

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

THIRD QUARTERLY REPORT

第三季度報告

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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」)的資料，本公司董事(「董事」)願就本報告的資料共同及個別地承擔全部責任。董事經作出一切合理查詢後確認就彼等所深知及確信，本報告所載資料在所有重大方面均屬準確完整及並無誤導或欺詐成分，且並無遺漏其他事項，致使本報告中任何聲明或本報告存在誤導成份。

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- For the Period (as defined below), the turnover of the Group (as defined below) was approximately RMB64,487,000, representing an increase of approximately RMB31,647,000 or 96.37% as compared with the corresponding period of 2021.
- For the Period, the gross profit of the Group was approximately RMB61,699,000, representing an increase of approximately RMB34,207,000 or 124.43% over the corresponding period of 2021. Gross profit margin increased from 83.71% for the corresponding period of 2021 to 95.68% for the Period.
- For the Period, the loss of the Group was approximately RMB52,551,000, representing a decrease of approximately RMB1,728,000 or 3.18% as compared with the corresponding period of 2021.
- As at 30 September 2022, the cash and cash equivalents of the Group were approximately RMB51,428,000 (31 December 2021: RMB24,078,000). The cash and cash equivalents held by the Group on behalf of customers were approximately RMB920,371,000 (31 December 2021: RMB1,224,800,000), with the current ratio of 0.46 (31 December 2021: 0.99).
- For the Period, the loss per share of the Group was approximately RMB6.36 cents, representing a decrease of approximately RMB3.88 cents or 37.89% as compared with that of RMB10.24 cents for the corresponding period of 2021.
- The Board (as defined below) has resolved not to declare the payment of any dividend for the Period (2021: nil).
- 於本期間內(定義見下文)，本集團(定義見下文)取得的營業額約為人民幣64,487,000元，較2021年同期上升約為人民幣31,647,000元或96.37%。
- 於本期間內，本集團的毛利約為人民幣61,699,000元，較2021年同期上升約為人民幣34,207,000元或124.43%。毛利率從2021年同期的83.71%上升至本期間的95.68%。
- 於本期間內，本集團的虧損約為人民幣52,551,000元，較2021年同期減少約為人民幣1,728,000元或3.18%。
- 於2022年9月30日，本集團的現金及現金等價物約為人民幣51,428,000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920,371,000元(2021年12月31日：人民幣1,224,800,000元)。流動比率為0.46(2021年12月31日：0.99)。
- 於本期間內，本集團的每股虧損約為人民幣6.36分，較2021年同期的人民幣10.24分減少約為人民幣3.88分或37.89%。
- 董事會(定義見下文)已決議不就本期間宣派任何股息(2021年：無)。

## THIRD QUARTERLY RESULTS

## 第三季度業績

The board of Directors (the “Board”) presents the unaudited condensed consolidated results of the Company and its subsidiaries (collectively, the “Group”) for the three months and nine months ended 30 September 2022 together with relevant comparative audited/unaudited figures as follows:

### UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the three months and nine months ended 30 September 2022

董事會（「董事會」）呈報本公司連同其附屬公司（統稱「本集團」）截至2022年9月30日止3個月及9個月的未經審核簡明綜合業績，連同有關的經審核／未經審核比較數據如下：

