



神州數字

China Binary New Fintech Group
神州數字新金融科技集團

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)

Stock Code 股份代號: 8255

2020 中期業績報告
INTERIM
REPORT

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香港聯合交易所有限公司(「聯交所」)
GEM之特色

GEM的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在聯交所上市的公司帶有較高投資風險。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

由於GEM上市公司普遍為中小型公司，在GEM買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在GEM買賣的證券會有高流通量的市場。

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本報告的資料乃遵照聯交所GEM證券上市規則(「GEM上市規則」)而刊載，旨在提供有關神州數字新金融科技集團(「本公司」)之資料；本公司各董事(「董事」)共同及個別地願就本報告的資料承擔全部責任。董事在作出一切合理查詢後，確認就彼等所深知及確信，本報告所載資料在各重要方面均準確完備，沒有誤導或欺詐成分，且並無遺漏任何其他事項，致使本報告或其所載任何陳述產生誤導。

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Financial Highlights

財務摘要

- For the Period, the turnover of the Group (as defined below) was approximately RMB11,153,000, representing a decrease of approximately RMB4,017,000 or 26.48% as compared to the same period of 2019.
- For the Period, gross profit of the Group was approximately RMB6,069,000, representing a decrease of approximately RMB3,955,000 or 39.46% as compared to the same period of 2019. Gross profit margin decreased from approximately 66.08% for June 2019 to 54.42% for June 2020.
- For the Period, the loss of the Group was approximately RMB22,752,000, representing an increase of approximately RMB20,824,000 or 1,080.08% as compared to the same period of 2019.
- As at 30 June 2020, the cash and cash equivalents of the Group were approximately RMB71,607,000 (31 December 2019: RMB103,191,000), with the current ratio of 2.23 (31 December 2019: 2.31).
- For the Period, the loss per share of the Group was approximately RMB4.70 cents, representing an increase of approximately RMB3.25 cents or 224.14% as compared to that of RMB1.45 cents for the same period of 2019.
- The Board (as defined below) has resolved not to declare the payment of an interim dividend for the Period (2019: nil).
- 於本期間，本集團(定義見下文)取得的營業額約為人民幣11,153,000元，較2019年同期下降約人民幣4,017,000元或26.48%。
- 於本期間，本集團取得的毛利約為人民幣6,069,000元，較2019年同期下降約人民幣3,955,000元或39.46%。毛利率從2019年6月的約66.08%下降至2020年6月的54.42%。
- 於本期間，本集團的虧損約為人民幣22,752,000元，較2019年同期增加約人民幣20,824,000元或1,080.08%。
- 於2020年6月30日，本集團的現金及現金等價物約為人民幣71,607,000元(2019年12月31日：人民幣103,191,000元)，流動比率為2.23(2019年12月31日：2.31)。
- 於本期間，本集團的每股虧損約為人民幣4.70分，較2019年同期的人民幣1.45分增加約人民幣3.25分或224.14%。
- 董事會(定義見下文)已決議不就本期間宣派中期股息(2019年：無)。

Interim Results

中期業績

The board of Directors (the “Board”) presents the unaudited condensed consolidated results of the Company and its subsidiaries (collectively, the “Group”) for the three months and six months ended 30 June 2020 together with relevant comparative audited/unaudited figures as follows:

董事會（「董事會」）呈報本公司及其附屬公司（統稱「本集團」）截至2020年6月30日止3個月及6個月的未經審核簡明綜合業績，連同有關的經審核／未經審核比較數據如下：

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the three months and six months ended 30 June 2020

未經審核簡明綜合全面收益表

截至2020年6月30日止3個月及6個月

	Notes 附註	Three months ended 30 June 截至6月30日止3個月		Six months ended 30 June 截至6月30日止6個月	
		2020 (Unaudited) (未經審核) RMB'000 人民幣千元	2019 (Unaudited) (未經審核) RMB'000 人民幣千元	2020 (Unaudited) (未經審核) RMB'000 人民幣千元	2019 (Unaudited) (未經審核) RMB'000 人民幣千元
		Revenue Cost of revenue	4	6,717 (2,316)	4,236 (2,662)
Gross profit		4,401	1,574	6,069	10,024
Other income and gains	4	977	765	1,288	1,888
Fair value gains on intangible assets		4,686	11,894	3,754	11,904
Selling and distribution expenses		(2,539)	(1,248)	(5,427)	(2,888)
Administrative expenses		(13,567)	(7,534)	(30,048)	(21,698)
Share of loss of associates		(2)	(176)	(2)	(427)
Finance costs	5	—	(699)	—	(1,669)
(Loss)/profit before income tax (expense)/credit	6	(6,044)	4,576	(24,366)	(2,866)
Income tax credit	7	609	458	1,614	938
(Loss)/profit for the period		(5,435)	5,034	(22,752)	(1,928)
Other comprehensive (loss)/income					
Items that will not be reclassified subsequently to profit or loss:					
Equity investments at fair value through other comprehensive income — net movement in fair value reserve		—	(160)	4	(678)
Item that may be reclassified to profit or loss:					
Exchange differences in translation foreign operation		114	—	437	—
Other comprehensive income/(loss) for the period		114	(160)	441	(678)
Total comprehensive (loss)/income for the period		(5,321)	4,874	(22,311)	(2,606)
(Loss)/profit for the period attributable to:					
Owners of the Company		(5,575)	1,702	(22,578)	(6,981)
Non-controlling interests		140	3,332	(174)	5,053
		(5,435)	5,034	(22,752)	(1,928)
Total comprehensive (loss)/income for the period attributable to:					
Owners of the Company		(5,461)	1,542	(22,137)	(7,659)
Non-controlling interests		140	3,332	(174)	5,053
		(5,321)	4,874	(22,311)	(2,606)
(Loss)/earnings per share (RMB cents)					
— Basic	8	(1.16)	0.35	(4.70)	(1.45)

Interim Results

中期業績

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2020

未經審核簡明綜合 財務狀況表

於2020年6月30日

		As at 30 June 2020 於2020年 6月30日 (Unaudited) (未經審核) RMB'000 人民幣千元	As at 31 December 2019 於2019年 12月31日 (Audited) (經審核) RMB'000 人民幣千元
	Notes 附註		
Assets	資產		
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	2,856	3,073
Right-of-use asset	使用權資產	4,990	4,990
Intangible assets	無形資產	23,388	19,961
Prepayments for acquisition of property, plant and equipment	收購物業、廠房及設備的預付款	—	—
Other non-currents assets	其他非流動資產	12,000	12,000
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收益的金融資產	113,171	113,167
Interest in associate	於聯營公司的權益	305	308
Total non-current assets	非流動資產總額	156,710	153,499
Current assets	流動資產		
Trade receivables	貿易應收款項	27	27
Contract assets	合約資產	2,372	2,372
Prepayments, deposits and other receivables	預付款、按金及其他應收款項	34,787	35,283
Inventories	存貨	6	11
Pledged bank deposits	抵押銀行存款	—	—
Cash and cash equivalents	現金及現金等價物	71,607	103,191
Total current assets	流動資產總額	108,799	140,884
Liabilities	負債		
Current liabilities	流動負債		
Trade payables	貿易應付款項	3,496	4,338
Contract liabilities	合約負債	1,750	1,791
Other payables and accruals	其他應付款項及應計費用	39,260	50,371
Lease liabilities	租賃負債	3,680	3,680
Current tax liabilities	即期稅項負債	701	709
Total current liabilities	流動負債總額	48,887	60,889
Net current assets	流動資產淨值	59,912	79,995
Total assets less current liabilities	總資產減流動負債	216,622	233,494
Non-current liabilities	非流動負債		
Lease liabilities	租賃負債	1,529	1,529
Deferred tax liabilities	遞延稅項負債	360	1,987
Total non-current liabilities	非流動負債總額	1,889	3,516
NET ASSETS	資產淨值	214,733	229,978
Equity attributable to owners of the Company	本公司擁有人應佔權益		
Issued capital	已發行股本	2,941	2,941
Reserves	儲備	191,775	213,912
Non-controlling interests	非控股權益	194,716	216,853
		20,017	13,125
TOTAL EQUITY	總權益	214,733	229,978

