

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

THIRD QUARTERLY REPORT

第三季度業績報告

2018

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香港聯合交易所有限公司(「聯交所」) GEM之特色

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

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Financial Highlights

財務摘要

- For the Period (as defined below), the turnover of the Group (as defined below) was approximately RMB27,600,000, representing an increase of RMB13,496,000 or 95.69% as compared with the corresponding period of 2017.
- For the Period, the gross profit of the Group was approximately RMB16,053,000, representing an increase of RMB9,199,000 or 134.21% over the corresponding period of 2017. Gross profit margin increased from 48.60% for the corresponding period of 2017 to 58.16% for the Period.
- For the Period, the loss before income tax of the Group was approximately RMB28,566,000, representing a decrease of profit of RMB38,997,000 or 373.86% as compared with the corresponding period of 2017.
- For the Period, the Group incurred loss of approximately RMB27,806,000 as compared with the profit of the Group of approximately RMB11,898,000 for the corresponding period of 2017.
- As at 30 September 2018, the cash and cash equivalents of the Group were approximately RMB75,353,000 (31 December 2017: RMB83,319,000), with the current ratio of 2.60 (31 December 2017: 3.11).
- For the Period, the loss per share of the Group was approximately RMB5.63 cents as compared to earnings per share of RMB3.06 cents for the corresponding period of 2017.
- The Board (as defined below) has resolved not to declare the payment of any interim dividend for the Period (2017: nil).
- 於本期間內(定義見下文)，本集團(定義見下文)取得營業額收入約為人民幣27,600,000元，較2017年同期上升人民幣13,496,000元或95.69%。
- 於本期間內，本集團的毛利約為人民幣16,053,000元，較2017年同期上升人民幣9,199,000元或134.21%。毛利率從2017年同期的48.60%上升至本期間的58.16%。
- 於本期間內，本集團除所得稅前虧損約為人民幣28,566,000元，較2017年同期溢利下降人民幣38,997,000元或373.86%。
- 於本期間內，本集團產生虧損約為人民幣27,806,000元，而2017年同期本集團溢利約為人民幣11,898,000元。
- 於2018年9月30日，本集團的現金及現金等價物約為人民幣75,353,000元(2017年12月31日：人民幣83,319,000元)，流動比率為2.60(2017年12月31日：3.11)。
- 於本期間內，本集團每股虧損約為人民幣5.63分，而2017年同期每股盈利為人民幣3.06分。
- 董事會(定義見下文)決議不於本期間內宣派任何中期股息(2017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 2018 together with relevant comparative audited/unaudited figures as follows:

董事會(「董事會」)呈報本公司連同其附屬公司(統稱「本集團」)截至2018年9月30日止3個月及9個月的未經審核簡明綜合業績，連同有關的經審核/未經審核比較數據如下：

Unaudited Condensed Consolidated Statement of Comprehensive Income

For the three months and nine months ended 30 September 2018

未經審核簡明綜合全面收益表

截至2018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 2018		Nine months ended 30 September 截至9月30日止9個月 2017	
			(Unaudited) (未經審核) RMB'000 人民幣千元	(Unaudited) (未經審核) RMB'000 人民幣千元	(Unaudited) (未經審核) RMB'000 人民幣千元	(Unaudited) (未經審核) RMB'000 人民幣千元
Revenue	收入	4	12,156	5,397	27,600	14,104
Cost of revenue	收入成本		(5,414)	(2,292)	(11,547)	(7,250)
Gross profit	毛利		6,742	3,105	16,053	6,854
Other income and gains or losses	其他收入及收益或虧損	4	5,484	20,605	8,053	25,845
Selling and distribution expenses	銷售及分銷開支		(1,561)	(760)	(4,564)	(1,818)
Administrative expenses	行政開支		(14,757)	(8,705)	(45,092)	(20,448)
Share of loss of an associate	分佔一間聯營公司之虧損		(78)	—	(364)	—
Finance costs	融資成本	5	(1,006)	—	(2,652)	—
(Loss)/profit before income tax credit	除所得稅抵免前(虧損)/溢利	6	(5,176)	14,245	(28,566)	10,431
Income tax credit	所得稅抵免	7	419	1,520	760	1,467
(Loss)/profit for the period	期內(虧損)/溢利		(4,757)	15,765	(27,806)	11,898
Other comprehensive income	其他全面收益					
Items that may be reclassified subsequently to profit or loss:	其後或會重新分類至損益的項目：					
Change in fair value of available-for-sale financial assets	可供出售金融資產的公平值變動		(9,124)	3,872	(12,033)	16,523
Disposal of available-for-sale financial assets	出售可供出售金融資產		—	(25,800)	—	(25,800)
Other comprehensive income for the period	期內其他全面收益		(9,124)	(21,928)	(12,033)	(9,277)
Total comprehensive income for the period	期內全面收益總額		(13,881)	(6,163)	(39,839)	2,621
(Loss)/profit for the period attributable to:	以下各項應佔期內(虧損)/溢利：					
Owners of the Company	本公司擁有人		(4,453)	17,250	(27,043)	14,702
Non-controlling interests	非控股權益		(304)	(1,485)	(763)	(2,804)
			(4,757)	15,765	(27,806)	11,898
Total comprehensive income/(loss) for the period attributable to:	以下各項應佔期內全面收益/(虧損)總額：					
Owners of the Company	本公司擁有人		(13,577)	(4,678)	(39,076)	5,425
Non-controlling interests	非控股權益		(304)	(1,485)	(763)	(2,804)
			(13,881)	(6,163)	(39,839)	2,621
(Loss)/earnings per share (RMB cents)	每股(虧損)/盈利(人民幣分)					
— Basic	— 基本		(0.93)	3.59	(5.63)	3.06

Third Quarterly Results (Continued)

第三季度業績(續)

Unaudited Condensed Consolidated Statement of Financial Position

As at 30 September 2018

未經審核簡明綜合財務狀況表

於2018年9月30日

		As at 30 September 2018 於2018年 9月30日 (Unaudited) (未經審核) RMB'000 人民幣千元	As at 31 December 2017 於2017年 12月31日 (Audited) (經審核) RMB'000 人民幣千元
	Note 附註		
Assets			
Non-current assets			
Property, plant and equipment		2,800	2,406
Intangible assets		1,267	776
Prepayments for acquisition of property, plant and equipment		1,679	1,679
Financial assets at fair value through other comprehensive income		104,295	136,833
Interest in an associate		2,369	2,733
Goodwill		509	509
Long term prepayments		—	3,500
Total non-current assets		112,919	148,436
Current assets			
Trade receivables		451	773
Prepayments, deposits and other receivables		96,101	116,634
Inventories		2,021	5,087
Pledged bank deposits		115,481	65,015
Cash and cash equivalents		75,353	83,319
Total current assets		289,407	270,828
Liabilities			
Current liabilities			
Trade payables		5,596	7,997
Other payables and accruals		29,541	17,613
Bank borrowings	9	76,000	61,000
Current tax liabilities		—	521
Total current liabilities		111,137	87,131
Net current assets		178,270	183,697
Total assets less current liabilities		291,189	332,133
Non-current liabilities			
Deferred tax liabilities		5,994	7,099
Total non-current liabilities		5,994	7,099
NET ASSETS		285,195	325,034
Equity attributable to owners of the Company			
Issued capital		2,941	2,941
Reserves		281,644	320,720
Non-controlling interests		284,585	323,661
		610	1,373
TOTAL EQUITY		285,195	325,034

