

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

2021
THIRD QUARTERLY REPORT
第三季度報告

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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主板上市的公司帶有較高投資風險。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

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

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

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- For the Period (as defined below), the turnover of the Group (as defined below) was approximately RMB32,840,000, representing an increase of approximately RMB7,767,000 or 30.98% as compared with the corresponding period of 2020.
- For the Period, the gross profit of the Group was approximately RMB27,492,000, representing an increase of approximately RMB9,421,000 or 52.13% over the corresponding period of 2020. Gross profit margin increased from 72.07% for the corresponding period of 2020 to 83.71% for the Period.
- For the Period, the loss of the Group was approximately RMB54,279,000, representing an increase of approximately RMB27,827,000 or 105.20% as compared with the corresponding period of 2020.
- As at 30 September 2021, the cash and cash equivalents of the Group were approximately RMB836,106,000 (31 December 2020: RMB161,921,000), with the current ratio of 1.01 (31 December 2020: 1.32).
- For the Period, the loss per share of the Group was approximately RMB10.24 cents, representing an increase of approximately RMB4.79 cent or 87.89% as compared with that of RMB5.45 cents for the corresponding period of 2020.
- The Board (as defined below) has resolved not to declare the payment of any dividend for the Period (2020: nil).
- 於本期間內(定義見下文)·本集團(定義見下文)取得的營業額約為人民幣32,840,000元·較2020年同期上升約為人民幣7,767,000元或30.98%。
- 於本期間內·本集團的毛利約為人民幣27,492,000元·較2020年同期上升約為人民幣9,421,000元或52.13%。毛利率從2020年同期的72.07%上升至本期間的83.71%。
- 於本期間內·本集團的虧損約為人民幣54,279,000元·較2020年同期增加約為人民幣27,827,000元或105.20%。
- 於2021年9月30日·本集團的現金及現金等價物約為人民幣836,106,000元(2020年12月31日:人民幣161,921,000元)·流動比率為1.01(2020年12月31日:1.32)。
- 於本期間內·本集團的每股虧損約為人民幣10.24分·較2020年同期的人民幣5.45分增加約為人民幣4.79分或87.89%。
- 董事會(定義見下文)已決議不就本期間宣派任何股息(2020年:無)。

The board of Directors (the “Board”) presents the unaudited condensed consolidated results of the Company and its subsidiaries (collectively, the “Group”) for the three months and nine months ended 30 September 2021 together with relevant comparative audited/unaudited figures as follows:

董事會（「董事會」）呈報本公司連同其附屬公司（統稱「本集團」）截至2021年9月30日止3個月及9個月的未經審核簡明綜合業績，連同有關的經審核／未經審核比較數據如下：

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the three months and nine months ended 30 September 2021

未經審核簡明綜合全面收益表

截至2021年9月30日止3個月及9個月

	Notes 附註	Three months ended 30 September 截至9月30日止3個月		Nine months ended 30 September 截至9月30日止9個月	
		2021 (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	2021 (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
Revenue		14,863	13,920	32,840	25,073
Cost of revenue		(1,923)	(1,918)	(5,348)	(7,002)
Gross profit		12,940	12,002	27,492	18,071
Other income and gains, net		643	(427)	388	861
Fair value gains on intangible assets		—	2,754	—	6,508
Fair value loss on financial assets		—	—	(1)	—
Selling and distribution expenses		(6,968)	(4,241)	(15,120)	(9,668)
Administrative expenses		(24,256)	(13,401)	(61,436)	(43,449)
Expected credit losses on financial assets		(5,652)	—	(5,652)	—
Share of loss of associates		—	—	(12)	(2)
Finance costs		(175)	(266)	(208)	(266)
Loss before income tax		(23,468)	(3,579)	(54,549)	(27,945)
Income tax (expense)/credit		(1)	(121)	270	1,493
Loss for the period		(23,469)	(3,700)	(54,279)	(26,452)
Other comprehensive income		其他全面收益			
Items that will not be reclassified subsequently to profit or loss:		其後不會重新分類至損益的項目：			
Equity investments at fair value through other comprehensive income — net movement in fair value reserve		按公平值計入其他全面收益的權益投資 — 公平值儲備淨變動			
		—	(7)	—	(3)
Change in fair value of intangible assets		18,108	—	37,921	—
Item that may be reclassified to profit or loss:		可重新分類至損益的項目：			
Exchange differences in translation of foreign operation		換算海外業務的匯兌差數			
		74	(835)	(644)	(398)
Other comprehensive income for the period		18,182	(842)	37,277	(401)
Total comprehensive income for the period		(5,287)	(4,542)	(17,002)	(26,853)
Loss for the period attributable to:		以下各項應佔期內虧損：			
Owners of the Company		本公司擁有人			
		(21,271)	(3,578)	(49,158)	(26,156)
Non-controlling interests		非控股權益			
		(2,198)	(122)	(5,121)	(296)
		(23,469)	(3,700)	(54,279)	(26,452)
Total comprehensive income for the period attributable to:		以下各項應佔期內全面收益總額：			
Owners of the Company		本公司擁有人			
		(3,089)	(4,420)	(11,881)	(26,557)
Non-controlling interests		(2,198)	(122)	(5,121)	(296)
		(5,287)	(4,542)	(17,002)	(26,853)
Loss per share (RMB cents)		每股虧損(人民幣分)			
— Basic		— 基本			
		8			
		(4.43)	(0.75)	(10.24)	(5.45)