Interim Results

中期業績

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2020

未經審核簡明綜合 權益變動表

截至2020年6月30日止6個月

		Equity attributable to owners of the Company 本公司擁有人應佔權益										
		Issued capital	Share premium	Capital reserve	Statutory reserve	Investment revaluation reserve	Fair value through other comprehensive income reserve	Foreign exchange reserve	Retained earnings	Total	Non-controlling interests	Total equity
		已發行股本	股份溢價	資本儲備	法定儲備	投資重估儲備	按公平值計入其他全面收益儲備	外匯儲備	保留盈利	總計	非控股權益	總權益
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Restated balance as at 1 January 2019	於2019年1月1日的經重列結餘	2,941	47,899	1,371	17,292	—	105,424	—	141,013	315,940	1,220	317,160
(Loss)/profit for the period	期內(虧損)/溢利	—	—	—	—	—	—	—	(6,981)	(6,981)	5,053	(1,928)
Change in financial assets at fair value through other comprehensive income	按公平值計入其他全面收益的金融資產的變動	—	—	—	—	—	(678)	—	—	(678)	—	(678)
Total comprehensive (loss)/profit	全面(虧損)/溢利總額	—	—	—	—	—	(678)	—	(6,981)	(7,659)	5,053	(2,606)
At 30 June 2019	於2019年6月30日	2,941	47,899	1,371	17,292	—	104,746	—	134,032	308,281	6,273	314,554
At 1 January 2020 (Audited)	於2020年1月1日(經審核)	2,941	47,899	1,371	17,292	2,760	47,469	(66)	97,167	216,853	13,125	229,978
Loss for the period	期內虧損	—	—	—	—	—	—	—	(22,578)	(22,578)	(174)	(22,752)
Change in financial assets at fair value through other comprehensive income	按公平值計入其他全面收益的金融資產的變動	—	—	—	—	—	4	—	—	4	—	4
Translation difference on foreign operations	海外業務的折算差額	—	—	—	—	—	—	437	—	437	—	437
Total comprehensive (loss)/profit	全面(虧損)/溢利總額	—	—	—	—	—	4	437	(22,578)	(22,137)	(174)	(22,311)
Capital injection from non-controlling interest of subsidiaries	附屬公司非控股權益注資	—	—	—	—	—	—	—	—	—	7,066	7,066
At 30 June 2020	於2020年6月30日	2,941	47,899	1,371	17,292	2,760	47,473	371	74,609	194,716	20,017	214,733

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

1. General information

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

The Company is an investment holding company. Its subsidiaries are principally engaged in providing (i) online transaction services by facilitating transactions between online game operators and online game users and mobile top-up services to mobile subscribers; (ii) micro financing facilitating services (discontinued operation in 2020); (iii) software technology services and sales of smart hardware products; and (iv) financial services.

1. 一般資料

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

本公司為一間投資控股公司。其附屬公司主要業務為(i)透過促進網上遊戲運營商與網上遊戲用戶之間的交易來提供網上交易服務以及向手機用戶提供手機話費充值服務；(ii)小額融資中介服務（2020年已經停止經營）；(iii)提供軟件技術服務和智能硬件產品銷售；及(iv)提供金融服務。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

簡明綜合財務報表附註(續)

2. Basis of preparation and principal accounting policies

The unaudited condensed consolidated financial statements of the Group for the six months ended 30 June 2020 (the “Period” and the “Interim Financial Statements”, respectively) have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”), Hong Kong Accounting Standards and its interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and the disclosure requirements of the Companies Ordinance, Chapter 622 of the Laws of Hong Kong. In addition, the Interim Financial Statements include applicable disclosures required by the GEM Listing Rules.

The Interim Financial Statements were prepared on the historical cost basis (except for short-term investment, which is measured at fair value), and presented in terms of Renminbi (“RMB”). The principal accounting policies adopted in the Interim Financial Statements are in accordance with the annual consolidated financial statements of the Group for the year ended 31 December 2019, except the first-time adoption of new and amended HKFRSs, their amendments and interpretations which were issued by the HKICPA in the preparation of financial statements during the Period. The adoption of these new and revised HKFRSs has no significant effect on the Interim Financial Statements.

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

2. 編製基準及主要會計政策

本集團截至2020年6月30日止6個月之未經審核簡明綜合財務報表(分別為「本期間」及「中期財務報表」)乃根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)、香港會計準則及其詮釋以及香港法例第622章公司條例之披露規定編製。此外，中期財務報表載有GEM上市規則規定之適用披露。

中期財務報表乃按照歷史成本基準編製(惟按公平值計量的短期投資除外)，並以人民幣(「人民幣」)呈列。中期財務報表所採用的主要會計政策與本集團截至2019年12月31日止年度的年度綜合財務報表所採用者一致，惟為編製本期間的財務報表而首次採納由香港會計師公會頒佈的新訂及經修訂香港財務報告準則、準則之修訂及詮釋除外。採納該等新訂及經修訂香港財務報告準則對中期財務報表並無重大影響。

本集團並未提早採納任何已頒佈但尚未生效的新訂及經修訂香港財務報告準則。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

簡明綜合財務報表附註(續)

3. Segment reporting

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

- (i) Online transaction services (including provision of information technology services and advertising services);
- (ii) Micro financing facilitating services*;
- (iii) Software technology services and sale of smart hardware products; and
- (iv) Financial services (being provision of professional banking service)**.

3. 分部報告

本集團確認為可呈報經營分部的服務項目如下：

- (i) 網上交易服務(包括提供信息技術服務及廣告及推廣服務)；
- (ii) 小額融資中介服務*；
- (iii) 軟件技術服務和智能硬件產品銷售；及
- (iv) 金融服務(即提供專業銀行服務)**。

	Online transaction services	Micro financing facilitating services*	Software technology services and sales of smart hardware products	Financial services**	Unallocated	Total
	網上交易服務	小額融資中介服務*	軟件技術服務和智能硬件產品銷售	金融服務**	未分配	總計
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元

For the six months ended 30 June 2020	截至2020年6月30日止6個月					
Segment revenue	分部收入	4,805	—	2,260	4,088	11,153
Segment gross profit	分部毛利	477	—	1,504	4,088	6,069
Segment net profit/(loss)	分部溢利/(虧損)淨額	(271)	—	5,405	(7,354)	(22,752)

For the six months ended 30 June 2019	截至2019年6月30日止6個月					
Segment revenue	分部收入	3,088	160	11,847	75	15,170
Segment gross profit/(loss)	分部毛利/(虧損)	266	158	10,540	(940)	10,024
Segment net loss	分部虧損淨額	(1,242)	(221)	18,398	(5,244)	(1,928)

* Discontinued operation in 2020

* 2020年已經停止經營

** Commenced operation in 2019

** 於2019年開始經營

Interim Results

中期業績

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

簡明綜合財務報表附註(續)

4. Revenue, other income and gains

4. 收入、其他收入及收益

		Three months ended 30 June		Six months ended 30 June	
		截至6月30日止3個月		截至6月30日止6個月	
		2020	2019	2020	2019
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Revenue:	收入：				
Provision of online transaction services	提供網上交易服務	2,174	1,800	4,805	3,088
Provision of micro financing facilitating service	提供小額融資中介服務	—	—	—	160
Software technology services and sales of smart hardware products	軟件技術服務和智能硬件產品銷售	1,520	2,409	2,260	11,847
Financial services	金融服務	3,023	27	4,088	75
		6,717	4,236	11,153	15,170
Other income and gains:	其他收入及收益：				
Interest income	利息收入	271	16	290	98
Gain/(loss) from exchange translation	匯兌收益/(虧損)	(10)	523	273	523
Others	其他	716	226	725	1,267
		977	765	1,288	1,888

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中期業績

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

簡明綜合財務報表附註(續)

5. Finance Costs

5. 融資成本

	Three months ended 30 June		Six months ended 30 June	
	截至6月30日止3個月		截至6月30日止6個月	
	2020 (Unaudited) (未經審核) RMB'000 人民幣千元	2019 (Unaudited) (未經審核) RMB'000 人民幣千元	2020 (Unaudited) (未經審核) RMB'000 人民幣千元	2019 (Unaudited) (未經審核) RMB'000 人民幣千元
Interest on bank borrowings 銀行借款利息	—	699	—	1,669

NOTES TO THE CONDENSED
CONSOLIDATED FINANCIAL
STATEMENTS (Continued)

簡明綜合財務報表附註(續)

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

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

6. 除所得稅(開支)/抵免前
(虧損)/溢利

本集團除所得稅(開支)/抵免前(虧損)/溢利乃經扣除下列各項後得出：

		Three months ended 30 June 截至6月30日止3個月		Six months ended 30 June 截至6月30日止6個月	
		2020 (Unaudited) (未經審核) RMB'000 人民幣千元	2019 (Unaudited) (未經審核) RMB'000 人民幣千元	2020 (Unaudited) (未經審核) RMB'000 人民幣千元	2019 (Unaudited) (未經審核) RMB'000 人民幣千元
Depreciation of property, plant and equipment	物業、廠房及設備折舊	170	200	362	403
Amortisation of intangible assets	無形資產攤銷	238	222	478	444
Minimum lease payments under operating leases for buildings	樓宇經營租賃的最低租金	1,109	1,294	2,167	2,481
Development costs (note (a))	開發成本(附註(a))	2,230	417	5,260	1,457
Employee benefit expenses (including Directors' remuneration)	僱員福利開支(包括董事薪酬)	6,873	3,220	16,499	8,338
Wages and salaries	工資及薪金				
Pension scheme contributions	退休計劃供款	283	662	968	1,664

Note:

- (a) Development costs mainly comprise staff costs of approximately RMB5,260,000 for the Period (2019: RMB1,457,000), which were also included in the employee benefit expenses disclosed separately above. The Group did not capitalise any development costs for the Period (2019: nil).

