

CHONG SING
Holdings FinTech Group Limited 中新

CHONG SING HOLDINGS FINTECH GROUP LIMITED
中新控股科技集團有限公司

(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 : 8207

2020

First Quarterly Report
第一季度報告

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

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this first quarterly report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this first quarterly report.

This first quarterly report, for which the directors of Chong Sing Holdings FinTech Group Limited (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 (the “GEM Listing Rules”) for the purposes 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 first quarterly 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 first quarterly report misleading.

香港聯合交易所有限公司GEM（分別為「聯交所」及「GEM」）的特色

GEM的定位，乃為相比其他於聯交所上市的公司帶有較高投資風險的中小型公司提供一個上市的市場。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聯交所主板買賣的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。

香港交易及結算所有限公司及聯交所對本第一季度報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本第一季度報告全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

本第一季度報告的資料乃遵照GEM證券上市規則（「GEM上市規則」）而刊載，旨在提供有關中新控股科技集團有限公司（「本公司」）之資料。本公司的董事（「董事」）願就本第一季度報告的資料共同及個別地承擔全部責任。董事在作出一切合理查詢後，確認就彼等所知及所信，本第一季度報告所載資料在各重要方面均屬準確完備，並無誤導或欺詐成份；且並無遺漏任何其他事項，足以令致本第一季度報告所載任何陳述或本第一季度報告產生誤導。

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In this first quarterly report, the English translation of certain Chinese names and entities is included for identification purposes only and should not be regarded as an official English translation of such Chinese names and entities.

In the event of any error or omission in the Chinese translation of this first quarterly report, the English text shall prevail.

於本第一季度報告，若干中文名稱及實體之英文翻譯僅供參考，並不應被視為該等中文名稱及實體之正式英文翻譯。

本第一季度報告之中文翻譯如有任何錯漏，應以英文為準。

CORPORATE INFORMATION

Directors

Executive Directors

Mr. Hu Xiuren (*Chairman and Chief Executive Officer*)*
(Appointed on 23 March 2020)

Mr. Wong Ka Bo, Jimmy

* Redesignated as Chairman and Chief Executive Officer on 1 May 2020

Non-executive Directors

Ms. Li Shuang

Mr. Sheng Jia

Independent Non-executive Directors

Ms. Zhou Zhan (*Appointed on 23 March 2020*)

Mr. Bu Fancheng (*Appointed on 1 May 2020*)

Mr. Wang Chengqing (*Appointed on 1 May 2020*)

Board Committees

Audit Committee

Ms. Zhou Zhan (*Chairman*)

Mr. Wang Chengqing

Mr. Bu Fancheng

Nomination Committee

Mr. Bu Fancheng (*Chairman*)

Ms. Zhou Zhan

Mr. Wang Chengqing

Remuneration Committee

Mr. Wang Chengqing (*Chairman*)

Ms. Zhou Zhan

Mr. Bu Fancheng

公司資料

董事

執行董事

胡秀仁先生 (*主席兼首席執行官*)*
(於二零二零年三月二十三日委任)

黃家寶先生

* 於二零二零年五月一日調任為主席兼首席執行官

非執行董事

李爽女士

盛佳先生

獨立非執行董事

周展女士 (於二零二零年三月二十三日委任)

卜范城先生 (於二零二零年五月一日委任)

王城清先生 (於二零二零年五月一日委任)

董事會轄下的委員會

審核委員會

周展女士 (*主席*)

王城清先生

卜范城先生

提名委員會

卜范城先生 (*主席*)

周展女士

王城清先生

薪酬委員會

王城清先生 (*主席*)

周展女士

卜范城先生

CORPORATE INFORMATION (Continued)

Company Secretary

Mr. Kwok Siu Man
(A fellow of The Hong Kong Institute of Chartered Secretaries)

Compliance Officer

Mr. Hu Xiuren

Authorised Representatives

Mr. Hu Xiuren
Mr. Kwok Siu Man

PRINCIPAL BANKERS

China Merchants Bank Hong Kong Branch
21/F, Bank of America Tower
12 Harcourt Road
Central, Hong Kong

China Construction Bank Corporation
(Shanghai Nanjing West Road Sub-branch)
No. 577-587, Nanjing West Road
Shanghai, The People's Republic of China

INDEPENDENT AUDITOR

McMillan Woods (Hong Kong) CPA Limited
3/F., Winbase Centre,
208 Queen's Road Central,
Hong Kong

LEGAL ADVISER

As to Hong Kong Laws

Chow & Ho, Solicitors
Room 2102-03, 21/F.,
299 QRC,
287-299 Queen's Road Central,
Hong Kong

公司資料 (續)

公司秘書

郭兆文先生
(香港特許秘書公會之資深會員)

合規主任

胡秀仁先生

法定代表

胡秀仁先生
郭兆文先生

主要往來銀行

招商銀行香港分行
香港中環
夏慤道12號
美國銀行中心21樓

中國建設銀行股份有限公司
(上海南京西路支行)
中華人民共和國上海
南京西路577-587號

獨立核數師

長青(香港)會計師事務所有限公司
香港
皇后大道中208號
勝基中心三樓

法律顧問

香港法律

何啟德·黃淑霞律師行
香港
皇后大道中287-299號
299 QRC
21樓2102-03室

CORPORATE INFORMATION (Continued)

REGISTERED OFFICE

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

45/F, Office No. 45-120
Lee Garden One,
33 Hysan Avenue,
Causeway Bay, Hong Kong

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN CHINA

Room 1927, 19/F,
Jiang Nan Shipyard Building,
600 Lu Ban Road, Shanghai,
The People's Republic of China,
(Postal Code: 200023)

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN CAYMAN ISLANDS

SMP Partners (Cayman) Limited
3rd Floor, Royal Bank House
24 Shedden Road
P.O. Box 1586
Grand Cayman, KY1-1110
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

公司資料 (續)

註冊辦事處

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

香港主要營業地點

香港
銅鑼灣希慎道33號
利園一期
45樓45-120室

總辦事處及中國主要營業地點

中國
上海市魯班路600號
江南造船大廈
19樓1927室
(郵編: 200023)

於開曼群島的主要股份過戶及登記處

SMP Partners (Cayman) Limited
3rd Floor, Royal Bank House
24 Shedden Road
P.O. Box 1586
Grand Cayman, KY1-1110
Cayman Islands

香港股份過戶登記分處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心54樓

CORPORATE INFORMATION (Continued)

WEBSITE

www.csfgroup.com

LISTING INFORMATION

Stock Code

08207

Board Lot

4,000 shares

INVESTOR RELATIONS CONTACT

ir@csfgroup.com

公司資料 (續)

網站

www.csfgroup.com

上市資料

股份代號

08207

每手買賣單位

4,000股股份

投資者關係聯繫方式

ir@csfgroup.com

FINANCIAL HIGHLIGHTS

First Quarter of 2020

財務摘要

二零二零年第一季度

		For the three months ended 31 March		Period-on- period changes
		截至三月三十一日止三個月		
		2020	2019	
		二零二零年	二零一九年	
		(Unaudited)	(Unaudited)	
		(未經審核)	(未經審核)	
		RMB'000	RMB'000	
		人民幣千元	人民幣千元	
Operating Results	經營業績			
Revenue	營業額	93,829	527,909	(82.2)%
Loss for the period	期內虧損	(63,264)	(187,361)	66.2%
Loss attributable to owners of the Company	本公司擁有人應佔虧損	(59,375)	(171,615)	65.4%
Non-GAAP loss attributable to owners of the Company	本公司擁有人應佔 非公認會計原則虧損	(57,877)	(163,922)	64.6%
		RMB	RMB	
		人民幣	人民幣	
Loss per share	每股虧損			
– basic	– 基本	(0.26) cent分	(0.74) cent分	64.9%
– diluted	– 攤薄	(0.26) cent分	(0.74) cent分	64.9%
Non-GAAP loss per share	每股非公認會計原則虧損			
– basic	– 基本	(0.25) cent分	(0.71) cent分	64.8%
– diluted	– 攤薄	(0.25) cent分	(0.71) cent分	64.8%

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 2020 together with the comparative unaudited figures for the corresponding period in 2019, as follows:

董事會(「董事會」)呈列本公司及其附屬公司(統稱「本集團」)截至二零二零年三月三十一日止三個月的未經審核簡明綜合業績，連同二零一九年同期的未經審核比較數字如下：

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

簡明綜合損益及其他全面收益表

For the three months ended 31 March 2020

截至二零二零年三月三十一日止三個月

		For the three months ended 31 March	
		截至三月三十一日止三個月	
		2020	2019
		二零二零年	二零一九年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		RMB'000	RMB'000
		人民幣千元	人民幣千元
	Notes		
	附註		
Revenue	營業額	93,829	527,909
Interest income	利息收入	58,544	102,385
Interest expenses	利息開支	(98,253)	(106,973)
Net interest expenses	利息開支淨額	(39,709)	(4,588)
Financial consultancy service income	財務諮詢服務收入	-	672
Third party payment service income	第三方支付服務收入	3,295	118,766
Online investment and technology-enabled lending service income	在線投資及科技驅動貸款服務收入	-	264,182
Others	其他	31,990	41,904
		(4,424)	420,936
Other income	其他收入	762	23,394
Other gains and losses	其他收益及虧損	-	(966)
Administrative and other operating expenses	行政及其他經營開支	(59,618)	(637,365)
Share-based payment expenses	以股份支付之開支	(1,498)	(8,582)
Share of results of associates	應佔聯營公司業績	6,550	28,331
Gain on disposal of a joint venture	出售一間合營企業之收益	-	2,580
Change in fair value of preference shares of a subsidiary	一間附屬公司之優先股之公平值變動	-	(3,523)
Change in fair value of crypto currencies	加密貨幣之公平值變動	-	3
Loss before tax	除稅前虧損	(58,228)	(175,192)
Income tax	所得稅	(5,036)	(12,169)
Loss for the period	期內虧損	(63,264)	(187,361)

**For the three months
ended 31 March**
截至三月三十一日止三個月

		2020 二零二零年 (Unaudited) (未經審核) RMB'000 人民幣千元	2019 二零一九年 (Unaudited) (未經審核) RMB'000 人民幣千元
		Notes 附註	
Other comprehensive expense	其他全面開支		
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至損益之項目：</i>		
Exchange differences on translating foreign operations	換算海外營運公司匯兌差額	(440)	(949)
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之金融資產之公平值變動	-	(882)
Other comprehensive expense for the period, net of income tax	期內其他全面開支，扣除所得稅	(440)	(1,831)
Total comprehensive expense for the period	期內全面開支總額	(63,704)	(189,192)
Loss for the period attributable to:	應佔期內虧損：		
Owners of the Company	本公司擁有人	(59,375)	(171,615)
Non-controlling interests	非控股權益	(3,889)	(15,746)
		(63,264)	(187,361)
Total comprehensive expense for the period attributable to:	應佔期內全面開支總額：		
Owners of the Company	本公司擁有人	(59,815)	(172,748)
Non-controlling interests	非控股權益	(3,889)	(16,444)
		(63,704)	(189,192)
		RMB 人民幣	RMB 人民幣
Loss per share	每股虧損	10	
Basic	基本	(0.26) cent 分	(0.74) cent分
Diluted	攤薄	(0.26) cent 分	(0.74) cent分

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. BASIS OF PREPARATION

The unaudited condensed consolidated results of the Group for the three months ended 31 March 2020 have been prepared in accordance with the Hong Kong Accounting Standards and Interpretations and have complied with the Hong Kong Financial Reporting Standards (“HKFRS”) issued by the Hong Kong Institute of Certified Public Accountants and the applicable disclosure requirements of the GEM Listing Rules.

2. PRINCIPAL ACCOUNTING POLICIES

The accounting policies used in the preparation of these results are consistent with those used in the preparation of the Group’s annual financial statements for the year ended 31 December 2019.

3. REVENUE

The principal activities of the Group are provision of traditional financing services and related financing consultancy services including entrusted loan service, real estate-backed loan service, pawn loan service, other loan service and microfinance loan service, and internet financing services including third party payment service, online investment and technology-enabled lending service and related activities on loan portfolio management, as well as provision of social gaming services, IT solution services, and exhibition services.