UNAUDITED CONDENSED
CONSOLIDATED STATEMENT OF
FINANCIAL POSITION

As at 30 September 2021

未經審核簡明綜合
財務狀況表

於2021年9月30日

		As at 30 September 2021 於2021年 9月30日 (Unaudited) (未經審核) RMB'000 人民幣千元	As at 31 December 2020 於2020年 12月31日 (Audited) (經審核) RMB'000 人民幣千元
Assets	資產		
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	2,402	2,593
Right-of-use asset	使用權資產	5,427	1,386
Intangible assets	無形資產	88,310	50,949
Other non-current assets	其他非流動資產	150	150
Financial assets at fair value through other comprehensive income	按公平價值計入其他全面收益的金融資產	19,210	19,210
Interest in associate	於聯營公司的權益	321	333
Total non-current assets	非流動資產總額	115,820	74,621
Current assets	流動資產		
Trade receivables	貿易應收款項	7,135	7,135
Contract assets	合約資產	468	468
Prepayments, deposits and other receivables	預付款、按金及其他應收款項	44,787	24,495
Inventories	存貨	4	4
Financial assets at fair value through profit and loss	按公平價值計入損益的金融資產	13,296	—
Cash and cash equivalents	現金及現金等價物	836,106	161,921
Total current assets	流動資產總額	901,796	194,023
Liabilities	負債		
Current liabilities	流動負債		
Trade payables	貿易應付款項	3,326	3,994
Contract liabilities	合約負債	3,162	3,098
Other payables and accruals	其他應付款項及應計費用	880,258	136,965
Lease liabilities	租賃負債	2,573	1,401
Current tax liabilities	即期稅項負債	1,176	1,181
Total current liabilities	流動負債總額	890,495	146,639
Net current assets	流動資產淨值	11,301	47,384
Total assets less current liabilities	總資產減流動負債	127,121	122,005
Non-current liabilities	非流動負債		
Lease liabilities	租賃負債	2,948	110
Deferred tax liabilities	遞延稅項負債	—	278
Total non-current liabilities	非流動負債總額	2,948	388
NET ASSETS	資產淨值	124,173	121,617
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	71,247	83,128
Non-controlling interests	非控股權益	74,188	86,069
		49,985	35,548
TOTAL EQUITY	總權益	124,173	121,617

UNAUDITED CONDENSED
CONSOLIDATED STATEMENT OF
CHANGES IN EQUITY未經審核簡明綜合
權益變動表

For the nine months ended 30 September 2021

截至2021年9月30日止9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	保留溢利	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
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)	97,187	216,853	13,125	229,978
Loss for the period	期內虧損	-	-	-	-	-	-	-	(26,156)	(26,156)	(296)	(26,452)
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	-	-	-	-	-	(3)	-	-	(3)	-	(3)
Translation difference on foreign operations	海外業務的折算 差額	-	-	-	-	-	-	(398)	-	(398)	-	(398)
Total comprehensive income	全面收益總額	-	-	-	-	-	(3)	(398)	(26,156)	(26,557)	(296)	(26,853)
Capital injection from non-controlling interest of subsidiaries	附屬公司非控股 權益注資	-	-	-	-	-	-	-	-	-	14,914	14,914
At 30 September 2020	於2020年9月30日	2,941	47,899	1,371	17,292	2,760	47,466	(464)	71,031	190,296	27,743	218,039
At 1 January 2021 (Audited)	於2021年1月1日 (經審核)	2,941	47,899	1,371	17,292	34,420	(46,488)	(1,404)	30,038	86,069	35,548	121,617
Loss for the period	期內虧損	-	-	-	-	-	-	-	(49,158)	(49,158)	(5,121)	(54,279)
Change in fair value of intangible assets	無形資產的公平值 變動	-	-	-	-	37,921	-	-	-	37,921	-	37,921
Translation difference on foreign operations	海外業務的折算 差額	-	-	-	-	-	-	(644)	-	(644)	-	(644)
Total comprehensive income	全面收益總額	-	-	-	-	37,921	-	(644)	(49,158)	(11,881)	(5,121)	(17,002)
Capital injection from non-controlling interest of subsidiaries	附屬公司非控股 權益注資	-	-	-	-	-	-	-	-	-	19,558	19,558
At 30 September 2021	於2021年9月30日	2,941	47,899	1,371	17,292	72,341	(46,488)	(2,048)	(19,120)	74,188	49,985	124,173

NOTES TO THE THIRD QUARTERLY RESULTS

1. General information

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 11 May 2011. The 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; (ii) software technology services; and (iii) financial services.