附註：

- (a) 開發成本主要包括員工成本，於本期間約為人民幣5,260,000元(2019年：人民幣1,457,000元)，亦計入上文單獨披露的僱員福利開支內。於本期間，本集團並無將任何開發成本撥充資本(2019年：無)。

NOTES TO THE CONDENSED
CONSOLIDATED FINANCIAL
STATEMENTS (Continued)

簡明綜合財務報表附註(續)

7. Income tax expense/(credit)

7. 所得稅開支/(抵免)

		Three months ended 30 June		Six months ended 30 June	
		截至6月30日止3個月		截至6月30日止6個月	
		2020	2019	2020	2019
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Current tax – PRC	即期稅項 – 中國				
enterprise income tax	企業所得稅				
– tax for the Period	– 本期間稅項	7	2	14	2
Deferred tax	遞延稅項	(616)	(460)	(1,628)	(940)
<hr/>					
Income tax credit	所得稅抵免	(609)	(458)	(1,614)	(938)

Taxes on profits assessable in the PRC have been calculated at the prevailing tax rates, based on existing legislation, interpretations and practices in respect thereof.

Pursuant to the Enterprise Income Tax (the “EIT”) Law of the PRC, which became effective on 1 January 2008, the PRC EIT rate of all the PRC subsidiaries, except for Shenzhoufu (Beijing) Software Technology Co. Ltd. (“Shenzhoufu Software”) (2019: except Shenzhoufu Software), was 25% on their taxable profits for the Period.

中國應課稅溢利稅項乃根據相關現行法例、詮釋及慣例按現行稅率計算。

根據於2008年1月1日生效的中國企業所得稅(「企業所得稅」)法，於本期間，所有中國附屬公司(不包括神州付(北京)軟件技術有限公司(「神州付軟件」))(2019年：不包括神州付軟件)的中國企業所得稅稅率均為其應課稅溢利的25%。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

簡明綜合財務報表附註(續)

7. Income tax expense/(credit) (Continued)

The Group was not subject to any taxation under the jurisdiction of the Cayman Islands during the Period (2019: nil). No provision for Hong Kong profits tax has been made as the Group did not generate any assessable profits arising in Hong Kong during the Period (2019: nil).

Notes:

- (a) Shenzhoufu Software was successfully qualified as "National High Technology Enterprise" in October 2014 and obtained a new certificate in December 2017, which was valid for 3 years starting from 2017. Shenzhoufu Software enjoyed a preferential tax rate of 15% for the PRC EIT rate as a result of the qualification of National High Technology Enterprise for the Period.
- (b) Pursuant to the EIT Law of the PRC, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in the PRC. The requirement was effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between the PRC and the jurisdiction of the foreign investors. Accordingly, Shenzhoufu Software, being a wholly foreign owned enterprise established in the PRC, is liable to a 10% withholding tax on its undistributed profit as determined in accordance with the PRC accounting rules and regulations.

7. 所得稅開支／(抵免)(續)

本集團於本期間內毋須繳納開曼群島司法權區任何稅項(2019年：無)。由於本集團於本期間內並無在香港產生任何應評稅溢利，故概無作出香港利得稅撥備(2019年：無)。

附註：

- (a) 神州付軟件於2014年10月成功取得「國家高新技術企業」稱號，並在2017年12月取得新證書，有效期自2017年起為期3年。本期間內，神州付軟件因國家高新技術企業稱號享受中國企業所得稅稅率15%的優惠稅率。
- (b) 根據中國企業所得稅法，於中國成立的外資企業向外國投資者宣派的股息須徵繳10%預扣稅。該規定自2008年1月1日起生效，並適用於2007年12月31日後的盈利。倘中國與外國投資者所在司法權區訂有稅務條約，則較低的預扣稅率可能適用。因此，神州付軟件(為一間於中國成立的外商獨資企業)須就其根據中國會計規則及條例所釐定的未分派溢利繳付10%預扣稅。

NOTES TO THE CONDENSED
CONSOLIDATED FINANCIAL
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簡明綜合財務報表附註(續)

8. (Loss)/earnings per share

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

8. 每股(虧損)/盈利

本公司擁有人應佔基本(虧損)/盈利及攤薄(虧損)/盈利按下列數據計算：

		Three months ended 30 June 截至6月30日止3個月		Six months ended 30 June 截至6月30日止6個月	
		2020 (Unaudited) (未經審核)	2019 (Unaudited) (未經審核)	2020 (Unaudited) (未經審核)	2019 (Unaudited) (未經審核)
(Loss)/earnings	(虧損)/盈利				
(Loss)/profit for the purpose of basic and diluted (loss)/earnings per share (RMB'000)	用以計算每股基本及攤薄(虧損)/盈利之(虧損)/溢利(人民幣千元)	(5,575)	1,702	(22,578)	(6,981)
Number of shares	股份數目				
Weighted average number of ordinary shares for the purpose of basic and diluted (loss)/earnings per share	用以計算每股基本及攤薄(虧損)/盈利之普通股加權平均數	480,000,000	480,000,000	480,000,000	480,000,000

The calculation of the basic (loss)/earnings per share has taken into account the Shares issued and outstanding during the Period.

每股基本(虧損)/盈利的計算乃經計及本期間已發行及發行在外股份。

No diluted (loss)/earnings per share is presented as there were no potential ordinary Shares in issue during the Period (2019: nil).

由於本期間並無潛在已發行普通股，故並無呈列每股攤薄(虧損)/盈利(2019年：無)。

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中期業績

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

簡明綜合財務報表附註(續)

9. Dividend

The Board has resolved not to declare the payment of any interim dividend for the Period (2019: nil).

9. 股息

董事會已決議不就本期間宣派任何中期股息(2019年:無)。

10. Trade Receivables

The Group normally does not grant credit period to its customers. For a minor portion of customers who are granted a credit period, the credit period is generally 90 days. The Group seeks to exercise strict control over its outstanding receivables to minimise credit risk. All the trade receivables are non-interest bearing.

10. 貿易應收款項

本集團在一般情況下不會授予其客戶信貸期。就獲授信貸期的少數客戶而言，信貸期一般為90天。本集團致力嚴格控制尚未收回應收款項以盡量減低信貸風險。所有貿易應收款項均為免息。

The aging analysis of trade receivables (net of impairment losses) is as follows:

貿易應收款項(扣除減值虧損)的賬齡分析如下:

		30 June 2020 2020年 6月30日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2019 2019年 12月31日 (Audited) (經審核) RMB'000 人民幣千元
0 to 3 months	0至3個月	26	17
3 to 6 months	3至6個月	—	9
6 months to 1 year	6個月至1年	1	1
		27	27

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

簡明綜合財務報表附註(續)

11. Trade Payables

Trade payables are non-interest bearing. The Group is normally granted credit terms ranging from 1 to 30 days.

The aging analysis of trade payables is as follows:

11. 貿易應付款項

貿易應付款項為免息。本集團一般獲授的信貸期介乎1至30天。

貿易應付款項的賬齡分析如下：

		30 June 2020 2020年 6月30日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2019 2019年 12月31日 (Audited) (經審核) RMB'000 人民幣千元
0 to 3 months	0至3個月	2,811	3,636
3 to 6 months	3至6個月	97	132
6 months to 1 year	6個月至1年	5	18
Over 1 year	1年以上	583	552
		3,496	4,338

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中期業績

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

簡明綜合財務報表附註(續)

12. Share Capital

12. 股本

Authorised and issued share capital

法定及已發行股本

The Company

本公司

		30 June 2020 2020年6月30日		31 December 2019 2019年12月31日	
		Number	RMB'000	Number	RMB'000
		數目	人民幣千元	數目	人民幣千元
Authorised	法定				
Ordinary shares of US\$0.001 each	每股面值0.001 美元的普通股	1,000,000,000	6,148	1,000,000,000	6,148
		30 June 2020 2020年6月30日		31 December 2019 2019年12月31日	
		Number	RMB'000	Number	RMB'000
		數目	人民幣千元	數目	人民幣千元
		(Unaudited)		(Audited)	
		(未經審核)		(經審核)	
Issued and fully paid	已發行及繳足				
Ordinary shares of US\$0.001 each At 1 January	每股面值0.001 美元的普通股 於1月1日	480,000,000	2,941	480,000,000	2,941
At 30 June/ 31 December	於6月30日/ 12月31日	480,000,000	2,941	480,000,000	2,941

BUSINESS REVIEW

The Group is principally engaged in the provision of (i) online transaction services; (ii) micro financing facilitating services (discontinued operation in 2020); (iii) software technology services and sales of smart hardware products; and (iv) financial services. As a consequence of the strategic transformation, the Group has ceased to engage in the provision of micro financing facilitating services. For a detailed review of each of our businesses, please see the section headed “Financial Review” below.

