



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

2019 第一季度報告
FIRST QUARTERLY REPORT

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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This report, for which the directors of China Binary New Fintech Group (the “Company” and the “Directors”, respectively) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

**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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Corporate Information

公司資料

DIRECTORS

Executive Directors

Mr. Sun Jiangtao (*Chief Executive Officer*)
Mr. Tang Bin

Non-executive Directors

Mr. Wei Zhonghua (*Chairman*)
Mr. Li Jianguang
Mr. Lan Xi

Independent Non-executive Directors

Mr. Yang Haoran
Mr. Hou Dong
Mr. He Qinghua

COMPLIANCE OFFICER

Mr. Tang Bin

COMPANY SECRETARY

Ms. Cheng Lucy (*an associate of The Hong Kong Institute of Chartered Secretaries*)

AUTHORISED REPRESENTATIVES

Mr. Sun Jiangtao
Mr. Tang Bin

AUDIT COMMITTEE

Mr. He Qinghua (*Chairman*)
Mr. Hou Dong
Mr. Wei Zhonghua

董事

執行董事

孫江濤先生 (*行政總裁*)
唐斌先生

非執行董事

魏中華先生 (*主席*)
李建光先生
蘭希先生

獨立非執行董事

楊浩然先生
侯東先生
何慶華先生

合規主任

唐斌先生

公司秘書

曾若詩女士 (*香港特許秘書公會會員*)

授權代表

孫江濤先生
唐斌先生

審核委員會

何慶華先生 (*主席*)
侯東先生
魏中華先生

Corporate Information

公司資料

REMUNERATION COMMITTEE

Mr. Hou Dong (*Chairman*)

Mr. Yang Haoran

Mr. Sun Jiangtao

薪酬委員會

侯東先生(主席)

楊浩然先生

孫江濤先生

NOMINATION COMMITTEE

Mr. Yang Haoran (*Chairman*)

Mr. Hou Dong

Mr. Sun Jiangtao

提名委員會

楊浩然先生(主席)

侯東先生

孫江濤先生

INDEPENDENT AUDITOR

BDO Limited

25th Floor

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獨立核數師

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香港

干諾道中111號

永安中心

25樓

PRINCIPAL BANKERS

Beijing Rural Commercial Bank

Bank of Jiangsu

China Minsheng Banking Corp., Ltd. (Head Office,
Operation Department)

Agricultural Bank of China, Beijing Branch

主要往來銀行

北京農商銀行

江蘇銀行

中國民生銀行股份有限公司
(總行營業部)

中國農業銀行北京分行

REGISTERED OFFICE

P.O. Box 31119

Grand Pavilion

Hibiscus Way

802 West Bay Road

Grand Cayman

KY1-1205

Cayman Islands

註冊辦事處

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Grand Cayman

KY1-1205

Cayman Islands

Corporate Information

公司資料

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN THE PEOPLE'S REPUBLIC OF CHINA (THE "PRC")

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Wangjing, Chaoyang District
Beijing
The PRC

總辦事處及中華人民共和國 (「中國」)主要營業地點

中國
北京
朝陽區望京
啟陽路金輝大廈
15樓1506室

PRINCIPLE PLACE OF BUSINESS IN HONG KONG

31/F, 148 Electric Road
North Point
Hong Kong

香港主要營業地點

香港
北角
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PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Vistra (Cayman) Limited
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Hibiscus Way
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Cayman Islands

開曼群島股份過戶登記總處

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Grand Cayman
KY1-1205
Cayman Islands

Corporate Information

公司資料

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

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Hong Kong

COMPLIANCE ADVISER

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LISTING INFORMATION

GEM of The Stock Exchange of Hong Kong Limited
Stock Code: 8255
Board Lot: 6000

COMPANY'S WEBSITE

www.shenzhoufu.hk

香港股份過戶登記分處

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合規顧問

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香港
皇后大道中29號
華人行16樓1601室

上市資料

香港聯合交易所有限公司GEM
股份代號：8255
買賣單位：6000

公司網站

www.shenzhoufu.hk

First Quarterly Results

第一季度業績

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 ended 31 March 2019 (the “Period”) together with the comparative unaudited figures for the corresponding period in 2018 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2019年3月31日止3個月(「本期間」)的未經審核簡明綜合業績，連同2018年相應期內的未經審核比較數據如下：

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the three months ended 31 March 2019