Third Quarterly Results (Continued)

第三季度業績(續)

Unaudited Condensed Consolidated Statement of Changes in Equity

For the nine months ended 30 September 2018

未經審核簡明綜合權益變動表

截至2018年9月30日止9個月

Attributable Interests 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	Retained earnings	Total	Non-controlling interests	Total equity
	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
At 1 January 2017 (Audited)	2,941	47,899	1,371	17,110	34,717	206,382	310,420	11,285	321,705
Income/(Loss) for the period	—	—	—	—	—	14,702	14,702	(2,804)	11,898
Change in fair value of available-for-sale financial assets	—	—	—	—	16,523	—	16,523	—	16,523
Disposal of available-for-sale financial assets	—	—	—	—	(25,800)	—	(25,800)	—	(25,800)
Total comprehensive income/(loss)	—	—	—	—	(9,277)	14,702	5,425	(2,804)	2,621
At 30 September 2017	2,941	47,899	1,371	17,110	25,440	221,084	315,845	8,481	324,326
At 1 January 2018 (Audited)	2,941	47,899	1,371	17,292	39,667	214,491	323,661	1,373	325,034
Loss for the period	—	—	—	—	—	(27,043)	(27,043)	(763)	(27,806)
Change in financial assets at fair value through other comprehensive loss	—	—	—	—	(12,033)	—	(12,033)	—	(12,033)
Reclassification of investment revaluation reserve upon disposal of financial assets at fair value through other comprehensive income	—	—	—	—	(3,137)	3,137	—	—	—
Total comprehensive loss	—	—	—	—	(15,170)	(23,906)	(39,076)	(763)	(39,839)
At 30 September 2018	2,941	47,899	1,371	17,292	24,497	190,585	284,585	610	285,195

Third Quarterly Results (Continued)

第三季度業績(續)

Notes to the Third Quarterly Results

1. General information

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 11 May 2011. Its issued shares are listed and traded on GEM. The Company's registered office and principal place of business in the People's Republic of China (the "PRC") 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 PRC, respectively.

The Company is an investment holding company. Its subsidiaries are principally engaged in providing (i) online transaction services by facilitating transactions between online game operators and online game users and mobile top-up services to mobile subscribers; (ii) micro financing facilitating services to individual borrowers and lenders; and (iii) software technology services and sales of smart hardware products.

2. Basis of preparation and principal accounting policies

The unaudited condensed consolidated financial statements of the Group for the nine months ended 30 September 2018 (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.

第三季度業績附註

1. 一般資料

本公司於2011年5月11日在開曼群島註冊成立為獲豁免有限公司。本公司已發行股份於GEM上市及買賣。本公司的註冊辦事處及在中華人民共和國(「中國」)的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及中國北京市朝陽區望京啟陽路金輝大廈15樓1506室。

本公司為一間投資控股公司。其附屬公司主要業務為(i)透過促進網上遊戲運營商與網上遊戲用戶之間的交易來提供網上交易服務以及向手機用戶提供手機話費充值服務；(ii)為個人借方及貸方提供小額融資中介服務；及(iii)提供軟件技術服務和智能硬件產品銷售。

2. 編製基準及主要會計政策

本集團截至2018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。

Notes to the Third Quarterly Results (Continued)

2. Basis of preparation and principal accounting policies (Continued)

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 2017, except the first-time adoption of new and amended HKFRSs, their amendments and interpretations which were issued by the HKICPA in the preparation of financial statements during the Period. The adoption of these new and revised HKFRSs has no significant effect on the Third Quarterly Financial Statements.

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

3. Segment reporting

The chief operating decision-maker has been identified as the Company's executive directors. The segments are managed separately as each business offers different services and requires different business strategies.

第三季度業績附註(續)

2. 編製基準及主要會計政策(續)

第三季度財務報表按照歷史成本基準編製(惟按公平值計量的短期投資除外),並以人民幣(「人民幣」)呈列。編製第三季度財務報表所採用的主要會計政策與截至2017年12月31日止年度本集團的年度綜合財務報表所採用者一致,惟為編製本期間的財務報表而首次採納由香港會計師公會頒佈的新訂及經修訂香港財務報告準則、準則之修訂及詮釋除外。採納該等新訂及經修訂香港財務報告準則對第三季度財務報表並無重大影響。

本集團並未提早採納已頒佈但尚未生效的任何新頒佈及經修訂香港財務報告準則。

3. 分部報告

主要經營決策者已確定為本公司執行董事。由於各項業務提供的服務不同及所需的業務策略不同,故各分部分開管理。

Third Quarterly Results (Continued)

第三季度業績(續)

Notes to the Third Quarterly Results (Continued)

3. Segment reporting (Continued)

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

- (i) Online transaction services (including provision of information technology services and advertising services);
- (ii) Micro financing facilitating services (including provision of financing guarantee service); and
- (iii) Software technology services and sales of smart hardware products.

All of the revenues from external customers and non-current assets of the Group are derived from activities or located in the PRC. Accordingly, no geographical information is presented.

第三季度業績附註(續)

3. 分部報告(續)

本集團的服務範圍確認為以下可呈報經營分部：

- (i) 網上交易服務(包括提供信息技術服務及廣告服務)；
- (ii) 小額融資中介服務(包括提供融資擔保服務)；及
- (iii) 軟件技術服務和智能硬件產品銷售。

來自外部客戶之所有收益及本集團的非流動資產均來源於中國業務或位於中國。因此，並未呈列地區資料。

		Online transaction services	Micro financing facilitating services	Software technology services and sales of smart hardware products	Unallocated	Total
		網上交易服務	小額融資中介服務	軟件技術服務和智能硬件產品銷售	未分配	總計
		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
For the nine months ended 30 September 2018	截至2018年9月30日止9個月					
Segment revenue	分部收入	2,730	16,192	8,678	—	27,600
Segment gross profit	分部毛利	348	8,774	6,931	—	16,053
Segment net loss	分部虧損淨額	(3,995)	(3,416)	(5,678)	(14,717)	(27,806)
For the nine months ended 30 September 2017	截至2017年9月30日止9個月					
Segment revenue	分部收入	10,334	3,770	—	—	14,104
Segment gross profit	分部毛利	5,493	1,361	—	—	6,854
Segment net loss	分部虧損淨額	(995)	(2,842)	—	15,735	11,898

Third Quarterly Results (Continued)

第三季度業績(續)

Notes to the Third Quarterly Results (Continued)

第三季度業績附註(續)