Turnover represents interest income (from entrusted loans, real estate-backed loans, pawn loans, other loans and microfinance loans), financial consultancy service income, third party payment service income, online investment and technology-enabled lending service income, social gaming service income, IT solution service income, sales of IT related products, and exhibition service income, net of corresponding sales related taxes. The amount of each significant category of revenue recognised in turnover for the period is as follows:

		For the three months ended 31 March	
		截至三月三十一日止三個月	
		2020	2019
		二零二零年	二零一九年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Interest income	利息收入	58,544	102,385
Financial consultancy service income	財務諮詢服務收入	-	672
Third party payment service income	第三方支付服務收入	3,295	118,766
Online investment and technology-enabled lending service income	在線投資及科技驅動貸款服務收入	-	264,182
Others	其他	31,990	41,904
Revenue	營業額	93,829	527,909

簡明綜合財務報表附註

1. 編製基準

本集團截至二零二零年三月三十一日止三個月之未經審核簡明綜合業績乃根據香港會計準則及詮釋編製，並已遵守香港會計師公會所頒佈之香港財務報告準則（「香港財務報告準則」）及GEM上市規則之適用披露規定。

2. 主要會計政策

編製該等業績所採用之會計政策與編製本集團截至二零一九年十二月三十一日止年度之年度財務報表所採用者貫徹一致。

3. 營業額

本集團之主要業務為提供傳統融資服務及相關融資諮詢服務，包括委託貸款服務、房地產抵押貸款服務、典當貸款服務、其他貸款服務及小額融資貸款服務及互聯網融資服務（包括第三方支付服務）、在線投資及科技驅動貸款服務以及貸款組合管理之相關業務及提供社交遊戲服務、IT解決方案服務及展覽服務。

營業額指扣除相應之相關銷售稅後之利息收入（來自委託貸款、房地產抵押貸款、典當貸款、其他貸款及小額融資貸款）、財務諮詢服務收入、第三方支付服務收入、在線投資及科技驅動貸款服務收入、社交遊戲服務收入、IT解決方案服務收入、IT相關產品銷售額及展覽服務收入。本期間於營業額中確認之收入之各重大類別金額如下：

4. SEGMENT INFORMATION

Operating segments, and the amounts of each segment item reported in the condensed consolidated financial statements, are identified from the financial data and information provided regularly to the Group's chief operation decision maker, who is the most senior executive management, for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

The Directors have organised the Group into different segments by the types of services provided.

Specifically, the Group's reportable segments are as follows:

1. Traditional loans and financing – provision of financing services and related financing consultancy services in the People's Republic of China ("PRC") and Hong Kong;
2. Third party payment service – provision of online third party payment service and prepaid card issue business;
3. Online investment and technology-enabled lending service – provision of internet loan services in the PRC;
4. Blockchain services – provision of transaction verification services in Hong Kong, Canada and Georgia; and
5. Others – provision of social gaming service in the PRC, IT solution service in Vietnam and exhibition services in Hong Kong and PRC.

Segment revenue and results

For the three months ended 31 March 2020 (Unaudited)

		Traditional loans and financing	Third party payment service	Online investment and technology-enabled lending service	Blockchain services	Others	Total
		傳統貸款及融資 RMB'000 人民幣千元	第三方支付服務 RMB'000 人民幣千元	在線投資及科技 驅動貸款服務 RMB'000 人民幣千元	區塊鏈服務 RMB'000 人民幣千元	其他 RMB'000 人民幣千元	合計 RMB'000 人民幣千元
REVENUE	收入						
External income and gain	外部收入及收益	58,544	3,295	-	-	31,990	93,829
Segment results	分部業績	37,669	(9,168)	-	-	(9,009)	19,492
Share of results of associates	應佔聯營公司業績						6,550
Unallocated other income	未分配其他收入						444
Share-based payment expenses	以股份支付之支出						(1,498)
Interest expenses	利息開支						(81,578)
Unallocated expenses	未分配開支						(1,638)
Loss before tax	除稅前虧損						(58,228)

4. 分部資料

經營分部及簡明綜合財務報表所報告的各分部項目的款項乃於為分配資源予本集團不同業務及地區以及評估該等業務及地區的表現而定期向本集團最高營運決策人，即最高級行政管理人員提供的財務數據及資料中識別。

董事已按所提供的服務類型將本集團分為多個分部。

本集團之可報告分部具體如下：

1. 傳統貸款及融資－於中華人民共和國（「中國」）及香港提供融資服務及相關融資諮詢服務；
2. 第三方支付服務－提供網上第三方支付服務及預付卡發行業務；
3. 在線投資及科技驅動貸款服務－於中國提供互聯網貸款服務；
4. 區塊鏈服務－於香港、加拿大及格魯吉亞提供交易審核服務；及
5. 其他－於中國提供社交遊戲服務、於越南的IT解決方案服務及於香港及中國的展覽服務。

分部收入及業績

截至二零二零年三月三十一日止三個月（未經審核）

4. SEGMENT INFORMATION (Continued)

Segment revenue and results (Continued)

For the three months ended 31 March 2019 (Unaudited)

		Traditional loans and financing	Third party payment service	Online investment and technology- enabled lending service	Blockchain services	Others	Total
		傳統貸款及融資 RMB'000 人民幣千元	第三方支付服務 RMB'000 人民幣千元	在線投資及科技 驅動貸款服務 RMB'000 人民幣千元	區塊鏈服務 RMB'000 人民幣千元	其他 RMB'000 人民幣千元	合計 RMB'000 人民幣千元
REVENUE	收入						
External income and gain	外部收入及收益	103,057	118,766	264,182	-	41,904	527,909
Segment results	分部業績	(69,353)	34,009	(11,160)	(5,756)	(1,728)	(53,988)
Share of results of associates	應佔聯營公司業績						28,331
Unallocated other income	未分配其他收入						3,786
Other gains or losses	其他收益或虧損						(966)
Gain on disposal of a joint venture	出售一間合營企業之收益						2,580
Change in fair value of preference shares of a subsidiary	一間附屬公司之優先股之 公平值變動						(3,523)
Share-based payment expenses	以股份支付之支出						(8,582)
Interest expenses	利息開支						(50,954)
Unallocated expenses	未分配開支						(91,876)
Loss before tax	除稅前虧損						(175,192)

4. 分部資料 (續)

分部收入及業績 (續)

截至二零一九年三月三十一日止三個月 (未經審核)

5. OTHER INCOME

5. 其他收入

		For the three months ended 31 March	
		2020	2019
		二零二零年	二零一九年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Government grants (Note)	政府津貼 (附註)	318	19,608
Bank interest income	銀行利息收入	444	1,791
Others	其他	-	1,995
		762	23,394

Note: Government grants in respect of encouragement of expansion of enterprise were recognized at the time the Group fulfilled the relevant granting criteria.

附註：有關鼓勵企業擴充之政府津貼於本集團符合相關津貼標準時確認。

6. INTEREST EXPENSES

		2020 二零二零年 (Unaudited) (未經審核) RMB'000 人民幣千元	2019 二零一九年 (Unaudited) (未經審核) RMB'000 人民幣千元
Interest on bank and other borrowings	銀行及其他借貸利息	21,485	47,693
Interest on corporate bonds	公司債券利息	1,330	13,754
Interest on convertible bonds	可換股債券利息	-	45,526
Interest on lease liabilities	租賃負債利息	82	-
Additional default interest accrued on borrowings, corporate bonds and convertible bonds (note)	借款、公司債券及可轉換債券的額外應計利息(附註)	75,356	-
		98,253	106,973

Note: Additional default interest payable represents additional interest arising from borrowings, corporate bonds and convertible bonds which were not settled before the due date.

7. LOSS BEFORE TAX

Loss before tax has been arrived at after charging/(crediting):

6. 利息開支

		For the three months ended 31 March 截至三月三十一日止三個月	
		2020 二零二零年 (Unaudited) (未經審核) RMB'000 人民幣千元	2019 二零一九年 (Unaudited) (未經審核) RMB'000 人民幣千元
Interest on bank and other borrowings	銀行及其他借貸利息	21,485	47,693
Interest on corporate bonds	公司債券利息	1,330	13,754
Interest on convertible bonds	可換股債券利息	-	45,526
Interest on lease liabilities	租賃負債利息	82	-
Additional default interest accrued on borrowings, corporate bonds and convertible bonds (note)	借款、公司債券及可轉換債券的額外應計利息(附註)	75,356	-
		98,253	106,973

附註：額外的應付違約利息是指借款、公司債券及可轉換債券在到期日前未結算而引致的額外利息。

7. 除稅前虧損

除稅前虧損乃經扣除/(計入)下列各項後達致：

		For the three months ended 31 March 截至三月三十一日止三個月	
		2020 二零二零年 (Unaudited) (未經審核) RMB'000 人民幣千元	2019 二零一九年 (Unaudited) (未經審核) RMB'000 人民幣千元
(a) Staff costs, including Directors' remuneration	(a) 員工成本·包括董事薪酬		
Salaries, wages and other benefits	薪金、工資及其他福利	6,662	72,501
Contribution to defined contribution retirement benefits scheme	定額供款退休福利計劃供款	543	12,418
Share-based payment expenses	以股份支付之支出	1,498	8,582
		8,703	93,501

7. LOSS BEFORE TAX (Continued)

7. 除稅前虧損(續)

		For the three months ended 31 March 截至三月三十一日止三個月	
		2020 二零二零年 (Unaudited) (未經審核) RMB'000 人民幣千元	2019 二零一九年 (Unaudited) (未經審核) RMB'000 人民幣千元
(b) Other items	(b) 其他項目		
Auditors' remuneration	核數師薪酬	359	629
Depreciation and amortisation (included in administrative and other operating expenses)	折舊及攤銷(計入行政及 其他經營開支)	12,857	18,043
Depreciation of right-of-use assets(included in administrative and other operating expenses)	使用權資產折舊(計入行政及 其他經營開支)	2,067	7,333
Net impairment recognised on loan receivable (included in administrative and other operating expenses)	就應收貸款確認之減值淨額 (計入行政及 其他經營開支)	-	95,769
Net impairment recognised on trade receivable (included in administrative and other operating expenses)	就貿易應收款確認之減值淨額 (計入行政及 其他經營開支)	-	2,002
Net impairment recognised on amount due from an associate (included in administrative and other operating expenses)	就應收一間聯營公司款項確認之 減值淨額(計入行政及 其他經營開支)	-	82,000
Operating lease expenses in respect of short-term leases	短期租賃之經營租賃開支	-	8,735
Fair value change of preference shares of a subsidiary	一間附屬公司之優先股之 公平值變動	-	3,523
Fair value change of provision for financial guarantee (included in administrative and other operating expenses)	融資擔保撥備之公平值變動 (計入行政及其他經營開支)	-	152,859

8. INCOME TAX

8. 所得稅

		For the three months ended 31 March	
		截至三月三十一日止三個月	
		2020	2019
		二零二零年	二零一九年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Current tax:	即期稅項：		
Provision for Hong Kong Profits Tax	香港利得稅撥備	1,552	-
Provision for PRC Enterprise Income Tax (the "EIT")	中國企業所得稅 (「企業所得稅」) 撥備	4,329	32,464
Provision for Vietnam Income Tax	越南所得稅撥備	-	204
		5,881	32,668
Deferred tax	遞延稅項	(845)	(20,499)
		5,036	12,169

- | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>(i) Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands (the "BVI"), the Group is not subject to any income tax in the Cayman Islands and the BVI.</p> | <p>(i) 根據開曼群島及英屬處女群島 (「英屬處女群島」) 之規則及法規，本集團毋須繳納任何於開曼群島及英屬處女群島之所得稅。</p> |
| <p>(ii) On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of qualifying corporation will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. For the three months ended 31 March 2020 and 2019, Hong Kong profits tax of the qualified entity of the Group is calculated in accordance with the two-tiered profits tax rates regime. The profits of other Group entities in Hong Kong not qualifying for the two-tiered profits tax rates regime will continue to be taxed at the flat rate of 16.5%.</p> | <p>(ii) 於二零一八年三月二十一日，香港立法會通過《2017年稅務(修訂)(第7號)條例草案》(「條例草案」)，引入利得稅兩級制。該條例草案於二零一八年三月二十八日經簽署成為法律，並於翌日刊憲。根據利得稅兩級制，合資格法團首2,000,000港元溢利之稅率為8.25%，而超過2,000,000港元之溢利稅率為16.5%。截至二零二零及二零一九年三月三十一日止三個月，本集團合資格實體的香港利得稅根據利得稅兩級制計算。不符合利得稅兩級制資格的本集團其他香港實體的溢利將繼續按16.5%之劃一稅率繳納稅項。</p> |
| <p>(iii) Profits of the subsidiaries established in the PRC are subject to PRC EIT.</p> <p>Under the Law of the PRC on EIT (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both periods.</p> <p>During the three months ended 31 March 2020 and 2019, several subsidiaries established in the PRC were recognised as High Technology Enterprises and subject to PRC income tax at 15% in accordance with the EIT Law.</p> | <p>(iii) 於中國成立之附屬公司之溢利須繳納中國企業所得稅。</p> <p>根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，中國附屬公司於該兩個期間之稅率均為25%。</p> <p>截至二零二零年及二零一九年三月三十一日止三個月，於中國成立之若干附屬公司獲確認為高科技企業，須根據企業所得稅法按15%之稅率繳納中國所得稅。</p> |
| <p>(iv) Profits of the subsidiaries established in Vietnam are subject to Vietnam Income Tax.</p> <p>In accordance with the Corporate Income Tax Law in Vietnam, the income tax rate is 20% from 2016.</p> | <p>(iv) 在越南成立的附屬公司的溢利須繳納越南所得稅。</p> <p>根據越南企業所得稅法，所得稅稅率自二零一六年起為20%。</p> |

9. DIVIDEND

The Board has resolved not to declare an interim dividend for the three months ended 31 March 2020 (three months ended 31 March 2019: Nil).

10. LOSS PER SHARE

Basic loss per share

The calculation of basic loss per share for the three months ended 31 March 2020 is based on the loss attributable to owners of the Company of RMB59,375,000 (three months ended 31 March 2019: loss attributable to owners of the Company of RMB171,615,000) and the weighted average of 23,141,315,580 (three months ended 31 March 2019: 23,141,315,580) ordinary shares in issue during the three months ended 31 March 2020.

Diluted loss per share

The calculation of diluted loss per share for the three months ended 31 March 2020 is based on the loss attributable to owners of the Company of RMB59,375,000 (three months ended 31 March 2019: loss attributable to owners of the Company of RMB171,615,000) and the weighted average of 23,141,315,580 (three months ended 31 March 2019: 23,141,315,580) ordinary shares in issue during the three months ended 31 March 2020.

For the three months ended 31 March 2020 and 2019, the computation of diluted loss per share does not assume the effect of outstanding share options and conversion of the Company's outstanding convertible bonds since their exercise would result in a decrease in loss per share.

As at 31 March 2020, 1,792,039,042 new shares of the Company might be issued pursuant to the outstanding convertible bonds.

9. 股息

董事會已議決不宣派截至二零二零年三月三十一日止三個月之中期股息（截至二零一九年三月三十一日止三個月：無）。

10. 每股虧損

每股基本虧損

截至二零二零年三月三十一日止三個月之每股基本虧損乃按於截至二零二零年三月三十一日止三個月內本公司擁有人應佔虧損為人民幣59,375,000元（截至二零一九年三月三十一日止三個月：本公司擁有人應佔虧損人民幣171,615,000元）及已發行普通股之加權平均數23,141,315,580股（截至二零一九年三月三十一日止三個月：23,141,315,580股）計算。

每股攤薄虧損

截至二零二零年三月三十一日止三個月之每股攤薄虧損乃按於截至二零二零年三月三十一日止三個月內本公司擁有人應佔虧損為人民幣59,375,000元（截至二零一九年三月三十一日止三個月：本公司擁有人應佔虧損人民幣171,615,000元）及已發行普通股之加權平均數23,141,315,580股（截至二零一九年三月三十一日止三個月：23,141,315,580股）計算。

截至二零二零年及二零一九年三月三十一日止三個月，由於行使本公司之尚未行使購股權及尚未轉換可換股債券將導致每股虧損減少，故每股攤薄虧損之計算並不假設有關於尚未行使購股權的行使及有關尚未轉換可換股債券的轉換。

於二零二零年三月三十一日，因尚未行使可換股債券而可能發行的本公司新股份數目為1,792,039,042股。

MANAGEMENT DISCUSSION AND ANALYSIS

Business Review

Industry Trends

FinTech is an important part and a driving force for the development of the modern financial system. 2019 has seen two major trends in this industry: business innovation and regulatory compliance supervision. This trend has continued on in 2020. The integration of finance and technology are increasingly deepening, and FinTech solutions continue to drive changes especially in the banking industry. Many FinTech companies continue to leverage technologies such as big data, cloud computing, artificial intelligence, blockchain and other technological advancement to influence the traditional financial operations; deepening research and development of technology applications, and continue to innovate technology to empower financial businesses. FinTech in hindsight is ahead of regulations. Few of impending licenses did not materialise as expected, and we continue to see strict domestic supervision and various implementations of regulatory measures which are challenging to many industry players, and many industry operators have been focusing on building the ecosystems.

In the backdrop of the slow economic development in China and regulatory tightening in the industries that the Group operates in, the FinTech platforms of the Company and its subsidiaries (the "Group") have been adversely impacted and are facing enormous challenges both operationally and financially. The management had to make very tough decisions that were unprecedented in the Group's operating history in response to those changes and expects to gradually transform and restructure the business overall.

管理層討論與分析

業務回顧

行業趨勢

金融科技為現代金融體系發展的重要組成部分及驅動力量。二零一九年，業內呈現業務創新及監管合規監察兩大趨勢。到二零二零年，這種趨勢將繼續。金融與科技深度融合，金融科技解決方案繼續推動變革，銀行業尤為突出。眾多金融科技公司繼續藉助大數據、雲計算、人工智能、區塊鏈等技術進步的力量推動傳統金融運營發展；深化技術應用研發，不斷創新技術，以科技創新賦能金融業務。事後所見，金融科技的發展先於法規的制訂。即將頒發的牌照幾乎無不符合預期者，且國內不斷加強監管，實施多項監管措施，對眾多業內公司提出挑戰，眾多業內運營商一直專注生態系統的建設。

隨著中國經濟發展放緩，本公司及其附屬公司（「本集團」）所在行業的監管日益趨嚴，本集團的金融科技平臺亦受到不利影響，在營運及財務方面均面臨巨大挑戰。為應對該等變化，管理層必須作出本集團經營歷史上前所未有的艱難決定，以期逐步實現業務的全面轉型及重塑。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Business Review (Continued)

Operational Highlights

- *Third party payment*
Shanghai Jifu Xinxi Jishu Fuwu Co., Ltd.* (上海即富信息技術服務有限公司) (“Shanghai Jifu”), our mobile point of sale (“POS”) provider, which is 35% owned by the Group, recorded a total transaction volume of RMB801.5 billion in the first quarter of 2020, representing a year-on-year decrease of approximately 16%. The accumulated number of registered users reached 42.79 million as of the end of March 2020.

Amigo Technologies Joint Stock Company (“Amigo Technologies”) (in which the Group holds a 51% interest), our payment services provider in Vietnam, processed 51,548,718 transactions in the first quarter of 2020, representing a growth of around 6.7% period-on-period. This happened despite the fact that the transaction amount slightly decrease to 46.9 trillion VND in total value, representing a decrease of 3.3% period-on-period. Amigo Technologies expects a strong 2nd quarter performance as a result of the economy recovery following the coronavirus outbreak.

Amidst the success achieved in 2019 through developing new payment products and service platforms to meet customers’ needs and better the user experience, K&R International began to observe a decline due to the impact coronavirus had on the economy and consumer needs. Despite this, K&R International is committed to strengthen its products and during the first half of 2020, the e-wallet mobile function was terminated in order to integrate product lines and improve service quality.

管理層討論與分析 (續)

業務回顧 (續)

營運摘要

- *第三方支付*
我們的移動銷售點「POS」供貨商上海即富信息技術服務有限公司(「上海即富」, 本集團擁有其35%權益)於二零二零年第一季度錄得總交易量人民幣8,015億元, 同比下降約16%。截至二零二零年三月底之累計註冊用戶總數達4,279萬。

本集團的越南支付服務供貨商Amigo Technologies Joint Stock Company (「Amigo Technologies」, 本集團持有51%權益)於二零二零年第一季度處理了51,548,718項交易, 同比增長約6.7%。交易價值減少3.3%, 錄得總價值46.9萬億越南盾。Amigo Technologies預計, 由於冠狀病毒爆發後經濟復蘇, 第二季度的業績會更強勁。

在二零一九年, 僑達國際有限公司繼續開發全新支付產品及服務平臺以滿足客戶需要及優化其體驗, 由於冠狀病毒對經濟和消費者需求的影響, 僑達國際有限公司的開始出現業績下降。儘管如此, 僑達國際有限公司致力於加強其產品, 並在二零二零上半年停止對僑達支付手機應用, 以便整合產品線, 提高服務品質。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Financial Review

Revenues

For the three months ended 31 March 2020, the Group reported revenues of approximately RMB93.8 million, a decrease of 82.2% period-on-period. The decrease was primarily attributable to the decrease in revenues from online investment and technology-enabled lending service, third party payment service, traditional loans and financing services and others segment of approximately RMB264.2 million, RMB115.5 million, RMB44.5 million and RMB9.9 million, respectively. The following table sets forth the Group's revenue by business segments for the three months ended 31 March 2020 and 2019.

管理層討論與分析 (續)

財務回顧

收入

截至二零二零年三月三十一日止三個月，本集團呈報收入約人民幣93,800,000元，同期減少82.2%。下降乃主要由於來自在線投資及科技驅動貸款服務、第三方支付服務、傳統貸款及融資服務及其他分部的收入分別減少了約人民幣264,200,000元、人民幣115,500,000元、人民幣44,500,000元及人民幣9,900,000元。下表載列本集團截至二零二零年及二零一九年三月三十一日止三個月按業務分部劃分之收入。

For the three months ended 31 March 截至三月三十一日止三個月

		2020 二零二零年	% of total revenues 佔總收入 百分比	2019 二零一九年	% of total revenues 佔總收入 百分比
		RMB'000 人民幣千元		RMB'000 人民幣千元	
Traditional loans and financing	傳統貸款及融資	58,544	62.4	103,057	19.5
Third party payment service	第三方支付服務	3,295	3.5	118,766	22.5
Online investment and technology-enabled lending service	在線投資及 科技驅動貸款服務	-	-	264,182	50.0
Others	其他	31,990	34.1	41,904	8.0
Total	總計	93,829	100.0	527,909	100.0

Traditional loans and financing

Traditional loans and financing income mainly included interest income and financial consultancy service income which were derived from the Group's loan financing services. It generated approximately 62.4% of the Group's total revenues and recorded a decrease of approximately 43.2% period-on-period to approximately RMB58.5 million for the three months ended 31 March 2020. The decrease in revenue in this segment was because no interest income was recognised on those credit impaired receivables during the period.

傳統貸款及融資

傳統貸款及融資收入主要包括利息收入及財務諮詢服務收入，該等收入產生自本集團之貸款融資服務，佔本集團總收入之約62.4%，並錄得同比減少約43.2%至截至二零二零年三月三十一日止三個月之約人民幣58,500,000元。此分部收入下降乃由於期內概無就該等信貸減值之應收款項確認任何利息收入。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Financial Review (Continued)

Revenues (Continued)

Third party payment service

The third party payment business, which included the provision of online payment transactions, payment system consultancy and related services of UCF Pay and payment transaction service of Amigo Technologies as well as K&R International, generated revenues of approximately RMB3.3 million for the three months ended 31 March 2020, a decrease of approximately 97.2% period-on-period. It represented approximately 3.5% of the Group's total revenues of which UCF Pay, Amigo Technologies and K&R International reported revenue of approximately RMBNil, RMB2.8 million and RMB0.5 million, respectively. The decrease was mainly due to the temporary suspension since July 2019 of UCF Pay's operations, as detailed in the 2019 annual report.