第三季度業績附註

1. 一般資料

本公司於2011年5月11日在開曼群島註冊成立為獲豁免有限公司。本公司已發行股份（「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提供(i) 網上交易服務；(ii) 軟件技術服務；及(iii) 金融服務。

NOTES TO THE THIRD QUARTERLY RESULTS (Continued)

2. Basis of preparation and principal accounting policies

The unaudited condensed consolidated financial statements of the Group for the nine months ended 30 September 2021 (the “Period” and the “Third Quarterly Financial Statements”, respectively) have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), Hong Kong Accounting Standards and their interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and the disclosure requirements of the Companies Ordinance, Chapter 622 of the Laws of Hong Kong. In addition, the Third Quarterly Financial Statements include applicable disclosures required by the GEM Listing Rules.

The Third Quarterly Financial Statements were prepared on the historical cost basis (except for short-term investment, which is measured at fair value), and presented in terms of Renminbi (“RMB”). The principal accounting policies adopted in the Third Quarterly Financial Statements were in accordance with the annual consolidated financial statements of the Group for the year ended 31 December 2020, except the first-time adoption of new and amended HKFRSs, their amendments and interpretations which were issued by the HKICPA in the preparation of financial statements during the Period. The adoption of these new and revised HKFRSs has no significant effect on the Third Quarterly Financial Statements.

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

第三季度業績附註(續)

2. 編製基準及主要會計政策

本集團截至2021年9月30日止9個月未經審核簡明綜合財務報表(分別為「本期間」及「第三季度財務報表」)乃根據香港會計師公會(「香港會計師公會」)頒佈之所有適用香港財務報告準則(「香港財務報告準則」)、香港會計準則及其詮釋以及香港法例第622章公司條例之披露規定編製。此外，第三季度財務報表載有GEM上市規則規定之適用披露。

第三季度財務報表按照歷史成本基準編製(惟按公平值計量的短期投資除外)，並以人民幣(「人民幣」)呈列。編製第三季度財務報表所採用的主要會計政策與本集團截至2020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第三季度財務報表並無重大影響。

本集團並未提早採納已頒佈但尚未生效的任何新頒佈及經修訂香港財務報告準則。

NOTES TO THE THIRD QUARTERLY RESULTS (Continued)

第三季度業績附註(續)

3. Segment reporting

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

- (i) Online transaction services;
- (ii) Software technology services; and
- (iii) Financial services.

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；
- (ii) 軟件技術服務；及
- (iii) 金融服務。

		Online transaction services 網上交易服務 RMB'000 人民幣千元	Software technology services 軟件技術服務 RMB'000 人民幣千元	Financial services 金融服務 RMB'000 人民幣千元	Unallocated 未分配 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
For the nine months ended	截至2021年					
30 September 2021	9月30日止9個月					
Segment revenue	分部收入	5,320	2,603	24,917	—	32,840
Segment gross profit	分部毛利	439	2,136	24,917	—	27,492
Segment net profit/(loss)	分部溢利/(虧損)淨額	(302)	2,111	(39,245)	(16,843)	(54,279)
For the nine months ended	截至2020年					
30 September 2020	9月30日止9個月					
Segment revenue	分部收入	6,894	10,147	8,032	—	25,073
Segment gross profit	分部毛利	648	9,391	8,032	—	18,071
Segment net profit/(loss)	分部溢利/(虧損)淨額	(498)	2,762	(9,915)	(18,801)	(26,452)

NOTES TO THE THIRD QUARTERLY RESULTS (Continued)

第三季度業績附註(續)

4. Revenue, other income and gains, net

4. 收入、其他收入及收益，淨額

		Three months ended 30 September 截至9月30日止3個月		Nine months ended 30 September 截至9月30日止9個月	
		2021 (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	2021 (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
Revenue:	收入：				
Provision of online transaction services	提供網上交易服務	1,769	2,089	5,320	6,894
Software technology services	軟件技術服務	518	7,887	2,603	10,147
Financial services	金融服務	12,576	3,944	24,917	8,032
		14,863	13,920	32,840	25,073
Other income and gains, net:	其他收入及收益，淨額：				
Interest income	利息收入	9	9	46	299
Gain/(loss) from exchange translation	匯兌收益／(虧損)	607	(215)	196	58
Others	其他	27	(221)	146	504
		643	(427)	388	861