4. Revenue, other income and gains

4. 收入、其他收入及收益

		Three months ended 30 September		Nine months ended 30 September	
		截至9月30日止3個月		截至9月30日止9個月	
		2018	2017	2018	2017
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Revenue:	收入：				
Provision of online transaction services	提供網上交易服務	1,130	1,627	2,730	10,334
Provision of micro financing facilitating service	提供小額融資中介服務	5,147	—	16,192	—
Software technology services and sales of smart hardware products	軟件技術服務和智能硬件產品銷售	5,879	3,770	8,678	3,770
		12,156	5,397	27,600	14,104
Other income and gains:	其他收入及收益：				
Interest income	利息收入	254	145	654	251
Government grants	政府補貼	—	—	—	72
Exchange gain	匯兌收益	4,410	—	6,066	—
Others	其他	820	20,460	1,333	25,522
		5,484	20,605	8,053	25,845

Third Quarterly Results (Continued)

第三季度業績 (續)

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	
		2018 (Unaudited) (未經審核) RMB'000 人民幣千元	2017 (Unaudited) (未經審核) RMB'000 人民幣千元	2018 (Unaudited) (未經審核) RMB'000 人民幣千元	2017 (Unaudited) (未經審核) RMB'000 人民幣千元
Interest on bank borrowings	銀行借款利息	1,006	—	2,652	—

6. (Loss)/profit before income tax credit

6. 除所得稅抵免前 (虧損)/溢利

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

本集團除所得稅抵免前(虧損)/溢利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	
		2018 (Unaudited) (未經審核) RMB'000 人民幣千元	2017 (Unaudited) (未經審核) RMB'000 人民幣千元	2018 (Unaudited) (未經審核) RMB'000 人民幣千元	2017 (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	184	120	383	360
Amortisation of intangible assets	無形資產攤銷	71	77	180	231
Minimum lease payments under operating leases for buildings	樓宇經營租賃的最低租金	2,378	238	3,978	558
Development costs (note)	開發成本(附註)	2,575	2,207	8,744	5,173
Employee benefit expenses (including Directors' remuneration)	僱員福利開支(包括董事薪酬)	6,202	4,442	20,637	10,717
Wages and salaries	工資及薪金				
Pension scheme contributions	退休計劃供款	745	435	1,900	1,184

Third Quarterly Results (Continued)

第三季度業績 (續)

Notes to the Third Quarterly Results (Continued)

第三季度業績附註 (續)

6. (Loss)/profit before income tax credit (Continued)

Note:

Development costs mainly comprised staff costs of approximately RMB8,744,000 for the Period (2017: RMB5,173,000), which was also included in the employee benefit expenses disclosed separately above. The Group did not capitalise any development costs for the Period (2017: nil).

6. 除所得稅抵免前 (虧損)/溢利 (續)

附註：

開發成本主要包括員工成本，本期間員工成本約為人民幣8,744,000元（2017年：人民幣5,173,000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（2017年：無）。

7. Income tax credit

7. 所得稅抵免

The Group	本集團	Three months ended 30 September		Nine months ended 30 September	
		截至9月30日止3個月 2018 (Unaudited) (未經審核) RMB'000 人民幣千元	2017 (Unaudited) (未經審核) RMB'000 人民幣千元	截至9月30日止9個月 2018 (Unaudited) (未經審核) RMB'000 人民幣千元	2017 (Unaudited) (未經審核) RMB'000 人民幣千元
Current tax — PRC enterprise income tax — tax for the period	即期稅項 — 中國企業 所得稅 — 本期間內 稅項	—	(1,274)	345	(1,044)
Deferred tax	遞延稅項	(419)	(246)	(1,105)	(423)
Income tax credit	所得稅抵免	(419)	(1,520)	(760)	(1,467)

Third Quarterly Results (Continued)

第三季度業績(續)

Notes to the Third Quarterly Results (Continued)

第三季度業績附註(續)

8. (Loss)/earnings per share

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

8. 每股(虧損)/盈利

本公司擁有人應佔每股基本(虧損)/盈利按下列數據計算：

		Three months ended 30 September 截至9月30日止3個月 2018 (Unaudited) (未經審核)		Nine months ended 30 September 截至9月30日止9個月 2018 (Unaudited) (未經審核)	
		2017 (Unaudited) (未經審核)	2017 (Unaudited) (未經審核)	2017 (Unaudited) (未經審核)	2017 (Unaudited) (未經審核)
Earnings	盈利				
Profit for the purpose of basic (loss)/earnings per share (RMB'000)	用以計算每股基本(虧損)/盈利之溢利(人民幣千元)	(4,453)	17,250	(27,043)	14,702
Number of shares	股份數目				
Weighted average number of ordinary shares for the purpose of basic (loss)/earnings per share	用以計算每股基本(虧損)/盈利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)/earnings per share is based on the (loss)/profit 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)/盈利乃基於本公司擁有人應佔本期(虧損)/溢利及加權平均普通股數計算。

No diluted loss per share is presented as there were no potential ordinary shares in issue during the Period (2017: nil).

於本期間內並無潛在普通股發行，故並未呈列每股攤薄虧損(2017年：無)。

Third Quarterly Results (Continued)

第三季度業績(續)

Notes to the Third Quarterly Results (Continued)

第三季度業績附註(續)

9. Bank borrowings

9. 銀行借款

		30 September 2018	31 December 2017
		2018年 9月30日	2017年 12月31日
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Bank borrowings due for repayment within one year	一年內償還 到期銀行借款	76,000	61,000

All the bank borrowings of the Group were pledged loans, which were secured by offshore funds of the Group.

本集團的銀行借款均為質押貸款，以本集團的境外資金作為質押。

10. Dividend

The Board has resolved not to declare the payment of any interim dividend for the Period (2017: nil).

10. 股息

董事會決議不就於本期間內宣派任何中期股息(2017年：無)。

Business Review

Online transaction services

For the Period, the Group was principally engaged in providing online transaction services by facilitating transactions between online game operators and online game users and providing mobile top-up service to mobile subscribers in the PRC. The Group offers online transaction platforms which could enable online game users to pay their online game accounts through mobile top-up credits by operating its self-developed Shenzhoufu System and co-operating with online game operators in the PRC. The Group uses the mobile top-up credits received from online game users to top up mobile subscription accounts. Such process could also be realized by using Shen Zhou Fu Card issued by the Group on the internet.

According to “The overall operation of the payment system in 2017” published by the People’s Bank of China, the number of online payment and telephone payment transactions processed by banking financial institutions decreased during 2017 as compared to 2016, whereas mobile payment has increased significantly in 2017 which signifies that the popularity of the use of mobile platforms for payment are on an increasing trend and such trend may adverse affect the number of users on the Shenzhoufu System.