FINANCIAL REVIEW

Revenue

During the Period, the Group recorded an operating revenue of approximately RMB11,153,000, representing a decrease of approximately RMB4,017,000 or 26.48% as compared to that of approximately RMB15,170,000 for the same period of 2019.

1. Online transaction services

Due to the rapid growth of mobile payment industry in recent years, the Group's revenue from online transaction services has been decreasing over the past few years. To respond with our current situation, our Group on one hand exercised control over expenses, and on the other hand explored other businesses by leveraging on our current resources.

During the Period, revenue from online transaction services amounted to approximately RMB4,805,000 (2019: RMB3,088,000). The increase in revenue from online transaction services was the result of the Company's strengthened collaboration with its existing clients.

業務回顧

本集團主要從事提供(i)網上交易服務；(ii)小額融資中介服務(2020年已停止經營)；(iii)軟件技術服務和智能硬件銷售；及(iv)金融服務。本集團由於戰略轉型，已經終止了小額融資中介服務的業務。有關各業務的詳細回顧，請參見下文「財務回顧」一節。

財務回顧

收入

於本期間內，本集團錄得營業收入約人民幣11,153,000元，較2019年同期的營業收入約人民幣15,170,000元減少了約人民幣4,017,000元或26.48%。

1. 網上交易服務

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

於本期間內，本公司與現有的客戶加強合作，使得網上交易服務的收入有所上升，網上交易服務的收入約為人民幣4,805,000元(2019年：人民幣3,088,000元)。

2. Micro financing facilitating and financial guarantee services

The Group ceased to engage in the provision of micro financing facilitating services in 2020. Thus, the Group did not generate revenue from the provision of micro financing facilitating services during the Period (2019: RMB160,000).

3. Software technology services and sales of smart hardware products

The Group's provision of software technology services mainly comprises the self-developed MasterDAX system and its related technical services. The sales of hardware products business mainly represents the Group's X-Key proprietary products. Yet, the Group's strategic focus has gradually been shifting towards financial services.

The revenue from software technology services and sales of smart hardware products for the Period was approximately RMB2,260,000 (2019: RMB11,847,000). Such decrease in revenue during the Period was primarily attributable to the impact of the novel coronavirus, which caused a delay in the launch of certain projects based on their original timetable, leading to postponement in revenue recognition.

4. Financial services

The Group possesses overseas banking, insurance, trust, securities and other qualifications for providing financial services to small and medium enterprises ("SMEs") and high net worth individuals in Asia Pacific. During the Period, the Group's businesses of account opening, international payment and foreign exchange flourished so that the demand for global trade of SMEs in Asia Pacific during the pandemic was accommodated and supported. For other business segments, the Group received high recognition from customers for the offering of specific customised services.

2. 小額融資中介和金融擔保服務

本集團在2020年已經終止提供小額融資中介服務。因此，本集團於本期間內並無自提供小額融資中介服務獲得收入(2019年：人民幣160,000元)。

3. 軟件技術服務和智能硬件銷售

本集團提供的軟件技術服務主要為公司自行開發的MasterDAX系統以及相關的技術服務。硬件產品銷售業務主要為公司自行研製的X key產品。但是集團目前的戰略重心已經邁步向金融服務轉移。

於本期間內，軟件技術服務及智能硬件產品銷售的收入約為人民幣2,260,000元(2019年：人民幣11,847,000元)。本期間收入的減少主要是受新型冠狀病毒的影響，導致若干項目較其原訂時間表延遲展開，繼而令確認收入的時間推遲。

4. 金融服務

本集團在海外擁有銀行、保險、信託、證券等許可，與向亞太地區的中小型企業(「中小企業」)及高淨值人士提供各類金融服務。期間，銀行開戶、國際支付和外匯業務極速增長，滿足並支持了疫情期間亞太地區中小企業全球貿易需求。其他板塊業務也都以特定的定制化服務，獲得客戶好評。

Management Discussion and Analysis

管理層討論與分析

During the Period, the Group's revenue from financial services was mainly derived from banking business and revenue from the provision of financial services amounted to approximately RMB4,088,000 (2019: RMB75,000). Such increase was mainly attributable to the groundwork laid by the management team since 2019 and the expansion of the client base during the Period.

Cost of revenue

For the Period, the cost of revenue of the Group was approximately RMB5,084,000, representing a decrease of RMB62,000 or 1.20% as compared to approximately RMB5,146,000 for the same period of 2019. The cost of revenue for the Period basically remained relatively stable compared to that of last period.

Gross profit

For the Period, the Group realised gross profit of approximately RMB6,069,000, representing a decrease of approximately RMB3,955,000 or 39.46% as compared to approximately RMB10,024,000 for the same period of 2019. Such decrease in gross profit was primarily attributable to the decline in revenue from software business.

Selling and distribution expenses

For the Period, the selling and distribution expenses of the Group were approximately RMB5,427,000, representing an increase of approximately RMB2,539,000 or 87.92% as compared to approximately RMB2,888,000 for the same period of 2019. Such increase in the selling and distribution expenses was primarily attributable to the additional headcount of sales personnel.

於本期間內，本集團的金融服務收入的主要來源於銀行業務，提供金融服務的收入約為人民幣4,088,000元(2019年：人民幣75,000元)。該增加主要由於管理團隊自2019年起已建立根基，並於本期間內拓展客戶基礎所致。

收入成本

於本期間內，本集團的收入成本約為人民幣5,084,000元，較2019年同期約為人民幣5,146,000元減少人民幣62,000元或1.20%。本期間的收入成本與上同期比較基本上相對維持穩定。

毛利

於本期間內，本集團實現毛利約人民幣6,069,000元，較2019年同期約人民幣10,024,000元下降了約人民幣3,955,000元或39.46%。毛利的減少主要是由於軟件業務收入的減少所致。

銷售及分銷開支

於本期間內，本集團的銷售及分銷開支約為人民幣5,427,000元，較2019年同期約為人民幣2,888,000元上升了約人民幣2,539,000元或87.92%。銷售及分銷開支的增加主要是由於銷售人員的增加所致。

Management Discussion and Analysis

管理層討論與分析

Administrative expenses

For the Period, the administrative expenses of the Group were approximately RMB30,048,000, representing an increase of RMB8,350,000 or 38.48% as compared to approximately RMB21,698,000 for the same period of 2019. Such increase in the administrative expenses was primarily attributable to the increase in wages and salaries.

Other comprehensive income

The change in fair value of financial assets at fair value through other comprehensive income was due to the change in value of the shares of Chong Sing Holdings FinTech Group Limited held by the Group and the exchange difference from the translation of foreign financial statements.

Income tax credit

For the Period, the income tax credit of the Group was RMB1,614,000 resulting from the excess of deferred tax benefit over tax expenses, as compared with the income tax credit of approximately RMB938,000 for the same period of 2019.

Loss for the Period

For the Period, the loss of the Group was approximately RMB22,752,000, representing an increase of RMB20,824,000 or 1,080.08% as compared to the loss of approximately RMB1,928,000 for the same period of 2019. Such increase in the loss for the Period was primarily attributable to the impact of the novel coronavirus, which caused a delay in the launch of certain projects based on their original timetable, leading to postponement in revenue recognition, and together with the increase in selling and distribution expenses and administrative expenses. The reduction in the revenue was however partially compensated by the increase in revenue from financial services during the Period.

行政開支

於本期間內，本集團的行政開支約為人民幣30,048,000元，較2019年同期約為人民幣21,698,000元增加了人民幣8,350,000元或38.48%。行政開支的增加主要是由於人工薪酬的增加所致。

其他全面收益

按公平值計入其他全面收益的金融資產公平值變動乃由於本集團所持中新控股科技集團有限公司之股份價值變動以及外幣報表折算差異所致。

所得稅抵免

於本期間內，由於遞延稅項利益超出稅項開支，本集團的所得稅抵免為人民幣1,614,000元，而2019年同期的所得稅抵免則約為人民幣938,000元。

本期間內虧損

於本期間內，本集團的虧損約為人民幣22,752,000元，較2019年同期的虧損約為人民幣1,928,000元增加人民幣20,824,000元或1,080.08%。本期間虧損增加主要由於新型冠狀病毒的影響，導致若干項目較其原訂時間表延遲展開，繼而令確認收入的時間推遲，加上銷售及分銷開支及行政開支增加所致。但本期間的金融服務收入的增加抵消了部分收入減少的狀況。

Management Discussion and Analysis

管理層討論與分析

Liquidity, Financial Resources and Capital Structure

As at 30 June 2020, cash and cash equivalents of the Group were approximately RMB71,607,000 (31 December 2019: RMB103,191,000), which were mainly denominated in RMB, United States dollars (“USD”), Euro (“EUR”), Australian Dollar (“AUD”), New Zealand Dollar (“NZD”) and Hong Kong dollars (“HKD”).