未經審核簡明綜合全面收益表

截至2019年3月31日止3個月

		Three months ended 31 March 截至3月31日止3個月		
		Notes 附註	2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Revenue	收入	4	10,934	5,649
Cost of revenue	收入成本		(2,484)	(3,122)
Gross profit	毛利		8,450	2,527
Other income and gains or (losses)	其他收入及收益或(虧損)	4	1,123	155
Fair value gains or (losses) on intangible assets	無形資產的公平值收益或(虧損)		10	—
Selling and distribution expenses	銷售及分銷開支		(1,640)	(1,685)
Administrative expenses	行政開支		(14,164)	(17,980)
Share of losses of associates	應佔聯營公司之虧損		(251)	(144)
Finance costs	融資成本	5	(970)	(805)
Loss before income tax credit	除所得稅抵免前虧損	6	(7,442)	(17,932)
Income tax credit	所得稅抵免	7	480	628
Loss for the period	期內虧損		(6,962)	(17,304)
Other comprehensive income	其他全面收益			
Items that will not be reclassified subsequently to profit or loss:	其後將不會重新分類至損益的項目：			
Changes in fair value of equity instruments at fair value through other comprehensive income, net of tax	按公平值計入其他全面收益的股本工具公平值變動，除稅淨額		(518)	(1,209)
Other comprehensive income for the period	期內其他全面收益		(518)	(1,209)
Total comprehensive income for the period	期內全面收益總額		(7,480)	(18,513)

First Quarterly Results

第一季度業績

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (Continued)

For the three months ended 31 March 2019

未經審核簡明綜合全面收益 表(續)

截至2019年3月31日止3個月

		Three months ended 31 March 截至3月31日止3個月	
		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
	Notes 附註		
Loss for the period attributable to:	以下各項應佔期內虧損：		
Owners of the Company	本公司擁有人	(8,683)	(15,579)
Non-controlling interests	非控股權益	1,721	(1,725)
		(6,962)	(17,304)
Total comprehensive income for the period attributable to:	以下各項應佔期內全面收益總額：		
Owners of the Company	本公司擁有人	(9,201)	(16,788)
Non-controlling interests	非控股權益	1,721	(1,725)
		(7,480)	(18,513)
Loss per share (RMB cents)	每股虧損(人民幣分)		
— Basic	— 基本	9	(1.81)
			(3.25)

First Quarterly Results

第一季度業績

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the three months ended 31 March 2019

未經審核簡明綜合權益變動表

截至2019年3月31日止3個月

Attributable to the owners of the Company
本公司擁有人應佔

		Issued capital	Share premium	Capital reserve	Statutory reserve	Investment revaluation reserve	Fair value through other comprehensive income 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	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
		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 31 December 2017 as originally presented	如原先呈列的	2,941	47,899	1,371	17,292	39,667	—	214,491	323,661	1,373	325,034
Initial application of HKFRS 9	於2017年12月31日首次應用香港財務報告準則第9號	—	—	—	—	(39,667)	76,009	(479)	35,863	(16)	35,847
Restated balance as at 1 January 2018	於2018年1月1日的經重列結餘	2,941	47,899	1,371	17,292	—	76,009	214,012	359,524	1,357	360,881
Loss for the period	期內虧損	—	—	—	—	—	—	(15,579)	(15,579)	(1,725)	(17,304)
Change in fair value of 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公平值變動	—	—	—	—	—	(1,209)	—	(1,209)	—	(1,209)
Transfer upon disposal of financial assets at fair value through other comprehensive income	出售按公平值計入其他全面收益的金融資產時轉撥	—	—	—	—	—	(2,882)	2,882	—	—	—
Total comprehensive income for the period	期內全面收益總額	—	—	—	—	—	(4,091)	(12,697)	(16,788)	(1,725)	(18,513)
At 31 March 2018	於2018年3月31日	2,941	47,899	1,371	17,292	—	71,918	201,315	342,736	(368)	342,368
At 1 January 2019	於2019年1月1日	2,941	47,899	1,371	17,292	—	105,424	141,013	315,940	1,220	317,160
Loss for the period	期內虧損	—	—	—	—	—	—	(8,683)	(8,683)	1,721	(6,962)
Change in fair value of 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公平值變動	—	—	—	—	—	(518)	—	(518)	—	(518)
Total comprehensive income for the period	期內全面收益總額	—	—	—	—	—	(518)	(8,683)	(9,201)	1,721	(7,480)
At 31 March 2019	於2019年3月31日	2,941	47,899	1,371	17,292	—	104,906	132,330	306,739	2,941	309,680

First Quarterly Results

第一季度業績

NOTES TO THE FIRST QUARTERLY RESULTS

第一季度業績附註

1. General information

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

Currently, the Company is also in the development of offshore banking and trust business.

1. 一般資料

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

本公司為一間投資控股公司。其附屬公司主要業務為(i)透過促進網上遊戲運營商與網上遊戲用戶之間的交易來提供網上交易服務以及向手機用戶提供手機話費充值服務；(ii)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。

本公司目前還在發展海外銀行和信託業務。

First Quarterly Results

第一季度業績

NOTES TO THE FIRST QUARTERLY RESULTS (Continued)

2. Basis of preparation and principal accounting policies

The unaudited condensed consolidated financial statements of the Group for the Period (the “First Quarterly Financial Statements”) have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), Hong Kong Accounting Standards and its interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the First Quarterly Financial Statements include applicable disclosures required by the GEM Listing Rules.