Online investment and technology-enabled lending service

Our online investment and technology-enabled lending service income mainly included income generated by our online consumer lending platform Weshare. For the three months ended 31 March 2020, the Group's online investment and technology-enabled lending business recorded revenues of approximately RMBNil. It represented 0.0% of the Group's total revenues. During the fourth quarter of 2019, the general guidelines from the central government of China were to promote the beginning exit of most online lending businesses and seek alternatives or transformation of such business. As a result during the period, Weshare was in the final stages of exiting the online lending business and did not record any transactions during 2020, while exploring different avenues to transform its existing business.

管理層討論與分析 (續)

財務回顧 (續)

收入 (續)

第三方支付服務

截至二零二零年三月三十一日止三個月，第三方支付業務（包括先鋒支付的提供網上支付交易、支付系統諮詢及相關服務以及Amigo Technologies及僑達國際之支付交易服務）產生之收入為約人民幣3,300,000元，同減少比約97.2%。其佔本集團總收入之約3.5%，其中先鋒支付、Amigo Technologies及僑達國際分別錄得收入約人民幣0元、人民幣2,800,000元及人民幣500,000元。減少主要由於二零一九年七月的不合規事項導致先鋒支付下半年度起已暫時停止營運，如2019年度報告中所述。

在線投資及科技驅動貸款服務

在線投資及科技驅動貸款服務收入主要包括來自我們在線消費貸款平臺掌眾金服之收入。於截至二零二零年三月三十一日止三個月，本集團之在線投資及科技驅動貸款服務業務錄得之收入為約人民幣0元，佔本集團總收入約0.0%。在二零一九年第四季度，中國中央政府的總體指導方針是促進大多數線上貸款業務的開始退出，並尋求此類業務的替代方案或轉型結果，在此期間，Weshare處於退出線上貸款業務的最後階段，並且在二零二零年末記錄任何交易，同時探索不同的途徑來改變現有的業務。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Financial Review (Continued)

Revenues (Continued)

Others

Others included exhibition service income and IT solution income generated by our 51%-owned subsidiary Glory Metro Holdings Limited and 51%-owned subsidiary Amigo Technologies, respectively. The increase was mainly due to Amigo Technologies' solid business during the period, offsetting the poor performance in the exhibition service industry which Glory Metro Holdings Limited operated in.

Interest expenses

Interest expenses mainly comprised interest due on bank and other loans, Hong Kong dollar ("HK\$")-denominated convertible bonds, United States ("US") dollar-denominated convertible bonds, Hong Kong dollar-denominated corporate bonds, and US dollar-denominated corporate bonds. The Group's interest expenses decreased by approximately 8.2% period-on-period to approximately RMB98.3 million for the three months ended 31 March 2020. The decrease was primarily attributable to the finance cost on corporate bond with principal amount of SGD36.8 million, bearing fixed interest rate of 8% per annum, issued by the Group in March 2018 and fully settled in March 2019. Thus, no interest was incurred in relation to the aforementioned corporate bond.

Other income

Other income and gain or loss mainly comprised bank interest income and government grants. The Group's other income mainly comprised of government grants of RMB0.3 million (for the three months ended 31 March 2019: RMB19.6 million). The decrease was mainly due to Weshare exiting the online investment and technology-enabled lending industry of which a substantial part of the government grant in the prior period originated.

管理層討論與分析 (續)

財務回顧 (續)

收入 (續)

其他

其他包括分別由我們擁有51%權益之附屬公司盛都控股有限公司及我們擁有51%權益之附屬公司Amigo Technologies貢獻之展覽服務收入及IT解決方案收入。這一增長主要是由於Amigo Technologies在此期間業務穩健，抵銷了盛都控股有限公司在展覽服務行業的不良業績。

利息開支

利息開支主要包括銀行及其他貸款、以港元(「港元」)計值之可換股債券、以美元(「美元」)計值之可換股債券、以港元計值之公司債券及以美元計值之公司債券之應付利息。本集團之利息開支同比減少約8.2%至截至二零二零年三月三十一日止三個月之約人民幣98,300,000元。該減少主要歸因於本集團於二零一八年三月發行並於二零一九年三月悉數結算本金額36,800,000新加坡元按固定年利率8%計息的公司債券的融資成本。因此，上述公司債券並無利息。

其他收入

其他收入及收益或虧損主要包括銀行利息收入及政府津貼。本集團的其他收益主要包括政府津貼人民幣300,000元(截至二零一九年三月三十一日止三個月：人民幣19,600,000元)。減少的主要原因是掌眾退出了在線投資及科技驅動貸款行業，而在之前階段政府津貼中有很大一部分來自這個行業。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Financial Review (Continued)

Administrative and other operating expenses

The Group's administrative and other operating expenses primarily comprised salaries and staff welfare, and depreciation and amortisation charges and decreased by approximately 90.6% period-on-period to RMB59.6 million for the three months ended 31 March 2020. The decrease was mainly due to no additional impairment losses during the period, as the credit risk assessment was performed during the end of 2019 and subsequently up to the reporting date. For the period ended 31 March 2020, there were no material indicators for credit impairment noted and the Group is in view that sufficient impairment was made. Additionally, cost saving measures adopted by the Group along with Weshare's beginning exit of its industry, as detailed in the above regarding revenue of "Online investment and technology-enabled lending services", resulted in a significant decrease in staff cost and other administrative expenses.

Share-based payment expenses

Share-based payment expenses of the Group for the three months ended 31 March 2020 decreased by approximately 82.5% to approximately RMB1.5 million. The decrease in such expenses represented the fair value of certain share options granted, which had been amortised over the vesting periods.

Share of results of associates

Share of results of associates for the three months ended 31 March 2020 decreased to approximately RMB6.6 million. The period-on-period decrease was mainly attributable to the declined performance from our 35% interest in Shanghai Jifu.

Loss for the three months ended 31 March 2020

The loss for the three months ended 31 March 2020 was approximately RMB63.3 million, compared to a loss of approximately RMB187.4 million for the three months ended 31 March 2019.

The decrease in loss was mainly due to decreases in revenue, government grants and share of results of associates of RMB434.1 million, RMB19.3 million and RMB21.8 million, respectively, offsetting decreases in administrative and other operating expenses, interest expenses and share-based payment expenses of RMB577.8 million, RMB8.8 million and RMB7.1 million, respectively.

管理層討論與分析 (續)

財務回顧 (續)

行政及其他經營開支

本集團之行政及其他經營開支主要包括薪金及員工福利、折舊及攤銷費用。本集團之行政及其他經營開支同比減少約90.6%至截至二零二零年三月三十一日止三個月之人民幣59,600,000元。該減少主要是由於在此期間沒有出現額外的減值損失，因為在2019年底和之後直到報告日期對金融資產進行了信貸風險評估和估值。截至二零二零年三月三十一日止期間，未發現任何重大信貸減值跡象，本集團認為已進行了充分減值。此外，本集團採取的成本節約措施以及掌眾開始退出其行業，如上文關於「在線上投資及科技驅動貸款服務」收入的詳細說明，導致員工成本和其他管理費用大幅下降。

以股份支付之開支

截至二零二零年三月三十一日止三個月，本集團以股份支付之開支減少約82.5%至約人民幣1,500,000元。該開支減少指授出之若干購股權之公平值，於歸屬期間被攤銷。

應佔聯營公司業績

截至二零二零年三月三十一日止三個月，應佔聯營公司業績減少至約人民幣6,600,000元。同比減少主要由於上海即富之35%權益之業績下降。

截至二零二零年三月三十一日止三個月虧損

截至二零二零年三月三十一日止三個月，虧損約為人民幣63,300,000元，較截至二零一九年三月三十一日止三個月之虧損約人民幣187,400,000元。

該虧損減少乃主要由於營業額、政府津貼及應佔聯營公司業績之分別減少約人民幣434,100,000元、人民幣19,300,000元及人民幣21,800,000元，抵消了行政及其他經營開支、利息支出及以股份支付之開支之分別減少約人民幣577,800,000元、人民幣8,800,000元及人民幣7,100,000元。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Financial Review (Continued)

Loss attributable to owners of the Company

Loss attributable to owners of the Company for the three months ended 31 March 2020 was approximately RMB59.4 million, a decrease of approximately 65.4% as compared to a loss of approximately RMB171.6 million for the three months ended 31 March 2019. Excluding the non-recurring gain on disposal of a joint venture, share-based payment expenses and certain other non-cash items, loss attributable to owners of the Company under non-generally accepted accounting principles (“GAAP”) for the three months ended 31 March 2020 was approximately RMB57.9 million, a decrease of approximately 64.7% as compared to a loss of approximately RMB163.9 million for the three months ended 31 March 2019.

Reconciliations of non-GAAP measures to the nearest comparable GAAP measures

The table below sets forth a reconciliation of profit attributable to owners of the Company to non-GAAP profit attributable to owners of the Company for the period indicated:

管理層討論與分析 (續)

財務回顧 (續)

本公司擁有人應佔虧損

截至二零二零年三月三十一日止三個月，本公司擁有人應佔虧損為約人民幣59,400,000元，較截至二零一九年三月三十一日止三個月之虧損約人民幣171,600,000元減少約65.4%。撇除出售一間合營公司之非經常性收益、以股份支付之開支及若干其他非現金項目，截至二零二零年三月三十一日止三個月，根據非一般公認會計原則（「公認會計原則」），本公司擁有人應佔虧損為約人民幣57,900,000元，較截至二零一九年三月三十一日止三個月之虧損約人民幣163,900,000元減少約64.7%。

非公認會計原則計量與最近可比較公認會計原則計量之對賬

下表載列於所示期間本公司擁有人應佔溢利與本公司擁有人應佔非公認會計原則溢利之對賬：

		For the three months ended 31 March	
		截至三月三十一日止三個月	
		2020	2019
		二零二零年	二零一九年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Loss attributable to owners of the Company	本公司擁有人應佔虧損	(59,375)	(171,615)
Adjustments for:	就下列各項調整：		
Share-based payment expenses	以股份支付之開支	1,498	8,582
Gain on disposal of a joint venture	出售一間合營企業之收益	-	(2,580)
Change in fair value of preference shares of a 48%-owned subsidiary	一間持有48%權益之附屬公司之優先股之公平值變動	-	1,691
Non-GAAP loss attributable to owners of the Company	本公司擁有人應佔非公認會計原則虧損	(57,877)	(163,922)

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Financial Review (Continued)

Reconciliations of non-GAAP measures to the nearest comparable GAAP measures (Continued)

The Company's management believes that the non-GAAP financial measures provide investors with useful supplementary information to assess the performance of the Group's core operations by excluding certain non-cash items and certain impact of acquisition or disposal transactions.

Liquidity, Financial Resources and Capital Structure

During the three months ended 31 March 2020, the Group's source of funds was mainly from cash generated from operations. As at 31 March 2020, the Group had bank balances and cash of approximately RMB111.1 million (31 December 2019: approximately RMB183.9 million), which were mainly denominated in RMB, US dollar, Vietnamese dong and HK\$.

As at 31 March 2020, the Group's interest-bearing borrowings (including lease liabilities), which mainly comprised corporate bonds, convertible bonds, bank and other borrowings, amounted to approximately RMB2.6 billion (31 December 2019: approximately RMB2.6 billion). The gearing ratio, representing the ratio of total borrowings to total assets of the Group, was 0.41 as at 31 March 2020 (31 December 2019: 0.43). The Company will make use of its cash resources, collections from trade and loan receivables, and/or realising certain investments to meet the redemption obligations.

During the period under review, the Group did not use any financial instruments for hedging purposes.