As at 30 June 2020, the Group had total non-current assets of approximately RMB156,710,000 (31 December 2019: RMB153,499,000), and had total current assets of approximately RMB108,799,000 (31 December 2019: RMB140,884,000). The amount of total current liabilities was approximately RMB48,887,000 (31 December 2019: RMB60,889,000). As at 30 June 2020, the Group's current ratio (calculated by dividing current assets by current liabilities) was 2.23 (31 December 2019: 2.31), reflecting good liquidity. The Group's gearing ratio was nil as at 30 June 2020 (31 December 2019: nil). Gearing ratio was calculated based on the total debt as at the respective dates divided by total equity for the respective year/period and multiplied by 100%.

Treasury Policies

The Group adopts a conservative approach towards its treasury policies. The Group strives to reduce exposure to credit risk by performing ongoing credit evaluation of the financial conditions of its customers. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and commitments can meet its funding requirements.

流動資金、財務資源及資本結構

於2020年6月30日，本集團的現金及現金等價物約為人民幣71,607,000元（2019年12月31日：人民幣103,191,000元），主要以人民幣、美元（「美元」）、歐元（「歐元」）、澳元（「澳元」）、新西蘭元（「新西蘭元」）及港元（「港元」）計值。

於2020年6月30日，本集團擁有非流動資產的總額約為人民幣156,710,000元（2019年12月31日：人民幣153,499,000元）、流動資產的總額約為人民幣108,799,000元（2019年12月31日：人民幣140,884,000元）。流動負債總額約為人民幣48,887,000元（2019年12月31日：人民幣60,889,000元）。於2020年6月30日，本集團流動比率（以流動資產除以流動負債計算）為2.23（2019年12月31日：2.31），流動性良好。於2020年6月30日，本集團的資產負債比率為零（2019年12月31日：零）。資產負債比率乃按於有關日期的總債務除以於有關年度／期間的總權益再乘以100%計算。

庫務政策

本集團採取審慎之庫務政策。本集團不斷為其客戶之財務狀況進行信貸評估，致力減低所承擔之信貸風險。為管理流動資金風險，董事會密切監察本集團之流動資金狀況，以確保本集團之資產、負債及承擔之流動資金架構能符合其資金要求。

Management Discussion and Analysis

管理層討論與分析

Significant Investment and Capital Commitment

As at 30 June 2020, the Group's financial assets at fair value through other comprehensive income of approximately RMB113,171,000 (31 December 2019: RMB113,167,000), represented approximately 42.8% of the Company's total assets as at 30 June 2020 (31 December 2019: 38.0%). Details of the financial assets at fair value through other comprehensive income were set out as follows:

重大投資及資本承擔

於2020年6月30日，本集團按公平值計入其他全面收益的金融資產約為人民幣113,171,000元(2019年12月31日：人民幣113,167,000元)，佔本公司於2020年6月30日的總資產約42.8%(2019年12月31日：38.0%)。按公平值計入其他全面收益的金融資產詳情載列如下：

Name of Company	Principal activities	Approximate percentage of interests held by the Group	Cost of investment	Fair value as at 31 December 2019	Change in fair value recognised in cost of investment	Transfer upon disposal of financial assets at fair value through other comprehensive income		Fair value as at 30 June 2020	Percentage to the total assets of the Group	Dividends or distributions received
						Disposal during the Period	Fair value as at 30 June 2020			
公司名稱	主要業務	本集團持有的權益概約百分比	投資成本	於2019年12月31日的公平值	於投資成本收益確認的公平值變動	出售按公平值計入其他全面收益的金融資產時轉撥	本期內出售	於2020年6月30日的公平值	佔本集團總資產百分比	已收股息或分派
			RMB '000 人民幣千元	RMB '000 人民幣千元	RMB '000 人民幣千元	RMB '000 人民幣千元	RMB '000 人民幣千元	RMB '000 人民幣千元		RMB '000 人民幣千元
Leyu Limited and its subsidiaries ("Leyu Group")	Provision of microfinancing services	10% (2019: 10%)	9,469	61,000	—	—	—	61,000	23.0%	—
Leyu Limited及其附屬公司 (Leyu集團)	提供小額融資服務	10% (2019年：10%)								
Goopal Group	Provision of blockchain technology development services	15.6% (2019: 15.6%)	15,469	4,000	—	—	—	4,000	1.5%	—
Goopal Group	提供區塊鏈技術開發服務	15.6% (2019年：15.6%)								
Jinshi Lubao Equity Investment Fund	Online legal consultancy platform	3.3% (2019: 3.3%)	1,000	600	—	—	—	600	0.2%	—
錦石律豐股權投資基金	網上法律諮詢平台	3.3% (2019年：3.3%)								
Guangzhou Mengya Investment Enterprise (Limited Partnership)	Pre-IPO investment fund in particular for internet and new technology companies	7% (2019: 7%)	1,000	1,000	—	—	—	1,000	0.4%	66
廣州萌芽投資企業(有限合夥)	尤其為互聯網及新興科技公司而設的首次公開發售前投資基金	7% (2019年：7%)								
Shanghai Fache Information Technology Co. Ltd.	Automobile and financing business-to-business platform	1.8% (2019: 1.8%)	3,000	780	—	—	—	780	0.3%	—
上海發車信息技術有限公司	汽車及金融企業對企業平台	1.8% (2019年：1.8%)								

Management Discussion and Analysis

管理層討論與分析

Name of Company 公司名稱	Principal activities 主要業務	Approximate percentage of interests held by the Group 本集團持有的權益概約百分比	Cost of investment 投資成本	Fair value as at 31 December 2019 於2019年12月31日的公平值	Change in fair value recognised in cost of investment 於2019年於投資成本收益確認的公平值變動	Transfer upon disposal of financial assets at fair value through other comprehensive income 出售按公平值計入其他全面收益的金屬資產時轉撥		Disposal during the Period 本期內出售的公平值	Fair value as at 30 June 2020 於2020年6月30日的公平值	Percentage to the total assets of the Group 佔本集團總資產百分比	Dividends or distributions received 已收股息或分派
						RMB'000 人民幣千元	RMB'000 人民幣千元				
Beijing Fainiu Moshu Investment Centre (Limited Partnership)	Investment fund for companies in artificial intelligence, blockchain technologies, internet of things, etc.	12.5% (2019: 12.5%)	600	1,000	–	–	–	–	1,000	0.4%	–
北京飛牛莫屬投資中心(有限合夥)	人工智能、區塊鏈技術、物聯網等公司的投資基金	12.5% (2019年: 12.5%)									
Mika Mika (Beijing) Food Co. Ltd.	Manufacture and sale of bakery products with e-commerce	2.4% (2019: 2.4%)	6,000	700	–	–	–	–	700	0.3%	–
米卡米卡(北京)食品有限公司	製造及銷售供應產品的電商	2.4% (2019年: 2.4%)									
Beijing Shouyi Information Technology Co. Ltd.	New media platform using blockchain technologies	6% (2019: 6%)	1,500	37	–	–	–	–	37	0.1%	–
北京守一信息科技有限公司	利用區塊鏈技術提供新媒體平台	6% (2019年: 6%)									
Chong Sing Holdings FinTech Group Limited (listed on HKEx with stock code: 8207)	Provision of traditional financing and fintech, in particular for third-party payment and online investment and lending	0.072% (2019: 0.072%)	10,500	179	4	–	–	–	183	0.1%	–
中新控股科技集團有限公司(於聯交所上市, 股份代號: 8207)	提供傳統融資服務及金融科技, 尤其提供第三方支付及在線投資及貸款	0.072% (2019年: 0.072%)									
Zhuhai Xiaoyun Technology Co., Ltd (previous known as Zhuhai Sanmu Technology Co., Ltd ("Zhuhai Sanmu") (listed on NEEQ with stock code: 831766.SZ)	Provisions of big data services, with applications on online payment platform and marketing solutions	5% (2019: 5%)	15,000	43,871	–	–	–	–	43,871	16.5%	–
珠海小雲數智科技股份有限公司(前稱珠海三木科技股份有限公司(「珠海三木」)(於全國中小企業股份轉讓系統掛牌, 股票代碼: 831766.SZ)	提供大數據服務, 網上支付平台應用及營銷解決方案	5% (2019年: 5%)									
Total	總計		66,383	113,167	4	–	–	–	113,171	42.8%	66

Management Discussion and Analysis

管理層討論與分析

The Company wishes to inform the Shareholder that, the fair value of the Group's respective interests in Zhuhai Sanmu, Leyu and Goopal Group (collectively, the "Significant Investments") owned by the Group comprised approximately 96.2% of the Investments or fair value of approximately RMB108.9 million as at 30 June 2020 (2019: RMB108.9 million), and principal business of the Significant Investments, namely provisions of (i) big data services, with applications on online payment platform and marketing solutions; (ii) micro-financing services; and (iii) blockchain technology development services, are in line with the Group's principal business. As at the date of this report, the Company has no intention to dispose any other Investments and considers that the holding of the Significant Investments is in the best interest of the Company and the Shareholders as a whole.