業務回顧

網上交易服務

於本期間內，本集團運營的主要業務為在中國透過促進網上遊戲運營商與網上遊戲用戶之間的交易，以及向手機用戶提供手機話費充值服務來提供網上交易服務。本集團透過運作其自主開發的神州付系統及與中國的網上遊戲運營商合作，接受網上遊戲用戶使用手機話費充值金額為他們的網上遊戲賬號充值的網上交易平台。本集團將向網上遊戲用戶收取的手機話費充值金額用來為手機賬號充值，該充值過程亦可通過本集團發行的神州付一卡通使用移動互聯網實現。

根據中國人民銀行發佈的「2017年支付體系運行總體情況」，於2017年由銀行金融機構進行的網上支付及電話支付交易較2016年降低，而手機支付於2017年大幅上升，其表明盛行使用手機平台支付呈上升趨勢且該種趨勢可能嚴重影響神州付系統的用戶數量。

* For identification purpose only

Micro financing facilitating services

For the Period, The Group carries on micro financing facilitating services as an intermediary service institution for lenders and borrowers through its online micro financing platform and provided financing guarantee service for the lenders through Wanlefu Software Technology Limited (“Wanlefu”) and Beijing Kuaihuika Technology Co., Ltd.* (“Kuaihuika”). The micro financing facilitating services provided by the Group include (i) developing and operating an online micro financing platform to facilitate lenders to lend money to the borrowers; (ii) introducing borrowers registered on the Group’s online micro financing platform to the lenders; (iii) conducting credibility review service on the borrowers; and (iv) provided customer service and administrative services to the borrowers and lenders.

On 6 September 2018, Beijing Youxiping Technology Co., Ltd.*, a wholly-owned subsidiary of the Company by virtue of a series of structured contracts (the “Vendor”), and Beijing Vanguard Technology Innovation Center (Limited Partnership)* (the “Purchaser”) entered into the equity transfer agreement, pursuant to which the Vendor agreed to sell, and the Purchaser agreed to acquire the 30% equity interest in Kuaihuika at the consideration of RMB300,000 (the “Disposal”).

Subject to the completion of the Disposal, the Company will be interested in 21% equity interest of the Target Company. Kuaihuika will become an associate of the Company. As at the date of this report, the Disposal has not been completed. For further details, please refer to the Company’s announcement published on the respective website of the Stock Exchange and the website of the Company on 6 September 2018.

小額融資中介服務

於本期間內，本集團作為中介服務機構透過其線上小額融資平台為放貸人及借款人提供小額融資中介服務以及通過玩樂付科技有限公司(「玩樂付」)及北京快惠卡技術有限公司(「快惠卡」)為貸款人提供融資擔保服務。本集團提供的小額融資中介服務包括(i)開發及營運線上小額融資平台，以促進放貸人向借款人放款；(ii)向放貸人介紹在本集團線上小額融資平台登記的借款人；(iii)對借款人進行資信審查服務；及(iv)向借款人及放貸人提供客服及行政管理服務。

於2018年9月6日，北京遊戲瓶科技有限責任公司(透過一系列結構合約為本公司全資附屬公司)(「賣方」)與北京梵資科技創新中心(有限合伙)(「買方」)訂立股權轉讓協議，據此，賣方同意出售，及買方同意收購快惠卡30%股權(「出售事項」)，代價為人民幣300,000元。

於出售事項完成後，本公司將擁有目標公司21%之股權。快惠卡將成為本公司之聯營公司。於本報告日期，出售事項尚未完成。有關進一步詳情，請參閱本公司於2018年9月6日分別於聯交所及本公司網站刊發的公告。

Management Discussion and Analysis (Continued)

管理層討論與分析 (續)

According to the “Notice on regulating and rectifying the “Cash Loan” business” 《關於規範整頓“現金貸”業務的通知》 (the “Notice”) jointly issued by the People’s Bank of China and the China Banking Regulatory Commission and approved by the State Council of the PRC on 1 December 2017, it is stated that lending institutions are forbidden/prohibited to (i) receive the interest, handling fees, management fees, deposits, and the setting of high overdue interest, late fees, penalties by deducting from the principal; (ii) provide loans, credits, and matching services to students with no regular income and applicants who have no ability to repay; (iii) provide loan-matching services for “down payment” and real estate financing; and (iv) provide loan-matching services without any specified use.

The business environment of the micro financing industry in the PRC may be adversely affected given the aforesaid stringent prohibitions and tightened control imposed by the PRC government. The Company remains conservative on the business of micro financing facilitating services of the Group (as an intermediary service institution for lenders and borrowers through its online micro financing platform).

Provision of software technology services and sales of smart hardware products

For the Period, the Group’s software technology services mainly include the provision and host of digital infrastructure, software solution consultancy and technical services, maintenance of blockchain services to corporate or customers for blockchain technology. The Group has developed cloud blockchain exchange infrastructure namely MasterDAX and launched in April 2018, where the customers of the Group are using this platform to provide blockchain exchange services and digital asset management service to individuals.

經中國國務院批准，中國人民銀行與中國銀行業監督管理委員會於2017年12月1日聯合發佈《關於規範整頓「現金貸」業務的通知》(「通知」)，通知指出放貸機構不得／禁止(i)從借貸本金中先行扣除利息、手續費、管理費、保證金以及設定高額逾期利息、滯納金、罰息等；(ii)向無固定收入的學生及不具備償還能力的申請人提供貸款、信貸及撮合服務；(iii)就「首付款」及房地產融資提供貸款撮合服務；及(iv)提供無指定用途的貸款撮合服務。

中國小額融資行業的業務環境將因前述中國政府施加嚴格的禁止規定及收緊的管控措施而受到不利影響。本公司於本集團小額融資中介服務業務(透過其線上小額融資平台而作為貸款人及借款人的中介服務機構)中保持保守。

提供軟件技術服務和智能硬件產品銷售

於本期間內，本集團的軟件技術服務主要包括提供並舉辦數字基礎設施、軟件方案顧問及技術服務及為企業或客戶之區塊鏈技術維持區塊鏈服務。本集團已開發雲區塊鏈交換基礎設施即MasterDAX，並於2018年4月推出，本集團客戶利用該平台為個人提供區塊鏈交換服務及數字資產管理服務。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

The Group's sales of smart hardware products business mainly includes the sale of blockchain technology hardware products, which are used for cryptocurrencies mining in various devices including computers, smartphones and tablets. The Group has developed a hardware device namely "X-Key" which can utilise the idle resources from computers and smartphones (i.e. unused internet broadband and memories) to solve complex arithmetic matrix, in return for cryptocurrencies.

Leveraging on its expertise and experience gained in developing online transaction services and its previous investments in companies principally engaging in blockchain technology, the Group has built up its R&D capabilities in exploring the applications of blockchain technology in cryptocurrencies and daily life applications in both software and hardware aspects. Further, the Group has also seek cooperation with Microsoft to utilise Microsoft's blockchain cloud platform in providing the relevant software development and maintenance service in 2018.

Financial Review

Revenue

Online transaction services

For the Period, the Group recorded a revenue from operation of approximately RMB27,600,000, representing an increase of RMB13,496,000 or 95.69% as compared to that of approximately RMB14,104,000 for the same period of 2017.