NOTES TO THE THIRD QUARTERLY RESULTS (Continued)

第三季度業績附註(續)

5. Finance costs

5. 融資成本

	Three months ended 30 September 截至9月30日止3個月		Nine months ended 30 September 截至9月30日止9個月	
	2021 (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	2021 (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
Interest on lease liabilities 租賃負債利息	175	266	208	266

NOTES TO THE THIRD QUARTERLY RESULTS (Continued)

第三季度業績附註(續)

6. Loss before income tax

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

6. 除所得稅前虧損

本集團除所得稅前虧損經扣除下列各項後得出：

		Three months ended 30 September 截至9月30日止3個月		Nine months ended 30 September 截至9月30日止9個月	
		2021 (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	2021 (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
Depreciation of property, plant and equipment	物業、廠房及設備折舊	164	150	478	512
Amortisation of intangible assets	無形資產攤銷	221	213	658	690
Depreciation of right-of-use assets	使用權資產折舊	894	2,690	2,110	2,690
Minimum lease payments under operating leases for buildings	樓宇經營租賃的最低租金	212	—	597	—
Development costs (note)	開發成本(附註)	6,287	3,069	16,906	8,329
Employee benefit expenses (including Directors' remuneration)	僱員福利開支(包括董事薪酬)				
Wages and salaries	工資及薪金	12,662	8,562	33,706	25,060
Pension scheme contributions	退休計劃供款	2,302	559	5,914	1,527

Note:

Development costs mainly comprised staff costs in relation to financial services business of approximately RMB16,906,000 for the Period (2020: RMB8,329,000), which was also included in the employee benefit expenses disclosed separately above. It was attributable to the higher research and development staff cost as a result of the commencement of financial services business. The Group did not capitalise any development costs for the Period (2020: nil).

附註：

開發成本主要包括有關金融服務業務之員工成本，本期間員工成本約為人民幣16,906,000元(2020年：人民幣8,329,000元)，亦計入上文獨立披露的僱員福利開支內，因開展金融服務業務導致研發人員成本增加。於本期間，本集團並無將任何開發成本撥充資本(2020年：無)。

NOTES TO THE THIRD QUARTERLY RESULTS (Continued)

第三季度業績附註(續)

7. Income tax (credit)/expense

7. 所得稅(抵免)/開支

The Group	本集團	Three months ended 30 September 截至9月30日止3個月		Nine months ended 30 September 截至9月30日止9個月	
		2021 (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	2021 (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
Current tax — PRC enterprise income tax	即期稅項 — 中國企業所得稅				
— tax for the Period	— 本期間內稅項	1	—	8	14
Deferred tax	遞延稅項	—	121	(278)	(1,507)
Income tax (credit)/expense	所得稅(抵免)/開支	1	121	(270)	(1,493)

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 (2020: the PRC EIT rate applicable for Shenzhoufu (Beijing) Software Technology Co., Ltd. ("Shenzhoufu Software") from January to November was 15%, while the applicable PRC EIT rate from December 2020 was 25%) 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(2020年：神州付(北京)軟件技術有限公司(「神州付軟件」)1月至11月適用中國企業所得稅率為15%，而自2020年12月起適用中國企業所得稅率為25%)的中國企業所得稅稅率均為其應課稅溢利的25%。

NOTES TO THE THIRD QUARTERLY RESULTS (Continued)

第三季度業績附註(續)

8. Loss per share

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

8. 每股虧損

本公司擁有人應佔每股基本虧損按下列數據計算：

		Three months ended 30 September 截至9月30日止3個月		Nine months ended 30 September 截至9月30日止9個月	
		2021 (Unaudited) (未經審核)	2020 (Unaudited) (未經審核)	2021 (Unaudited) (未經審核)	2020 (Unaudited) (未經審核)
Loss	虧損				
Loss for the purpose of basic loss per share (RMB'000)	用以計算每股基本虧損之虧損 (人民幣千元)	(21,271)	(3,578)	(49,158)	(26,156)
Number of shares	股份數目				
Weighted average number of ordinary shares for the purpose of basic loss per share	用以計算每股基本虧損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 per share is based on the loss for the Period attributable to owners of the Company and the weighted average number of ordinary shares of the Company.

每股基本虧損乃基於本公司擁有人應佔本期間虧損及普通股加權平均股數計算。

No diluted loss per share is presented as there were no potential ordinary Shares in issue during the Period (2020: nil).

於本期間內並無潛在已發行普通股，故並未呈列每股攤薄虧損(2020年：無)。

NOTES TO THE THIRD QUARTERLY RESULTS (Continued)**9. Dividend**

The Board has resolved not to declare the payment of any dividend for the Period (2020: nil).