The Group will continue to closely monitor the performance of its investments and the market trends.

Save for the above, the Group did not involve in any material investment, and had no material capital commitments and no future plans for material investments or purchase of capital assets as at 30 June 2020.

Material Acquisition, Disposal of Subsidiaries, Associates and Joint Ventures

The Group did not have any material acquisitions or disposals of subsidiaries, associates and joint ventures during the Period.

本公司謹此知會股東，本集團於其所擁有珠海三木、Leyu及Goopal Group（「統稱「重大投資項目」）相關權益於2020年6月30日的公平值佔該等投資約96.2%或公平值為約人民幣108.9百萬元（2019年：人民幣108.9百萬元），而重大投資項目的主要業務（分別為提供(i)大數據服務、網上支付平台應用及營銷解決方案；(ii)小額融資服務；及(iii)區塊鏈技術開發服務）乃與本集團的主要業務相配合。於本報告日期，本公司無意出售任何其他該等投資，並認為持有重大投資項目符合本公司及股東的整體最佳利益。

本公司將繼續密切留意其投資的表現及市場趨勢。

除上述者外，於2020年6月30日，本集團並無參與任何重大投資，亦無重大資本承擔且並無重大投資或購入資本資產之未來計劃。

附屬公司、聯營公司及合營企業之重大收購及出售

於本期間內，本集團並無任何重大的附屬公司、聯營公司及合營企業收購或出售事項。

Management Discussion and Analysis

管理層討論與分析

Foreign Exchange Risk

The principal business operated by the Group was denominated in RMB, while part of the assets and liabilities may be denominated in USD or HKD. Any material fluctuation of exchange rate from USD and HKD against RMB will have financial impact on the Group. During the Period, the Group had a foreign exchange gain of approximately RMB273,000 (2019: foreign exchange gain of approximately RMB523,000) resulted from the change of the exchange rates.

Employees and Remuneration Policies

As at 30 June 2020, the Group had 141 employees (31 December 2019: 88). For the Period, the staff costs, including Directors' remuneration, amounted to approximately RMB16,499,000 (2019: RMB8,338,000).

The Group believes that employees are one of the most important assets of the Group. The Group strives to offer a competitive remuneration to employees, and adjust their remuneration to be closely related to their performance, education background and experience, as well as the conditions of the labour market. The full-time employees are entitled to be granted share options to subscribe for Shares under the share option scheme adopted on 9 November 2013 (the "Share Option Scheme"). The Group is positively providing training opportunities for employees to strengthen their working skills.

Contingent Liabilities and Guarantees

As at 30 June 2020, the Group did not have any significant contingent liabilities, guarantees or any litigation against the Group.

匯率風險

本集團運營的主要業務以人民幣計值，部分資產及負債則可能以美元或港元計值。美元及港元兌人民幣的任何重大匯率波動均會對本集團造成財務影響。於本期間，由於匯率變動，本集團發生的匯兌收益約為人民幣273,000元（2019年：匯兌收益約為人民幣523,000元）。

僱員及薪酬政策

於2020年6月30日，本集團擁有141名僱員（2019年12月31日：88名）。於本期間內，員工成本（包括董事酬金）約為人民幣16,499,000元（2019年：人民幣8,338,000元）。

本集團相信僱員乃本集團最重要資產之一。本集團致力為僱員提供具競爭力的薪酬待遇，及將僱員薪酬水平調整至緊貼他們的個人表現、學歷及經驗以及勞動市場狀況。根據於2013年11月9日採納的購股權計劃（「購股權計劃」），全職僱員可能獲授購股權以認購股份。本集團亦積極向僱員提供培訓機會，以增強他們的工作技能。

或有負債及擔保

於2020年6月30日，本集團概無任何重大或有負債、擔保或遭提出任何訴訟。

Management Discussion and Analysis

管理層討論與分析

Discloseable Transaction

Goalmate LP (the “Fund”) and the Company entered into the share subscription agreement on 4 May 2020, pursuant to which the Fund shall subscribe for 36,199,095 new shares (the “New Shares”) of CB International Group (“CB International”), a company owned as to 90.5% by the Company and 9.5% by Mr. Sun Jiangtao (“Mr. Sun”), the executive Director, the chairman of the Board (the “Chairman”) and the chief executive officer of the Company (the “CEO”), at the issue price of US\$0.1105 per New Share. The New Shares represent approximately 9.0% of the issued share capital of CB International as at 4 May 2020 and approximately 8.3% of the issued share capital of CB International as enlarged by the issue of the New Shares, amounting to US\$4.0 million (equivalent to approximately HK\$31.1 million). For further details, please refer to the Company’s announcement published on the respective websites of the Stock Exchange and the Company on 4 May 2020.

Use of Proceeds

The total net proceeds (the “Net Proceeds”) from the listing of the Shares listed on GEM on 4 December 2013 (the “Listing”) (after deducting the underwriting fees and other

須予披露交易

於2020年5月4日，Goalmate LP（「基金」）與本公司訂立股份認購協議，據此，基金須認購36,199,095股CB International Group（「CB International」）的新股份（「新股份」），該公司由本公司擁有90.5%的權益，及由執行董事、董事會主席（「主席」）及本公司行政總裁（「行政總裁」）孫江濤先生（「孫先生」）擁有9.5%的權益，發行價為每股新股份0.1105美元。金額為4.0百萬美元（相當於約31.1百萬港元）的新股份相當於截至2020年5月4日CB International已發行股本的約9.0%及經發行新股份擴大之CB International已發行股本的約8.3%。有關進一步詳情，請參閱本公司於2020年5月4日分別於聯交所及本公司網站刊發的公告。

所得款項用途

股份於2013年12月4日在GEM上市（「上市」）所得款項淨額（「所得款項淨額」）（已扣除包銷費及其他上市開支）合共約

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管理層討論與分析

Listing expenses) amounted to approximately HK\$48.3 million. Subsequent to the Listing and the announcement entitled “Change in use of proceeds from the Listing” dated 24 September 2019 (the “Announcement”), the unutilised Net Proceeds will be used for the purposes in accordance with the future plans as set out below:

為48.3百萬港元。於上市及刊發日期為2019年9月24日標題為「上市所得款項用途改變」的公告（「該公告」）後，未動用所得款項淨額將根據以下所載的未來計劃應用：

Description	描述	As disclosed in the Prospectus and subsequently adjusted in the Announcement		Actual use of proceeds from the Announcement to 30 June 2020	Actual use of proceeds during the Period	Unutilised amount as at 30 June 2020	Expected timeframe of full utilisation of unutilised amount from the Announcement to 30 June 2020
		Percentage of net proceeds	Percentage of net proceeds				
		如招股章程所披露及其後按該公告述調整 HK\$' million 百萬港元	佔所得款項淨額百分比	該公告至2020年6月30日期間所得款項的實際用途 HK\$' million 百萬港元	於本期間內所得款項的實際用途 HK\$' million 百萬港元	於2020年6月30日的未動用金額 HK\$' million 百萬港元	該公告至2020年6月30日期間未動用金額獲全數動用的預期時限
Repayment of bank loans	償還銀行貸款	8.0	16.6%	8.0	—	—	Fully utilised 悉數動用
Research and development on software technology services and sales of smart hardware products	研發軟件技術服務及銷售智能硬件產品	12.0	24.8%	12.0	8.8	—	Fully utilised 悉數動用
Business development for the Group's overseas financial services	發展本集團海外金融服務的業務	24.0	49.7%	24.0	8.2	—	Fully utilised 悉數動用
General working capital	一般營運資金	4.3	8.9%	4.3	4.3	—	Fully utilised 悉數動用
Total:	總計：	48.3	100.0%	48.3	17.0	—	

Prior to the change in use of proceeds from the Listing, the Group did not utilize any funds raised from the Listing.