The First Quarterly Financial Statements were prepared on the historical cost basis and presented in Renminbi (“RMB”). The principal accounting policies adopted in the preparation of the First Quarterly Financial Statements were consistent with those used in the annual consolidated financial statements for the year ended 31 December 2018, except for the first-time adoption of new and amended HKFRSs, its amendments and interpretations which were issued by the HKICPA in the preparation of the financial statements during the Period. The adoption of these new and revised HKFRSs has had no significant effect on the First Quarterly Financial Statements.

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

第一季度業績附註(續)

2. 編製基準及主要會計政策

本集團本期間未經審核簡明綜合財務報表(「第一季度財務報表」)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」)、香港會計準則及詮釋及香港公司條例之披露規定編製。此外，第一季度財務報表載有GEM上市規則規定之適用披露。

第一季度財務報表按照歷史成本基準編製，並以人民幣(「人民幣」)呈列。編製第一季度財務報表所採用的主要會計政策與截至2018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、修訂本及詮釋除外。採納該等新訂及經修訂香港財務報告準則對第一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。

First Quarterly Results

第一季度業績

NOTES TO THE FIRST QUARTERLY RESULTS (Continued)

第一季度業績附註(續)

3. Segment reporting

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

- (i) Online transaction services (including provision of information technology services and advertising services);
- (ii) Micro financing facilitating services (including provision of financing guarantee service); and
- (iii) Software technology services (being design and development of tailor-made cryptocurrencies trading platform systems) and sales of smart hardware products.

3. 分部報告

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(即訂製加密貨幣交易平台系統設計及開發)和智能硬件產品銷售。

		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 three months ended 31 March 2019	截至2019年3月31日止3個月					
Segment revenue	分部收益	1,288	160	9,438	48	10,934
Segment gross profit	分部毛利	89	159	9,093	(891)	8,450
Segment (loss)/profit	分部(虧損)/溢利	(821)	(182)	7,258	(13,217)	(6,962)
For the three months ended 31 March 2018	截至2018年3月31日止3個月					
Segment revenue	分部收益	907	4,742	—	—	5,649
Segment gross profit	分部毛利	85	2,442	—	—	2,527
Segment loss	分部虧損	(7,462)	(5,116)	—	(4,726)	(17,304)

First Quarterly Results

第一季度業績

NOTES TO THE FIRST QUARTERLY RESULTS (Continued)

第一季度業績附註(續)

4. Revenue, other income and gains or (losses) 4. 收入、其他收入及收益或(虧損)

Three months ended 31 March

截至3月31日止3個月

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Revenue:	收入：		
Provision of online transaction services	提供網上交易服務	1,288	907
Provision of micro financing facilitating services	提供小額融資中介服務	160	4,742
Software technology service and sales of smart hardware products	軟件技術服務和智能硬件產品銷售	9,438	—
Unallocated	未分配	48	—
		10,934	5,649
Other income and gains or (losses), net:	其他收入及收益或(虧損)淨額：		
Interest income	利息收入	82	36
Others	其他	1,041	119
		1,123	155

First Quarterly Results

第一季度業績

NOTES TO THE FIRST QUARTERLY RESULTS (Continued)

第一季度業績附註(續)

5. Finance Costs

5. 融資成本

Three months ended 31 March 截至3月31日止3個月

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Interest on bank borrowing	銀行借款利息	970	805

6. Loss before income tax credit

6. 除所得稅抵免前虧損

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

本集團除所得稅抵免前虧損經扣除下列各項後得出：

Three months ended 31 March 截至3月31日止3個月

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Depreciation of property, plant and equipment	物業、廠房及設備折舊	203	95
Amortisation of intangible assets	無形資產攤銷	222	38
Minimum lease payments under operating leases for buildings	樓宇經營租賃的最低租金	1,187	—
Development costs (note (a))	開發成本(附註(a))	1,040	3,490
Employee benefit expenses (including directors' remuneration)	僱員福利開支(包括董事薪酬)		
Wages and salaries	工資及薪金	5,118	7,913
Pension scheme contributions	退休計劃供款	1,002	572

Note:

附註：

- (a) Development costs mainly comprise staff costs of approximately RMB1,040,000 for the Period (2018: RMB3,490,000), which were also included in the employee benefit expenses disclosed separately above. The Group did not capitalise any development costs for the Period (2018: nil).