10. Expected credit losses on financial assets

The expected credit losses on financial assets mainly attributable to an outstanding advance (net of impairment) made by the Group to an independent third party (the "Debtor"), the advance was unsecured, bore interest at 2.5% per annum and was repayable on 1 December 2020. For the Period, the Group has not received any repayment from the Debtor and the Group recognised a credit loss of approximately RMB5,653,000 in the profit or loss.

第三季度業績附註(續)**9. 股息**

董事會已決議不就本期間宣派任何股息(2020年：無)。

10. 金融資產的預期信貸損失

該金融資產的預期信貸損失乃主要由於本集團向一名獨立第三方(「該債務人」)提供未支付墊款(扣除減值)。該墊款為無抵押，按年利率2.5%計息，並須於2020年12月1日還款。於本期間，本集團尚未收到該債務人的還款，本集團於本期間內的損益中確認約人民幣5,653,000元信貸損失。

BUSINESS REVIEW

The Group is principally engaged in the provision of (i) online transaction services; (ii) software technology services; and (iii) financial 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 RMB32,840,000, representing an increase of approximately RMB7,767,000 or 30.98% as compared to that of approximately RMB25,073,000 for the same period of 2020.

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 to 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 RMB5,320,000 (2020: RMB6,894,000). The revenue from online transaction services decreased as the Group currently invests more operation resources into its financial services business which has more business opportunities.

業務回顧

本集團主要從事提供(i)網上交易服務；(ii)軟件技術服務；及(iii)金融服務。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為人民幣32,840,000元，較2020年同期的營業收入約為人民幣25,073,000元增加了約為人民幣7,767,000元或30.98%。

1. 網上交易服務

由於這些年來移動支付行業的快速發展，使得本集團網上交易服務的收入逐年減少，為了應對目前的狀況，本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，網上交易服務的收入約為人民幣5,320,000元(2020年：人民幣6,894,000元)。本集團目前集中營運資源於具備更多商機的金服務業務，使網上交易服務收入減少。

2. Software technology services

The Group's provision of software technology services mainly comprises the self-developed software system and its related technical services.

The revenue from software technology services for the Period was approximately RMB2,603,000 (2020: RMB10,147,000). The decrease was attributable to the resources of the Group being prioritised towards development of its financial services as its major stream of business.

3. Financial services

The Group possesses overseas banking, insurance, trust, securities and other qualifications for providing financial services to small and medium enterprises and high net worth individuals in Asia Pacific.

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 RMB24,917,000 (2020: RMB8,032,000). Such increase was mainly attributable to the larger exposure related to financial services as the Group put more resources towards expanding its client base.

2. 軟件技術服務

本集團提供的軟件技術服務主要為公司自行開發軟件系統以及相關的技術服務。

於本期間內，軟件技術服務的收入約為人民幣2,603,000元（2020年：人民幣10,147,000元）。減少原因為本集團優先投放資源於發展其主要業務金融服務。

3. 金融服務

本集團在海外擁有銀行、保險、信託、證券等牌照，以向亞太地區的中小型企業及高淨值人士提供各類金融服務。

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24,917,000元（2020年：人民幣8,032,000元）。該增加主要由於集團資源傾斜，拓展客戶基礎，與金融服務有關的敞口有所擴大所致。

Cost of revenue

For the Period, the cost of revenue of the Group was approximately RMB5,348,000, representing a decrease of RMB1,654,000 or 23.62% as compared to approximately RMB7,002,000 for the same period of 2020. The cost of revenue for the Period decreased as compared to that of last period mainly due to the decrease in the percentage of online transaction services business which incurs comparatively higher cost.

Gross profit

For the Period, the Group realised gross profit of approximately RMB27,492,000, representing an increase of approximately RMB9,421,000 or 52.13% as compared to approximately RMB18,071,000 for the same period of 2020. Such increase in gross profit was primarily attributable to the increase in revenue from financial services.

Selling and distribution expenses

For the Period, the selling and distribution expenses of the Group were approximately RMB15,120,000, representing an increase of approximately RMB5,452,000 or 56.39% as compared to approximately RMB9,668,000 for the same period of 2020. Such increase in the selling and distribution expenses was primarily attributable to the increase in selling expenses associated with the rapid growth of the financial services business.

收入成本

於本期間內，本集團的收入成本約為人民幣5,348,000元，較2020年同期約為人民幣7,002,000元減少人民幣1,654,000元或23.62%。本期間收入成本較上期減少主要是成本相對較高的網上交易服務業務佔比的減少。

毛利

於本期間內，本集團實現毛利約為人民幣27,492,000元，較2020年同期約為人民幣18,071,000元上升了約人民幣9,421,000元或52.13%。毛利的增加主要是由於金融服務收入的增加所致。

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15,120,000元，較2020年同期約為人民幣9,668,000元上升了約人民幣5,452,000元或56.39%。銷售及分銷開支的增加主要由於金融服務業務的快速增加帶來的銷售開支隨之增加。

Administrative expenses

For the Period, the administrative expenses of the Group were approximately RMB61,436,000, representing an increase of RMB17,987,000 or 41.40% as compared to approximately RMB43,449,000 for the same period of 2020. Such increase in the administrative expenses was primarily attributable to the increase in wages and salaries for financial service business.