於上市所得款項之用途改變前，本集團並無動用上市籌得的任何資金。

Management Discussion and Analysis

管理層討論與分析

OUTLOOK

In 2019, while maintaining its online transaction services, micro financing facilitating, software technology services and sales of smart hardware products, the Company basically completed its strategic plan of establishing its overseas financial platforms. Capitalising on the business qualifications for financial services worldwide, the Company is committed to providing comprehensive financial services to global clients.

Looking forward to 2020, we foresee more opportunities and challenges ahead. From the corporate perspective, the increasing number of successful listings of Asia-Pacific and international companies in 2019 drives motivation of SMEs to go global. Meanwhile, there are more venture capital companies placing their investment focus on international companies. Being a new investment trend, international SMEs are having increasing demands for overseas financial services. From the individual perspective, as a consequence of the significant devaluation of the world's mainstream currencies in 2019, more new middle-class clusters tend to make global asset allocation and overseas investment. In addition, the demands for studying abroad and emigration are rising further as well. Statistical data shows that there is a tremendous number of people who have emigrated from Asia Pacific, including many population-exporting countries in the world. We are facing a potential new opportunity of rendering efficient and convenient overseas financial services to these individual users.

The overseas finance ecosystem of the Company has formed a prototype after a year of development and shaping. By virtue of the extensive experience gained in the payment industry over the years and coupled with the internal capability in terms of software development, the Company has made meaningful achievements in its financial services business.

展望

2019年，本公司在維持提供其網上交易服務、小額融資中介、軟件技術服務及智能硬件產品銷售的同時，我們基本完成了海外金融平台的戰略部署，通過全球各地的金融服務的經營許可，為全球的客戶提供完善的金融服務。

展望2020年，更多的機會與挑戰擺在我們面前。從企業角度來看，2019年越來越多亞太地區全球企業成功上市推動了中小企業的全球拓展積極性，同時有更多的創投公司將投資重點放在全球企業上，作為新的投資風口全球中小企業的海外金融服務需求也在逐漸增加。從個人角度來看，經過2019年各國主流貨幣的大幅貶值，更多的新中產人群會選擇全球資產配置和海外投資，出國留學和移民的需求也進一步增長，經統計亞太地區有大量的人完成移民，包括世界上的許多人口輸出國，如何為這些個人用戶提供高效便捷的海外金融服務正是我們所面臨的新的機會。

經過一年的發展與打磨，本公司的海外金融生態圈已見雛形。公司憑藉多年來在支付行業的豐富經驗，以及自身具備的軟件開發能力，目前金融服務業務上已經取得了不小的成就。

Management Discussion and Analysis

管理層討論與分析

However, the breakout of coronavirus throws uncertainty and negatively affects the business environment and consumer behaviour in the PRC, as well as worldwide. In 2020, we will face the challenges ahead and use our best endeavours to minimise the effects on our Company. Nevertheless, despite the sharp decline in revenue from other businesses due to the pandemic, revenue from financial services will maintain robust growth momentum. Being a core activity, our financial services business is expected to sustain rapid growth in the next three years.

然而，新型冠狀病毒的爆發帶來不明朗因素，並對中國以及全世界的營商環境及消費者行為構成不利影響。於2020年，我們將積極前方挑戰，但會竭盡所能將對本公司造成的影響降至最低。儘管如此，在其他業務受疫情影響收入大幅下降的情況下，金融服務的收入低保持了高速增長的態勢。我們預計，在未來的三年內，金融服務作為我們的核心業務，仍將保持高速增長。

Corporate Governance and Other Information

企業管治及其他資料

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

董事及主要行政人員於股份、相關股份及債券之權益及淡倉

As at 30 June 2020, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong (the "SFO")), which were required: (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); (b) pursuant to section 352 of the SFO, to be recorded in the register as referred to therein; or (c) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

於2020年6月30日，董事及本公司主要行政人員於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債券中擁有：(a)根據證券及期貨條例第XV部第7及第8分部規定須知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例的該等條文被當作或視為擁有的權益或淡倉）；(b)根據證券及期貨條例第352條須記入該條所指的登記冊的權益及淡倉；或(c)根據GEM上市規則第5.46至5.67條須知會本公司及聯交所的權益及淡倉如下：

Long positions

好倉

a. Shares

a. 股份

Name of Director 董事姓名	Capacity/Nature of interest 身份／權益性質	Number of issued Shares held 所持已發行股份數目	Percentage of the issued Shares 佔已發行股份之百分比 ^(附註2)
Mr. Sun ^(Note 1) 孫先生 ^(附註1)	Interest of a controlled corporation/Corporate interest 受控制法團的權益／公司權益	244,800,000	51.00%

Corporate Governance and Other Information

企業管治及其他資料

Notes:

1. Details of the interests in the Company held by Data King Limited ("Data King") are set out in the section headed "Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares" below.
2. The percentage of shareholding was calculated based on the total issued Share of 480,000,000 as at 30 June 2020.

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

附註：

1. Data King Limited (「Data King」) 於本公司持有權益之詳情載於下文「主要股東及其他人士於股份及相關股份之權益及淡倉」一節。
2. 所佔之股權百分比乃基於於2020年6月30日已發行股份總數為480,000,000股計算所得。

b. 於Data King(本公司的聯營公司)股份中的好倉

Name of shareholder 股東姓名	Capacity/Nature of Interest 身份／權益性質	Number of shares held 所持 股份數目	Percentage of the total issued shares 佔已發行股份之 百分比
Mr. Sun 孫先生	Beneficial owner/ Personal Interest 實益擁有人／個人權益	1	100%

Save as disclosed above, as at 30 June 2020, none of the Directors nor the chief executive of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required: (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be recorded in the register as referred to therein; or (c) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

除上文披露者外，於2020年6月30日，概無董事及本公司主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債券中擁有：(a)根據證券及期貨條例第XV部第7及第8分部規定須知會本公司及聯交所的任何權益或淡倉(包括根據證券及期貨條例的該等條文彼等被當作或視為擁有的權益或淡倉)；或(b)根據證券及期貨條例第352條須記入該條所指的登記冊的任何權益或淡倉；或(c)根據GEM上市規則第5.46至5.67條須知會本公司及聯交所的任何權益或淡倉。

Corporate Governance and Other Information

企業管治及其他資料

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

主要股東及其他人士於股份及相關股份之權益及淡倉

As at 30 June 2020, so far as it was known by or otherwise notified to any Directors or the chief executive of the Company, the particulars of the corporations which or persons who (other than a Director or the chief executive of the Company) had 5% or more interests in the Shares and the underlying Shares as recorded in the register required to be kept under section 336 of the SFO were as follows:

於2020年6月30日，就任何董事或本公司主要行政人員所知或所獲悉，於根據證券及期貨條例第336條須存置之登記冊內登記的股份及相關股份中擁有5%或以上權益之法團或人士（董事或本公司主要行政人員除外）的詳情如下：

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

Corporate Governance and Other Information

企業管治及其他資料

Name of Shareholders	Capacity/Nature of interests	Number of issued Shares held	Approximate percentage of issued Shares
股東姓名／名稱	身份／權益性質	所持已發行股份數目	佔已發行股份概約百分比
IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. ^(Note 3)	Interest of controlled corporations/ Corporate interest	87,757,200	18.28%
IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. ^(附註3)	受控制法團的權益／公司權益		
Ho Chising ^(Note 4)	Interest of a controlled corporation/ Corporate interest	87,757,200	18.28%
Ho Chising ^(附註4)	受控制法團的權益／公司權益		
Zhou Quan ^(Note 5)	Interest of a controlled corporation/ Corporate interest	87,757,200	18.28%
周全 ^(附註5)	受控制法團的權益／公司權益		

Notes:

附註：

- | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|
| 1. Data King is wholly owned by Mr. Sun, the Chairman, the executive Director and the CEO. Mr. Sun is deemed to be interested in all the Shares in which Data King is interested by virtue of the SFO. | 1. Data King由主席、執行董事及行政總裁孫先生全資擁有。根據證券及期貨條例，孫先生被視為於Data King擁有權益的全部股份中擁有權益。 |
| 2. Fantastic Voyage is wholly owned by Mr. Wei. Mr. Wei is deemed to be interested in all the Shares in which Fantastic Voyage is interested by virtue of the SFO. | 2. Fantastic Voyage由魏先生全資擁有。根據證券及期貨條例，魏先生被視為於Fantastic Voyage擁有權益的全部股份中擁有權益。 |