- (a) 開發成本主要包括員工成本，本期間約為人民幣1,040,000元(2018年：人民幣3,490,000元)，亦計入上文個別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(2018年：無)。

First Quarterly Results

第一季度業績

NOTES TO THE FIRST QUARTERLY RESULTS (Continued)

第一季度業績附註(續)

7. Income tax credit

7. 所得稅抵免

		Three months ended 31 March	
		截至3月31日止3個月	
Group	本集團	2019 RMB'000 人民幣千元	2018 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	—	—
Deferred tax	遞延稅項	(480)	(628)
<hr/>			
Income tax credit	所得稅抵免	(480)	(628)

8. Bank Loans

8. 銀行貸款

		At 31 March	
		於3月31日	
		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Bank loans due for prepayment within one year	一年內償還到期銀行貸款	64,875	61,000

First Quarterly Results

第一季度業績

NOTES TO THE FIRST QUARTERLY RESULTS (Continued)

第一季度業績附註(續)

9. Loss per share

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

9. 每股虧損

本公司擁有人應佔每股基本虧損及攤薄虧損按下列數據計算：

		Three months ended 31 March	
		截至3月31日止3個月	
		2019	2018
		RMB	RMB
		人民幣元	人民幣元
Loss	虧損		
Loss for the purpose of basic and diluted loss per share	用以計算每股基本及攤薄虧損之虧損	(8,683,000)	(15,579,000)
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	用以計算每股基本及攤薄虧損之普通股加權平均數	480,000,000	480,000,000

The calculation of the basic loss per share has taken into account the shares issued and outstanding during the Period and on the assumption that the group reorganisation and capitalisation issue as described in the “History and Development” section of the Company’s prospectus dated 27 November 2013 (the “Prospectus”) have been effected on 1 January 2013.

每股基本虧損的計算考慮了本期間已發行及發行在外股份，及假設本公司日期為2013年11月27日的招股章程(「招股章程」)「歷史及發展」章節所述的集團重組及資本化發行已經於2013年1月1日生效。

10. Dividend

The Board has resolved not to declare the payment of any interim dividend for the Period (2018: nil).

10. 股息

董事會已決議不就本期間宣派任何中期股息(2018年：零)。

Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW

Since 2018, the Group has commenced a strategic transformation and gradually formed three business segments, namely (i) online transaction services; (ii) micro financing facilitating services; and (iii) software technology services and sales of smart hardware products. For detail review of each of our businesses, please see section headed “Financial Review” below.

FINANCIAL REVIEW

Revenue

During the Period, the Group recorded an operating revenue of approximately RMB10,934,000, representing an increase of RMB5,285,000 or 93.56% as compared to that of approximately RMB5,649,000 for the same period of 2018.

1. Online transaction services

During the Period, revenue from online transaction services amounted to approximately RMB1,288,000 (2018: RMB907,000). Due to the rapid growth of mobile payment industry in recent years, the Group’s revenue from online transaction services has been declining over the years. To react with our current situation, our Group on one hand controls expenses, and on the other hand explores other businesses to engage with our current resources.

業務回顧

本集團自2018年以來開始進行戰略轉型，逐漸形成了三個業務板塊：(i)網上交易服務；(ii)小額融資中介服務；及(iii)軟件技術服務和智能硬件銷售。有關各業務的詳細回顧，請參見下文「財務回顧」一節。

財務回顧

收入

於本期間內，本集團錄得營業收入約人民幣10,934,000元，較2018年同期的營業收入約人民幣5,649,000元增加了人民幣5,285,000元或93.56%。

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1,288,000元（2018年：人民幣907,000元）。由於這些年來移動支付行業的快速發展，使得我集團網上交易服務的收入逐年減少，為了應對目前的狀況，我集團一方面控制支出，另一方面利用現有資源開拓其他的業務。

Management Discussion and Analysis

管理層討論與分析

2. Micro financing facilitating and financial guarantee services

During the Period, the Group carried out micro financing facilitating services as an intermediary service institution for lenders and borrowers through its online micro financing platform and provided financial guarantee services for lenders through Wanlefu Software Technology Limited. 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 borrowers; (ii) introducing borrowers registered on the Group's online micro financing platform to lenders; (iii) conducting credibility review service on borrowers; and (iv) providing customer services and administrative services to borrowers and lenders. The Group generated revenue of approximately RMB160,000 (2018: RMB4,742,000) from provision of micro financing facilitating services. The decrease in revenue was mainly attributable to the disposal of Beijing Kuaihuika Technology Co., Ltd. (the "Disposal of Beijing Kuaihuika") in September 2018 and as a result of which, the revenue of the company was excluded when consolidating accounts.

3. Software technology services and sales of smart hardware products

During the Period, the Group's software technology services mainly included the provision and host of digital asset infrastructure, software solution consultancy and technical services, provision and 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 customers of the Group are using this platform to provide blockchain exchange services and digital asset management service to individuals.

2. 小額融資中介和金融擔保服務

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透過玩樂付軟件科技有限公司為放貸人提供金融擔保服務。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戶服務及行政管理服務。本集團自提供小額融資中介服務獲得收入約為人民幣160,000元(2018年：人民幣4,742,000元)，收入的下降主要是由於「北京快惠卡技術有限公司」(「出售北京快惠卡」)已於2018年9月出售，該公司的收入沒有納入合併所致。

3. 軟件技術服務和智能硬件銷售

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資產基礎設施、軟件方案顧問及技術服務及為企業或客戶之區塊鏈技術提供及維持區塊鏈服務。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

管理層討論與分析

The Group's sales of smart hardware products business mainly includes the sale of blockchain technology hardware products, which are primarily used for cryptocurrencies mining in various devices including computers, smartphones and tablets. The Group has developed a hardware device named "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.