本集團的智能硬件產品銷售業務主要包括區塊鏈技術硬件產品銷售，其主要用於各種設備中(包括電腦、智能手機及平板)的加密貨幣開採。本集團已開發一種名為「X-Key」的硬件設備，其可以利用計算機及智能手機之間置資源(即未使用的互聯網寬帶及存儲器)以解決複雜的算術矩陣，從而獲得加密貨幣。

憑藉其自開發網上交易服務所得的專業知識及經驗，以及其對主要從事區塊鏈技術的公司的過往投資，本集團已構建其研發能力，內容有關探索區塊鏈技術應用於加密貨幣及於軟件及硬件方面的日常應用。此外，本集團亦尋求與微軟合作，以於2018年利用微軟區塊鏈雲平台提供相關軟件開發及維護服務。

財務回顧

收入

網上交易服務

於本期間內，本集團取得營業收入約為人民幣27,600,000元，較2017年同期的營業收入約為人民幣14,104,000元上升了人民幣13,496,000元或95.69%。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

For the Period, there were 518,000 transactions of providing online transaction services to the online game operators through the Shenzhoufu System by the Group, decreased by 2,336,000 transactions or 81.85% as compared to 2,854,000 transactions for the same period of 2017. The transaction amount during the Period was approximately RMB34,094,000, representing a decrease of RMB151,090,000 or 81.59% as compared to that of approximately RMB185,184,000 for the same period of 2017. The decrease in the transaction volume of online transaction services was mainly due to the continuous decline of the transaction volume from a few online game operators with relatively high transaction volume.

For the Period, 607,000 transactions of mobile top-up services were provided by the Group, decreased by 4,174,000 transactions or 87.30% as compared to 4,781,000 transactions for the same period of 2017. The transaction amount was approximately RMB42,075,000, representing a decrease of RMB314,172,000 or 88.19% as compared to that of approximately RMB356,247,000 for the same period of 2017. For the Period, the revenue derived from mobile top-up services was approximately RMB519,000, representing a decrease of approximately RMB3,817,000 or 88.03% as compared to the revenue of approximately RMB4,336,000 for the same period of 2017.

As the transaction volume of the business of online transaction services decreased faster than the transaction volume of mobile top-up services, the Group had to purchase mobile top-up cards directly from telecommunication operators or its distributors to meet the demand. During the Period, the average discount of the mobile top-up cards purchased externally was 0.45%, representing a decrease of 0.13% as compared to that of 0.58% for the same period of 2017. Meanwhile, the average discount of mobile top-up services of the Group also increased from 0.77% for the same period of 2017 to 1.18% during the Period.

於本期間內，本集團通過神州付系統向網上遊戲運營商提供網上交易服務的交易筆數為518,000宗，較2017年同期的2,854,000宗下降了2,336,000宗或81.85%。本期間內的交易金額約為人民幣34,094,000元，較2017年同期的交易金額約為人民幣185,184,000元下降了人民幣151,090,000元或81.59%。網上交易服務的交易量下降的主要原因為少數交易量相對較大的網上遊戲運營商的交易量持續下降。

於本期間內，本集團手機話費充值服務的交易筆數為607,000宗，較2017年同期的4,781,000宗下降了4,174,000宗或87.30%。交易金額約為人民幣42,075,000元，較2017年同期交易金額約人民幣356,247,000元下降了人民幣314,172,000元或88.19%。於本期間內，手機話費充值業務取得的收入約為人民幣519,000元，較2017年同期收入約為人民幣4,336,000元下降約為人民幣3,817,000元或88.03%。

由於網上交易服務業務的交易量的下降速度較手機話費充值服務的交易量的下降速度快，本集團需要直接向電信運營商或其分銷商採購手機話費充值卡來滿足需求。於本期間內，外購手機話費充值卡的平均折扣為0.45%，較2017年同期折扣為0.58%而言，降幅為0.13%，與此同時，本集團手機話費充值服務的平均折扣也有所上升，由2017年同期的0.77%上升到本期間內的1.18%。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

For the Period, the transaction amount from distributing online game products of the Group was approximately RMB97,906,000 and the revenue from such operations was approximately RMB2,211,000, representing a decrease of RMB481,581,000 or 83.10% in transaction amount as compared to that of RMB579,487,000 for the same period of 2017 and a decrease of RMB3,787,000 or 63.14% in revenue as compared to that of RMB5,998,000 for the same period of 2017.

Micro financing services

During the Period, the Group as the intermediary service company provided micro financing facilitating services for creditors and debtors through online micro financing platform. The revenue derived from the micro financing facilitating services by the Group was approximately RMB16,192,000 (2017: RMB3,770,000). The revenue attributed to micro financing facilitating services amounted to approximately RMB6.3 million and RMB5.1 million for the three months ended 30 June 2018 and 30 September 2018, respectively, representing a decrease of approximately RMB1.2 million or 19.0%. Such decrease was mainly due to the implementation of the government policies set out in the Notice.

Provision of software technology services and sales of smart hardware products

During the Period, the income received from the provision of software technology services for our customers and sales of smart hardware products by the Group was approximately RMB8,678,000 (2017: Nil). The revenue attributed to provision of software technology services and sales of smart hardware products amounted to approximately RMB1.5 million and RMB5.9 million for the three months ended 30 June 2018 and 30 September 2018 respectively, representing an increase of approximately RMB4.4 million or 293.3%. The increase was mainly due to the increase in demand for blockchain technology related software solutions and smart hardware products.

於本期間內，本集團分銷網上遊戲產品的交易金額約為人民幣97,906,000元，該等運營取得的收入約為人民幣2,211,000元，較2017年同期的交易金額人民幣579,487,000元下降人民幣481,581,000元或83.10%，較2017年同期的收入人民幣5,998,000元下降人民幣3,787,000元或63.14%。

小額融資服務

於本期間內，本集團作為中介服務機構通過其線上小額融資平台為貸方及借方提供小額融資中介服務。本集團自小額融資中介服務產生收入約為人民幣16,192,000元(2017年：人民幣3,770,000元)。截至2018年6月30日止3個月及截至2018年9月30日止3個月，由小額融資中介服務產生的收入分別約為人民幣6,300,000元及人民幣5,100,000元，下降約人民幣1,200,000元或19.0%。該等下降乃主要由於實施本通知所載政府政策。

提供軟件技術服務和智能硬件產品銷售

於本期間內，本集團通過向客戶提供軟件技術服務和銷售智能硬件產品取得收入約為人民幣8,678,000元(2017年：無)。截至2018年6月30日止3個月及截至2018年9月30日止3個月，由提供軟件技術服務和智能硬件產品產生的收入分別約為人民幣1,500,000元及人民幣5,900,000元，上升約人民幣4,400,000元或293.3%。該上升乃主要由於區塊鏈技術相關的軟件解決方案及智能硬件產品的需求上升。

Management Discussion and Analysis (Continued)

管理層討論與分析 (續)

Cost of revenue

For the Period, the cost of revenue of the Group was approximately RMB11,547,000, increased by approximately RMB4,297,000 or 59.27% as compared with approximately RMB7,250,000 for the same period of 2017. The increase in cost of revenue for the Period was mainly due to (i) the cost generated by the development of software technology services and hardware in connection with blockchain related technologies; and (ii) increases in cost derived from sales of smart hardware product for the Period.

Gross profit

During the Period, the Group realized a gross profit of approximately RMB16,053,000, representing an increase of RMB9,199,000 or 134.21% as compared with approximately RMB6,854,000 for the same period of 2017 owing to the increases in revenue and cost of revenue.