Corporate Governance and Other Information

企業管治及其他資料

3. IDG-ACCEL CHINA GROWTH FUND II L.P. is an exempted limited partnership registered in the Cayman Islands which owned 81,122,700 Shares. Its general partner is IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P., while the general partner of IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. is IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. which is a limited company incorporated in the Cayman Islands. Moreover, IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. is the general partner of IDG CHINA INVESTORS II L.P. which owned 6,634,500 Shares. IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. is deemed to be interested in all the Shares in which IDG-ACCEL CHINA GROWTH FUND II L.P. is interested, and IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. is deemed to be interested in all the Shares in which IDG-ACCEL CHINA GROWTH FUND II L.P. and IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. are interested by virtue of the SFO.
3. IDG-ACCEL CHINA GROWTH FUND II L.P. 為一間於開曼群島註冊的獲豁免有限合夥公司，擁有81,122,700股股份。其一般合夥人為IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P.，而IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. 的一般合夥人為IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD.，為一間於開曼群島註冊成立的有限公司。此外，IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 為IDG CHINA INVESTORS II L.P. 的一般合夥人，後者擁有6,634,500股股份。根據證券及期貨條例，IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. 被視為於IDG-ACCEL CHINA GROWTH FUND II L.P. 擁有權益的全部股份中擁有權益，而IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 被視為於IDG-ACCEL CHINA GROWTH FUND II L.P. 及IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. 擁有權益的全部股份中擁有權益。
4. Ho Chising is a controlling shareholder who is holding 50% of equity interests in IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. and he is deemed to be interested in all the Shares in which IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. is interested by virtue of the SFO.
4. Ho Chising 為持有IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 50%股本權益的控股股東，根據證券及期貨條例，彼被視為於IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 擁有權益的全部股份中擁有權益。
5. Zhou Quan is the other controlling shareholder who is holding 50% of equity interests in IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. and he is deemed to be interested in all the Shares in which IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. is interested by virtue of the SFO.
5. 周全為另一位持有IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 50%股本權益的控股股東，根據證券及期貨條例，彼被視為於IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 擁有權益的全部股份中擁有權益。
6. The percentage of shareholding was calculated based on the total number of the issued Shares of 480,000,000 as at 30 June 2020.
6. 持股百分比乃根據於2020年6月30日已發行股份總數480,000,000股計算得出。

Save as disclosed above, as at 30 June 2020, so far as it was known by or otherwise notified to the Directors and the chief executive of the Company, no other corporation which or person who (other than a Director or the chief executive of the Company) had interests or short positions in the Shares and the underlying Shares as recorded in the register required to be kept under section 336 of the SFO.

除上文所披露外，於2020年6月30日，就董事及本公司主要行政人員所知或所獲悉，概無其他法團或人士（董事或本公司主要行政人員除外）於股份及相關股份中擁有根據證券及期貨條例第336條須存置之登記冊內登記之權益或淡倉。

SHARE OPTION SCHEME

The Company operates the Share Option Scheme for the purpose of providing incentives and rewards to eligible participants who have contributed or may contribute to the success of the Group's operations.

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

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

購股權計劃

本公司設有購股權計劃，以獎勵及酬謝已對或可能對本集團業務取得成功有貢獻之合資格參與者。

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

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

Corporate Governance and Other Information

企業管治及其他資料

During the Period, no Share Options were granted, exercised or cancelled or lapsed under the Share Option Scheme and no Share Options were outstanding as at 30 June 2020.

於本期間內，概無任何購股權根據購股權計劃授出、獲行使或被註銷或失效，亦無購股權於2020年6月30日尚未行使。

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

During the Period, save as disclosed in the section headed “Non-Competition Undertakings” of the annual report of the Company for the year ended 31 December 2019, none of the Directors, the Controlling Shareholders and their respective close associates (as defined in the GEM Listing Rules) were considered to have interests in a business which competed or was likely to compete, either directly or indirectly, with the business of the Group and any other conflicts of interest, as required to be disclosed under Rule 11.04 of the GEM Listing Rules.

董事、控股股東及彼等各自的緊密聯繫人於競爭業務之權益

於本期間內，除於本公司截至2019年12月31日止年度的年報內「不競爭承諾」一節所披露外，概無董事、控股股東及彼等各自的緊密聯繫人（定義見GEM上市規則）被視為為直接或間接與本集團業務構成競爭或可能構成競爭以及存在任何其他利益衝突之業務中擁有權益，並須根據GEM上市規則第11.04條予以披露。

COMPLIANCE WITH CORPORATE GOVERNANCE CODE

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

遵守企業管治守則

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

Corporate Governance and Other Information

企業管治及其他資料

During the Period, the Company had applied the principles and complied with all the code provisions as set out in the Corporate Governance Code contained in Appendix 15 to the GEM Listing Rules except for code provision A.2.1 of the CG Code that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive officer should be clearly established and set out in writing.

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

本期間內，本公司已採用GEM上市規則附錄十五企業管治守則所載的原則，並遵守當中所有守則條文，惟企業管治守則第A.2.1條除外，即主席和行政總裁的角色應該分開，且不應由同一人擔任。主席與行政總裁之間的職責分工應清楚界定並以書面列載。

於本期間，孫先生一直兼任主席及行政總裁。董事會認為，主席和行政總裁的角色由同一人擔任，可為本公司提供強而有力且貫徹一致的領導，並可有效及高效率地計劃及執行業務決策及策略。

COMPLIANCE WITH CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

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

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

遵守董事進行證券交易之行為守則

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

經本公司向所有董事作出特定查詢後，彼等各自確認於本期間已就董事進行證券交易遵守交易必守標準。

Corporate Governance and Other Information

企業管治及其他資料

COMPLIANCE ADVISER'S INTERESTS

As notified by the Company's compliance adviser, Lego Corporate Finance Limited ("Lego Corporate"), except for the compliance adviser agreement dated 19 January 2016 entered into between the Company and Lego Corporate, neither Lego Corporate nor its directors, employees or close associates (as defined in the GEM Listing Rules) had any interests in relation to the Company or any member of the Group (including options or rights to subscribe for such securities) during the Period and up to the date of this report, which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

The Company did not redeem any of its securities listed on the Stock Exchange nor did the Company or any of its subsidiaries purchase or sell any of such securities during the Period.

CHANGE OF DIRECTORS' INFORMATION

The changes in Directors' information during the Period and up to the date of this report, as required to be disclosed pursuant to Rule 17.50A(1) of the GEM Listing Rules, are set out below:

With effect from 11 June 2020:

- Ms. Xiao Ying retired as an executive Director and ceased to be an authorised representative of the Company pursuant to Rule 5.24 of the GEM Listing Rules and the compliance officer of the Company (the "Compliance Officer");

合規顧問的權益

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

購買、出售或贖回本公司之上市證券

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

董事資料變動

於本期間內及直至本報告日期為止，根據GEM上市規則第17.50A(1)條須予以披露的董事資料變動載列如下：

自2020年6月11日起：

- 肖瑩女士退任為執行董事，並不再擔任根據GEM上市規則第5.24條本公司授權代表及本公司合規主任(「合規主任」)；

Corporate Governance and Other Information

企業管治及其他資料

- Mr. Li Jianguang retired as a non-executive Director;
- Mr. Lan Xi resigned as a non-executive Director; and
- Mr. Sun has been appointed as the Compliance Officer.
- 李健光先生退任為非執行董事；
- 蘭希先生辭任為非執行董事；及
- 孫先生獲委任為合規主任。

SIGNIFICANT EVENT AFTER REPORTING PERIOD

The Group did not have any material subsequent event after the Period and up to the date of this report.

重大報告期後事項

本集團於本期間後及直至本報告日期止並無任何重大的期後事項。

AUDIT COMMITTEE

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

審核委員會

董事會審核委員會（「審核委員會」）由三名成員組成，包括兩名獨立非執行董事何慶華先生（「何先生」）及侯東先生，以及非執行董事張蓉女士。何先生為審核委員會主席。審核委員會已審閱本集團本期間的未經審核簡明綜合業績及本報告。董事會認為，該等財務資料的編製符合適用會計原則、GEM上市規則的規定及任何其他適用法律規定，且已作出充足披露。

By order of the Board

China Binary New Fintech Group
Sun Jiangtao

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 14 August 2020

As at the date of this report, the executive Director is Mr. Sun Jiangtao (Chairman and Chief Executive Officer), the non-executive Director is Ms. Zhang Rong, and the independent non-executive Directors are Mr. Yang Haoran, Mr. Hou Dong and Mr. He Qinghua.

承董事會命

神州數字新金融科技集團
孫江濤

主席、行政總裁及執行董事

香港，2020年8月14日

於本報告日期，執行董事為孫江濤先生（主席兼行政總裁），非執行董事為張蓉女士，及獨立非執行董事為楊浩然先生、侯東先生及何慶華先生。



神州數字

China Binary New Fintech Group

神州數字新金融科技集團