管理層討論與分析 (續)

財務回顧 (續)

非公認會計原則計量與最近可比較公認會計原則計量之對賬 (續)

本公司管理層認為，非公認會計原則財務計量透過撇除若干非現金項目及收購或出售交易之若干影響，為投資者提供有用之補充資料以評估本集團核心業務之表現。

流動資金、財務資源及資本架構

於截至二零二零年三月三十一日止三個月，本集團之資金來源主要來自營運產生之現金。於二零二零年三月三十一日，本集團之銀行結餘及現金為約人民幣111,100,000元（二零一九年十二月三十一日：約人民幣183,900,000元），主要以人民幣、美元、越南盾及港元計值。

於二零二零年三月三十一日，本集團計息借貸（包括租賃負債）主要包括公司債券、可換股債券、銀行借貸及其他借貸達約人民幣2,600,000,000元（二零一九年十二月三十一日：約人民幣2,600,000,000元）。於二零二零年三月三十一日，以本集團總借貸與總資產之比率列示之資產負債比率為0.41（二零一九年十二月三十一日：0.43）。本公司將利用其現金資源、貿易和應收貸款的收款，及／或出售某些投資以履行贖回義務。

於回顧期間內，本集團並無使用任何金融工具作對沖用途。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Outlook and Strategies

- **Third party payment**

In 2020, Shanghai Jifu will focus on the innovation and integration of financial services by fully leveraging on Jifu payment ecosystem. Starting from the payment and other FinTech applications, it will serve the real economy and small and micro businesses to further enhance its capabilities in technology and solutions in big data and the cloud services of Software-as-a-service (“SaaS”) and provide a series of comprehensive FinTech services for small and micro businesses, so as to establish a FinTech platform based on third party payment, e-commerce and big data service pattern.

Together with Vietnam Post as strategic alliance, we plan to offer A-Pay mobile wallet to more than Vietnam Post’s 50,000 postmen and millions of end-users subsequently. This approach will help us achieve mobile wallet users with minimum cost and drive transactions volume against e-commerce competitors.

In 2020, K&R International will focus on:

- 1) E-wallet account products. To cater for the market trend of FinTech and mobile payment, in 2020, K&R International plans to launch an e-wallet account with functions such as application, recharge, stored value and consumption based on the EKYC technology of artificial intelligence and with an effective antimoney laundering mechanism in place. The e-wallet account no longer requires complicated processes involved in offline card opening verification processes and is free from the specific requirements of offline outlets. The application and approval process is carried out online, which has shortened the distance with customers. Applications are accepted 24 hours online, thus saving customers’ time and efforts. This will significantly increase their willingness to open accounts. Besides, online remote account opening will decrease operating costs and mitigate the potential uncertainties caused by the epidemic.

管理層討論與分析 (續)

展望及戰略

- **第三方支付**

二零二零年，上海即富將充分依託即富支付生態進行金融服務創新整合，以支付場景為入口，立足金融科技，服務實體經濟和小微企業，進一步提升在大數據和SaaS雲服務領域的技術及解決方案能力，為小微商家提供交易過程中的一系列金融科技綜合服務，進一步打造基於第三方支付、圈子電商、大數據服務模式的金融科技平臺。

我們與越南郵政建立戰略聯盟，其後擬向越南郵政超過50,000名郵遞員及數百萬名終端用戶提供A-Pay移動錢包。此舉有助我們以最低成本獲得移動錢包用戶，並推升交易量，與電商競爭對手競爭。

僑達國際二零二零年的工作重點：

- 1) 電子錢包賬戶產品。為了應對金融科技和移動化支付的市場趨勢，僑達國際計劃在二零二零年推出一款，結合人工智能領域的EKYC技術，及有效的反洗錢機制，具有申請、充值、儲值、消費等功能的電子錢包賬戶。電子錢包賬戶將擺脫線下開卡驗證的繁瑣手續，免除線下網點的特定要求，將申請和審批搬移到線上，縮短與顧客的空間距離；線上24小時接受申請，為顧客節約時間和精力，將大大提高開戶意願。同時，線上遠程開戶將減少運營成本，降低可能因疫情導致的不確定因素。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Outlook and Strategies (Continued)

• **Third party payment (Continued)**

- 2) Export of e-wallet account technology. Due to the impact of the social environment in 2019 and the epidemic outbreak in 2020, enterprises in Hong Kong have a great demand for electronic stored value facilities, including membership cards, consumer cards and other products that can support online payment. By leveraging the open and sound financial system in Hong Kong and the Open API mode based on SDK, K&R International will provide e-wallet accounts to enterprises in need, help them to complete the electronic business transformation and expand into the online sales, thereby getting rid of geographical restrictions and attracting more consumers. E-wallet accounts provided by K&R International accept applications from consumers around the world, provide enterprises with a borderless value-added, stored-value, and consumer e-payment solutions. K&R International can also customise a proprietary member network for an enterprise according to its needs to keep customers, funds and consumption activities in its own ecological circle. This helps to more accurately locate potential customers, stimulate consumption, cultivate loyalty, direct customer acquisition, and reduce the barrier to consumption payment. The export of e-wallet accounts technology will expand K&R International's product line from a single B2C model to a B2B2C model.
- 3) Expansion of sales channels. We newly launched convenience store recharge channels to sell gift cards of K&R International through major convenience stores in Hong Kong, provide customers with cash recharge services (already tested), and enhance online sales channels.

管理層討論與分析 (續)

展望及戰略 (續)

• **第三方支付 (續)**

- 2) 電子錢包賬戶技術輸出。受到二零一九年社會環境影響和二零二零年疫情影響，香港企業對於電子儲值支付，包括會員卡、消費卡等可以支持線上支付的產品有很大需求。僑達國際可利用香港開放和完善的金融體系，基於SDK的Open API模式，向有需要的企業提供電子錢包賬戶，幫助企業完成商務電子化轉型，將企業的銷售拓展到線上，擺脫地理限制，吸引更多消費者。僑達國際的電子錢包賬戶可以接受全球消費者的申請，為企業提供一個無邊界的增值，儲值，消費電子支付解決方案。僑達國際也可以根據企業需求，構建屬於企業自己的會員網絡，將顧客、資金、消費留在企業自己的生態圈子裡，更加精準的定位潛在顧客，刺激消費，培養忠誠度，直接引流，降低消費支付門檻障礙。電子錢包賬戶技術的輸出可以將僑達國際的產品線從單一的B2C模式，拓展至B2B2C模式。
- 3) 增加銷售渠道。新增便利店充值渠道，通過香港主要便利店銷售僑達國際禮品卡，並為顧客提供現金充值服務（已測試），增強網上銷售渠道。

CORPORATE GOVERNANCE AND OTHER INFORMATION

企業管治及其他資料

Directors' and Chief Executive's Interests and Short Positions in the Shares, Underlying Shares and Debentures of the Company and its Associated Corporations

董事及主要行政人員於本公司及其相聯法團之股份、相關股份及債券之權益及淡倉

As at 31 March 2020, save as disclosed below, none of the Directors and chief executives of the Company had any interests and short positions 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 as amended from time to time) (the "SFO")) as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuers as referred to in Rule 5.46 of the GEM Listing Rules:

於二零二零年三月三十一日，除下文所披露者外，董事及本公司主要行政人員概無於本公司及其相聯法團（定義見證券及期貨條例（經不時修訂的香港法例第571章）（「證券及期貨條例」）第XV部）之股份、相關股份及債券中擁有任何根據證券及期貨條例第352條規定記錄在根據該條須予存置之登記冊，或根據GEM上市規則第5.46條所述上市發行人董事之規定交易準則已知會本公司及聯交所之權益及淡倉：

Interests in the ordinary shares of par value of HK\$0.02 each in the share capital of the Company (the "Shares") and the underlying Shares

於本公司股本中每股面值為0.02港元之普通股（「股份」）及相關股份之權益

Name of Directors/ Chief executive	Capacity/Nature of interests	Number of Shares/ underlying Shares interested	Note	Total interests	Approximate percentage of the Company's issued Shares* 佔本公司 已發行股份之 概約百分比*
董事／主要行政人員姓名	身份／權益性質	擁有權益之股份／ 相關股份數目	附註	總權益	
Mr. Phang Yew Kiat (resigned on 30 April 2020) 彭耀傑先生 (於二零二零年四月三十日辭任)	Beneficial owner 實益擁有人	235,000,000	1	235,000,000	1.02%
Mr. Sheng Jia 盛佳先生	Beneficial owner 實益擁有人 Family interest 家族權益	43,000,000 400,000	1 2	43,400,000	0.19%
Mr. Ge Ming (resigned on 30 April 2020) 葛明先生 (於二零二零年四月三十日辭任)	Beneficial owner 實益擁有人	19,400,000	4	19,400,000	0.08%
Dr. Ou Minggang (resigned on 30 April 2020) 歐明剛博士 (於二零二零年四月三十日辭任)	Beneficial owner 實益擁有人	14,400,000	5	14,400,000	0.06%
Dr. Wang Songqi (resigned on 30 April 2020) 王松奇博士 (於二零二零年四月三十日辭任)	Beneficial owner 實益擁有人	1,000,000	3	1,000,000	0.00%

CORPORATE GOVERNANCE AND OTHER INFORMATION (Continued)

Directors' and Chief Executive's Interests and Short Positions in the Shares, Underlying Shares and Debentures of the Company and its Associated Corporations (Continued)

Interests in the ordinary shares of par value of HK\$0.02 each in the share capital of the Company (the "Shares") and the underlying Shares (Continued)

Notes:

1. These interests represent the total underlying Shares comprised in the share options granted by the Company on 11 December 2014, 11 December 2015, 8 November 2016 and 23 March 2018.
 2. These interests represent the Shares held by Ms. Hu Haichen, the wife of Mr. Sheng Jia. Therefore, Mr. Sheng Jia was deemed to be interested in these Shares under the SFO.
 3. These interests represent the total underlying Shares comprised in the share options granted by the Company on 23 March 2018.
 4. These interests represent the total underlying Shares comprised in the share options granted by the Company on 11 December 2014, 11 December 2015, 12 December 2016 and 23 March 2018.
 5. These interests represent the total underlying Shares comprised in the share options granted by the Company on 11 December 2015, 12 December 2016 and 23 March 2018.
 6. All interests stated above are long positions.
- * The percentage represents the total number of the Shares and the number of underlying Shares interested divided by the number of issued Shares as at 31 March 2020 (i.e. 23,141,315,580 Shares).

Details of the above share options granted by the Company are set out under the section headed "Share Option Scheme" below.

As at 31 March 2020, the full exercise of all the outstanding convertible bonds issued by the Company would have led to the issue of 1,792,039,042 new Shares, which would have diluted the shareholding of the substantial shareholder of the Company (namely Mr. Zhang) from approximately 16.99% to approximately 15.78%.

As the conversion price of HK\$0.6952 per Share of the outstanding convertible bonds issued by the Company is significantly higher than the current market price of the Shares, it would be more financially advantageous for the holder of the convertible bonds to have such bonds redeemed on their maturity dates. The Company will make use of its cash resources, collections from trade and loan receivables, and/or realising certain investments to meet the redemption obligations.

