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# 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)*

(Stock Code: 8255)

#### CHANGE OF

#### (I) DIRECTORS; (II) AUTHORISED REPRESENTATIVE; (III) COMPLIANCE OFFICER; (IV) COMPOSITION OF AUDIT COMMITTEE; AND (V) CHAIRMAN

With effect from 20 September 2019:

1. Mr. Tang Bin has resigned as an Executive Director and ceased to be an Authorised Representative and the Compliance Officer;
2. Mr. Wei Zhonghua has resigned as a non-executive Director and ceased to be the Chairman and a member of the Audit Committee;
3. Ms. Xiao Ying has been appointed as an Executive Director, an Authorised Representative and the Compliance Officer;
4. Ms. Zhang Rong has been appointed as a non-executive Director and a member of the Audit Committee; and
5. Mr. Sun Jiangtao has been appointed as the Chairman.

#### RESIGNATION OF DIRECTORS AND CESSATION OF AUTHORISED REPRESENTATIVE, COMPLIANCE OFFICER AND MEMBER OF AUDIT COMMITTEE

The board of directors (the “**Directors**” and the “**Board**”, respectively) of China Binary New Fintech Group (the “**Company**”) announces that with effect from 20 September 2019:

1. Mr. Tang Bin (“**Mr. Tang**”) has resigned as an executive Director (the “**Executive Director**”) due to his other personal commitments and ceased to be an authorised representative of the Company (the “**Authorised Representative**”) pursuant to Rule 5.24 of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) and the compliance officer of the Company (the “**Compliance Officer**”); and

2. Mr. Wei Zhonghua (“**Mr. Wei**”) has resigned as a non-executive Director due to other business commitments and ceased to be the chairman of the Board (the “**Chairman**”) and a member of the audit committee of the Board (the “**Audit Committee**”).

Each of Mr. Tang and Mr. Wei has confirmed that (i) he has no disagreement with the Board; and (ii) there is no matter in respect of his resignation and cessation of the above-mentioned, which needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) and the Stock Exchange.

## **APPOINTMENT OF DIRECTORS, AUTHORISED REPRESENTATIVE, COMPLIANCE OFFICER AND MEMBER OF AUDIT COMMITTEE**

The Board is pleased to announce that with effect from 20 September 2019:

3. Ms. Xiao Ying (“**Ms. Xiao**”) has been appointed as an Executive Director, an Authorised Representative and the Compliance Officer; and
4. Ms. Zhang Rong (“**Ms. Zhang**”) has been appointed as a non-executive Director and a member of the Audit Committee.

The respective biographical details of Ms. Xiao and Ms. Zhang are set out as follows:

Ms. Xiao, aged 40, graduated from Beijing Institute of Fashion Technology (北京服裝學院) in 2001, major in International Accounting. She has extensive knowledge and practical experience in payment and banking field. Ms. Xiao is proficient in fund management and risk control and obtained the qualification of intermediate economist in the People’s Republic of China (the “**PRC**”).

Ms. Xiao has two years of working experience in an accounting firm from January 2001 to March 2003. She worked in Beijing Shidai Jiecheng Information Technology Co., Ltd.\* (北京時代傑誠信息科技有限公司) and served as the general manager from April 2003 to June 2006. She worked in the Company and served as the president from October 2004 to October 2008. She served as the deputy general manager in Beijing Qiandaobao Payment Technology Ltd.\* (北京錢袋寶支付技術有限公司) from November 2008 to November 2016. Ms. Xiao rejoined the Company as the president in December 2016.

Ms. Xiao has entered into a labour contract with Shenzhoufu (Beijing) Software Technology Co., Ltd.\*, a wholly-owned subsidiary of the Company (“**Shenzhoufu Software**”). The labour contract is for a period of 3 years commencing on 1 July 2017. She has also entered into a service agreement with the Company on 20 September 2019, the particulars of which are in all material respects the same as the above labour contract. The service agreement is for a period of 3 years commencing on 20 September 2019 and shall continue thereafter unless and until it is terminated by the Company or Ms. Xiao giving to the other party not less than three months’ prior notice in writing. Ms. Xiao is entitled to a basic salary of RMB36,300 per month and a discretionary bonus as may be recommended by the remuneration committee of the Board (the “**Remuneration Committee**”) and determined by the Board

\* For identification purpose only

with reference to her duties and responsibilities, workload and the time devoted to the Group, the performance of the Group and the market level of salaries paid by comparable companies. She will hold office until the next general meeting of the Company and thereafter shall be subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company (the “**AGM**”) in accordance with the articles of association of the Company (the “**Articles of Association**”) and the Corporate Governance Code contained in Appendix 15 to the GEM Listing Rules (the “**CG Code**”).

Ms. Zhang Rong, aged 40, graduated from Renmin University of China and California State University and obtained a bachelor’s degree in Economics and a master’s degree in Accounting, respectively. Ms. Zhang worked for a famous international accounting firm for several years and has over 14 years of experience in accounting, financial management, financing, audit, internal control and risk management. Ms. Zhang is a certified public accountant in Illinois, United States. She is currently a finance manager of Goopal Group, a company directly or indirectly owned as to (a) 15.6% by the Company; and (b) 49.8% by Mr. Sun Jiangtao (“**Mr. Sun**”), an Executive Director and the chief executive officer of the Company (the “**Chief Executive Officer**”).