### 未經審核簡明綜合全面收益表

截至2022年9月30日止3個月及9個月

	Notes 附註	Three months ended 30 September 截至9月30日止3個月		Nine months ended 30 September 截至9月30日止9個月	
		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
Revenue		26,097	14,863	64,487	32,840
Cost of revenue	4	—	(1,923)	(2,788)	(5,349)
Gross profit		26,097	12,940	61,699	27,492
Other income/(expense) and gains/(loss)	4	(436)	643	597	388
Fair value gains/(loss) on financial assets		155	—	143	(1)
Selling and distribution expenses		(10,660)	(6,968)	(31,407)	(15,120)
Administrative expenses		(25,258)	(24,256)	(80,047)	(61,436)
Expected credit losses on financial assets		—	(5,652)	—	(5,652)
Share of loss of associates		—	—	—	(12)
Finance costs	5	(1,797)	(175)	(3,528)	(208)
Loss before income tax	6	(11,899)	(23,468)	(52,543)	(54,549)
Income tax (expense)/credit	7	(3)	(1)	(8)	270
<b>Loss for the period</b>		<b>(11,902)</b>	<b>(23,469)</b>	<b>(52,551)</b>	<b>(54,279)</b>
<b>Other comprehensive income</b>					
Items that will not be reclassified subsequently to profit or loss:					
Change in fair value of intangible assets		3,937	18,108	(48,972)	37,921
Item that may be reclassified to profit or loss:					
Exchange differences in translation of foreign operation		2,203	74	3,056	(644)
Other comprehensive income for the period		6,140	18,182	(45,916)	37,277
<b>Total comprehensive income for the period</b>		<b>(5,762)</b>	<b>(5,287)</b>	<b>(98,467)</b>	<b>(17,002)</b>
Loss for the period attributable to:					
Owners of the Company		(10,577)	(21,271)	(30,543)	(49,158)
Non-controlling interests		(1,325)	(2,198)	(22,008)	(5,121)
		(11,902)	(23,469)	(52,551)	(54,279)
<b>Total comprehensive income for the period attributable to:</b>					
Owners of the Company		(4,437)	(3,089)	(76,459)	(11,881)
Non-controlling interests		(1,325)	(2,198)	(22,008)	(5,121)
		(5,762)	(5,287)	(98,467)	(17,002)
<b>Loss per share (RMB cents)</b>					
— Basic	8	(2.20)	(4.43)	(6.36)	(10.24)

UNAUDITED CONDENSED  
CONSOLIDATED STATEMENT OF  
FINANCIAL POSITION未經審核簡明綜合  
財務狀況表

As at 30 September 2022

於2022年9月30日

	Notes 附註	As at 30 September 2022 於2022年 9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>Non-current assets</b>	<b>資產 非流動資產</b>		
Property, plant and equipment	物業、廠房及設備	2,110	2,330
Right-of-use asset	使用權資產	2,426	4,192
Intangible assets	無形資產	42,038	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	1,265,942	—
Loan receivables	應收款	11,713	10,265
Total non-current assets	非流動資產總額	1,339,769	125,760
<b>Current assets</b>	<b>流動資產</b>		
Trade receivables	貿易應收款項	3	—
Contract assets	合約資產	317	317
Loan receivables	應收款	18,669	16,178
Prepayments, deposits and other receivables	預付款、按金及其他應收款項	20,331	17,261
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	59,433	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	920,371	1,224,800
Cash and cash equivalents	現金及現金等價物	51,428	24,078
Total current assets	流動資產總額	1,070,556	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	3,070	3,064
Contract liabilities	合約負債	6,977	6,342
Deposits from customers	客戶按金	2,218,186	1,224,800
Other payables and accruals	其他應付款項及應計費用	96,739	75,091
Lease liabilities	租賃負債	1,678	4,062
Current tax liabilities	即期稅項負債	1,176	1,176
Total current liabilities	流動負債總額	2,327,826	1,314,535
<b>Net current assets</b>	<b>流動資產淨值</b>	<b>(1,257,270)</b>	<b>(16,882)</b>
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>	<b>82,499</b>	<b>108,818</b>
<b>Non-current liabilities</b>	<b>非流動負債</b>		
Lease liabilities	租賃負債	623	61
Other payables	其他應付款項	18,227	17,642
Amount due to ultimate holding company	應付最終控股公司款項	96,777	25,936
Total non-current liabilities	非流動負債總額	115,627	43,539
<b>NET ASSETS</b>	<b>資產淨值</b>	<b>(33,128)</b>	<b>65,339</b>
<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	(43,123)	33,337
Non-controlling interests	非控股權益	(40,182)	36,278
<b>TOTAL EQUITY</b>	<b>總權益</b>	<b>(33,128)</b>	<b>65,339</b>