企業管治及其他資料 (續)

董事及主要行政人員於本公司及其相聯法團之股份、相關股份及債券之權益及淡倉 (續)

於本公司股本中每股面值為0.02港元之普通股 (「股份」) 及相關股份之權益 (續)

附註：

1. 該等權益指於二零一四年十二月十一日、二零一五年十二月十一日、二零一六年十一月八日及二零一八年三月二十三日由本公司授出之購股權涉及之相關股份總數。
 2. 該等權益指由胡海晨女士 (盛佳先生的妻子) 持有。因此，根據證券及期貨條例，盛佳先生被視為於該等股份中擁有權益。
 3. 該等權益指於二零一八年三月二十三日由本公司授出之購股權涉及之相關股份總數。
 4. 該等權益指於二零一四年十二月十一日、二零一五年十二月十一日、二零一六年十二月十二日及二零一八年三月二十三日由本公司授出之購股權涉及之相關股份總數。
 5. 該等權益指於二零一五年十二月十一日、二零一六年十二月十二日及二零一八年三月二十三日由本公司授出之購股權涉及之相關股份總數。
 6. 以上所述所有權益均為好倉。
- * 該百分比乃所擁有權益之股份及相關股份數目總數除以於二零二零年三月三十一日之已發行股份數目 (即23,141,315,580股股份)。

本公司所授出上述購股權之詳情載於下文「購股權計劃」一節。

於二零二零年三月三十一日，悉數行使本公司發行之所有尚未行使可換股債券令致發行1,792,039,042股新股份，令本公司主要股東 (即張先生) 之股權由約16.99%攤薄至約15.78%。

由於本公司已發行之尚未行使可換股債券之轉換價為每股0.6952港元，大幅高於股份目前的市場價，故此，對可換股債券持有人而言，於到期日贖回有關債券在財務上更為有利。本公司將利用其現金資源、貿易和應收貸款的收款，及／或出售某些投資以履行贖回義務。

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中的權益及淡倉

As at 31 March 2020, so far as is known to the Directors, save as disclosed below, there were no entities or persons (other than a Director and the chief executive of the Company), having any interests or short positions in the Shares and underlying Shares as recorded in the register required to be kept by the Company under section 336 of the SFO:

於二零二零年三月三十一日，據董事所知，除下文所披露者外，概無任何實體或人士（董事及本公司主要行政人員除外）於股份及相關股份中擁有任何根據證券及期貨條例第336條記錄於本公司須予存置之登記冊的權益或淡倉：

Interests in the Shares – Long Position

於股份之權益－好倉

Name of substantial Shareholders	Capacity/Nature of interests	Number of Shares/ Underlying Shares interested	Note	Total interests	Approximate percentage of the Company's issued Shares* 佔本公司已發行股份之概約百分比*
主要股東名稱／姓名	身份／權益性質	擁有權益之股份／ 相關股份數目	附註	總權益	
Asia FinTech Asia FinTech	Beneficial owner 實益擁有人	3,250,160,000		3,250,160,000	14.04%
Oceanic Plus 海和	Interest in a controlled corporation 於受控制法團之權益	3,250,160,000	1	3,250,160,000	14.04%
Ms. Zhang 張女士	Beneficial owner 實益擁有人 Family interest 家族權益	90,000,000 3,843,308,000	1	3,933,308,000	16.99%
Jiefang Media (UK) Co. Limited ("Jiefang Media") 解放傳媒(英國)有限公司 (「解放傳媒」)	Beneficial owner 實益擁有人 Beneficial owner 實益擁有人	1,689,272,000 215,765,247	2	1,905,037,247	8.23%
Shanghai Xinhua Distribution Group Co., Ltd. ("Xinhua Distribution") 上海新華發行集團有限公司 (「新華發行」)	Interest in a controlled corporation 於受控制法團之權益	1,905,037,247	3	1,905,037,247	8.23%
Shanghai United Media Group ("United Media") 上海報業集團(「上海報業」)	Interest in controlled corporations 於受控制法團之權益	1,905,037,247	3	1,905,037,247	8.23%
Shanghai Greenland Group Company Limited ("Greenland Group") 上海綠地(集團)有限公司 (「綠地集團」)	Interest in controlled corporations 於受控制法團之權益	1,905,037,247	3	1,905,037,247	8.23%

CORPORATE GOVERNANCE AND OTHER INFORMATION (Continued)

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

Interests in the Shares – Long Position (Continued)

Notes:

1. Out of the total 3,843,308,000 Shares, 3,250,160,000 Shares were held by Asia FinTech which was wholly-owned by Oceanic Plus, the entire issued share capital of which was owned by Mr. Zhang who is the husband of Ms. Zhang, and the remaining 593,148,000 Shares were held by Mr. Zhang. Therefore, Ms. Zhang was deemed to be interested in these Shares under the SFO.
 2. These represented 215,765,247 underlying Shares in total to be issued to Jiefang Media upon its full conversion of the 7% convertible bonds due 2019 (the "Convertible Bonds") in the principal amount of HK\$150,000,000 issued by the Company to Jiefang Media (subject to adjustments as set out in the conditions for issue of the Convertible Bonds).
 3. These Shares were held by Jiefang Media. Jiefang Media was wholly-owned by Xinhua Distribution which was in turn owned by United Media and its associates as to approximately 50.8% and Greenland Group as to approximately 39%. Therefore, under the SFO, Xinhua Distribution was deemed to be interested in all the Shares held by Jiefang Media, and each of United Media and Greenland Group was deemed to be interested in all the Shares which Xinhua Distribution was deemed to be interested in.
- * The percentage represents the total number of the Shares interested divided by the number of issued Shares as at 31 March 2020 (i.e. 23,141,315,580 Shares).

企業管治及其他資料(續)

主要股東及其他人士於股份及相關股份中的權益及淡倉(續)

於股份之權益—好倉(續)

附註:

1. 於合共3,843,308,000股股份中，3,250,160,000股股份由Asia FinTech持有，Asia FinTech由海和全資擁有，而海和之全部已發行股本由張先生（張女士之丈夫）擁有，而餘下593,148,000股股份由張先生擁有。因此，根據證券及期貨條例，張女士被視為於該等股份中擁有權益。
 2. 指於本公司發行予解放傳媒之本金額為150,000,000港元於二零一九年到期之7%可換股債券（「可換股債券」）獲悉數轉換時將予發行予解放傳媒之合共215,765,247股相關股份（根據發行可換股債券之條件所載可予調整）。
 3. 該等股份由解放傳媒持有。解放傳媒由新華發行全資擁有，而新華發行則由上海報業及其聯繫人士擁有約50.8%權益及由綠地集團擁有約39%權益。因此，根據證券及期貨條例，新華發行被視為於解放傳媒持有的全部股份中擁有權益，而上海報業及綠地集團均被視為於新華發行被視為於其中擁有權益的全部股份中擁有權益。
- * 該百分比乃所擁有權益之股份總數除以於二零二零年三月三十一日之已發行股份數目（即23,141,315,580股股份）。

CORPORATE GOVERNANCE AND OTHER INFORMATION (Continued)

Share Option Scheme

The Company has adopted a share option scheme (the “**Share Option Scheme**”) pursuant to the written resolution of the Shareholders on 4 November 2010 for the purpose of providing incentives or rewards to the eligible participants for their contribution to the Group and/or enabling the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group. Eligible participants of the Share Option Scheme include the Directors, independent non-executive Directors (the “**INEDs**”), employees of the Group, customers of the Group and consultants, advisers, managers, officers or entities that provide research, development or other technological support to the Group. The Company amended and refreshed the scheme mandate limit under the Share Option Scheme by ordinary resolutions passed by the Shareholders at an extraordinary general meeting held on 26 January 2016.

The Company underwent a share subdivision of each issued and unissued ordinary share of HK\$0.1 each in the share capital of the Company into five shares of HK\$0.02 each (the “**Share Subdivision**”).

Upon the Share Subdivision becoming effective on 19 September 2016, the exercise prices of the outstanding options granted under the Share Option Scheme were adjusted from HK\$1.814 per share, HK\$2.13 per share, HK\$3.37 per share and HK\$3.49 per share to HK\$0.3628 per Share, HK\$0.426 per Share, HK\$0.674 per Share and HK\$0.698 per Share, respectively and the numbers of Shares to be issued upon the exercise of the options were adjusted from 182,125,000 shares, 30,629,000 shares, 91,920,000 shares and 137,600,000 shares to 910,625,000 Shares, 153,145,000 Shares, 459,600,000 Shares and 688,000,000 Shares, respectively. The above adjustments became effective on 19 September 2016.

No share option was granted during the three months ended 31 March 2020 (for the three months ended 31 March 2019: Nil). Thus, there were 817,220,000 Shares available for issue under the Share Option Scheme, representing approximately 3.59% of issued Shares as at the date of this first quarterly report (as at 31 December 2019: 817,220,000 Shares, representing approximately 3.53% of the Company’s then issued Shares). Share options comprising a total of 4,250,000 underlying Shares had lapsed, and no share option was exercised during the three months ended 31 March 2020.

企業管治及其他資料 (續)

購股權計劃

本公司已於二零一零年十一月四日根據股東之書面決議案採納一項購股權計劃(「購股權計劃」)，以便對合資格參與者為本集團作出貢獻給予獎勵或獎賞及／或讓本集團得以招攬及挽留高質素僱員及吸引對本集團有價值的人力資源。購股權計劃之合資格參與者包括董事、獨立非執行董事(「獨立非執行董事」)、本集團僱員、本集團客戶、顧問、諮詢人、經理人員、高級職員或向本集團提供研發或其他技術支援的實體。本公司於二零一六年一月二十六日舉行之股東特別大會上由股東通過普通決議案以修訂及更新購股權計劃項下之計劃授權限額。

本公司將本公司股本中每股面值0.1港元之已發行及未發行普通股拆細為五股每股面值0.02港元之股份(「股份拆細」)。

於股份拆細於二零一六年九月十九日生效後，根據購股權計劃授出之未行使購股權的行使價分別由每股1.814港元、每股2.13港元、每股3.37港元及每股3.49港元調整至每股股份0.3628港元、每股股份0.426港元、每股股份0.674港元及每股股份0.698港元，而該等購股權獲行使將予發行之股份數目分別由182,125,000股、30,629,000股、91,920,000股及137,600,000股調整至910,625,000股股份、153,145,000股股份、459,600,000股股份及688,000,000股股份。以上調整於二零一六年九月十九日生效。

截至二零二零年三月三十一日止三個月，概無授出購股權(截至二零一九年三月三十一日止三個月：無)，因此購股權計劃項下有817,220,000股股份可供發行，相當於在本第一季度報告日期之已發行股份約3.59%(於二零一九年十二月三十一日：817,220,000股股份，相當於本公司當時已發行股份之約3.53%)。截至二零二零年三月三十一日止三個月，涉及合共4,250,000股相關股份之購股權已失效，概無購股權已獲行使。

CORPORATE GOVERNANCE AND OTHER INFORMATION (Continued)

企業管治及其他資料(續)

Share Option Scheme (Continued)

購股權計劃(續)

Details of movements of the share options granted under the Share Option Scheme for the three months ended 31 March 2020 were as follows:

根據購股權計劃所授出購股權於截至二零二零年三月三十一日止三個月內之變動詳情如下：

Category	Date of grant	Exercise period	Exercise price per Share	Weighted average closing price	Number of underlying Shares comprised in the share options					As at 31 March 2020
					As at 1 January 2020	Granted during the period	Exercised during the period	Cancelled during the period	Lapsed during the period	
類別	授出日期	行使期	每股行使價	加權平均收市價	於二零二零年一月一日	期內授出	期內行使	期內註銷	期內失效	於二零二零年三月三十一日
			HKS	HKS						
			港元	港元						
Directors										
董事										
Mr. Phang Yew Kiat	11 December 2014	11 December 2015 to 10 December 2024	0.3628	-	50,000,000 (2)	-	-	-	-	50,000,000
彭耀傑先生	二零一四年十二月十一日	二零一五年十二月十一日至二零二四年十二月十日								
	11 December 2015	11 December 2016 to 10 December 2025	0.674	-	25,000,000 (4)	-	-	-	-	25,000,000
	二零一五年十二月十一日	二零一六年十二月十一日至二零二五年十二月十日								
	8 November 2016	8 November 2017 to 7 November 2026	0.98	-	100,000,000 (6)	-	-	-	-	100,000,000
	二零一六年十一月八日	二零一七年十一月八日至二零二六年十一月七日								
	23 March 2018	23 March 2019 to 22 March 2028	0.934	-	60,000,000 (9)	-	-	-	-	60,000,000
	二零一八年三月二十三日	二零一九年三月二十三日至二零二八年三月二十二日								
Mr. Sheng Jia	11 December 2014	11 December 2015 to 10 December 2024	0.3628	-	15,000,000 (2)	-	-	-	-	15,000,000
盛佳先生	二零一四年十二月十一日	二零一五年十二月十一日至二零二四年十二月十日								
	11 December 2015	11 December 2016 to 10 December 2025	0.674	-	15,000,000 (4)	-	-	-	-	15,000,000
	二零一五年十二月十一日	二零一六年十二月十一日至二零二五年十二月十日								
	8 November 2016	8 November 2017 to 7 November 2026	0.98	-	10,000,000 (6)	-	-	-	-	10,000,000
	二零一六年十一月八日	二零一七年十一月八日至二零二六年十一月七日								
	23 March 2018	23 March 2019 to 22 March 2028	0.934	-	3,000,000 (9)	-	-	-	-	3,000,000
	二零一八年三月二十三日	二零一九年三月二十三日至二零二八年三月二十二日								