Ms. Zhang has entered into a letter of appointment with the Company for a period of 3 years commencing on 20 September 2019 and shall continue thereafter unless and until it is terminated by the Company or Ms. Zhang giving to the other party not less than three months’ prior notice in writing. There is no director’s fee and other remuneration for Ms. Zhang acting as a non-executive Director. She will hold office until the next general meeting of the Company and thereafter shall be subject to retirement by rotation and re-election at least once every three years at the AGM in accordance with the Articles of Association and the CG Code.

As at the date of this announcement, both Ms. Xiao and Ms. Zhang (i) did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years; (ii) did not have any interests or is not deemed to have any interests or short positions in any shares, underlying shares or 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**”); and (iii) did not have any relationships with any directors, senior management, substantial shareholder or controlling shareholder (as respectively defined in the GEM Listing Rules) of the Company. Save as disclosed above, both Ms. Xiao and Ms. Zhang did not have any other position in the Company or any of its subsidiaries.

Save as disclosed above, there is no other matter relating to the appointment of Ms. Xiao and Ms. Zhang that need to be brought to the attention of the Shareholders and there is no information that should be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

## **APPOINTMENT OF CHAIRMAN**

Following the resignation of Mr. Wei, Mr. Sun, currently an Executive Director and the Chief Executive Officer, has been appointed as the Chairman with effect from 20 September 2019.

The biographical details of Mr. Sun are set out as follows:

Mr. Sun, aged 41, an Executive Director and the Chief Executive Officer, was appointed as an Executive Director on 11 May 2011. He is also a member of each of the nomination committee of the Board and Remuneration Committee. Mr. Sun joined the Group in October 2004. He is responsible for the overall management and business development of the Group.

Mr. Sun also serves as a director of Shen Zhou Xing Limited, Prajna Technology Limited, CB International Group, Shenzhoufu Software and Beijing Youxiping Technology Co., Ltd.\*, and the chairman of Beijing Wanlefu Technology Limited\*. All the above companies are subsidiaries of the Company. Save as disclosed above, Mr. Sun did not have any other position in the Company or any of its subsidiaries.

Mr. Sun graduated from Beijing University of Aeronautics and Astronautics with a bachelor's degree in Engineering. In 2012, Mr. Sun was acknowledged as "2012 Outstanding Young Entrepreneur in the Industry of China's Electronic Information" by China Electronics Enterprises Association. In 2014, Mr. Sun was recognized as 2014 China's Commercial Influential People (中國商業影響力人物) by the Third Session of China Finance Summit Organizing Committee (中國財經峰會組委會) and he has more than 15 years of experience in corporate management, financing, operation, product design and marketing.

As at the date of this announcement, Mr. Sun was deemed to be interested in 244,800,000 shares of the Company within the meaning of Part XV of the SFO. Such shares were beneficially owned by Data King Limited, a substantial shareholder of the Company, which was wholly owned by Mr. Sun. Save as disclosed, he does not have any interests or is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Mr. Sun has entered into a labour contract with Shenzhoufu Software. The labour contract is for a period of 3 years commencing on 1 May 2018. He has also entered into a service agreement with the Company on 9 November 2013, the particulars of which are in all material respects the same as the above labour contract. The service agreement is for a period of 3 years commencing on 9 November 2013 and shall continue thereafter unless and until it is terminated by the Company or Mr. Sun giving to the other party not less than three months' prior notice in writing. Mr. Sun is entitled to a basic salary of RMB21,101.58 per month and a discretionary bonus as may be recommended by the Remuneration Committee and determined by the Board with reference to his duties and responsibilities, workload and the time devoted to the Group, the performance of the Group and the market level of salaries paid by comparable companies. Mr. Sun is subject to retirement by rotation and re-election at least once every three years at the AGM in accordance with the Articles of Association and the CG Code.

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As at the date of this announcement, Mr. Sun (i) did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years; and (ii) did not have any relationships with any directors, senior management, substantial shareholder or controlling shareholder (as respectively defined in the GEM Listing Rules) of the Company.

Save as disclosed above, there is no other matter relating to the appointment of Mr. Sun that need to be brought to the attention of the Shareholders and there is no information that should be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

## **APPRECIATION AND WELCOME**

The Board would like to take this opportunity to (i) express its sincere gratitude to Mr. Tang and Mr. Wei for their valuable contributions to the Company during their tenure of office; and (ii) welcome Ms. Xiao and Ms. Zhang for joining the Board and Mr. Sun for taking up an additional position.

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

*Executive Director, Chairman and Chief Executive Officer*

Beijing, the PRC, 20 September 2019

As at the date of this announcement, the Directors are:

### **Executive Directors**

Mr. Sun Jiangtao (*Chairman and Chief Executive Officer*) and Ms. Xiao Ying

### **Non-executive Directors**

Mr. Li Jianguang, Mr. Lan Xi and Ms. Zhang Rong

### **Independent non-executive Directors**

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

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with 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 announcement 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 announcement misleading.*

*This announcement will remain on the “Latest Listed Company Information” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its publication. This announcement will also be published on the Company’s website at [www.shenzhoufu.hk](http://www.shenzhoufu.hk).*