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

For the nine months ended 30 September 2022

截至2022年9月30日止9個月

		Equity attributable to owners of the Company 本公司擁有人應佔權益										
		Issued capital	Share premium	Capital reserve	Statutory reserve	Investment revaluation reserve	Fair value through other comprehensive income reserve	Foreign exchange reserve	Retained earnings	Total	Non-controlling interests	Total equity
		已發行股本	股份溢價	資本儲備	法定儲備	投資重估儲備	按公平值計入其他全面收益儲備	外匯儲備	保留盈利	總計	非控股權益	總權益
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
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	-	-	-	-	-	-	-	(49,158)	(49,158)	(5,121)	(54,279)
Change in fair value of intangible assets	無形資產的公平值變動	-	-	-	-	37,921	-	-	-	37,921	-	37,921
Translation difference on foreign operations	海外業務的折算差額	-	-	-	-	-	-	(644)	-	(644)	-	(644)
Total comprehensive income	全面收益總額	-	-	-	-	37,921	-	(644)	(49,158)	(11,881)	(5,121)	(17,002)
Capital injection from non-controlling interest of subsidiaries	附屬公司非控股權益注資	-	-	-	-	-	-	-	-	-	19,568	19,568
<b>At 30 September 2021</b>	<b>於2021年9月30日</b>	<b>2,941</b>	<b>47,899</b>	<b>1,371</b>	<b>17,292</b>	<b>72,341</b>	<b>(46,488)</b>	<b>(2,048)</b>	<b>(19,120)</b>	<b>74,188</b>	<b>49,985</b>	<b>124,173</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	-	-	-	-	-	-	-	(30,543)	(30,543)	(22,008)	(52,551)
Change in fair value of intangible assets	無形資產的公平值變動	-	-	-	-	(48,972)	-	-	-	(48,972)	-	(48,972)
Translation difference on foreign operations	海外業務的折算差額	-	-	-	-	-	-	3,056	-	3,056	-	3,056
Total comprehensive income	全面收益總額	-	-	-	-	(48,972)	-	3,056	(30,543)	(76,459)	(22,008)	(98,467)
Capital injection from non-controlling interest of subsidiaries	附屬公司非控股權益注資	-	-	-	-	-	-	-	-	-	-	-
<b>At 30 September 2022</b>	<b>於2022年9月30日</b>	<b>2,941</b>	<b>47,899</b>	<b>1,371</b>	<b>17,292</b>	<b>28,731</b>	<b>(50,308)</b>	<b>673</b>	<b>(88,780)</b>	<b>(40,181)</b>	<b>7,053</b>	<b>(33,128)</b>

## NOTES TO THE THIRD QUARTERLY RESULTS

## 第三季度業績附註

### 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 71 Fort Street, PO Box 500, George Town, Grand Cayman KY1-1106, 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”).

### 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71 Fort Street, PO Box 500, George Town, Grand Cayman KY1-1106, 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 THIRD QUARTERLY RESULTS (Continued)

## 第三季度業績附註(續)

**2. Basis of preparation and principal accounting policies**

The unaudited condensed consolidated financial statements of the Group for the nine months ended 30 September 2022 (the “Period” and the “Third Quarterly Financial Statements”, respectively) have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), Hong Kong Accounting Standards and their interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and the disclosure requirements of the Companies Ordinance, Chapter 622 of the Laws of Hong Kong. In addition, the Third Quarterly Financial Statements include applicable disclosures required by the GEM Listing Rules.

The Third Quarterly Financial Statements were prepared on the historical cost basis (except for short-term investment, which is measured at fair value), and presented in terms of Renminbi (“RMB”). The principal accounting policies adopted in the Third Quarterly Financial Statements were in accordance with the annual consolidated financial statements of the Group for the year ended 31 December 2021, except the first-time adoption of new and amended HKFRSs, their amendments and interpretations which were issued by the HKICPA in the preparation of financial statements during the Period. The adoption of these new and revised HKFRSs has no significant effect on the Third Quarterly Financial Statements.