CORPORATE GOVERNANCE AND OTHER INFORMATION (Continued)

企業管治及其他資料(續)

Share Option Scheme (Continued)

購股權計劃(續)

Category	Date of grant	Exercise period	Exercise price per Share	Weighted average closing price	Number of underlying Shares comprised in the share options					As at 31 March 2020
					購股權涉及之相關股份數目					
類別	授出日期	行使期	每股行使價 HK\$ 港元	加權平均收市價 HK\$ 港元	As at 1 January 2020 於二零二零年一月一日	Granted during the period 期內授出	Exercised during the period 期內行使	Cancelled during the period 期內註銷	Lapsed during the period 期內失效	As at 31 March 2020 於二零二零年三月三十一日
Directors (Continued)										
董事(續)										
Mr. Ge Ming 葛明先生	11 December 2014 二零一四年十二月十一日	11 December 2015 to 10 December 2024 二零一五年十二月十一日至 二零二四年十二月十日	0.3628	-	5,000,000 (2)	-	-	-	-	5,000,000
	11 December 2015 二零一五年十二月十一日	11 December 2016 to 10 December 2025 二零一六年十二月十一日至 二零二五年十二月十日	0.674	-	7,400,000 (4)	-	-	-	-	7,400,000
	12 December 2016 二零一六年十二月十二日	12 December 2017 to 11 December 2026 二零一七年十二月十二日至 二零二六年十二月十一日	0.786	-	6,000,000 (7)	-	-	-	-	6,000,000
	23 March 2018 二零一八年三月二十三日	23 March 2019 to 22 March 2028 二零一九年三月二十三日至 二零二八年三月二十二日	0.934	-	1,000,000 (9)	-	-	-	-	1,000,000
Dr. Ou Minggang 歐明剛博士	11 December 2015 二零一五年十二月十一日	11 December 2016 to 10 December 2025 二零一六年十二月十一日至 二零二五年十二月十日	0.674	-	7,400,000 (4)	-	-	-	-	7,400,000
	12 December 2016 二零一六年十二月十二日	12 December 2017 to 11 December 2026 二零一七年十二月十二日至 二零二六年十二月十一日	0.786	-	6,000,000 (7)	-	-	-	-	6,000,000
	23 March 2018 二零一八年三月二十三日	23 March 2019 to 22 March 2028 二零一九年三月二十三日至 二零二八年三月二十二日	0.934	-	1,000,000 (9)	-	-	-	-	1,000,000
Dr. Wang Songqi 王松奇博士	23 March 2018 二零一八年三月二十三日	23 March 2019 to 22 March 2028 二零一九年三月二十三日至 二零二八年三月二十二日	0.934	-	1,000,000 (9)	-	-	-	-	1,000,000
					312,800,000	-	-	-	-	312,800,000

CORPORATE GOVERNANCE AND OTHER INFORMATION (Continued)

企業管治及其他資料(續)

Share Option Scheme (Continued)

購股權計劃(續)

Category	Date of grant	Exercise period	Exercise price per Share	Weighted average closing price	Number of underlying Shares comprised in the share options					
					As at 1 January 2020	Granted during the period	Exercised during the period	Cancelled during the period	Lapsed during the period	As at 31 March 2020
類別	授出日期	行使期	每股行使價	加權平均收市價	於二零二零年一月一日	期內授出	期內行使	期內註銷	期內失效	於二零二零年三月三十一日
			HK\$ 港元	HK\$ 港元						
Former Directors										
前董事										
Mr. Wang Wei [#] 王巍先生 [#]	11 December 2014 二零一四年十二月十一日	11 December 2015 to 10 December 2024 二零一五年十二月十一日至 二零二四年十二月十日	0.3628	-	5,000,000 (2)	-	-	-	-	5,000,000
	11 December 2015 二零一五年十二月十一日	11 December 2016 to 10 December 2025 二零一六年十二月十一日至 二零二五年十二月十日	0.674	-	7,400,000 (4)	-	-	-	-	7,400,000
	12 December 2016 二零一六年十二月十二日	12 December 2017 to 11 December 2026 二零一七年十二月十二日至 二零二六年十二月十一日	0.786	-	6,000,000 (7)	-	-	-	-	6,000,000
Mr. Wong Sai Hung [*] 黃世雄先生 [*]	11 December 2014 二零一四年十二月十一日	11 December 2015 to 10 December 2024 二零一五年十二月十一日至 二零二四年十二月十日	0.3628	-	2,500,000 (2)	-	-	-	-	2,500,000
	11 December 2015 二零一五年十二月十一日	11 December 2016 to 10 December 2025 二零一六年十二月十一日至 二零二五年十二月十日	0.674	-	10,000,000 (4)	-	-	-	-	10,000,000
	8 November 2016 二零一六年十一月八日	8 November 2017 to 7 November 2026 二零一七年十一月八日至 二零二六年十一月七日	0.98	-	8,000,000 (6)	-	-	-	-	8,000,000
Ms. Zhou Youmeng [△] 周友盟女士 [△]	8 November 2016 二零一六年十一月八日	8 November 2017 to 7 November 2026 二零一七年十一月八日至 二零二六年十一月七日	0.98	-	8,000,000 (6)	-	-	-	-	8,000,000
	23 March 2018 二零一八年三月二十三日	23 March 2019 to 22 March 2028 二零一九年三月二十三日至 二零二八年三月二十二日	0.934	-	2,000,000 (9)	-	-	-	-	2,000,000
					48,900,000	-	-	-	-	48,900,000

[#] Mr. Wang Wei resigned as an INED with effect from 1 April 2017.
王巍先生已自二零一七年四月一日起辭任獨立非執行董事。

^{*} Mr. Wong Sai Hung resigned as a NED with effect from 5 February 2018.
黃世雄先生已自二零一八年二月五日起辭任非執行董事。

[△] Ms. Zhou Youmeng resigned as a NED with effect from 1 March 2019.
周友盟女士已自二零一九年三月一日起辭任非執行董事。

CORPORATE GOVERNANCE AND OTHER INFORMATION (Continued)

企業管治及其他資料(續)

Share Option Scheme (Continued)

購股權計劃(續)

Category	Date of grant	Exercise period	Exercise price per Share	Weighted average closing price	Number of underlying Shares comprised in the share options					
					As at 1 January 2020	Granted during the period	Exercised during the period	Cancelled during the period	Lapsed during the period	As at 31 March 2020
類別	授出日期	行使期	每股行使價	加權平均收市價	於二零二零年一月一日	期內授出	期內行使	期內註銷	期內失效	於二零二零年三月三十一日
			HK\$ 港元	HK\$ 港元						
Employees (in aggregate) 僱員(合計)	11 December 2014 二零一四年十二月十一日	11 December 2015 to 10 December 2024 二零一五年十二月十一日至 二零二四年十二月十日	0.3628	-	49,500,000 (2)	-	-	-	(1,250,000)	48,250,000
	8 June 2015 二零一五年六月八日	8 June 2016 to 7 June 2025 二零一六年六月八日至 二零二五年六月七日	0.426	-	56,317,500 (3)	-	-	-	-	56,317,500
	11 December 2015 二零一五年十二月十一日	11 December 2016 to 10 December 2025 二零一六年十二月十一日至 二零二五年十二月十日	0.674	-	27,500,000 (4)	-	-	-	-	27,500,000
	5 July 2016 二零一六年七月五日	5 July 2017 to 4 July 2026 二零一七年七月五日至 二零二六年七月四日	0.698	-	37,230,000 (5)	-	-	-	(2,000,000)	35,230,000
	12 December 2016 二零一六年十二月十二日	12 December 2017 to 11 December 2026 二零一七年十二月十二日至 二零二六年十二月十一日	0.786	-	3,600,000 (7)	-	-	-	-	3,600,000
	31 March 2017 二零一七年三月三十一日	31 March 2018 to 30 March 2027 二零一八年三月三十一日至 二零二七年三月三十日	1.05	-	2,000,000 (8)	-	-	-	-	2,000,000
	23 March 2018 二零一八年三月二十三日	23 March 2019 to 22 March 2028 二零一九年三月二十三日至 二零二八年三月二十二日	0.934	-	6,000,000 (9)	-	-	-	(1,000,000)	5,000,000
					182,147,500	-	-	-	(4,250,000)	177,897,500
Consultants 顧問	11 December 2014 二零一四年十二月十一日	11 December 2015 to 10 December 2024 二零一五年十二月十一日至 二零二四年十二月十日	0.3628	-	585,745,000 (2)	-	-	-	-	585,745,000
	11 December 2015 二零一五年十二月十一日	11 December 2016 to 10 December 2025 二零一六年十二月十一日至 二零二五年十二月十日	0.674	-	257,800,000 (4)	-	-	-	-	257,800,000
	5 July 2016 二零一六年七月五日	5 July 2017 to 4 July 2026 二零一七年七月五日至 二零二六年七月四日	0.698	-	342,000,000 (5)	-	-	-	-	342,000,000
	12 December 2016 二零一六年十二月十二日	12 December 2017 to 11 December 2026 二零一七年十二月十二日至 二零二六年十二月十一日	0.786	-	200,000,000 (7)	-	-	-	-	200,000,000
					1,385,545,000	-	-	-	-	1,385,545,000
Total 總計					1,929,392,500	-	-	-	(4,250,000)	1,925,142,500

CORPORATE GOVERNANCE AND OTHER INFORMATION (Continued)

企業管治及其他資料(續)

Share Option Scheme (Continued)

Notes:

- (1) The vesting period of the share options is from the date of grant until the commencement of the exercise period.
- (2) The share options are exercisable according to the following vesting schedule:
 - (i) one-fourth of the share options shall vest on 10 December 2015;
 - (ii) one-fourth of the share options shall vest on 10 December 2016;
 - (iii) one-fourth of the share options shall vest on 10 December 2017; and
 - (iv) one-fourth of the share options shall vest on 10 December 2018.

The closing price of the ordinary shares of HK\$0.1 each immediately before the date on which the share options were granted was HK\$1.79 per share (equivalent to HK\$0.358 per Share).

- (3) The share options are exercisable according to the following vesting schedule:
 - (i) one-fourth of the share options shall vest on 7 June 2016;
 - (ii) one-fourth of the share options shall vest on 7 June 2017;
 - (iii) one-fourth of the share options shall vest on 7 June 2018; and
 - (iv) one-fourth of the share options shall vest on 7 June 2019.

The closing price of the ordinary shares of HK\$0.1 each immediately before the date on which the share options were granted was HK\$2.13 per share (equivalent to HK\$0.426 per Share).

- (4) The share options are exercisable according to the following vesting schedule:
 - (i) 40% of the share options shall vest on 10 December 2016;
 - (ii) 30% of the share options shall vest on 10 December 2017; and
 - (iii) 30% of the share options shall vest on 10 December 2018.

The closing price of the ordinary shares of HK\$0.1 each immediately before the date on which the share options were granted was HK\$3.43 per share (equivalent to HK\$0.686 per Share).