Other comprehensive income

The change in fair value of financial assets at fair value through other comprehensive income was due to the exchange difference from the translation of foreign financial statements.

Income tax credit

For the Period, the income tax credit of the Group was RMB270,000 resulting from the excess of deferred tax benefit over tax expenses, as compared with the income tax credit of approximately RMB1,493,000 for the same period of 2020.

Loss for the Period

For the Period, the loss of the Group was approximately RMB54,279,000, representing an increase of RMB27,827,000 or 105.20% as compared to the loss of approximately RMB26,452,000 for the same period of 2020. The increase in loss for the Period was mainly due to the increase in expenditures such as staff costs for financial service business and related selling cost 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61,436,000元，較2020年同期約為人民幣43,449,000元增加了人民幣17,987,000元或41.40%。行政開支的增加主要是由於金融服務業務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270,000元，而2020年同期的所得稅抵免則約為人民幣1,493,000元。

本期間內虧損

於本期間內，本集團的虧損約為人民幣54,279,000元，較2020年同期的虧損約為人民幣26,452,000元增加人民幣27,827,000元或105.20%。本期間虧損增加主要由於本期間內金融服務業務人員成本和相關銷售費用等開支的增加。

Material Acquisition and Disposal of Subsidiaries, Associates and Joint Ventures

Save for the announcements of the Company dated 28 January 2021, 13 May 2021 and 14 May 2021 in relation to the deemed disposal of a subsidiary, the Group did not have any material acquisitions or disposals of subsidiaries, associates and joint ventures during the Period.

OUTLOOK

This year, while providing online transaction services and software technology services, the Company has achieved significant growth in its overseas financial services business. To date, our overseas business have given support to those going-abroad corporations and individuals with our comprehensive range of services including overseas account opening, fund transfer and remittance, e-commerce collection, currency exchange and other financial services. Taking the advantage of the customer base of our overseas banks together with our financial services licences around the world, we commenced overseas trust, insurance, asset management and other businesses with an aim to provide our customers with comprehensive global financial services.

附屬公司、聯營公司及合營企業之重大收購及出售

除本公司日期為2021年1月28日、2021年5月13日及2021年5月14日的公告有關視作出售一間附屬公司外，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。

展望

本公司於今年在提供其網上交易服務及軟件服務的同時，在海外金融服務業務方面有了顯著的增長，我們的海外業務為企業及個人出海提供了包括海外賬戶設立、轉賬匯款、電商收款、換匯服務等全面的金融服務支持。基於海外銀行的客戶基礎，我們也依托於全球各地的金融牌照開展了海外信託、保險、資產管理等業務，為客戶提供完善的全球金融服務。

During the first three quarters of 2021, business results and revenues of the Company grew significantly, thanks to the recovery from the shadow of global pandemic and the growth of cross-border trade. We have also partnered with top-notch wealth management firms around the globe to launch premium wealth management products catering for our clients which have been well-received by them. In the future, apart from expanding our clientele through various channels and enriching varieties of our service and product offering as always, the Company will continue to provide diversified one-stop financial services to our various clients going abroad.

2021年首三季，依託於全球疫情的恢復及跨境貿易的增長，本公司的業務數據及收入有了明顯增長。同時我公司也與全球頂尖財富管理公司合作，推出了面向客戶的優質理財產品，受到客戶的追捧。未來，本公司會繼續通過多種渠道拓展客戶，豐富服務種類和產品範圍，繼續為廣大出海客戶提供多樣化的一站式金融服務。

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

As at 30 September 2021, 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 and 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 entered in the register referred to therein; or (c) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

Long positions

a. Shares

董事及主要行政人員於股
份、相關股份及債券之權益
及淡倉

於2021年9月30日，董事及本公司主要行政人員於本公司或任何其相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債券中擁有須：(a)根據證券及期貨條例第XV部第7及第8分部規定知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例的該等條文被當作或視為擁有的權益及淡倉）；(b)根據證券及期貨條例第352條須記入該條例所指的登記冊；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：

好倉

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 ^(Note 2) 佔已發行股份 之百分比 ^(附註2)
Sun Jiangtao ("Mr. Sun") ^(Note 1) 孫江濤（「孫先生」） ^(附註1)	Interest of a controlled corporation/Corporate interest 受控制法團的權益／ 公司權益	261,040,000	54.38%

Notes:

- Details of the interest 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.
- The percentage of shareholding was calculated based on the total issued Shares of 480,000,000 Shares as at 30 September 2021.