The Group has not early adopted any newly issued 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9月30日止9個月未經審核簡明綜合財務報表(分別為「本期間」及「第三季度財務報表」)乃根據香港會計師公會(「香港會計師公會」)頒佈之所有適用香港財務報告準則(「香港財務報告準則」)、香港會計準則及其詮釋以及香港法例第622章公司條例之披露規定編製。此外，第三季度財務報表載有GEM上市規則規定之適用披露。

第三季度財務報表按照歷史成本基準編製(惟按公平值計量的短期投資除外)，並以人民幣(「人民幣」)呈列。編製第三季度財務報表所採用的主要會計政策與本集團截至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第三季度財務報表並無重大影響。

本集團並未提早採納已頒佈但尚未生效的任何新頒佈及經修訂香港財務報告準則。

## NOTES TO THE THIRD QUARTERLY RESULTS (Continued)

## 第三季度業績附註(續)

## 3. Segment reporting

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

- (i) Online transaction services\*;
- (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 nine months ended</b>	<b>截至2022年</b>					
<b>30 September 2022</b>	<b>9月30日止9個月</b>					
Segment revenue	分部收入	2,817	1,959	59,711	—	64,487
Segment net profit/(loss)	分部溢利/(虧損)淨額	(271)	1,555	(40,694)	(13,141)	(52,551)
<b>For the nine months ended</b>	<b>截至2021年</b>					
<b>30 September 2021</b>	<b>9月30日止9個月</b>					
Segment revenue	分部收入	5,320	2,603	24,917	—	32,840
Segment net profit/(loss)	分部溢利/(虧損)淨額	(302)	2,111	(39,245)	(16,843)	(54,279)
*	ceased operation since June 2022			*	於2022年6月起已經停止經營	

## NOTES TO THE THIRD QUARTERLY RESULTS (Continued)

## 第三季度業績附註(續)

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

## 4. 收入、其他收入/(開支)及收益/(虧損)

		Three months ended 30 September 截至9月30日止3個月		Nine months ended 30 September 截至9月30日止9個月	
		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
<b>Revenue:</b>	<b>收入：</b>				
Provision of online transaction services*	提供網上交易服務*	—	1,769	2,817	5,320
Software technology services	軟件技術服務	634	518	1,959	2,603
Financial services	金融服務	25,463	12,576	59,711	24,917
		<b>26,097</b>	14,863	<b>64,487</b>	32,840
<b>Other income/(expenses) and gains/(loss):</b>	<b>其他收入/(開支)及收益/(虧損)：</b>				
Interest income	利息收入	19	9	45	46
Gain/(loss) from exchange translation	匯兌收益/(虧損)	(594)	607	306	196
Others	其他	139	27	246	146
		<b>(436)</b>	643	<b>597</b>	388

\* ceased operation since June 2022

\* 於2022年6月起已經停止經營

## NOTES TO THE THIRD QUARTERLY RESULTS (Continued)

## 第三季度業績附註(續)

## 5. Finance costs

## 5. 融資成本

		Three months ended 30 September 截至9月30日止3個月		Nine months ended 30 September 截至9月30日止9個月	
		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
Interest on lease liabilities	租賃負債利息	69	175	292	208
Interest expense on loan from a third party	第三方貸款之利息 開支	271	—	654	—
Interest expense on amount due to ultimate holding company	應付最終控股公司 款項之利息開支	1,320	—	2,258	—
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	137	—	324	—
		<b>1,797</b>	175	<b>3,528</b>	208

## NOTES TO THE THIRD QUARTERLY RESULTS (Continued)

## 第三季度業績附註(續)

## 6. Loss before income tax

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

## 6. 除所得稅前虧損

本集團除所得稅前虧損經扣除下列各項後得出：

		Three months ended 30 September 截至9月30日止3個月		Nine months ended 30 September 截至9月30日止9個月	
		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	182	164	559	478
Amortisation of intangible assets	無形資產攤銷	267	221	726	658
Depreciation of right-of-use assets	使用權資產折舊	834	894	2,522	2,110
Minimum lease payments under operating leases for buildings	樓宇經營租賃的最低租金	278	212	1,047	597
Development costs (note)	開發成本(附註)	7,146	6,287	24,331	16,906
Employee benefit expenses (including Directors' remuneration)	僱員福利開支(包括董事薪酬)	15,147	12,662	49,770	33,706
Wages and salaries	工資及薪金				
Pension scheme contributions	退休計劃供款	2,993	2,302	9,355	5,914