購股權計劃(續)

附註:

- (1) 購股權之歸屬期由授出日期起計直至行使期開始止。
- (2) 該等購股權可根據下列歸屬時間表行使:
 - (i) 購股權之四分之一將於二零一五年十二月十日歸屬;
 - (ii) 購股權之四分之一將於二零一六年十二月十日歸屬;
 - (iii) 購股權之四分之一將於二零一七年十二月十日歸屬;及
 - (iv) 購股權之四分之一將於二零一八年十二月十日歸屬。

每股面值0.1港元之普通股於緊接購股權授出日期前之收市價為每股1.79港元(相等於每股股份0.358港元)。

- (3) 該等購股權可根據下列歸屬時間表行使:
 - (i) 購股權之四分之一將於二零一六年六月七日歸屬;
 - (ii) 購股權之四分之一將於二零一七年六月七日歸屬;
 - (iii) 購股權之四分之一將於二零一八年六月七日歸屬;及
 - (iv) 購股權之四分之一將於二零一九年六月七日歸屬。

每股面值0.1港元之普通股於緊接購股權授出日期前之收市價為每股2.13港元(相等於每股股份0.426港元)。

- (4) 該等購股權可根據下列歸屬時間表行使:
 - (i) 購股權之40%將於二零一六年十二月十日歸屬;
 - (ii) 購股權之30%將於二零一七年十二月十日歸屬;及
 - (iii) 購股權之30%將於二零一八年十二月十日歸屬。

每股面值0.1港元之普通股於緊接購股權獲授出日期前之收市價為每股3.43港元(相等於每股股份0.686港元)。

CORPORATE GOVERNANCE AND OTHER INFORMATION (Continued)

企業管治及其他資料(續)

Share Option Scheme (Continued)

購股權計劃(續)

Notes: (Continued)

附註:(續)

(5) The share options are exercisable according to the following vesting schedule:

- (i) 40% of the share options shall vest on 4 July 2017;
- (ii) 30% of the share options shall vest on 4 July 2018; and
- (iii) 30% of the share options shall vest on 4 July 2019.

The closing price of the ordinary shares of HK\$0.1 each immediately before the date on which the share options were granted was HK\$3.04 per share (equivalent to HK\$0.61 per Share).

(6) The share options are exercisable according to the following vesting schedule:

- (i) 40% of the share options shall vest on 7 November 2017;
- (ii) 30% of the share options shall vest on 7 November 2018; and
- (iii) 30% of the share options shall vest on 7 November 2019.

The closing price of the Shares immediately before the date on which the share options were granted was HK\$0.97 per Share.

(7) The share options are exercisable according to the following vesting schedule:

- (i) 40% of the share options shall vest on 11 December 2017;
- (ii) 30% of the share options shall vest on 11 December 2018; and
- (iii) 30% of the share options shall vest on 11 December 2019.

The closing price of the Shares immediately before the date on which the share options were granted was HK\$0.76 per Share.

(5) 該等購股權可根據下列歸屬時間表行使:

- (i) 購股權之40%將於二零一七年七月四日歸屬;
- (ii) 購股權之30%將於二零一八年七月四日歸屬;及
- (iii) 購股權之30%將於二零一九年七月四日歸屬。

每股面值0.1港元之普通股於緊接購股權獲授出日期前之收市價為每股3.04港元(相等於每股股份0.61港元)。

(6) 該等購股權可根據下列歸屬時間表行使:

- (i) 購股權之40%將於二零一七年十一月七日歸屬;
- (ii) 購股權之30%將於二零一八年十一月七日歸屬;及
- (iii) 購股權之30%將於二零一九年十一月七日歸屬。

股份於緊接購股權獲授出日期前之收市價為每股0.97港元。

(7) 該等購股權可根據下列歸屬時間表行使:

- (i) 購股權之40%將於二零一七年十二月十一日歸屬;
- (ii) 購股權之30%將於二零一八年十二月十一日歸屬;及
- (iii) 購股權之30%將於二零一九年十二月十一日歸屬。

股份於緊接購股權獲授出日期前之收市價為每股0.76港元。

CORPORATE GOVERNANCE AND OTHER INFORMATION (Continued)

企業管治及其他資料 (續)

Share Option Scheme (Continued)

Notes: (Continued)

(8) The share options are exercisable according to the following vesting schedule:

- (i) 40% of the share options shall vest on 30 March 2018;
- (ii) 30% of the share options shall vest on 30 March 2019; and
- (iii) 30% of the share options shall vest on 30 March 2020.

The closing price of the Shares immediately before the date on which the share options were granted was HK\$1.02 per Share.

(9) The share options are exercisable according to the following vesting schedule:

- (i) 40% of the share options shall vest on 22 March 2019;
- (ii) 30% of the share options shall vest on 22 March 2020; and
- (iii) 30% of the share options shall vest on 22 March 2021.

The closing price of the Shares immediately before the date on which the share options were granted was HK\$0.96 per Share.

The fair value of share options granted to the Directors and employees were calculated using the Black-Scholes option pricing model. The inputs into the model were as follows:

The expected volatility of the share options granted under the Share Option Scheme was determined by using the historical volatility of the share price of comparable companies and the Company respectively. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioral considerations.

購股權計劃 (續)

附註：(續)

(8) 該等購股權可根據下列歸屬時間表行使：

- (i) 購股權之40%將於二零一八年三月三十日歸屬；
- (ii) 購股權之30%將於二零一九年三月三十日歸屬；及
- (iii) 購股權之30%將於二零二零年三月三十日歸屬。

股份於緊接購股權獲授出日期前之收市價為每股1.02港元。

(9) 該等購股權可根據下列歸屬時間表行使：

- (i) 購股權之40%將於二零一九年三月二十二日歸屬；
- (ii) 購股權之30%將於二零二零年三月二十二日歸屬；及
- (iii) 購股權之30%將於二零二一年三月二十二日歸屬。

股份於緊接購股權授出日期前之收市價為每股0.96港元。

授予董事及僱員之購股權之公平值乃使用伯力克－舒爾茲期權定價模式計算。輸入該模式之數據如下：

根據購股權計劃授出之購股權之預期波幅乃分別採用可資比較公司及本公司之股價之過往波幅而釐定。該模式所採用之預期年期已根據管理層之最佳估計就不可轉讓性、行使限制及行為因素之影響作出調整。

		11 December 2014 二零一四年 十二月十一日	8 June 2015 二零一五年 六月八日	11 December 2015 二零一五年 十二月十一日	5 July 2016 二零一六年 七月五日	8 November 2016 二零一六年 十一月八日	12 December 2016 二零一六年 十二月十二日	31 March 2017 二零一七年 三月三十一日	23 March 2018 二零一八年 三月二十三日
Inputs into the model	輸入該模式之數據								
Exercise price [#]	行使價 [#]	HK\$0.3628港元	HK\$0.426港元	HK\$0.674港元	HK\$0.698港元	HK\$0.98港元	HK\$0.786港元	HK\$1.05港元	HK\$0.934港元
Expected volatility	預期波幅	41.71%-42.35%	44.56%-49.47%	48.48%-50.96%	36.00%	38.6%-52.79%	44.32%-53.52%	40%	30%
Expected life	預期年期	2-5 years年	2-5 years年	2-4 years年	2.5-10 years年	10 years年	10 years年	10 years年	10 years年
Expected dividend yield	預期股息收益	0.676%	0.219%	0.287%	0.264%	0.164%	0.215%	0.12%	0.07%
Risk-free rate	無風險利率	0.43%-1.237%	0.48%-1.31%	0.404%-0.895%	0.42%-0.93%	1.12%	1.57%	1.59%	2.03%

[#] restated as a result of the Share Subdivision effective on 19 September 2016.

[#] 因於二零一六年九月十九日生效之股份拆細而經重列。

CORPORATE GOVERNANCE AND OTHER INFORMATION (Continued)

Share Option Scheme (Continued)

The fair values of share options granted to consultants were measured at the fair value of the services received.

The Group recognised total expenses of approximately RMB1,498,000 for the three months ended 31 March 2020 (three months ended 31 March 2019: RMB8,582,000) in relation to share options granted by the Company.

Purchase, Sale or Redemption of Listed Securities

The Company did not redeem any of its securities listed and traded on the Stock Exchange, nor did the Company or any of its subsidiaries purchase or sell any of such securities during the three months ended 31 March 2020 and up to the date of this first quarterly report.

Corporate Governance

The Board is of the view that the Company has complied with all the applicable code provisions set out in the Corporate Governance Code and Corporate Governance Report contained in Appendix 15 to the GEM Listing Rules and all the requirements of the GEM Listing Rules during the three months ended 31 March 2020.

Code of Conduct Regarding Securities Transactions by Directors

The Company has adopted its securities dealing code (the “**Own Code**”) regarding dealings in the Company’s securities by the Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the “**Required Standard of Dealings**”). A specific enquiry has been made by the Company with each of those who were the Directors during the three months ended 31 March 2020 and all of them have confirmed that they had complied with the required standards set out in the Required Standard of Dealings and the Own Code during such period.

企業管治及其他資料 (續)

購股權計劃 (續)

授予顧問之購股權之公平值乃按已收取服務之公平值計量。

本集團截至二零二零年三月三十一日止三個月就本公司授出之購股權確認開支總額約人民幣1,498,000元 (截至二零一九年三月三十一日止三個月：人民幣8,582,000元)。

購買、出售或贖回上市證券

於截至二零二零年三月三十一日止三個月至本第一季度報告日期期間，本公司概無贖回其於聯交所上市及買賣之任何證券，本公司或其任何附屬公司概無購買或出售任何有關證券。

企業管治

董事會認為，於截至二零二零年三月三十一日止三個月，本公司一直遵守GEM上市規則附錄十五所載企業管治守則及企業管治報告載列的所有適用守則條文及GEM上市規則之所有規定。

董事進行證券交易之行為守則

本公司已就董事買賣本公司證券自行採納一套證券買賣行為守則 (「自訂守則」)，其條款並不比GEM上市規則第5.48條至第5.67條所載董事進行證券買賣的規定準則 (「交易必守準則」) 寬鬆。截至二零二零年三月三十一日止三個月，本公司已向董事作出具體查詢，而彼等各自已確認於有關期間內一直遵守交易必守準則所載規定準則及自訂守則。

CORPORATE GOVERNANCE AND OTHER INFORMATION (Continued)

Competing Interest of Director

For the three months ended 31 March 2020, the Directors were not aware of any business or interest of the Directors, the controlling shareholder (as defined in the GEM Listing Rules) of the Company nor their respective close associates (as defined in the GEM Listing Rules) that competed or might, directly or indirectly, compete with the business of the Group and any other conflicts of interest which any such person or entity had or might have with the Group.

Events after the Reporting Period

There has been no occurrence of events that had a significant impact on the Group's operation, financial and trading prospects since 31 March 2020 and up to the date of this first quarterly report.

Review by Audit Committee

The audit committee of the Board (the "Audit Committee") currently comprises three members, namely Ms. Zhou Zhan (chairman), Mr. Wang Chengqing and Mr. Bu Fancheng, all being independent non-executive Directors.

The Group's condensed consolidated financial statements for the three months ended 31 March 2020 were not audited by the Company's independent auditors but the same and this first quarterly report have been reviewed by the Audit Committee. The Board is of the opinion that such financial information has been prepared in compliance with the applicable accounting standards, the requirements under the GEM Listing Rules and any other applicable legal requirements, and that adequate disclosures have been made.

By Order of the Board

Chong Sing Holdings FinTech Group Limited

Hu Xiuren

*Chairman, Chief Executive Officer and
Executive Director*

Hong Kong, 15 May 2020

企業管治及其他資料(續)

董事之競爭權益

截至二零二零年三月三十一日止三個月，董事概不知悉董事、本公司控股股東（定義見GEM上市規則）或彼等各自的緊密聯繫人（定義見GEM上市規則）之任何業務或權益會或可能直接或間接與本集團業務構成競爭，及任何有關人士或實體與本集團擁有或可能擁有任何其他利益沖突。

報告期後事項

自二零二零年三月三十一日起至本第一季度報告日期，概無發生對本集團之營運、財務及貿易前景有重大影響之事件。

審核委員會審閱

董事會轄下之審核委員會（「審核委員會」）現時由三名成員組成，即周展女士（主席）、王成清先生及卜范城先生，彼等均為獨立非執行董事。

本集團於截至二零二零年三月三十一日止三個月之簡明綜合財務報表並未由本公司獨立核數師審核，惟該簡明綜合財務報表及本第一季度報告已由審核委員會審閱。董事會認為，有關財務資料乃根據適用會計準則、GEM上市規則之規定及任何其他適用法律規定編製，並已作出充足披露。

承董事會命

中新控股科技集團有限公司

主席、首席執行官兼執行董事

胡秀仁

香港，二零二零年五月十五日