Selling and distribution expenses

For the Period, the selling and distribution expenses of the Group were approximately RMB4,564,000, representing an increase of RMB2,746,000 or 151.05% as compared to approximately RMB1,818,000 for the same period of 2017. The increase in selling and distribution expenses was mainly due to the scaled up investments in the Group's software technology services and sales of hardware product with their respective rapid development during the Period.

Administrative expenses

For the Period, the administrative expenses of the Group were approximately RMB45,092,000, representing an increase of RMB24,644,000 or 120.52% as compared to approximately RMB20,448,000 for the same period of 2017. The increase in administrative expenses for the Period was due to the relatively higher salary costs and administration expenses incurred by the Company on active expansion of new business, in particular for the development of software technology services and hardware in connection with blockchain related technologies.

收入成本

於本期間內，本集團的收入成本約為人民幣11,547,000元，較2017年同期約人民幣7,250,000元上升了約為人民幣4,297,000元或59.27%。本期間內收入成本上升的主要原因是(i)由開發軟件技術服務及與區塊鏈技術有關之硬件產生之成本；及(ii)源於銷售智能硬件產品的成本上升。

毛利

於本期間內，本集團實現毛利約為人民幣16,053,000元，較2017年同期的毛利約為人民幣6,854,000元上升了人民幣9,199,000元或134.21%，乃由於收入及收入成本上升所致。

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4,564,000元，較2017年同期的約人民幣1,818,000元上升了人民幣2,746,000元或151.05%。銷售及分銷開支的上升主要由於本期間內隨著本集團軟件技術服務和硬件產品銷售的快速發展而擴大投資所致。

行政開支

於本期間內，本集團的行政開支約為人民幣45,092,000元，較2017年同期的約人民幣20,448,000元上升了人民幣24,644,000元或120.52%。本期間行政開支的上升是因為本公司努力拓展新業務所帶來較高的人工成本和行政開支所致，尤其是開發軟件技術服務及有關區塊鏈技術的硬件。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

Loss/profit before income tax credit

For the Period, the loss before income tax credit of the Group was approximately RMB28,566,000 as compared with the profit of approximately RMB10,431,000 for the same period of 2017.

Income tax credit

For the Period, the income tax credit of the Group was approximately RMB760,000, with the effective tax rate of 2.66%. For the same period of 2017, the income tax credit of the Group were approximately RMB1,467,000, with the effective tax rate of -14.07%. The negative effective tax rate during the Period was due to the reduction in the balance of deferred tax resulted from the loss for the Period and the refund of income tax for the Period. In 2018, Shenzhoufu (Beijing) Software Technology Co., Ltd., a subsidiary of the Company, became a qualified national hi-tech enterprise, of which the applicable PRC enterprise income tax rate was 15%.

Loss for the Period

For the Period, the loss after income tax of the Group was approximately RMB27,806,000 as compared with the profit after income tax of the Group of approximately RMB11,898,000 for the same period of 2017. The loss was attributable to the decrease in other income and gains, and as the Group has scaled up investment in various new business segments during the Period, along with their respective rapid development, leading to an increase in sales and marketing and administrative expenses.

Dividend

The Board has resolved not to declare the payment of any interim dividend for the Period (2017: nil).

除所得稅抵免前虧損／溢利

於本期間內，本集團除所得稅抵免前虧損約為人民幣28,566,000元，而2017年同期的溢利約為人民幣10,431,000元。

所得稅抵免

於本期間內，本集團的所得稅抵免約為人民幣760,000元，實際稅率為2.66%。本集團2017年同期的所得稅抵免約為人民幣1,467,000元，實際稅率為-14.07%。實際稅率於本期間內為負的原因是本期間內的虧損導致的遞延稅項餘額的下降以及本期間內獲退還所得稅款項。2018年本公司附屬公司神州付(北京)軟件技術有限公司作為符合資格的國家高新技術企業，其適用的中國企業所得稅稅率為15%。

本期間內虧損

於本期間內，本集團的除所得稅後虧損約為人民幣27,806,000元，而2017年同期本集團的除所得稅後溢利約為人民幣11,898,000元。出現虧損的原因是其他收入及收益的下降，及隨著本期間內各個新業務分部的快速發展，本集團擴大對各個新業務分部的投資，導致銷售及營銷開支和行政開支的上升。

股息

董事會決議不就於本期間內宣派任何中期股息(2017年：無)。

Outlook

Given the circumstances as discussed in the section headed “Business Review” above, the Group will take a conservative approach in further investments in its online transaction services and micro financing services. The Group will maintain the necessary human resources and working capital sufficient for running for both the online transaction services and micro financing service of the Group at current scale and will explore ways to improve the profitability of both the businesses. For the Group’s micro financial facilitating service business, the Group will closely monitor the market condition and the impact of the Notice to the business environment and will reassess the business plan from time to time and may consider to realise its investment in this business segment as and when appropriate.

For the Group’s provision of software technology services and sales of smart hardware business, the Group will focus on upgrading the functionality and security of the software system with an aim to further enhance the user experience of the customers and meanwhile expand its customer base to various countries including Southeast Asia, Europe and North America. In addition, the Group will continue to market and promote the sales of X-Key products to different locations in the world. In the long run, the Group will devote resources in R&D to develop various software solutions by utilising blockchain technology such as software solutions on cryptocurrencies wallets security, cryptocurrencies future exchange systems and decentralised exchange systems.

Going forward, in light of the decreasing trend of the Group performance on its online transaction services and micro financing facilitating service and uncertainties of the corresponding market environment, the Group will devote R&D resources and capitalise on its expertise and experience gained from its online transaction services, micro financing services and blockchain technology to explore business opportunities which can create value to the Company and its shareholder.

展望

鑒於上文「業務回顧」一節所討論的情況，本集團進一步投資其網上交易服務及小額融資服務時將採取保守措施。本集團將維持必需的人力資源以及足夠的營運資金以按當前規模運營本集團的網上交易服務及小額融資服務並將探索更多的方式以提高該兩類業務之盈利能力。就本集團的小額中介融資服務業務而言，本集團將密切監控市場狀況及通知對業務環境的影響，並將不時重新評估業務計劃及可能於適當時考慮變現其於該業務分部的投資。

就本集團的提供軟件技術服務及智能硬件銷售業務而言，本集團將專注於升級軟件系統的功能性及安全性，從而進一步提升客戶的用戶體驗，同時擴大其客戶基礎至包括東南亞、歐洲及北美的多個國家。此外，本集團將持續營銷及推廣X-Key產品的銷售至世界各地。長期而言，本集團將於研發中投入資源，透過利用區塊鏈技術開發各種軟件解決方案，如加密貨幣錢包安全、加密貨幣期貨交易系統及去中心化交易系統的軟件解決方案。

展望未來，鑒於本集團網上交易服務及小額融資中介服務業績的下降趨勢以及相應市場環境的不確定性，本集團將投入研發資源並利用其在網上交易服務、小額融資服務獲得的專業知識及經驗及區塊鏈技術，以探索可為本公司及其股東創造價值的商機。