Note:

Development costs mainly comprised staff costs in relation to financial services business of approximately RMB24,331,000 for the Period (2021: RMB16,906,000), which was also included in the employee benefit expenses disclosed separately above. It was attributable to the higher research and development staff cost as a result of the commencement of financial services business. The Group did not capitalise any development costs for the Period (2021: nil).

附註：

開發成本主要包括有關金融服務業務之員工成本，本期間員工成本約為人民幣24,331,000元(2021年：人民幣16,906,000元)，亦計入上文獨立披露的僱員福利開支內，因開展金融服務業務導致研發人員成本增加。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 THIRD QUARTERLY RESULTS (Continued)

## 第三季度業績附註(續)

## 7. Income tax expense/(credit)

## 7. 所得稅開支/(抵免)

The Group	本集團	Three months ended 30 September 截至9月30日止3個月		Nine months ended 30 September 截至9月30日止9個月	
		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
Current tax — PRC enterprise income tax	即期稅項 — 中國企業所得稅				
— tax for the Period	— 本期間內稅項	3	1	8	8
Deferred tax	遞延稅項	—	—	—	(278)
<hr/>					
Income tax expense/(credit)	所得稅開支/(抵免)	3	1	8	(270)

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行法例、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 THIRD QUARTERLY RESULTS (Continued)

## 第三季度業績附註(續)

## 8. Loss per share

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

## 8. 每股虧損

本公司擁有人應佔每股基本虧損按下列數據計算：

		Three months ended 30 September 截至9月30日止3個月		Nine months ended 30 September 截至9月30日止9個月	
		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 loss per share (RMB'000)	用以計算每股基本虧損之虧損 (人民幣千元)	(10,577)	(21,271)	(30,543)	(49,158)
<b>Number of shares</b>	<b>股份數目</b>				
Weighted average number of ordinary shares for the purpose of basic loss per share	用以計算每股基本虧損之普通股加權平均數	480,000,000	480,000,000	480,000,000	480,000,000

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

每股基本虧損乃基於本公司擁有人應佔本期間虧損及普通股加權平均股數計算。

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

於本期間內並無潛在已發行普通股，故並未呈列每股攤薄虧損(2021年：無)。

## NOTES TO THE THIRD QUARTERLY RESULTS (Continued)

## 第三季度業績附註(續)

## 9. Dividend

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

## 9. 股息

董事會已決議不就本期間宣派任何股息(2021年：無)。

## 10. Cash and Cash Equivalents

## 10. 現金及現金等價物

		30 September 2022 2022年 9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 (note (a))	現金及銀行結餘 (附註(a))	<b>51,428</b>	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))	<b>920,371</b>	1,224,800



## NOTES TO THE THIRD QUARTERLY RESULTS (Continued)

## 第三季度業績附註(續)

### 10. Cash and Cash Equivalents (Continued)

Notes:

- (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.
- (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 11) 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.

### 10. 現金及現金等價物(續)

附註：

- (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) 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11)，理據為其須就客戶資金的任何損失或被挪用而負責。

### 11. Deposits From Customers

### 11. 客戶按金

	30 September 2022 2022年 9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: Deposits from customers (note 10(b))	流動： 客戶按金 (附註10(b))	
	<b>2,218,186</b>	1,224,800

## NOTES TO THE THIRD QUARTERLY RESULTS (Continued)

## 第三季度業績附註(續)

**12. Amount Due to Ultimate Holding 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.

**12. 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。

**13. Other Financial Assets**

Other financial assets represent purchased securities with interest rates ranging from 0.59%–5%. The details are as follows:

**13. 其他金融資產**

其他金融資產為購買的債券，利率在0.59%–5%之間，具體情況如下：

		30 September 2022 2022年 9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	14,063	—
1 to 2 years	1年至2年	14,765	—
2 to 10 years	2年至10年	74,550	—
Over 10 years	10年以上	1,162,564	—
		<b>1,265,942</b>	—

## 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 RMB64,487,000, representing an increase of approximately RMB31,647,000 or 96.37% as compared to that of approximately RMB32,840,000 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: RMB5,320,000). Due to the Group currently focuses on promoting its financial services business and the transaction volume and revenue from online transaction services have been decreasing, the Group has ceased the provision of online transaction services since June 2022.