The revenue from software technology services and sales of smart hardware products for the Period was approximately RMB9,438,000 (2018: Nil).

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。

於本期間內，軟件技術服務及智能硬件產品銷售的收入約為人民幣9,438,000元(2018年：無)。

Cost of revenue

During the Period, the cost of revenue of the Group was approximately RMB2,484,000, representing a decrease of RMB638,000 or 20.44% as compared to RMB3,122,000 for the same period of 2018. Such decrease in cost of revenue for the Period was mainly attributable to the Disposal of Beijing Kuaihuika and as a result of which, the costs of the company were excluded when consolidating accounts.

Gross profit

During the Period, the Group realised a gross profit of approximately RMB8,450,000, representing an increase of RMB5,923,000 or 234.39% as compared to that of approximately RMB2,527,000 for the same period of 2018. Such increase in gross profit was attributable to the growth in revenue and the decrease in costs.

收入成本

於本期間內，本集團的收入成本約為人民幣2,484,000元，較2018年同期的人民幣3,122,000元下降人民幣638,000元或20.44%。本期間收入成本的下降主要是由於出售北京快惠卡，該公司的成本沒有納入合併所致。

毛利

於本期間內，本集團實現毛利約為人民幣8,450,000元，較2018年同期的毛利約為人民幣2,527,000元上升了人民幣5,923,000元或234.39%。毛利的上升是由收入的增加和成本的減少所致。

Management Discussion and Analysis

管理層討論與分析

Selling and distribution expenses

During the Period, the selling and distribution expenses of the Group were approximately RMB1,640,000, representing a decrease of RMB45,000 or 2.67% as compared to those of approximately RMB1,685,000 for the same period of 2018. The selling expenses for the Period basically remained flat when compared to last period.

Administrative expenses

During the Period, the administrative expenses of the Group were approximately RMB14,164,000, representing a decrease of RMB3,816,000 or 21.22% as compared to those of RMB17,980,000 for the same period of 2018. Such decrease in administrative expenses during the Period was mainly attributable to the Disposal of Beijing Kuaihuika and as a result of which, the expenses of the company were excluded when consolidating accounts.

Income tax credit

During the Period, the income tax credit of the Group was approximately RMB480,000, with the effective tax rate of 6.4%, as compared to the income tax credit of RMB628,000 and the effective tax rate of 3.5% for the same period of 2018. The decrease in income tax was due to the reduction in the balance of deferred tax as a result of the loss for the Period.

Loss for the Period

During the Period, the Group had a loss of approximately RMB6,962,000, representing a decrease of RMB10,342,000 or 59.77% from approximately RMB17,304,000 for the same period of 2018. Such decrease in loss for the Period was attributable to the growth in revenue and the Company's strengthened control over costs and expenses 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1,640,000元，較2018年同期的約為人民幣1,685,000元減少了人民幣45,000元或2.67%。本期間的銷售費用基本與上同期持平。

行政開支

於本期間內，本集團的行政開支約為人民幣14,164,000元，較2018年同期的人民幣17,980,000元下降了人民幣3,816,000元或21.22%。本期間行政開支的下降主要是由於出售北京快惠卡，該公司的費用沒有納入合併所致。

所得稅抵免

於本期間內，本集團的所得稅抵免約為人民幣480,000元，實際稅率為6.4%，2018年同期的所得稅抵免人民幣628,000元，實際稅率3.5%。所得稅減少的原因是本期間的虧損導致的遞延稅項餘額的減少。

本期間內虧損

於本期間內，本集團的虧損約為人民幣6,962,000元，較2018年同期的約為人民幣17,304,000元下降了人民幣10,342,000元或59.77%。本期間虧損的減少是由於本期收入的增加和公司積極的控制費用支出所致。

Management Discussion and Analysis

管理層討論與分析

OUTLOOK

In 2019, the Group officially underwent a strategic upgrade by shifting its business focus from previously the online transaction service sector to the new fintech sector. The Group also renamed as “China Binary New Fintech Group”. Looking forward to 2019, with the continuous development of international exchanges and encouragement policy under the Belt and Road Initiative, there is a growing trend of enterprises and high net-worth individual investors choosing to go global. The development of international finance business represents the judgement of the Group about the growth of domestic and international finance sector in the future.