Corporate Governance and Other Information

企業管治及其他資料

Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures

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

Ordinary shares of US\$0.001 each of the Company (the "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2018年9月30日，董事及本公司主要行政人員於本公司及其相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債券中擁有須：(a) 根據證券及期貨條例第XV部第7及第8分部規定知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例的該等條文被當作或視為擁有的權益及淡倉）；或(b)根據證券及期貨條例第352條規定記錄在該條例所指的登記冊的權益及淡倉；或(c)根據GEM上市規則第5.46至5.67條知會本公司及聯交所的權益及淡倉如下：

好倉

本公司每股面值0.001美元的普通股（「股份」）

Name of Directors and chief executive	Capacity/Nature of interests	Number of issued Shares held	Approximate percentage of the issued Shares ^(Note 3)
董事及主要行政人員姓名	身份／權益性質	所持已發行股份數目	佔已發行股份概約百分比 ^(附註3)
Sun Jiangtao ("Mr. Sun" ^(Note 1)) 孫江濤（「孫先生」） ^(附註1)	Interest of a controlled corporation/Corporate interest 受控制法團的權益／公司權益	244,800,000	51.00%
Wei Zhonghua ("Mr. Wei" ^(Note 2)) 魏中華（「魏先生」） ^(附註2)	Interest of a controlled corporation/Corporate interest 受控制法團的權益／公司權益	26,854,800	5.59%
Tang Bin 唐斌	Beneficial owner/ Personal interest 實益擁有人／個人權益	588,000	0.12%

Corporate Governance and Other Information (Continued)

企業管治及其他資料(續)

Notes:

1. Details of the interest in the Company held by Mr. Sun, an Executive Director and the chief executive officer of the Company (the "CEO"), through 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. Details of the interest in the Company held by Mr. Wei, the chairman of the Board (the "Chairman") and a non-executive Director, through Swift Well Limited ("Swift Well") are set out in the section headed "Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares" below.
3. The percentage of shareholding was calculated based on the Company's total issued Shares of 480,000,000 Shares as at 30 September 2018.

Save as disclosed above, as at 30 September 2018, none of the Directors nor the chief executive of the Company had any interests and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required to: (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be recorded in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

附註:

1. 執行董事兼本公司行政總裁(「行政總裁」)孫先生透過Data King持有本公司權益，有關詳情載於下文「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. 董事會主席(「主席」)及非執行董事魏先生透過Swift Well Limited(「Swift Well」)持有本公司權益，有關詳情載於下文「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。
3. 控股百分比乃根據本公司於2018年9月30日已發行股份總數480,000,000股股份計算所得出。

除上文披露者外，於2018年9月30日，董事或本公司主要行政人員概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債券中擁有須：(a)根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所之任何權益及淡倉(包括根據證券及期貨條例的該等條文被當作或視為擁有之權益及淡倉)；或(b)根據證券及期貨條例第352條規定記錄在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。

Corporate Governance and Other Information (Continued)

企業管治及其他資料(續)

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

主要股東及其他人士於股份及相關股份之權益及淡倉

As at 30 September 2018, so far as is known by or otherwise notified to any Directors, the particulars of the corporations or persons (other than a Director or the chief executive of the Company) which/who had 5% or more interests in the Shares and underlying Shares as recorded in the register required to be kept by the Company under section 336 of the SFO were as follows:

於2018年9月30日，就任何董事所知或所獲悉，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%或以上權益之公司或人士(董事或本公司主要行政人員除外)的資料如下：

Name of substantial shareholders 主要股東名稱/姓名	Capacity/Nature of interests 身份/權益性質	Number of issued Shares held 所持已發行股份數目	Approximate percentage of issued Shares 佔已發行股份概約百分比
Data King ^(Note 1) Data King ^(附註1)	Beneficial owner/ Personal interest 實益擁有人/個人權益	244,800,000	51.00%
Swift Well ^(Note 2) Swift Well ^(附註2)	Beneficial owner/ Personal interest 實益擁有人/個人權益	26,854,800	5.59%
IDG-ACCEL CHINA GROWTH FUND II L.P. ^(Note 3) IDG-ACCEL CHINA GROWTH FUND II L.P. ^(附註3)	Beneficial owner/ Personal interest 實益擁有人/個人權益	81,122,700	16.90%
IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. ^(Note 3) IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. ^(附註3)	Interest of a controlled corporation/Corporate interest 受控制法團的權益/公司權益	81,122,700	16.90%
IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. ^(Note 3) IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. ^(附註3)	Interest of controlled corporations/Corporate interest 受控制法團的權益/公司權益	87,757,200	18.28%

Corporate Governance and Other Information (Continued)

企業管治及其他資料(續)

Name of substantial shareholders 主要股東名稱/姓名	Capacity/Nature of interests 身份/權益性質	Number of issued Shares held 所持已發行 股份數目	Approximate percentage of issued Shares 佔已發行股份 概約百分比
Ho Chising ^(Note 4) Ho Chising ^(附註4)	Interest of controlled corporations/Corporate interest 受控制法團的權益/ 公司權益	87,757,200	18.28%
Zhou Quan ^(Note 5) 周全 ^(附註5)	Interest of controlled corporations/Corporate interest 受控制法團的權益/ 公司權益	87,757,200	18.28%

Notes:

附註：

1. DATA KING is wholly owned by Mr. Sun, an Executive Director and the CEO. Under the SFO, Mr. Sun is deemed to be interested in all the Shares held by DATA KING.
2. SWIFT WELL is owned as to 95% by Mr. Wei, the Chairman and a non-executive Director, and 5% by Mr. Wei Chunming respectively. Under the SFO, Mr. Wei is deemed to be interested in all the Shares held by SWIFT WELL.

1. DATA KING 由執行董事兼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。
2. SWIFT WELL分別由主席兼非執行董事魏先生及魏春明先生擁有95%及5%權益。根據證券及期貨條例，魏先生被視為於SWIFT WELL所持全部股份中擁有權益。

Corporate Governance and Other Information (Continued)

企業管治及其他資料(續)

- IDG-ACCEL CHINA GROWTH FUND II L.P., which owned 81,122,700 Shares, is an exempted limited partnership registered in the Cayman Islands. 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-ACCEL CHINA INVESTORS II L.P. which owned 6,634,500 Shares. Under the SFO, IDG-ACCEL CHINA GROWTH FUND II L.P. is deemed to be interested in all the Shares in which IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. is deemed to be interested in all the Shares in which IDG-ACCEL CHINA GROWTH FUND II L.P. and IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. are interested.
- IDG-ACCEL CHINA GROWTH FUND II L.P. 為於開曼群島註冊的獲豁免有限合夥公司，擁有81,122,700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.。為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-ACCEL CHINA INVESTORS II L.P.的普通合夥人，後者擁有6,634,500股股份。根據證券及期貨條例，IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P.被視為於IDG-ACCEL CHINA GROWTH FUND II L.P.擁有權益的所有股份中擁有權益，而IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD.被視為於IDG-ACCEL CHINA GROWTH FUND II L.P.及IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P.擁有權益的所有股份中擁有權益。
- Ho Chising is a controlling shareholder holding 50% of equity interests in IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. and he is deemed to be interested in all the Shares in which IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. is interested.
- Ho Chising 為持有IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 50%股權的控股股東。彼被視為於IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD.擁有權益的全部股份中擁有權益。
- Zhou Quan is the other controlling shareholder holding 50% of equity interests in IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. and he is deemed to be interested in all the Shares in which IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. is interested.
- 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。彼被視為於IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD.擁有權益的全部股份中擁有權益。
- The percentage of shareholding was calculated based on the Company's total issued Shares of 480,000,000 Shares as at 30 September 2018.
- 持股百分比乃根據本公司於2018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 2018, so far as is known by or otherwise notified to the Directors, no other corporation or person (other than a Director or the chief executive of the Company) had interests and short positions in the Shares and underlying Shares as required to be recorded in the register pursuant to section 336 of the SFO.