#### 2. Software technology services

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 RMB1,959,000 (2021: RMB2,603,000). The decrease was attributable to the resources of the Group being prioritised towards development 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64,487,000元,較2021年同期的營業收入約為人民幣32,840,000元增加了約為人民幣31,647,000元或96.37%。

#### 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5,320,000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

本集團的軟件技術服務主要包括公司自行開發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1,959,000元(2021年:人民幣2,603,000元)。減少原因為本集團優先投放資源於發展其主要業務金融服務。

### 3. Financial services

As more Chinese and the Chinese corporations 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 difference 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 users' 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 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 services business, and currently have the required licences in the United States, European Union district and 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.

### 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、歐盟地區及澳新地區持有牌照，相信已覆蓋客戶大多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。

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 RMB59,711,000 (2021: RMB24,917,000). 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 RMB2,560,000 or 47.87% as compared to approximately RMB5,348,000 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.

### Gross profit

For the Period, the Group realised gross profit of approximately RMB61,699,000, representing an increase of approximately RMB34,207,000 or 124.43% as compared to approximately RMB27,492,000 for the same period of 2021. Such increase in gross profit was primarily attributable to the increase in revenue from financial services business which has a higher gross profit.

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59,711,000元(2021年：人民幣24,917,000元)。該增加主要是由於本集團大力推廣金融服務以拓展客戶基礎所致。

### 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5,348,000元減少人民幣2,560,000元或47.87%。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61,699,000元，較2021年同期約為人民幣27,492,000元上升了約人民幣34,207,000元或124.43%。毛利的增加主要是由於毛利較高的金融服務業務收入的增加所致。

## Selling and distribution expenses

For the Period, the selling and distribution expenses of the Group were approximately RMB31,407,000, representing an increase of approximately RMB16,287,000 or 107.72% as compared to approximately RMB15,120,000 for the same period of 2021. Such increase in the selling and distribution expenses was primarily attributable to the increase in salaries of sales personnels of financial service business associated with the rapid growth of the financial services business as well as the increase in marketing expenses. 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 RMB80,047,000, representing an increase of RMB18,611,000 or 30.29% as compared to approximately RMB61,436,000 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.

## Loss for the Period

For the Period, the loss of the Group was approximately RMB52,551,000, representing a decrease of RMB1,728,000 or 3.18% as compared to the loss of approximately RMB54,279,000 for the same period of 2021. The decrease was mainly due to the increase in revenue from financial service business during the Period.

## 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.

## 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31,407,000元，較2021年同期約為人民幣15,120,000元上升了約人民幣16,287,000元或107.72%。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80,047,000元，較2021年同期約為人民幣61,436,000元增加了人民幣18,611,000元或30.29%。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。

## 本期間內虧損

於本期間內，本集團的虧損約為人民幣52,551,000元，較2021年同期的虧損約為人民幣54,279,000元減少人民幣1,728,000元或3.18%。減少主要由於本期間內金融服務業務收入增加所致。

## 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。

### 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 providing smart, and diversified one-stop quality financial services for our customers.