Riding on the tides of globalisation, overseas markets targeting Chinese customers have opportunities ahead to grow rapidly. CB International Bank LLC (CBiBank), an entity controlled by the Group, is a licensed financial savings and remittance institution in the United States. By providing a complete range of banking services to small- and medium-sized enterprises and new middle-class group abroad (the “New Business”), it will earn a leading position in the segment market and become a gateway for our new business growth. As to the Group’s blockchain software technology services business, in 2019, the Group will continue to positively explore and acquire new customers so as to grasp the opportunities in the industry. Meanwhile, the Group will take active steps in the research and development of new product models and functions. In doing so, the Group will be able to offer innovative services for existing users and thereby enhance the profitability of the Group. On the other hand, the Group is putting greater efforts in applying licences abroad for insurance, investment, trust, payment and other

展望

2019年，本集團正式進行戰略升級，由過往的網上交易服務領域轉向新金融科技領域，集團也正是更名為「神州數字新金融科技集團」。展望2019年，隨著國際間的交流不斷發展，以及一帶一路政策鼓勵下，越來越多的企業和高淨值個人投資者選擇走出國門放眼全球，本集團發展國際金融業務源於對未來國內外金融領域趨勢的判斷。

在全球化的浪潮中，以中國客戶為焦點的海外金融市場迎來高成長機遇，本集團控股的CB International Bank LLC (CBiBank)作為美國持牌的金融儲匯機構亦將成為新業務增長點的切入口，通過提供完整的銀行業務服務（「新業務」），在出海中小企業和新中產人群（大眾富裕人群）的细分市场，搶佔領先地位。有關本集團區塊鏈軟件技術服務業務，本集團將於2019年繼續積極挖掘和拓展新用戶，把握住行業機會。同時積極研發新的產品模式和功能，為已有用戶提供創新的服務，以提高集團盈利能力。另一方面，本集團也在積極探索在海外申請保險、投資、信託、支付等金融牌照，進行金融領域全牌照、全業務布局，打造金融生態圈。本集團將利用現時在本集團網上交易服務、小額融資中介及金融擔保服務以及軟件技術服務及智能硬件

Management Discussion and Analysis

管理層討論與分析

financial business, with aims to setting up a full-licence and full-business layout in financial sector and establishing a finance ecosystem. The Group will apply the current fintech technology of its existing businesses such as, the Group's online transaction services, micro financing facility and financial guarantee services and software technology services and sales of smart hardware products to the New Business. For instance, the risk control technology and identity verification security system in the operation of MasterDAX will be applied to the New Business, to protect customer's asset of the New Business while they are using the Group's online banking services. Besides, the existing artificial intelligence (AI) identification system for anti-money laundering and compliance of MasterDAX will also be applied to the New Business to minimise human resources required and human errors. The goal of the Group is to become a low-cost high- efficiency new fintech bank.

In the long-run, the Group will collaborate with service providers of AI interaction, blockchain, virtual reality (VR), big data service applications and other new technology, to achieve technology penetration and create a highly credible financial services environment. The Group will team up with online banks, online insurance companies and online securities traders to provide financial services for domestic and overseas consumers and small-sized and micro companies who are in need. The Group will strive to develop a global financial community to enhance its profitability and value for the Shareholders.

產品銷售等現有業務擁有的金融科技技術應用在新業務當中，如在營業MasterDAX中的風險控制技術及身份認證保安系統應用到新業務中，為新業務的客戶在享用本集團網絡銀行之餘得到資產保障。此外，新業務亦會應用在MasterDAX現有的防洗黑錢及合規人工智能識別系統，以降低新業務將所需的人力資源及人為錯誤。目標成為低成本高效益的新金融科技銀行。

長遠而言，本集團將通過聯接人工智能交互、區塊鏈、虛擬實境、大數據服務應用等各類新技術服務方，實現技術穿透，建立高可信金融服務環境。通過聯接網絡銀行、網絡保險和網絡券商等聯動服務，對海內外有需求的消費者和小微企業提供各類金融服務，打造一個覆蓋全球的金融共生體，以提高本集團之盈利能力及股東價值。

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

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

As at 31 March 2019, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong (the "SFO")), which were required: (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register as referred to therein; or (c) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

於2019年3月31日，董事及本公司主要行政人員於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債券中擁有：(a)根據證券及期貨條例第XV部第7及第8分部規定須知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例的該等條文彼等被當作或視為擁有的權益或淡倉）；或(b)根據證券及期貨條例第352條須記入該條所指的登記冊的權益及淡倉；或(c)根據GEM上市規則第5.46至5.67條須知會本公司及聯交所的權益及淡倉如下：

Long positions

好倉

Shares

股份

Name of Directors 董事姓名	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 the issued Shares (Note 3) 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%



Notes:

1. Details of the interests in the Company held by Data King Limited (“Data King”) are set out in the section headed “Substantial Shareholders’ and Other Persons’ Interests and Short Positions in Shares and Underlying Shares” below.
2. Details of the interests in the Company held by Fantastic Voyage Holdings Limited (“Fantastic Voyage”) 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 share capital of 480,000,000 Shares as at 31 March 2019.