Share Option Scheme

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

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

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

除上文所披露外，就董事所知或所獲悉，於2018年9月30日，概無其他公司或人士（董事或本公司主要行政人員除外）於股份及相關股份中擁有根據證券及期貨條例第336條須記錄於該條例所指登記冊之權益及淡倉。

購股權計劃

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

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

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

- (c) a company beneficially owned by any director, employee, consultant, professional, customer, supplier, agent, partner, adviser or contractor to the Group or an Affiliate.

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 2018.

Non-Competition Undertakings

As disclosed in the Company's prospectus dated 27 November 2013 (the "Prospectus"), the Company entered into a deed of non-competition with Mr. Wei, Mr. Sun, Swift Well and Data King (the "Controlling Shareholders") on 9 November 2013 regarding the non-competition undertakings given by each of the Controlling Shareholders in favour of the Company (for itself or as trustee for its subsidiaries) (the "Non-Competition Undertakings"). A summary of the principal terms of the Non-Competition Undertakings is set out in the section headed "Relationship with Controlling Shareholders" of the Prospectus.

During the Period, the independent non-executive Directors (the "INEDs") had reviewed the compliance with the undertakings given by each of the Controlling Shareholders (including a letter of compliance with the undertakings issued by the Controlling Shareholder) and concluded with the confirmation by each of the Controlling Shareholders that neither the Controlling Shareholders nor their respective close associates (as defined in the GEM Listing Rules) had engaged in any business that competed or might compete with the business of the Group or have any other conflict of interests with the Group.

- (c) 由本集團或聯屬公司的任何董事、僱員、諮詢人、專業人員、客戶、供應商、代理、合作夥伴、顧問或承包商實益擁有的公司。

於本期間內，概無任何購股權根據購股權計劃獲授出、行使或註銷或失效，亦無購股權於2018年9月30日尚未行使。

不競爭承諾

誠如本公司日期為2013年11月27日的招股章程(「招股章程」)所披露，於2013年11月9日，本公司與魏先生、孫先生、Swift Well以及Data King(「控股股東」)就各控股股東以本公司(為其本身或作為其附屬公司的受託人)為受益人提供之不競爭承諾(「不競爭承諾」)訂立了一份不競爭契約。不競爭承諾的主要條款概要載列於招股章程「與控股股東的關係」一節。

獨立非執行董事(「獨立非執行董事」)於本期間內對各控股股東遵守所作承諾的情況進行了審核(包括獲該控股股東出具遵守承諾的函件)，結論為各控股股東確認彼等或彼等各自緊密聯繫人(定義見GEM上市規則)概無從事與本集團業務構成競爭或可能構成競爭或與本集團有任何其他利益衝突之業務。

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” above, none of the Directors, the Controlling Shareholders and their respective close associates (as defined in the GEM Listing Rules) were considered to have interests in a business which competed or was likely to compete, either directly or indirectly, with the business of the Group and any other conflicts of interest, as required to be disclosed under Rule 11.04 of the GEM Listing Rules.

Compliance with the Corporate Governance Code

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

During the Period, the Company had applied the principles and complied with all the code provisions of the Corporate Governance Code (the “CG Code”) contained in Appendix 15 to the GEM Listing Rules except for code provision E.1.2 of the CG Code that the Chairman should attend the annual general meeting of the Company (the “AGM”) and should also invite the chairmen of the Board’s audit committee (the “Audit Committee”), nomination committee and remuneration committee to attend it. However, Mr. Wei, the Chairman, was unable to attend the AGM held on 17 May 2018 (the “2018 AGM”) due to other business engagements. In the absence of the Chairman, Mr. Sun, an executive Director and the CEO, took the chair of the 2018 AGM in accordance with the articles of association of the Company to ensure an effective communication with the Shareholders.

董事、控股股東及彼等各自緊密聯繫人於競爭業務之權益

本期間內，除於上文「不競爭承諾」一節所披露外，概無董事、控股股東及彼等各自緊密聯繫人(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有競爭以及存在任何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部分。董事會及高級管理層致力於建立和維持高水平的企業管治，並已採取各項措施，加強本公司的管理效率以保障本公司股東(「股東」)的權益。

於本期間內，本公司已採用並遵守GEM上市規則附錄十五所載企業管治守則(「企業管治守則」)所載所有守則條文，惟企業管治守則第E.1.2條除外，主席須出席本公司股東週年大會(「股東週年大會」)，並亦須邀請董事會審核委員會(「審核委員會」)、提名委員會及薪酬委員會主席出席。然而，主席魏先生由於須處理其他事務，未能出席於2018年5月17日舉行的股東週年大會(「2018年股東週年大會」)。由於主席缺席，根據本公司組織章程細則規定，執行董事兼行政總裁孫先生擔任2018年股東週年大會主席，以確保能與股東有效溝通。

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, except for the compliance adviser agreement entered into between the Company and the compliance adviser and becoming effective on 19 January 2016, neither the compliance adviser nor its directors, employees or close associates had any interests in relation to the Company or any member of the Group (including interest in the securities of the Company or any member of the Group, and options or rights to subscribe for such securities) during the Period, 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所告知，除本公司與合規顧問訂立並於2016年1月19日生效的合規顧問協議外，合規顧問或其董事、僱員或緊密聯繫人概無於本期間於本公司或本集團任何成員公司(包括於本公司或本集團任何成員公司的證券的權益，及認購有關證券的選擇權或權利)根據GEM上市規則第6A.32條擁有須知會本公司的任何權益。

購買、出售或贖回本公司之上市證券

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

Audit Committee's Review

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

By order of the Board
China Binary New Fintech Group
Sun Jiangtao
Chief Executive Officer and Executive Director

Hong Kong, 8 November 2018

As at the date of this report, the executive Directors are Mr. Sun Jiangtao (Chief Executive Officer) and Mr. Tang Bin, the non-executive Directors are Mr. Wei Zhonghua (Chairman), Mr. Li Jianguang and Mr. Lan Xi, and the INEDs are Mr. Hou Dong, Mr. He Qinghua and Mr. Yang Haoran.

審核委員會之審閱

審核委員會由三名成員組成，包括兩名獨立非執行董事何慶華先生（「何先生」）及侯東先生，以及主席兼非執行董事魏先生。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
行政總裁兼執行董事
孫江濤

香港，2018年11月8日

於本報告日期，執行董事為孫江濤先生（行政總裁）及唐斌先生，非執行董事為魏中華先生（主席）、李建光先生及蘭希先生，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