### 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 September 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 and 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 entered in the register referred to therein; or (c) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

### 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9月30日，董事及本公司主要行政人員於本公司或任何其相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債券中擁有須：(a)根據證券及期貨條例第XV部第7及第8分部規定知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例的該等條文被當作或視為擁有的權益及淡倉）；(b)根據證券及期貨條例第352條須記入該條例所指的登記冊；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> 佔已發行股份之概約百分比 <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 interest 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 Shares as at 30 September 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. 控股百分比乃根據於2022年9月30日已發行股份總數480,000,000股股份計算所得出。

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

## b. 於Data King (本公司的相聯法團) 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 September 2022, none of the Directors nor the chief executive of the Company had any interests and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required: (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

除上文披露者外，於2022年9月30日，董事或本公司主要行政人員概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債券中擁有須：(a)根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所之任何權益及淡倉(包括根據證券及期貨條例的該等條文被當作或視為擁有之權益及淡倉)；(b)根據證券及期貨條例第352條須記入該條例所述之登記冊之任何權益及淡倉；或(c)根據GEM上市規則第5.46至5.67條知會本公司及聯交所之任何權益及淡倉。

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

**主要股東及其他人士於股份  
及相關股份之權益及淡倉**

As at 30 September 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 in the Shares and underlying Shares as recorded in the register required to be kept by the Company under section 336 of the SFO were as follows:

於2022年9月30日，就任何董事或本公司主要行政人員所知或所獲悉，根據證券及期貨條例第336條本公司須存置的登記冊所記錄，於股份及相關股份中擁有5%或以上權益之法團或人士（董事或本公司主要行政人員除外）的資料如下：

Name of Shareholders 股東姓名／名稱	Capacity/Nature of interests 身份／權益性質	Number of issued Shares held 所持已發行 股份數目	Approximate percentage of issued Shares <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		
Wei Zhonghua ("Mr. Wei") <sup>(Note 2)</sup>	Interest of controlled corporation/ Corporate interest	26,854,800	5.59%
魏中華 ("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		

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>
IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. <sup>(Note 3)</sup> IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. <sup>(附註3)</sup>	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 <sup>(Note 4)</sup> Ho Chising <sup>(附註4)</sup>	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 <sup>(Note 5)</sup> 周全 <sup>(附註5)</sup>	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:

附註：

- |   |   |
|---|---|
| <p>1. 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.</p> <p>2. 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.</p> | <p>1. 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所持有全部股份中擁有權益。</p> <p>2. 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。</p> |
|---|---|

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 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. 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.
6. The percentage of shareholding was calculated based on the total issued Shares of 480,000,000 Shares as at 30 September 2022.
3. IDG-ACCEL CHINA GROWTH FUND II L.P. 為一家於開曼群島註冊的獲豁免有限合夥公司，擁有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.，其為一家於開曼群島註冊成立的有限公司。此外，IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 為IDG CHINA INVESTORS II L.P.的普通合夥人，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. 周全為持有IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 50%股權的另一位控股股東。根據證券及期貨條例，彼被視為於IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 所持有全部股份中擁有權益。
6. 持股百分比乃根據於2022年9月30日已發行股份總數480,000,000股股份計算所得出。

Save as disclosed above, as at 30 September 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 by the Company under section 336 of the SFO.

### SHARE OPTION SCHEME

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

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 people:

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

除上文所披露外，就董事及本公司主要行政人員所知，於2022年9月30日，概無其他法團或人士（董事或本公司主要行政人員除外）根據證券及期貨條例第336條於本公司須存置的登記冊所記錄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（「購股權計劃」），以獎勵及酬謝對或會對本集團營運取得成就有貢獻者之合資格參與者。本公司於2013年11月9日採納購股權計劃，其主要條款載列如下：

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) 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.
- (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「相關方」）；或
- (c) 由任何相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 September 2022.

於本期間內，概無任何購股權根據購股權計劃授出、獲行使或註銷或失效，亦無購股權於2022年9月30日尚未行使。

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

### 董事、控股股東及彼等各自緊密聯繫人於競爭業務之權益

During the Period, save as disclosed in the section headed “Non-Competition Undertakings” of the annual report of the Company for the year ended 31 December 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 any other conflicts of interest, as required to be disclosed under Rule 11.04 of the GEM Listing Rules.

於本期間內，除於本公司截至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。

### COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

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

During the Period, the Company had applied the principles and complied with all the code provisions of the Corporate Governance Code (the “CG Code”) contained in 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.