Save as disclosed above, as at 31 March 2019, none of the Directors nor the chief executive of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required: (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register as referred to therein; or (c) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

附註：

1. Data King Limited (「Data King」) 於本公司持有權益之詳情載於下文「主要股東及其他人士於股份及相關股份之權益及淡倉」一節。
2. Fantastic Voyage Holdings Limited (「Fantastic Voyage」) 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。
3. 所佔之股權百分比乃基於本公司於2019年3月31日已發行股本總數為480,000,000股股份計算所得。

除上文披露者外，於2019年3月31日，概無董事及本公司主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債券中擁有：(a)根據證券及期貨條例第XV部第7及第8分部規定須知會本公司及聯交所的任何權益或淡倉(包括根據證券及期貨條例的該等條文彼等被當作或視為擁有的權益或淡倉)；或(b)根據證券及期貨條例第352條須記入該條所指的登記冊的任何權益或淡倉；或(c)根據GEM上市規則第5.46至5.67條須知會本公司及聯交所的任何權益或淡倉。

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

主要股東及其他人士於股份及相關股份之權益及淡倉

As at 31 March 2019, 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 or persons (other than a Director or the chief executive of the Company) which/who had 5% or more interests in the Shares and the underlying Shares as recorded in the register required to be kept under section 336 of the SFO were as follows:

於2019年3月31日，就本公司董事或主要行政人員所知或所獲悉，根據證券及期貨條例第336條須存置的登記冊於股份及相關股份中擁有5%或以上之公司或人士(本公司董事或主要行政人員除外)詳情如下：

Name of shareholders 股東姓名	Capacity/Nature of the interests 身份／權益性質	Number of issued Shares held 所持已發行股份數目	Approximate percentage of issued Shares (Note 6) 佔已發行股份概約百分比 (附註6)
Data King ^(Note 1)	Beneficial owner/ Personal interest	244,800,000	51.00%
Data King ^(附註1)	實益擁有人／個人權益		
Fantastic Voyage ^(Note 2)	Beneficial owner/ Personal interest	26,854,800	5.59%
Fantastic Voyage ^(附註2)	實益擁有人／個人權益		
IDG-ACCEL CHINA GROWTH FUND II L.P. ^(Note 3)	Beneficial owner/ Personal interest	81,122,700	16.90%
IDG-ACCEL CHINA GROWTH FUND II L.P. ^(附註3)	實益擁有人／個人權益		
IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. ^(Note 3)	Interest of a controlled corporation/Corporate interest	81,122,700	16.90%
IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. ^(附註3)	受控制法團的權益／公司權益		

Name of shareholders	Capacity/Nature of the interests	Number of issued Shares held	Approximate percentage of issued Shares ^(Note 6)
股東姓名	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6)
IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. ^(Note 3)	Interest of controlled corporations/Corporate interest	87,757,200	18.28%
IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. ^(附註3)	受控制法團的權益／公司權益		
Ho Chising ^(Note 4)	Interest of controlled corporations/Corporate interest	87,757,200	18.28%
Ho Chising ^(附註4)	受控制法團的權益／公司權益		
Zhou Quan ^(Note 5)	Interest of controlled corporations/Corporate interest	87,757,200	18.28%
周全 ^(附註5)	受控制法團的權益／公司權益		


Notes:

- Data King is wholly owned by Mr. Sun, an executive Director and the chief executive officer of the Company. Mr. Sun is deemed to be interested in all the Shares in which Data King is interested by virtue of the SFO.
- Fantastic Voyage is wholly owned by Mr. Wei, the Chairman and a non-executive Director. Under the SFO, Mr. Wei is deemed to be interested in all the Shares in which Fantastic Voyage is interested.

附註：

- Data King由執行董事兼本公司行政總裁孫先生全資擁有。根據證券及期貨條例，孫先生被視為於Data King擁有權益的所有股份中擁有權益。
- Fantastic Voyage乃由主席兼非執行董事魏先生全資擁有。根據證券及期貨條例，魏先生被視為於Fantastic Voyage擁有權益的所有股份中擁有權益。

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| <p>3. IDG-ACCEL CHINA GROWTH FUND II L.P. is an exempted limited partnership registered in the Cayman Islands which owned 81,122,700 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 6,634,500 Shares. IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. is deemed to be interested in all the Shares in which IDG-ACCEL CHINA GROWTH FUND II L.P. is interested, and IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. is deemed to be interested in all the Shares in which IDG-ACCEL CHINA GROWTH FUND II L.P. and IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. are interested by virtue of the SFO.</p> | <p>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81,122,700股股份。其一般合夥人為IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P.，而IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P.的一般合夥人為IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 為一家於開曼群島註冊成立的有限公司。此外，IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 為IDG CHINA INVESTORS II L.P.的一般合夥人，後者擁有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.擁有權益的全部股份中擁有權益，而IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD.被視為於IDG-ACCEL CHINA GROWTH FUND II L.P.及IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P.擁有權益的全部股份中擁有權益。</p> |
| <p>4. Ho Chising is a controlling shareholder who is holding 50% equity interests in IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD.. He is deemed to be interested in all the Shares in which IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. is interested.</p> | <p>4. Ho Chising 為持有IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 50%股本權益的控股股東。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。</p> |
| <p>5. Zhou Quan is another controlling shareholder who is holding 50% equity interests in IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD.. He is deemed to be interested in all the Shares in which IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. is interested.</p> | <p>5. 周全為持有IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 50%股本權益的另一位控股股東。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。</p> |
| <p>6. The percentage of shareholding was calculated based on the Company's total issued share capital of 480,000,000 Shares as at 31 March 2019.</p> | <p>6. 持股百分比乃根據本公司於2019年3月31日已發行股本總額480,000,000股股份計算得出。</p> |