附註：

- 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。
- 控股百分比乃根據於2021年9月30日已發行股份總數480,000,000股股份計算所得出。

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

b. 於Data King (本公司的聯營公司) 股份中的好倉

Name of Director 董事姓名	Capacity/Nature of Interest 身份／權益性質	Number of shares held 所持股份數目	Percentage of the issued shares 佔已發行股份之百分比
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Mr. Sun 孫先生	Beneficial owner/Personal interest 實益擁有人／個人權益	1	100%
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Save as disclosed above, as at 30 September 2021, none of the Directors nor the chief executive of the Company had any interests and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required: (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

除上文披露者外，於2021年9月30日，董事或本公司主要行政人員概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債券中擁有須：(a)根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所之任何權益及淡倉(包括根據證券及期貨條例的該等條文被當作或視為擁有之權益及淡倉)；(b)根據證券及期貨條例第352條須記入該條例所述之登記冊；或(c)根據GEM上市規則第5.46至5.67條知會本公司及聯交所之任何權益及淡倉。

SUBSTANTIAL SHAREHOLDERS' AND
OTHER PERSONS' INTERESTS AND
SHORT POSITIONS IN SHARES AND
UNDERLYING SHARES主要股東及其他人士於股份
及相關股份之權益及淡倉

As at 30 September 2021, 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 underlying Shares as recorded in the register required to be kept by the Company under section 336 of the SFO were as follows:

於2021年9月30日，就任何董事或本公司主要行政人員所知或所獲悉，根據證券及期貨條例第336條本公司須存置的登記冊所記錄，於股份及相關股份中擁有5%或以上權益之法團或人士（董事或本公司主要行政人員除外）的資料如下：

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 ^(Note 6) 佔已發行股份 概約百分比 ^(附註6)
Data King ^(Note 1)	Beneficial owner/ Personal interest	261,040,000	54.38%
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 corporation/ 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	44,146,725	9.20%
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	44,146,725	9.20%
IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. ^(附註3)	受控制法團的權益／公司權益		

Name of Shareholders 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 ^(Note 6) 佔已發行股份 概約百分比 ^(附註6)
IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. ^(Note 3) IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. ^(附註3)	Interest of controlled corporations/ Corporate interest 受控制法團的權益／公司權益	47,757,200	9.95%
Ho Chising ^(Note 4) Ho Chising ^(附註4)	Interest of a controlled corporation/ Corporate interest 受控制法團的權益／公司權益	47,757,200	9.95%
Zhou Quan ^(Note 5) 周全 ^(附註5)	Interest of a controlled corporation/ Corporate interest 受控制法團的權益／公司權益	47,757,200	9.95%

Notes:

附註：

- | | |
|--|---|
| <p>1. Data King is wholly owned by Mr. Sun, the executive Director, the chairman of the Board (the "Chairman") and the chief executive officer of the Company (the "CEO"). By virtue of the SFO, Mr. Sun is deemed to be interested in all the Shares held by Data King.</p> | <p>1. Data King由執行董事、董事會主席(「主席」)及本公司行政總裁(「行政總裁」)孫先生全資擁有。根據證券及期貨條例，孫先生被視為於Data King所持有全部股份中擁有權益。</p> |
| <p>2. Fantastic Voyage is wholly owned by Mr. Wei. By virtue of the SFO, Mr. Wei is deemed to be interested in all the Shares held by Fantastic Voyage.</p> | <p>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所持有全部股份中擁有權益。</p> |

3. IDG-ACCEL CHINA GROWTH FUND II L.P. is an exempted limited partnership registered in the Cayman Islands which owned 44,146,725 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 3,610,475 Shares. IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. is deemed to be interested in all the Shares held by IDG-ACCEL CHINA GROWTH FUND II L.P., and IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. is deemed to be interested in all the Shares held by IDG-ACCEL CHINA GROWTH FUND II L.P. and IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. by virtue of the SFO.
3. IDG-ACCEL CHINA GROWTH FUND II L.P. 為一家於開曼群島註冊的獲豁免有限合夥公司，擁有44,146,725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.，其為一家於開曼群島註冊成立的有限公司。此外，IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 為IDG CHINA INVESTORS II L.P.的一般合夥人，後者擁有3,610,475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.所持持有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.所持持有全部股份中擁有權益。
4. Ho Chising is a controlling shareholder holding 50% of equity interests in IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. and he is deemed to be interested in all the Shares held by IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. by virtue of the SFO.
4. Ho Chising 為持有IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 50%股權的控股股東。根據證券及期貨條例，彼被視為於IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 所持持有全部股份中擁有權益。
5. Zhou Quan is the other controlling shareholder holding 50% of equity interests in IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. and he is deemed to be interested in all the Shares held by IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. by virtue of the SFO.
5. 周全為持有IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 50%股權的另一位控股股東。根據證券及期貨條例，彼被視為於IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 所持持有全部股份中擁有權益。
6. The percentage of shareholding was calculated based on the total issued Shares of 480,000,000 Shares as at 30 September 2021.
6. 持股百分比乃根據於2021年9月30日已發行股份總數480,000,000股股份計算所得出。

Save as disclosed above, as at 30 September 2021, so far as it was known 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 5% or more interests in the Shares or underlying Shares as recorded in the register required to be kept by the Company under section 336 of the SFO.

