型企業金融需求，助力企業業務的快速發展同時我們也會繼續依靠專業的團隊，為新中產人群資產配置提供更多優質服務種類和產品範圍，為廣大客戶提供智慧化、多樣化的一站式高品質金融服務。

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

As at 30 June 2022, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong (the "SFO")), which were required: (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register as referred to therein; or (c) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

**Long positions**

**a. Shares**

**董事及主要行政人員於股  
份、相關股份及債券之權益  
及淡倉**

於2022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）；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 <sup>(Note 2)</sup> 佔已發行股份 概約百分比 <sup>(附註2)</sup>
Mr. Sun <sup>(Note 1)</sup> 孫先生 <sup>(附註1)</sup>	Interest of a controlled corporation/Corporate interest 受控制法團的權益／ 公司權益	261,040,000	54.38%

Notes:

1. Details of the interests in the Company held by 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 total issued Shares of 480,000,000 as at 30 June 2022.

附註：

1. 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. 所佔之股權百分比乃基於於2022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 2022, 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 entered in the register as referred to therein; or (c) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

除上文披露者外，於2022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 2022, 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 and short positions 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2022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，根據證券及期貨條例第336條須存置之登記冊所記錄，於股份及相關股份中擁有5%或以上權益及淡倉之公司或人士(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 <sup>(Note 6)</sup> 佔已發行股份 概約百分比 <sup>(附註6)</sup>
Data King <sup>(Note 1)</sup>	Beneficial owner/ Personal interest	261,040,000	54.38%
Data King <sup>(附註1)</sup>	實益擁有人／個人權益		
Fantastic Voyage Holdings Limited ("Fantastic Voyage") <sup>(Note 2)</sup>	Beneficial owner/ Personal interest	26,854,800	5.59%
Fantastic Voyage Holdings Limited ("Fantastic Voyage") <sup>(附註2)</sup>	實益擁有人／個人權益		
Mr. Wei <sup>(Note 2)</sup>	Interest of controlled corporations/ Corporate interest	26,854,800	5.59%
魏先生 <sup>(附註2)</sup>	受控制法團的權益／公司權益		
IDG-ACCEL CHINA GROWTH FUND II L.P. <sup>(Note 3)</sup>	Beneficial owner/ Personal interest	44,146,725	9.20%
IDG-ACCEL CHINA GROWTH FUND II L.P. <sup>(附註3)</sup>	實益擁有人／個人權益		
IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. <sup>(Note 3)</sup>	Interest of controlled corporations/ Corporate interest	44,146,725	9.20%
IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. <sup>(附註3)</sup>	受控制法團的權益／公司權益		
IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. <sup>(Note 3)</sup>	Interest of controlled corporations/ Corporate interest	47,757,200	9.95%
IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. <sup>(附註3)</sup>	受控制法團的權益／公司權益		

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)
Ho Chising <sup>(Note 4)</sup>	Interest of a controlled corporation/ Corporate interest	47,757,200	9.95%
Ho Chising <sup>(附註4)</sup>	受控制法團的權益／公司權益		
Zhou Quan <sup>(Note 5)</sup>	Interest of a controlled corporation/ Corporate interest	47,757,200	9.95%
周全 <sup>(附註5)</sup>	受控制法團的權益／公司權益		

## Notes:

## 附註：

- Data King is wholly owned by Mr. Sun, the executive Director, the Chairman and 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.
  - 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.
- Data King由執行董事、主席及行政總裁孫先生全資擁有。根據證券及期貨條例，孫先生被視為於Data King所持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。
  - 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。其普通合夥人為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 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 held by IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 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. 所持有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 held by IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. by virtue of the SFO.
5. 周全為另一位持有 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. 所持有全部股份中擁有權益。
6. The percentage of shareholding was calculated based on the total number of the issued Shares of 480,000,000 as at 30 June 2022.
6. 持股百分比乃根據於 2022 年 6 月 30 日已發行股份總數 480,000,000 股計算所得出。

Save as disclosed above, as at 30 June 2022, so far as it was known to the Directors and the chief executive of the Company, no other corporation which or person who (other than a Director or the chief executive of the Company) 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.

除上文所披露外，於 2022 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。

## 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.

## 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。

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.

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 2022.

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。

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2022年6月30日尚未行使。

### 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 2021, 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 had 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.

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 Part 2 of Appendix 15 to the GEM Listing Rules except for code provision C.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.

### 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2021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。

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第二部所載的原則，並遵守當中所有守則條文，惟企業管治守則第C.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。

Mr. Sun is 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.

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.

孫先生為主席兼行政總裁。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。

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。

### 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.

### CHANGE OF DIRECTORS' INFORMATION

The changes in Directors' information during the Period and up to the date of this report, as required to be disclosed pursuant to Rule 17.50A(1) of the GEM Listing Rules, are set out below:

With effect from 10 June 2022:

- Ms. Zhang Rong retired as the non-executive Director and ceased to act as a member of the audit committee of the Board (the "Audit Committee"); and

### 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。

### 董事資料變動

於本期間內及直至本報告日期為止，根據GEM上市規則第17.50A(1)條須予以披露的董事資料變動載列如下：

自2022年6月10日起：

- 張蓉女士退任為非執行董事及不再擔任董事會審核委員會(「審核委員會」)成員；及

- Mr. Yang Haoran (“Mr. Yang”) has been appointed by the Board as a member of the Audit Committee.

- 楊浩然先生(「楊先生」)獲董事會委任為審核委員會成員。

### 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 comprises all the three independent non-executive Directors, namely Mr. He Qinghua (“Mr. He”), Mr. Hou Dong and Mr. Yang. 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.

### 審核委員會

審核委員會，包括全體三名獨立非執行董事即何慶華先生(「何先生」)、侯東先生及楊先生。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。

By order of the Board  
**China Binary New Fintech Group**  
**Sun Jiangtao**

*Chairman, Chief Executive Officer and Executive Director*

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*

Hong Kong, 8 August 2022

香港，2022年8月8日

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

於本報告日期，執行董事為孫江濤先生(主席兼行政總裁)，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