Save as disclosed above, as at 31 March 2019, so far as it was known to the Directors or the chief executive of the Company, no other person (other than a Director or the chief executive of the Company) which/who had 5% or more interests in the Shares or underlying Shares as recorded in the register required to be kept under Section 336 of the SFO.

SHARE OPTION SCHEME

The Company operates 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 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) (the “Employee”), 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，於2019年3月31日，就董事及本公司主要行政人員所知，概無其他人士（董事或本公司主要行政人員除外）於已記錄於根據證券及期貨條例第336條須予備存登記冊內之股份或相關股份中擁有5%或以上的權益。

購股權計劃

本公司設有購股權計劃（「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，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）（「僱員」）、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、供貨商、代理、合作夥伴、顧問或承包商；或

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| <p>(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</p> | <p>(b) 任何信托或任何全權信托的受托人，而該信托的受益人或該全權信托的全權信托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、合作夥伴或顧問或承包商；或</p> |
| <p>(c) a company beneficially owned by any Director, Employee, consultant, professional, customer, supplier, agent, partner, adviser of or contractor to the Group or an Affiliate.</p> | <p>(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。</p> |

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 31 March 2019.

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2019年3月31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 annual report of the Company for the year ended 31 December 2018, none of the Directors, Controlling Shareholders and their respective close associates (as defined in the GEM Listing Rules) were considered to have interests in a business which competed or was likely to compete, either directly or indirectly, with the business of the Group and had any other conflicts of interest, as required to be disclosed under Rule 11.04 of the GEM Listing Rules.

本期間，除於本公司截至2018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有競爭或可能有競爭以及由任何利益沖突之業務擁有權益，並須根據GEM上市規則第11.04條披露。



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.

During the Period, the Company had applied the principles and complied with the code provisions as set out in the Corporate Governance Code contained in Appendix 15 to the GEM Listing Rules.

COMPLIANCE WITH CODE OF CONDUCT FOR DEALINGS IN THE 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 a specific enquiry of all Directors made by the Company, each of them confirmed that he had complied with the Required Standard of Dealings regarding dealings in securities by the Directors during the Period.

遵守企業管治守則

董事會相信，良好的企業管治乃維持本公司成功之重要元素，董事會及高級管理人員致力於建立和維持高水平的企業管治，並已採取各項措施，加強本公司的管理效率以保障股東的權益。

本期間內，本公司已採用並遵守GEM上市規則附錄15所載企業管治守則的原則及守則條文。

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

本公司向所有董事作出特定查詢後，彼等各自均確認於本期間已遵守就董事進行證券交易的交易必守標準。

INTERESTS OF THE COMPLIANCE ADVISER

As notified by the Company's compliance adviser, Lego Corporate Finance Limited ("Lego Corporate"), except for the compliance adviser agreement dated 19 January 2016 entered into between the Company and Lego Corporate, neither Lego Corporate nor its directors, employees and close associates (as defined in the GEM Listing Rules) had any interest in relation to the Company or any member of the Group (including 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 such securities during the Period.

合規顧問的權益

誠如本公司合規顧問力高企業融資有限公司(「力高企業」)知會，除本公司與力高企業所訂立日期為2016年1月19日之合規顧問協議外，力高企業或其董事、僱員及緊密聯繫人(定義見GEM上市規則)概無於本期間於本公司或本集團之任何成員擁有根據GEM上市規則第6A.32條須予知會本公司的任何權益(包括認購該等證券之購股權或權利)。

購買、出售或贖回本公司之上市證券

本期間內，本公司概無贖回其任何於聯交所上市證券，且本公司或其附屬公司概無購買或出售有關證券。

AUDIT COMMITTEE

The audit committee of the Board (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, which was of the opinion that the financial information had been prepared in compliance with the applicable accounting principles, the requirements of the GEM Listing Rules and any other applicable laws and had been adequately disclosed.

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

Hong Kong, 9 May 2019

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

董事會審核委員會(「審核委員會」)由三名成員組成，包括兩名獨立非執行董事，何慶華先生(「何先生」)及侯東先生，以及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，並認為該等財務資料的編製符合適用會計準則、GEM上市規則下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
行政總裁及執行董事
孫江濤

香港，2019年5月9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)、李健光先生及蘭希先生，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