SHARE OPTION SCHEME

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

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

- (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

除上文所披露外，就董事及本公司主要行政人員所知，於2021年9月30日，概無其他法團或人士（董事或本公司主要行政人員除外）根據證券及期貨條例第336條於本公司須存置的登記冊所記錄之股份或相關股份中擁有5%或以上的權益。

購股權計劃

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

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

- (a) 由本集團任何公司聘用的本集團任何公司的任何董事、僱員或高級人員（不論全職或兼職）、本集團或本集團持有權益的公司或有關公司的附屬公司（「聯屬公司」）的諮詢人、專業人員、客戶、供應商、代理、合作夥伴、顧問或承包商；或

- (b) 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.
- (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「相關方」）；或
- (c) 由任何相關方實益擁有的公司。

During the Period, no Share Options were granted, exercised or cancelled or lapsed under the Share Option Scheme and no Share Options were outstanding as at 30 September 2021.

於本期間內，概無任何購股權根據購股權計劃授出、獲行使或註銷或失效，亦無購股權於2021年9月30日尚未行使。

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

董事、控股股東及彼等各自緊密聯繫人於競爭業務之權益

During the Period, save as disclosed in the section headed “Non-Competition Undertakings” of the annual report of the Company for the year ended 31 December 2020, 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.

於本期間內，除於本公司截至2020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）被視為於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 THE CORPORATE GOVERNANCE CODE

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

During the Period, the Company had applied the principles and complied with all the code provisions of the Corporate Governance Code (the “CG Code”) contained in Appendix 15 to the GEM Listing Rules except for code provision 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 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.

遵守企業管治守則

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

於本期間內，本公司已採用並遵守 GEM 上市規則附錄十五所載企業管治守則（「企業管治守則」）所載所有守則條文，惟企業管治守則第 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。

於本期間內，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。

The Company has considered the issue of balance of power of authority on the Board and believes the structure of the Company, including strong independent elements in the Board, delegation of authorities to the management, supervision by the Board and Board committees, is sufficient to address the potential issue on power concentration. Furthermore, decisions of the Board are made by way of majority votes. The Board will regularly review the effectiveness of this structure to ensure that it is appropriate to the Group's circumstances.

COMPLIANCE WITH CODE OF CONDUCT FOR DEALINGS IN SECURITIES BY DIRECTORS

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

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

本公司已考慮董事會權力制衡的事宜，並相信本公司的架構(包括董事會具備足夠獨立性、向管理層授予權力、由董事會及董事委員會進行監察)足以應對權力集中之潛在問題。此外，董事會之決定均透過大多數表決通過。董事會將定期檢討此架構的成效，確保其適合本集團的現況。

遵守董事進行證券交易之行為守則

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

隨著本公司向所有董事作出特定查詢，彼等各自確認於本期間內已遵守就董事進行證券交易所規定的交易必守標準。

COMPLIANCE ADVISER'S INTERESTS

As notified by the Company's compliance adviser, Lego Corporate Finance Limited ("Lego Corporate Finance"), except for the compliance adviser agreement dated 19 January 2016 entered into between the Company and Lego Corporate Finance, neither Lego Corporate Finance nor its directors, employees or close associates (as defined in the GEM Listing Rules) had any interests in 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.

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.

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(「力高企業融資」)所告知，除本公司與力高企業融資所訂立日期為2016年1月19日的合規顧問協議外，力高企業融資及其董事、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期權或權利)。

購買、出售或贖回本公司之上市證券

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

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

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

Hong Kong, 9 November 2021

As at the date of this report, the executive Director is Mr. Sun Jiangtao (Chairman and CEO); the non-executive Director is Ms. Zhang Rong; and the INEDs are Mr. Hou Dong, Mr. He Qinghua and Mr. Yang Haoran.

審核委員會

董事會審核委員會(「審核委員會」)由三名成員組成，包括兩名獨立非執行董事(「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準則、GEM上市規則的規定及任何其他適用法律規定，且已作出充足披露。

承董事會命
神州數字新金融科技集團
孫江濤
*主席、執行董事及
行政總裁*

香港，2021年11月9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侯東先生、何慶華先生及楊浩然先生。

神州數字

China Binary New Fintech Group

神州數字新金融科技集團