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

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.

### 遵守企業管治守則

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

於本期間內，本公司已採用並遵守 GEM 上市規則附錄十五第二部分所載企業管治守則（「企業管治守則」）所載的守則條文，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。

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。

### COMPLIANCE WITH CODE OF CONDUCT FOR DEALINGS IN SECURITIES BY DIRECTORS

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

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

### COMPLIANCE ADVISER’S INTERESTS

As notified by the Company’s compliance adviser, Lego Corporate Finance Limited (“Lego Corporate Finance”), except for the compliance adviser agreement dated 19 January 2016 entered into between the Company and Lego Corporate Finance, neither Lego Corporate Finance nor its directors, employees or close associates (as defined in the GEM Listing Rules) had any interests in 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.

### 遵守董事進行證券交易之行為守則

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

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

### 合規顧問的權益

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

### 購買、出售或贖回本公司之上市證券

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



**SIGNIFICANT EVENT AFTER  
REPORTING PERIOD**

**PRIVATISATION OF THE COMPANY BY WAY OF  
A SCHEME OF ARRANGEMENT**

On 26 August 2022, Data King requested the Board to put forward a proposal to holders of the Shares other than those held by Data King (the “Scheme Shareholders” and the “Scheme Shares”, respectively) for the privatisation of the Company by way of a scheme of arrangement under Section 86 of the Companies Act (as revised) of the Cayman Islands involving the cancellation of the Scheme Shares and, in consideration thereof, the payment to the Scheme Shareholders at the cancellation price of HK\$0.1 in cash for each Scheme Share (the “Scheme of Arrangement”), and the withdrawal of the listing of the Shares on GEM of the Stock Exchange (the “Withdrawal of Listing”).

The Scheme of Arrangement was approved by the Scheme Shareholders at the meeting of the Scheme Shareholders at the direction of the Grand Court of the Cayman Islands held on 7 November 2022 (the “Court Meeting”). In addition to the Court Meeting, the Scheme of Arrangement and the Withdrawal of Listing were also approved by the Shareholders at the extraordinary general meeting of the Company held on 7 November 2022. For further details, please refer to the announcements of the Company dated 31 August 2022, 20 September 2022, 14 October 2022 and 7 November 2022 and the circular of the Company dated 14 October 2022.

Save as disclosed above, 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**

以協議安排方式將本公司私有化

在2022年8月26日，Data King要求董事會向Data King所持股份以外的股份持有人（分別為「計劃股東」及「計劃股份」）提呈建議，以根據開曼群島公司法（經修訂）第86條以協議安排方式將本公司私有化，當中涉及註銷計劃股份，而作為其代價就每股計劃股份以現金向計劃股東支付0.1港元的註銷價（「協議安排」），以及撤銷股份於聯交所GEM的上市地位（「撤銷上市地位」）。

在按開曼群島大法院指示於2022年11月7日舉行的計劃股東會議（「法院會議」）上，計劃股東批准有關協議安排。除法院會議外，協議安排及撤銷上市地位亦於2022年11月7日舉行的本公司股東特別大會上獲股東批准。更多詳情，請參閱本公司日期為2022年8月31日、2022年9月20日、2022年10月14日和2022年11月7日的公告以及本公司日期為2022年10月14日的通函。

除上文所披露者外，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 all three independent non-executive Directors (the “INEDs”), namely Mr. He Qinghua (“Mr. He”), Mr. Hou Dong and Mr. Yang Haoran. 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, 14 November 2022

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

## 審核委員會

董事會審核委員會（「審核委員會」），包括全體三名獨立非執行董事（「獨立非執行董事」）即何慶華先生（「何先生」）、侯東先生及楊浩然先生。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準則、GEM上市規則的規定及任何其他適用法律規定，且已作出充足披露。

承董事會命  
**神州數字新金融科技集團**  
**孫江濤**  
主席、行政總裁及  
執行董事

香港，2022年11月14日

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侯東先生、何慶華先生及楊浩然先生。

神州數字

China Binary New Fintech Group

神州數字新金融科技集團